

# Trio Industrial Electronics Group Limited 致豐工業電子集團有限公司

(Incorporated in Hong Kong with limited liability) (於香港註冊成立的有限公司)

Stock Code 股份代號 : 1710

An aerial view of a city with a network overlay. The city is rendered in a golden-brown color, with numerous skyscrapers and buildings. A network of white lines connects various points across the city, with each point marked by a glowing white circle. The background is a soft, hazy orange, suggesting a sunrise or sunset. The overall aesthetic is modern and technological.

2018

Annual Report 年報



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## CORPORATE INFORMATION

### 公司資料

#### EXECUTIVE DIRECTORS

Lai Yiu Wah (*Chairman*)  
Tai Leung Lam (*Chief Executive Officer*)  
Joseph Mac Carthy  
Georges René Gener

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Fung Chun Chung  
Cheung Kin Wing  
Wong Raymond Fook Lam

#### REGISTERED OFFICE

Block J, 5/F, Phase II, Kaiser Estate  
51 Man Yue Street  
Hung Hom, Kowloon  
Hong Kong

#### COMPANY WEBSITE

[www.trio-ieg.com](http://www.trio-ieg.com)

#### COMPANY SECRETARY

Wan Mei Wa Ruby (*ACS, ACIS, HKICPA*)

#### AUTHORISED REPRESENTATIVES

Lai Yiu Wah  
Tai Leung Lam

#### COMPLIANCE ADVISER

Halcyon Capital Limited

#### AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountants*  
22nd Floor Prince's Building  
Central, Hong Kong

#### STOCK CODE

1710

#### 執行董事

黎耀華 (*主席*)  
戴良林 (*行政總裁*)  
Joseph Mac Carthy  
Georges René Gener

#### 獨立非執行董事

馮鎮中  
張建榮  
黃福霖

#### 註冊辦事處

香港  
九龍紅磡  
民裕街51號  
凱旋工商中心2期  
5樓J室

#### 公司網站

[www.trio-ieg.com](http://www.trio-ieg.com)

#### 公司秘書

溫美華 (*ACS, ACIS, HKICPA*)

#### 授權代表

黎耀華  
戴良林

#### 合規顧問

鎧盛資本有限公司

#### 核數師

羅兵咸永道會計師事務所  
*執業會計師*  
香港中環  
太子大廈22樓

#### 股份代號

1710

### AUDIT COMMITTEE

Cheung Kin Wing (*Chairman*)  
Fung Chun Chung  
Wong Raymond Fook Lam

### REMUNERATION COMMITTEE

Wong Raymond Fook Lam (*Chairman*)  
Lai Yiu Wah  
Fung Chun Chung  
Cheung Kin Wing

### NOMINATION COMMITTEE

Fung Chun Chung (*Chairman*)  
Lai Yiu Wah  
Wong Raymond Fook Lam

### RISK MANAGEMENT COMMITTEE

Lai Yiu Wah (*Chairman*)  
Cheung Kin Wing  
Fung Chun Chung  
Wong Raymond Fook Lam

### SHARE REGISTRAR

Tricor Investor Services Limited  
Level 22  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

### PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited  
Hongkong and Shanghai Banking Corporation Limited  
Standard Chartered Bank (Hong Kong) Limited

### 審核委員會

張建榮 (*主席*)  
馮鎮中  
黃福霖

### 薪酬委員會

黃福霖 (*主席*)  
黎耀華  
馮鎮中  
張建榮

### 提名委員會

馮鎮中 (*主席*)  
黎耀華  
黃福霖

### 風險管理委員會

黎耀華 (*主席*)  
張建榮  
馮鎮中  
黃福霖

### 股份過戶登記處

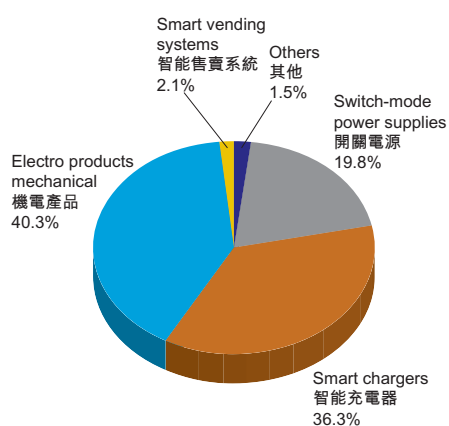
卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心  
22樓

### 主要往來銀行

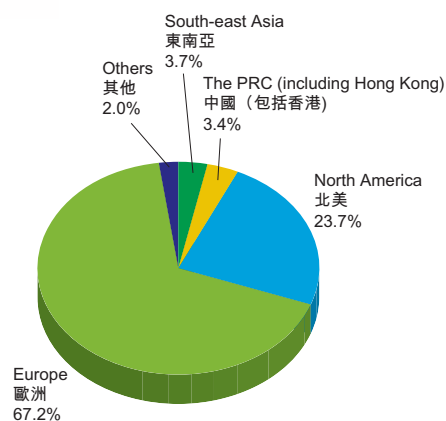
星展銀行(香港)有限公司  
香港上海滙豐銀行有限公司  
渣打銀行(香港)有限公司

## KEY FINANCIAL INFORMATION 主要財務資料

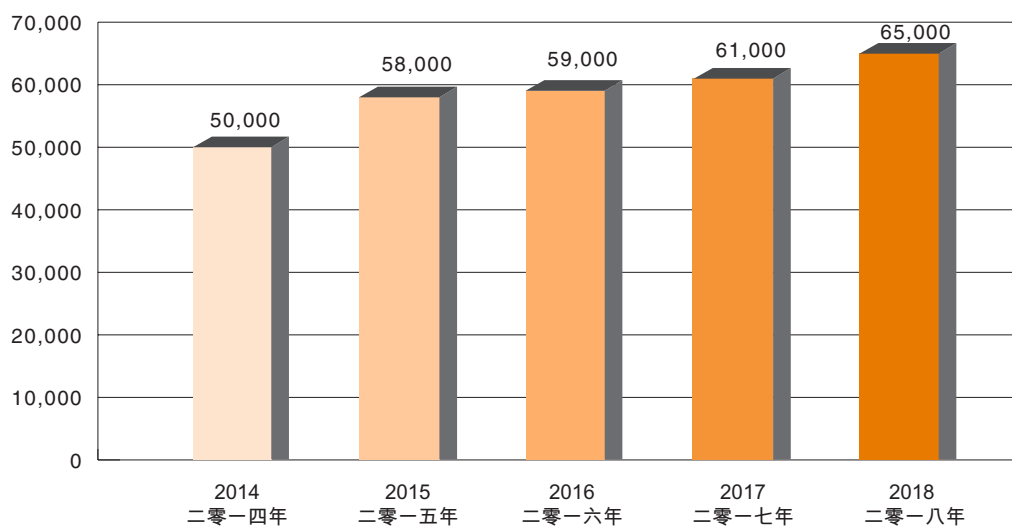
**Sales by Product Category for year 2018**  
2018年以產品分類的收益



**Sales by Geographical Location for year 2018**  
2018年以地理位置分類的收益



**Sales per Capita<sup>(1)</sup> US\$**  
人均銷售額<sup>(1)</sup> (美元)



Notes:

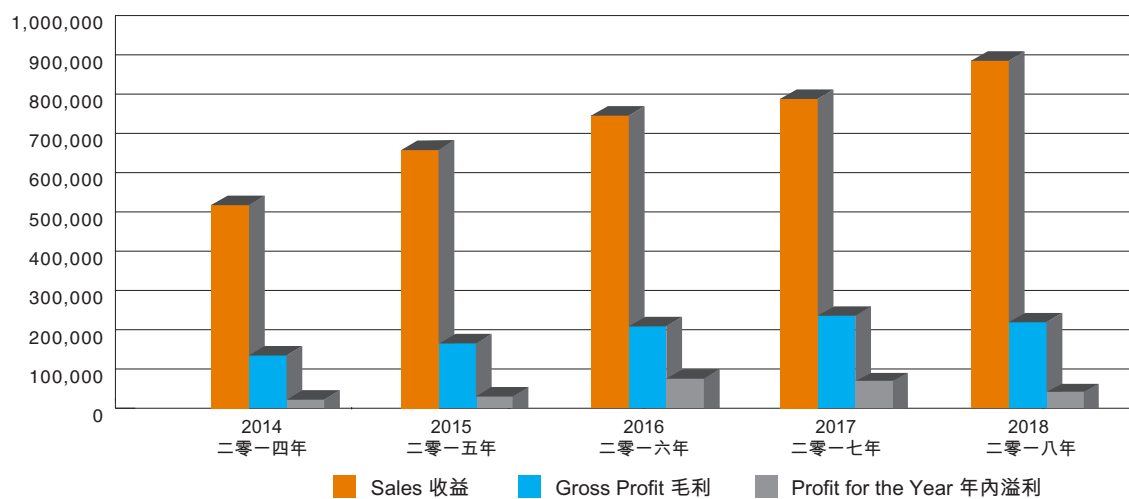
- (1) "Sales per capita" represents average sales per person, which is calculated by dividing total sales for a particular period by the number of employees in the same period.

附註：

- (1) 「人均銷售額」指每人所產生的平均銷售額，乃按於特定期間的總銷售額除以相同期間的僱員人數計算。

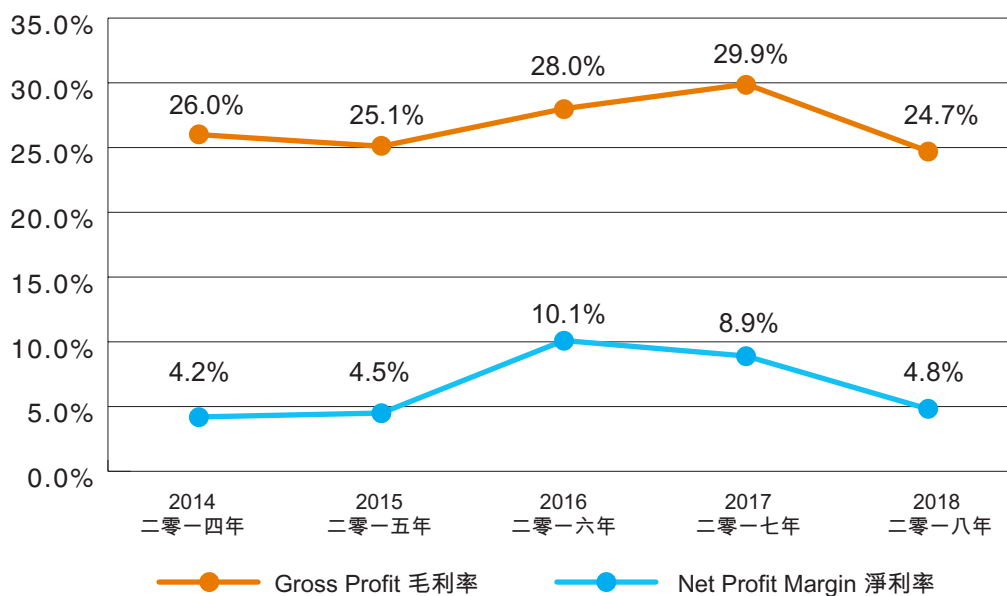
## Sales, Gross Profit, and Profit for the Year (HK\$'000)

收益、毛利及年內溢利 (千港元)



## Gross Profit Margin and Net Profit Margin

毛利率及淨利率



## CHAIRMAN'S STATEMENT 主席報告



黎耀華先生  
主席兼執行董事  
**Lai Yiu Wah**  
Chairman and Executive Director

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Trio Industrial Electronics Group Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”, I am pleased to present to you the annual report of the Group for the year ended 31 December 2018.

With our continuous dedication to explore our businesses and markets, in early 2018, the management decided to change the Group's brand driver from “Powered by Partnership” to a new concept to correspond with the anticipated soaring potentials of the smart world economy, viz. “Powering the eWorld”. This new brand driver has three principal rationales behind:

- The Group is still focusing on industrial power supplies and related products;
- We endlessly exert our strong power in developing businesses and products to meet the immense demand in the smart world; and
- The Group is to stay abreast of technologies, academics, researches, applications and the like to achieve sustainability in the long term.

本人謹代表致豐工業電子集團有限公司（「本公司」，連同其附屬公司合稱「本集團」）董事（「董事」）組成之董事會（「董事會」），欣然向閣下提呈本集團截至二零一八年十二月三十一日止年度之年報。

隨著我們不斷致力開拓業務及市場，管理層於二零一八年年初認為本集團的企業口號必須更新，並決定將「致豐工程，守誠互動」變更為「注動力，建未來」，以迎接智能世界經濟的高速增長。採納此新企業口號背後有三個主要理念：

- 本集團仍會專注於工業電源及相關產品；
- 我們不斷致力開發業務及產品，以滿足智能世界的巨大需求；及
- 本集團將密切關注科技、學術、研究、應用等方面，以實現長期可持續發展。

The management believes that the Group can demonstrate a clear and concise perception to our customers and other business counterparts to be aware of the three principal rationales as mentioned in the above. After launching this “Powering the eWorld”, our marketing team has been able to present a prominent and advancing business positioning in our marketplaces. With delight, this new positioning is much welcome by our existing and potential customers.

I would also like to update some highlights of the Group during the financial year ended 31 December 2018 in below.

### Business environment

As reported in our profit warning announcements made on 15 June 2018 and 18 December 2018, our profit for first half year of 2018 was strongly hit by higher direct material and labor costs during the reporting year. In the second half of the reporting year, Renminbi (“RMB”) had significantly declined against the Hong Kong dollar (“HK\$”), which had softened the cost pressure in the operations conducted in the People's Republic of China (“PRC”). However, the shortage in a few categories of direct materials for electronic and electrical manufacturing has persisted even up to today's date. This unsatisfactory environment has (i) pushed up our cost of sales; (ii) interrupted our production schedules; and (iii) hurdled the achievement of our original sales budget prepared in early last year by a significant amount.

The Sino-American trade war since the second quarter of 2018 has undoubtedly affected the Group's growth, in-taking of normal sales from certain customers in the United States of America (the “USA”) as well as reduction in gross margin to cope with some customers' difficulties in shouldering the tariff levied by the American government. In the business communities in HKSAR and the PRC, there are many advocates (not to say pessimistic forecast) to ask the relevant government authorities to extend help. The mood of such communities is commonly low. There are many enterprises looking for possibilities to move their production out of the PRC in order to stay away from short and long term conflicts between the two giant economic powers. How should our management react to this crisis?

管理層認為本集團可向客戶及其他業務夥伴清晰簡明地展示上述三個理念。於推出「注動力，建未來」口號後，我們的營銷團隊已能夠在我們的市場中展現突出及優越的商業定位。我們的新定位亦受到現有及潛在客戶的歡迎。

本人亦藉此對本集團截至二零一八年十二月三十一日止財政年度的若干重點作出以下報告。

### 商業環境

誠如我們於二零一八年六月十五日及二零一八年十二月十八日刊發的盈利警告公告所報告，我們二零一八年上半年的溢利因報告年度較高的直接材料及勞工成本而嚴重受壓。於下半年，人民幣（「人民幣」）兌港元（「港元」）大幅下跌，對在中華人民共和國（「中國」）的營運成本壓力有所緩解。然而，電子及電氣製造的數類直接材料短缺情況至今仍未見改善。此種不利的環境已(i)推高我們的銷售成本；(ii)打亂我們的生產計劃；及(iii)大幅度影響去年年初編製的原始銷售預算。

毫無疑問，自二零一八年第二季度以來的中美貿易戰對本集團的增長造成影響，流失部分美國（「美國」）客戶的日常銷售，以及應對若干客戶而須要承擔由美國政府所徵收的關稅，使毛利率下降。在香港特別行政區及中國商業地區，有不少倡導者（莫論是悲觀預測）要求相關政府部門提供幫助。這些地區的情緒普遍欠佳。許多企業正在尋求將生產轉移出中國的可能性，以規避兩大經濟強國之間的長短期矛盾。我們的管理層應如何應對這項危機呢？



## CHAIRMAN'S STATEMENT

### 主席報告

- We take a positive view to see if there would be any advantages that our production entities in the PRC might enjoy if many worrying enterprises might or would move out of the PRC. The answer is, not surprisingly, yes. The “opportunities” we could see are plenty – in terms of easier supply of labor and talents, more stable labor costs, additional governmental policies to reduce our factory’s operational costs and to increase subsidies/incentives, etc.
- In the financial years of 2017 and 2018, the sales contributed by the US market were 26.7% and 23.6% respectively. One of our marketing strategies is to strengthen our presence and market stake in Europe, South East Asia and the PRC. We have a EU operation team of strong and reasonable size and we trust that this team will contribute more revenue and profits in the coming few years. Thus, the relative importance of the US market should be gradually diluted and the Group will sustain and grow at a safer pace. Our management is conservatively optimistic that the profit performance of the Group will revive to a growing trend.
- To strengthen oneself is far better than worrying his present and future. We have emphasized and continue to emphasize the efficiency and quality building of our management and operations. As you may be aware, the Group has invested significantly in our manufacturing execution system (T-MICS), automation, production capacity, high quality accreditations and the most important of all, pursuit of Industry 4.0 recognition. The latest progress of Industry 4.0 recognition is encouraging and I will announce the result to our shareholders and business communities hopefully in the near future.
- 我們以積極角度看，考慮到倘眾多存在擔憂的企業可能或將會遷出中國，對我們於中國的生產設施是否會有任何益處，答案毫無疑問是肯定的。我們從中觀察到眾多「機遇」，如勞工及人才供應更為容易；勞工成本更穩定；工廠營運成本因額外的政府政策得以降低；以及政府會增加補貼／激勵等方面。
- 於二零一七年及二零一八年財政年度，來自美國市場的銷售額分別佔26.7%及23.6%。我們的營銷策略之一為加強我們在歐洲、東南亞及中國的業務及市場份額。我們擁有一支強大且具合理規模的歐盟營運團隊，我們相信該團隊將在未來幾年內貢獻更多的收入及利潤。因此，美國市場的相對重要性應會逐步降低，本集團將更穩步發展。我們的管理層對本集團的盈利表現恢復增長趨勢保持審慎樂觀。
- 強化自身遠比擔憂現狀及未來顯得重要。我們強調並繼續重視管理及營運的效率及質量。如閣下所悉，本集團已向我們的製造執行系統(T-MICS)、自動化、產能、高質量認證等投入大量資金，而重中之重是尋求工業4.0認證。工業4.0認證的最新進展令人鼓舞，本人期望將於不久的將來向股東及商界宣佈結果。

### European Operations

Our European executive team has worked with a professional marketing firm based in Munich, Germany to conduct market researches, positioning assessment, creation of an appropriate business name in the EU market as well as brand name for a possible smart product to be launched in conjunction with a few strong counterparts in the industrial electronics sector.

We have placed significant efforts in this new company and its product branding. I will advise our shareholders and stakeholders more information about the progress in this field as and when appropriate.

### 歐洲業務

我們的歐洲團隊已和一間位於德國慕尼黑的專業營銷顧問公司合作，開展市場研究、定位評估、創建適用在歐盟市場的商業名稱，以及與某些工業電子行業強勁同行合作推出智能產品的品牌名稱。

我們已對此新公司及其產品品牌方面作出重大投入，本人會在適當的時候向我們的股東及持份者提供有關該領域進展的更多資料。



### European Team

#### Senior management resources

By different announcements on our official website and other media, our shareholders and the public should have known the following changes in our senior management resources since 1 January 2018 up to the date of this report:

### 歐洲團隊

#### 高級管理層

透過我們官方網站及其他媒體的不同公告，我們的股東及公眾應知悉自二零一八年一月一日起至本報告日期，我們的高級管理層發生以下變動：

## CHAIRMAN'S STATEMENT

### 主席報告

Executive's name 管理人員	Previous position 前職銜	New position 新職銜	Effective date 生效日期
Mr. Lai Yiu Wah	Acting chairman, deputy chairman, CFO and executive Director	Chairman and executive Director	25 May 2018
黎耀華先生	代理主席、副主席、首席財務官兼執行董事	主席兼執行董事	二零一八年五月二十五日
Mr. Tai Leung Lam	Executive director and acting Chief Executive Officer ("CEO")	CEO and executive Director	25 May 2018
戴良林先生	執行董事及代理行政總裁 (「行政總裁」)	行政總裁兼執行董事	二零一八年五月二十五日
Mr. Georges René Gener	Chairman of European operations	Executive Director and Chairman of European operations	2 November 2018
Georges René Gener 先生	歐洲營運主席	執行董事兼歐洲營運主席	二零一八年十一月二日
Mr. Lai Sek Piu	Head of Manufacturing Division and Innovation & Development Division	Joint managing director of principal subsidiaries of the Company	1 January 2019
黎錫標先生	製造部及創新及發展部總監	本公司主要附屬公司的聯席董事總經理	二零一九年一月一日
Mr. Lo Ka Kei Jun	Head of Marketing Division	Joint managing director of principal subsidiaries of the Company	1 January 2019
羅嘉祺先生	市場營銷部總監	本公司主要附屬公司的聯席董事總經理	二零一九年一月一日
Ms. Wan Mei Wa Ruby	Group financial controller	Group financial controller & company secretary	1 January 2019
溫美華女士	集團財務總監	集團財務總監兼公司秘書	二零一九年一月一日

We are also most thankful to but are sorry to miss our former chairman and CEO, Mr. Kwan Tak Sum Stanley; and former group financial controller and company secretary, Mr. Fok Ka Fai who had retired from their respective positions on 25 May 2018 and 31 December 2018 respectively. On behalf of the Board, I would like to extend our most sincere regards to Mr. Kwan Tak Sum Stanley and Mr. Fok Ka Fai for their unselfish and contributive efforts extended to the Group during the past decades. We wish them a relaxing and enjoyable retirement life.

我們亦非常感謝分別已於二零一八年五月二十五日及二零一八年十二月三十一日退任各自職務的前主席兼行政總裁關德深先生以及前集團財務總監兼公司秘書霍家輝先生，亦遺憾他們的離開。本人謹代表董事會向關德深先生及霍家輝先生致以最摯誠的祝福，感謝彼等在過去數十年來為本集團所作的無私貢獻，我們期望彼等過著輕鬆愉快的退休生活。

We are confident that the top and second tiers management has been well built to enable the Group to operate smoothly towards achieving our goals and missions. In addition, the management is highly concerned with the development of our human resources through careful recruitment selection, implementation of competitive rewards system in the labor market, academic and on-the-job trainings, motivation and incentive schemes as well as creating a “happier” atmosphere throughout our operations. We strongly believe in “3C” – Communication, Cooperation and Correction, and not Criticising, Complaining and Condemning in the workplace.

我們有信心，本集團已建立好第一級及第二級管理層，能夠使集團順利運作，以實現我們的目標及使命。此外，管理層高度關注人力資源的開發，透過精心招聘篩選、在勞工市場提供具競爭力的薪酬機制、學術及在職培訓、激勵及獎勵計劃以及在整個營運環境中營造「更愉悅」的氣氛。我們於工作場所秉持「3C」理念－溝通、合作及糾正，而非批評、抱怨及指責。

### Happier versus poor work environment 愉悅與差劣工作環境比較

#### Happier environment

##### 愉悅工作環境

1. Good 3C  
三個良好因素
  - Communication (sincere)  
溝通（真誠）
  - Cooperation (intact & initiative)  
合作（緊密及主動）
  - Correction (responsible & accountable)  
糾正（負責及問責）
2. Smiling & greeting  
微笑及問候
3. Recognize others' views & importance  
接受他人意見及重要性
4. Listen & share  
聆聽及分享
5. Appreciate & thanks  
感恩及感謝



#### Poor environment

##### 差劣工作環境

- Poor 3C  
三個不良因素
- Criticise (harm understanding)  
批評（不利了解）
  - Complain (create conflicts)  
抱怨（增加衝突）
  - Condemn (destroy relationship)  
指責（破壞關係）
- Cool faces & avoid greeting  
冷眼相對，逃避問候
- Self-centered, self protection, ignore others  
自我中心、自我保護，忽視他人
- Argue & lock-up  
爭吵及封閉
- Jealous & reject  
嫉妒及拒絕

It is certainly not for me to miss the great appreciation towards our teams in the Group. Your commitments, understanding, cooperation and diligence have inevitably enabled the Board to lead to overcome a highly challenging year of 2018.

本人當然亦藉此機會高度讚賞本集團各個團隊。各位的投入、理解、合作及勤奮無疑使董事會能夠帶領集團順利度過二零一八年極具挑戰性的一年。

On behalf of the Board

代表董事會

Lai Yiu Wah

Chairman and Executive Director

黎耀華

主席兼執行董事

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### BUSINESS REVIEW

The Group continues to principally engage in the manufacturing and selling of customised industrial components and products, including (i) electro-mechanical products; (ii) smart chargers; (iii) switch-mode power supplies; and a new category (iv) smart vending systems. The smart vending systems category has been developed in the European market for some years and the management has strong confidence that this product line will have substantial contributions to sales growth in the coming years.

As an original equipment manufacturer (“OEM”), the Group manufactures products in accordance with the design and technical specifications provided by customers. The Group’s engineering team works closely with its customers, existing or prospective, to find the best production and cost effective solutions for their designed products. The Group’s capabilities in various technical aspects, coupled with its outstanding manufacturing execution system (“T-MICS”), continues to enable its marketing teams to win more market acceptance and solid orders.

The year 2018 was no doubt a year of exceptional difficulty for electronic manufacturers, especially for those with their production bases in the PRC. In the view of the Directors, most electronic manufacturers, if not all, had to face the following difficult challenges:

1. escalating operational and production costs in the PRC;
2. fast and substantial soaring of RMB appreciation against HK\$ for the first to third quarters of 2018 which had further topped up the expenditure costs in the PRC;
3. prolonged shortage in certain key electronic or electrical components, for example multi-layered ceramic capacitor (the “MLCC”) and resistors, which had pushed up the direct material costs significantly; and the shortage had further interrupted the production schedules and on-time delivery; and
4. Sino-American trade disputes began in the second quarter of 2018 has been hurdling sales to customers in the USA; certain orders originally placed to the Group’s plant for production had been shifted to some other countries by the customers.

#### 業務回顧

本集團仍然主要從事製造及銷售定制的工業電子零件及產品，包括(i)機電產品；(ii)智能充電器；(iii)開關電源；及新增類別(iv)智能販賣系統。智能販賣系統已於歐洲市場發展數年，管理層深信該產品系列將於未來數年為銷售增長作出重大貢獻。

作為原始設備製造商（「OEM」），本集團按照客戶提供的設計及技術規格製造產品。本集團的工程師團隊與現有或潛在客戶緊密合作，為彼等設計的產品找出最佳生產及具成本效益的解決方案。本集團於多方面的技術實力，加上其卓越的生產執行系統「致豐製造在線控制系統」（「T-MICS」），讓其營銷團隊繼續贏得更多市場認可和實際訂單。

對電子製造商（尤其是在中國擁有生產基地的製造商）而言，二零一八年無疑是特別艱難的一年。董事認為，大部分（若非全部分）電子製造商有面對以下艱難挑戰：

1. 在中國營運及生產的成本急劇上升；
2. 於二零一八年第一至第三季度，人民幣兌港元快速及大幅升值，令於中國的成本進一步增加；
3. 若干關鍵電子或電器組件長期短缺，例如，多層陶瓷電容器（「MLCC」）及電阻器，令直接材料成本大幅度被推高，而且因材料短缺使到生產計劃備受干擾及難以按時交付貨品；及
4. 於二零一八年第二季度開始的中美貿易糾紛一直妨礙對美國客戶的銷售；原本下達給本集團廠房生產的若干訂單已被客戶轉移至另一些國家。

These unfavorable factors had dragged down the Group's gross profit margin for the year ended 31 December 2018 by 5.2 percentage point as compared with the preceding year. Despite these four major impacts as mentioned in the above, the Group was able to gain a 17.0% sales growth from its markets other than the USA. As expected, the principal growth in business came from the European Region. The Group believes its long-term business strategy to focus on the niche markets in Europe is correct and appropriate.

There are now two offices established in Europe, being Dublin in Ireland and Munich in Germany. There is a total of nine executives deployed in these two offices, majoring in business development, product advancement, strategic material sourcing and sales support. The Group is confident that these offices will continue to play a key role in their expertise areas.

與去年相比，上述不利因素令本集團截至二零一八年十二月三十一日止年度的毛利率降低5.2個百分點。儘管有在上文所述的四個主要影響存在，本集團依然能夠有17.0%的銷售增長（撇除美國市場而言）。正如預期，業務增長主要來自歐洲地區。本集團認為，其長期專注於歐洲較高盈利率市場的業務策略屬正確及適當。

本集團現時在歐洲設有兩個辦事處，分別位於愛爾蘭都柏林及德國慕尼黑。該兩個辦事處總共聘請了9名人員，主要負責業務發展、產品改進、戰略材料採購及銷售支援。本集團有信心該等辦事處將繼續在其專長領域發揮關鍵作用。

Dublin office  
都柏林辦事處



Munich office  
慕尼黑辦事處



The Innovation and Development Division and Manufacturing Division, headed by the Group's Joint Managing Director, Mr. Lai Sek Piu, had strong progress in facilitating the Group's application for its Industry 4.0 accreditation. Major assessment procedures had been completed and recognised by the Hong Kong Productivity Council and Fraunhofer Institute of Production Technology IPT (**"the accreditation bodies"**) in the fourth quarter of 2018. There is a good likelihood that the accreditation bodies will announce the final result to the Group for its Industry 4.0 accreditation in the near future.

由本集團的聯席董事總經理黎錫標先生主管的創新發展部及製造部，在加快本集團申請工業4.0認證方面已取得長促進展。於二零一八年第四季度，香港生產力促進局及德國弗勞恩霍夫生產技術研究所（「**認證機構**」）已完成及確認主要評估程序。認證機構可能在不久的將來宣佈本集團有關工業4.0認證的最終結果。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

During the year under review, the Group had encountered some minor changes in the senior management. As you may be aware, the former chairman and CEO, Mr. Kwan Tak Sum Stanley; as well as the former group financial controller and company secretary Mr. Fok Ka Fai, had retired. The Group has always been alert in the succession building, not only the first-tiered, but always down to the second and third-tiered management. The joining of Mr. Georges René Gener as a new executive Director, the promotions of three senior managers to a director and/or corporate level, together with the all-time close cooperation of the remaining Board members, the Group believes that it is well capable to overcome challenges in the future. Its strong commitment has been focusing on “managing risks, realising opportunities”.

The management has some solid business plans to promote in the coming year and will report these plans and their respective progress to the Shareholders as and when appropriate.

回顧年度內，本集團的高級管理層有輕微變動。正如閣下所知悉，前主席兼行政總裁關德深先生以及前集團財務總監兼公司秘書霍家輝先生已退任。本集團一直對繼任梯隊規劃保持警覺，不僅僅在第一級，而且往下延伸至第二及第三級管理層。隨著Georges René Gener先生加盟擔任新執行董事、三名高級經理晉升為董事及／或公司管理層，加上餘下董事會成員一直緊密合作，本集團相信我們有能力克服未來的挑戰，承諾著重「管理風險，把握機會」。

管理層已制定若干在來年推行的實質業務計劃，將於適當時候會向股東報告該等計劃及其進程。

## FINANCIAL REVIEW

### Revenue

The following table summarises the amount of revenue generated and as a percentage of total revenue from each product category for the year ended 31 December 2018 (“FY2018”) and 2017 (“FY2017”):

### 財務回顧

#### 收益

下表概述各產品分類於截至二零一八年（「二零一八年財政年度」）及二零一七年（「二零一七年財政年度」）十二月三十一日止年度所產生收益金額及佔總收益百分比：

		FY2018		FY2017	
		二零一八年財政年度		二零一七年財政年度	
		HK\$'000	%	HK\$'000	%
		千港元	%	千港元	%
Electro-mechanical products	機電產品	357,086	40.3	289,394	36.7
Smart chargers	智能充電器	322,012	36.3	341,538	43.3
Switch-mode power supplies	開關電源	175,261	19.8	147,074	18.7
Smart vending systems	智能售賣系統	18,533	2.1	2,646	0.4
Others <sup>(1)</sup>	其他 <sup>(1)</sup>	13,079	1.5	7,390	0.9
Total	總計	885,971	100.0	788,042	100.0

Note:

(1) Others include automatic testing equipment (“ATE”), power switch gear boards and catering equipment control boards.

附註：

(1) 其他包括自動化檢測設備（「自動化檢測設備」）、電源開關裝置板及餐飲設備控制板。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The Group's revenue went up by 12.4% from HK\$788.0 million in FY2017 to HK\$886.0 million in FY2018, which was mainly driven by: (1) continued increase in customer demands on electro-mechanical products for their application to medical and healthcare products, renewable energy facilities, professional beauty and animal grooming products, and security and access control systems; and (2) maturity of new product line, smart vending systems, which mainly included in-flight payment devices and e-kiosks. Such increase in revenue, however, was partially offset by reduction in sale orders on smart chargers from a major customer in the USA.

The table below summarises the geographical revenue segment based on location of customers for FY2018 and FY2017:

本集團的收益由二零一七年財政年度788,000,000港元增加12.4%至二零一八年財政年度886,000,000港元，主要是受以下各項所致：(1)客戶對應用於醫療及保健產品、可再生能源設施、專業美容及動物護理產品以及門禁及保安監控系統之電機產品的需求持續增長；及(2)新產品線智能販賣系統（主要包括航空支付設備及電子服務站）成熟所致。然而，收益增長部分與美國一名主要客戶減少智能充電設備銷售訂單有所抵銷。

下表概述於二零一八年財政年度及二零一七年財政年度按客戶位置分類的地理收益分部：

		FY2018		FY2017	
		二零一八年財政年度		二零一七年財政年度	
		HK\$'000	%	HK\$'000	%
		千港元	%	千港元	%
Europe <sup>(1)</sup>	歐洲 <sup>(1)</sup>	594,854	67.2	494,829	62.8
North America <sup>(2)</sup>	北美 <sup>(2)</sup>	210,080	23.7	210,093	26.7
South-east Asia <sup>(3)</sup>	東南亞 <sup>(3)</sup>	32,855	3.7	34,819	4.4
The PRC (including Hong Kong)	中國（包括香港）	30,364	3.4	31,663	4.0
Others <sup>(4)</sup>	其他 <sup>(4)</sup>	17,818	2.0	16,638	2.1
<b>Total</b>	<b>總計</b>	<b>885,971</b>	<b>100.0</b>	<b>788,042</b>	<b>100.0</b>

#### Notes:

- (1) Europe includes Austria, Denmark, France, Germany, Hungary, Ireland, Italy, Sweden, Switzerland and the United Kingdom ("UK").
- (2) North America includes the USA.
- (3) South-east Asia includes Malaysia, Singapore and the Philippines.
- (4) Others include Australia, India, Israel, Japan and Taiwan.

#### 附註：

- (1) 歐洲包括奧地利、丹麥、法國、德國、匈牙利、愛爾蘭、意大利、瑞典、瑞士及英國（「英國」）。
- (2) 北美地區包括美國。
- (3) 東南亞包括馬來西亞、新加坡及菲律賓。
- (4) 其他包括澳洲、印度、以色列、日本及台灣。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Europe and North America were the two largest overseas markets of the Group which in aggregate accounted for 90.9% and 89.5% of total revenue for FY2018 and FY2017, respectively. Growth of the revenue from European markets was mainly resulted from the increase in sales of electro-mechanical products, smart charges, and smart vending systems to these markets during FY2018. Sales from North America in FY2018, in terms of absolute amount, remained comparable to that of FY2017. Revenue from South-east Asia, however, reduced as a result of decrease in product demands and shortage of certain components to manufacture products to these regions.

#### Cost of sales

Included in the cost of sales were primarily direct materials, direct labour costs, and manufacturing overheads. The Group recorded an increase in cost of sales by 20.8% from HK\$552.1 million in FY2017 to HK\$667.2 million in FY2018. While cost of sales has moved in line with revenue, increased raw material costs as a result of continued shortage in supplies of certain components and upsurge in direct labour wages due to change in product mix have significantly impacted on the cost of sales.

#### Gross profit and gross profit margin

The Group's gross profit was HK\$218.7 million and HK\$235.9 million, representing a gross profit margin of 24.7% and 29.9% in FY2018 and FY2017, respectively. The lower gross margin reflected a combination of higher raw material costs due to the prolonged shortage in supplies of certain components coupled with increased labour costs for products that required higher labour involvement.

#### Other income/(loss), net

Other income/(loss), net in FY2018 and FY2017 amounted to a gain of HK\$5.2 million and a loss of HK\$2.9 million, respectively. Such change was largely attributable to a gain of HK\$2.4 million in FY2018 as compared with a loss of HK\$4.4 million on foreign exchange in FY2017, and the receipt of government grants of HK\$1.7 million during 2018 in relation to New and High Technology Enterprises accreditation during FY2018.

歐洲及北美為本集團兩個最大海外市場，總計於二零一八年財政年度及二零一七年財政年度佔總收益分別為90.9%及89.5%。歐洲市場的收益增長主要是由於於二零一八年財政年度向該等市場銷售機電產品、智能充電設備及智能販賣系統增加所致。按絕對金額計，於二零一八年財政年度銷售與二零一七年財政年度維持相若。然而，東南亞的收益減少，乃因產品需求減少及若干部件不足為該等地區生產產品所致。

#### 銷售成本

銷售成本主要包括直接物料費用、直接勞工成本及製造成本。本集團銷售成本由二零一七年財政年度552,100,000港元增加20.8%至二零一八年財政年度667,200,000港元。儘管銷售成本與收益變動一致，但因若干部件供應持續短缺令原材料成本增加以及因產品組合變動，令直接勞工薪酬上漲令銷售成本蒙受重大影響。

#### 毛利及毛利率

本集團於二零一八年財政年度及二零一七年財政年度的毛利分別為218,700,000港元及235,900,000港元，毛利率分別為24.7%及29.9%。毛利率下降反映由於若干零件供應持續短缺而令原材料成本上升，再加上勞工參與度需求較高的產品所需要的勞工成本增加。

#### 其他收入／(虧損)淨額

二零一八年財政年度及二零一七年財政年度的其他收入／(虧損)淨額分別為收益5,200,000港元及虧損2,900,000港元。有關變動主要由於二零一八年財政年度匯兌收益2,400,000港元而二零一七年財政年度匯兌虧損4,400,000港元，以及於二零一八年收取有關二零一八年財政年度高新技術企業認證的政府補助1,700,000港元。

### Selling and distribution expenses

Selling and distribution expenses mainly comprised (i) freight, insurance and transportation charges; (ii) marketing and promotion expenses; and (iii) custom and declaration charges. Selling and distribution expenses went down from HK\$17.2 million in FY2017 to HK\$15.3 million in FY2018. The decrease mainly resulted from the reduction in freight, insurance and transportation charges as a result of the change in shipping arrangement with customers.

### Administrative expenses

The Group's administrative expenses grew up by 21.0% from HK\$115.3 million in FY2017 to HK\$139.5 million in FY2018. Such increase was primarily attributable to the increase in employee benefit expenses as a result of (i) rise in number of staff members; (ii) bonus paid to the Group's staff members; (iii) annual salary increment; and (iv) recognition of equity-settled share-based payment transactions granted in December 2017, the increase in rent and rates from new offices in strategic talent centre ("STC") in Guangzhou City and European offices, as well as the upsurge in legal and professional expenses for statutory compliances after the listing of the Company on the Main Board of the Stock Exchange on 23 November 2017 (the "Listing"). Such increase, however, was partly offset by the absence of listing expense of HK\$13.5 million incurred during FY2017 as no such expenses were incurred subsequent to the Listing.

### Other operating expenses, net

Other operating expenses moved upwards from HK\$4.3 million in FY2017 to HK\$7.7 million in FY2018 mainly due to the recognition of an allowance for impairment loss on the outstanding balance due from a trade receivable amounting to HK\$4.6 million in FY2018.

### Finance expenses, net

Finance expenses, net went up from HK\$9.1 million in FY2017 to HK\$11.8 million in FY2018 increased average borrowings during FY2018.

### Income tax expense

Income tax expense decreased by 57.3% from HK\$17.1 million in FY2017 to HK\$7.3 million in FY2018, which was primarily due to the decline in profit during FY2018.

### 銷售及分銷費用

銷售及分銷費用主要包括(i)貨運、保險及運輸費；(ii)市場推廣及宣傳開支；及(iii)海關報關費。銷售及分銷費由截至二零一七年財政年度的17,200,000港元下降至二零一八年財政年度的15,300,000港元。減少主要是由於與客戶的貨運安排轉變而導致運費、保險及運輸費減少。

### 行政開支

本集團行政開支由二零一七年財政年度的115,300,000港元增加21.0%至二零一八年財政年度的139,500,000港元。有關增加主要歸因於僱員福利開支上升，乃由於以下原因導致：(i)員工人數增加；(ii)向本集團員工派發花紅；(iii)年度薪金調升；及(iv)確認於二零一七年十二月授出的以權益結算及股份為基礎付款的交易，在廣州市的戰略人才中心（「戰略人才中心」）及歐洲辦公室的新辦公室租金及稅費上漲以及本公司於二零一七年十一月二十三日在聯交所主板上市（「上市」）後法律及專業費用增長。然而，有關增加乃被二零一七年財政年度並無產生13,500,000港元的上市開支（由於上市後並無產生該等開支）而部份抵銷。

### 其他經營開支淨額

其他經營開支由二零一七年財政年度的4,300,000港元增至二零一八年財政年度的7,700,000港元，主要由於二零一八年財政年度一筆為數4,600,000港元貿易應收款項的未清償結餘的減值虧損撥備所致。

### 財務開支淨額

財務開支淨額由二零一七年財政年度的9,100,000港元上升至二零一八年財政年度的11,800,000港元，於二零一八年財政年度平均借款增加。

### 所得稅開支

所得稅開支由二零一七年財政年度的17,100,000港元減少57.3%至二零一八年財政年度的7,300,000港元，主要是由於二零一八年財政年度內溢利減少。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Profit for the year

The Group's profit for the year decreased by 39.5% from HK\$70.0 million in FY2017 to HK\$42.4 million in FY2018. The net profit margin also went down from 8.9% in FY2017 to 4.8% in FY2018. The reduced profit reflected the impacts of higher raw material costs, escalated labour and staff costs coupled with the rise in legal and professional fees for statutory compliance after the Listing, despite revenues were on the increase during FY2018.

#### LIQUIDITY AND FINANCIAL RESOURCES

During FY2018, the Group's operation and capital requirements were financed principally through a combination of cash flows generated from the operating activities, proceeds from the Listing and bank borrowings. As at 31 December 2018 and 2017, the Group had net current assets of HK\$297.6 million and HK\$288.5 million, respectively, including cash and bank balances (including restricted bank deposits) of HK\$202.7 million and HK\$169.7 million, respectively. The cash and bank balances (including restricted bank deposits) are mainly denominated in HK\$, United States dollars ("US\$"), RMB and Euros ("EUR"). The Group's current ratio (as calculated by current assets divided by current liabilities) remained stable at 2.4 times as at 31 December 2018 and 2.5 times as at 31 December 2017. Gearing ratio is calculated by net debt divided by total capital as at the end of the reporting period. Net debt is calculated as total borrowings (including bank borrowings and finance lease payables) less cash and bank balances, while total capital is calculated as "equity" as shown in the consolidated statement of financial position, plus net debt, where applicable. As at 31 December 2018, the gearing ratio was not applicable ("N/A") to the Group (2017: N/A) as the Group had sufficient working capital level from the net proceeds received from the Listing.

#### FINANCIAL RISK MANAGEMENT

The Group's activities are exposed to a variety of financial risks: (i) market risk (including foreign exchange risk, cash flow and fair value interest rate risk), (ii) credit risk; and (iii) liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### 本年度溢利

本集團的年度溢利由二零一七年財政年度的70,000,000港元下跌39.5%至二零一八年財年年度的42,400,000港元。純利率亦由二零一七年財政年度的8.9%下降至二零一八年財政年度的4.8%。溢利減少反映儘管二零一八年財政年度內收益有所增加，仍受原材料成本上升、勞工及員工成本上升以及與上市後法定合規性的法律及專業費用上升之影響。

#### 流動資金及財務資源

於二零一八年財政年度，本集團主要透過經營活動所得現金流、上市所得款項及銀行借款撥付營運及資金需要。於二零一八年及二零一七年十二月三十一日，本集團的流動資產淨額分別為297,600,000港元及288,500,000港元，包括現金及銀行結餘（包括受限制銀行存款）分別約202,700,000港元及169,700,000港元。現金及銀行結餘（包括受限制銀行存款）主要乃以港元、美元（「美元」）、人民幣及歐元（「歐元」）計值。本集團的流動比率（按流動資產除以流動負債計算）於二零一八年十二月三十一日為2.4倍，而於二零一七年十二月三十一日為2.5倍，維持相對穩定。資產負債比率乃根據報告期末的債項淨額除以總資本計算得出。債項淨額乃根據借款總額（包括銀行借款及融資租賃應付款項）減現金及銀行結餘計算，而總資本則以綜合財務狀況表內所示的「權益」加上債項淨額（如適用）計算。於二零一八年十二月三十一日，資產負債比率並不適用（「不適用」）於本集團（二零一七年：不適用），乃因本集團上市後獲得所得款項導致營運資金充裕所致。

#### 財務風險管理

本集團業務承受多類財務風險：(i)市場風險（包括外匯風險、現金流量及公平值利率風險）；(ii)信貸風險；及(iii)流動資金風險。本集團的整體風險管理計劃重點關注金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

### Foreign exchange risk

The Group operates mainly in Hong Kong and the PRC. Entities within the Group are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to HK\$, EUR and RMB. Foreign exchange risk arises from export sales, purchases, other future commercial transactions and monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

The management of the Company has set up a policy to require the group companies to manage their foreign exchange risk against their functional currencies. The group companies do not adopt formal hedge accounting policy. It manages its foreign currency risk by closely monitoring the movements of foreign currency rates and will consider to enter into forward foreign exchange contracts to reduce the exposure should the need arise.

No gain or loss on derivative financial instruments was incurred during FY2018, whilst a gain of HK\$0.1 million was recognised in FY2017, as most of the forward foreign exchange contracts had expired during FY2017.

During FY2018, no new forward foreign exchange contracts had been entered into by the Group.

### Cash flow and fair value interest rate risk

The Group's interest rate risk arises from borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk. The Group does not adopt any interest hedging strategy.

During FY2018 and FY2017, all bank borrowings of the Group were arranged at floating rates varied with the then prevailing market condition.

As at 31 December 2018, the Group has bank borrowings of HK\$31.9 million (2017: HK\$18.0 million), which are primarily denominated in HK\$ and US\$.

### 外匯風險

本集團主要於香港及中國經營。本集團內實體面對若干貨幣產生的外匯風險，主要有關港元、歐元及人民幣。外匯風險產生自以並非有關實體功能貨幣計值的出口銷售、購買、其他日後商業交易以及貨幣資產及負債。

本公司管理層已制定政策要求集團公司管理其功能貨幣面對的外匯風險。集團公司並無採納正式對沖會計政策。其透過密切監察外幣匯率變動管理其外幣風險，並將考慮在必要時訂立遠期外匯合約以減低風險。

於二零一八年財政年度，衍生金融工具並無產生損益，而於二零一七年財政年度則確認收益100,000港元，乃因遠期外匯合約於二零一七年財政年度到期所致。

於二零一八年財政年度，本集團並無訂立任何遠期外匯合約。

### 現金流量及公平值利率風險

本集團的利率風險產生自借款。按變動利率作出的借款令本集團面對部份被按變動利率持有現金抵銷的現金流量利率風險。按固定利率作出的借款令本集團面對公平值利率風險。本集團並無採納任何利息對沖策略。

於二零一八年財政年度及二零一七年財政年度，本集團所有銀行借款乃按浮息隨當時現行市況變動而計算。

於二零一八年十二月三十一日，本集團有銀行借款31,900,000港元（二零一七年：18,000,000港元），主要以港元及美元計值。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Credit risk

Credit risk arises mainly from cash deposited at banks, trade receivables, deposits and other receivables.

In respect of cash deposited at banks, the credit risk is considered to be low as the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The management of the Company makes periodic assessment on the recoverability of trade and other receivables based on historical payment records, the length of the overdue period, the financial strength of the debtors and whether there are any disputes with the debtors. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances and the management is of the opinion that adequate provision for uncollectible receivables has been made in the consolidated financial statements.

As at 31 December 2018, the customer bases are widely dispersed despite that 34.2% (2017: 37.3%) of the trade receivable were due from the Group's largest customer and 70.1% (2017: 70.5%) were due from the five largest customers determined on the same basis.

#### Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and, if applicable external regulatory or legal requirements – for example, currency restrictions. The Group maintains liquidity by a number of sources including orderly realisation of short-term financial assets and receivables; and long-term financing including long-term borrowings. The Group aims to maintain flexibility in funding by keeping sufficient bank balances, committed credit lines available and interest bearing borrowings which enable the Group to continue its business for the foreseeable future.

#### 信貸風險

信貸風險主要產生自存放於銀行的現金、貿易應收款項、按金及其他應收款項。

就存放於銀行的現金，信貸風險被視為很低，乃由於對方為國際信貸評級機構給予高信貸評級的銀行。

本公司管理層基於過往付款記錄、逾期期間長度、債務人的財務能力以及與債務人有否任何糾紛，定期評估貿易及其他應收款項的可收回性。本集團過往收回貿易及其他應收款項並無超出有關記錄撥備，管理層認為已就不可收回的應收款項在綜合財務報表中作出充分撥備。

於二零一八年十二月三十一日，儘管客戶群基本分散，但貿易應收款項的34.2%（二零一七年：37.3%）乃應收自本集團的最大客戶，而按同一基準釐定則70.1%（二零一七年：70.5%）乃應收自本集團的五大客戶。

#### 流動資金風險

現金流動預測乃於本集團的經營實體進行。該等預測乃經考慮本集團之債務融資計劃、契諾規定及外部監管或法律要求（如貨幣限制）（如適用）。本集團透過一系列方式（包括有序變現短期金融資產及應收款項）及長期融資（包括長期借款）維持流動資金。本集團旨在透過保持充足銀行結餘、可供動用承諾信貸額度及計息借款，維持資金的靈活彈性，讓本集團於可見將來繼續經營其業務。

## COMMITMENTS

As at 31 December 2018, the Group had HK\$2.8 million (2017: HK\$0.02 million) of capital commitments in relation to the purchase of property, plant and equipment.

The Group's contract commitments include minimum lease payments under non-cancellable operating leases in respect of rented premises amounted to HK\$3.1 million as at 31 December 2018 (2017: HK\$2.6 million).

## CAPITAL STRUCTURE

There has been no change in the capital structure of the Group during FY2018. The share capital of the Company only comprises ordinary shares.

As at 31 December 2018, the Company had 1,000,000,000 shares in issue (2017: 1,000,000,000 shares).

## SIGNIFICANT INVESTMENTS

As at 31 December 2018, the Group did not hold any significant investments (2017: nil).

## MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material acquisitions nor disposals of subsidiaries, associates and joint ventures during FY2018 (2017: nil).

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as those disclosed in the prospectus of the Company dated 13 November 2017 (the "Prospectus") or otherwise in this announcement, the Group currently has no other plan for material investments and capital assets.

## CONTINGENT LIABILITIES

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

## 承擔

於二零一八年十二月三十一日，本集團就購買物業、廠房及設備的資本承擔為2,800,000港元（二零一七年：20,000港元）。

本集團的合約承擔包括於二零一八年十二月三十一日就租賃物業的不可撤銷經營租賃的最低租賃付款額為3,100,000港元（二零一七年：2,600,000港元）。

## 資本架構

於二零一八年財政年度，本集團的資本架構並無任何變動。本公司的股本僅包括普通股。

於二零一八年十二月三十一日，本公司有1,000,000,000股已發行股份（二零一七年：1,000,000,000股股份）。

## 重大投資

於二零一八年十二月三十一日，本集團並無持有任何重大投資（二零一七年：無）。

## 重大收購或出售附屬公司、聯營公司及合營公司

於二零一八年財政年度，本集團並無收購或出售附屬公司、聯營公司及合營企業（二零一七年：無）。

## 有關重大投資及資本資產的未來計劃

除本公司日期為二零一七年十一月十三日的招股章程（「招股章程」）或本公佈另行披露者外，本集團目前並無其他有關重大投資及資本資產的計劃。

## 或然負債

於二零一八年十二月三十一日，本集團並無重大或然負債（二零一七年：無）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### TREASURY MANAGEMENT

During FY2018, there had been no material change in the Group's funding and treasury policies. The Group has a sufficient level of cash and banking facilities for the conduct of its trade in the normal course of business.

The management of the Company closely reviews trade receivable balances and any overdue balances on an ongoing basis and only trade with creditworthy parties. The management of the Company closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements to manage liquidity risk.

#### PLEDGE OF ASSETS

As at 31 December 2018, the financial asset at fair value through profit or loss amounted to HK\$6.8 million (2017: HK\$2.7 million), property, plant and equipment amounted to HK\$24.8 million (2017: HK\$24.4 million) and bank deposits amounted to HK\$8.1 million (2017: HK\$8.1 million) have been charged as security for bank borrowings of the Group.

As at 31 December 2018, the Group had property, plant and equipment with net book value amounted to HK\$1.4 million held under finance leases (2017: HK\$1.7 million).

#### EMPLOYEES AND REMUNERATION POLICIES

The total number of employees were approximately 1,800 as at 31 December 2018 (2017: approximately 1,600). The Group's employee benefit expenses mainly included salaries, overtime payment and discretionary bonus, share options, other staff benefits and contributions to retirement schemes. For FY2018, the Group's total employee benefit expenses (including Directors' emoluments) amounted to HK\$193.8 million (2017: HK\$152.7 million).

Remuneration is determined with reference to the qualification, experience and work performance, whereas the payment of discretionary bonus is generally subject to work performance, the financial performance of the Group in that particular year and general market conditions.

#### 庫務管理

於二零一八年財政年度，本集團的融資及庫務政策並無重大變動。本集團具備充足水平的現金及銀行信貸，以供其在一般業務過程中進行貿易活動。

本公司管理層持續密切檢討我們的貿易應收款項結餘及任何逾期結餘，並只會與具信譽的有關方進行貿易。本公司管理層密切監察流動資金狀況，以確保本集團的資產、負債及承擔的流動資金架構可滿足其融資需求，以管控流動資金風險。

#### 資產抵押

於二零一八年十二月三十一日，按公平值計入損益賬的金融資產6,800,000港元（二零一七年：2,700,000港元）、物業、廠房及設備24,800,000港元（二零一七年：24,400,000港元）以及銀行存款8,100,000港元（二零一七年：8,100,000港元）經已抵押，作為本集團銀行借款的擔保。

於二零一八年十二月三十一日，本集團根據融資租賃持有賬面淨值為1,400,000港元（二零一七年：1,700,000港元）的物業、廠房及設備。

#### 僱員及薪酬政策

於二零一八年十二月三十一日合共聘用約1,800名僱員（二零一七年：約1,600名）。本集團的僱員福利開支主要包括薪金、加班工資及酌情花紅、購股權、其他僱員福利及退休計劃供款。於二零一八年財政年度，本集團僱員福利開支總額（包括董事酬金）為193,800,000港元（二零一七年：152,700,000港元）。

薪酬乃按僱員的資歷、經驗及工作表現釐定，而酌情花紅一般視乎工作表現、本集團於特定年度的財務業績及整體市場狀況而釐定。

The Group operates a share option scheme for the purpose of providing incentives and rewards to eligible Directors and employees of the Group, who contribute to the success of the Group's operations. As at 31 December 2018, the Group had outstanding share options granted to 16 employees (2017: 17 employees), exclusive of three executive Directors, for the subscription of 9,700,000 ordinary shares (2017: 10,000,000 ordinary shares) of the Company in total. The vesting period of these share options will end on 28 December 2020.

### SHARE OPTION SCHEME

The Share Option Scheme was conditionally approved and adopted in compliance with Chapter 17 of the Listing Rules by written resolutions of the then Shareholder on 27 October 2017. A summary of the Share Option Scheme and the movement of the share options granted was set out in note 25 to the consolidated financial statements.

### COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risks of non-compliance with such requirements. To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Group has complied with all relevant laws and regulations in Hong Kong and the applicable PRC labour laws and regulations in all material respects during FY2018.

The Group also complies with the requirements under the Listing Rules and the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO") for the disclosure of information and corporate governance in all material respects.

本集團經營一項購股權計劃，以嘉許及獎勵為本集團經營之成功做出貢獻之本集團合資格董事及僱員。於二零一八年十二月三十一日，本集團向16名僱員（二零一七年：17名僱員）（不包括三名執行董事）授出購股權（尚未行使），以認購本公司合共9,700,000股（二零一七年：10,000,000股普通股）普通股。該等購股權之歸屬期限將於二零二零年十二月二十八日結束。

### 購股權計劃

購股權計劃於二零一七年十月二十七日透過當時股東的書面決議案遵照上市規則第十七章有條件批准及採納。購股權計劃及所授出購股權變動的概要載於綜合財務報表附註25。

### 遵守法例及法規

本集團深明遵守監管規定的重要性以及不遵守有關規定所涉及的風險。就董事作出一切合理查詢後所深知、盡悉及確信，於二零一八年財政年度，本集團已在各主要方面遵守香港一切相關法例及法規以及適用的中國勞動法例及規例。

本集團在披露資料及企業管治的所有主要方面亦遵守上市規則及香港法例第571章證券及期貨條例（「證券及期貨條例」）之規定。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### ENVIRONMENTAL POLICY

The Group recognises its responsibility to protect the environment from its business activities. The Group continually seeks to identify and manage environmental impacts attributable to its operational activities in order to minimise these impacts if possible.

#### RELATIONSHIPS WITH STAKEHOLDERS

The Group recognises employees as one of the valuable assets of the Group. The Group strictly complies with the labour laws and regulations in Hong Kong and other jurisdictions applicable to the Group and regularly reviews the existing staff benefits for improvement.

The Group provides good quality services to customers and maintains a good relationship with them. The Group is able to establish trust and long-standing business relationship with its major customers.

The Group also maintains effective communication and develops long term and stable relationships with suppliers. During the year ended 31 December 2018, there was no material dispute nor disagreement between the Group and its suppliers.

#### COMPARISON OF BUSINESS STRATEGIES WITH ACTUAL BUSINESS PROGRESS

The following sets out a comparison of the business strategies as stated in the Prospectus with the Group's actual business progress for FY2018 and up to the date of this annual report:

#### 環保政策

本集團肩負進行業務活動時保護環境之責任。本集團不斷設法識別和管控其經營活動所引起的環境影響，務求盡可能將有關影響減至最低。

#### 與持份者的關係

本集團視僱員為本集團其中一項寶貴資產。本集團嚴格遵守香港以及本集團所適用的其他司法管轄區的勞動法例及法規，並定期審閱並完善現有員工福利。

本集團為客戶提供優質服務，並與彼等維持良好關係。本集團能夠與主要客戶建立互信並維持長遠業務關係。

本集團亦與供應商維持有效溝通，並建立長期穩定關係。截至二零一八年十二月三十一日止年度，本集團與供應商之間並無任何重大糾紛或意見分歧。

#### 業務策略與實際業務進展之比較

下文載列於二零一八年財政年度及截至本年報日期，招股章程所載的業務策略與本集團實際業務進展之比較：

Business strategies as stated in the Prospectus 招股章程所述的業務策略	Actual business progress up to the date of this annual report 截至本年報日期的實際業務進展
<p>Continue to expand the customer base in the European market and explore new markets in the PRC, the USA and other Asian countries</p>	<p>The Group has successfully attracted seven new customers in Europe, the PRC, and other Asian countries, some of which have placed sample orders to the Group during FY2018. Once these trial orders are crystalised, official orders will be expected in 2019. The Group will continue to put more resources on sales and marketing to explore more business opportunities in these regions.</p>
<p>持續擴展歐洲市場客戶群以及在中國、美國及其他亞洲國家開拓新市場</p>	<p>本集團已成功吸納七名歐洲、中國及其他亞洲國家的新客戶，部分已於二零一八年財政年度向本集團發出樣本訂單。一旦該等試運訂單落實，正式訂單將預期於二零一九年發出。本集團將繼續投放更多資源於銷售及營銷，以探索該等地區更豐厚的商機。</p>
<p>Manufacture products of higher value and/or with higher profit contribution per the resources</p>	<p>To explore more business opportunities in manufacturing products with higher value and/or higher profit margin, the Group (i) proactively participates in industry exhibitions to promote its products to local and overseas electronics manufacturers, such as gaming show and industrial electronics expo, etc.; (ii) organises periodic meetings with existing customers to understand their product specifications and requirements; and (iii) cooperates with existing and potential customers, design houses and engineers to develop innovations and technologies in new industries, such as electric vehicles, self-services and vending products, etc.</p>
<p>按資源回報生產價值較高及／或利潤較高的產品</p>	<p>為探討生產較高價值及／或較高利潤的產品的更多商機，本集團(i)積極參與行業展覽，以向本地及海外電子製造商推廣本集團的產品，例如博彩遊戲展及工業電子展覽等；(ii)與現有客戶舉辦定期會面，以理解其產品規格及要求；及(iii)與現有及潛在客戶、設計公司及工程人員合作，以開發新行業中的創新科技，如電動車輛、自助服務及自動售賣產品等。</p>

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

<b>Business strategies as stated in the Prospectus</b> 招股章程所述的業務策略	<b>Actual business progress up to the date of this annual report</b> 截至本年報日期的實際業務進展
Continue to expand the operations in ATE business segment  繼續擴大自動化檢測設備業務	Thanks to active sales and marketing campaigns, the Group has successfully promoted ATE products to certain existing and potential customers. The Group is now under discussion with these customers for design and specification of ATE projects.  歸功於積極的銷售及營銷活動，本集團已成功地向若干現有及潛在客戶推廣其自動化檢測設備。本集團現時正與該等客戶商討自動化檢測設備項目的設計及規格。
Strengthen the sales and marketing efforts in the industrial electronic manufacturing services sector  加強對工業電子製造服務領域的銷售及營銷力度	The Group currently has six European staff members and three independent European consultants to engage in business development and procurement. The establishment of offices in Dublin, Ireland and Munich, Germany provides a platform to the team for direct communication and service supports to existing and potential customers in Europe. Also, the procurement personnel can pay regular visits to major suppliers in Europe to build up closer business relationship with the hope of negotiating for better terms, securing the supply of major and key components, and looking for suitable materials for existing and new projects. Since the offices in Dublin, Ireland and Munich, Germany commenced operations during second quarter of 2018, to stabilise business operations, the Group deferred the establishment of office in Paris, France. Even so, the management of the Company considers that such deferral will not have significant impacts towards the Group's development.  本集團目前有六名歐洲僱員及三名歐洲獨立顧問從事業務發展及採購。於愛爾蘭都柏林及德國慕尼黑設立辦事處，為團隊提供了平台，向歐洲現有及潛在客戶直接溝通及提供服務支援。此外，採購人員可定期到訪歐洲主要供應商，以建立更緊密業務關係，期望為現有及新項目磋商更佳條款、取得主要及關鍵零件供應及尋求合適生產材料。由於愛爾蘭都柏林及德國慕尼黑辦事處於二零一八年第二季度開展營運，為了使業務營運穩定，本集團將遞延於法國巴黎成立辦事處。即使如此，本公司管理層認為有關遞延將不會對本集團發展造成重大影響。

Business strategies as stated in the Prospectus 招股章程所述的業務策略	Actual business progress up to the date of this annual report 截至本年報日期的實際業務進展
Further enhance the production efficiency and expand the production capacity	<p>On 20 July 2018, the Group entered into a supplemental agreement (the “<b>Supplemental Agreement</b>”) to the memorandum of understanding (the “<b>MOU</b>”) with Shiji Cooperative Economic Association of Dongchong Town, Nansha District, Guangzhou City, Guangdong Province (廣東省廣州市南沙區東涌鎮石基股份合作經濟聯合社) (“<b>Shiji Association</b>”), the landlord of the Group’s Nansha plant, under which Shiji Association would convert the Group’s leased properties into two 6-storey factory buildings instead of one 5-storey factory building and one 3-storey factory building and the Group’s rental commitment under the MOU would be increased. Details of the Supplemental Agreement are set out in the announcement of the Company dated 20 July 2018.</p> <p>Further to those disclosed in the interim report of the Company dated 24 August 2018, the construction of the first phase of new factory buildings will be further extended to second quarter of 2019 primarily due to the administrative procedures of the relevant government authorities.</p>
進一步提高生產效率及擴大產能	<p>於二零一八年七月二十日，本集團與廣東省廣州市南沙區東涌鎮石基股份合作經濟聯合社（「石基聯合社」）（為本集團南沙廠房的地主）訂立諒解備忘錄（「諒解備忘錄」）的補充協議（「補充協議」）。據此，石基聯合社會將本集團的租賃物業轉換成兩幢六層高工廠大廈，而非一幢五層高工廠大廈及一幢三層高工廠大廈，且本集團在諒解備忘錄下的租賃承擔將會增加。有關補充協議的詳情已載於本公司二零一八年七月二十日的公佈。</p> <p>繼本公司在二零一八年八月二十四日的中期報告所披露，新工廠大廈首期施工主要由於相關政府機關的行政程序而將進一步延期至二零一九年第二季度。</p>
Continue to recruit talents and professionals	<p>The Group currently has nine employees working at the STC to engage in strategic purchasing and software development and enhancement. The management of the Company will continue to recruit talents of necessary level and number at this STC for providing various value-added supports to the Group.</p> <p>本集團的戰略人才中心目前有九名僱員，從事戰略採購和軟件開發及提升。本公司管理層將繼續招聘該戰略人才中心所需要的人才水平及人數，以向本集團提供多種增值支援。</p>
繼續招聘優秀人才及專業人士	

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### USE OF PROCEEDS

The Company's shares have been successfully listed on the Stock Exchange on 23 November 2017 (the "Listing Date"). The actual net proceeds from the Listing, after deducting the listing-related expenses, were HK\$110.0 million (the "Actual Net Proceeds"). The table below sets out an adjusted allocation as adjusted in the same manner and same proportions as shown in the Prospectus and the actual use of the Actual Net Proceeds as at 31 December 2018.

#### 所得款項用途

本公司股份已成功於二零一七年十一月二十三日(「上市日期」)在聯交所上市。經扣除上市相關開支後，上市的實際所得款項淨額為110,000,000港元(「實際所得款項淨額」)。下表載列實際所得款項淨額截至二零一八年十二月三十一日的經調整分配(按招股章程所示的相同方式及相同比例作調整)及實際用途。

Business strategies as set out in the Prospectus 招股章程所載的業務策略	The Actual Net Proceeds	Incurred at 31 December 2018	Balance as at 31 December 2018
	實際所得 款項淨額	截至二零一八年 十二月三十一日 已動用	於二零一八年 十二月三十一日 之結餘
	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元
Development of new production base 發展新生產基地	77.8	6.1	71.7
Upgrading of existing production facilities 升級現有生產設施	4.5	3.2	1.3
Establishment of offices in Dublin, Ireland and Paris, France 在愛爾蘭都柏林及法國巴黎設立辦事處	11.3	1.4	9.9
Establishment of the STC in the Guangzhou City, Guangdong Province, the PRC 在中國廣東省廣州市設立戰略人才中心	11.3	1.0	10.3
Working capital and other general corporate purposes 營運資金及其他一般企業用途	5.1	5.1	-
	110.0	16.8	93.2

The unutilised net proceeds have been deposited in interest-bearing bank accounts with licensed banks in Hong Kong.

未動用的所得款項淨額經已存放在香港持牌銀行的計息銀行賬戶內。

## FUTURE PROSPECTS

The business world has become more volatile than in the past five years – in terms of international disputes, global division of works, fast technological advancement, ever-changing customers' preferences and demands, keen competition for resources and scarcity in certain professional talent.

Our management has, nevertheless, instituted quite a number of new strategies and plans to overcome the volatility. In particular, we emphasise much more in human resources management and building, not only in Hong Kong and the PRC, but also in Europe or even other regions. Besides, our marketing division has been working with various new prospects in the “New Era” electronic products used in some evolving industries, for example, transportation, automobile, security and access control systems, electronic payment, renewable energy facilities, components for medical/healthcare equipment and devices, etc. Promising prospects are envisaged.

Another delightful progress of the Group is our inauguration of a “Happier Working Environment” culture within our operations. Anyone knows that a happier person contributes more. Our approach is simple and straightforward but the key to success is the top management's support to promote sincere participation by all the colleagues. We have already seen intact cooperation, improved sense of accountability, greater mutual understanding and the most important element – smiling faces are actually all around!

## 未來前景

現在對比過去五年，就國際糾紛、全球分工、科技急促發展、客戶偏好及需求變化無常、資源競爭激烈及某些專業人才稀缺等方面而言，商業世界變得更加反覆不定。

然而，我們的管理層構思了大量新策略及計劃，以應對不穩定的因素。我們特別著重人力資源管理及構建，不僅在香港及中國如此，而且在歐洲甚至其他地區亦然。此外，我們的營銷部一直致力部署於「新世代」電子產品行業，例如運輸、汽車、門禁及保安監控系統、電子付款、可再生能源設施、醫療／保健設備及器材零件等，預期會有很大的發展前景。

本集團另一令人欣喜的進步是，我們在業務經營過程中推行「更愉悅的工作環境」文化。眾所皆知，心情愈開朗，貢獻將更多。我們的方法簡單而直接，成功的關鍵卻在於高級管理層大力支持全體同仁推動是項文化。我們已見到初步成果，同事間已有更密切合作、更高的責任感、更佳的相互理解，而最重要是一笑臉相迎乃確實隨處可見。

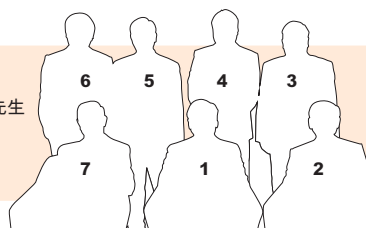
## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

### Board of Directors 董事會



- 1) Mr. Lai Yiu Wah 黎耀華先生
- 2) Mr. Tai Leung Lam 戴良林先生
- 3) Mr. Georges René Gener
- 4) Mr. Joseph Mac Carthy

- 5) Mr. Cheung Kin Wing 張建榮先生
- 6) Mr. Wong Raymond Fook Lam 黃福霖先生
- 7) Mr. Fung Chun Chung 馮鎮中先生



### EXECUTIVE DIRECTORS

**Mr. Lai Yiu Wah (黎耀華)**, aged 63, is the Chairman and Executive Director. He is the Chairman of the Risk Management Committee and a member of each of the Remuneration Committee and Nomination Committee. Mr. Lai joined our Group since April 2015 and has been the Director of the Company since 15 April 2016. He is a director of all the subsidiaries. Mr. Lai is responsible for the corporate and strategic development and investor relationships of the Group as well as the management of the finance division. During the leave of absence of the former Chairman during the period from October 2017 to May 2018, Mr. Lai had acted in the capacity of Acting Chairman of the Board and chairman of the Risk Management Committee. Mr. Lai has extensive experience in management consulting, finance, accountancy and taxation. He also had wide experience in businesses including manufacturing, catering, retailing and trading sectors.

### 執行董事

**黎耀華先生**，63歲，為主席兼執行董事。彼為風險管理委員會主席以及分別為薪酬委員會及提名委員會的成員。黎先生於二零一五年四月加入本集團，自二零一六年四月十五日起一直擔任本公司董事。彼為所有附屬公司的董事，負責本集團的公司及策略發展及投資者關係以及財務部管理。於二零一七年十月至二零一八年五月前主席休假期間，黎先生擔任董事會代理主席及風險管理委員會主席。黎先生在管理諮詢、財務、會計及稅收方面擁有豐富的經驗，彼於製造、餐飲、零售及貿易等業務方面亦擁有廣泛的經驗。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

Mr. Lai obtained a higher diploma in accountancy in November 1978 from the Hong Kong Polytechnic (now known as Hong Kong Polytechnic University). He was admitted as a fellow of the Hong Kong Society of Accountants (now known as the Hong Kong Institute of Certified Public Accountants) in September 1988.

Mr. Lai served in different positions, including trainee and supervisor, in Coopers & Lybrand (now known as PricewaterhouseCoopers) from November 1978 to August 1981, and served in different positions, including internal auditor and credit controller, in A.S. Watson & Co., Limited from December 1981 to June 1983. In 1983, Mr. Lai founded Thomson Y. W. Lai & Co. Certified Public Accountants, which had been the Group's auditors and tax representative from August 2008 to April 2015 and from July 2008 to April 2015, respectively, before Mr. Lai was invited to join our Group in April 2015.

**Mr. Tai Leung Lam (戴良林)**, aged 71, is the CEO and Executive Director. Mr. Tai joined our Group since October 1985 and was appointed as a Director on 15 April 2016. He is responsible for the management, strategic planning and development of the manufacturing division. During the leave of absence of the former Chairman during the period from October 2017 to May 2018, Mr. Tai had acted in the capacity of Acting CEO of the Company. Mr. Tai was a director of Trio Engineering Company Limited ("**Trio Engineering**") from October 1985 to July 1987, and has been serving in the same position from July 1990 until present. He is a director of all of the subsidiaries. Mr. Tai has over 45 years of experience in the electronics industry, and specializes in the establishment and management of production plants for electronics manufacturing.

Mr. Tai obtained a diploma in Wireless Mechanical Maintenance without Wireless Telegraph Communication in The World Electric Engineering College (香港世界電機工程學校) in March 1965. During the period from October 1976 to 1983, Mr. Tai held various positions in Timco Manufacturing Co. Limited ("**Timco**"), a limited liability company incorporated in Hong Kong and principally engaged in electronics manufacturing. Timco was dissolved in December 1991 as a result of creditor's winding up.

黎先生於一九七八年十一月從香港理工學院(現稱為香港理工大學)取得會計學高級文憑。彼於一九八八年九月獲認為香港會計師公會的資深會員。

黎先生於一九七八年十一月至一九八一年八月在容永道會計師事務所(現稱為羅兵咸永道會計師事務所)擔任不同職位(包括實習生及主管),並於一九八一年十二月至一九八三年六月在A.S.Watson & Co., Limited擔任不同職位(包括內部核數師及信貸主管)。於一九八三年,黎先生創辦黎耀華會計師事務所,黎先生於二零一五年四月獲邀請加入本集團前,其會計事務所為本集團於二零零八年八月至二零一五年四月之核數師及於二零零八年七月至二零一五年四月之稅務代表。

**戴良林先生**, 71歲, 為行政總裁兼執行董事。戴先生自一九八五年十月起加入本集團, 於二零一六年四月十五日獲委任為董事。彼負責製造部的管理、策略規劃及發展。於二零一七年十月至二零一八年五月前主席休假期間, 戴先生擔任本公司代理行政總裁。戴先生於一九八五年十月至一九八七年七月擔任致豐工程有限公司(「**致豐工程**」)之董事, 並於一九九零年七月至今擔任相同職位。彼為全體附屬公司董事。戴先生於電子行業有逾45年經驗, 且專注於為電子產品製造商建立及管理生產廠房。

戴先生於一九六五年三月從香港世界電機工程學校獲得無線機械維修及無線電報通訊文憑。於一九七六年十月至一九八三年期間, 戴先生於嘉和工程有限公司(「**嘉和**」, 一間於香港註冊成立的有限公司, 主要從事電子製造)擔任不同職位。嘉和於一九九一年十二月由於債權人清盤而解散。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Joseph Mac Carthy**, aged 53, is the Executive Director and the director of marketing of the Company. Mr. Mac Carthy joined our Group since March 1996 and was appointed as a Director on 15 April 2016. He is responsible for the overall management and supervision of the marketing activities in Europe and the USA. He joined us as a consultant in March 1996 and has been a director of Trio Engineering since October 2003. He is a director of certain subsidiaries. Before joining the Group, Mr. Mac Carthy worked in different companies engaging in related industries. Mr. Mac Carthy has been in the industry of design engineering for electronic and magnetic products for over 30 years.

In 1985, Mr. Mac Carthy obtained a national certificate in electronic engineering from Waterford Institute of Technology in Ireland.

**Mr. Georges René Gener**, aged 70, was appointed as Executive Director on 2 November 2018 and has been the Chairman of European Operations of the Company since February 2018. He is responsible for overseeing the Group's overall business operations and developments in the European markets. He has over 35 years of experience in the industrial electronics industry in senior managerial positions in various European enterprises.

Mr. Gener obtained a Diploma in Electrical Engineering from ESIGELEC Graduate School of Engineering in Paris, France in 1970. He further obtained a Master Degree in Business Administration from Institut de Controle de Gestion in Paris, France in 1990.

Mr. Gener worked from 1993 to 2000 as the sales director for Myrra SAS ("**Myrra**"), an industrial company for magnetic components with businesses worldwide. From 2000 to 2013, he was the chairman and majority shareholder of Myrra and engaged in the international development of the company, including setting up factories in Poland and the People's Republic of China, as well as building agents and sales structures internationally. Mr. Gener is currently a director of Myrra Hong Kong Limited.

**Joseph Mac Carthy**先生，53歲，為本公司執行董事及營銷總監。Mac Carthy先生自一九九六年三月起加入本集團，於二零一六年四月十五日獲委任為董事。彼負責歐洲及美國市場營銷活動之整體管理及監督。Mac Carthy先生於一九九六年三月加入我們擔任顧問，自二零零三年十月起為致豐工程的董事。彼為部分附屬公司的董事。於加入本集團之前，Mac Carthy先生曾任職於相關行業的不同公司。Mac Carthy先生已從事電子及磁性產品的設計工程行業逾30年。

於一九八五年，Mac Carthy先生自愛爾蘭沃特福德理工學院獲得電子工程國家文憑。

**Georges René Gener**先生，70歲，於二零一八年十一月二日被委任為本公司執行董事及自二零一八年二月起擔任歐洲營運主席，負責監督本集團歐洲市場的整體業務營運及發展。彼在工業電子行業擁有逾35年經驗，出任多家歐洲企業的高級管理職位。

Gener先生於一九七零年獲法國巴黎ESIGELEC Graduate School頒授電機工程文憑。彼再於一九九零年獲法國巴黎Institut de Controle de Gestion頒授工商管理碩士學位。

Gener先生於一九九三年至二零零零年擔任Myrra SAS ("**Myrra**")的營銷總監，該公司為業務遍佈全球的從事磁性元件的工業公司。於二零零零年至二零一三年，彼為Myrra的主席及大股東，負責該公司的國際業務發展，包括在波蘭及中華人民共和國設立工廠，以及在國際上建立代理及銷售架構。Gener先生現為Myrra Hong Kong Limited的董事。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Kwan Tak Sum Stanley (關德深)**, aged 64, was one of the founders of the Group, and was the Chairman, the CEO, Executive Director and the director of marketing of the Company up to 25 May 2018. He was also the chairman of each of the Nomination Committee and Risk Management Committee and a member of the Remuneration Committee. He was responsible for the overall strategic planning and management of the Group as well as supervision of the marketing division.

To pursue a healthy lifestyle and other personal interests, Mr. Kwan retired from his positions as Chairman, CEO, Executive Director, Director of Marketing, member of the Remuneration Committee, Chairman of the Nomination Committee, Chairman of the Risk Management Committee with effect from 25 May 2018.

In September 1983, Mr. Kwan founded the Group with Mr. Kwan Chan Kwong and worked as a manager from September 1983 to February 1989, as a general manager from June 1989 to June 1990, and was a director of Trio Engineering since July 1990. Mr. Kwan was appointed as Director of the Company since 15 April 2016. He had approximately 30 years of experience in the electronics industry, in particular plastic injection moulding and electronic assembly services.

Mr. Kwan obtained a diploma in management studies in the Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) in September 1993.

Before joining the Group, Mr. Kwan worked in Timco (H.K.) Limited, a limited company incorporated in Hong Kong and principally engaged in electronics manufacturing, as a shipping clerk from October 1976 to 1978, as a shipping supervisor from 1978 to 1980 and as a marketing executive from 1980 to August 1983.

關德深先生，64歲，為本集團創辦人之一，直至二零一八年五月二十五為止，彼亦為本公司主席、行政總裁兼執行董事，以及營銷總監。關先生亦曾為提名委員會及風險管理委員會的主席及薪酬委員會成員。他曾負責本集團整體策略規劃及管理，以及監督營銷部。

為追求健康生活和其他個人興趣，關先生已退任主席、行政總裁、執行董事、營銷總監、薪酬委員會成員、提名委員會主席及風險管理委員會主席等職務，自二零一八年五月二十五日起生效。

於一九八三年九月，關先生與關燦光先生創立本集團，自一九八三年九月至一九八九年二月擔任經理，自一九八九年六月至一九九零年六月擔任總經理，及自一九九零年七月起擔任致豐工程之董事。關先生自二零一六年四月十五日起獲委任為本公司董事。彼於電子行業有約30年經驗，尤其是塑膠注塑及電子裝配服務。

關先生於一九九三年九月於香港理工學院（現稱為香港理工大學）獲取管理文憑。

在加入本集團前，關先生由一九七六年十月至一九七八年在德高工程有限公司（一間在香港註冊成立及主要從事電子製造的有限公司）擔任船務文員、由一九七八年至一九八零年擔任船務主管及由一九八零年至一九八三年八月擔任營銷主任。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Fung Chun Chung (馮鎮中)**, aged 76, is an Independent Non-executive Director appointed on 10 February 2017, and is the Chairman of the Nomination Committee and a member of each of the Audit Committee, Remuneration Committee and Risk Management Committee. Mr. Fung has over 40 years of experience in the electronics industry.

Mr. Fung received an advanced diploma in engineering from North-East Essex Technical College in the United Kingdom in July 1968 and a master degree of science in engineering from the University of Hong Kong in November 1978. Mr. Fung was admitted as a member of the Hong Kong Institution of Engineers in January 1983, and a member of the Institution of Production Engineers (now known as the Institution of Engineering and Technology) in the United Kingdom in July 1971.

Mr. Fung worked as a manager of production in Transelectronics Ltd. from June 1970 to December 1974, responsible for leading the development of the company and training of the production operators and staff. Mr. Fung was appointed as the chairman of Manlion Industrial Co., Ltd., a company principally engaged in the manufacturing of lighting products and festival items and decorations, in October 1983, and of Packway Industries Ltd., a company principally engaged in the manufacturing of battery chargers and festival items and decorations, in November 2007. In addition, Mr. Fung was the secretary of the Hong Kong Electrical Appliance Industries Association from 2006 to 2008 and the executive committee member of group four (electrical products) of the Federation of Hong Kong Industries from July 2005 to July 2015.

#### 獨立非執行董事

馮鎮中先生，76歲，於二零一七年二月十日獲委任為獨立非執行董事，亦為提名委員會主席以及審核委員會、薪酬委員會及風險管理委員會的成員。馮先生於電子行業擁有逾40年經驗。

馮先生於一九六八年七月取得英國North-East Essex Technical College工程學高級文憑，並於一九七八年十一月取得香港大學工程學理學碩士學位。馮先生於一九八三年一月獲香港工程師學會接納為會員，於一九七一年七月成為英國生產工程師學會（現稱工程及技術學會）會員。

馮先生自一九七零年六月至一九七四年十二月為Transelectronics Ltd.的生產部門經理，負責領導公司發展及培訓生產部從業員及員工。馮先生自一九八三年十月起獲委任為猛利安實業有限公司（一間主要從事照明產品及節日用品和裝飾用品製造的公司）及自二零零七年十一月起獲委任為柏匯工業有限公司（一間主要從事電池充電器及節日用品和裝飾用品製造的公司）的主席。此外，馮先生於二零零六年至二零零八年為香港電器業協會秘書，並於二零零五年七月至二零一五年七月為香港工業總會第四分組（電氣製品）執行委員會成員。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Cheung Kin Wing (張建榮)**, aged 64, is an Independent Non-executive Director appointed on 10 February 2017, and is the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Risk Management Committee. Mr. Cheung has more than 30 years of experience in information technology (“IT”), financial accounting, auditing and management.

Mr. Cheung obtained a bachelor degree in commerce from the University of Calgary in Canada in June 1979. He became a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Institute of Chartered Accountants in England and Wales in May 1986 and February 2015, respectively.

From September 1980 to March 1995, Mr. Cheung held several positions, including assistant manager, manager and senior manager in Coopers & Lybrand (now known as PricewaterhouseCoopers). He was a partner of Coopers & Lybrand (now known as PricewaterhouseCoopers) from March 1995 until his resignation in May 1999. Since February 1999, Mr. Cheung has been a director and lead consultant of Sunplex Consultants Limited, a company principally engaged in the provision of human resources management and IT consultancy services. He was an independent director of Principal Trust Company (Hong Kong) Limited (formerly known as AXA China Region Trustees Limited), a provider of investment and retirement solutions, from August 1999 to August 2015 and an independent non-executive director of Bank of Communications Trustee Limited, from November 2003 to January 2018. Mr. Cheung was a director of the finance and operations department of the Hong Kong Institute of Certified Public Accountants from July 2004 to April 2008 and a consultant of the Hong Kong Institute of Certified Public Accountants from April 2008 to August 2008.

Mr. Cheung is currently an independent non-executive director of BaWang International (Group) Holding Limited, (whose shares are listed on the Stock Exchange, stock code: 1338), ENM Holdings Limited (whose shares are listed on the Stock Exchange, stock code: 128), and Kin Pang Holdings Limited (whose shares are listed on the Stock Exchange, stock code: 1722).

張建榮先生，64歲，於二零一七年二月十日獲委任為獨立非執行董事，亦為審核委員會主席以及薪酬委員會及風險管理委員會的成員。張先生於資訊科技（「IT」）、財務會計、審計及管理方面擁有逾30年經驗。

張先生於一九七九年六月獲得加拿大卡爾加里大學的商學士學位。彼於一九八六年五月及二零一五年二月分別成為香港會計師公會會員及英格蘭及威爾士特許會計師公會的資深會員。

於一九八零年九月至一九九五年三月，張先生曾在容永道會計師事務所（現稱為羅兵咸永道會計師事務所）擔任不同工作崗位，包括助理經理、經理及高級經理。彼於一九九五年三月起擔任容永道會計師事務所（現稱為羅兵咸永道會計師事務所）的合夥人，直至一九九九年五月辭任為止。張先生自一九九九年二月起擔任輝柏顧問有限公司的董事兼首席顧問，該公司主要從事提供人力資源管理和IT諮詢服務。彼於一九九九年八月至二零一五年八月擔任信安信託（香港）有限公司（前稱為安盛信託有限公司，一間投資及退休解決方案提供商）的獨立董事，並於二零零三年十一月至二零一八年一月擔任交通銀行信託有限公司的獨立非執行董事。張先生曾於二零零四年七月至二零零八年四月擔任香港會計師公會的營運及財務總監及於二零零八年四月至二零零八年八月擔任香港會計師公會顧問。

張先生現時為霸王國際（集團）控股有限公司（其股份於聯交所上市，股份代號：1338）及安寧控股有限公司（其股份於聯交所上市，股份代號：128）及建鵬控股有限公司（其股份於聯交所上市，股份代號：1722）之獨立非執行董事。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Wong Raymond Fook Lam (黃福霖)**, aged 64, is the Independent Non-executive Director appointed on 10 February 2017, and is the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee and the Risk Management Committee. Mr. Wong has approximately 30 years of experience in financial management, treasury, internal control and investment in the commercial field.

Mr. Wong was an independent non-executive director of Wenzhou Kangning Hospital Co., Ltd., a company listed on the Stock Exchange (stock code: 2120), from April 2015 to June 2016. From January 1997 to June 2007 and from July 2009 to December 2016, Mr. Wong served as an executive director of SOCAM Development Limited (“**SOCAM**”), a company listed on the Stock Exchange (stock code: 983) and a member of the Shui On Group, a group principally engaged in property development and construction in Hong Kong and the PRC. He also took up the role of chief financial officer from July 2009 to December 2016 and assumed the role of managing director of SOCAM from July 2013 to December 2016. During his tenure with SOCAM, he was primarily responsible for financial, treasury and legal and secretarial functions, corporate restructuring, mergers and acquisitions, investment decisions, investor relationships and corporate governance matters. In March 2007, Mr. Wong was appointed an executive director of China Central Properties Ltd., an affiliated company of SOCAM, which was listed on the London Stock Exchange. Following the privatisation of China Central Properties Ltd. in June 2009, he rejoined SOCAM. From 1992 to 1995, Mr. Wong served as the finance director of the Shui On Group.

Mr. Wong obtained a diploma in accountancy from the City of London Polytechnic (now known as London Metropolitan University) in June 1976. He is a Fellow of The Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and an Associate of The Institute of Chartered Accountants in Australia and New Zealand.

黃福霖先生，64歲，於二零一七年二月十日獲委任為獨立非執行董事，亦為薪酬委員會主席以及審核委員會、提名委員會及風險管理委員會的成員。黃先生在商界的財務管理、庫務、內部控制及投資方面擁有約30年經驗。

黃先生於二零一五年四月至二零一六年六月一直為溫州康寧醫院股份有限公司（一間於聯交所上市的公司，股份代號：2120）的獨立非執行董事。於一九九七年一月至二零零七年六月及二零零九年七月至二零一六年十二月，黃先生擔任瑞安建業有限公司（「瑞安建業」，一間於聯交所上市的公司（股份代號：983）及瑞安集團（一個主要於香港及中國從事物業開發及建設的集團）的成員公司的執行董事。彼亦自二零零九年七月至二零一六年十二月擔任首席財務官，自二零一三年七月至二零一六年十二月擔任瑞安建業的董事總經理。在其任職瑞安建業期間，彼主要負責財務、庫務及法律及秘書工作、企業重組、併購、投資決定、投資者關係及企業管治事宜。於二零零七年三月，黃先生獲委任為中國中央地產有限公司（為瑞安建業的的聯屬公司，曾在倫敦證券交易所上市）的執行董事。當中國中央地產有限公司於二零零九年六月私有化後，黃先生加入瑞安建業。於一九九二年至一九九五年，黃先生擔任瑞安集團的財務總監。

黃先生於一九七六年六月獲City of London Polytechnic（現稱London Metropolitan University）頒發會計文憑。彼為英國及威爾斯特許公認會計師公會及香港會計師公會的資深會員，以及澳大利亞及新西蘭特許會計師公會會員。

## SENIOR MANAGEMENT

**Mr. Lai Sek Piu (黎錫標)**, aged 59, is the Head of Manufacturing Division and Innovation Development Division and is responsible for the management and supervision of the Group's innovation and development. Starting from 1 January 2019, Mr. Lai has also been a Joint Managing Director of certain subsidiaries of the Company. He has over 33 years of experience in the field of manufacturing and engineering.

Mr. Lai completed a three years' part-time course in electronic engineering at Kasetsart University in Thailand in July 1993.

Mr. Lai worked as a section manager in Capetronic International (Thailand) Public Company Limited in Thailand, a company principally engaged in the manufacturing, distribution and provision of after-sales services for computer monitors in Thailand, from August 1988 to February 1997. He joined the Group as an engineer in November 1998 and a general manager of manufacturing division in April 2007, and has been the director of Innovation and Development Division since January 2018.

## 高級管理層

**黎錫標先生**，59歲，為製造部及創新及發展部總監，負責本集團創新及發展的管理及監督。自二零一九年一月一日起，黎先生亦為本公司若干附屬公司的聯席董事總經理。彼於製造及工程領域有逾33年經驗。



黎先生於一九九三年七月在泰國的農業大學 (Kasetsart University) 完成三年兼讀制電子工程課程。

黎先生於一九八八年八月至一九九七年二月在泰國 Capetronic International (Thailand) Public Company Limited (一家主要從事泰國電腦顯示器生產、分銷及提供售後服務之公司) 擔任部門經理。彼於一九九八年十一月加入本集團擔任工程師，於二零零七年四月擔任製造部總經理，並自二零一八年一月起一直為創新及發展部總監。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Lo Ka Kei Jun (羅嘉祺)**, aged 40, is the director of the Marketing Division and is responsible for the management and supervision of the Group's marketing. Starting from 1 January 2019, Mr. Lo has also been a Joint Managing Director of certain subsidiaries of the Company. He has 16 years of experience in international marketing and business development in the electronics industry.

Mr. Lo obtained a higher national diploma in business and marketing in July 2001 and a bachelor of arts degree in business management in September 2002 from the Southampton Institute in the United Kingdom. He obtained a master degree in management and a master degree in business administration from Macquarie University in Australia in November 2013 and December 2014, respectively.

Mr. Lo worked in Apogee International Limited, a company principally engaged in the manufacturing of electronic products and audio and innovative designed items, as a marketing executive from June 2003 and an assistant marketing manager from May 2005 to October 2005. He joined the Group as a marketing executive in February 2006 and the general manager of the Marketing Division since September 2012, and has been the director of the Marketing Division since January 2018.

羅嘉祺先生，40歲，為市場營銷部總監，負責本集團的市場營銷的管理及監督。自二零一九年一月一日起，羅先生亦為本公司若干附屬公司的聯席董事總經理。羅先生於電子行業的國際市場營銷及業務發展方面有16年經驗。



羅先生於二零零一年七月獲取業務及市場營銷高等國家文憑及於二零零二年九月獲英國南安普敦學院獲得工商管理學士學位。彼分別於二零一三年十一月及二零一四年十二月在澳洲麥考瑞大學獲取管理學碩士學位及工商管理碩士學位。

羅先生自二零零三年六月起在Apogee International Limited（一家主要從事電子產品及音響以及創新設計產品製造的公司）擔任營銷主管及自二零零五年五月至二零零五年十月擔任助理營銷經理。彼於二零零六年二月加入本集團擔任營銷主管，自二零一二年九月起擔任市場營銷部總經理，並自二零一八年一月起擔任市場營銷部總監。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Ms. Wan Mei Wa Ruby (溫美華)**, aged 35, is the Group Financial Controller and Company Secretary. She is responsible for overall financial management and company secretarial matters of the Group.

Ms. Wan obtained a Bachelor of Commerce (Honours) in Accounting from Hong Kong Shue Yan University (formerly known as Hong Kong Shue Yan College) in July 2006 and a Master of Corporate Governance from the Hong Kong Polytechnic University in October 2012. She is an associate member of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries, and the Institute of Chartered Secretaries and Administrators. Ms. Wan has over 10 years of experience in audit and assurance, financial management, and corporate governance. She was awarded the Chartered Governance Professional qualification of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in September 2018. She previously worked as a manager, assurance in an international accounting firm. Prior to joining our Group, Ms. Wan was a finance manager of Guardforce (Macau) Limited, a company principally engaged in the provision of security services, transporting money and other valuable goods.

Ms. Wan joined the Group as the Assistant Financial Controller in March 2015 and has been the Group Financial Controller since January 2018. She has also taken up the role of Company Secretary of the Company since 1 January 2019.

溫美華女士，35歲，為集團財務總監兼公司秘書，負責本集團整體財務管理及公司秘書事宜。



溫女士於二零零六年七月獲香港樹仁大學（前稱香港樹仁學院）頒授商業（榮譽）會計學學士學位，並於二零一二年十月獲香港理工大學頒授企業管治碩士學位。彼為香港會計師學會、香港特許秘書公會及英國特許秘書及行政人員公會的會員。溫女士在審計及認證、財務管理及企業管治方面擁有超過10年經驗。彼於二零一八年九月獲香港特許秘書公會以及英國特許秘書及行政人員公會頒授特許管治專業人員資格。彼之前曾在一間國際會計師事務所擔任審計部經理。在加入本集團前，溫女士為衛安（澳門）有限公司的財務經理，而該公司主要從事提供保安服務、押送款項及其他貴重貨品。

溫女士於二零一五年三月加入本集團出任助理財務總監，並自二零一八年一月起擔任集團財務總監。彼亦自二零一九年一月一日起擔任本公司公司秘書。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Shahpour Javanmard Emamghissi**, aged 62, is the director of project development and is responsible for business development in the European market and supervision of the product designs. He has over 30 years of experience in the electronic engineering industry and specialises in manufacturing, quality control and business development management.

Mr. Emamghissi obtained a higher national diploma in electrical and electronic engineering from Liverpool Polytechnic (now known as Liverpool John Moores University) in the United Kingdom for session 1980/1981 and subsequently received a diploma in electrical and electronic engineering from Leeds Polytechnic (now known as Leeds Beckett University) in the United Kingdom in June 1982 and a postgraduate diploma in manufacturing management and technology from the Open University in the United Kingdom in July 1997.

After leaving college, Mr Emamghissi worked on Automation projects with Micro Systems Control until January 1984. He joined Denis Ferranti Group in February 1984 as an Electronics Engineer. During his 19 years with Ferranti Group, he held a number of positions (Electronic design and test engineer, Project and Telecom Engineering Manager). In 2003, he joined Eaton Electrical Part of Eaton Corporation USA, a manufacturer of electrical distribution equipment, circuit breakers and safety products in the United Kingdom as Project/Process Manger. Between November 2003 to April 2005, he worked as an engineering project manager in Dolgarrog Aluminium Limited. In November 2005, he joined Lake Communications Ltd holding the position of offshore manufacturing and quality manager. Lake Communications designs and supplies Telecom products throughout Europe and USA. During the period from December 2011 to December 2015, Mr. Emamghissi worked as a consultant for Mr. Joseph Mac Carthy, and provided support to the sales activities in Europe as well as technical support to the customers therein. He formally joined the Group as the director of project development in January 2016.

### Shahpour Javanmard

**Emamghissi先生**，62歲，為項目開發總監，負責歐洲市場業務開發及監督產品設計。彼於電子工程行業擁有超過30年經驗，專門從事製造、質量控制及業務發展管理。



Emamghissi先生於一九八零／一九八一年度在英國利物浦理工學院（現為利物浦約翰摩爾斯大學）取得電氣和電子工程國家高級文憑。彼其後於一九八二年六月取得英國利茲貝克特大學電子工程深造文憑，於一九九七年七月取得英國公開大學製造管理及技術深造文憑。

畢業後，Emamghissi先生於一九八四年一月前任職於Micro Systems Control，負責自動化項目。彼於一九八四年二月以電子學工程師身份加盟Denis Ferranti Group。在其於Denis Ferranti Group工作的19年期間，彼擔任多個職位（電子設計及測試工程師、項目工程師及電信工程經理）。於二零零三年，彼加入Eaton Electrical Part of Eaton Corporation USA（一家於英國的配電設備、斷路器及安全產品製造商），擔任項目／工藝經理。於二零零三年十一月至二零零五年四月，彼於Dolgarrog Aluminium Limited擔任工程項目經理。於二零零五年十一月，彼加入Lake Communications Ltd（一家於愛爾蘭的通訊設備供應商）擔任離岸製造及質量經理。Lake Communications於歐洲及美國設計及供應電信產品。於二零一一年十二月至二零一五年十二月期間，Emamghissi先生擔任Joseph Mac Carthy先生的顧問，並為歐洲的銷售活動提供支援以及為在當地的客戶提供技術支援。彼於二零一六年一月正式加入本集團擔任項目開發總監。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Ms. Wu Mo Man(胡慕雯)**, aged 40, is the director of the Marketing Division, responsible for the management and supervision of the Marketing Division.

Ms. Wu obtained a diploma in management in December 2003 from the University of Leicester.

She joined the Group in March 2006 as Marketing Executive and was promoted to Marketing Manager in 2009 until she left in June 2011. From June 2012 to April 2014, Ms. Wu worked in Fuji Xerox (H.K.) Limited as sales planning executive and assisted in pipeline, sales and marketing data analysis and presented the pre-sale & sales performance. In December 2014, she rejoined the Group as Marketing Manager and has been the director of the Marketing Division since January 2019. Ms. Wu has over 17 years of experience in the procurement and supply chain development in the electrical and mechanical industry, as well as sales planning and international marketing business development in the electronics industry.

**胡慕雯女士**，40歲，市場營銷部總監，負責市場營銷部的管理及監督。



胡女士於二零零三年十二月取得萊斯特大學管理文憑。

彼於二零零六年三月加入本集團，擔任營銷主管，於二零零九年被擢升為營銷經理，直至二零一一年六月離職為止。自二零一二年六月至二零一四年四月，胡女士於富士施樂（香港）有限公司擔任銷售計劃總監，協助渠道、銷售及營銷數據分析以及提呈預售及銷售表現。於二零一四年十二月，彼重新加入本集團，擔任營銷經理，並自二零一九年一月起擔任市場營銷部總監。胡女士於機電行業採購及供應鏈發展以及電子行業銷售計劃及國際營銷業務發展方面有逾17年經驗。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Fok Ka Fai (霍家輝)**, aged 60, was the company secretary and the head of the Finance Division of the Company up to 31 December 2018. He was responsible for the management and supervision of the Finance Division. Mr. Fok had more than 36 years of experience in finance and accounting in various industries.

Before joining the Group, Mr. Fok worked in Ace Win Investment Co., Ltd., a company principally engaged in garment manufacturing and trading, as a financial controller from December 1999 to August 2002, in Smart Union (Hong Kong) Ltd., a company principally engaged in the manufacturing and trading of toys, as a senior finance manager from August 2002 to September 2004, and in Golden Lady Trading Co., Ltd., a company principally engaged in garment trading, as a financial manager from February 2005 to January 2008. He was the group financial controller of the Group from November 2008 to December 2017 and had been the company secretary since 10 February 2017. Mr. Fok had been the head of the Finance Division of the Group since January 2018. Mr. Fok retired from his positions with effect from 1 January 2019.

Mr. Fok obtained a higher certificate of business studies in banking in November 1989 from the Hong Kong Polytechnic (now known as Hong Kong Polytechnic University). He further obtained an honour bachelor of science degree in financial services from the University of Manchester in the United Kingdom through distance learning in August 2006 and a master degree in corporate governance from the Open University of Hong Kong in December 2009. Mr. Fok was awarded associateship from the Institute of Financial Services of United Kingdom (now known as The London Institute of Banking and Finance) in September 2006, the Hong Kong Institute of Bankers (now known as Certified Banker) in December 2006, the Institute of Chartered Secretaries and Administrators in February 2010 and the Hong Kong Institute of Chartered Secretaries in February 2010.

**霍家輝先生**，60歲，為公司秘書及本公司財務部主管，直至二零一八年十二月三十一日為止。彼負責財務部的管理及監督。霍先生在多個行業的財務及會計方面有逾36年經驗。

於加入本集團前，霍先生自一九九九年十二月至二零零二年八月在Ace Win Investment Co., Ltd.（一家主要從事服裝製造及貿易的公司）擔任財務總監，自二零零二年八月至二零零四年九月在Smart Union (Hong Kong) Ltd.（一家主要從事玩具製造及貿易的公司）擔任高級財務經理，及自二零零五年二月至二零零八年一月在Golden Lady Trading Co., Ltd.（一家主要從事服裝貿易的公司）擔任財務經理。彼自二零零八年十一月至二零一七年十二月擔任本集團的集團財務總監，並自二零一七年二月十日起一直擔任公司秘書。霍先生自二零一八年一月起出任本集團的財務部主管。霍先生自二零一九年一月一日起退任其職位。

霍先生於一九八九年十一月在香港理工學院（現稱為香港理工大學）獲取銀行商業研究高級證書。彼於二零零六年八月透過遠程學習進一步獲取英國曼徹斯特大學之金融服務榮譽理學士學位及於二零零九年十二月獲取香港公開大學企業管治碩士學位。霍先生於二零零六年九月榮獲英國金融服務協會（現稱為The London Institute of Banking and Finance）會士、二零零六年十二月榮獲香港銀行學會會士（現稱為銀行專業會士）、二零一零年二月榮獲特許秘書及行政人員公會會士及二零一零年二月榮獲香港特許秘書公會會士。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The Company's corporate governance code is based on the principles of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules. The Company is committed to ensuring a quality board and transparency and accountability to Shareholders.

The Company complied with all code provisions in the CG Code during the year ended 31 December 2018 except for paragraph A.2.1 of the CG Code, which provides that the roles of chairman and CEO should be separate and should not be performed by the same individual. Mr. Kwan Tak Sum Stanley ("Mr. Kwan") was the Chairman and CEO of the Company up to 25 May 2018. Mr. Kwan had taken a leave of absence since October 2017 and his roles as Chairman and CEO had been taken up by Mr. Lai Yiu Wah ("Mr. Lai") and Mr. Tai Leung Lam ("Mr. Tai"), respectively. In substance, the Company had therefore, complied with paragraph A.2.1 of the CG Code. Further to the retirement of Mr. Kwan at the annual general meeting ("AGM") held on 25 May 2018, Mr. Lai and Mr. Tai were appointed as the Chairman and CEO respectively on the same day. Thereafter, the Company has complied with all code provisions in the CG Code.

The Board has reserved for its decision and consideration in relation to (i) formulating the strategic objectives of the Group; (ii) considering and deciding the Group's significant operational and financial matters, including but not limited to substantial mergers and acquisitions and disposals; (iii) overseeing the Group's corporate governance practices; (iv) ensuring a risk management and internal control systems in place; (v) directing and monitoring senior management in pursuit of the Group's strategic objectives; and (vi) determining the remuneration packages of all Directors and the Group's senior management, including benefits in kind, pension rights and compensation payments for loss or termination of their office or appointment. Implementation and execution of Board policies and strategies and the daily administrative matters are delegated to the respective Board committees and the management team of the Company.

本公司之企業管治守則乃按上市規則附錄十四所載企業管治守則（「企業管治守則」）之原則訂立。本公司致力確保高質素的董事會及透明度，並會向股東負責。

本公司於截至二零一八年十二月三十一日止年度已遵守所有企業管治守則之守則條文，惟企業管治守則第A.2.1段除外，該條文規定主席及行政總裁的角色應予區分，不應由一人同時兼任。關德深先生（「關先生」）於二零一八年五月二十五日前為本公司主席兼行政總裁。關先生已自二零一七年十月起休假，而其作為主席及行政總裁的角色分別由黎耀華先生（「黎先生」）及戴良林先生（「戴先生」）替代。因此，實質上本公司已遵守企業管治守則第A.2.1段。繼關先生於二零一八年五月二十五日舉行的股東週年大會（「股東週年大會」）上退任後，黎先生及戴先生於當日獲委任為主席及行政總裁。此後，本公司已遵守所有企業管治守則之守則條文。

董事會保留以下事項供其決定及考慮：(i)制定本集團的策略性目標；(ii)考慮及決定本集團的重要營運及財務事宜，包括但不限於重大合併和收購及出售事項；(iii)監察本集團的企業管治常規；(iv)確保設有風險管理及內部監控制度；(v)指導及監察高級管理層追求本集團的策略目標；及(vi)釐定全體董事及本集團高級管理層的薪酬待遇，包括實物利益、退休金權利及喪失或終止職務或委任的賠償。董事會政策及策略與日常行政事務的推行及執行交由各董事會委員會及本公司管理層團隊負責。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Board conducts at least four regular Board meetings in a year and additional meetings will be held or resolutions in writing signed by all Directors in lieu of a meeting will be arranged as and when required. If a substantial shareholder of the Company or a Director has a conflict of interest in a transaction which the Board determines to be material, it will be considered and dealt with by the Board at a duly convened Board meeting. Comprehensive information on matters to be discussed at the Board meeting will be supplied to the Directors in a timely manner to facilitate discussion and decision making.

### COMPOSITION OF THE BOARD

At the date of this annual report, the Board comprises four Executive Directors and three Independent Non-executive Directors. The name and office of each of the members of the Board and the Board committees of the Company are as follows:

董事會每年最少召開四次常規董事會會議，並於需要時舉行額外會議或以全體董事簽署的書面決議案代替舉行會議。倘董事會認為本公司的主要股東或董事於一項交易中涉及重大利益衝突，有關交易將於正式召開的董事會會議上由董事會考慮及處理。本集團適時向董事提供將於董事會會議商討的事宜之全面資料，以助討論及決策。

### 董事會之組成

於本年報日期，董事會由四名執行董事及三名獨立非執行董事組成。本公司董事會及董事委員會各成員之姓名及職位如下：

Board members 董事會成員	Office 職位
Lai Yiu Wah 黎耀華	Chairman and Executive Director 主席及執行董事
Tai Leung Lam 戴良林	CEO and Executive Director 行政總裁及執行董事
Joseph Mac Carthy Joseph Mac Carthy	Executive Director and Director of Marketing 執行董事及營銷總監
Georges René Gener Georges René Gener	Executive Director and Chairman of European Operations 執行董事及歐洲營運主席
Fung Chun Chung 馮鎮中	Independent Non-executive Director 獨立非執行董事
Cheung Kin Wing 張建榮	Independent Non-executive Director 獨立非執行董事
Wong Raymond Fook Lam 黃福霖	Independent Non-executive Director 獨立非執行董事

### AUDIT COMMITTEE MEMBERS

Cheung Kin Wing (*Chairman*)  
Fung Chun Chung  
Wong Raymond Fook Lam

### REMUNERATION COMMITTEE MEMBERS

Wong Raymond Fook Lam (*Chairman*)  
Lai Yiu Wah  
Fung Chun Chung  
Cheung Kin Wing

### NOMINATION COMMITTEE MEMBERS

Fung Chun Chung (*Chairman*)  
Lai Yiu Wah  
Wong Raymond Fook Lam

### RISK MANAGEMENT COMMITTEE MEMBERS

Lai Yiu Wah (*Chairman*)  
Cheung Kin Wing  
Fung Chun Chung  
Wong Raymond Fook Lam

### 審核委員會成員

張建榮 (*主席*)  
馮鎮中  
黃福霖

### 薪酬委員會成員

黃福霖 (*主席*)  
黎耀華  
馮鎮中  
張建榮

### 提名委員會成員

馮鎮中 (*主席*)  
黎耀華  
黃福霖

### 風險管理委員會成員

黎耀華 (*主席*)  
張建榮  
馮鎮中  
黃福霖

Three of the Executive Directors have each signed a service contract with the Company for an initial term of three years, commencing from 10 February 2017 (subject to termination in certain circumstances as stipulated in the relevant service contract). Mr. Georges René Gener has signed a service contract with the Company for a term of no more than three years commencing on 2 November 2018 and expiring at the conclusion of an AGM to be held in the third year following the year of his appointment.

Each of the Independent Non-executive Directors has signed a service contract with the Company for an initial term of three years, commencing from 1 February 2017 (subject to termination in certain circumstances as stipulated in the relevant service contract).

All Directors are subject to retirement by rotation at least once every three years in accordance with the articles of association of the Company (the “Articles”).

The Board composition is regularly reviewed to ensure that it has a balance of skills and experience appropriate for the requirements of the business of the Group. A balanced composition of Executive Directors and Independent Non-executive Directors is maintained to ensure independence and effective management. The Company has satisfied the relevant provision of the Listing Rules in having at least one of the Independent Non-executive Directors with appropriate professional qualifications or accounting or related financial management expertise. There is no relationship among the members of the Board.

The appointment of Directors is recommended by the Remuneration Committee and the Nomination Committee and approved by the Board based on a formal written procedure and policy for the appointment of new Directors. When selecting potential candidates for the Directors, their skills, experience, expertise, devotion of time and non-conflicts of interests are the key factors.

The daily operation and management of the business of the Group, among other matters, the implementation of strategies, are delegated to the Executive Directors and senior management. They report periodically to the Board on their work and business decisions.

三名執行董事已分別與本公司簽訂服務合約，由二零一七年二月十日起初步為期三年（可於相關服務合約所訂明的若干情況下終止）。Georges René Gener 先生已與本公司簽訂服務合約，自二零一八年十一月二日起不超過三年，並於其獲委任年度後將於第三年舉行的股東週年大會結束時屆滿。

各獨立非執行董事已與本公司簽訂服務合約，由二零一七年二月一日起初步為期三年（可於相關服務合約所訂明的若干情況下終止）。

全體董事須根據本公司組織章程細則（「細則」）規定每三年至少一次輪席退任。

本公司定期檢討董事會的組合，以確保其於技能及經驗方面均達致適切本集團業務所需的平衡。執行董事及獨立非執行董事人數亦保持均衡，以確保其獨立性及有效管理。本公司符合上市規則的有關規定，即最少一位獨立非執行董事具備適當的專業資格或會計或相關的財務管理專長。董事會成員之間概無任何關係。

董事的委任乃由薪酬委員會及提名委員會建議，並由董事會根據委任新董事的正式書面程序及政策予以批准。當甄選董事候選人時，其技能、經驗、專長、可投放的時間及無利益衝突均為主要因素。

本集團業務的日常營運和管理（其中包括策略的執行）已授權執行董事及高級管理層負責。彼等定期向董事會匯報工作及業務決策。

All Directors have been fully consulted about any matters proposed for inclusion in the agenda for regular meetings. The chairman of the Board has delegated the responsibility for drawing up the agenda for each Board meeting to the company secretary of the Company (the “**Company Secretary**”).

With the assistance of the Company Secretary, the chairman of the Board seeks to ensure that all Directors are properly briefed on issues arising at the Board meetings and have received adequate and reliable information in a timely manner.

Notices of at least 14 days are given to the Directors for regular meetings, while the Board papers are sent to the Directors not less than three days before the intended date of a Board or Board committee meeting. With respect to other meetings, the Directors are given as much notice as is reasonable and practicable in the circumstances. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Articles. The Company Secretary ensures that the procedures and all applicable rules and regulations are complied with. Minutes of the Board meetings and meetings of the Board committees are kept by the Company Secretary and are available for inspection at any time on reasonable notice by any Director.

The Directors have full access to information of the Group and are able to obtain independent professional advice whenever they deem necessary. The Directors will be updated with legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties from time to time.

Draft minutes are normally circulated to Directors or members of the relevant Board committees for comment within a reasonable time after each meeting.

Any material transaction, which involves a conflict of interests between a substantial shareholder or a Director and the Company, will be considered and dealt with by the Board at a duly convened Board meeting with the presence of the Independent Non-executive Directors. Directors are abstained from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

就擬納入定期會議議程的任何事項均已向所有董事作出充分諮詢。董事會主席已授權本公司的公司秘書（「**公司秘書**」）擬訂每次董事會會議的議程。

董事會主席亦會在公司秘書協助下，盡力確保全體董事均獲妥善匯報有關董事會會議上提出的事項，並及時接收足夠及可靠的資訊。

召開定期會議時董事均獲發最少14日通知，而會議文件在預定召開董事會或董事委員會會議日期前最少三日送呈董事。就其他會議而言，於合理實際可行的情況下，董事獲發合理的通知。董事可親身出席會議，或依據細則，透過其他電子通訊方式參與會議。公司秘書確保已遵守有關程序及所有適用規則及法規。董事會會議及董事委員會會議的會議記錄由公司秘書保管，任何董事於發出合理通知後可隨時查閱會議記錄。

董事可全權取閱本集團的資料，並於認為有需要時可徵詢獨立專業意見。董事將不時收到備忘錄，以知悉法律及監管變動及董事在履行其職責時相關事宜之更新資料。

於每次會議後合理時間內，會議記錄草稿一般會發予董事或相關董事委員會成員傳閱，以作評論。

任何涉及主要股東或董事及本公司利益衝突的重大交易，將於獨立非執行董事在場的情況下，由董事會於正式召開的董事會會議上考慮及處理。當董事及彼等任何聯繫人在會議通過的交易中有重大利益時，該等董事不得投票及計入有關會議的法定人數。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

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

## RESPONSIBILITIES

In the course of discharging their duties, the Directors act in good faith, with due diligence and care, and in the best interests of the Company and its shareholders. Their responsibilities include (i) regular board meetings focusing on business strategy, operational issues and financial performance; (ii) monitoring the quality, timeliness, relevance and reliability of internal and external reporting; (iii) monitoring and managing potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in connected transaction; and (iv) ensuring processes are in place to maintain the overall integrity of the Company, including financial statements, relationships with suppliers, customers and other stakeholders, and compliance with all laws and ethics.

## DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors' responsibilities for the consolidated financial statements are set out on page 116 of this annual report.

本公司已收取各獨立非執行董事根據上市規則第3.13條之年度獨立身份確認書。本公司認為所有獨立非執行董事均為獨立。

## 責任

董事在履行其職責過程中以誠信、盡職及審慎態度，按本公司及其股東之最佳利益行事。彼等的責任包括(i)定期舉行董事會會議，專注於業務策略、經營問題及財務表現；(ii)監控內部及對外匯報的質素、及時性、相關性及可靠性；(iii)監控及處理管理層、董事會成員及股東的潛在利益衝突，包括不當使用公司資產及進行關連交易；及(iv)確保按程序以保持本公司整體的誠信，包括財務報表、與供應商、客戶及其他持份者的關係及符合所有法律及道德規範。

## 董事就綜合財務報表承擔之責任

董事就綜合財務報表承擔之責任載於本年報第116頁。

## BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company.

The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

Selection of candidates will be based on a range of diversity perspectives as stated in the above. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this annual report, the Board comprises seven Directors. Three of the Directors are Independent Non-executive Directors and are independent of the management, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of professional background and skills.

## BOARD MEETINGS AND GENERAL MEETINGS

During the year ended 31 December 2018, five Board meetings were held to review and approve, among other things, (i) the financial results for the year ended 31 December 2017; (ii) the interim results for the six months ended 30 June 2018; (iii) business progress and quarterly results; (iv) budget of the Group; (v) appointment of Executive Director; (vi) change of Company Secretary; and (vii) publication of profit warning announcements. The Board also held a Board meeting on 22 March 2019 to approve the annual results of the Company for the year ended 31 December 2018. One general meeting and one AGM were held during the year ended December 2018.

## 董事會多元化政策

董事會已採納董事會多元化政策，其列明達致本公司可持續及平衡發展的方法，及提升本公司表現質素。

本公司尋求通過考慮若干因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期，實現董事會多元化。

甄選董事會成員人選將按上述一系列多元化範疇為基準。最終將按董事人選的優點及將為董事會帶來的貢獻而作決定。

於本年報日期，董事會由七名董事組成。三名董事為獨立於管理層的獨立非執行董事，藉此促進管理過程的重要審核及監管。不論以專業背景及技能作考慮，董事會亦顯著多元化。

## 董事會會議及股東大會

截至二零一八年十二月三十一日止年度，本公司已舉行五次董事會會議以審核及批准（其中包括）(i)截至二零一七年十二月三十一日止年度的財務業績；(ii)截至二零一八年六月三十日止六個月的中期業績；(iii)業務進展及季度業績；(iv)本集團的預算；(v)執行董事的委任；(vi)公司秘書的更換；及(vii)盈利警告公告的刊發。董事會亦於二零一九年三月二十二日舉行董事會會議以批准本公司截至二零一八年十二月三十一日止年度的年度業績。截至二零一八年十二月三十一日止年度，本公司已舉行一次股東大會及一次股東週年大會。

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Details of the Directors' attendance records in Board meetings and general meetings during the year ended 31 December 2018 are set out below:

截至二零一八年十二月三十一日止年度，董事於董事會會議及股東大會會議的出席記錄詳情如下：

Name of Directors 董事姓名	No. of Board meetings attended/ eligible to attend 出席／合資格出席 董事會會議舉行次數	No. of general meetings attended/ eligible to attend 出席／合資格出席 股東大會會議舉行次數
<i>Executive Directors</i> 執行董事		
Lai Yiu Wah 黎耀華	5/5	2/2
Tai Leung Lam 戴良林	4/5	2/2
Joseph Mac Carthy Joseph Mac Carthy	4/5	1/2
Georges René Gener (appointed on 2 November 2018) Georges René Gener (於二零一八年十一月二日獲委任)	1/1	0/0
Kwan Tak Sum Stanley (retired on 25 May 2018) 關德深 (於二零一八年五月二十五日退任)	0/1	0/2
<i>Independent non-executive Directors</i> 獨立非執行董事		
Fung Chun Chung 馮鎮中	5/5	2/2
Cheung Kin Wing 張建榮	5/5	2/2
Wong Raymond Fook Lam 黃福霖	5/5	1/2

## DELEGATION BY THE BOARD

The Board has established four committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and Risk Management Committee. Specific responsibilities of each committee are described below. All committees have defined terms of reference which are no less exacting than those set out in the CG Code.

## 董事會授權

董事會成立四個委員會，即審核委員會、薪酬委員會、提名委員會及風險管理委員會。各委員會的具體職責於下文詳述。所有委員會均訂有明確的職權範圍，其嚴謹程度不下於企業管治守則所載者。

## AUDIT COMMITTEE

The Audit Committee was established on 27 October 2017 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 and paragraph D3 of the CG Code. The Audit Committee comprises three members, namely Mr. Cheung Kin Wing, Mr. Fung Chun Chung and Mr. Wong Raymond Fook Lam. The chairman of the Audit Committee is Mr. Cheung Kin Wing, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The primary duties of the Audit Committee include, but not limited to, the following: (i) making recommendations to the Board on the appointment and removal of the external auditor; (ii) reviewing the financial statements of the Group and monitoring the integrity of such financial statements; and (iii) overseeing the financial reporting system and internal control procedures.

During the year ended 31 December 2018, three Audit Committee meetings were held. During the year ended 31 December 2018, the Audit Committee reviewed and discussed (i) the general functions of the Audit Committee and the engagement of external auditor; (ii) the audited financial statement of the Group for the year ended 31 December 2017; (iii) the unaudited interim financial statement of the Group for the six months ended 30 June 2018; and (iv) the re-appointment of the independent auditor of the Group. An Audit Committee meeting was also held on 22 March 2019 with all the members present to review and consider, inter alia, the audited financial statements of the Group for the year ended 31 December 2018 and the re-appointment of independent auditor of the Group. There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor.

## 審核委員會

審核委員會於二零一七年十月二十七日成立，並遵照上市規則第3.21條及企業管治守則第C3及D3段制訂書面職權範圍。審核委員會包括三名成員，即張建榮先生、馮鎮中先生及黃福霖先生。審核委員會主席為張建榮先生，彼具有上市規則第3.10(2)條及3.21條規定的合適專業資格。

審核委員會的主要職責包括（但不限於）以下各項：(i)就外部核數師的委任及罷免向董事會作出推薦建議；(ii)審閱本集團財務表及監察該等財務報表的完整性及(iii)監督財務申報系統及內部監控程序。

於截至二零一八年十二月三十一日止年度內，審核委員會舉行了三次會議。於截至二零一八年十二月三十一日止年度內，審核委員會檢討及討論(i)審核委員會的一般職能及外部核數師的聘任；(ii)本集團於截至二零一七年十二月三十一日止年度的經審核財務報表；(iii)本集團於截至二零一八年六月三十日止六個月的未經審核中期財務報表；及(iv)本集團獨立核數師的重新委任。審核委員會亦於二零一九年三月二十二日舉行一次會議（全體成員均有出席），以審閱及考慮（其中包括）本集團於截至二零一八年十二月三十一日止年度的經審核財務報表，以及重新委任本集團獨立核數師。董事會與審核委員會在甄選及委任外部核數師時並無出現意見分歧。

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Attendance at meetings of the Audit Committee during the year ended 31 December 2018 is as follows:

審核委員會會議於截至二零一八年十二月三十一日止年度的出席紀錄如下：

Name of Directors 董事姓名	No. of meetings attended/ eligible to attend 出席／合資格 出席會議次數
Cheung Kin Wing 張建榮	3/3
Fung Chun Chung 馮鎮中	3/3
Wong Raymond Fook Lam 黃福霖	3/3

The Company's consolidated financial statements for the year ended 31 December 2018 have been reviewed by the Audit Committee. The Audit Committee considered that the relevant financial statements have been prepared in compliance with the applicable accounting principles and requirements of the Stock Exchange and disclosures have been fully made.

審核委員會已審閱本公司於截至二零一八年十二月三十一日止年度的綜合財務報表。審核委員會認為，有關財務報表已遵照適用的會計原則及聯交所的規定而編製，並已作出全面披露。

## REMUNERATION COMMITTEE

The Remuneration Committee was established with written terms of reference in compliance with paragraph B1 of the CG Code on 27 October 2017. As at 31 December 2018 and date of this report, the Remuneration Committee comprises four members, namely, Mr. Wong Raymond Fook Lam, Mr. Lai Yiu Wah, Mr. Fung Chun Chung and Mr. Cheung Kin Wing. The chairman of the Remuneration Committee is Mr. Wong Raymond Fook Lam.

## 薪酬委員會

薪酬委員會於二零一七年十月二十七日成立，並遵照企業管治守則第B1段制訂書面職權範圍。於二零一八年十二月三十一日及本報告日期，薪酬委員會包括四名成員，即黃福霖先生、黎耀華先生、馮鎮中先生及張建榮先生。薪酬委員會主席為黃福霖先生。

The primary duties of the Remuneration Committee include, but not limited to, the following: (i) making recommendations to the Board on the policy and structure for the remuneration of all the Directors and senior management; (ii) making recommendations to the Board on the establishment of a formal and transparent procedure for developing remuneration policy; (iii) determining the specific remuneration packages of all Directors and senior management; and (iv) reviewing and approving the management's remuneration proposals with reference to the corporate goals and objectives resolved by the Board from time to time.

薪酬委員會的主要職責包括（但不限於）以下各項：(i)就全體董事及高級管理層的薪酬政策及架構向董事會作出推薦建議；(ii)就設立正式而具透明度之薪酬政策制訂程序向董事會作出推薦建議；(iii)釐定全體董事及高級管理層的具體薪酬待遇；及(iv)根據董事會不時議決的企業目標及宗旨審閱及批准管理層的薪酬建議。

During FY2018, four Remuneration Committee meetings were held to (i) determine the remuneration policy of the Group; (ii) review the remuneration of the Executive Directors; (iii) review the remuneration of the new Executive Director and senior management; (iv) review the bonus scheme of the Executive Directors.

於二零一八年財政年度，薪酬委員會舉行四次會議，以(i)釐定本集團的薪酬政策；(ii)檢討執行董事的薪酬；(iii)檢討新執行董事及高級管理層的薪酬；(iv)檢討執行董事的花紅計劃。

Attendance at meetings of the Remuneration Committee during the year ended 31 December 2018 is as follows:

薪酬委員會會議於截至二零一八年十二月三十一日止年度的出席紀錄如下：

Name of Directors 董事姓名	No. of meetings attended/ eligible to attend 出席／合資格 出席會議次數
Wong Raymond Fook Lam 黃福霖	4/4
Lai Yiu Wah 黎耀華	4/4
Fung Chun Chung 馮鎮中	4/4
Cheung Kin Wing 張建榮	4/4
Kwan Tak Sum Stanley (retired on 25 May 2018) 關德深 (於二零一八年五月二十五日退任)	0/2

Details of the directors' remuneration and five highest paid individuals for the year ended 31 December 2018 are set out in note 9 to the consolidated financial statements.

截至二零一八年十二月三十一日止年度，董事及五名最高薪酬人士的薪酬詳情，載於綜合財務報表附註9。

During the year ended 31 December 2018, the remuneration of the senior management is listed below by band:

截至二零一八年十二月三十一日止年度，高級管理層薪酬按範圍載列如下：

	Number of individuals 人數
HK\$ nil to HK\$1,000,000 零港元至1,000,000港元	1
HK\$1,000,001 to HK\$1,500,000 1,000,001港元至1,500,000港元	3
HK\$1,500,001 to HK\$2,000,000 1,500,001港元至2,000,000港元	2

## NOMINATION COMMITTEE

The Nomination Committee was established with written terms of reference in compliance with paragraph A5 of the CG Code on 27 October 2017. As at 31 December 2018 and date of this report, the Nomination Committee comprises three members, namely Mr. Lai Yiu Wah, Mr. Fung Chun Chung and Mr. Wong Raymond Fook Lam. The chairman of the Nomination Committee is Mr. Fung Chun Chung.

## 提名委員會

提名委員會於二零一七年十月二十七日成立，並遵照企業管治守則第A5段制訂書面職權範圍。於二零一八年十二月三十一日及本報告日期，提名委員會包括三名成員，即黎耀華先生、馮鎮中先生及黃福霖先生。提名委員會主席為馮鎮中先生。

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The primary functions of the Nomination Committee include, but are not limited to, the following: (i) reviewing the structure, size and composition of the Board; (ii) assessing the independence of the Independent Non-executive Directors; and (iii) making recommendations to the Board on matters relating to the appointment or re-appointment of Directors and succession planning for Directors.

In the absence of the former Chairman and CEO, Mr. Kwan Tak Sum Stanley from 1 January 2018 to 25 May 2018, Mr. Fung Chun Chung was elected as the chairman of the Nomination Committee. During FY2018, four Nomination Committee meetings were held to (i) review and consider the structure, size, diversity and composition of the Board are appropriate; (ii) assess the independence of Independent Non-executive Directors; (iii) recommend the re-appointments of Directors, and (iv) nominate a new Director to the Board.

Attendance at meetings of the Nomination Committee during the year ended 31 December 2018 is as follows:

提名委員會的主要職責包括（但不限於）以下各項：(i)檢討董事會架構、規模及組成；(ii)評估獨立非執行董事的獨立性；及(iii)就委任或重新委任董事及董事繼任計劃向董事會作出推薦建議。

在前主席及行政總裁關德深先生於二零一八年一月一日至二零一八年五月二十五日休假期間，馮鎮中先生獲選為提名委員會主席。於二零一八年財政年度，提名委員會舉行四次會議以(i)檢討董事會的架構、規模、多元化及組成並認為屬適當；(ii)評估獨立非執行董事的獨立性；(iii)建議重新委任董事；及(iv)向董事會提名一名新董事。

提名委員會會議於截至二零一八年十二月三十一日止年度的出席紀錄如下：

Name of Directors 董事姓名	No. of meetings attended/ eligible to attend 出席／合資格 出席會議次數
Fung Chun Chung 馮鎮中	4/4
Lai Yiu Wah 黎耀華	4/4
Wong Raymond Fook Lam 黃福霖	4/4
Kwan Tak Sum Stanley (retired on 25 May 2018) 關德深（於二零一八年五月二十五日退任）	0/2

The Nomination Committee has reviewed annually the Board composition by considering the benefits of all aspects of diversity, including but not limited to those described under the heading of Board Diversity Policy in this annual report. The Board Diversity Policy shall be reviewed by the Nomination Committee, as appropriate, to ensure its effectiveness.

提名委員會已透過考慮多元化各方面的裨益，每年檢討董事會的組成，包括但不限於本報告「董事會多元化政策」項下所述者。董事會多元化政策須由提名委員會審閱（視乎情況），以確保其有效。

The Nomination Committee shall consider a number of factors in making nominations, including but not limited to the following:

a. Skills, Experience and Professional Expertise

The candidate should possess the skills, knowledge, experience and professional expertise which are relevant to the operations of the Group.

b. Diversity

Candidates should be considered on merit and against objective criteria, with due regard to the diversity perspectives set out in the Board Diversity Policy of the Company.

c. Commitment

The candidate should be able to devote sufficient time to attend the board meetings and participate in induction, training and other board associated activities. In particular, if the proposed candidate will be nominated as an Independent Non-Executive Director and will be holding his/her seventh (or more) listed company directorship, the Nomination Committee should consider the reason given by the candidate for being able to devote sufficient time to the Board and committee meetings.

d. Standing

The candidate must satisfy the Board and the Stock Exchange that he/she has the character, experience and integrity, and is able to demonstrate a standard of competence commensurate with the relevant position as a director of the Company.

e. Independence

The candidate to be nominated as an Independent Non-Executive Director must satisfy the independence criteria set out in Rule 3.13 of the Listing Rules. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an Independent Non-Executive Director.

提名委員會在作出提名時應考慮多項因素，包括但不限於下列各項：

a. 技能、經驗及專業知識

候選人應擁有與本集團業務營運有關的技能、知識、經驗及專業知識。

b. 多元化

考慮候選人應基於其優點及客觀標準，並適當考慮本公司董事會多元化政策內所載的多元化範疇。

c. 承擔

候選人應能投入充足的時間出席董事會會議及參加入職儀式、培訓及其他董事會相關活動。特別是，如提議的候選人獲提名為獨立非執行董事及將上任其第七個（或以上）上市公司董事職位，則提名委員會應考慮候選人所給出能投入充足時間參加董事會及委員會會議的原因。

d. 資格

候選人須讓董事會及聯交所信納其有品格、經驗及誠信，能證明其擁有與本公司董事相關職位相匹配的能力水平。

e. 獨立性

擬提名為獨立非執行董事的候選人須滿足上市規則第3.13條所載獨立標準。如適用，則亦須評估該候選人的學歷、資格及經驗等整體情況，以考慮彼是否具備合適的專業資格或會計或相關財務管理專長以擔任獨立非執行董事。



## RISK MANAGEMENT COMMITTEE

The Risk Management Committee was established on 27 October 2017 to oversee the future hedge activities. As at 31 December 2018 and date of this report, the Risk Management Committee comprises four members, namely Mr. Lai Yiu Wah, Mr. Cheung Kin Wing, Mr. Fung Chun Chung and Mr. Wong Raymond Fook Lam. The chairman of the Risk Management Committee is Mr. Lai Yiu Wah.

The primary functions of the Risk Management Committee include, but are not limited to, the following: (i) reviewing the risk management system of the Group and ensure that the management has performed its duties to establish an effective risk management system; (ii) formulating risk policies and standards; (iii) reviewing the material risk exposures of the Group; (iv) reviewing annually the changes in nature and extent of significant risks; (v) reviewing annually the scope and quality of management's ongoing monitoring of risk management systems; (vi) reviewing the Directors' decisions on entering into hedge arrangements; (vii) reviewing the effectiveness of the hedge policy; and (viii) providing recommendations to the Board on improving the hedge policy, where appropriate and if necessary.

During FY2018, two Risk Management Committee meetings were held to review the material risk exposures of the Group and formulate risk policies. In the absence of the former Chairman and CEO, Mr. Kwan Tak Sum Stanley from 1 January 2018 to 25 May 2018, Mr. Lai Yiu Wah was elected as the chairman of Risk Management Committee.

## 風險管理委員會

風險管理委員會於二零一七年十月二十七日成立，以監督未來對沖活動。於二零一八年十二月三十一日及本報告日期，風險管理委員會包括四名成員，即黎耀華先生、張建榮先生、馮鎮中先生及黃福霖先生。風險管理委員會的主席為黎耀華先生。

風險管理委員會的主要職責包括（但不限於）以下各項：(i)檢討本集團的風險管理系統，並確保管理層已履行其職責以設立有效的風險管理系統；(ii)制訂風險政策及標準；(iii)檢討本集團所面對的重要風險；(iv)每年檢討重大風險的性質及程度變化；(v)每年檢討管理層持續監察風險管理系統的範圍及質素；(vi)檢討董事對訂立對沖安排所作的決定；(vii)檢討對沖政策的有效性；及(vii)在適當情況下和有需要時就改善對沖政策向董事會提供推薦建議。

於二零一八年財政年度，風險管理委員會舉行兩次會議，以檢討本集團面對的重大風險和制定風險政策。在前主席及行政總裁關德深先生於二零一八年一月一日至二零一八年五月二十五日休假期間，黎耀華先生獲選為風險管理委員會主席。

Name of Directors 董事姓名	No. of meetings attended/ eligible to attend 出席／合資格 出席會議次數
Lai Yiu Wah 黎耀華	2/2
Cheung Kin Wing 張建榮	2/2
Fung Chun Chung 馮鎮中	2/2
Wong Raymond Fook Lam 黃福霖	2/2
Kwan Tak Sum Stanley (retired on 25 May 2018) 關德深（於二零一八年五月二十五日退任）	0/2

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “**Model Code**”) as the code of conduct governing Directors’ securities transactions. All Directors have confirmed, following specific enquiry by the Company, that they have complied with the required standards set out in the Model Code and there were no events of non-compliance during the year ended 31 December 2018 and up to the date of this annual report.

## CONTINUOUS PROFESSIONAL DEVELOPMENT FOR DIRECTORS

Directors must keep abreast of their collective responsibilities. Before the Listing, each newly appointed Director received training from the legal adviser of the statutory and regulatory obligations of a director of a listed company in Hong Kong. The Directors are continually updated with business and market changes, and legal and regulatory developments to facilitate the discharge of their responsibilities through various Board meetings, resolutions, memoranda, Board papers, and updates on corporate governance practices and director’s responsibilities under the Listing Rules, applicable laws and other relevant statutory requirements. The Company has arranged the legal adviser to provide a training to all Directors on continuous professional development for directors.

## 董事進行證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「**標準守則**」），作為規管董事進行證券交易的操守守則。經本公司作出具體查詢後，所有董事已確認彼等已遵守標準守則所載的規定標準，且於截至二零一八年十二月三十一日止年度及截至本年報日期並無發生不遵守標準規則之事件。

## 董事之持續專業發展

董事需確保其集體責任與時並進。於上市前，每名新任董事均接受法律顧問就香港上市公司董事的法定及監管義務的培訓。董事透過各種董事會會議、決議案、備忘錄、董事會文件、根據上市規則、適用法律及其他相關法定規定的企業管治常規和董事職責之更新，持續獲得有關業務和市場變動，以及法律和監管發展之更新，以助彼等履行其職責。本公司已安排法律顧問向全體董事提供有關董事持續專業發展的培訓。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Up to date of this annual report, the current Board members have participated in the following training programs:

直至本年報日期，現任董事會成員曾參加以下培訓課程：

Name of Directors 董事姓名	Types of training 培訓類別	
	Attending training organised by legal adviser 出席由法律顧問安排的培訓	Reading materials updating on new rules and regulations 閱讀有關新規則及法規之更新
<i>Executive Directors</i> 執行董事		
Lai Yiu Wah 黎耀華	✓	✓
Tai Leung Lam 戴良林	✓	✓
Joseph Mac Carthy	✓	✓
Joseph Mac Carthy		
Georges René Gener	✓	✓
Georges René Gener		
<i>Independent non-executive Directors</i> 獨立非執行董事		
Fung Chun Chung 馮鎮中	✓	✓
Cheung Kin Wing 張建榮	✓	✓
Wong Raymond Fook Lam 黃福霖	✓	✓

## DIRECTORS AND OFFICERS INSURANCE

Appropriate insurance covers on directors' and officers' liabilities have been in force to protect the Directors and officers of the Group from their risk exposure arising from the business of the Group and, as at the date of this annual report, the Directors and officers of the Company are indemnified under a directors' and officers' liability insurance against any liability incurred by them in discharge of their duties while holding office as the Directors and officers of the Company. The Directors and officers of the Company shall not be indemnified where there is any fraud, breach of duty or breach of trust proven against them.

## 董事及高級職員保險

本公司已為本集團董事及高級職員購買合適的責任保險，就彼等因本集團業務承擔的風險提供保障，而於本年報日期，本公司董事及高級職員於擔任本公司董事及高級職員期間，因彼等履行職責而引致的任何責任均受到董事及高級職員責任保險之彌償。倘證實本公司董事及高級職員存在任何欺詐、失職或失信行為，則彼等將不獲彌償。

## COMPANY SECRETARY

The Company Secretary is to ensure a good information flow within the Board and between the Board and senior management of the Company, to provide advice to the Board in relation to the Directors' obligations under the Listing Rules and applicable laws and regulations and to assist the Board in implementing the corporate governance practices. Mr. Fok Ka Fai, the Company Secretary during the year ended 31 December 2018, had attended not less than 15 hours of relevant professional training as required under Rule 3.29 of the Listing Rules during the year ended 31 December 2018.

## RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges that it is responsible for monitoring the risk management and internal control systems of the Group on an ongoing basis and reviewing their effectiveness. Such systems are designed to manage rather than to eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Risk Management Committee and Audit Committee assist the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

### Principles of Risk Management and Internal Control Systems

The principal aim of the Company's risk management and internal control systems is to manage and mitigate business risks, with a view to enhancing the value of shareholders' investments and safeguarding assets.

## 公司秘書

公司秘書確保董事會成員之間以及董事會與本公司高級管理層之間的資訊交流良好，就根據上市規則及適用法律法規的董事責任向董事會提供意見，以及協助董事會實行企業管治常規。公司秘書霍家輝先生已於截至二零一八年十二月三十一日止年度遵守上市規則第3.29條的規定，於截至二零一八年十二月三十一日止年度出席不少於15小時的相關專業培訓。

## 風險管理及內部監控

董事會知悉其有責任按持續經營基準監控本集團風險管理及內部監控系統並審閱其成效。該等系統旨在管理而非消除未能達成業務目標的風險，且僅可就重大失實陳述或虧損作出合理而非絕對的保證。

董事會全權負責評估及釐定本公司為達成戰略目標所願承擔的風險性質及程度，並建立及維持適當及有效的風險管理及內部監控制度。

風險管理委員會及審核委員會協助董事會領導風險管理及內部監控制度的管理及監督其構成、執行及監管情況。

### 風險管理及內部監控系統原則

本公司風險管理及內部監控系統的主要目標乃管理及減低業務風險，以提高股東投資價值及保障資產。

### Main Features of Risk Management and Internal Control Systems

The key elements of the Company's risk management and internal control systems include the establishment of a risk register to keep track of and document identified risks, the assessment and evaluation of risks, the development and continuous updating of responsive procedures, and the ongoing testing of internal control procedures to ensure their effectiveness. A risk matrix is also adopted to determine risk rating after evaluation of the risk by the likelihood and the impact of the risk event. The risk ratings reflect the level of management's attention and risk treatment effort required.

### Process Used to Identify, Evaluate and Manage Significant Risk

All divisions/departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division/department. The management assessed the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress, and reported to the Board on all findings and the effectiveness of the systems.

The management has confirmed to the Board, the Risk Management Committee, and Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 December 2018.

### Internal Audit Function

As at the date of this annual report, the Group did not have an internal audit function as required by code provision C.2.5 of the CG Code. The Board reviewed the need for setting up an internal audit function during the reporting year and considered that there was no such an immediate need after taking into account the Group's current circumstances, such as the focused nature and geographical spread of the business, the relatively simple operating structure and small size of the Group and the close involvement in supervision and management of daily operations, which could provide sufficient risk management and internal control for the Group.

### 風險管理及內部監控系統的主要特點

本公司風險管理及內部監控系統的主要元素包括設立風險登記冊以跟進及記錄已識別之風險、評估及檢討風險、制定及不時更新應對措施，以及持續測試內部監控程序以確保其成效。本公司亦於評估風險出現的可能性及風險事項的影響後採納一個風險矩陣以釐定風險評級。風險評級反映管理層所需注意及處理風險力度水平。

### 識別、評估及管理重大風險所用程序

所有分部／部門定期進行內部監控評估，以識別可能影響本集團業務以及主要營運及財務流程、監管合規及信息安全等方面的風險。各分部／部門於每年進行自我評估，以確認其妥善遵守監控政策。管理層評估風險發生概率、提供應對計劃及監察風險管理進程，並向董事會報告所有結果及系統成效。

管理層已向董事會、風險管理委員會及審核委員會確認截至二零一八年十二月三十一日止年度風險管理及內部監控制度的成效。

### 內部審核職能

於本年度報告日期，本集團並無企業管治守則的守則條文C.2.5所規定的內部審核職能。董事會於報告年度內就是否需要增設內部審核職能作出檢討，並在考慮本集團現有情況（如重點業務性質及地域分佈、本集團相對簡單及小規模的營運架構，以及對日常運作的密切監管及參與）後，確認本集團已備有足夠的風險管理及內部監控，並無設立內部審核職能的即時需要。

Although the Group does not have an internal audit function, the Group is committed to maintaining and upholding good corporate governance practice and internal control systems.

The Board, through the Risk Management Committee and Audit Committee, conducted an annual review of both design and implementation effectiveness of the risk management and internal control systems of the Group, which covered all material controls including financial, operational and compliance controls. Such annual review was done with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal control and financial reporting functions are adequate. In this respect, the Risk Management Committee and Audit Committee communicated any material issues to the Board.

The results of the independent review and assessment were reported to the Risk Management Committee, Audit Committee, and the Board. Moreover, improvements in internal control and risk management measures to enhance the risk management and internal control systems of the Group and to mitigate risks of the Group were adopted by the Board. Based on the findings and recommendations, as well as the comments of the Risk Management Committee and Audit Committee, the Board considered the internal control and risk management systems are adequate and effective.

## HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with the requirements under the Listing Rules and SFO to disclose inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of disclosure of inside information in a balanced, adequate and effective way. The procedures and internal controls for the handling and dissemination of inside information are as follows:

雖然本集團並無內部審計職能，但本集團維持及擁護良好企業管治常規及內部監控系統。

董事會透過風險管理委員及審核委員會會對本集團風險管理及內部監控系統的設計及實施成效進行年度檢討，涵蓋所有重大控制方面，包括財務、經營及合規控制。進行該項年度檢討旨在確保本集團在會計、內部監控及財務申報職能方面的資源、員工資歷及經驗、培訓計劃及有關預算均屬充份。就此而言，風險管理委員及審核委員會會就任何重大事宜與董事會溝通。

獨立審閱及評估結果乃呈報予風險管理委員會、審核委員及董事會。此外，為提高本集團風險管理及內部監控系統以及減低本集團風險而作出的內部監控及風險管理措施的改進措施已獲董事會採納。根據審閱結果和推薦意見以及風險管理委員會與審核委員會的意見，董事會認為，內部監控及風險管理系統乃屬充足及有效。

## 處理及發放內幕消息

本集團遵守證券及期貨條例及上市規則之規定，於知悉任何內幕消息後，在合理切實可行的範圍內盡快向公眾作出披露，除非有關消息屬於證券及期貨條例下任何安全港條文的範圍。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外洩，會即時向公眾作出披露。本集團亦致力確保公告中所載的資料不得在某事關重要的事實方面屬虛假或具誤導性，或因遺漏某事關重要的事實而屬虛假或具誤導性，使公眾能平等、適時及有效地取得所披露的內幕消息。處理及發佈內幕消息的程序及內部監控措施如下：

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- the Group conducts its affairs with close regard to the disclosure requirement under the Listing Rules, the Guideline on Disclosure of Inside Information issued by the Securities and Futures Commission and its own policy;
- the Group has implemented and disclosed events or matters on fair disclosure by non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and its website;
- the Group has strictly prohibited unauthorised use of confidential or inside information; and
- the Group has established procedures for responding to external enquiries about the Group's affairs so that only the Executive Directors, Company Secretary and other person duly authorised by the Board are authorised to communicate with parties outside the Group.
- 本集團嚴格按照上市規則項下之披露規定、由證券及期貨事務監察委員會發出的內幕消息披露指引及其本身之政策處理事務；
- 本集團透過財務報告、公告及公司網站等渠道向公眾廣泛及非獨家披露資料，以落實及披露事件或事宜；
- 本集團嚴禁未經授權使用機密或內幕消息；及
- 本集團已就外界查詢之事務訂立及執行回應程序，據此，只有執行董事、公司秘書及已獲董事會正式授權之其他人士獲授權與本集團外部人士溝通。

## AUDITOR'S REMUNERATION AND RESPONSIBILITIES

The Company has appointed PricewaterhouseCoopers as the Auditor of the Group. For the year ended 31 December 2018, PricewaterhouseCoopers charged HK\$1.68 million for audit services. Non-audit services provided to the Group mainly represented interim review and taxation services provided by PricewaterhouseCoopers and its affiliates was HK\$0.76 million in aggregate. The reporting responsibilities of PricewaterhouseCoopers are set out in pages 117 to 119 of this annual report.

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor during the year ended 31 December 2018.

## 核數師薪酬及責任

本公司已委任羅兵咸永道會計師事務所為本集團核數師。於截至二零一八年十二月三十一日止年度，羅兵咸永道會計師事務所就核數服務收取1,680,000港元。向本集團提供之非核數服務主要指由羅兵咸永道會計師事務所及其關聯事務所提供的中期審閱及稅務服務之費用為共計760,000港元。羅兵咸永道會計師事務所之呈報責任載於本年報第117至119頁。

於截至二零一八年十二月三十一日止年度，董事會與審核委員會於甄選及委任外部核數師方面並無意見分歧。

## COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with its shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company also recognises the importance of transparency and timely disclosure of corporate information, which will enable the shareholders and investors to make the best investment decisions.

The disclosure of the Group's information in a reasonable and timely manner by the Board is to facilitate the shareholders as well as the investors to have a better understanding of the business performance, operations and strategies of the Group. The Company's website at [www.trio-ieg.com](http://www.trio-ieg.com) allows the potential and existing investors as well as the public to get access to and acquire the Company's up-to-date corporate and financial information.

Shareholders are provided with contact details of the Company, such as telephone hotline, email address and postal address, in order to enable them to make any query that they may have with respect to the Company.

They can also send their enquiries to the Board through the above means. The contact details of the Company are set out in "Corporate Information" section of this annual report and the Company's website.

The Board welcomes views of the shareholders and encourages them to attend general meetings to raise any concerns that they may have with the Board or the management directly. Board members and appropriate senior staff of the Group are available at the meetings to answer any questions raised by shareholders.

## 與股東及投資者之溝通

本公司認為與股東有效溝通對促進投資者關係及投資者對本集團業務表現及策略的了解極為重要。本公司亦深明企業資料的透明度及適時披露之重要性，其可令股東及投資者作出最佳投資決定。

董事會合理並適時披露本集團資料，以令股東及投資者對本集團的業務表現、營運及策略有更佳了解。本公司的潛在及現有投資者以及公眾人士可透過本公司網站[www.trio-ieg.com](http://www.trio-ieg.com)取得本公司最新的企業及財務資料。

本公司向股東提供本公司的聯絡資料，例如電話熱線、電郵地址及郵寄地址，以令股東可作出任何與本公司有關之查詢。

股東亦可透過上述方式向董事會發出查詢。本公司的聯絡資料載於本年報「公司資料」一節及本公司網址。

董事會歡迎股東提出意見，並鼓勵股東出席股東大會直接向董事會或管理層提出任何關注。董事會成員以及本集團合適的高級職員會於會上回答股東提出的任何疑問。



## PROCEDURES FOR SHAREHOLDERS TO CONVENE GENERAL MEETING

To safeguard shareholders' interests and rights, separate resolutions are proposed at general meetings on each substantial issue, including the election of individual Directors, for shareholders' consideration and voting. Besides, pursuant to article 68(c) of the Articles, the Directors may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by the Hong Kong Companies Ordinance (Chapter 622, the laws of Hong Kong) (the "Companies Ordinance"). If any time there are not within Hong Kong sufficient Directors capable of acting to form a quorum, any Director or any two or more members of the Company representing at least 10% of the total voting rights of all members having a right to vote at general meetings, may convene a general meeting in the same manner as nearly as possible, as that in which meetings may be convened by the Directors.

Shareholders may send written enquiries to the Company or put forward any enquiries or proposals to the Board. The contact details are as follows:

Board of Directors  
Trio Industrial Electronics Group Limited  
Address: Block J, 5/F, Phase II, Kaiser Estate,  
51 Man Yue Street,  
Hung Hom, Kowloon, Hong Kong  
Telephone hotline: 2765 8787  
Email address: rubywan@trio-ieg.com

To put forward proposals at an AGM or a general meeting, the shareholders shall submit a written notice of those proposals with detailed contact information to the Board/Company Secretary at the Company's registered office.

The request will be verified with the Company's share registrar and upon its confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the proposed resolution in the agenda for the general meeting.

## 股東召開股東大會之程序

為保障股東的利益及權利，於股東大會上均就每項重要事項，包括選舉個別董事提出獨立決議案，以供股東考慮及投票。此外，根據細則第68(c)條，董事可於其認為適當時召開股東大會，並亦須按香港公司條例（香港法例第622章）（「公司條例」）的規定應有關要求召開股東大會，如並無應有關要求召開股東特別大會，則可由請求人召開。如於任何時候在香港並無足夠能執行事務的董事以構成法定人數，則本公司的任何一名董事或任何兩名或以上股東（代表有權於股東大會上投票表決的所有股東的總投票權至少10%），均可以盡可能接近董事可能召開會議的方式召開股東大會。

股東可向本公司發送書面查詢，或向董事會提出任何查詢或建議。聯絡資料如下：

董事會  
致豐工業電子集團有限公司  
地址：香港九龍紅磡民裕街51號凱旋工商中心  
2期5樓J室  
電話熱線：2765 8787  
電郵地址：rubywan@trio-ieg.com

如欲於股東週年大會或股東大會上提呈議案，股東須將該等議案的書面通知連同詳細聯絡資料遞交至本公司的註冊辦事處，註明董事會／公司秘書收。

請求將由本公司的香港股份過戶登記處核實，經確定為恰當及適當後，公司秘書將要求董事會將有關提呈決議案納入股東大會的議程內。

Moreover, the notice period concerning the notice to be given to all the shareholders for consideration of the proposals submitted by the shareholders concerned varies as follows pursuant to article 70 of the Articles and subject to section 578 of the Companies Ordinance.

- (a) for an AGM, it shall be called by notice in writing of at least twenty-one clear days (or such longer period as may be required by the Listing Rules); and
- (b) for a general meeting other than an AGM, it shall be called by notice in writing of least fourteen clear days (or such longer period as may be required by the Listing Rules),

shall be given in the manner mentioned in the Articles to all members, to the Directors and to the Auditors.

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the Company's registered office and provide their full names, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

## CONSTITUTIONAL DOCUMENTS

There is no change on the articles of association of the Company during the year ended 31 December 2018. An up to date version of the articles of association of the Company is available on the Company's website and the Stock Exchange's website.

此外，根據細則第70條及在公司條例第578條規限下，就考慮有關股東提呈的議案而向全體股東發出通告之通知期按下文所列而有所不同。

- (a) 倘為股東週年大會，須以不少於二十一個完整日（或上市規則所規定的較長期間）的書面通告召開；及
- (b) 倘為股東週年大會以外的股東大會，可以不少於十四個完整日（或上市規則所規定的較長期間）的書面通告召開，

並應按細則所述方式發送予所有股東、董事及核數師。

為免生疑問，股東必須提交及發送正式簽署的書面請求、通知或聲明之正本，或將查詢（視情況而定）發送至本公司的註冊辦事處，並提供其全名、聯絡資料及身份以令有關文件有效。股東的資料可能按法律要求披露。

## 組織章程文件

截至二零一八年十二月三十一日止年度，本公司的組織章程細則並無變動。本公司組織章程細則的最新版本可在本公司網站及聯交所網站查閱。

## REPORT OF THE DIRECTORS 董事會報告

The Board is pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2018.

### PRINCIPAL ACTIVITIES

The Company is an investment holding and the activities of its principal subsidiaries are shown on page 204.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated financial statements on pages 120 to 123.

The Board has recommended a final dividend of HK1.8 cents per ordinary share of the Company for the year ended 31 December 2018 to the Shareholders. The proposed final dividend, subject to the approval of the Shareholders at the AGM to be held on Thursday, 30 May 2019, is expected to be paid on Wednesday, 19 June 2019 to all Shareholders whose names appear on the register of members of the Company on Monday, 10 June 2019.

A special dividend of HK0.8 cents per ordinary share totalling HK\$8,000,000 were paid to the Shareholders during the year ended 31 December 2018 to celebrate the 35th Anniversary of the Group.

董事會欣然提呈其報告連同本集團截至二零一八年十二月三十一日止年度之經審核綜合財務報表。

### 主要業務

本公司為一間投資控股公司，其主要附屬公司的活動載於第204頁。

### 業績及撥款

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120至123頁之綜合財務報表。

董事會建議向股東派付截至二零一八年十二月三十一日止年度之末期股息每股普通股1.8港仙。於股東在將於二零一九年五月三十日（星期四）舉行的股東週年大會上批准後，擬派末期股息預期將於二零一九年六月十九日（星期三）支付予於二零一九年六月十日（星期一）名列本公司股東名冊之所有股東。

截至二零一八年十二月三十一日止年度向股東支付特別股息每股普通股0.8港仙合共8,000,000港元，以慶祝本集團三十五週年。

## CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM to be held on Thursday, 30 May 2019, the register of members of the Company will be closed from Friday, 24 May 2019 to Thursday, 30 May 2019, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 23 May 2019.

In order to ascertain the entitlement to the final dividend, the register of members of the Company will be closed from Thursday, 6 June 2019 to Monday, 10 June 2019, both days inclusive. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 June 2019.

## BUSINESS REVIEW

A discussion and analysis of the Group's performance during the year ended 31 December 2018, the key factors affecting its results and financial position, and the information on the compliance with laws and regulations, environmental policy and relationships with stakeholders are set out in the section headed "Management Discussion and Analysis" of this annual report. Furthermore, a fair review of, and an indication of likely future development in the Group's business are set out in the sections headed "Chairman's Statement" of this annual report. Save as disclosed in this annual report, since the end of the year ended 31 December 2018, no important event affecting the Group has occurred.

## 暫停辦理股東登記

為確定出席擬於二零一九年五月三十日（星期四）舉行的股東週年大會及在會上投票的資格，本公司將於二零一九年五月二十四日（星期五）至二零一九年五月三十日（星期四）之期間（包括首尾兩日）暫停辦理股份過戶登記手續。為符合資格出席股東週年大會及在會上投票，務請於二零一九年五月二十三日（星期四）下午四時三十分前將所有轉讓文件連同有關股票送交本公司的股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。

為確定獲派發末期股息的權利，本公司將於二零一九年六月六日（星期四）至二零一九年六月十日（星期一）之期間（包括首尾兩日）暫停辦理股份過戶登記手續。為符合資格享有末期股息，務請於二零一九年六月五日（星期三）下午四時三十分前將所有轉讓文件連同有關股票送交本公司的股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。

## 業務回顧

對本集團截至二零一八年十二月三十一日止年度表現的討論及分析、影響其業績及財務狀況的主要因素以及有關遵守法例及法規、環境政策及與持分者的關係之資料載於本年報「管理層討論及分析」一節。此外，本集團業務的公平審視以及其可能的未來發展趨向載於本年報「主席報告」一節。除本年報所披露者外，自截至二零一八年十二月三十一日止年度末以來，概無發生可影響本集團的重要事件。

## PRINCIPAL RISKS AND UNCERTAINTIES

**The five largest customers accounted for more than 70.0% of the total revenue. Any loss of the major customers or any request for price reduction may materially and adversely affect our business performance and financial condition.**

Since (i) the Group does not enter into long-term sale and purchase agreements with the customers and does not have long-term purchase commitment from them; and (ii) the Group is not their exclusive supplier, there is no assurance that the five largest customers will continue to purchase the products at current levels or at all in the future. If the prices of the products are not as competitive as those set by the competitors for comparable products or if the quality of the products does not meet the customers' expectations or requirements, the customers may reduce their purchase volume or may not make purchases from the Group. If any of the five largest customers significantly reduces its purchase volume or ceases to place purchase orders with the Group, and the Group are unable to identify new customers, the business performance, results of operations and financial condition may be materially and adversely affected.

In addition, there is no assurance that the major customers will not negotiate for a reduction in the price of the products in the future. In order to maintain business relationships with them, the Group may have to offer a more competitive price to them. If the Group are unable to reduce the production cost accordingly in order to maintain the profit margins, the profitability, results of operations and financial condition may be materially and adversely affected.

**Fluctuations in the prices of raw materials may affect the cost of sales and adversely affect our business operations and profitability.**

The major raw materials include integrated circuits, metal parts, plastic parts, printed circuit board components, capacitors, connectors, transistors, cables and cores. The prices of the raw materials generally follow their respective price trends in the market and vary with industry conditions and market supply and demand.

## 主要風險及不確定因素

五大客戶佔總收益的70.0%以上。主要客戶的任何損失或任何下調價格的要求，或會對我們的業務表現及財務狀況造成重大不利影響。

由於(i)本集團並無與客戶訂立長期買賣協議且本集團並無取得彼等的長期採購承諾；及(ii)本集團並非他們的獨家供應商，故不能保證五大客戶日後將繼續按現時水平採購或確會採購產品。倘產品價格無法較競爭對手就同類產品所定的價格相宜或倘產品質素未能符合客戶的期望或要求，客戶或會減少採購量或可能不會向本集團下訂單。倘任何五大客戶大幅減少彼等採購量或終止向本集團下採購訂單，且本集團無法物色新客戶，本集團的業務表現、營運業績及財務狀況或會受到重大及不利影響。

此外，概不保證主要客戶日後不會就調低產品價格進行磋商。為維持與彼等的業務關係，本集團可能要向彼等提供更具競爭力的價格。倘本集團無法相應地減低生產成本，以維持利潤率，則本集團的盈利能力、經營業績及財務狀況可能會受到重大不利影響。

**原材料價格波動或會對銷售成本造成影響及對業務營運及盈利能力造成不利影響。**

主要原材料包括集成電路、金屬部件、塑膠部件、印刷電路板零件、電容器、連接器、晶體管、纜線及核心。原材料的價格一般跟隨各自於市場的價格趨勢，並按行業狀況以及市場供求而變化。

Since the Group does not enter into long-term supply contracts with the suppliers, there is no assurance that the suppliers will not significantly increase the prices of raw materials in the future, in particular when the market prices of or the market demand for such raw materials increase. There is also no assurance that the Group will be able to pass the increase in the costs of raw materials to the customers in a timely manner or at all to avoid adverse impacts on the profitability. If, in the event of material fluctuations in raw material prices, the customers do not agree to a price adjustment or the Group cannot pass the increase in the cost of raw materials to them in a timely manner or at all, the profitability, financial condition and results of operations may be materially and adversely affected.

**Any slowdown of the industrial electronics industry may materially and adversely affect our results of operations, financial condition and business prospects.**

As an EMS provider specialising in the manufacturing and sales of customised industrial electronic components and products, our business performance depends, to a large extent, on the performance and condition of the industrial electronics industry.

The industrial electronics industry may experience slowdown or downturn due to market or industry conditions, global economic environment or other factors beyond control. Any decrease in the demand for industrial electronics equipment such as renewable energy facilities, telecommunications equipment, commercial freight equipment, medical devices and security systems may reduce the demand for our OEM products. In such circumstances, the sales may decline and the results of operations, financial condition and business prospects may be materially and adversely affected.

**The Group is exposed to foreign exchange risks.**

The major functional currency is US\$, while some of the business transactions and the cost of sales are denominated HK\$, EUR and RMB. The Group is exposed to foreign currency risks as a result of sales and purchases that are denominated in a currency other than US\$. Any significant changes in the exchange rate between US\$ and other currencies may result in substantial loss for the Group and the financial condition and results of operations may be materially and adversely affected.

由於本集團並無與供應商訂立長期供應合約，故不能保證供應商日後不會大幅提高原材料價格，特別是有關原材料的市價或市場需求上升時。概不保證本集團能適時將原材料成本上漲轉嫁予客戶或確能將之轉嫁予客戶，以避免對盈利能力造成不利影響。倘原材料價格出現重大波動，客戶不同意價格有所調整或本集團未能適時將原材料成本上漲轉嫁予客戶或根本不能將之轉嫁予客戶，則本集團的盈利能力、財務狀況及經營業績或會受到重大不利影響。

工業電子行業的任何放緩或會對本集團的經營業績、財務狀況及業務前景造成重大不利影響。

作為專門製造及銷售定制工業電子零件及產品的電子製造服務供應商，本集團的業務表現很大程度上取決於工業電子行業的表現及狀況。

工業電子行業或會因市場或行業狀況、全球經濟環境或其他不能控制的因素而經歷放緩或衰退。任何工業電子設備如可再生能源設施、通訊設備、商業貨運設備、醫療器材及保安系統的需求減少，或會減低對本集團原始設備製造商產品的需求。在此情況下，銷售量或會下降，而本集團的經營業績、財務狀況及業務前景可能受到重大不利影響。

本集團須承受匯兌風險。

本集團的主要功能貨幣為美元，而若干業務交易及銷售成本則以港元、歐元及人民幣計值。本集團須承受以美元以外貨幣計值的銷售及採購產生的匯兌風險。美元兌其他貨幣之匯率任何重大變動或會導致我們出現重大虧損，而本集團的財務狀況及經營業績可能受到重大不利影響。

**Failure to retain the services of key personnel may adversely affect the results of operations.**

The success to date has largely been attributable to the contributions, commitment and experience of the management team and key employees, in particular their familiarity with the business operations and their experience and expertise in the industrial EMS industry. Some of our Executive Directors have more than 30 years of experience in the electronics industry. In particular, Mr. Tai Leung Lam, Mr. Joseph Mac Carthy, and Mr. Georges René Gener, the Executive Directors, have more than 45, 20 and 35 years of experience in the electronics industry, respectively. The continued success is dependent on the ability to retain the services of members of the senior management and key employees who possess the necessary experience and expertise in the industrial EMS industry. If there is any significant or material change to the composition of the key management team, the Group may not be able to recruit experienced or qualified personnel in a timely manner or at all, and may need to incur additional cost and resources in the recruitment and training of the new staff members. In addition, if the Group loses the key management personnel or employees to the competitors, the competitiveness, business performance, results of operations as well as business prospects may be materially and adversely affected.

**There is no assurance that the business strategies and future plans will be successfully implemented.**

The successful implementation of the business strategies and future plans will depend on various factors, including but not limited to the ability to (i) retain the major customers; (ii) enhance the production efficiency; (iii) retain the existing workforce and recruit new staff members at a rate that is consistent with the business growth; (iv) raise additional funds to support the business expansion; and (v) explore new business opportunities. There is no assurance that the Group will be able to successfully implement the business strategies or future plans. Even if the business strategies or future plans are implemented, there is no assurance that they will increase the market share or enhance the market position. The results of operations and financial position may be materially and adversely affected if the business strategies or future plans are not successfully implemented.

未能留聘主要人員繼續為本集團效力或會對經營業績構成不利影響。

本集團至今取得的成功很大程度歸功於管理團隊及主要僱員的貢獻、承擔及經驗，特別是彼等對業務營運的熟悉程度及在工業電子製造服務行業的經驗及專長。本集團的部分執行董事在電子行業有逾30年經驗。尤其是，執行董事戴良林先生、Joseph Mac Carthy先生及Georges René Gener先生在電子行業分別有超過45年、20年及35年經驗。本集團持續成功取決於留聘高級管理層成員及主要僱員繼續為我們效力的能力，這些人員擁有工業電子製造服務行業必需的經驗及專長。倘主要管理團隊組成有任何重大或重要變動，本集團或未能適時或未能聘用到具有經驗或合資格的人員及在招聘及培訓新員工方面或需額外成本及資源。此外，倘本集團的主要管理人員或僱員轉投競爭對手，則對本集團的競爭力、業務表現、經營業績及業務前景或會造成重大不利影響。

概不保證業務策略及未來計劃將會成功落實。

業務策略及未來計劃的成功落實將取決於一系列因素，包括但不限於能否(i)保留主要客戶；(ii)提高生產效能；(iii)保留現有的勞動力及按照與業務增長一致的速率招聘新員工；(iv)籌集額外資金以支持業務擴展；及(v)探索新業務機遇。概不保證本集團能夠成功落實我們的業務策略或未來計劃。縱使業務策略或未來計劃能得以落實，概不保證其可增加市場佔有率或加強市場地位。倘業務策略或未來計劃未能成功落實，則對本集團的經營業績及財務狀況或會造成重大不利影響。

## FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 232 of this annual report. This summary does not form part of the consolidated financial statements.

## SUBSIDIARIES

Details (including the principal activities) of the Company's subsidiaries as at 31 December 2018 are set out in note 16 to the consolidated financial statements.

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 December 2018 are set out in note 14 to the consolidated financial statements.

## CHARITABLE DONATIONS

Charitable and other donations made by the Group during the year ended 31 December 2018 amounted to HK\$68,000 (2017: nil).

## DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 December 2018, the Company's distributable reserves available for distribution is HK\$23,641,000 (2017: HK\$20,661,000).

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles which would oblige the Company to offer new shares on a pro rata basis to existing shareholders unless otherwise required by the Stock Exchange.

## SHARE CAPITAL

Details of the movements in share capital of the Company are set out in note 24 to the consolidated financial statements.

## 財務概要

本集團過去五個財政年度的業績、資產及負債概要載於本年報第232頁。此概要並不構成綜合財務報表的一部分。

## 附屬公司

本公司附屬公司於二零一八年十二月三十一日之詳情（包括主要業務）載於綜合財務報表附註16。

## 物業、廠房及設備

本集團於截至二零一八年十二月三十一日止年度之物業、廠房及設備變動詳情載於綜合財務報表附註14。

## 慈善捐款

本集團於截至二零一八年十二月三十一日止年度作出的慈善及其他捐款為68,000港元（二零一七年：無）。

## 本公司可分派儲備

於二零一八年十二月三十一日，本公司的可供分派儲備為23,641,000港元（二零一七年：20,661,000港元）。

## 優先購買權

除聯交所另有規定外，細則並無訂有任何有關優先購買權的規定，要求本公司須按比例向現有股東提呈發售新股。

## 股本

本公司於本年度的股本變動詳情載於綜合財務報表附註24。



## REPORT OF THE DIRECTORS

### 董事會報告

## DIRECTORS

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

## 董事

於本年度及其後直至本年報日期之董事名列如下：

### Executive Directors

#### 執行董事

Lai Yiu Wah (Chairman of the Board)

黎耀華 (董事會主席)

Tai Leung Lam (Chief Executive Officer)

戴良林 (行政總裁)

Joseph Mac Carthy

Joseph Mac Carthy

Georges René Gener

(appointed on 2 November 2018)

Georges René Gener

(於二零一八年十一月二日獲委任)

Kwan Tak Sum Stanley

(retired on 25 May 2018)

關德深

(於二零一八年五月二十五日退任)

### Independent non-executive Directors

#### 獨立非執行董事

Fung Chun Chung

馮鎮中

Cheung Kin Wing

張建榮

Wong Raymond Fook Lam

黃福霖

Pursuant to article 119(c) of the Articles, any Director so appointed, either to fill a casual vacancy or by way of addition to their number, by the Board shall hold office only until the next following AGM of the Company, and shall then be eligible for re-appointment.

根據細則第119(c)條，獲董事會委任以填補臨時空缺或增加董事人數之任何董事，只可任職至本公司下屆股東週年大會為止，並於屆時有資格膺選連任。

Pursuant to article 120(a) of the Articles, subject to article 120(e), at each AGM, one-third of the Directors (excluding those Director(s) who are not subject to the rotation requirement under the Articles) or, if their number is not three or a multiple of three the number which is nearest to and is at least one-third, shall retire from office by rotation. A retiring Director shall be eligible for re-election.

根據細則第120(a)條，除細則第120(e)條另有規定外，於每屆股東週年大會上，三分之一的董事（不包括不受細則下輪席退任規定所規限的該等董事），或如董事的人數並非三或三的倍數，則最接近但不少於三分之一人數的董事須輪席退任。退任董事有資格膺選連任。

Pursuant to article 120(e) of the Articles, any Director who holds the position as an Executive Director shall not be subject to the retirement-rotation requirement of the Article.

根據細則第120(e)條，任何擔任執行董事職位的董事毋須受細則的輪席退任規定所規限。

Pursuant to the A.4.2 of the CG Code, all directors (no matter executive or independent non-executive directors) including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Mr. Georges René Gener will retire pursuant to article 119(c) of the Articles, and being eligible, offers himself for re-election as Director at the forthcoming AGM. Mr. Joseph Mac Carthy and Mr. Lai Yiu Wah will voluntarily retire, and Mr. Fung Chun Chung will retire pursuant to article 120(a) of the Articles. All the retiring Directors, being eligible, offer themselves for re-election as Directors at the forthcoming AGM.

Mr. Kwan Tak Sum Stanley retired on 25 May 2018 as Chairman of the Board, CEO, and executive Director. Mr. Kwan had confirmed that he had no disagreement with the Board and nothing relating to the affairs of the Company needed to be brought to the affection of the shareholders of the Company.

## DIRECTORS OF SUBSIDIARIES

The Directors of subsidiaries of the Company during the year and up to the date of this annual report are as follows:

### Trio Engineering Company Limited (“Trio Engineering”)

Lai Yiu Wah  
 Tai Leung Lam  
 Joseph Mac Carthy  
 Lai Sek Piu (appointed on 1 January 2019)  
 Lo Ka Kei Jun (appointed on 1 January 2019)  
 Kwan Tak Sum Stanley (resigned on 25 May 2018)

### Professional Electronics Manufacturing Solutions Limited (“PEMS”)

Lai Yiu Wah  
 Tai Leung Lam  
 Lai Sek Piu (appointed on 1 January 2019)  
 Lo Ka Kei Jun (appointed on 1 January 2019)  
 Kwan Tak Sum Stanley (resigned on 25 May 2018)

### Panyu Trio Microtronics Co., Ltd. (“Trio Microtronics”)

Lai Yiu Wah  
 Tai Leung Lam  
 Lo Ka Kei Jun (appointed on 22 June 2018)  
 Kwan Tak Sum Stanley (resigned on 22 June 2018)

根據企業管治守則第A.4.2條，所有董事（不論執行或獨立非執行董事）（包括按特定任期委任的董事）應最少每三年輪席退任一次。Georges René Gener先生將根據細則第119(c)條退任，且符合資格並願意於即將舉行的股東週年大會上膺選連任董事。Joseph Mac Carthy先生及黎耀華先生將根據細則第120(a)條自願退任以及馮鎮中先生將根據細則第120(a)條退任。所有退任董事均符合資格並願意於應屆股東週年大會上膺選連任董事。

關德深先生於二零一八年五月二十五日退任董事會主席、行政總裁及執行董事。關先生確認彼與董事會並無意見分歧，亦無有關本公司事務的事情須提請本公司股東垂注。

## 附屬公司的董事

於年內及直至本年報日期，本公司的附屬公司之董事如下：

### 致豐工程有限公司（「致豐工程」）

黎耀華  
 戴良林  
 Joseph Mac Carthy  
 黎錫標（於二零一九年一月一日獲委任）  
 羅嘉祺（於二零一九年一月一日獲委任）  
 關德深（於二零一八年五月二十五日辭任）

### 普發電子工業設備有限公司（「普發電子工業」）

黎耀華  
 戴良林  
 黎錫標（於二零一九年一月一日獲委任）  
 羅嘉祺（於二零一九年一月一日獲委任）  
 關德深（於二零一八年五月二十五日辭任）

### 廣州市番禺致豐微電器有限公司（「致豐微電器」）

黎耀華  
 戴良林  
 羅嘉祺（於二零一八年六月二十二日獲委任）  
 關德深（於二零一八年六月二十二日辭任）

## REPORT OF THE DIRECTORS

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#### Guangzhou Professional Electronics Manufacturing Solutions Limited (“Guangzhou PEMS”)

Lai Yiu Wah  
Tai Leung Lam  
Lo Ka Kei Jun (appointed on 22 June 2018)  
Kwan Tak Sum Stanley (resigned on 22 June 2018)

#### Deltrix Limited (“Deltrix”) (formerly e-Tech Engineering Company Limited) (“e-Tech”)

Lai Yiu Wah  
Tai Leung Lam  
Joseph Mac Carthy  
Lai Sek Piu (appointed on 1 January 2019)  
Lo Ka Kei Jun (appointed on 1 January 2019)

#### Trio-tronics Manufacturing Global Limited (“Trio-tronics”)

Lai Yiu Wah  
Tai Leung Lam  
John Anthony Tiernan

#### Trio Engineering GmbH (“Trio GmbH”)

John Anthony Tiernan (appointed on 26 October 2018)

## CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the Independent Non-executive Directors an annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules as at the date of this annual report and considers all the Independent Non-executive Directors are independent.

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group are set out on pages 30 to 42 of this annual report.

## DIRECTORS' SERVICE CONTRACTS

Three Executive Directors have each signed a service contract with the Company for an initial term of three years, commencing from 10 February 2017 (subject to termination in certain circumstances as stipulated in the relevant service agreement). Mr. Georges René Gener has signed a service contract with the Company for a term of not more than three years commencing on 2 November 2018 and expiring at the conclusion of an AGM to be held in the third year following the year of his appointment.

#### 廣州普發電子工業設備有限公司 (「廣州普發電子工業設備」)

黎耀華  
戴良林  
羅嘉祺 (於二零一八年六月二十二日獲委任)  
關德深 (於二零一八年六月二十二日辭任)

#### 德勁動力有限公司 (「德勁動力」) (前稱依得利工程有限公司 (「依得利工程」))

黎耀華  
戴良林  
Joseph Mac Carthy  
黎錫標 (於二零一九年一月一日獲委任)  
羅嘉祺 (於二零一九年一月一日獲委任)

#### Trio-tronics Manufacturing Global Limited (「Trio-tronics」)

黎耀華  
戴良林  
John Anthony Tiernan

#### Trio Engineering GmbH (「Trio GmbH」)

John Anthony Tiernan (於二零一八年十月二十六日獲委任)

## 獨立非執行董事之獨立性確認

於本年報日期，本公司已接獲各獨立非執行董事根據上市規則第3.13條所發出有關其獨立性之年度書面確認，且認為全體獨立非執行董事均屬獨立。

## 董事及高級管理層履歷

董事及本集團高級管理層的履歷詳情載於本年報第30至42頁。

## 董事服務合約

三名執行董事各自已與本公司簽訂服務合約，由二零一七年二月十日起初步為期三年(可於相關服務合約所訂明的若干情況下終止)。Georges René Gener先生與本公司簽訂為期不超過三年的服務合約，自二零一八年十一月二日起計，任期至其獲委任後將第三年舉行的股東週年大會結束時屆滿。

Each of the Independent Non-executive Directors has signed a service contract with the Company for an initial term of three years, commencing from 1 February 2017 (subject to termination in certain circumstances as stipulated in the relevant service contract).

None of the Directors proposed for election at the forthcoming AGM has entered into any service contract or letter of appointment with any member of the Group which is not determinable by any member of the Group within one year without payment of compensation other than statutory compensation.

### TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

No transactions, arrangements and contracts of significance in relation to the business of the Group to which the Company, or its holding company, or any of its subsidiaries was a party and in which a director or a connected entity of a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year, nor was there any transaction, arrangements or contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder (as defined in the Listing Rules) or any of its subsidiaries for the year. There was also no contract of significance between the Company or one of the subsidiaries and the controlling shareholders or any of its subsidiaries.

### MANAGEMENT CONTRACT

No contract concerning the management and administration of the whole or any substantial part of the business of the Company or its subsidiaries were entered into or existed during the year ended 31 December 2018.

### DIRECTORS' EMOLUMENTS

Details of the remuneration of the Directors on a named basis during the year ended 31 December 2018 are set out in note 9 to the consolidated financial statements.

各獨立非執行董事已與本公司簽訂服務合約，由二零一七年二月一日起初步為期三年（可於相關服務合約所訂明的若干情況下終止）。

於應屆股東週年大會建議膺選的董事並無與本集團任何成員公司訂立任何不可由本集團任何成員公司於一年內終止而毋須補償（法定補償除外）的服務合約或委任書。

### 重大交易、安排及合約

概無由本公司或其控股公司或其任何附屬公司訂立，而董事或董事的關連實體於其中直接或間接擁有重大利益之有關本集團業務的重大交易、安排及合約於年末或年內任何時間存續，而年內亦概無有關控股股東（定義見上市規則）或其任何附屬公司為本公司或其任何附屬公司提供服務的任何重大交易、安排或合約。本公司或任何一間附屬公司與控股股東或其任何附屬公司之間亦概無重大合約。

### 管理合約

於截至二零一八年十二月三十一日止年度內，概無訂立或存在有關本公司或其附屬公司的所有或任何重大部分業務之管理及行政合約。

### 董事酬金

截至二零一八年十二月三十一日止年度內董事薪酬詳情按記名方式載於綜合財務報表附註9。

## REMUNERATION POLICY

Under the remuneration policy of the Company, the Remuneration Committee will consider factors such as salaries paid by comparable companies, time commitment, responsibilities and performance of the Directors and senior management, as the case may be, in assessing the amount of remuneration payable to the Directors and members of the senior management. The Remuneration Committee will periodically review the compensation levels of the key executives. Based on the performance and the executives' respective contribution to the Group, the Remuneration Committee may, within the aggregate remuneration amount having been approved in a Shareholders' meeting, make recommendations to our Board as to salary increases or payment of discretionary bonuses.

The Group's employee benefit expenses mainly included salaries, overtime payment and discretionary bonus, share options, other staff benefits and contributions to retirement schemes.

Remuneration is determined with reference to the qualification, experience and work performance, whereas the payment of discretionary bonus is generally subject to work performance, the financial performance of the Group in that particular year and general market conditions.

## PERMITTED INDEMNITY PROVISION

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

Pursuant to the Articles and subject to the provisions of the Companies Ordinance, the Directors shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a Director.

## 薪酬政策

根據本公司的薪酬政策，薪酬委員會將考慮可比較公司所支付薪金、董事及高級管理層（視乎情況而定）所付出時間、職責及表現，以評定應付董事及高級管理層成員的酬金。薪酬委員會將定期審閱主要行政人員的薪酬水平。根據本集團表現及行政人員各自對本集團所作貢獻，薪酬委員會可就加薪或支付酌情花紅向董事會提出推薦建議，惟以本公司股東大會批准的薪酬總額為限。

本集團的僱員福利開支主要包括薪金、加班工資及酌情花紅、購股權、其他僱員福利及退休計劃供款。

薪酬乃按僱員的資歷、經驗及工作表現釐定，而酌情花紅一般視乎工作表現、本集團於特定年度的財務業績及整體市場狀況而釐定。

## 獲准許的彌償

本公司已為董事及高級職員的責任投購適當之保險，以保障本集團董事及高級職員免於進行本集團業務所帶來的風險。

根據細則及在公司條例的條文規限下，倘董事作出或遺漏任何事宜或被指稱其作為董事作出或遺漏任何事宜，則本公司將使用其資產彌償任何對有關指控的民事或刑事法律程序提出抗辯時產生的法律責任、損失或開支。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATIONS

As at 31 December 2018, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) (i) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (ii) which were required to be notified to the Company and the Stock Exchange pursuant to Model Code contained in Appendix 10 to the Listing Rules, were as follows:

董事及主要行政人員於本公司股份、相關股份及債權證或本公司或任何其他相聯法團的權益及淡倉

於二零一八年十二月三十一日，董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有(i)根據證券及期貨條例第352條須記錄於該條所述登記冊的權益及淡倉；或(ii)根據上市規則附錄十所載標準守則須知會本公司及聯交所的權益及淡倉如下：

Name of Directors	Nature of interest	Number of Shares/ underlying Shares held	Percentage of shareholding in the Company's issued share capital 佔本公司 已發行股本之 股權百分比
董事姓名	權益性質	所持股份／ 相關股份數目	
Lai Yiu Wah 黎耀華	Interest in controlled corporation	750,000,000 (L)(Note 2)	75.0%
	於受控法團的權益	750,000,000 (L) (附註2)	75.0%
	Beneficial owner	7,000,000 (Note 3)	0.7%
Tai Leung Lam 戴良林	Interest in controlled corporation	750,000,000 (L)(Note 2)	75.0%
	於受控法團的權益	750,000,000 (L) (附註2)	75.0%
	Beneficial owner	7,000,000 (Note 3)	0.7%
Joseph Mac Carthy Joseph Mac Carthy	Interest in controlled corporation	750,000,000 (L)(Note 2)	75.0%
	於受控法團的權益	750,000,000 (L) (附註2)	75.0%
	Beneficial owner	6,000,000 (Note 3)	0.6%
	實益擁有人	6,000,000 (附註3)	0.6%

## REPORT OF THE DIRECTORS

### 董事會報告

#### Notes:

- (1) The letter "L" denotes a long position in the Shares
- (2) These shares are held by Trio Industrial Electronics Holding Limited ("**Trio Holding**"). Trio Holding was owned as to 32.5%, 32.5%, 17.5% and 17.5% by Nawk Investment Inc. ("**Nawk Investment**"), LLT Investment Inc. ("**LLT Investment**"), Proactive Investment Inc. ("**Proactive Investment**") and Grand Energy Investment Limited ("**Grand Energy**"), respectively. Nawk Investment, LLT Investment and Proactive Investment were directly and wholly owned by Mr. Kwan Tak Sum Stanley, Mr. Tai Leung Lam and Mr. Lai Yiu Wah, respectively. Grand Energy was directly and wholly owned by King Fung Nominees Limited ("**King Fung Nominees**") on trust for Mr. Joseph Mac Carthy. Because of their interests in Trio Holding, Mr. Kwan Tak Sum Stanley, Mr. Tai Leung Lam, Mr. Lai Yiu Wah and Mr. Joseph Mac Carthy, Nawk Investment, LLT Investment, Proactive Investment, Grand Energy and King Fung Nominees are regarded as the controlling shareholders and together be entitled to exercise and control 75.0% of the issued share capital of the Company as at 31 December 2018.
- (3) These interests represented the total underlying Shares comprised in the share options granted by the Company on 28 December 2017.

Save as disclosed above, as at 31 December 2018, none of the Directors nor chief executive of the Company has registered an interests and short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (ii) which were required to be notified to the Company and the Stock Exchange pursuant to Model Code.

### DIRECTORS' RIGHT TO ACQUIRE SHARES

Save as disclosed under the paragraphs headed "Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any other Associated Corporations" above, at no time during the year were any rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or the chief executive of the Company or any of their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

#### 附註：

- (1) 字母「L」表示股份的好倉。
- (2) 該等股份由致豐工業電子控股有限公司（「致豐控股」）持有。致豐控股由Nawk Investment Inc.（「Nawk Investment」）、LLT Investment Inc.（「LLT Investment」）、Proactive Investment Inc.（「Proactive Investment」）及Grand Energy Investment Limited（「Grand Energy」）分別擁有32.5%、32.5%、17.5%及17.5%。Nawk Investment、LLT Investment及Proactive Investment分別由關德深先生、戴良林先生及黎耀華先生直接全資擁有。Grand Energy由King Fung Nominees Limited（「King Fung Nominees」）以信託形式為Joseph Mac Carthy先生直接及全資擁有。由於關德深先生、戴良林先生、黎耀華先生及Joseph Mac Carthy先生、Nawk Investment、LLT Investment、Proactive Investment、Grand Energy及King Fung Nominees於致豐控股之權益，於二零一八年十二月三十一日，彼等將被視作控股股東，且一起有權行使及控制本公司已發行股本的75.0%。
- (3) 該等權益指本公司於二零一七年十二月二十八日授出的購股權所包含的相關股份總數。

除上文所披露者外，於二零一八年十二月三十一日，概無董事及本公司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第XV部）之股份、相關股份或債權證中登記擁有(i)根據證券及期貨條例第352條須記錄於該條所述登記冊的權益及淡倉；或(ii)根據標準守則須知會本公司及聯交所的權益及淡倉。

### 董事購入股份之權利

除於上文「董事及主要行政人員於本公司股份、相關股份及債權證或本公司或任何其他相聯法團的權益及淡倉」各段所披露者外，於年內任何時間，概無任何董事或本公司主要行政人員或任何彼等各自的配偶或未成年子女獲授可透過購入本公司股份或債權證而取得利益之任何權利，或彼等並無行使任何該等權利；或本公司、其控股公司或其任何附屬公司及同系附屬公司並無訂立任何安排，以致董事可購入任何其他法人團體的有關權利。

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATIONS

So far as the Directors are aware, as at 31 December 2018, the following persons (not being Directors or chief executive of the Company) will have or be deemed or taken to have an interest or short position in the Shares or the underlying Shares of the Company which would be recorded in the register required to be kept under Section 336 of the SFO:

主要股東於本公司股份、相關股份及債權證或本公司或任何其他相聯法團之任何指明事務的權益及淡倉

就董事所知，於二零一八年十二月三十一日，下列人士（並非董事或本公司主要行政人員）將於本公司的股份或相關股份中擁有或被視為或當作擁有將記錄於根據證券及期貨條例第336條須予存置的登記冊內的權益或淡倉：

Name of shareholders	Nature of interests	Number of Shares held	Percentage of shareholding in the Company's issued share capital 佔本公司已發行股本之股權百分比
股東名稱	權益性質	所持股份數目	
Kwan Tak Sum Stanley 關德深	Interest of controlled corporation 受控法團的權益	750,000,000 (L) (附註2)	75.0%
Trio Holding 致豐控股	Beneficial owner 實益擁有人	750,000,000 (L) (Note 2)	75.0%
Nawk Investment Nawk Investment	Interest in a controlled corporation 於受控法團的權益	750,000,000 (L) (Note 2)	75.0%
LLT Investment LLT Investment	Interest in a controlled corporation 於受控法團的權益	750,000,000 (L) (Note 2)	75.0%
Proactive Investment Proactive Investment	Interest in a controlled corporation 於受控法團的權益	750,000,000 (L) (Note 2)	75.0%
King Fung Nominees	Trustee; interest in a controlled corporation	750,000,000 (L) (Note 2)	75.0%
King Fung Nominees	受託人；於受控法團的權益	750,000,000 (L) (附註2)	75.0%
RUAN David Ching Chi RUAN David Ching Chi	Interest of controlled corporation 受控法團的權益	93,192,000 (Note 3)	9.32%
RAYS Capital Partners Limited	Investment manager	93,192,000 (Note 3)	9.32%
RAYS Capital Partners Limited	投資經理	93,192,000 (附註3)	9.32%
Asian Equity Special Opportunities Portfolio Master Fund Limited	Beneficial owner	80,848,000	8.08%
Asian Equity Special Opportunities Portfolio Master Fund Limited	實益擁有人	80,848,000	8.08%



## REPORT OF THE DIRECTORS

### 董事會報告

#### Note:

- (1) The letter "L" denotes a long position in the Shares
- (2) These shares are held by Trio Holding. Trio Holding was owned as to 32.5%, 32.5%, 17.5% and 17.5% by Nawk Investment, LLT Investment, Proactive Investment and Grand Energy, respectively. Nawk Investment, LLT Investment and Proactive Investment were directly and wholly owned by Mr. Kwan Tak Sum Stanley, Mr. Tai Leung Lam and Mr. Lai Yiu Wah, respectively. Grand Energy was directly and wholly owned by King Fung Nominees on trust for Mr. Joseph Mac Carthy. Because of their interests in Trio Holding, Mr. Kwan Tak Sum Stanley, Mr. Tai Leung Lam, Mr. Lai Yiu Wah and Mr. Joseph Mac Carthy, Nawk Investment, LLT Investment, Proactive Investment, Grand Energy and King Fung Nominees are regarded as the controlling shareholders and together be entitled to exercise and control 75.0% of the issued share of the Company as at 31 December 2018.
- (3) Accordingly to the information available on the website of the Stock Exchange, Asian Equity Special Opportunities Portfolio Master Fund Limited is owned as to 100% by RAYS Capital Partners Limited, which in turn is owned as to 95.24% by Mr. Ruan David Ching Chi.

Save as disclosed above, as at 31 December 2018, the Directors were not aware of any other persons who had any interests or short positions in the Shares or underlying Shares of the Company which would be recorded in the register required to be kept under Section 336 of the SFO.

### SHAREHOLDERS' INTERESTS IN SECURITIES OF SIGNIFICANCE

Other than the interests disclosed above in respect of the substantial shareholders, as at 31 December 2018, no other person is individually or collectively entitled to exercise or control the exercise of 5% or more of the voting power at the general meetings of the Company and are able, as a practicable manner, to direct or influence the management of the Company.

#### 附註：

- (1) 字母「L」表示股份的好倉。
- (2) 該等股份由致豐控股持有。致豐控股由Nawk Investment、LLT Investment、Proactive Investment及Grand Energy分別擁有32.5%、32.5%、17.5%及17.5%。Nawk Investment、LLT Investment及Proactive Investment分別由關德深先生、戴良林先生及黎耀華先生直接全資擁有。Grand Energy由King Fung Nominees以信託形式為Joseph Mac Carthy先生直接及全資擁有。由於關德深先生、戴良林先生、黎耀華先生及Joseph Mac Carthy先生、Nawk Investment、LLT Investment、Proactive Investment、Grand Energy及King Fung Nominees於致豐控股之權益，於二零一八年十二月三十一日，彼等將被視作控股股東，且一起有權行使及控制本公司已發行股份的75.0%。
- (3) 根據在聯交所網站可供查閱的資料，Asian Equity Special Opportunities Portfolio Master Fund Limited由RAYS Capital Partners Limited擁有100%，而後者由Ruan David Ching Chi先生擁有95.24%。

除上文所披露者外，於二零一八年十二月三十一日，董事並不知悉任何其他人士於本公司股份或相關股份中擁有將記錄於根據證券及期貨條例第336條須予存置的登記冊內的任何權益或淡倉。

### 股東於大多數證券之權益

除上文所披露有關主要股東的權益外，於二零一八年十二月三十一日，概無其他人士個別或共同地有權於本公司股東大會上行使或控制行使5%或以上投票權，而能以切實可行的方式指示或影響本公司的管理。

## MAJOR CUSTOMERS AND SUPPLIERS

The percentage of sales for the year ended 31 December 2018 generated from the Group's major customers is as follows:

- The largest customer	36.2%
- Five largest customers	71.7%

The percentage of suppliers for the year ended 31 December 2018 attributable to the Group's major suppliers is as follows:

- The largest supplier	7.3%
- Five largest suppliers	20.7%

None of the Directors, their close associates (as defined in the Listing Rules) nor any shareholder (which to the knowledge of the Directors, owns more than 5% of the Company's share capital) had any beneficial interest in any of the Group's five largest customers or its five largest suppliers for the year ended 31 December 2018.

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

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

## DIRECTOR'S SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Director's securities transactions on terms no less exacting than the Model Code. Having been made a specific enquiry by the Company, all Directors confirmed that they had complied with the required standard of dealings and code of conduct regarding securities transactions throughout the year ended 31 December 2018 and up to the date of this annual report.

## COMPETING INTERESTS

During the year ended 31 December 2018 and up to the date of this annual report, none of the Directors nor the controlling shareholders nor substantial shareholders (as defined in

## 主要客戶及供應商

截至二零一八年十二月三十一日止年度來自本集團主要客戶之銷售額百分比如下：

- 最大客戶%	36.2%
- 五大客戶%	71.7%

截至二零一八年十二月三十一日止年度歸屬於本集團主要供應商之供應商百分比如下：

- 最大供應商%	7.3%
- 五大供應商%	20.7%

概無董事、彼等的緊密聯繫人（定義見上市規則）或任何股東（就董事所知擁有本公司超過5%股本者）於本集團於截至二零一八年十二月三十一日止年度的任何五大客戶或其五大供應商中擁有任何實益權益。

## 購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於截至二零一八年十二月三十一日止年度並無購買、出售或贖回本公司的任何上市證券。

## 董事進行證券交易

本公司已採納有關董事進行證券交易的行為守則，其條款不較標準守則寬鬆。經本公司具體查詢後，全體董事確認彼等於截至二零一八年十二月三十一日止整個年度及直至本年報日期一直遵守有關證券交易的規定交易標準及行為守則。

## 競爭權益

於截至二零一八年十二月三十一日止年度及直至本年報日期，董事或本公司控股股東或主要

## REPORT OF THE DIRECTORS

### 董事會報告

the Listing Rules) of the Company or their respective close associates (as defined in the Listing Rules) were considered to have any interests in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group and/or caused, or was likely to cause any other conflicts of interest with the Group.

### NON-COMPETITION UNDERTAKING

The Company confirms that the deed of non-competition of each of Trio Holding, Nawk Investment, LLT Investment, Proactive Investment, King Fung Nominees, Grand Energy, Mr. Kwan Tak Sum Stanley, Mr. Tai Leung Lam, Mr. Lai Yiu Wah and Mr. Joseph Mac Carthy (collectively, the “**Controlling Shareholders**”), details of which were set out in the Prospectus, has been fully complied with and enforced since the Listing Date and up to 31 December 2018. The Controlling Shareholders have provided a written confirmation (the “**Confirmation**”) to the Company on 22 March 2019 confirming that they have duly complied with the non-competition covenants and undertakings in the Deed of Non-competition (the “**Undertakings**”) for the year ended 31 December 2018. Upon receiving the Confirmation, the Independent Non-executive Directors of the Company had reviewed the same as part of the annual review process. In determining whether the Controlling Shareholders had fully complied with the Undertakings for the year ended 31 December 2018, the Independent Non-executive Directors noted that (a) the Controlling Shareholders declared that they had fully complied with the Undertakings for the year ended 31 December 2018; and (b) no new competing business was reported by the Controlling Shareholders for the year ended 31 December 2018.

In view of the above, the Independent Non-executive Directors confirmed that they have reviewed the compliance with the terms of the Non-competition by the Controlling Shareholders and the enforcement of the Undertakings given by the Controlling Shareholders and are satisfied that the Controlling Shareholders have complied with the terms of the Deed of Non-competition during the relevant period up to 31 December 2018. The Board also confirms that there are no other matters in relation to the aforesaid undertaking which should be brought to the attention of the Shareholders and the potential investors of the Group.

股東（定義見上市規則）或彼等各自的緊密聯繫人（定義見上市規則）概無被視為與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有任何權益，及／或致使或可能致使與本集團有任何其他利益衝突。

### 不競爭承諾

本公司確認，自上市日期起直至二零一八年十二月三十一日，致豐控股、Nawk Investment、LLT Investment、Proactive Investment、King Fung Nominees、Grand Energy、關德深先生、戴良林先生、黎耀華先生及Joseph Mac Carthy先生（統稱「**控股股東**」）各自的不競爭承諾（詳情載於招股章程）已獲完全遵守及執行。控股股東已於二零一九年三月二十二日向本公司提供書面確認（「**確認**」），確認其已於截至二零一八年十二月三十一日止年度妥為遵守不競爭契據所載之不競爭契諾及承諾（「**承諾**」）。於接獲確認後，本公司獨立非執行董事已審閱該確認，以作為年度審閱程序的一部分。為釐定控股股東於截至二零一八年十二月三十一日止年度是否已全面遵守承諾，獨立非執行董事留意到(a)控股股東宣佈其已於截至二零一八年十二月三十一日止年度全面遵守承諾；及(b)控股股東於截至二零一八年十二月三十一日止年度並無報告任何新競爭性業務。

鑒於以上所述，獨立非執行董事確認，彼等已審閱控股股東遵守不競爭契據條款的情況，以及控股股東所作出承諾的履行情況，並信納控股股東於有關期間直至二零一八年十二月三十一日止，一直遵守不競爭契據的條款。董事會亦確認概無其他有關上述承諾的事項須提呈股東及本集團有意投資者垂注。

## SHARE OPTION SCHEME

The Share Option Scheme was conditionally approved and adopted in compliance with Chapter 17 of the Listing Rules by written resolutions of the then shareholder on 27 October 2017. A summary of the Share Option Scheme and the movement of the share options granted was set out in note 25 to the consolidated financial statements.

## EQUITY-LINKED AGREEMENTS

Save and except for the Share Option Scheme as disclosed in the paragraph headed “Share Option Scheme” above, no equity-linked agreement that (i) will or may result in the Company issuing shares or (ii) requires the Company enter into any agreement that will or may result in the Company issuing shares, was entered into by the Company during the year ended 31 December 2018 or subsisted at the end of the reporting year.

## DIVIDEND POLICY

The Company has adopted a dividend policy (the “**Dividend Policy**”), pursuant to which the Company will normally pay dividend twice a year. The Board may declare special dividends in addition to such dividends as it considers appropriate. The dividend payout ratio will vary from year to year. There is no assurance that dividends will be paid in any particular amount for any given period. In determining/recommending the frequency, amount and form of any dividend in any financial year/period, the Board shall consider the following factors:

- the actual and expected financial results of the Group;
- economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
- the Group’s business strategies, including future cash commitments and investment needs to sustain the long-term growth aspect of the business;
- the current and future operations, liquidity position and capital requirements of the Group; and
- any other factors that the Board deems appropriate.

## 購股權計劃

購股權計劃是於二零一七年十月二十七日由當時股東根遵照上市規則第17章通過書面決議案有條件批准及採納。購股權計劃的概要及授出購股權的變動載於綜合財務報表附註25。

## 股票掛鈎協議

除上文「購股權計劃」一段披露的購股權計劃外，本公司於截至二零一八年十二月三十一日止年度並無訂立或於報告年結日仍然存續股票掛鈎協議(i)將會或可能導致本公司發行股份，或(ii)要求本公司訂立任何將會或可能導致本公司發行股份的協議。

## 股息政策

本公司已採納一項股息政策（「**股息政策**」），據此，本公司將一年正常派息兩次。董事會或會在其考慮適當時在該股息之外宣派特別股息。股息派付率將逐年不同。無法保證將就任何特定期間派付任何特定金額的股息。在釐定／建議任何財政年度／期間任何股息的派息頻率、金額及形式時，董事會將考慮以下因素：

- 本集團的實際及預期財務業績；
- 經濟狀況及可能對本集團的業務或財務表現及狀況有影響的其他內部或外部因素；
- 本集團的業務策略，包括維持業務長期增長的未來現金承擔及投資需求；
- 本集團目前及未來的營運、流動資金狀況及資本需求；及
- 董事會認為適當的任何其他因素。

## REPORT OF THE DIRECTORS

### 董事會報告

#### AUDIT COMMITTEE

The Company has set up an Audit Committee on 27 October 2017 with written terms of reference in compliance with Rules 3.21 of the Listing Rules and paragraph C3 and paragraph D3 of the CG Code. The primary duties of the Audit Committee include, but are not limited to, the following: (i) making recommendations to the Board on the appointment and removal of the external auditor; (ii) reviewing the financial statements of our Group and monitoring the integrity of such financial statements; and (iii) overseeing the financial reporting system and internal control procedures. The Audit Committee comprises three members, namely Mr. Cheung Kin Wing, Mr. Fung Chun Chung and Mr. Wong Raymond Fook Lam. The chairman of the Audit Committee is Mr. Cheung Kin Wing, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules. The audited consolidated financial statements of the Group for the year have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards, the Listing Rules and legal requirements, and adequate disclosures have been made.

#### RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group during the year are set out in note 31 to the consolidated financial statements in this annual report. None of these related party transactions constituted a connected transaction as defined under the Listing Rules during the reporting year.

#### SUFFICIENCY OF PUBLIC FLOAT

From the information publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capitals are held by the public at all times throughout the year ended 31 December 2018 and up to the date of this annual report.

#### TAX RELIEF

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

#### 審核委員會

本公司於二零一七年十月二十七日成立審核委員會，其書面權責範圍符合上市規則第3.21條及企業管治守則第C3段及D3段。審核委員會的主要職責包括但不限於：(i)就外部核數師的委任及罷免向董事會作出推薦建議；(ii)審閱本集團財務報表及監督該等財務報表的完整性；及(iii)監督財務報告系統及內部控制程序。審核委員會包括三名成員，即張建榮先生、馮鎮中先生及黃福霖先生。審核委員會主席為張建榮先生，彼持有上市規則第3.10(2)及3.21條規定的適當專業資格。本集團於年內的經審核綜合財務報表已由審核委員會審閱，而審核委員會認為有關業績乃遵循適用會計準則、上市規則及法定要求而編製，並已作出充分披露。

#### 關聯方交易

本集團於年內的關聯方交易詳情載於本年報綜合財務報表附註31。於報告年度內，該等關聯方交易概無構成上市規則所界定的關連交易。

#### 充足公眾持股量

自本公司可得的公開資料及就董事所知，於截至二零一八年十二月三十一日止年度整年及直至本年報日期內任何時間，本公司全部已發行股本的最少25%由公眾人士持有。

#### 稅務寬減

本公司並不知悉有股東因持有股份而享有任何稅務寬減。

## COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to implementing good corporate governance practices. Information on the principal corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 43 to 65 of this annual report.

## THE FORTHCOMING AGM

The forthcoming AGM of the Company will be held at 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Thursday, 30 May 2019 at 2:30 p.m. and the notice convening such meeting will be published and despatched to the Shareholders in the manner as required by the Listing Rules in due course.

## EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this annual report, there are no significant events affecting the Group after the year ended 31 December 2018 and up to the date of this annual report.

## INDEPENDENT AUDITOR

The consolidated financial statements for the year ended 31 December 2018 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment. The Board has taken the Audit Committee's recommendation that a resolution for their re-appointment as independent auditor of the Company will be proposed at the forthcoming AGM.

There is no change of independent auditor for the year and up to the date of this annual report.

On behalf of the Board

**Lai Yiu Wah**

*Chairman and Executive Director*  
Hong Kong, 22 March 2019

## 遵守企業管治守則

本公司致力實行良好企業管治常規。有關本公司採納的主要企業管治常規的資料載於本年報第43至65頁的企業管治報告。

## 應屆股東週年大會

本公司應屆股東週年大會將於二零一九年五月三十日（星期四）下午二時三十分假座香港夏慤道18號海富中心1座18樓1804室舉行，而召開有關大會的通告將按照上市規則所規定的方式適時刊登及寄發予股東。

## 報告期後事項

除本年報披露者外，截至二零一八年十二月三十一日止年度後及直至本年報日期，並無對本集團造成影響的重大事項。

## 獨立核數師

截至二零一八年十二月三十一日止年度綜合財務報表已由羅兵咸永道會計師事務所審核，而彼將退任並符合資格獲重新委任。董事會已參照審核委員會的建議，並將於應屆股東週年大會上提呈有關重新委任該會計師事務所為本公司獨立核數師之決議案。

於年內及直至本年報日期，獨立核數師並無變動。

代表董事會

**黎耀華**

*主席兼執行董事*  
香港，二零一九年三月二十二日

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### SCOPE AND REPORTING PERIOD

This is the second Environmental, Social and Governance (“ESG”) report by the Group, highlighting its ESG performance, with disclosure reference made to the ESG Reporting Guide as described in Appendix 27 to the Listing Rules and Guidance set out by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Group is an industrial electronics manufacturing services (“EMS”) provider exporting products mainly to Europe, the USA and Asia Pacific, etc. This ESG report covers the Group’s overall performance in two subject areas, namely, Environmental and Social of the business operations in the manufacturing plant (the “Plant”) in Nansha District, Guangzhou, the People’s Republic of China (the “PRC”), from 1 January 2018 to 31 December 2018, unless otherwise stated. The Group’s head office in Hong Kong, and the new offices in Munich, Germany and Dublin, Ireland were excluded from the scope since they had no significant environmental and social impacts generated.

### STAKEHOLDER ENGAGEMENT AND MATERIALITY

The Group values input and feedback of its stakeholders as they bring potential impacts to the Group’s business. Internal and external stakeholders have been involved in regular engagement activities to share views regarding the Group’s operations and performances. The Group has specifically engaged the board members, shareholders, senior management, frontline staff, suppliers, business partners and clients to gain further insights on ESG material aspects and challenges in the reporting period. Through meetings and surveys, the Group and its stakeholders identified the following top five material aspects:

- Occupational health and safety;
- Labour standards;
- Customer privacy;
- Customer service; and
- Product quality.

### 範圍及報告期

此報告為本集團第二份環境、社會及管治報告，闡述本集團於環境、社會及管治方面之表現。報告所披露之內容及模式均參照香港聯合交易所有限公司(「聯交所」)之上市規則附錄二十七「環境、社會及管治報告指引」而編製。

本集團是工業電子製造服務供應商，主要出口產品往歐洲、美國及亞太等地。此環境、社會及管治報告主要匯報本集團位於中華人民共和國(「中國」)廣州南沙區的工廠(「工廠」)在環境及社會兩方面之整體表現。除非另有說明，報告期為2018年1月1日至2018年12月31日止。由於本集團在香港的總辦事處，以及設於德國慕尼黑和愛爾蘭都柏林的新辦事處對環境及社會兩方面無產生重要影響，故並沒納入披露範圍內。

### 持份者之參與及重要性

本集團十分重視持份者的意見及反饋，冀能集思廣益，促進業務的潛在發展，故定期就集團在營運及業績兩方面的表現，諮詢內部及外部持份者的意見。本集團特別就報告期內在環境、社會及管治的重要範疇及挑戰，諮詢董事會成員、高級管理層、前線員工、供應商、生意合作夥伴及客戶的意見。透過會議及問卷調查，本集團與持份者共同確立下列五大重要範疇：

- 職業健康及安全；
- 勞工準則；
- 客戶私穩；
- 客戶服務；及
- 產品質素。

With respect to the top concerned aspect of occupational health and safety, the Group strictly complied with the OHSAS 18001 Occupational Health and Safety Management System and will migrate to ISO 45001 in 2020. Occurrence of work-related injury remained low and no serious work-related injury or occupational diseases had occurred. The Group also received feedback from frontline staff concerning the indoor air quality of the Plant. The Plant currently has an enclosed treatment facility for paint spraying and has conducted an annual workplace inspection during the reporting period. The Group has passed the inspection conducted in accordance with the Determination of Toxic Substance in Workplace Air (GBZ/T 300.66-2017). Employees are provided with appropriate personal protective equipment such as mask with active carbon filter in compliance with the statutory requirement.

The Board understands that it has overall responsibility for the Group's ESG strategy and reporting ESG-related risk are identified through the risk control procedure and the identified material aspects are strictly managed through the Group's policies and guidelines. Management of the aspects have been described in separate sections below. The Group will continue to identify areas of improvement for the concerned aspects and keep close communication with its stakeholders to share and exchange ideas for advancing the Group's ESG management.

### STAKEHOLDERS' FEEDBACK

The Group is committed to continuous improvement of its ESG management. Its administration department and the finance division keep track of the environmental and social data and report to the Board members for periodic review. The Group also welcomes stakeholders' feedback on its ESG approach and performance. Please give your suggestions or share your views with us via email at [ad\\_hjbin@triopy.com](mailto:ad_hjbin@triopy.com).

對於最受關注的職業健康及安全範疇，本集團嚴格遵守OHSAS 18001職業健康和安全管理系統，並將於2020年轉為採用ISO 45001標準。我們的工傷事故數字一直偏低，並沒有出現嚴重的工傷事故或職業病。不過，有前線員工反映有關工廠室內空氣質素的問題。目前，廠內有一個用於噴漆的密閉獨立抽排氣處理設施，我們已於報告期內按照作業場所內有毒物質的檢測程序(GBZ/T 300.66-2017)，進行了年度作業場所監測，並合格通過有關的檢測。集團亦按照法定要求，為員工提供適當的個人防護裝備，如備有活性炭過濾器的面罩等。

本集團董事會明白其要對本集團的環境、社會及管治策略及報告承擔整體責任。本集團通過風險控制程序識別環境、社會及管治相關的風險，並透過集團之政策和指引嚴格管理該等已識別之重要領域。有關管理該等領域之詳情，將於下文另行闡述。本集團將繼續查找不足，改善相關的範疇，並與持份者保持密切溝通，分享及交流，以進一步提升在環境、社會及管治方面的管理工作。

### 持份者意見

本集團致力改進在環境、社會及管治方面的管理工作，力臻完善。行政及財務部門密切監察有關環境及社會的數據，向董事會成員匯報，以作定期檢討。本集團亦歡迎各方持份者就推行環境、社會及管治的方針及表現提供意見。請以電郵向我們提出建議或分享你的想法，電郵地址：[ad\\_hjbin@triopy.com](mailto:ad_hjbin@triopy.com)。



## THE GROUP'S MISSION, VISIONS AND STRATEGIES

### Mission and Visions

Powering the eWorld – We pursue to be a manufacturer of world class standard in power electronics to capture the global demand in smart city systems and the new economy, while be socially and environmentally responsible to the communities to maintain a sustainable business.

### Strategies

- Dedicated marketing and regional sales support
- Engage in products of higher value and contributions
- Further enhance capability, efficiency and capacity
- Continue to recruit talents and research & development resources
- Expand ATE business segment
- Explore mergers and acquisitions opportunities for expansion

We strongly believe the human factor is the core propeller of our business expansion. Our success formula in maintaining the best possible people portfolio is:

## 集團的使命、願景及策略

### 使命與願景

注動力 建未來 – 我們致力成為世界級的工業電子產品生產商，以滿足全球各地智能城市系統以及新經濟的需求，並對社會及環境負責，以讓業務持續發展，生生不息。

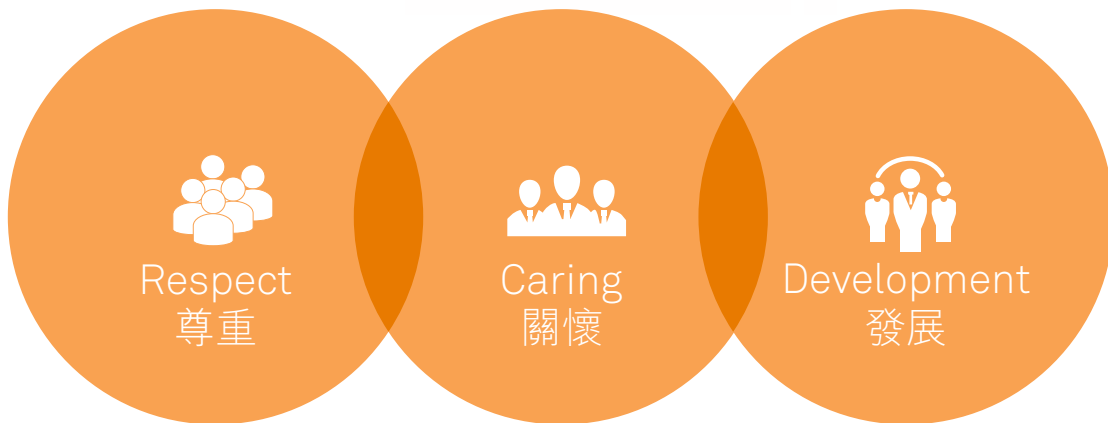
### 策略

- 着重市務，區域支援；
- 高值產品，高效回報；
- 提升效率，強化產能；
- 招聘英才，長期研發；
- 行銷ATE，業務多元；
- 開拓機遇，收購合併。

我們深信『人』是一間企業的真正核心動力所在。集團堅持維護強大的人力資源實力，秉持我們成功的方程式：

People are our core foundation

尊重+關懷+發展 = 以人為本



ACCREDITATION AND CERTIFICATION

The Group adopted a progressive approach in its management. It complies with various international standards to stay competitive in the industry and enhance credibility through third-party accreditation. Certifications and membership include:

- ISO 9001 Quality Management System
- IATF16949 Quality Management System for Automotive Industry
- ISO13485 Quality Management System for Medical Devices
- OHSAS 18001 Occupational Health and Safety Management System
- ISO 14001 Environmental Management System
- TUV Certified Manufacturing Facility
- UL1446 Electrical Insulation System
- UL Traceability Requirement for Printed Circuit Board Assemblies (Category ZPVI2)
- CCC Product Safety Certification
- Association Connecting Electronics Industries Member
- UL High Technology Equipment Subassemblies (Category VZQC2)
- ISO 27001 Information Security Management System

標準與認證

本集團在企業管理上精益求精，引入多個國際標準，以保持行業競爭優勢，並通過第三方認證提高認受性。認證及會員資格包括：

- ISO 9001 質量管理體系
- IATF16949 汽車生產件及相關服務件質量管理體系
- ISO13485 醫療器械質量管理體系
- OHSAS 18001 職業健康和安全管理系統
- ISO 14001 環境管理體系
- TUV 電子元器件產品認證
- UL1446 絕緣材料系統
- UL 印刷電路板組件追蹤要求 (ZPVI2 類別)
- CCC 產品安規認證
- 國際電子工業聯接協會會員
- UL 高科技設備組件 (VZQC2 類別)
- ISO 27001 信息安全管理系統

## CHALLENGES AND FUTURE DEVELOPMENT

As a business engaged in electronics manufacturing, the Group is aware of the Sino-American trade tension. During the reporting period, the trade tension has caused slight impact on the Group's business operation. In light of the uncertain political climate, the Group has expanded its business in the European market. New branches had been set up in Munich, Germany and Dublin, Ireland. At the same time, the Group has increased product diversity, strengthened cost control and enhanced communication with the local government to understand relevant policies development and offset impact caused by the trade tension.

### A. ENVIRONMENTAL

Sources of emissions the Group involved during the reporting period included natural gas, petrol, refrigerant, electricity, paper, water and business air travel. The Group was in strict compliance with the national standards and regulations such as the Emission Limits of Air Pollutants (DB44/27-2001) of Guangdong Province, Emission Standard of Cooking Fume (GB 18483-2001), Discharge Limits of Water Pollutants (DB44/26-2001) of Guangdong Province and the Law of the PRC on Prevention and Control of Environmental Pollution by Solid Waste. It has obtained all necessary discharge permits, installed electrostatic precipitators, carbon adsorption systems, grease trap and on-site waste water treatment facility to control emissions and discharge. With its compliance to the ISO 14001 standard, the environment factors identification and control procedure and the environmental management plan developed by the Group, it has a comprehensive management system to continuously improve its environmental standards and performances.

## 挑戰及未來發展

作為電子製造服務供應商，本集團感受到中美貿易上的緊張狀況。報告期內，貿易緊張局勢對本集團的業務營運帶來輕微的影響。因應不明朗的政治氛圍，本集團已擴展其在歐洲市場的業務，分別在德國慕尼黑和愛爾蘭都柏林設立了分部；同時增加產品多元化，加強成本控制，加強與當地政府的溝通以了解相關政策的發展，抵消因貿易緊張局勢而帶來的影響。

### A. 環境

在報告期內，本集團的污染排放源包括天然氣、汽油、製冷劑、電力、紙張、水及商務飛行旅程。本集團嚴格遵守國家標準和規定，如廣東省大氣污染物排放限值(DB44/27-2001)、飲食業油煙排放標準(GB 18483-2001)、水污染物排放限值(DB44/26-2001)，以及《中華人民共和國固體廢物污染環境防治法》等。本集團已申領所有必須的排放許可證，安裝了靜電除塵器、活性炭處理系統、隔油池及現場廢水處理設施，以控制廢氣及污水的排放。本集團按照ISO 14001標準、環境因素識別和控制程序，以及內部制定的環境管理方案，備有全面的管理系統，持續改善相關的環境標準和表現。

Replacing the pollution discharge fee of the PRC, the new Environmental Protection Tax Law of the PRC has come into effect during the reporting period. The Environmental Protection Tax Law aims to reduce pollution, strengthen pollution control and to promote environmental protection. Entities who directly discharge taxable pollutants, including air and water pollutants, solid waste and noise, are subject to the environmental protection tax. The Group has been in compliance with the Environmental Protection Tax Law and has paid the environmental protection tax in accordance with the chargeable emissions and discharges under Environmental Protection Tax Law during the reporting period.

In January 2018, the domestic wastewater sample taken by the Nansha District Environmental Protection Bureau at the discharge point has exceeded the ammonia concentration limit by 10mg/L. The Group paid serious attention to the exceedance and has taken immediate action to investigate, analyse and rectify the issue together with the designer of the wastewater treatment facility. The exceedance was found to be caused by:

- (i) The intrusion of external river water; and
- (ii) The low temperature during sampling which affected activity of microbes.

報告期內，新的《中國環境保護稅法》生效，取代了中國污染物排放費。《環境保護稅法》旨在減少污染，加強污染控制及促進環境保護。直接排放應繳稅污染物（包括空氣和水污染物，固體廢物和噪聲）的實體，須繳納環境保護稅。報告期內，本集團已按照《環境保護稅法》規定，就應課稅廢氣及污水排放，繳納環境保護稅。

2018年1月，南沙區環保局在排污點抽取生活廢水樣本，發現樣本的氨濃度超標10毫克／升。本集團非常關注此次超標事件，並立即採取行動，與污水處理設施的設計者一起調查、分析和糾正問題。我們發現超標的原因如下：

- (i) 外部河水倒灌；及
- (ii) 抽取樣本期正值低溫，影響了菌種的活動。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

The Group thereafter installed valves to prevent external water intrusion, cleared accumulated sludge in the wastewater treatment facility and increased internal inspections. The discharge wastewater has complied with the statutory discharge limit after the rectifications. The management of the wastewater treatment facility was then outsourced to a professional environmental engineering company. In October 2018, the microbes and fillers of the of wastewater treatment facility have been changed to ensure the effectiveness of wastewater treatment. There was no other major non-compliance relating to air and greenhouse gas (“GHG”) emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

#### A1. Emissions

##### A1.1 Air Emissions

During the reporting period, employees and guests consumed petrol for Group-owned vehicles and natural gas for canteen operation, which contributed to the emission of nitrogen oxides (“NOx”), sulphur oxides (“SOx”) and respiratory suspended particles (“PM”).

有見及此，集團特別安裝了閘門以防止外部水倒灌；清除污水處理設施中的積聚的污泥，並增加內部巡查的次數。實施修正措施後，集團所排放的廢水已符合法定排放限值。接著，集團把污水處理設施的管理外判給專業的環境工程公司負責。2018年10月，我們更換了廢水處理設施的菌種和填料，以確保設施處理污水的效能。沒有其他與空氣及溫室氣體（「GHG」）排放、向水和土地排放污水，以及產生有害和無害廢物有關的重大違規行為。

#### A1. 排放

##### A1.1 空氣污染物排放

在報告期內，員工和賓客使用集團所擁有的汽車而耗用汽油，以及在食堂內用餐而耗用天然氣煮食，產生氮氧化物(NOx)、硫氧化物(SOx)及可吸入懸浮粒子(PM)。

Air emissions (non-GHG) from stationary and mobile combustion 固定和移動燃燒產生的空氣排放（非溫室氣體）				
Fuel Source	Use of fuel	NOx (in kg)	PM (in kg) 可吸入懸浮粒子	SOx (in kg)
燃料來源	使用燃料	氮氧化物（千克）	（千克）	硫氧化物（千克）
Natural gas天然氣	For canteen operation食堂營運	5.54	NA	0.03
Petrol汽油	For vehicles車輛	7.29	0.87	0.33
TOTAL總額		12.83	0.87	0.36

## A1.2 Greenhouse Gas Emissions

## A1.2 溫室氣體排放

Scope of GHG Emissions	Emission Sources	Emission (in tonnes of carbon dioxide equivalent "tCO <sub>2</sub> e") 二氧化碳排放當量 (以噸計)	Total Emission Percentage 總排放量 (百分比)
<b>溫室氣體排放範疇</b>			
<b>Scope 1 Direct Emission</b> 範疇1直接排放			
Combustion of fuel for stationary source 燃料燃燒 (固定源)	Natural gas 天然氣	85.19	9%
Combustion of fuel for mobile sources 燃料燃燒 (流動燃燒源)	Petrol 汽油	59.88	
Refrigerants製冷劑		334.05	
<b>Scope 2 Energy Indirect Emission</b> 範疇2能源間接排放			
Purchased electricity購買電力		4,663.81	90%
Purchased natural gas購買天然氣		23.07	
<b>Scope 3 Other Indirect Emission</b> 範疇3其他間接排放			
Electricity used for freshwater processing用於淡水處理的電力		36.68	1%
Electricity used for sewage processing用於污水處理的電力		17.42	
Business air travel商務飛行旅程		1.58	100%
Total總額		5,221.68	

Note1: Emission factors were made by reference to Appendix 27 to the Listing Rules and their referred documentation as set out by the Stock Exchange, unless stated otherwise.

Note2: Combined margin emission factor of 0.63 tCO<sub>2</sub>/MWh was used for purchased electricity in Guangdong Province of the PRC.

Note3: Emission factor for combustion of natural gas for stationary source was made reference to GHG Emissions from Stationary Combustion (Chinese), provided by the Greenhouse Gas Protocol.

The Group's activities contributed to 5,221.68 tCO<sub>2</sub>e (emission intensity of 0.23 tCO<sub>2</sub>e/m<sup>2</sup>) (mainly carbon dioxide, methane, nitrous oxide and hydrofluorocarbons) emission during the reporting period.

附註1：除另有說明外，排放系數均參照聯交所之上市規則附錄二十七及其指定文件而編製。

附註2：在中國大陸廣東省所購買電力以組合邊際排放系數0.63噸二氧化碳排放當量／兆瓦時計算。

附註3：固定污染源的燃燒天然氣之排放系數，是參考溫室氣體核算體系提供的「固定源的燃料燃燒所致的溫室氣體排放計算工具(中文)」來計算。

在報告期內，本集團的活動共產生5,221.68噸二氧化碳當量(排放密度為0.23噸二氧化碳當量／平方米)。主要排放物為二氧化碳、甲烷、一氧化二氮和氫氟碳化物。

## A1.3. Hazardous Waste

## A1.3. 有害廢棄物

Type of Hazardous Wastes		Percentage of Waste Generated by Type
有害廢棄物種類		各類廢棄物產生量 (以百分比計)
Thinner	稀釋劑	51%
Activated carbon	廢活性炭	22%
Emulsifier	廢乳化液	11%
Alcohol and oil-containing fabric	含酒精、油漆廢布	4%
Lubricating oil	機油	3%
Oil-containing waste and filter	含油廢渣、濾芯	3%
Metal containers for thinner and paint	含稀釋劑、油漆的廢鐵罐	2%
Fluorescent lamp	廢燈管	2%
Dust from PCB production	廢線路板粉塵	2%

The Group generated a total of 4.96 tonnes of hazardous waste (0.22 kg/m<sup>2</sup>), including organic solvent and waste, emulsifier waste and alcohol and oil-containing waste. The major hazardous wastes generated by the Group were thinner, activated carbon and emulsifier which were used for cleaning of electronic products, treatment of emissions and operation of air compression equipment respectively. Hazardous wastes were stored in the hazardous waste containers and collected by licensed collectors twice a year.

本集團共產生4.96噸有害廢棄物(0.22千克/平方米)，包括有機溶劑及廢物、廢乳化液、含酒精、油漆廢物。主要的有害廢棄物為稀釋劑、活性炭和乳化劑，分別用於浸洗電子產品、排放處理和空壓機設備運行。有害廢棄物貯存於有害廢棄物容器內，並由持牌收集商每年收集兩次。

## A1.4. Non-hazardous Waste

The Group generated a total of 67.79 tonnes (2.96 kg/m<sup>2</sup>) of domestic waste which was mainly composed of food waste generated from the canteen operation. All food waste was collected by villagers to use for fish feeds. Other recyclable materials (including waste packaging and raw materials) were collected either by recyclers or suppliers.

## A1.4. 無害廢棄物

本集團共產生67.79噸(2.96公斤/平方米)生活廢物，主要來源為食堂的廚餘。所有廚餘由村民回收作餵魚用。其他可回收材料(包括廢棄的包裝物料和原材料)由回收商或供應商回收。

### A1.5. Measures to Mitigate Emissions

The Group endeavours to identify sources of high energy consumption, material consumption and environmental pollution in its plant and implement measures for improvement, ensuring compliance with the Cleaner Production Promotion Law of the PRC. In January 2017, the Group had engaged the South China Agricultural University (the “**University**”) to assess clean production performance of the Plant. As recommended by the University, volatile organic compounds (“**VOCs**”) treatment facilities has been upgraded and pollutant collection efficiency has been improved. To enhance its VOCs emission management, it also engaged a consultant for environmental impact assessment and developed a VOCs Integrated Management Program, which aimed to assess any on-site VOCs-related work processes. Under the program, the Group reviewed its production performance, VOCs emission and emission control measures, and has adopted recommendations provided by the consultant to enhance emission control. With the Group’s effort in enhancing clean production, it has passed the VOCs assessment performed by the professionals in November 2018 and the clean production audit conducted by the government in December 2018.

Apart from the stringent control on VOCs emission, the Group acknowledges that its major source of GHG emission was purchased electricity. It closely monitors its electricity consumption and implements efficient energy use initiatives as described in the below sections. It also keeps track of employees’ business air travels and avoids travelling by air whenever possible to reduce GHG emissions from travels. GHG emissions from travels had been reduced by 54% when compared to the last reporting period.

### A1.5. 減排措施

本集團致力識別其工廠的高耗能、高耗材、高環境污染源，並實施改善措施，確保符合《中國清潔生產促進法》。於2017年1月，本集團委聘華南農業大學（「**大學**」）評估其工廠的清潔生產表現。根據大學的建議，升級了揮發性有機化合物（「**VOCs**」）處理設施，提高污染物收集的效率。為加強其VOCs排放管理，本集團亦聘請了環境影響評估顧問，制定了VOCs綜合治理一企一方案，旨在評估任何與VOCs相關的現場工作程序。根據該方案，本集團檢討了其生產績效、VOCs排放及排放控制措施，並已採納顧問改善排放控制的建議。本集團對加強清潔生產不遺餘力，已合格通過由專業人士於2018年11月進行的VOCs評估，以及由政府於2018年12月進行的清潔生產審核。

除了嚴控VOCs排放之外，本集團承認其主要的GHG排放源為購買電力。本集團密切監控電力消耗並實施有效的能源使用措施，詳情見下節。我們亦記錄僱員的商務飛行旅程，盡可能避免乘坐飛機公幹以減少由商務旅程產生的GHG排放。與上一個報告期比較，由商務旅程產生的GHG排放減少了54%。



#### A1.6. Waste Reduction and Initiatives

The Group aims to reduce generation of hazardous waste through upgrading technologies and to minimise non-hazardous waste generation (mainly paper and food waste) at source whenever possible.

##### **Reducing Paper Waste**

The Group distributed paper according to the monthly paper consumption of different divisions/departments with registered record. A total of 6.70 tonnes of paper had been used for daily office operation such as printing of documents, contracts, order forms, technical drawings and meeting notes. Waste paper has been recycled thus the consumption of paper did not contribute to GHG emission due to paper disposal at landfills. The Group reduced paper consumption by:

- Developing management software to support establishment of a paperless office;
- Using recycled paper;
- Adopting double-sided printing; and
- Maintaining printers, copiers, and fax machines to avoid wastage of paper due to poor printing quality.

Office waste paper involving confidential information was shredded and disposed of. Only waste paper packaging materials were collected by licensed recyclers for recycling. During the reporting period, a total of 222 tonnes of paper had been recycled, which contributed to a reduction of 1,066.26 tCO<sub>2</sub>e.

##### **Reducing Waste from Canteen**

In the canteen operation, the Group had banned the use of disposable tableware and managed canteen food purchase through the self-developed system. Employees must order their meals through the digital ordering system which enables preparation of meals based on the received orders. Employees can also order meals according to their needs to avoid food wastage at source. The Group had not separately recorded the total amount of food waste generated or reduced, therefore results achieved from reducing canteen waste were not available.

#### A1.6. 減少廢物及措施

本集團擬通過技術升級，以減少產生有害廢棄物；並從源頭著手儘可能減少無害廢棄物（主要是紙張和廚餘）。

##### **減少廢紙**

本集團要求各部門記錄每月用紙量，並根據用量分配紙張。日常辦公室運作如打印文件、合約、訂單、技術圖紙和會議記錄等，共使用6.70噸紙張。所有廢紙均被回收，而不會被送到堆填區，因此紙張的消耗不會導致GHG排放。本集團致力減少用紙量，措施包括：

- 開發管理軟件以助建立無紙辦公室；
- 使用再造紙；
- 採用雙面打印；及
- 保養打印機、複印機和傳真機，避免因打印效果欠佳而浪費紙張。

涉及機密資料的辦公室廢紙，會先被切碎，然後棄置。我們只把紙材包裝廢料交予持牌回收商作回收再利用。在報告期內，共回收了222噸紙，共減少了1,066.26噸的二氧化碳當量排放。

##### **減少食堂的廢棄物**

在食堂營運方面，本集團禁止使用一次性餐具，並自行開發系統管理食堂的食物銷售。員工必須使用電子訂餐系統訂購餐食，以便按照訂單準備餐食，員工還可以按自己的需要而訂餐，從源頭避免浪費食物。由於本集團沒有分別紀錄已產生及已減少的食堂廢棄物，所以未有紀錄減少食堂廢棄物所得的成果。

**A2. Use of Resources**

Reducing energy use, reducing resources consumption and enhancing utilisation are the Group's principles in managing its use of resources. The Group has a management policy regarding the use of energy and resources such as electricity, natural gas, petrol, water and paper.

**A2.1. Energy Consumption**

Energy Consumption Sources		Direct Consumption	Consumption (in kWh)
能源消耗來源		直接消耗	消耗 (以千瓦時)
Electricity	電力	7,398,767 kWh	7,398,767
Natural gas	天然氣	38,971 m <sup>3</sup>	385,114
Petrol	汽油	22,215 L	196,862

The total energy consumed by the Group was 7,981 MWh during the reporting period. The administration department keeps track of its energy consumption and informs responsible divisions/departments if abnormal consumption is found. In particular, electricity and natural gas consumption for its manufacturing and canteen operation are closely monitored. The electricity and natural gas consumption intensities were 323 kWh/m<sup>2</sup> and 1.70 m<sup>3</sup>/m<sup>2</sup> respectively.

**A2.2. Water Consumption**

The Group consumed freshwater supplied by the municipal freshwater supplier. Water is mainly consumed for domestic use and the canteen operation. Water consumption of the Group during the reporting period was 91,130 m<sup>3</sup> (water consumption intensity of 3.98 m<sup>3</sup>/m<sup>2</sup>). There was no issue in sourcing water that is fit for purpose.

**A2.3. Energy Use Efficiency Initiatives**

The administration department, the electrical and mechanical technicians and the logistic department work together to avoid wastage of fuel due to malfunctioned or deteriorated equipment, generators and vehicles. The Group tests pipelines against leakage with infrared laser detection. During the reporting period, the Group has upgraded natural gas pipelines and equipment, and repaired pipelines with leakage.

**A2. 資源使用**

本集團管理資源使用的方針是：減少能源消耗、減少資源消耗、提高利用率。本集團制定了政策，管理有關能源和資源（如電力、天然氣、汽油、水和紙等）的使用。

**A2.1. 能源消耗**

在報告期內，本集團共耗用能源7,981百萬瓦時。行政部門會密切追蹤能源消耗情況，如果發現異常，會通知有關部門。我們特別密切監察在生產製造及食堂運營上的電力和天然氣消耗量。電力和天然氣消耗密度分別為323千瓦時／平方米及1.70立方米／平方米。

**A2.2. 用水**

本集團使用市政淡水供應商所提供的淡水。水主要作內部使用及食堂營運。在報告期內，本集團用水量為91,130立方米（耗水密度為3.98立方米／平方米）。在求取適合的用水方面沒有出現問題。

**A2.3. 優化能源使用效率措施**

行政管理部門、機電技師以及後勤部門協力避免因設備、發電機及車輛故障或老化而造成燃料浪費。集團利用紅外激光檢測管道，以防洩漏。報告期內，本集團升級了天然氣管道和設備，並修復了洩漏氣體的管道。

The Group controlled lightings and temperature of air conditioners to reduce electricity consumption, and used evaporative coolers rather than air conditioners in the canteen. During the reporting period, electricity monitoring system had been installed to achieve centralized collection of real-time electricity consumption and identify abnormalities at the earliest stage. Collected data was reviewed, monitored and analysed regularly to explore further energy saving possibilities.

In the manufacturing area, lightings have been gradually changing from traditional lightings to LED lightings with higher efficiency. The Group had installed over 447 energy-saving lightings during the reporting period, which contributed to a saving of 2,500 kWh of electricity consumption.

#### A2.4. Water Use Efficiency Initiatives

The Group encourages water conservation and reduces water wastage through inspections and maintenance of the water supply network. In response to the Guangzhou Water Management Plan developed by the government, the Group negotiated with the water supplier and agreed to maintain its monthly water consumption within the limit of 10,943 m<sup>3</sup>. To achieve such target, the Group adopted water-saving initiatives which include but not limited to:

- Assigning designated person to develop water consumption and management plans, and assigning responsibilities to internal inspection bodies;
- Installing water sub-meters at various production units to monitor water consumption more effectively;

本集團控制照明及空調溫度，以降低用電量。本集團的食堂使用蒸發冷卻器而非空調。報告期內，已安裝了電力監察裝置，以集中收集實時用電數據，盡早發現異常情況。我們定期檢討、監控及分析所收集的數據，從而進一步探究優化能源效益的方案。

在製造區，照明設備已由傳統照明逐漸改為較高能源效益的LED照明。在報告期內，本集團已安裝了節能燈447盞，節省電耗2,500千瓦時。

#### A2.4. 優化用水效率措施

本集團鼓勵節約用水，並通過檢查和保養供水網絡來減少水資源浪費。為響應政府推行的廣州市計劃用水管理辦法，本集團與供水商磋商，並同意保持每月用水量在10,943立方米以內。為實現此目標，集團採取了節約用水措施，包括但不限於：

- 指派專人制定用水及管理計劃，並向內部查察單位問責；
- 在各種生產單元安裝分水錶，以更有效地監測用水量；

- Strengthening inspection of water supply equipment and pipe network, and replacing aging pipes;
- Promoting the use of water efficient equipment and appliances; and
- Launching promotion and education programmes regarding water conservation.
- 加強檢查供水設備和水管網，更換老化的水管；
- 宣傳使用節水設備和器具；以及
- 推行有關水資源保育的宣傳及教育計劃。

#### A2.5. Packaging Materials

#### A2.5. 包裝材料

Type of Packaging Materials 包裝材料種類		Percentage of Consumption by Type 材料用量（百分比）
Paper	紙	64%
Wood	木	19%
Sponge	海綿	11%
Plastic	塑膠	7%

With its customers' agreement, the Group adopts recyclable materials as packaging materials. During the reporting period, the Group had consumed a total of 696 tonnes of paper, wooden crates, cushioning sponge, plastic blisters and plastic bags for products packaging (consumption intensity of 0.03 tonnes/m<sup>2</sup>)

經客戶同意，本集團採用可回收物料作包裝材料。在報告期內，本集團所消耗的產品包裝材料，包括紙、木箱、海綿、吸塑和膠袋，共696噸（耗用密度為0.03噸／平方米）。

### A3. The Environment and Natural Resources

### A3. 環境及自然資源

#### A3.1. Significant Impacts of Activities on the Environment

#### A3.1. 活動對環境的重大影響

The Group was aware that the exceedance of wastewater quality in January 2018 had contributed to adverse impact to the environment. During the reporting period, the Group had invested more than RMB300,000 to improve domestic wastewater treatment, which included installing valves and strengthening inspections. Partnering with the professional environmental engineering company, the Group had employed advanced technology for discharge water monitoring. A technician from the environmental engineering company had also stationed at the plant to monitor wastewater quality, ensure discharge compliance and to provide emergency support.

本集團知悉其於2018年1月產生的廢水質量水平超標，對環境造成不利影響。報告期內，本集團已投入人民幣30多萬元改善生活廢水處理，包括安裝閥門及加緊檢查。本集團與專業環境工程公司合作，已採用先進的技術監測廢水排放。環境工程公司的技術人員已派駐本廠，專責監控廢水質量，確保排放符合規定，並提供緊急支援。

The Group will continue to review its environmental management and performance, so as to reduce adverse environmental impact caused by its business operation.

本集團將持續檢討公司的環境管理及績效，以減少其業務運作對環境造成的不良影響。

**B. SOCIAL**

**1. Employment and Labour Practices**

**B1. Employment**

**Total Employees and Turnover**

The Group had a total number of 1,745 employees as of 31 December 2018, in which all employees were full-time employees from the PRC.

**B. 社會**

**1. 僱傭及勞工常規**

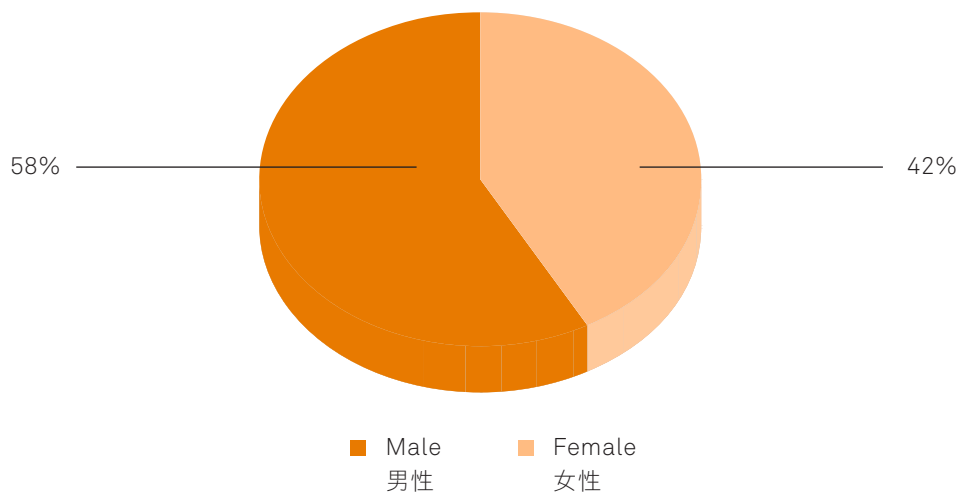
**B1. 僱傭**

**僱員總數及流失率**

截至2018年12月31日，本集團共有1,745名僱員，全部為全職的中國內地僱員。

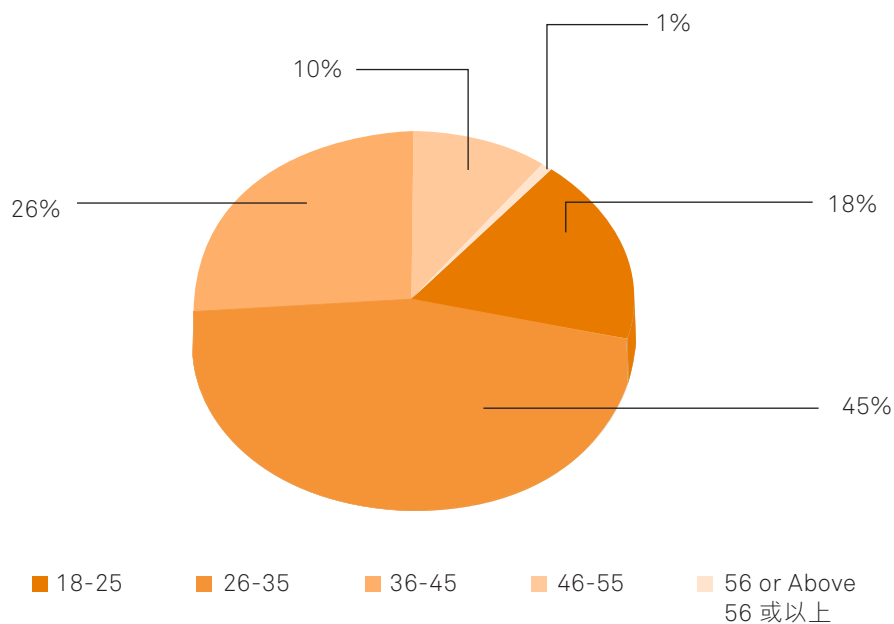
**Distribution Of Employees by Gender**

僱員性別分佈



**Distribution of Employees by Age Group**

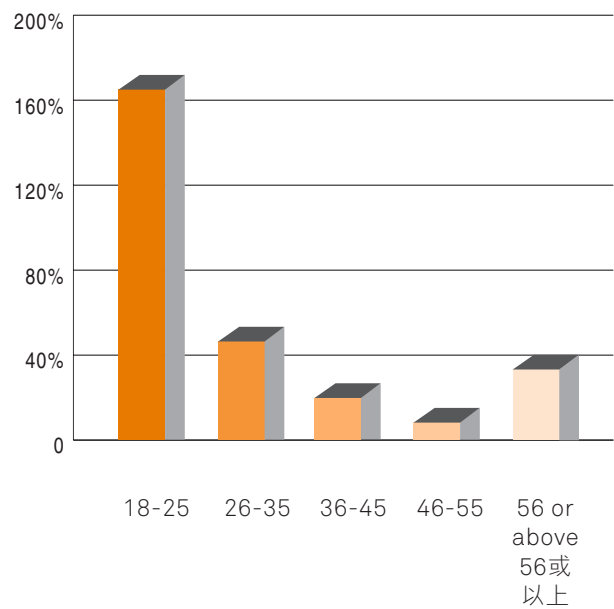
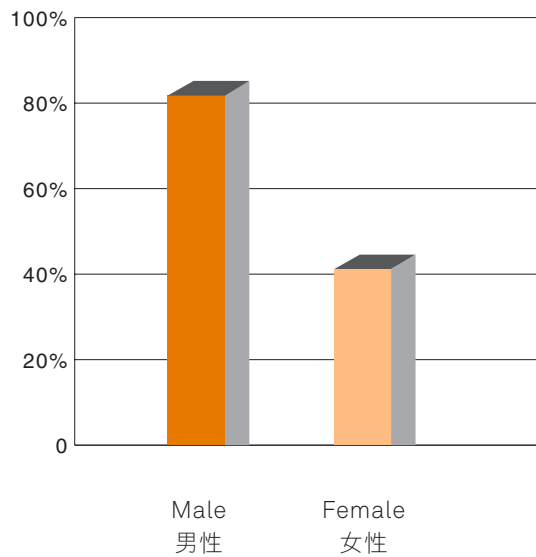
僱員年齡分佈



A total of 1,003 employees left the Group in the reporting period (average turnover rate: 5.09%<sup>1</sup>).

共有1,003名僱員離職（平均流失率為5.09%<sup>1</sup>）。

**Turnover Rate by Gender**  
**流失率（以性別計）**



<sup>1</sup> The average turnover rate is calculated by averaging the monthly turnover rates. Monthly turnover rate is calculated by number of employees who left the Group in a specific month/total number of employees in the previous month\*100%. Employees who leave the Group within a month is not counted.

<sup>1</sup> 平均流失率是根據全年每月流失率的數據來計算平均值。每月流失率的計算方式是：個別月份離職僱員人數／對上一個月的僱員總數\*100%。入職未滿一個月便離職的僱員，則不計算在內。

### **Employee Benefits and Welfare**

The Group abides by the Labour Law of the PRC and provides social insurance, subsidies, holidays and other welfare according to the statutory requirement. Employment contract terms are stipulated under the principles of fairness, voluntarism, mutual consent, integrity and credibility. The Group provides employees with competitive compensation and discretionary bonus. The regular work hours are 40 hours per week, with overtime compensation pay calculated according to the specified equations in the employee handbook and the human resources management policy. Salary adjustment is performed annually according to the financial results of the Group, work performance of individual employee and the market trend. Frontline staff of the Plant working for the Group for three months or above are entitled to monthly financial reward which will be increased with increasing period of service. Employees are entitled to casual leave, annual leave, marriage leave, maternity leave, paternity leave, lactation break, sick leave and compassionate leave; and are provided with share option and subsidised meals if necessary. Any employee leaving the Group shall provide a 30-day written notice (3-day notice for employees in probationary period) as a formal process to terminate the employment contract with the Group. The employee will be provided with certificate of resignation after carrying out the handover and resignation procedures according to the Employee Handbook and the Labour Contract Law of the PRC. To protect legitimate rights and interests of employees, the Group has also set up a Labour Union.

### **僱員權益及福利**

本集團按照《中華人民共和國勞動法》規定，為僱員提供社會保險、補貼、假期等福利。我們以公平、自願、彼此同意、公正和具公信力的原則，制定僱傭合約條款。本集團給予員工具競爭力的薪酬及酌情花紅。一般工作時間為每週40小時，加班費按《員工手冊》及人力資源管理制度內指定的公式計算作出補償。每年跟據本集團之財務業績、員工個人工作表現及市場趨勢，進行一次薪酬調整。在工場工作三個月或以上的前線員工可獲取隨著工齡增長的工資獎勵。員工有權放事假、年假、結婚假、產假、侍產假、授乳時段、病假及恩恤假。如有必要，員工還可獲認股權和膳食補貼。任何離開本集團的員工必須在離職生效日期的30天前以書面形式通知（在試用期的員工需在離職生效日期的3天前通知），作為正式與集團解除勞動合約的程序。在離職交接及離職程序根據《員工手冊》及《中華人民共和國勞動合同法》完成後，本集團會為員工提供離職證明。為保障員工的合法權益，本集團亦成立了工會。

During the reporting period, the Group had updated the employee handbook with feedback from the Labour Union and the Worker's Representative Congress incorporated. The maternity leave has been extended to 178 days while paternity leave has been extended to 15 days. No material non-compliance in relation to compensation and dismissal, recruitment and promotion, working hours, rest periods and other benefits and welfare was recorded.

### **Equal Opportunity**

When there is a job vacancy, the Group recruits internally before recruiting externally. Recruitment process is carried out according to the Group's regulations on employee recruitment management. The Group provides equal opportunities for employees in respect of recruitment, job advancement, training and development, etc. Employees are not discriminated against or deprived of such opportunities on the basis of race, nationality, religion, physical condition, disability, gender, pregnancy, sexual orientation, political status, age and any other discrimination prohibited by applicable law. Employees shall not act in discriminatory manner or they can be subject to disciplinary actions. No material non-compliance in relation to relevant laws and regulations that have a significant impact on the Company regarding equal opportunity, diversity and anti-discrimination was recorded during the reporting period.

### **Employee Relations**

The Group believes that strong communication is a prerequisite for effective management. Regular communication at different levels is maintained in accordance with the Group's guideline for standardised communication management. The guideline helps new employees adapt to the work environment, existing employees acquire adequate support and the Group gain feedback and suggestions from departing employees. The Group communicates with 100% of all types of employee categories (new employees, existing employees and departing employees). Channels of standardised communication include trainings, individual and group interviews and phone calls. Adequacy of communication is examined through random sampling surveys and interviews. The sampling or interview rate is maintained at or higher than 20%.

在報告期內，本集團修訂了《員工手冊》，當中採納了工會和職工代表大會的反饋意見。產假延長至178天，而侍產假則延長至15天。沒有與補償及解僱、招聘及晉升、工作時間、休息時間，以及其他權益及福利相關的重大違規紀錄。

### **平等機會**

當有職位空缺時，本集團會先進行內部招募，然後才對外招聘。招聘過程按照本集團有關員工招聘的規定進行。本集團在招聘、工作晉升、培訓和發展等方面，均提供平等機會予每一位員工。員工不會因為種族、國籍、宗教信仰、身體狀況、殘障、性別、懷孕、性取向、政治地位、年齡及任何其他法律禁止的歧視，而受到歧視或被剝削機會。同時，員工亦不得作出歧視的行為，否則可能會受到紀律處分。在報告期內，沒有與平等機會、多樣性及反歧視相關，並對本公司有重大影響的法律及法規的重大違規記錄。

### **僱員關係**

本集團相信緊密的溝通是有效管理的基礎。本集團根據既定的溝通管理指引，從不同層面與員工保持定期溝通。該指引既有助新入職員工適應工作環境；也讓現職員工獲得足夠支援；同時亦有助我們向離職員工收集意見和建議。本集團與所有類別的員工（包括新入職、現職及離職員工）百分百溝通，既定的溝通方法包括培訓、個別及小組面談，以及電話會談；並透過問卷抽查和面談來檢討溝通是否充分；抽查或面談率不低於20%。



To celebrate its 35th anniversary of the Group, the Group organised an Open Day at the Plant of which employees and their family members were invited to join. This allowed the participated family members to understand more about the Group's working environment and extended the joy of celebration to a wider community. During the reporting period, activities such as the tug-of war games and buffet gathering were also organised to foster employees' sense of belonging.

## **B2. Employee Health and Safety** **Occupational Health and Safety**

With the OHSAS 18000 certification, the Group has established standardised procedures for its occupational health and safety system. Employees exposing to high occupational hazards are provided with occupational health checks and their health records are well-maintained. Personal protective equipment (“PPE”) is provided by the Group and employees are only allowed to enter the production area when all necessary PPE has been put on. All results from the annual occupational hazards and risk factors assessment have met the required standards and no material non-compliance in relation to laws and regulations that have a significant impact on the Company regarding occupational health and safety was recorded during reporting period.

The Group gives special attention to fire hazards in its workplace. An on-site fire station has been set up to provide prompt support to fire accidents. Fire safety is also ensured through regular fire drills and maintenance of electrical and fire equipment. During the reporting period, three fire drills have been held. Employees were able to evacuate within two minutes and to use various types of fire-fighting equipment from past drill experiences.

為慶祝本集團成立35週年，工廠特別舉行開放日，邀請員工及其家屬參加，讓參與的家屬更了解集團的工作環境，亦讓更多人能分享我們的喜悅。在報告期內，集團還舉辦了拔河比賽、自助餐聚會等活動，以培養員工的歸屬感。

## **B2. 僱員健康及安全** **職業健康及安全**

透過OHSAS 18000認證，本集團制定了實行職業健康及安全系統的標準程序。我們安排工作性質易受職業危害影響之員工接受職業健康檢查，並妥善保存其健康記錄。本集團向員工提供個人防護裝備（「PPE」），員工必須佩戴所有必要之個人防護裝備，方可進入生產區。在報告期內，所有職業危害因素的年度監測結果及風險因素評估均符合有關要求，並沒有對本公司造成重大影響的與職業健康及安全法律法規相關的重大違規記錄。

本集團特別留意工場的火災隱患。在工場內設有消防站，以便一旦出現火災時，可及時提供支援。為確保消防安全，集團定期進行消防演習，並保養電力及消防設備。在報告期內，共舉行了3次消防演習，員工能夠在2分鐘內撤離，並從過去的演習中，學懂使用各種滅火設備。

Occupational Health and Safety Data in 2018 2018年職業健康及安全數據		
Work related fatality	因工死亡	0
Work injury cases >3 days	因工傷損失多於三個工作天的個案	6
Work injury cases ≤3 days	因工傷損失不少於三個工作天的個案	7
Lost days due to work injury	因工傷損失工作天總數	128 days天

The 13 work injury cases in the reporting period were all minor injuries. In response to the injury cases, the Group has analysed cause of the injuries and developed corresponding measures to avoid reoccurrence.

在報告期內，共發生了13宗工傷事件，受傷者均為輕傷。本集團已就工傷事件檢討事發原因，並制定相應措施，以避免事件再次發生。

### Food Health and Safety

The Group follows its own regulations regarding canteen management, hygiene and safety management to ensure that food served in the canteen is of high quality and is safe to eat. It only purchases food materials that are fresh, hygienic, clean and in compliance with all applicable national standards and regulations. Samples of each dish, rice and soup are kept 48 hours every day for record and testing if necessary. Food premises are sanitised regularly and inspected every day. There were no complaints regarding food quality in the reporting period.

### 食物健康及安全

本集團謹守有關食堂管理、衛生和安全管理的內部規定，確保食堂所供應的食物品質優良，可安全食用。食堂只購買新鮮、清潔、衛生的食材，並符合所有適用的國家標準和法規。我們每天抽取每道菜餚、米飯和湯的樣本，保存48小時，以便在有需要時進行記錄和測試。食肆會定期消毒，並每天進行檢查。在報告期內，沒有接獲關於食物品質的投訴。

## B3. Development and Training

People are the most treasurable assets of the Group. Investing in people is one of the Group's focuses and a key factor contributing to the Group's continuous growth. The Group therefore provides comprehensive training and development opportunities to its employees:

- Orientation training – To familiarise employees with the Group's objectives, culture, rules and regulations, safety and product-related knowledge on the first day of work;
- Pre-job training – to enable new employees or transferred employees to familiarise with their new duties;
- Internal and external trainings – To ensure employees participate in continuous personal, vocational and other technical skills development; and

## B3. 發展及培訓

人才為本集團最寶貴的資產。投入資源、培養英才才是集團的發展重點之一，也是推動集團持續增長的一個重要因素。因此，本集團為旗下員工提供全面的培訓和發展機會：

- 迎新培訓 – 讓員工在首個工作天先熟悉集團的目標、文化、規矩和守則，以及有關安全和產品的知識；
- 崗前培訓 – 讓新入職或轉崗的員工熟悉新的職務；
- 內部及外部培訓 – 確保員工能獲得持續的個人、職業及其他技術的發展；及

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- d. Key operation training – To ensure designated employees obtain permits (through examinations) before performing key operations. Designated employees are required to take refreshment trainings regularly to maintain their professional competence.

The Group arranges trainings according to needs of employees, which are identified annually by individual departments. Apart from classroom trainings, e-learning system is also in place to cater for different needs of employees.

- d. 關鍵崗位培訓 – 確保指定員工在執行重要操作前(通過考試)獲得認可證書。指定員工必須定期進行更新培訓，以保持專業能力。

本集團每年按個別部門旗下員工的需要，安排培訓。除了課堂培訓之外，也備有電子學習系統以滿足員工不同的需求。

Training and Development Data in 2018	2018年培訓及發展數據	
Total number of employees	總僱員人數	1,745
Total training hours	總培訓時數	27,495
<b>Percentage of employees trained by gender</b>	<b>受訓僱員百分比，按性別計</b>	
–Male	–男性	99%
–Female	–女性	99%
<b>Percentage of employees trained by employment category</b>	<b>受訓僱員百分比，按僱員類別計</b>	
–Senior management	–高級管理層	93%
–Middle management	–中級管理層	98%
–Frontline and other employees	–前線及其他僱員	99%
<b>Average training hours completed per employee by gender</b>	<b>每僱員平均受訓時數，按性別計</b>	
–Male	–男性	14.40
–Female	–女性	16.73
<b>Average training hours completed per employee by employee category</b>	<b>每僱員平均受訓時數，按僱員類別計</b>	
–Senior management	–高級管理層	20.42
–Middle management	–中級管理層	18.73
–Frontline and other employees	–前線及其他僱員	15.63

**B4. Labour Standards**

In compliance with the employment contract, the Group's regulations and policies, the Labour Law and other related national laws of the PRC, there is no child labour nor forced labour working in the Group. The job application requirement specifies that job applicants must be at least 18 years old. To ensure that job applicants can meet the age requirement, identities of job applicants are verified against their valid identity documents, relevant permits and certificates. The human resources department is required to carry out background checks to authenticate information provided by job applicants and is required to fill in forms that confirm hired employees have met the age requirement. No non-compliance in relation to laws and regulations that have a significant impact on the Company regarding prevention of child and forced labour was recorded during reporting period.

**2. Operating Practices****B5. Supply Chain Management**

Equipment or materials are purchased based on specifications, quality and safety performance of equipment, reputation, after-sales service and delivery time of the supplier. The Group compares different suppliers to select qualified suppliers (based on their product specifications, product compliances, production management, quality management and also corporate social responsibility performances) before the Group enters into contract with the qualified suppliers.

When selecting energy or water consuming equipment, the Group places preferences to energy efficient and water-saving equipment according to its management policy on energy and resources use. During the reporting period, the Group had sourced its major materials from suppliers of the following geographical regions<sup>2</sup>.

**B4. 勞工準則**

本集團遵從勞工用合同、集團規章制度及《中華人民共和國勞動法》等國家相關法律法規，並沒有僱用童工或強迫勞工。我們規定求職者必須年滿18歲。為確定求職者符合年齡要求，我們會核對求職者的有效身份證明文件、相關許可證及證書，以確認身份。人力資源部門必須進行背景調查，以核實求職者所提供的資料，並要填寫表格，確認所僱用的員工符合年齡要求。在報告期內，並沒有對本公司造成重大影響的與防止童工及強制勞工法律法規相關的違規紀錄。

**2. 營運方式****B5. 供應鏈管理**

選購設備或材料時，會考慮設備的規格、質量和安全性能，以及供應商的信譽、售後服務和交貨時間等。本集團與合資格供應商訂立合約前，會比較不同供應商，考慮其產品規格、產品合規性、生產管理、質量管理，以及企業社會責任的表現，以選出合資格的供應商。

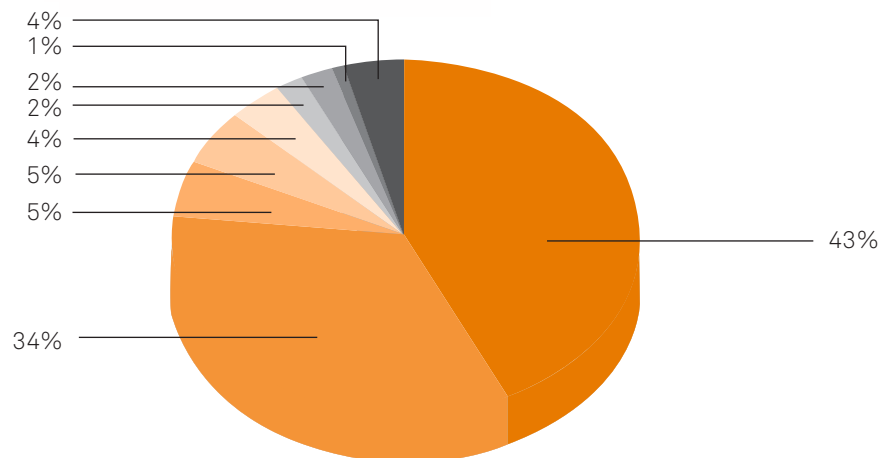
在選擇耗能或耗水設備時，本集團會按照既有的能源和資源使用管理政策，優先考慮節能及節水的設備。於報告期內，本集團向以下地區的供應商採購主要原材料<sup>2</sup>。

<sup>2</sup> Other geographical regions include suppliers (less than 1% each) in Malaysia, Ireland, India, Korea, Thailand, Italy, Japan, Australia, Denmark, Spain, Czech Republic, Holland, Austria and Philippines.

<sup>2</sup> 其他地區的供應商分別來自馬來西亞、愛爾蘭、印度、韓國、泰國、意大利、日本、澳洲、丹麥、西班牙、捷克、荷蘭、奧地利和菲律賓（各佔不到1%）。

### Distribution of Suppliers by Geographical Regions

#### 按地區分的供應商分佈



- Mainland China  
中國大陸
- Hong Kong  
香港
- UK  
英國
- USA  
美國
- Taiwan  
台灣
- Germany  
德國
- Singapore  
新加坡
- France  
法國
- Others  
其他

#### B6. Product Responsibility

##### Product Assurance and Recall

The Group has deployed a unique manufacturing execution system based on the “smart factory” concept, with the aim to achieve appropriate level and certification of Industry 4.0. It seeks to continuously improve its production process, expand the scope of its services and strengthen its manufacturing capabilities with a view to maintain its position as a manufacturer of world-class standard. The Group was in the process of applying for an accreditation to Industry 4.0 during the reporting period.

The Group sets high standards for ensuring product quality and reliability. Product quality is controlled and managed through laboratory tests, Restriction of Hazardous Substances Directive (“RoHS”) spectrum inspections, automatic optical inspections, burn-in tests, and unit under tests, etc. Products and its incoming components are examined for not less than three times. There are responsible persons for quality assurance of incoming materials, intermediate products and final products.

#### B6. 產品責任

##### 產品質量保證及回收

本集團根據「智能工廠」概念，布置了獨特的製造執行系統，以達至符合工業4.0的水平及認證。集團持續努力改善生產流程，擴大服務範圍，並加強製造能力，致力保持其作為世界級製造商的地位。在報告期內，本集團正在申請工業4.0認證。

本集團設定高產品標準，以確保產品質量和可靠性。為控制和管理產品質量，我們會進行實驗室測試、限制使用有害物質指令（「RoHS」）譜系檢測、自動光學檢測、老化測試及單元測試等。產品及相關的購入組件，均接受起碼三次檢測。集團購入的材料、半成品和成品，均由專責人員進行質量檢測。

Upon receipt of complaints, the Group responds in 24 hours and provides analysis reports to complainant within 7 working days. There was no product recalled due to safety and health reasons and no material non-compliance with laws and regulations that have a significant impact on the Company in relation to product health and safety recorded during the reporting period; 39 complaints have been received, of which all complaints had been resolved with corrective actions and preventive measures taken.

### **Intellectual Property Rights**

Intellectual property (“IP”) includes trademarks, service marks, copyrights, rights in inventions, rights in know-how etc. The Group has its own policy on IP rights and has registered patents and copyrights for its technologies, software and system inventions. Its IP rights policy is in compliance with the Enterprise Intellectual Property Management (GB/T 29490-2013) of the PRC and regulates implementation, maintenance and continuous improvement of the Group’s management on IP rights. It is committed to using third-party licensed rights and IP assets rightfully without infringement of any applicable laws and regulations.

For major procurement activities, the administration department and the procurement department of the Group investigate and analyse IP rights information of the procurement material and require suppliers to provide supporting documents to avoid infringement on IP rights. Suppliers also undertake to respect IP rights and act in accordance with the suppliers’ code of conduct developed by the Group.

### **Information Security**

To keep information such as financial information, IPs, employee details or information entrusted to the Group secure, the Group manages information in a systematic approach. The Group has developed a policy on customer property control and a procedure on risk assessment and control of information assets. During the reporting period, the Group has been certified with the ISO 27001 Information Security Management System by a global certification company.

如收到投訴，本集團會在24小時內作出回應，並在7個工作天內向投訴人提交分析報告。本集團於報告期內並沒有產品基於安全及健康的理由而須回收，也沒有對本公司造成重大影響的與產品安全及健康法律法規相關的重大違規紀錄；共接獲39宗投訴，並已就所有投訴採取糾正行動及預防措施。

### **知識產權**

知識產權（「IP」）包括商標、服務標誌、版權、發明權及知識產權等。本集團已有既定的知識產權政策，並已為其發明（包括技術、軟件和系統）註冊了專利和版權。其知識產權政策依照中國企業知識產權管理(GB/T 29490-2013)之規定，規範集團實施、維護和持續改進知識產權管理的方針。集團承諾正當使用第三方的許可權和知識產權資產，不違反任何適用的法律和法規。

處理大型的採購時，本集團的行政部門和採購部門會調查和分析所採購材料相關之知識產權資料，要求供應商提供證明文件，以避免侵犯知識產權。供應商亦承諾尊重知識產權，並遵守本集團制定的供應商行為守則。

### **資訊安全**

為保證資訊如財務資訊、知識產權、僱員詳細資料，或託付予本集團的資訊等的安全，本集團採用有系統的方式管理資訊。我們制定了顧客財產控制政策，以及資訊資產風險評估及控制程序。報告期內，本集團成功通過一家國際認證公司的審核，獲ISO 27001信息安全系統認證。

Under the policy on customer property control, customer property under protection does not include only tangible properties but also IP rights, personal information and confidential information. Non-disclosure agreements will be signed between the Group and customers where necessary. To maintain network security, the Group has set up firewalls, installed anti-virus software and implemented interactive processing for password verification. Robust support has been provided for network and servers involved in major operations.

The procedure on risk assessment and control of information assets regulates risk assessment of information security, identifies level of risks and controls measures to reduce risks. Information assets include but not limited to data, document, hardware, software, human resources and services, etc. Potential threats and vulnerabilities of the Group's infrastructure and its components have been identified in the procedure in order to implement respective control measures and analyse gaps.

No non-compliance with laws and regulations that have a significant impact on the Company in relation to customer data protection and privacy was recorded during reporting period.

#### **Advertising and Labelling**

The Group has no specific policy in relation to advertising and labelling of products and services as they were considered immaterial to the Group's operation. There was no material non-compliance with relevant laws and regulations that have a significant impact on the Group regarding advertising and labelling recorded during the reporting period.

### **B7. Anti-corruption**

According to the Group's anti-corruption policy, all employees shall abide by the laws and regulations of the PRC and shall not engage in any illegal activities. Employees shall uphold the code of ethics, advocate fair competition and act against bribery. Any bribery, fraud, money laundering and embezzlement are prohibited. Employees must not accept or request any improper benefits including banquets, gifts, securities, valuables and high-expenditure entertainment activities from business partners, suppliers and merchants, etc.

集團的顧客財產控制政策，不僅保護實物財產，還涵蓋知識產權、個人資料和機密資料。如有需要，本集團會與顧客簽署保密協議。為保障網絡安全，本集團已設置防火牆，安裝防毒軟件並實施互動式密碼驗證。主要業務所涉及的網絡和伺服器均配備強大的支援。

集團有既定的資訊資產風險評估及控制程序，旨在規範資訊安全的風險評估，確定風險等級，監控相應的措施，以降低風險。資訊資產包括但不限於數據、文檔、硬件、軟件、人力資源和服務等。該程序有助找出集團的基礎設施及其組成部分的潛在威脅和不足之處，以便實施相應的控制措施，並分析缺口。

報告期內，沒有對本公司造成重大影響的與顧客數據保護及私隱法律法規相關的違規紀錄。

#### **廣告及標籤**

本集團考慮到產品及服務的廣告及標籤佔本集團整體營運較小，因此沒有明確訂立相關政策。報告期內，本集團沒有與廣告及標籤相關，並對集團有重大影響的法律及法規的重大違規紀錄。

### **B7. 反貪腐**

根據本集團的反貪腐政策，全體員工須遵守中國的法律和法規，不得從事任何非法活動。員工須恪守職業道德，倡導公平競爭，防止賄賂。嚴禁任何賄賂、欺詐、洗黑錢和挪用公款行為。員工不得接受，亦不可要求商業夥伴、供應商及商人給予任何不當的利益，包括宴會、禮品、股票、貴重物品和高消費娛樂活動等。

When there is any alleged case in violation of laws, regulations, code of conduct or Group's policies, the Group will investigate and impose disciplinary actions upon offenders after verification. Employees have the responsibilities to report any wrongdoing through the Group's whistleblowing hotlines to:

Ms. Ruby Wan  
Group Financial Controller and Company Secretary  
Tel: +852 2765 8787  
Email: rubywan@trio-ieg.com

Mr. Cheung Kin Wing  
Chairman of the Audit Committee  
Tel: +852 9126 0624  
Email: edwin@trimpf.com

Whistle-blowers are protected from retaliation and their information will be kept strictly confidential.

The Group was in compliance with all applicable laws on prohibiting corruption and bribery of the PRC that have a significant impact on the Company during the reporting period. There was no concluded legal case regarding corrupt practices brought against the Group or its employees during the reporting period.

## B8. Community Investment

The Group is committed to creating friendship, care and respect among our community. It contributes to the community mainly through donations and sponsorships.

### **Poverty Alleviation**

The Group strives to improve living conditions of the local community. In March 2018, the Group donated a total of RMB50,000 to the poverty alleviation fund of Dongchongzhen.

若發生涉嫌違反法律、法規、行為守則或集團政策的事件，本集團會進行深入調查。若查明屬實，將會對違例者採取紀律處分。員工有責任向本集團舉報任何不當行為，舉報熱線：

溫美華女士  
集團財務總監兼公司秘書  
電話：+852 2765 8787  
電郵地址：rubywan@trio-ieg.com

張建榮先生  
審核委員會主席  
電話：+852 9126 0624  
電郵地址：edwin@trimpf.com

舉報人不會遭受報復，所提供的資料將被嚴格保密。

於報告期內，本集團遵守中國並對本集團有重大影響所有有關禁止貪污、賄賂的法律。在報告期內，本集團及旗下員工沒有涉及任何已審結之貪污訴訟案件。

## B8. 社區投資

本集團主要透過捐款及贊助回饋社區，致力在社區內建立友誼、關懷和尊重。

### **扶貧**

本集團致力改善所在社區的生活條件。2018年3月，集團捐款5萬元人民幣予東涌鎮扶貧基金。



### **Community Care**

The Group cares for its local community including the elderly, children and farmers in the villages. During the reporting period, it sponsored RMB5,000 for organising activities for the elderly in Shiji Village and donated RMB5,000 to the Shiji Village Primary School during the International Children's Day. Since kiwi fruit farmers were under pressure due to poor sales performance of their produces, the Group also purchased a significant amount of the kiwi fruit dead stock directly from the farmers to ease their financial burden. The kiwi fruits were then distributed to employees for free.

### **Voluntary Blood Donation**

To discharge corporate social responsibilities, the Group initiated a Dongchongzhen blood donation activity in July 2018. A total of 70 employees participated in the blood donation activity.

### **Anti-drug Promotion**

Being invited by the Nansha District Committee on Narcotics Control, the Group joined the Narcotics Control Association in November 2018. The Narcotics Control Association aims to provide the government assistance in anti-drug campaigns and promotions, and supports employment of the rehabilitation workers.

### **社區關懷**

本集團關懷當地社區內人士，包括農村的長者、兒童和農民。在報告期內，集團贊助了人民幣5,000元支持石基村的敬老活動。此外，亦贊助人民幣5,000元，支持石基村小學在國際兒童節舉辦活動。由於奇異果滯銷，果農飽受經濟壓力，本集團特別向果農採購大量奇異果，免費分發給員工，以減輕他們的經濟負擔。

### **義務獻血**

為履行企業社會責任，本集團在2018年7月發起東涌鎮義務獻血活動，共有70名員工參與獻血。

### **禁毒宣傳**

本集團獲南沙區禁毒委員會邀請，在2018年11月加入了禁毒協會。該會旨在輔助禁毒運動及宣傳，並支持聘用戒毒康復者。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



羅兵咸永道

To the members of Trio Industrial Electronics Group Limited  
(incorporated in Hong Kong with limited liability)

致致豐工業電子集團有限公司成員  
(於香港註冊成立的有限公司)

### OPINION

#### What we have audited

The consolidated financial statements of Trio Industrial Electronics Group Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 120 to 231, which comprise:

- the consolidated statement of financial position as at 31 December 2018;
- 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 Hong Kong Companies Ordinance.

### 意見

#### 我們已審計的內容

致豐工業電子集團有限公司（以下簡稱「貴公司」）及其附屬公司（以下統稱「貴集團」）列載於第120至231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（「香港會計師公會」）頒布的《香港財務報告準則》（「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》妥為擬備。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### 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.

Key audit matter identified in our audit is related to the net realisable value assessment of inventories.

#### 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》(「《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是關於存貨的可變現淨值評估。

Key Audit Matter	How our audit addressed the Key Audit Matter
關鍵審計事項	我們的審計如何處理關鍵審計事項
<b>Net realisable value assessment of inventories</b>	Our procedures in relation to the net realisable value assessment of inventories included:
<i>Refer to notes 4(b) and 17 to the consolidated financial statements.</i>	<ul style="list-style-type: none"><li>Understanding, evaluating and testing the key controls in relation to inventory costing and net realisable value assessment;</li></ul>
<b>存貨的可變現淨值評估</b>	我們就存貨的可變現淨值評估進行的程序包括：
<i>請參閱財務報表附註4(b)及17。</i>	<ul style="list-style-type: none"><li>了解、評價及測試存貨成本及估計可變現淨值涉及之的關鍵控制；</li></ul>

## Key Audit Matter

### 關鍵審計事項

As at 31 December 2018, the Group has inventories of HK\$190 million, which were stated at lower of cost and net realisable value.

The determination of net realisable value required judgement to be made by management on the estimated selling price, estimated cost to completion and other cost necessary to make the sale including but not limited to marketing, selling and distribution costs.

We focused on this area because of the significance of the balances and the judgements and estimates involved.

於二零一八年十二月三十一日，本集團的存貨為190百萬港元，乃按成本及可變現淨值的較低者列賬。

可變現淨值的釐定，須要由管理層對估計售價、達致完成的估計成本及進行銷售所需的其他成本（包括但不限於營銷、銷售及分銷成本）作出判斷。

由於結餘和所涉及的判斷及估計的重要性，我們特別關注此方面的審計工作。

## How our audit addressed the Key Audit Matter

### 我們的審計如何處理關鍵審計事項

- Tested, on a sample basis, whether invoiced costs for raw materials have been correctly recorded and that the allocation of directly attributable costs has been correctly calculated;
- Assessed the reasonableness of estimated selling price determined by management by testing, on a sample basis, the sales subsequent to the year end. If subsequent sales were not available, we compared the estimated selling price against the most recent selling price prior to the year end and assessed the impact of recent price trends for these inventories;
- Assessed the reasonableness of (i) the estimated costs to completion by comparing to the historical costs to completion and (ii) other costs (including marketing, selling and distribution) by comparing to costs incurred in previous years.

We found the judgements and assumptions used by management in determining the net realisable value of inventories were supported by available evidence.

- 以抽樣方式測試原材料的發票成本是否正確記錄，以及直接應佔成本的分配是否正確計算；
- 以抽樣方式測試於年結日後的銷售，從而評估管理層所釐定的估計售價的合理性。如未能取得年結日後的銷售資料，我們將估計售價與年結日前的最近期售價進行比較，並評估該等存貨近期價格趨勢的影響；
- (i)透過比較存貨達致完成的歷史成本，從而評估達致完成的估計成本的合理性；及(ii)透過比較以往年度產生的成本，從而評估其他成本（包括營銷、銷售及分銷成本）的合理性。

我們發現管理層於釐定存貨可變現淨值時所使用的判斷及假設，均有可得的憑證支持。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

## 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 THE 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 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 are 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》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。

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

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

## 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不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照香港《公司條例》第405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匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

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

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.

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

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

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

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黃金錢先生。

#### **PricewaterhouseCoopers**

*Certified Public Accountants*

Hong Kong, 22 March 2019

#### **羅兵咸永道會計師事務所**

執業會計師

香港，二零一九年三月二十二日



## 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

			<b>2018</b>	2017
			<b>二零一八年</b>	二零一七年
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
Revenue	收益	6	<b>885,971</b>	788,042
Cost of sales	銷售成本	7	<b>(667,238)</b>	(552,142)
Gross profit	毛利		<b>218,733</b>	235,900
Other income/(loss), net	其他收入／(虧損)淨額	6	<b>5,232</b>	(2,920)
Selling and distribution expenses	銷售及分銷費用	7	<b>(15,302)</b>	(17,179)
Administrative expenses	行政開支	7	<b>(139,487)</b>	(115,315)
Other operating expenses, net	其他經營開支淨額	7	<b>(7,711)</b>	(4,285)
Profit from operations	經營溢利		<b>61,465</b>	96,201
Finance expenses, net	財務開支淨額	10	<b>(11,826)</b>	(9,053)
Profit before income tax	除所得稅前溢利		<b>49,639</b>	87,148
Income tax expense	所得稅開支	11	<b>(7,261)</b>	(17,140)
Profit for the year	年內溢利		<b>42,378</b>	70,008
Other comprehensive income/(expense) <i>Items that will not be reclassified subsequently to profit or loss:</i>	其他全面收益／(開支) 其後不會重新分類至 損益的項目：			
Fair value gains on revaluation of land and building, net of tax	重估土地及樓宇的公平值 收益(扣稅後)		<b>1,285</b>	1,279
Currency translation differences	匯兌差額		<b>(110)</b>	-
Other comprehensive income for the year, net of tax	年內其他全面收益(扣稅後)		<b>1,175</b>	1,279
Total comprehensive income for the year	年內全面收益總額		<b>43,553</b>	71,287
Earnings per share	每股盈利	12		
- Basic and diluted (HK cents)	- 基本及攤薄(港仙)		<b>4.24</b>	9.01

The notes on pages 124 to 231 are an integral part of these financial statements.

第124至231頁的附註為本財務報表的不可分割部分。

## 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

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	49,614	44,729
Financial asset at fair value through profit or loss	按公平值計入損益賬的金融資產	15	6,765	2,651
Prepayment	預付款項	19	1,663	418
			<b>58,042</b>	47,798
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	17	189,814	155,597
Trade and other receivables	貿易及其他應收款項	18	106,334	139,345
Prepayments and deposits	預付款項及按金	19	16,689	12,286
Restricted bank deposits	受限制銀行存款	20	8,114	8,084
Bank and cash balances	銀行及現金結餘	20	194,580	161,626
			<b>515,531</b>	476,938
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	21	181,027	163,165
Contract liability	合約負債	5	3,004	–
Borrowings	借款	22	31,871	17,994
Finance lease payables	融資租賃應付款項	23	866	1,849
Current income tax liabilities	即期所得稅負債		1,175	5,459
			<b>217,943</b>	188,467
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>297,588</b>	288,471
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>355,630</b>	336,269
<b>Non-current liability</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	26	3,735	3,705
			<b>3,735</b>	3,705
<b>Net assets</b>	<b>資產淨值</b>		<b>351,895</b>	332,564
<b>Equity</b>	<b>權益</b>			
Share capital	股本	24	281,507	281,507
Reserves	儲備	27	70,388	51,057
<b>Total equity</b>	<b>權益總額</b>		<b>351,895</b>	332,564

The financial statements on pages 120 to 231 were approved by the Board of Directors on 22 March 2019 and were signed on its behalf

第120至231頁之財務報表已由董事會於二零一九年三月二十二日批准，並由以下董事代表董事會簽署

**Lai Yiu Wah**  
黎耀華  
Director  
董事

**Tai Leung Lam**  
戴良林  
Director  
董事

The notes on pages 124 to 231 are an integral part of these financial statements.

第124至231頁之附註為本財務報表不可分割部分。

## 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

		Share capital	Other reserve	Statutory reserve	Currency translation reserve	Revaluation reserve	Share option reserve	Retained profits	Total
	Note 附註	股本	其他儲備	法定儲備	匯兌儲備	重估儲備	購股權儲備	保留盈利	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 1 January 2018	於二零一八年一月一日結餘	281,507	(125,162)	6,077	-	20,173	40	149,929	332,564
Revaluation surplus on land and building	土地及樓宇重估盈餘	-	-	-	-	1,426	-	-	1,426
Tax effect of revaluation surplus	重估盈餘稅務影響	-	-	-	-	(141)	-	-	(141)
Realisation of revaluation surplus, net of tax	實現重估盈餘 (扣稅後)	-	-	-	-	(672)	-	783	111
Currency translation differences	匯兌差額	-	-	-	(110)	-	-	-	(110)
Contributions by/(distribution to) owners of the Company:	本公司擁有人注資/ (向本公司擁有人作出分派):								
Equity-settled share-based payment transaction	以權益結算及股份為基礎 付款的交易	25	-	-	-	-	3,667	-	3,667
Forfeiture of share options	沒收購股權	-	-	-	-	-	(9)	9	-
Profit for the year	年內溢利	-	-	-	-	-	-	42,378	42,378
Dividends paid	已付股息	13	-	-	-	-	-	(28,000)	(28,000)
Balance at 31 December 2018	於二零一八年 十二月三十一日結餘	281,507	(125,162)	6,077	(110)	20,786	3,698	165,099	351,895
Balance at 1 January 2017	於二零一七年一月一日結餘	145,172	(125,162)	6,077	-	19,785	-	108,883	154,755
Revaluation surplus on land and building	土地及樓宇重估盈餘	-	-	-	-	1,419	-	-	1,419
Tax effect of revaluation surplus	重估盈餘稅務影響	-	-	-	-	(140)	-	-	(140)
Realisation of revaluation surplus, net of tax	實現重估盈餘 (扣稅後)	-	-	-	-	(891)	-	1,038	147
Contributions by/(distribution to) owners of the Company:	本公司擁有人注資/ (向本公司擁有人作出分派):								
Issuance of shares by public offering, net of expenses	透過公開發售發行股份， 經扣除開支	24	136,335	-	-	-	-	-	136,335
Equity-settled share-based payment transaction	以權益結算及股份為基礎 付款的交易	25	-	-	-	-	40	-	40
Profit for the year	年內溢利	-	-	-	-	-	-	70,008	70,008
Dividends paid	已付股息	13	-	-	-	-	-	(30,000)	(30,000)
Balance at 31 December 2017	於二零一七年 十二月三十一日結餘	281,507	(125,162)	6,077	-	20,173	40	149,929	332,564

The notes on pages 124 to 231 are an integral part of these financial statements.

第124至231頁的附註為本財務報表的不可分割部分。

## 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

			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			
<b>Cash flows from operating activities</b>		<b>經營活動現金流量</b>		
Cash generated from operations	30(a)	經營業務所得現金	91,417	89,117
Finance expenses paid		已付財務開支	(12,965)	(9,255)
Income tax paid		已付所得稅	(11,545)	(24,717)
Net cash generated from operating activities		經營活動所得現金淨額	66,907	55,145
<b>Cash flows from investing activities</b>		<b>投資活動現金流量</b>		
Net (increase)/decrease in restricted bank deposits		受限制銀行存款(增加)/減少淨額	(30)	1,995
Bank interest received		已收銀行利息	979	39
Purchases of property, plant and equipment		購置物業、廠房及設備	(13,810)	(5,209)
Purchase of key man insurance		購買要員保險	(8,601)	-
Proceeds from surrender of key man insurance		交出要員保險的所得款項	2,728	-
Proceeds from disposal of property, plant and equipment		出售物業、廠房及設備所得款項	-	18
Settlement on derivative financial instruments		衍生金融工具結算	-	(577)
Net cash used in investing activities		投資活動所用現金淨額	(18,734)	(3,734)
<b>Cash flows from financing activities</b>		<b>融資活動現金流量</b>		
Shares issued pursuant to the public offering		根據公開發售發行股份	-	155,000
Transaction costs attributable to the public offering debited to equity		從股權扣除的公開發售應佔的交易成本	-	(18,665)
Balances with shareholders	30(b)	股東結餘	-	(88)
Proceeds from /(repayments of) borrowings	30(b)	借款所得款項/(還款)	13,533	(978)
Repayments of finance lease payables	30(b)	償還融資租賃應付款項	(983)	(1,623)
Dividends paid		已付股息	(28,000)	(30,000)
Net cash (used in)/generated from financing activities		融資活動(所用)/所得現金淨額	(15,450)	103,646
Net increase in cash and cash equivalents		現金及現金等價物增加淨額	32,723	155,057
Effect of foreign currency rate changes		外幣兌換變動的影響	(113)	-
Cash and cash equivalents at 1 January		於一月一日的現金及現金等價物	161,626	6,569
<b>Cash and cash equivalents at 31 December</b>		<b>於十二月三十一日的現金及現金等價物</b>	<b>194,236</b>	<b>161,626</b>
<b>Analysis of cash and cash equivalents</b>		<b>現金及現金等價物分析</b>		
Time deposit up to three months	20	為期三個月或以下的定期存款	40,898	90,000
Bank and cash balances	20	銀行及現金結餘	153,682	71,626
Bank overdraft	22	銀行透支	(344)	-
			<b>194,236</b>	<b>161,626</b>

The notes on pages 124 to 231 are an integral part of these financial statements.

第124至231頁的附註為本財務報表的不可分割部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 1 GENERAL INFORMATION

Trio Industrial Electronics Group Limited (the “**Company**”) is a limited liability company incorporated in Hong Kong and listed (the “**Listing**”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 23 November 2017 (the “**Listing Date**”). The principal place of business and registered office of the Company is at Block J, 5/F., Phase II, Kaiser Estate, 51 Man Yue Street, Hung Hom, Kowloon, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (together the “**Group**”) are principally engaged in the manufacturing and sales of electronic products. The immediate holding company of the Company is Trio Industrial Electronics Holding Limited (“**Trio Holding**”), a company incorporated in the British Virgin Islands with limited liability. The Directors of the Company consider the controlling shareholders of the Group are Mr. Tai Leung Lam (“**Mr. Tai**”), Mr. Lai Yiu Wah (“**Mr. Lai**”), Mr. Kwan Tak Sum Stanley (“**Mr. Kwan**”) and Mr. Joseph Mac Carthy (“**Mr. Mac Carthy**”).

The consolidated financial statements are presented in thousands of Hong Kong dollars (“**HK\$’000**”), unless otherwise stated.

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 2.1 Basis of presentation

##### 2.1.1 Statement of Compliance

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), and in compliance with the Hong Kong Companies Ordinance (Chapter 622, the laws of Hong Kong) (the “**Companies Ordinance**”). The consolidated financial statements also include applicable disclosure required by the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

### 1 一般資料

致豐工業電子集團有限公司（「本公司」）為一家於香港註冊成立的有限公司，並於二零一七年十一月二十三日（「上市日期」）在香港聯合交易所有限公司（「聯交所」）主板上市（「上市」）。本公司主要營業地點及註冊辦事處為香港九龍紅磡民裕街51號凱旋工商中心2期5樓J室。

本公司為一家投資控股公司。本公司及其附屬公司（統稱「本集團」）主要從事製造及銷售電子產品。本公司之直接控股公司為致豐工業電子控股有限公司（「致豐控股」），一家於英屬處女群島註冊成立的有限公司。本公司董事認為本集團的控股股東為戴良林先生（「戴先生」）、黎耀華先生（「黎先生」）、關德深先生（「關先生」）及Joseph Mac Carthy先生（「Mac carthy先生」）。

除另有指明外，本綜合財務報表乃以港幣千元（「千港元」）呈列。

### 2 主要會計政策概要

本附註提供編製本綜合財務報表時所採納的主要會計政策清單。除另有說明外，該等政策於所有呈報年度貫徹一致應用。

#### 2.1 呈列基準

##### 2.1.1 遵例聲明

本綜合財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）並遵照香港公司條例（香港法例第622章）（「公司條例」）編製。本綜合財務報表亦包括聯交所證券上市規則（「上市規則」）所規定的適用披露資料。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of presentation (Continued)

#### 2.1.2 Basis of preparation

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of land and buildings, financial asset at fair value through profit or loss and derivative financial instruments, which are carried at fair value.

The preparation of the consolidated 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 to the consolidated financial statements.

*New and amended standards effective in 2018 which are relevant to the Group's operations*

The Group has applied the following new standards and amendments to standards which are effective for the financial period beginning on or after 1 January 2018 and relevant to the Group:

## 2 主要會計政策概要 (續)

### 2.1 呈列基準 (續)

#### 2.1.2 編製基準

本綜合財務報表乃按歷史成本法編製，並就按重估值列賬的土地及樓宇重估值、按公平值計入損益賬的金融資產，以及衍生金融工具作出修訂。

遵照香港財務報告準則編製綜合財務報表需要使用若干關鍵會計估計，亦需要管理層在應用本集團會計政策過程中作出判斷。涉及高度判斷或高度複雜性的範疇或涉及對綜合財務報表屬重大假設和估計的範疇，已在綜合財務報表附註4中披露。

*於二零一八年生效並與本集團營運有關的新訂及經修訂準則*

本集團已應用下列與本集團有關並自二零一八年一月一日或之後開始的財政期間生效的新訂及經修訂準則：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of presentation (Continued)

#### 2.1.2 Basis of preparation (Continued)

New and amended standards effective in 2018 which are relevant to the Group's operations (Continued)

HKFRS 2 (Amendment)	Classification and Measurement of Share-based Payment Transactions
HKFRS 4 (Amendment)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
HKFRS 15 (Amendment)	Clarifications to HKFRS 15
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration
Annual Improvements Project	Annual Improvements 2014-2016 Cycle

The above new standards, amendments, improvements and interpretation effective for the financial period beginning on 1 January 2018 do not have a material impact on the Group, except for HKFRS 9 "Financial instruments" and HKFRS 15 "Revenue from contracts with customers" as disclosed in note 2.2 to the consolidated financial statements.

## 2 主要會計政策概要 (續)

### 2.1 呈列基準 (續)

#### 2.1.2 編製基準 (續)

於二零一八年生效並與本集團營運有關的新訂及經修訂準則 (續)

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)	與香港財務報告準則第4號保險合約一併應用的香港財務報告準則第9號金融工具
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合同之收入
香港財務報告準則第15號(修訂本)	香港財務報告準則第15號之澄清
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
年度改進項目	二零一四年至二零一六年週期之年度改進

上述於二零一八年一月一日開始的財政期間生效的新準則、修訂本、改進及詮釋對本集團並無重大影響，惟綜合財務報表附註2.2所披露的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15號「來自客戶合同之收入」除外。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of presentation (Continued)

#### 2.1.2 Basis of preparation (Continued)

New and amended standards effective after 2018 which are relevant to the Group's operations and yet to be adopted

The following are new standards and amendments to standards relevant to the Group that have been issued but are not effective for the financial period beginning on or after 1 January 2018 and are yet to be adopted:

## 2 主要會計政策概要 (續)

### 2.1 呈列基準 (續)

#### 2.1.2 編製基準 (續)

於二零一八年後生效並與本集團營運有關而尚未採納的新訂及經修訂準則

下列為與本集團有關的新訂準則及準則修訂本已於二零一八年一月一日或之後開始的財政期間頒布但尚未生效，故並未採納：

		Effective for financial periods beginning on or after 於以下日期或之後開始的財政期間生效
HKAS 19 (Amendment)	Plan Amendment, Curtailment or Settlement	1 January 2019
HKAS 28 (Amendment)	Long-term Interests in Associates and Joint Ventures	1 January 2019
HKFRSs	Annual Improvement 2015 – 2017 Cycle	1 January 2019
HKFRS 9 (Amendment)	Prepayment Features with Negative Compensation	1 January 2019
HKFRS 16	Leases	1 January 2019
HK (IFRIC) - Int 23	Uncertainty over Income Tax Treatments	1 January 2019
HKAS 1 and HKAS 8 (Amendments)	Definition of Material	1 January 2020
HKFRS 3 (Amendment)	Definition of a Business	1 January 2020
HKFRS 17	Insurance Contracts	1 January 2021
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
香港會計準則第19號 (修訂本)	計劃修訂、縮減或結算	二零一九年一月一日
香港會計準則第28號 (修訂本)	於聯營公司及合營企業的長期權益	二零一九年一月一日
香港財務報告準則	二零一五年至二零一七年週期之年度改進	二零一九年一月一日
香港財務報告準則第9號 (修訂本)	具有負補償的預付功能	二零一九年一月一日
香港財務報告準則第16號	租賃	二零一九年一月一日
香港 (國際財務報告詮釋委員會) 詮釋第23號	所得稅不確定性的處理	二零一九年一月一日
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	二零二零年一月一日
香港財務報告準則第3號 (修訂本)	業務的定義	二零二零年一月一日
香港財務報告準則第17號	保險合約	二零二一年一月一日
香港財務報告準則第10號及香港會計準則第28號 (修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資	待定



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of presentation (Continued)

#### 2.1.2 Basis of preparation (Continued)

*New and amended standards effective after 2018 which are relevant to the Group's operations and yet to be adopted (Continued)*

#### HKFRS 16 Leases

##### Nature of change

HKFRS 16 "Leases" was issued in January 2016. It will result in almost all leases being recognised on the 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.

##### Impact

The standard will affect primarily the accounting for the Group's operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of HK\$3,095,000, see note 29(b) to the consolidated financial statements. The Group has assessed the effects of applying HKFRS 16 on the consolidated financial statements of the Group and has not identified any other material impact to the Group.

For the remaining lease commitments the Group expects to recognise right-of-use assets of approximately HK\$25,193,000 on 1 January 2019, lease liabilities of HK\$25,193,000 (after adjustments for prepayments and accrued lease payments recognised as at 31 December 2018). Overall net current assets will be HK\$5,519,000 lower due to the presentation of a portion of the liability as a current liability.

## 2 主要會計政策概要 (續)

### 2.1 呈列基準 (續)

#### 2.1.2 編製基準 (續)

*於二零一八年後生效並與本集團營運有關而尚未採納的新訂及經修訂準則 (續)*

#### 香港財務報告準則第16號租賃

##### 變動性質

香港財務報告準則第16號「租賃」於二零一六年一月頒佈後，絕大部分租賃將於資產負債表按承租人劃分予以確認，因為經營租賃與融資租賃的劃分已被刪除。在新準則下，資產（使用租賃項目的權利）及支付租金的金融負債已獲確認。唯一例外情況為短期低價值的租約。

##### 影響

該準則將會主要影響本集團的經營租賃的會計處理。於報告日期，本集團有不可撤銷經營租賃承擔3,095,000港元，見綜合財務報表附註29(b)。本集團已評估採用香港財務報告準則第16號對本集團綜合財務報表的影響且並未識別對本集團的任何其他重大影響。

就餘下租賃承擔而言，本集團預期於二零一九年一月一日確認具有使用權資產約25,193,000港元、租賃負債25,193,000港元（經已於二零一八年十二月三十一日確認的預付款項及累計租賃付款作出調整）。整體流動資產淨值將減少5,519,000港元，乃因部分負債呈報作流動負債所致。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of presentation (Continued)

#### 2.1.2 Basis of preparation (Continued)

*New and amended standards effective after 2018 which are relevant to the Group's operations and yet to be adopted (Continued)*

#### HKFRS 16 Leases (Continued)

##### Impact (Continued)

The Group's activities as a lessor are not material and hence the Group does not expect any significant impact on the financial statements. However, some additional disclosures will be required from next year.

##### Date of adoption by group

The Group will apply the standard from its mandatory adoption date of 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption. Right-of-use assets for property leases will be measured on transition as if the new rules had always been applied. All other right-of-use assets will be measured at the amount of the lease liability on adoption (adjusted for any prepaid or accrued lease expenses).

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

## 2 主要會計政策概要 (續)

### 2.1 呈列基準 (續)

#### 2.1.2 編製基準 (續)

*於二零一八年後生效並與本集團營運有關而尚未採納的新訂及經修訂準則 (續)*

#### 香港財務報告準則第16號租賃 (續) 影響 (續)

本集團作為出租人的活動並非重大，因此本集團並無預期財務報表蒙受任何重大影響。然而，下一個年度將須作出若干額外披露。

##### 本集團的採納日期

本集團自強制採納日期二零一九年一月一日起應用該準則。本集團擬應用簡化過渡方法，而不會重列首次採用前之年度的比較款項。物業租賃使用權資產將於過渡時計量，猶如已一直應用新規則。所有其他使用權資產將於採用時按租賃負債的金額計量（經任何預付或應付租賃開支調整）。

概無其他尚未生效且預期於本報告期間或未來報告期間對實體及可見將來之交易存在重大影響之準則。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Changes in accounting policies

This note explains the impact of the adoption of HKFRS 9 “Financial Instruments” (“**HKFRS 9**”) and HKFRS 15 “Revenue from Contracts with Customers” (“**HKFRS 15**”) on the Group’s financial statements and the new accounting policies as disclosed in note 2.11 and note 2.16 to the consolidated financial statements that have been applied from 1 January 2018, where they are different to those applied in prior periods.

Certain of the Group’s accounting policies have been changed to comply with the adoption of HKFRS 9 and HKFRS 15. HKFRS 9 replaces the provisions of HKAS 39 Financial Instruments (“**HKAS 39**”) that relate to the recognition, classification and measurement of financial assets and financial liabilities, de-recognition of financial instruments, impairment of financial assets and hedge accounting. HKFRS 15 replaces the provisions of HKAS 18 “Revenue” (“**HKAS 18**”) and HKAS 11 “Construction Contracts” (“**HKAS 11**”) that relate to the recognition, classification and measurement of revenue and costs.

#### (i) HKFRS 9 – Impact of adoption

HKFRS 9 addresses the classification, measurement and de-recognition of financial assets and financial liabilities, introduces new rules for a new impairment model for financial assets. This new standard retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income and fair value through profit or loss.

## 2 主要會計政策概要 (續)

### 2.2 會計政策變動

本附註闡述採納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**」)及香港財務報告準則第15號「來自客戶合同之收入」(「**香港財務報告準則第15號**」)對本集團財務報表及已於2018年1月1日採用綜合財務報表附註2.11及附註2.16所披露的新會計政策(與過往期間所採用的會計政策不同)的影響。

本集團的若干會計政策已變動，以符合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。香港財務報告準則第9號取代了香港會計準則第39號金融工具(「**香港會計準則第39號**」)中涉及金融資產和金融負債的確認、分類和計量；金融工具的終止確認；金融資產的減值和對沖會計的條款。香港財務報告準則第15號取代香港會計準則第18號「收益」(「**香港會計準則第18號**」)及香港會計準則第11號「建築合約」(「**香港會計準則第11號**」)中涉及收益及成本的確認、分類及計量的條款。

#### (i) 香港財務報告準則第9號 – 採納的影響

香港財務報告準則第9號針對財務資產和財務負債的分類、計量和終止確認，並引入對財務資產的新減值模型的新規定。此項新準則保留但簡化了財務資產的混合計量模型，並確定了三個主要的計量類別：按攤銷成本計量、按公平值計入其他全面收益以及按公平值計入損益。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Changes in accounting policies (Continued)

#### (i) HKFRS 9 – Impact of adoption (Continued)

The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The new impairment model requires the recognition of impairment provisions based on expected credit losses (“ECL”) rather than only incurred credit losses as is the case under HKAS 39. Under HKFRS 9, trade and other receivables of the Group continue to be recognised at amortised cost.

The Group has adopted of HKFRS 9 from 1 January 2018, resulting in changes in accounting policies and adjustments to the amounts recognised in the consolidated financial statements of the Group. In accordance with the transitional provisions in HKFRS 9 (7.2.15) and (7.2.26), comparative figures have not been restated as the Group does not have any hedge instrument. The reclassifications and the adjustments arising from the new impairment rules are therefore not reflected in the restated consolidated statement of financial position as at 31 December 2017, but are recognised in the opening consolidated statement of financial position on 1 January 2018.

## 2 主要會計政策概要 (續)

### 2.2 會計政策變動 (續)

#### (i) 香港財務報告準則第9號 – 採納的影響 (續)

此分類基準由實體的業務模式以及財務資產的合同現金流量特徵決定。新減值模型要求按預期信貸虧損(「預期信貸虧損」)確認減值撥備，而非根據香港會計準則第39號已發生的信貸損失(確認減值)。根據香港財務報告準則第9號，本集團的貿易及其他應收款項繼續按攤銷成本確認。

本集團於二零一八年一月一日起採納香港財務報告準則第9號，引致會計政策變動及於本集團綜合財務報表調整確認金額。根據香港財務報告準則第9號(7.2.15)及(7.2.26)的過渡條文，由於本集團並無任何對沖工具，因此並無重列比較數字。因此，新減值規則產生之重新分類及調整不在二零一七年十二月三十一日之經重列綜合財務狀況表上反映，惟於二零一八年一月一日於期初綜合財務狀況表內確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Changes in accounting policies (Continued)

#### (i) HKFRS 9 – Impact of adoption (Continued)

The adoption of HKFRS 9 in the current year does not result in any impact on the Group's retained earnings as at 1 January 2018 and 1 January 2017.

#### (a) Classification and measurement of financial instruments

There is no impact on the Group's accounting for financial assets. The Group accounts for the key man insurance as financial assets that are measured as fair value through profit or loss ("FVPL"). The classification and measurement of financial assets have not been changed. The Group's financial assets previously carried at amortised costs remained to be measured at amortised costs under HKFRS 9.

There is no effect resulting from reclassification on the Group's equity. The Group's financial liabilities previously carried at amortised costs remained to be measured at amortised costs under HKFRS 9.

## 2 主要會計政策概要 (續)

### 2.2 會計政策變動 (續)

#### (i) 香港財務報告準則第9號 – 採納的影響 (續)

於本年度採納香港財務報告準則第9號並不會對本集團於二零一八年一月一日及二零一七年一月一日的保留盈利造成任何影響。

#### (a) 金融工具的分類及計量

對本集團的金融資產會計處理並無影響。本集團將要員保險合約計作按公平值計入損益賬(「按公平值計入損益賬」)的金融資產。金融資產的分類及計量並無變動。本集團先前按攤銷成本呈列的金融資產根據香港財務報告準則第9號仍按攤銷成本計量。

重新分類對本集團的權益並無影響。本集團先前按攤銷成本呈列的金融負債根據香港財務報告準則第9號仍按攤銷成本計量。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Changes in accounting policies (Continued)

#### (i) HKFRS 9 – Impact of adoption (Continued)

#### (b) Reclassifications of financial instruments on adoption of HKFRS 9

On the date of initial application, 1 January 2018, the financial instruments of the Group were as follows, with any reclassifications noted:

## 2 主要會計政策概要 (續)

### 2.2 會計政策變動 (續)

#### (i) 香港財務報告準則第9號 – 採納的影響 (續)

#### (b) 採納香港財務報告準則第9號時重新分類金融工具

於首次應用日期二零一八年一月一日，本集團金融工具連同任何重新分類載列如下：

		Measurement category		Carrying amount		
		Original	New	Original	New	Difference
		(HKAS 39)	(HKFRS 9)	HK\$'000	HK\$'000	HK\$'000
		原訂	新訂	原訂	新訂	差額
		(香港會計準則第39號)	(香港財務報告準則第9號)	千港元	千港元	千港元
<b>Non-current financial asset</b>	<b>非流動金融資產</b>					
Financial asset at fair value through the profit or loss	按公平值計入損益賬的金融資產	FVPL	FVPL	2,651	2,651	-
		按公平值計入損益賬	按公平值計入損益賬			
<b>Current financial assets</b>	<b>流動金融資產</b>					
Trade and other receivables	貿易及其他應收款項	Amortised cost	Amortised cost	139,345	139,345	-
		攤銷成本	攤銷成本			
Deposits	按金	Amortised cost	Amortised cost	3,308	3,308	-
		攤銷成本	攤銷成本			
Restricted bank deposits	受限制銀行存款	Amortised cost	Amortised cost	8,084	8,084	-
		攤銷成本	攤銷成本			
Bank and cash balances	銀行及現金結餘	Amortised cost	Amortised cost	161,626	161,626	-
		攤銷成本	攤銷成本			
<b>Current financial liabilities</b>	<b>流動金融負債</b>					
Trade and other payables	貿易及其他應付款項	Amortised cost	Amortised cost	151,954	151,954	-
		攤銷成本	攤銷成本			
Contract liability	合約負債	Amortised cost	Amortised cost	2,883	2,883	-
		攤銷成本	攤銷成本			
Borrowings	借款	Amortised cost	Amortised cost	17,994	17,994	-
		攤銷成本	攤銷成本			
Finance lease payables	融資租賃應付款項	Amortised cost	Amortised cost	1,849	1,849	-
		攤銷成本	攤銷成本			

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Changes in accounting policies (Continued)

#### (i) HKFRS 9 – Impact of adoption (Continued)

##### (c) 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 for sales of goods, and
- financial asset carried at FVPL

The Group was required to revise its impairment methodology under HKFRS 9 for each of these classes of assets. There is no impact of the change in impairment methodology on the Group's retained earnings and equity.

While cash and cash equivalents and other financial assets at amortised cost are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

## 2 主要會計政策概要 (續)

### 2.2 會計政策變動 (續)

#### (i) 香港財務報告準則第9號 – 採納的影響 (續)

##### (c) 金融資產減值

本集團有兩類金融資產受限於香港財務報告準則第9號的新預期信貸虧損模式：

- 銷售貨品的貿易應收款項；及
- 按公平值計入損益賬的金融資產

本集團需要根據香港財務報告準則第9號就各個該等類別的資產修訂其減值方法。減值方法變動對本集團的保留盈利及股本並無影響。

儘管現金及現金等價物以及按攤銷成本列賬的其他金融資產亦受限於香港財務報告準則第9號的減值規定，但已識別減值虧損並不重大。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Changes in accounting policies (Continued)

#### (i) HKFRS 9 – Impact of adoption (Continued)

#### (c) Impairment of financial assets (Continued)

##### Trade receivables

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected credit loss allowance for all trade receivables. Note 3.1(b) to the consolidated financial statements provides for details about the calculation of the allowance. There is no impact of the loss allowance on 1 January 2018 for trade receivables.

The loss allowance increased to HK\$4,601,000 for trade receivables during the current year.

##### Financial asset carried at FVPL

Financial asset at FVPL are considered to be low risk, and therefore the impairment provision is determined as 12 months expected credit losses. The restatement of the loss allowance for financial asset at FVPL on transition to HKFRS 9 as a result of applying the expected credit risk model was immaterial, the Group does not recognise a loss allowance as at 31 December 2018.

The Group has assessed the effects of applying HKFRS 9 on the consolidated financial statements of the Group and has not identified any material impact to the Group.

## 2 主要會計政策概要 (續)

### 2.2 會計政策變動 (續)

#### (i) 香港財務報告準則第9號 – 採納的影響 (續)

#### (c) 金融資產減值 (續)

##### 貿易應收款項

本集團應用香港財務報告準則第9號所列方法計量預期信貸虧損，其對所有貿易應收款項使用全期預期信貸虧損撥備。綜合財務報表附註3.1(b)載有關於計算撥備的詳情。於二零一八年一月一日貿易應收款項並無虧損撥備影響。

於本年度，貿易應收款項的虧損撥備增加至4,601,000港元。

##### 按公平值計入損益賬的金融資產

按公平值計入損益賬的金融資產被視為低風險，因此，減值撥備釐定為12個月預期信貸虧損。由於應用預期信貸虧損模式過渡至香港財務報告準則第9號而重列按公平值計入損益賬的金融資產虧損撥備並不重大，本集團於二零一八年十二月三十一日並未確認虧損撥備。

本集團已評估應用香港財務報告準則第9號對本集團綜合財務報表的影響及並無發現對本集團造成任何重大影響。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Changes in accounting policies (Continued)

#### (ii) HKFRS 15 – Impact of adoption

The Group has adopted HKFRS 15 for the financial period beginning on or after 1 January 2018, resulting in changes in accounting policies and adjustments to the amounts recognised in the consolidated financial statements of the Group. In accordance with the transition provisions in HKFRS 15, the Group has adopted the modified retrospective approach for transition to the new revenue standard. The reclassification arising from the new rules is therefore not reflected in the consolidated statement of financial position as at 31 December 2017, but is recognised in the opening consolidated statement of financial position on 1 January 2018.

The adoption of HKFRS 15 in the current year does not result in any impact on the Group's retained earnings as at 1 January 2018 and 1 January 2017.

The reclassification on the consolidated statement of financial position as at 1 January 2018 are summarised below:

		HKAS 18 carrying amount 香港會計 準則第18號 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	Reclassification	HKFRS 15 carrying amount 香港財務報告 準則第15號 1 January 2018 二零一八年 一月一日 HK\$'000 千港元
Trade and other payables	貿易及其他應付款項	163,165	(2,883)	160,282
Contract liability	合約負債	-	2,883	2,883

## 2 主要會計政策概要 (續)

### 2.2 會計政策變動 (續)

#### (ii) 香港財務報告準則第15號 – 採納的影響

本集團已於二零一八年一月一日或之後開始的財政期間採納香港財務報告準則第15號，導致會計政策變動及於本集團綜合財務報表中確認調整金額。根據香港財務報告準則第15號中的過渡性條文，本集團就過渡至新收入準則時採納追溯法。因此，新規則產生的重新分類並無反映於二零一七年十二月三十一日的綜合財務狀況表內，惟於二零一八年一月一日的年初綜合財務狀況表內確認。

於本年度採納香港財務報告準則第15號並不會對本集團於二零一八年一月一日及二零一七年一月一日的保留盈利造成任何影響。

對二零一八年一月一日的綜合財務狀況表的重新分類概述於下文：

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Changes in accounting policies (Continued)

#### (ii) HKFRS 15 – Impact of adoption (Continued)

*Presentation of liabilities related to contracts with customers*

The Group has also voluntarily changed the presentation of certain amounts in the balance sheet to reflect the terminology of HKFRS 15:

Contract liability in relation to sales deposits received in advance from customers relating to sales of goods was previously presented as trade and other payables.

Contract liability is recognised when customers pay consideration, or are contractually required to pay consideration and the amounts are already due, before the Group recognises the related revenue.

There was no significant impact on the consolidated financial statements of the Group. HKFRS 15 establishes a comprehensive framework for determining when to recognise revenue and how much revenue to recognise through a 5-step approach: (i) identify the contract(s) with customer; (ii) identify separate performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations; and (v) recognise revenue when a performance obligation is satisfied. The core principle is that a company should recognise revenue when control of a goods or service transfers to a customer.

## 2 主要會計政策概要 (續)

### 2.2 會計政策變動 (續)

#### (ii) 香港財務報告準則第15號 – 採納的影響 (續)

*呈報與客戶合同有關的負債*

本集團亦自願變更資產負債表內若干金額的呈報，以反映香港財務報告準則第15號的專業術語：

有關就銷售商品預收客戶的銷售按金的合約負債過往呈列為貿易及其他應付款項。

合約負債於客戶支付代價時或合約上須支付代價且金額已到期及於本集團確認相關收入前確認。

並無對本集團的綜合財務報表造成重大影響。香港財務報告準則第15號構建一個綜合框架，透過以下五個步驟來釐定確認收入之時間及確認收入之金額：(i)識別與客戶之合約；(ii)識別合約中獨立之履約責任；(iii)釐定交易價格；(iv)將交易價格分配至履約責任；及(v)於履約責任達成時確認收入。核心原則是公司應於貨品或服務轉移至客戶時確認收入。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Changes in accounting policies (Continued)

#### (ii) HKFRS 15 – Impact of adoption (Continued)

From 1 January 2018 onwards, the Group has adopted the following accounting policies on revenue.

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

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is not satisfied overtime, an entity satisfies the performance obligation at point in time.

## 2 主要會計政策概要 (續)

### 2.2 會計政策變動 (續)

#### (ii) 香港財務報告準則第15號 – 採納的影響 (續)

自二零一八年一月一日起，本集團已採納以下有關收入之會計政策。

當或於貨品或服務之控制權轉移予客戶時確認收入。貨品或服務之控制權是在一段時間內還是某一時點轉移，取決於合約之條款與適用於合約之法律而定。倘本集團履行責任時符合以下條件，貨品或服務之控制權是在一段時間內轉移：

- 提供客戶同時間收到並消耗之所有利益；
- 產生及增強由客戶控制之資產（如本集團執行）；或
- 本集團不會產生具有可替代用途之資產，且本集團具有可強制執行的權利就累計至今已完成之履約部分收取款項。

倘實體並非於一段時間內履行責任，則該實體乃於某一時點履行責任。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Changes in accounting policies (Continued)

#### (ii) HKFRS 15 – Impact of adoption (Continued)

##### (i) Sales of goods

Sales are recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and 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 specific 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 or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from these sales is recognised based on the price specified in the contract. No element of financing is deemed present as the sales are made with the credit policies, which is consistent with market practice.

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

HKFRS 15 requires that revenue from contracts with customers be recognised upon the transfer of control over goods to the customer. As such, upon adoption, this requirement under HKFRS 15 resulted in immaterial impact to the financial statements as the timing of revenue recognition on sale of goods is nearly unchanged. Thus there was no material impact on the Group's consolidated statement of financial position as of 1 January 2018.

## 2 主要會計政策概要 (續)

### 2.2 會計政策變動 (續)

#### (ii) 香港財務報告準則第15號 – 採納的影響 (續)

##### (i) 銷售貨品

當產品之控制權轉移時(即產品已交付予客戶, 客戶對產品之銷售渠道有絕對酌情權, 且概無可影響客戶接納產品之未履行義務時), 銷售獲確認。當產品運送到指定地點時, 交付即告完成。當客戶按照銷售合約接納產品, 或本集團有客觀證據證明所有接納標準均已達成時, 產品毀損及遺失之風險轉由客戶承擔。

來自該等銷售之收入根據合約列明的價格確認。由於銷售乃按符合市場慣例的信貸政策進行, 故融資元素被視為不存在。

應收款項於交付貨品時確認, 原因為此時乃代價成為無條件之時間點, 僅須隨時間流逝即可收取付款。

香港財務報告準則第15號要求將對商品的控制權轉讓予客戶時確認客戶合同收入。因此, 一經採納, 香港財務報告準則第15號的該項規定將不會對財務報表產生重大影響, 乃由於確認商品銷售收入的時間幾乎無變動。因此, 並無對本集團於二零一八年一月一日的綜合財務狀況表產生重大影響。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.3 Subsidiaries

#### 2.3.1 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 combination. 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 interest issued by the Group. The consideration transferred includes the fair value of any assets 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.

Acquisition-related costs are expensed as incurred.

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 consolidated statement of comprehensive income.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

## 2 主要會計政策概要 (續)

### 2.3 附屬公司

#### 2.3.1 合併入賬

附屬公司為本集團擁有控制權的實體(包括架構實體)。當本集團透過參與該實體的活動而獲得或享有可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。附屬公司自控制權轉移至本集團當日起合併入賬，並自控制權終止當日起終止合併入賬。

本集團採用收購法將業務合併入賬。收購附屬公司的轉讓代價為已轉讓資產、所產生負債及本集團發行的股本權益的公平值。所轉讓代價包括因或然代價安排而令被收購方前擁有人承擔之所產生任何資產或負債的公平值。收購相關成本於產生時支銷。於業務合併中收購的可識別資產及承擔的負債及或然負債初步按於收購日期的公平值計量。

購買相關成本乃於產生時支銷。

所轉讓代價、被收購方之任何非控股權益金額及任何先前於被收購方之股權於收購日期之公平值超逾所收購可識別淨資產公平值之差額，乃入賬列作商譽。倘轉讓的代價、已確認非控股權益及先前持有的權益計量之總額低於所收購附屬公司淨資產之公平值(於議價收購之情況下)，則該差額會直接於綜合全面收益表內確認。

集團內的交易、結餘及未變現收益均予以抵銷。未變現虧損亦會抵銷。附屬公司所報金額已作出必要的調整以確保與本集團會計政策一致。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.3 Subsidiaries (Continued)

#### 2.3.2 Separate financial statements

Investment in subsidiaries is accounted for at cost less impairment. Cost includes direct attributable costs of investment. The result of subsidiaries is accounted for by the Company on the basis of dividend received and receivable.

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

### 2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (“**CODM**”). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of the Company that makes strategy decisions.

### 2.5 Foreign currency translation

#### (i) Functional and presentation currency

Items included in the financial statements of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (“**the functional currency**”). United States dollars (“**US\$**”) is the functional currency of principal operating subsidiaries of the Group. The consolidated financial statements are presented in HK\$, which is the functional and presentation currency of the Company.

## 2 主要會計政策概要 (續)

### 2.3 附屬公司 (續)

#### 2.3.2 獨立財務報表

於附屬公司的投資按成本扣除減值入賬。成本包括投資之直接應佔成本。附屬公司之業績由本公司按已收及應付股息入賬。

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，或倘個別財務報表之投資賬面值超出財務報表所示被投資公司之資產淨值（包括商譽）之賬面值，則須對該等附屬公司的投資進行減值測試。

### 2.4 分部報告

經營分部的報告方式與向主要營運決策人提供的內部報告方式一致。主要營運決策人（「**主要營運決策人**」）負責分配資源及評估經營分部的表現，主要營運決策人已被確定為作出策略決策的本公司董事會。

### 2.5 外幣換算

#### (i) 功能及呈列貨幣

本集團實體的財務報表所包括項目乃以該實體營運所在主要經濟環境的貨幣（「**功能貨幣**」）計算。本集團的主要營運附屬公司的功能貨幣為美元（「**美元**」）。綜合財務報表以港元呈列，其為本公司的功能及呈列貨幣。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.5 Foreign currency translation (Continued)

#### (ii) Transactions and balances in financial statements

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. 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 consolidated statement of comprehensive income.

#### (iii) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of that reporting period;
- (b) 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 rate on the dates of the transactions); and
- (c) all resulting currency translation differences are recognised in other comprehensive income.

### 2.6 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

## 2 主要會計政策概要 (續)

### 2.5 外幣換算 (續)

#### (ii) 財務報表的交易及結餘

外幣交易按交易當日或項目重新計量的估值日期的現行匯率換算為功能貨幣。結算該等交易及按年末匯率換算以外幣計值的貨幣資產及負債而產生的外匯收益及虧損於綜合全面收益表確認。

#### (iii) 集團公司

功能貨幣與呈列貨幣不同之所有集團實體（當中不涉及及嚴重通脹經濟體系貨幣）之業績及財務狀況按如下方法換算為呈列貨幣：

- (a) 每份呈報之財務狀況表內之資產與負債按該報告期末之收市匯率換算；
- (b) 每份損益表內之收支按平均匯率換算（除非此平均匯率並不代表交易日期適用匯率之累計影響之合理約數，在此情況下，收支項目按交易日期之匯率換算）；及
- (c) 所有由此產生之貨幣換算差額於其他全面收益確認。

### 2.6 政府補助

當能夠合理地保證政府補助將可收取，而本集團將會符合所有附帶條件時，將政府提供的補助按其公允價值確認入賬。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Property, plant and equipment

Property, plant and equipment (except for land and building) is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amounts 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 amounts of the replaced part is de-recognised. All other repairs and maintenance are charged to the consolidated statement of comprehensive income during the financial period in which they are incurred.

Land and buildings comprise mainly offices. Land and buildings are carried at revalued amount, being its fair value at the date of the revaluation on the basis of periodic valuations by external independent valuers less any subsequent accumulated depreciation and impairment losses. Any accumulated depreciation at the date of valuation is eliminated against the gross carrying amounts of the asset and the net amount is restated to the revalued amount of the asset. Revaluations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

Revaluation increases of land and buildings are recognised in the consolidated statement of comprehensive income to the extent that the increases reverse previous revaluation decreases of the same asset. All other revaluation increases are credited to the property revaluation reserve in the shareholders' equity. Revaluation decreases that offset previously revaluation increase of the same asset are charged against property revaluation reserve directly in equity. All other decreases are recognised in the consolidated statement of comprehensive income. On the subsequent sale or retirement of a revalued land and building, the attributable revaluation surplus remaining in the property revaluation reserve is transferred directly to retained profits.

## 2 主要會計政策概要 (續)

### 2.7 物業、廠房及設備

物業、廠房及設備(土地及樓宇除外)按歷史成本減折舊列賬。歷史成本包括收購該等項目直接應佔的開支。

後續成本僅在與該項目有關的未來經濟利益很可能流入本集團且該項目的成本能可靠計量時，方會計入資產的賬面值或確認為一項獨立資產(如適當)。被取代部分的賬面值終止確認。所有其他維修及保養費用於其產生的財政期間自綜合全面收益表中支銷。

土地及樓宇主要包括辦公室。土地及樓宇按重估金額，即其公平值(根據外聘獨立估值師定期進行之估值計算)減其後之折舊及減值虧損列賬。於估值日期之任何累計折舊與資產之賬面值總額對銷，而淨額則重列至資產之重估金額。重估將適當地定期進行，以確保賬面值與報告期結算日使用公平值釐定的價值不會有太大差距。

倘土地及樓宇的重估增加可抵銷先前於綜合全面收益表內確認的同一資產過往的重估減少，則增加於損益內確認。所有其他重估增加撥入股東權益的物業重估儲備。抵銷物業重估儲備內的同一資產過往增加的重估減少於權益扣除。所有其他減少均於綜合全面收益表內確認。已重估土地及樓宇其後出售或報廢時，物業重估儲備餘下應佔重估增加乃直接轉撥至留存溢利。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

Land and buildings	3.33%
Plant and machinery	20%
Furniture and fixtures	20%
Office equipment	20%
Motor vehicles	20%
Leasehold improvements	20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if necessary, at each reporting date.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amounts of the relevant asset, and is recognised in the consolidated statement of comprehensive income.

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 of disposal 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 (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

## 2 主要會計政策概要 (續)

### 2.7 物業、廠房及設備 (續)

物業、廠房及設備的折舊，按足以撇銷其成本或重估金額減剩餘價值的比率，於估計可使用年內使用直線法計算，主要年息率如下：

土地及樓宇	3.33%
廠房及機器	20%
傢俱及裝置	20%
辦公室設備	20%
汽車	20%
租賃物業裝修	20%

剩餘價值、可使用年期及折舊方法於各報告日期進行檢討及作出調整（如需要）。

出售物業、廠房及設備的收益或虧損指出售所得款項淨額與有關資產賬面值兩者間的差額，並於綜合全面收益表內確認。

資產乃於有事件或情況變動顯示其賬面值可能不能收回時作減值檢討。減值虧損按資產賬面值超過其可收回金額的部分予以確認。可收回金額為資產的公平值減出售成本及使用價值中的較高者。就評估減值而言，資產按存在單獨可識別現金流（現金產生單位）的最低水平分組。除商譽外，遭受減值的非金融資產於各報告日期就可能的減值撥回進行檢討。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.8 Leases

#### (i) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments (net of any incentives received from the lessor) are expensed in consolidated statement of comprehensive income on a straight-line basis over the lease term.

#### (ii) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the consolidated statement of financial position as finance lease payable. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

## 2 主要會計政策概要 (續)

### 2.8 租賃

#### (i) 經營租賃

當擁有權的大部分風險及回報由出租人保留時，租賃分類為經營租賃。租賃付款（扣除出租人給予的任何獎勵）於租期內按直線法在綜合全面收益表中支銷。

#### (ii) 融資租賃

資產擁有權的絕大部份風險及回報實質上轉讓至本集團的租賃以融資租賃入賬。融資租賃在開始時按租賃資產的公平值及最低租賃款項現值（兩者均於租賃開始時釐定）的較低者入賬。

對出租人的相應債務於綜合財務狀況表中列作應付融資租賃。租賃款項按比例分配為財務費用及削減未付債務。財務費用租期內各期間分攤，以為債務結餘得出一個貫徹的定期利率。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.9 Inventories

Inventories are stated at the lower of cost and net realisable value.

Costs include cost of purchase (including taxes, transport and handling) net of trade discounts received and other costs incurred in bringing the inventories to their present location and condition, and are calculated using the weighted average method. Net realisable value is determined based on estimated selling price less all estimated costs to be incurred in marketing, selling and distribution.

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

### 2.10 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

## 2 主要會計政策概要 (續)

### 2.9 存貨

存貨按成本與可變現淨值兩者中的較低者入賬。

成本包括採購成本(包括稅項、交通及手續費)扣除貿易折扣及將存貨付運至其現在位置及令存貨達致現在狀況所產生的其他成本,以加權平均法計算。可變現淨值乃按估計售價釐定,減市場推廣、銷售及分銷產生的所有估計成本。

當存貨售出時,該等存貨的賬面值於確認有關收入期間支銷。將存貨撇減至可變現淨值的金額及存貨的所有虧損於撇減或虧損發生期間於綜合全面收益表確認。任何存貨撇減的撥回金額乃於撥回產生期間確認為已列作開支的存貨金額的減少。

### 2.10 貿易及其他應收款項

貿易應收款項為在日常業務過程中就售出貨品或提供服務應收客戶的款項。如預期在一年或以內(如在業務的正常營運週期,則可較長時間)收回,分類為流動資產,否則分類為非流動資產。

貿易及其他應收款項按公平值初始確認,其後以實際利率法按攤銷成本扣除減值撥備計量。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other 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 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 be recorded in consolidated statement of comprehensive income.

#### (ii) Recognition and de-recognition

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 de-recognised 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 主要會計政策概要 (續)

### 2.11 投資及其他金融資產

#### (i) 分類

自二零一八年一月一日起，本集團將其金融資產分類為下列計量類別：

- 之後按公平值計入損益賬計量的金融資產；及
- 按攤銷成本計量的金融資產。

分類視乎實體管理金融資產之業務模式及現金流量之合約條款而定。

對於按公平值計量的資產，收益及虧損將記入綜合全面收益表。

#### (ii) 確認及終止確認

以常規方式購買及出售金融資產，均於交易日進行確認，交易日即本集團承諾購買或出售資產之日期。當收取金融資產所得現金流量之權利已屆滿或轉移且本集團已轉讓所有權絕大部分風險及回報時，終止確認金融資產。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other 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 consolidated statement of comprehensive income.

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 de-recognition is recognised directly in consolidated statement of comprehensive income and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of comprehensive income.

## 2 主要會計政策概要 (續)

### 2.11 投資及其他金融資產 (續)

#### (iii) 計量

於初始確認時，若金融資產並非按公平值計入損益賬（按公平值計入損益賬），則本集團按公平值另加收購該金融資產直接所佔交易成本計量該金融資產。按公平值計入損益賬的金融資產之交易成本於綜合全面收益表支銷。

附有嵌入式衍生工具的金融資產於釐定其現金流量是否僅為本金及利息付款時會整體考慮。

#### 債務工具

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

- 攤銷成本：倘為收取合約現金流量而持有之資產的現金流量僅為本金及利息付款，則該等資產按攤銷成本計量。該等金融資產之利息收入採用實際利率法計入財務收入。終止確認產生之任何收益或虧損直接於綜合全面收益表中確認，並連同匯兌收益及虧損於其他收益／（虧損）列示。減值虧損於綜合全面收益表內作為單獨項目列示。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other 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 consolidated statement of comprehensive income. When the financial asset is de-recognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to consolidated statement of comprehensive income 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 expenses are presented as separate line item in the consolidated statement of comprehensive income.
- 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 consolidated statement of comprehensive income and presented net within other gains/(losses) in the period in which it arises.

## 2 主要會計政策概要 (續)

### 2.11 投資及其他金融資產 (續)

#### (iii) 計量 (續)

##### *債務工具 (續)*

- 按公平值計入其他全面收益賬：倘為收取合約現金流量及出售金融資產而持有之資產的現金流量僅為本金及利息付款，則該等資產按公平值計入其他全面收益賬。賬面值變動乃透過其他全面收益確認，惟減值收益或虧損、利息收入及匯兌收益及虧損則於綜合全面收益表確認。於終止確認金融資產時，之前於其他全面收益確認的累計收益或虧損由權益重新分類至綜合全面收益表並於其他收益／(虧損) 確認。該等金融資產的利息收入使用實際利率法計入財務收入。外匯收益及虧損於其他收益／(虧損) 呈報及減值開支於綜合全面收益表內作為獨立項目呈報。
- 按公平值計入損益賬：不符合攤銷成本或按公平值計入其他全面收益賬的資產乃按公平值計入損益計量。其後按公平值計入損益賬的債務投資產生的收益或虧損於綜合全面收益表內確認，並於其產生期間之其他收益／(虧損) 中以淨值列示。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other financial assets (Continued)

#### (iii) Measurement (Continued)

##### 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 de-recognition of the investment. Dividends from such investments continue to be recognised in consolidated statement of comprehensive income 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 consolidated statement of comprehensive income 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.

#### (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, see note 18 to the consolidated financial statements for further details.

## 2 主要會計政策概要 (續)

### 2.11 投資及其他金融資產 (續)

#### (iii) 計量 (續)

##### 股本工具

本集團其後按公平值計量所有股本投資。倘本集團管理層已選擇於其他全面收益呈報股本投資之公平值收益及虧損，則於終止確認此類投資後，公平值收益及虧損不再重新分類至損益。當本集團收取付款之權利確立時，此類投資之股息繼續於綜合全面收益表中確認為其他收入。

按公平值計入損益賬的金融資產之公平值變動於綜合全面收益表（如適用）內其他收益／（虧損）中確認。按公平值計入其他全面收益賬的股本投資之減值虧損（及減值虧損撥回）不會與公平值之其他變動分開呈報。

#### (iv) 減值

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

就貿易應收款項而言，本集團應用香港財務報告準則第9號許可的簡化法，其要求自初步確認貿易應收款項起確認預期全期虧損，進一步詳情請參閱綜合財務報表附註18。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other financial assets (Continued)

#### (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. See note 33 to the consolidated financial statements for details about each type of financial asset.

## 2 主要會計政策概要 (續)

### 2.11 投資及其他金融資產 (續)

#### (v) 截至二零一七年十二月三十一日應用的會計政策

本集團應用香港財務報告準則第9號進行追溯，但選擇未重列比較資料。因此，比較資料依舊按照與本集團以往相一致的會計政策入賬。

截至二零一七年十二月三十一日，本集團將金融資產按照以下類別進行分類：

- 按公平值計入損益賬的金融資產，及
- 貸款及應收款項。

分類取決於獲得投資的目的。管理層於初步確認時釐定其投資的分類，倘資產被分類為持有至到期，則於各報告期末重新評估該指定。有關各類金融資產的詳情，請參閱綜合財務報表附註33。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other financial assets (Continued)

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

##### (i) Reclassification

The Group could choose to reclassify a non-derivative trading financial asset out of the held for trading category if the financial asset was no longer held for the purpose of selling it in the near term. Financial assets other than loans and receivables were permitted to be reclassified out of the held for trading category only in rare circumstances arising from a single event that was unusual and highly unlikely to recur in the near term. In addition, the Group could choose to reclassify financial assets that would meet the definition of loans and receivables out of the held for trading or available-for-sale categories if the Group had the intention and ability to hold these financial assets for the foreseeable future or until maturity at the date of reclassification.

Reclassifications were made at fair value as of the reclassification date. Fair value became the new cost or amortised cost as applicable, and no reversals of fair value gains or losses recorded before reclassification date were subsequently made. Effective interest rates for financial assets reclassified to loans and receivables and held-to-maturity categories were determined at the reclassification date. Further increases in estimates of cash flows adjusted effective interest rates prospectively.

## 2 主要會計政策概要 (續)

### 2.11 投資及其他金融資產 (續)

#### (v) 截至二零一七年十二月三十一日應用的會計政策 (續)

##### (i) 重新分類

如果金融資產不再以近期出售為目的而持有，本集團可以選擇將其從持有待售的金融資產中重新分類為非衍生交易性金融資產。只有在基於近期特殊的，極小可能重複出現的偶然事件發生的情境下，除借款及應收款外的金融資產可以從持有待售金融資產中重新分類。此外，如果本集團有意圖及能力將此金融資產持有至可預見的未來或在重新分類日持有至到期，本集團可以選擇將符合借款和應收款定義的金融資產從持有待售或可供出售的類別中重新分類。

重新分類的金融資產以重新分類日當日的公平值計量。如適用，公平值作為新的成本價或攤銷成本價，且重新分類日之前計入的公平值變動損益在以後期間不可予以回撥。重新分類為借款及應收款項及持有至到期的金融資產的實際利率在重新分類日決定。預計現金流量的進一步增加適時調整實際利率。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other financial assets (Continued)

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

##### (ii) Subsequent measurement

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

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

Details on how the fair value of financial instruments is determined are disclosed in note 3.3 to the consolidated financial statements.

## 2 主要會計政策概要 (續)

### 2.11 投資及其他金融資產 (續)

#### (v) 截至二零一七年十二月三十一日應用的會計政策 (續)

##### (ii) 後續計量

初步確認的計量並不會因採納香港財務報告準則第9號而改變，見上文描述。

經初步確認後，貸款及應收款項隨後採用實際利率法以攤銷成本計量。

金融工具的公平值釐定方式詳情披露於綜合財務報表附註3.3。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other financial assets (Continued)

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

##### (iii) 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.

##### *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 consolidated statement of comprehensive income. If a loan 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.

## 2 主要會計政策概要 (續)

### 2.11 投資及其他金融資產 (續)

#### (v) 截至二零一七年十二月三十一日應用的會計政策 (續)

##### (iii) 減值

本集團於各報告期末評估是否存在客觀證據證明一項金融資產或一組金融資產發生減值。一項金融資產或一組金融資產發生減值以及減值虧損產生的唯一前提為，客觀證據證明於初次確認資產後，一項或多項事件發生導致減值（「虧損事件」），且該虧損事件對該金融資產或該組金融資產的估計未來現金流量的影響可以可靠估計。

##### *按攤銷成本列賬的金融資產*

就貸款及應收款項而言，虧損的金額乃以資產的賬面值與按金融資產原定實際利率貼現之估計未來現金流量現值（不包括尚未產生之未來信貸虧損）之差額計算。資產賬面值減少，而虧損金額則於綜合全面收益表內確認。倘貸款以浮動利率計息，則用作計量任何減值虧損的貼現率為根據合約釐定的當期實際利率。在實際運作上，本集團可採用可觀察市價按工具的公平值為基準計量減值。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other financial assets (Continued)

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

##### (iii) Impairment (Continued)

Assets carried at amortised cost (Continued)

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 consolidated statement of comprehensive income.

Impairment testing of trade receivables is described in note 3.1(b) to the consolidated financial statements.

## 2 主要會計政策概要 (續)

### 2.11 投資及其他金融資產 (續)

#### (v) 截至二零一七年十二月三十一日應用的會計政策 (續)

##### (iii) 減值 (續)

按攤銷成本列賬的金融資產 (續)

倘於其後期間減值虧損金額下跌，而下跌在客觀上與一項於確認減值後發生之事件（如債務人之信貸評級改善）有關，則先前已確認之減值虧損撥回會於綜合全面收益表內確認。

貿易應收款項的減值測試載於綜合財務報表附註3.1(b)。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

### 2.13 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The gain or loss is recognised in “Other operating expenses, net” in the consolidated statement of comprehensive income.

### 2.14 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, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the consolidated statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

### 2.15 Trade and other payables

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

## 2 主要會計政策概要 (續)

### 2.12 抵銷金融工具

當有法定可執行權利可抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產和結算負債時，金融資產與負債可互相抵銷，並在綜合財務狀況表報告其淨額。法定可執行權利不得依賴未來事件而定，而在一般業務過程中以及倘本集團或對手方一旦出現違約、無償債能力或破產時必可強制執行。

### 2.13 衍生金融工具

衍生工具於訂立衍生合約當日初步按公平值確認，其後按公平值重新計量。損益於綜合全面收益表中的「其他經營開支淨額」內確認。

### 2.14 現金及現金等價物

於綜合現金流量表中，現金及現金等價物包括手頭現金、銀行活期存款、其他原到期日為三個月或以內之短期高度流通投資以及銀行透支。於綜合財務狀況表中，銀行透支於流動負債中的借款中列示。

### 2.15 貿易及其他應付款項

貿易及其他應付款項初始按其公平值列賬，並於其後採用實際利息法按攤銷成本計算，除非貼現之影響輕微，則在此情況下按成本列賬。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.16 Revenue recognition

#### Accounting policies applied from 1 January 2018

Revenue is measured at the fair value of the consideration received and receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities.

#### Sales of goods

Revenue from the sale of goods directly to the customers is recognised at the point that the control of the inventory have passed to the customers, which is primarily upon the acceptance of the products by the customers. The customers have full discretion over the products, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. The Group collects cash or bank acceptance notes from the customers before or upon deliveries of products through banks. Cash or bank acceptance notes collected from the customers before product delivery is recognised as contract liabilities (note 5 to the consolidated financial statements).

## 2 主要會計政策概要 (續)

### 2.16 收益確認

#### 自二零一八年一月一日起應用的會計政策

收益按已收及應收代價的公平值計量，代表應收供應貨品的金額，扣除折讓、退貨及增值稅後列賬。本集團於收益金額能夠可靠計量時；未來經濟利益可能流入實體時；及本集團的各項活動已滿足規定標準時確認收益。

#### 銷售貨品

直接向客戶銷售貨品所得收益於存貨的控制權已轉移予客戶時（主要於客戶接受產品後）確認。客戶對產品有充分酌情權且並無未履行責任可影響客戶對該等產品的接納。本集團在產品交付之前或之後透過銀行向客戶收取現金或銀行承兌票據。在產品交付前自客戶收取的現金或銀行承兌票據確認為合約負債（綜合財務報表附註5）。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.16 Revenue recognition (Continued)

#### Accounting policies applied until 31 December 2017

The Group has applied HKFRS 15, 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.

Revenue is measured at the fair value of the consideration received and receivable. Amounts disclosed as revenue are net of discounts, returns and value added taxes. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for the Group's activity.

#### Sales of goods

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

### 2.17 Interest income

Interest income from financial assets at FVPL is included in the net fair value gains/(losses) on these assets, see note 6 to the consolidated financial statements below.

Interest income on financial assets at amortised cost and financial assets at FVOCI (2017 – loans and receivables) calculated using the effective interest method is recognised in the consolidated statement of comprehensive income as part of other income.

## 2 主要會計政策概要 (續)

### 2.16 收益確認 (續)

#### 截至二零一七年十二月三十一日應用的會計政策

本集團已應用香港財務報告準則第15號，但已決定比較資料不予重列。因此，所提供的比較資料繼續根據本集團之前的會計政策入賬。

收益按已收及應收代價的公平值計量。扣除折扣、退貨及增值稅的款項披露為收益。本集團於收益金額能夠可靠計量時；未來經濟利益可能流入實體時；及本集團的活動已滿足規定標準時確認收益。

#### 銷售貨品

銷售貨品所得收益於所有權的重大風險及回報轉移時確認，通常與向客戶交付貨品及轉移所有權的時間一致。

### 2.17 利息收入

按公平值計入損益賬的金融資產所得利息收入計入該等資產的公平值收益／(虧損)淨額，參見下文綜合財務報表附註6。

使用實際利率法計算的按攤銷成本列賬的金融資產及按公平值計入其他全面收益賬的金融資產(二零一七年一貸款及應收款項)的利息收入於綜合全面收益表內確認為其他收入的一部分。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Interest income (Continued)

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes, see note 10 to the consolidated financial statements below. Any other interest income is included in finance income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

### 2.18 Employee benefits

#### (i) Pension obligations

The Group contributes on a monthly basis to various defined contribution plans organised by the relevant governmental authorities. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior years. The contributions are recognised as employee benefit expense when they are due.

The Group joined the Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those qualifying employees employed under the jurisdiction of the Hong Kong Employment Ordinance, and who are eligible to participate in the MPF Scheme.

## 2 主要會計政策概要 (續)

### 2.17 利息收入 (續)

當利息收入來自持作現金管理目的的金融資產時呈報為財務收入，參見下文綜合財務報表附註10。任何其他利息收入計入財務收入。

利息收入是用實際利率乘以金融資產賬面總額計算得出，惟後續發生信貸減值的金融資產除外。就信貸減值的金融資產而言，其利息收入是用實際利率乘以金融資產賬面淨額（經扣除虧損撥備）得出。

### 2.18 僱員福利

#### (i) 退休金責任

本集團每月向有關政府機構組織的多個定額供款計劃作出供款。倘若基金並無持有足夠資產支付所有僱員有關當年及過往年度的僱員服務的福利，則本集團並無法律或推定責任支付進一步的供款。供款於到期時確認為僱員福利開支。

本集團根據香港強制性公積金計劃條例，為受香港僱傭條例管轄且符合資格參與強制性公積金計劃（「強積金計劃」）的所有合資格僱員營運強積金計劃。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.18 Employee benefits (Continued)

#### (i) Pension obligations (Continued)

The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds. The Group has no further payment obligations once the contribution has been paid. The Group's contributions to the scheme are recognised as employee benefit expenses when they are due. When employees leave the scheme prior to the full vesting of the employer's voluntary contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

The Group in the PRC participate in defined contribution retirement benefit plans organised by relevant government authorities for its employees in the PRC and contribute to these plans based on certain percentage of the salaries of the employees on a monthly basis, up to a maximum fixed monetary amount, as stipulated by the relevant government authorities. The government authorities undertake to assume the retirement benefit obligations payable to all existing and future retired employees under these plans.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

## 2 主要會計政策概要 (續)

### 2.18 僱員福利 (續)

#### (i) 退休金責任 (續)

強積金計劃為界定供款計劃，計劃的資產由獨立受託管理的基金持有。本集團於供款後再無其他付款責任。本集團向該等計劃所作供款乃於其到期時確認為僱員福利開支。僱員在可全數取得僱主自願性供款前離職，則沒收的供款金額用於減少本集團應付供款。

本集團於中國為其中國僱員參與有關政府機關營辦之定額供款退休福利計劃，並依照僱員薪金之若干百分比按月向該等計劃供款不超過有關政府機關規定之最高固定貨幣金額。根據該等計劃，該等政府機關承擔應付所有現有及未來退休僱員之退休福利責任。

就界定供款計劃而言，本集團以強制性、合同性或自願性方式向公開或私人管理的退休保險計劃供款。本集團作出供款後，即無進一步付款義務。該等供款於到期時確認為僱員福利支出。預付供款按照現金退款或可減少未來付款而確認為資產。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.18 Employee benefits (Continued)

#### (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) Employee leave entitlements

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

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

#### (iv) Short-term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees.

## 2 主要會計政策概要 (續)

### 2.18 僱員福利 (續)

#### (ii) 獎金計劃

當本集團因為職工已提供之服務而產生現有法律或推定性責任，而該責任金額能可靠估算時，則將獎金計劃之預計成本確認為負債入賬。

獎金計劃的負債預期於12個月內付清，並以預期付清時應付的款項計算。

#### (iii) 僱員應享假期

僱員應得的年假於其可享有時確認。截至報告日期僱員因提供服務而可享有年假的估計負債已作撥備。

僱員應享的病假及產假於休假時方予確認。

#### (iv) 短期僱員福利

薪金、年度花紅、有薪年假及非貨幣福利成本於僱員提供相關服務期間內累計。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Share-based payment transactions

#### Equity-settled transactions

The Group's employees, including directors, receive remuneration in the form of share-based payment transactions, whereby the employees rendered services in exchange for shares or rights over shares of the Company. The cost of such transactions with employees is measured by reference to the fair value of the equity instruments at the date at which the entity and another party (including an employee) agree to a share-based payment arrangement, being when the entity and the counterparty have a shared understanding of the terms and conditions of the arrangement ("**Grant Date**"). The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a reserve within equity. The fair value is determined using the Binomial Option Pricing Model, taking into account any market conditions and non-vesting conditions.

Equity-settled share-based payment transactions with parties other than employees are measured at fair value of the goods or services received, except where the fair value cannot be reliably estimated, in which case they are measured at the fair value of the equity instruments granted. In all cases, the fair value is measured at the date the Group obtains the goods or the counterparty renders the services.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the vesting conditions are to be fulfilled, ending on the date on which the entitlement of relevant employees to the award is no longer conditional on the satisfaction of any non-market vesting conditions ("**Vesting Date**"). During the vesting period, the number of share options that is expected to vest ultimately is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to consolidated statement of comprehensive income for the year of the review, with a corresponding adjustment to the reserve within equity.

## 2 主要會計政策概要 (續)

### 2.19 以股份為基礎付款交易

#### 權益結算交易

本集團的僱員（包括董事）按以股份為基礎的付款交易之形式收取報酬，而僱員則以提供服務交換股份或涉及本公司股份的權利。與僱員所進行相關交易之成本乃參照股本工具於實體與其他人士（包括一名僱員）協定以股份為基礎的付款安排（即實體與交易對方就安排的條款及條件達成共識之日（「授出日期」））之日期的公平值計量。授予僱員的購股權的公平值確認為僱員成本，而權益內的儲備亦相應增加。公平值乃於計及任何市況及非歸屬條件後使用二項式期權定價模型釐定。

與僱員以外之人士進行的以權益結算以股份為基礎的付款交易按已收取貨物或服務之公平值計量，惟倘公平值無法可靠估計，則按已授出股本工具的公平值計量。於所有情況下，公平值均於本集團取得貨物或交易對方提供服務之日計量。

以權益結算的交易的成本連同權益的相應升幅會於達致歸屬條件之期間確認，直至相關僱員不再須待任何非市場歸屬條件獲達成方可享有該報酬之日（「歸屬日」）為止。於歸屬期內會審閱預期將最終歸屬的購股權數目。於過往年度確認對累計公平值的任何調整會於審閱年度的綜合全面收益表內扣除／計入，並相應調整權益內的儲備。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Share-based payment transactions (Continued)

#### Equity-settled transactions (Continued)

When the share options are exercised, the amount previously recognised in the share option reserve will be transferred to share capital. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained earnings.

### 2.20 Taxation

The tax expense comprises current and deferred tax. Tax is recognised in the consolidated statement of comprehensive income, 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 end of reporting period in the countries where the Group operates and generates 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.

## 2 主要會計政策概要 (續)

### 2.19 以股份為基礎付款交易 (續)

#### 權益結算交易 (續)

行使購股權時，之前已於購股權儲備確認之數額將轉撥至股本。倘購股權於歸屬日期後被沒收或於屆滿日期時仍未獲行使，之前已於購股權儲備確認之數額將轉撥至保留盈利。

### 2.20 稅項

稅項開支包括即期及遞延稅項。稅項於綜合全面收益表確認，惟與於其他全面收入或直接於權益確認之項目相關除外。於此情況下，稅項亦分別於其他全面收入或直接於權益確認。

#### (i) 即期所得稅

即期稅項開支根據本集團營運所在及產生應課稅收入之國家於報告期末已頒佈或實質頒佈之稅務法例計算。管理層就適用稅務法例有待詮釋之情況定期評估報稅表之狀況，並在適用情況下根據預期須向稅務機關支付之稅款設定撥備。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Taxation (Continued)

#### (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, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, 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 end of reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only 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, associates and joint arrangements, 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. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognised.

## 2 主要會計政策概要 (續)

### 2.20 稅項 (續)

#### (ii) 遞延所得稅

##### *內在差異*

對於資產及負債的稅基與其在綜合財務報表的賬面值之間的暫時差額，使用負債法確認遞延所得稅。然而，若遞延稅項負債於商譽初步確認時產生，則其不獲確認；若遞延所得稅於交易（不包括業務合併）中對資產或負債初步確認時產生，而在交易時不影響會計損益或應課稅損益，則不作記賬。遞延所得稅乃以於報告期末已頒佈或實質頒佈的稅率（及稅法）釐定，並預期於變現相關遞延所得稅資產或償還遞延所得稅負債時應用。

遞延所得稅資產僅於有可能產生未來應課稅溢利而可動用暫時差額抵銷而確認。

##### *外在差異遞延*

所得稅負債就於附屬公司、聯營公司及合營安排之投資所產生之應課稅暫時差額作出撥備，惟倘本集團可控制暫時差額之撥回時間，及很有可能在可預見未來不會撥回該暫時差額之遞延所得稅負債除外。一般而言，本集團不能控制聯營公司之暫時差額撥回。僅在訂有協議賦予本集團權力於可預見未來控制暫時差額撥回時，方不就聯營公司的未分派溢利所產生的應課稅暫時差額確認遞延稅項負債。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Taxation (Continued)

#### (ii) Deferred income tax (Continued)

##### Outside basis differences (Continued)

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements 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 tax 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.

### 2.21 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. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

## 2 主要會計政策概要 (續)

### 2.20 稅項 (續)

#### (ii) 遞延所得稅 (續)

##### 外在差異遞延 (續)

僅在暫時差額可能將於日後撥回，且有充足之應課稅溢利而動用暫時差額予以抵銷時，方會就因投資附屬公司、聯營公司及合營安排而產生之可扣減暫時差額確認遞延所得稅資產。

#### (iii) 抵銷

倘有合法可強制執行權利以即期稅項資產抵銷即期稅項負債，以及當遞延所得稅資產及負債涉及由同一稅務機關就應課稅實體或有意以淨額基準結算結餘之不同應課稅實體徵收所得稅，遞延所得稅資產與負債則互相抵銷。

### 2.21 撥備

撥備乃於下列情況下確認：本集團因過往事件而有現有法律或推定責任，且有可能需要撥出資源以履行責任，及已可靠地估計數額。重建撥備包括租賃終止罰款及僱員終止付款。撥備並無就未來經營虧損而確認。

如有多項類似責任，於釐定需要流出資源以抵償責任的可能性時，會整體考慮該責任類別。即使在同一責任類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認撥備。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.21 Provisions (Continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax 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 within “finance expenses, net” in the consolidated statement of comprehensive income.

### 2.22 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.

### 2.23 Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction cost) and the redemption value is recognised in the consolidated statement of comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probably that some or all of the facilities will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

## 2 主要會計政策概要 (續)

### 2.21 撥備 (續)

撥備採用稅前利率按預期抵償責任所需開支的現值計算，該利率反映當時市場對貨幣時間價值及該責任固有風險的評估。撥備隨時間流逝而增加的金額確認為綜合全面收益表中「財務開支淨額」內的利息開支。

### 2.22 股本

普通股分類為權益。

發行新股份或購股權直接應佔的新增成本於權益中列作所得款項的減項（扣除稅項）。

### 2.23 借款及借款成本

借款最初按公平值（扣除已產生交易成本）確認。借款其後按攤銷成本列賬；所得款項（扣除交易成本）與贖回價值的任何差額，於借款期採用實際利率法於綜合全面收益表確認。

在貸款將很可能部份或全部提取的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取貸款時。在並無跡象顯示該貸款將很有可能部份或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間攤銷。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.23 Borrowings and borrowing costs (Continued)

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

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 consolidated statement of comprehensive income in which they are incurred.

### 2.24 Dividend distribution

Dividend distribution to the 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 主要會計政策概要 (續)

### 2.23 借款及借款成本 (續)

除非本集團可無條件延遲償還負債至報告期末後至少12個月，否則借款分類為流動負債。

收購、建造或生產合資格資產(即需相當長時間方可作擬定用途或出售的資產)直接應佔的一般及特定借款成本會計入該等資產的成本，直至該等資產大致可作擬定用途或出售為止。

特定借款用於合資格資產之前作為臨時投資所賺取的投資收入，於合資格撥充資本的借款成本中扣除。

所有其他借款成本在產生期內於綜合全面收益表確認。

### 2.24 股息分派

向股東分派的股息在股息獲本公司股東或董事(如適用)批准有關股息的期間內，於本集團及本公司的財務報表確認為負債。



### 3 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### 3.1 Financial risk factors

##### (a) Market risk

###### (i) Foreign exchange risk

The Group operates mainly in Hong Kong and the PRC. Entities within the Group are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to HK\$, Euro ("EUR") and Renminbi ("RMB"). Foreign exchange risk arises from export sales, purchases, other future commercial transactions, monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

Management has set up a policy to require the group companies to manage their foreign exchange risk against their functional currencies. The group companies do not adopt formal hedge accounting policy. It manages its foreign currency risk by closely monitoring the movement of foreign currency rates and will consider to enter into foreign exchange contracts to reduce the exposure should the need arises.

As at 31 December 2018, if US\$ had weakened/strengthened by 5 percent against EUR with all other variables held constant, post-tax profit for the year ended 31 December 2018 would have been HK\$354,000 (2017: HK\$589,000) lower/higher, mainly as a result of foreign exchange loss on translation of EUR denominated trade and other payables, and cash and cash equivalents.

### 3 財務風險管理

本集團業務承受多類財務風險：市場風險（包括外匯風險、現金流量及公平值利率風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃重點關注金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

#### 3.1 財務風險因素

##### (a) 市場風險

###### (i) 外匯風險

本集團主要於香港及中國經營。本集團內實體面對若干貨幣產生的外匯風險，主要有關港元、歐元（「歐元」）及人民幣（「人民幣」）。外匯風險產生自以並非有關實體功能貨幣計值的出口銷售、購買、其他日後商業交易、貨幣資產及負債。

管理層已制定政策要求集團公司管理其功能貨幣面對的外匯風險。集團公司並無採納正式對沖會計政策。其透過密切監察外幣匯率變動管理其外幣風險，並將考慮在必要時訂立外匯合約以減低風險。

於二零一八年十二月三十一日，倘美元兌歐元貶值／升值5%而所有其他變量保持不變，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354,000港元（二零一七年：589,000港元），主要乃由於換算以歐元計值的貿易及其他應付款項以及現金及現金等價物的外匯虧損。

**3 FINANCIAL RISK MANAGEMENT (Continued)****3.1 Financial risk factors (Continued)****(a) Market risk (Continued)****(i) Foreign exchange risk (Continued)**

As at 31 December 2018, if the US\$ had weakened/strengthened by 5 percent against RMB with all other variables held constant, post-tax profit for the year ended 31 December 2018 would have been HK\$6,131,000 (2017: HK\$5,515,000) lower/higher, mainly as a result of foreign exchange differences on translation of RMB denominated trade and other receivables, deposits, trade and other payables, and cash and cash equivalents.

Under the Linked Exchange Rate System in Hong Kong, HK\$ is pegged to US\$, management therefore considers that there is no significant foreign exchange risk with respect to the HK\$.

As at 31 December 2018 and 2017, the exposure to foreign exchange risk arising from certain currency exposures such as Great British Pound, Singapore dollar, etc. are not significant.

**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)**

於二零一八年十二月三十一日，倘美元兌人民幣貶值／升值5%而所有其他變量保持不變，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6,131,000港元（二零一七年：5,515,000港元），主要乃由於換算以人民幣計值的貿易及其他應收款項、按金、貿易及其他應付款項以及現金及現金等價物的外匯差額。

根據香港的聯繫匯率制度，港元與美元掛鈎，管理層因此認為並無有關港元的重大外匯風險。

於二零一八年及二零一七年十二月三十一日，若干貨幣（如英鎊及新加坡元等）產生的外匯風險並不重大。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

###### (ii) Cash flow and fair value interest rate risk

The Group's interest rate risk arises from borrowings. Borrowing obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk. The Group does not adopt any interest hedging strategy.

Bank borrowings of the Group were arranged on floating rates varied with the then prevailing market condition,

As at 31 December 2018, if interest rates on borrowings at variable rates had been 50 basis points higher/lower with all other variables held constant, the Group's post-tax profit for the year ended 31 December 2018 would have been HK\$29,000 (2017: HK\$16,000) lower/higher as a result of higher/lower net interest expenses.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (a) 市場風險 (續)

###### (ii) 現金流量及公平值利率風險

本集團的利率風險產生自借款。按變動利率作出的借款令本集團面對部份被按變動利率持有現金抵銷的現金流量利率風險。按固定利率作出的借款令本集團面對公平值利率風險。本集團並無採納任何利息對沖策略。

本集團的銀行借貸以隨當時市況而不同的浮動利率安排計息。

於二零一八年十二月三十一日，倘借款浮息利率增加／減少50個基點而所有其他變量保持不變，本集團截至二零一八年十二月三十一日止年度的除稅後溢利將因利息開支淨額增加／減少而減少／增加29,000港元（二零一七年：16,000港元）。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk

The Group's credit risk are primarily attributable to financial instruments, financial asset at fair value through profit or loss, trade receivables, deposits and other receivables, time deposits and cash deposited at banks and cash and cash equivalents. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. In this respect, management considers the credit risk is significantly reduced.

The credit risk on cash and cash equivalents, cash deposited at banks and time deposits are placed in reputable financial institutions with sound credit ratings assigned by international credit rating agencies.

For deposits and other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability with no significant credit risk identified.

The Group is also exposed to credit risk in relation to financial asset that are measured at fair value through profit or loss. The maximum exposure at the end of the reporting period is the carrying amount of these investments.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險

本集團的信貸風險主要來自金融工具、按公平值計入損益賬的金融資產、貿易應收款項、按金及其他應收款項、定期存款及存放銀行的現金以及現金及現金等價物。管理層已制定信貸政策並持續監察該等信貸風險。就此而言，管理層認為信貸風險已大幅降低。

現金及現金等價物、存放銀行的現金及定期存款的信貸風險來自存置於獲國際信貸評級機構評定為良好信貸評級的知名金融機構。

就按金及其他應收款項而言，管理層定期對可收回性進行集體評估及個別評估，惟並無發現任何重大信貸風險。

本集團亦面臨與按公平值計入損益賬的金融資產相關的信貸風險。報告期末的最大風險敞口為該等投資的賬面金額。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

##### **Impairment allowance policies for trade receivables**

Under HKAS 39 for the periods before 1 January 2018

The Group assesses at the end of each reporting periods whether there is objective evidence that a financial asset or group of financial assets is impaired.

Management makes periodic assessment on the recoverability of trade receivables based on historical payment records, the length of the overdue period, the financial strength of the debtors and whether there are any disputes with the debtors. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances and management is of the opinion that adequate provision for uncollectible receivables has been made in the consolidated financial statements.

The Group's policy requires a review of the financial statements of the lessee or its parent company and a valuation of the residual value of the assets under the lease regularly as circumstances require. Follow-up actions are carried out on overdue amounts to minimise credit risk exposures.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

##### **貿易應收款項的減值撥備政策**

根據香港會計準則第39號，於二零一八年一月一日之前期間

本集團於各報告期末評估是否有客觀跡象顯示一項或一組金融資產出現減值。

管理層根據過往付款記錄定期評估貿易應收款項的可收回性、逾期時間、債務人的財務能力以及是否與債務人有任何糾紛。本集團收取貿易及其他應收款項的過往經驗在已錄得撥備範圍內，管理層認為，綜合財務報表中已就不可能收回的應收款項充分計提撥備。

本集團政策要求於有需要時定期審閱承租人或其母公司的財務報表及估算租賃項下資產的估計剩餘價值。對於逾期款項，本集團採取跟進措施以減低信貸風險。

**3 FINANCIAL RISK MANAGEMENT (Continued)****3.1 Financial risk factors (Continued)****(b) Credit risk (Continued)*****Impairment allowance policies for trade receivables (Continued)***

*Under HKFRS 9 for the periods beginning on or after 1 January 2018*

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables from initial recognition. To measure the expected credit losses, trade receivables has been grouped 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 3 years before 31 December 2018 or 1 January 2018 respectively 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.

Based on historical experience, majority of the trade receivables were settled within credit term, hence the expected loss rate of trade receivables during the year ended 31 December 2018 is 4.2%.

**3 財務風險管理 (續)****3.1 財務風險因素 (續)****(b) 信貸風險 (續)*****貿易應收款項的減值撥備政策 (續)***

*根據香港財務報告準則第9號，於二零一八年一月一日或之後開始的期間*

本集團採用香港財務報告準則第9號簡化法計量預期信貸虧損，並於初步確認起對所有貿易應收款項使用全期預期虧損撥備。為計量預期信貸虧損，貿易應收款項已根據類似信貸風險特徵及逾期日期分類。

預期虧損率基於二零一八年十二月三十一日或二零一八年一月一日前三年期間各自銷售的付款情況及本期間內出現的相應過往信貸虧損。過往虧損率作出調整以反映影響客戶結算應收賬款能力的宏觀經濟因素的當前及前瞻性資料。

根據過往經驗，大部分貿易應收款項於信貸期內結算，因此於截至二零一八年十二月三十一日止年度的貿易應收款項的預期虧損率為4.2%。

## 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 risk (Continued)

##### **Impairment allowance policies for trade receivables** (Continued)

Under HKFRS 9 for the periods beginning on or after 1 January 2018 (Continued)

The adoption of HKFRS 9 in the current year does not result in any impact on the Group's retained earnings as at 1 January 2018.

The closing loss allowances for trade receivables as at 31 December 2018 reconcile to the opening loss allowances as follows:

		HK\$'000 千港元
Opening loss allowance as at 1 January 2018 – HKFRS 9	於二零一八年一月一日的期初虧損撥備 – 香港財務報告準則第9號	–
Increase in loss allowance recognised in consolidated statement of comprehensive income during the year	年內於綜合全面收益表確認之虧損撥備增加	4,601
As at 31 December 2018	於二零一八年十二月三十一日	4,601

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

##### **貿易應收款項的減值撥備政策 (續)**

根據香港財務報告準則第9號，於二零一八年一月一日或之後開始的期間 (續)

於本年度採納香港財務報告準則9號並不會對本集團於二零一八年一月一日的保留盈利造成任何影響。

於二零一八年十二月三十一日的貿易應收款項的期末虧損撥備與期初虧損撥備的對賬如下：

**3 FINANCIAL RISK MANAGEMENT (Continued)****3.1 Financial risk factors (Continued)****(b) Credit risk (Continued)*****Impairment allowance policies for trade receivables (Continued)***

*Under HKFRS 9 for the periods beginning on or after 1 January 2018 (Continued)*

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period greater than 75 days past due.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

During the year, the provision for impairment loss on trade receivables was recognised in consolidated statement of comprehensive income in relation to impaired financial assets disclosed in note 7 to the consolidated financial statements.

**3 財務風險管理 (續)****3.1 財務風險因素 (續)****(b) 信貸風險 (續)*****貿易應收款項的減值撥備政策 (續)***

*根據香港財務報告準則第9號，於二零一八年一月一日或之後開始的期間 (續)*

貿易應收款項在沒有合理收回預期時撇銷。沒有合理收回預期的指標包括 (其中包括) 債務人未能與本集團訂立還款計劃，以及未能支付合約款項而逾期超過75天。

貿易應收款項的減值虧損列為經營溢利內的減值虧損淨額。其後收回先前撇銷的金額乃計入同一項目。

年內，已就綜合財務報表附註7所披露的已減值金融資產於綜合全面收益表確認貿易應收款項減值虧損撥備。



## 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 risk (Continued)

As at 31 December 2018, the customer bases are widely dispersed despite that 34.2% (2017: 37.3%) of the trade receivable were due from the Group's largest customer and 70.1% (2017: 70.5%) were due from the five largest customers determined on the same basis.

##### (c) Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and, if applicable external regulatory or legal requirements – for example, currency restrictions.

The Group maintains liquidity by a number of sources including orderly realisation of short-term financial assets and receivables; and long-term financing including long-term borrowings. The Group aims to maintain flexibility in funding by keeping sufficient bank balances, committed credit lines available and interest bearing borrowings which enable the Group to continue its business for the foreseeable future.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

於二零一八年十二月三十一日，儘管貿易應收款項的34.2%（二零一七年：37.3%）乃應收自本集團的最大客戶，而按同一基準釐定則70.1%（二零一七年：70.5%）乃應收自五大客戶，客戶基礎較為分散。

##### (c) 流動資金風險

現金流量預測乃於本集團的經營實體進行。該等預測乃經考慮本集團之債務融資計劃、契諾規定及外部監管或法律要求（如貨幣限制）（如適用）。

本集團透過一系列方式（包括有序變現短期金融資產及應收款項）及長期融資（包括長期借款）維持流動資金。本集團旨在透過保持充足銀行結餘、可供動用承諾信貸額度及計息借款，維持資金的靈活彈性，讓本集團於可見將來繼續經營其業務。

**3 FINANCIAL RISK MANAGEMENT (Continued)****3.1 Financial risk factors (Continued)****(c) Liquidity risk (Continued)**

The table below analyses the Group's non-derivative and derivative financial liabilities into the applicable maturity groupings based on the remaining period at the end of reporting date to the contractual maturity date. The amounts disclosed are the contractual undiscounted cash flows.

**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)**

下表分析按報告期末至合約到期日餘下期間將本集團的非衍生及衍生金融負債劃分成適用到期日組別。所披露金額為合約未貼現現金流量。

		Carrying amount	Total contractual undiscounted cash flow	Within one year or on demand
		賬面值	合約未貼現金流量總額	一年內或按要求
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 31 December 2018	於二零一八年十二月三十一日			
Trade and other payables (excluding sale deposits received)	已收貿易及其他應付款項 (不包括已收銷售訂金)	167,424	167,424	167,424
Contract liability	合約負債	3,004	3,004	3,004
Borrowings	借款	31,871	32,971	32,971
Finance lease payables	融資租賃應付款項	866	882	882
		203,165	204,281	204,281
At 31 December 2017	於二零一七年十二月三十一日			
Trade and other payables (excluding sale deposits received)	已收貿易及其他應付款項 (不包括已收銷售訂金)	151,954	151,954	151,954
Borrowings	借款	17,994	18,302	18,302
Finance lease payables	融資租賃應付款項	1,849	1,913	1,913
		171,797	172,169	172,169

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### 3.2 Capital 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 amounts of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (include bank borrowings and finance lease payables) less cash and bank balances. Total capital is calculated as "equity" as shown in the consolidated statement of financial position, plus net debt, where applicable.

The Group's strategy was to maintain optimal capital structure to reduce the cost of capital. The gearing ratios as at 31 December 2018 and 2017 were as follows:

## 3 財務風險管理 (續)

### 3.2 資金管理

本集團管理資本的目標是保障本集團能持續經營，以為股東帶來回報及為其他利益相關者帶來利益，並維持最理想的資本架構以降低資本成本。

為維持或調整資本架構，本集團可能調整支付予股東的股息金額、向股東發回資本、發行新股或出售資產以減少債務。

本集團以槓桿比率為基準監察資本，與其他業內人士一致。槓桿比率按淨債務除以總資本計算。淨債務按總借款（包括銀行借款及融資租賃應付款項）減現金及銀行結餘計算。總資本按綜合財務狀況表所示「權益」加淨債務（如適用）計算。

本集團的策略為維持最理想的資本架構以降低資本成本。於二零一八年及二零一七年十二月三十一日的槓桿比率如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Borrowings (note 22)	借款 (附註22)	31,871	17,994
Finance lease payables (note 23)	融資租賃應付款項 (附註23)	866	1,849
Less: Cash and bank balances	減：現金及銀行結餘	(194,580)	(161,626)
Net debt	淨債務	(161,843)	(141,783)
Total equity	總權益	351,895	332,564
Total capital	總資本	(190,052)	(190,781)
Gearing ratio	槓桿比率	N/A 不適用	N/A 不適用

**3 FINANCIAL RISK MANAGEMENT (Continued)****3.3 Fair value estimation**

The table below analyses the Group's assets and liabilities carried at fair value as at 31 December 2018 and 2017 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 (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

As at 31 December 2018 and 2017, all the Group's assets and liabilities carried at fair value are categorised into level 2.

There were no transfers between levels 1, 2 and 3 during the year ended 31 December 2018 and 2017.

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. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table presents the changes in the Group's assets and liabilities carried at fair value for the year ended 31 December 2018 and 2017.

**3 財務風險管理 (續)****3.3 公平值估計**

下表按計量公平值之估值技術所用輸入數據的層級，分析本集團於二零一八年及二零一七年十二月三十一日按公平值列賬的資產及負債。有關輸入數據乃按下文所述而分類歸入公平值架構內的三個層級：

- 相同資產或負債在交投活躍市場的報價（未經調整）（第1層）。
- 除了第1層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接（即例如價格）或間接（即源自價格）（第2層）。
- 資產和負債並非依據可觀察市場數據的輸入（即非可觀察輸入）（第3層）。

於二零一八年及二零一七年十二月三十一日，本集團所有按公平值列賬的資產及負債均歸入第2層。

截至二零一八年及二零一七年十二月三十一日止年度概無第1、2及3層之間的轉換。

並非於活躍市場上交易的金融工具（如場外衍生工具）的公平值乃使用估值方法釐定。該等估值方法盡量使用可供使用之可觀察市場數據，並盡量減少倚賴實體特定估算。倘計算某工具的公平值所需之重要輸入數據全部均可觀察，則有關工具會被列入第2層。

倘若一項或以上之重要計量並非根據可觀察市場資料計算，該工具將被列入第3層。

下表載列截至二零一八年及二零一七年十二月三十一日止年度本集團按公平值列賬的資產及負債的變動。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

### 3 財務風險管理 (續)

#### 3.3 Fair value estimation (Continued)

#### 3.3 公平值估計 (續)

		Land and building at fair value 按公平值 計量的 土地及樓宇 HK\$'000 千港元	Derivative financial instruments 衍生 金融工具 HK\$'000 千港元	Financial asset at fair value through profit or loss 按公平值 計入損益賬 的金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 December 2018	截至二零一八年 十二月三十一日止年度				
Opening balance	期初結餘	24,400	-	2,651	27,051
Addition	添置	-	-	6,935	6,935
De-recognition	取消確認	-	-	(2,694)	(2,694)
Loss recognised in consolidated statement of comprehensive income	於綜合全面收益表 確認的虧損	-	-	(127)	(127)
Gains recognised in other comprehensive income	於其他全面收益 確認的收益	1,426	-	-	1,426
Depreciation	折舊	(976)	-	-	(976)
Closing balance	期末結餘	24,850	-	6,765	31,615
For the year ended 31 December 2017	截至二零一七年 十二月三十一日止年度				
Opening balance	期初結餘	23,900	(721)	2,535	25,714
Gain recognised in consolidated statement of comprehensive income	於綜合全面收益表 確認的收益	-	144	116	260
Gains recognised in other comprehensive income	於其他全面收益 確認的收益	1,419	-	-	1,419
Depreciation	折舊	(919)	-	-	(919)
Settlement	結算	-	577	-	577
Closing balance	期末結餘	24,400	-	2,651	27,051

#### 3.4 Offsetting financial assets and financial liabilities

As at 31 December 2018, there were no financial assets or financial liabilities which were subject to offsetting, enforceable master netting or similar agreements (2017: nil).

#### 3.4 金融資產及金融負債之抵銷

於二零一八年十二月三十一日，概無金融資產或金融負債受抵銷、具有可強制性執行的統一淨額結算或類似安排所規限（二零一七年：無）。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS IN APPLYING THE GROUP'S ACCOUNTING POLICIES

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.

##### Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

##### (a) Impairment assessment of property, plant and equipment

The Group has substantial investments in property, plant and equipment. Judgement is required in the area of asset impairment, particularly in assessing: (1) whether an event has incurred that may indicate that the related asset values may not be recoverable; (2) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal or value-in-use, which is the net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions used to determine the level, if any, of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial condition and results of operations. If there is a significant adverse change in the projected performance and resulting future cash flow projections, it may be necessary to take an impairment charge to the consolidated statement of comprehensive income.

#### 4 應用本集團會計政策的主要會計估計及判斷

估計及判斷須持續進行評估，並以過往經驗及其他因素（包括對因應情況相信為合理的未來事件的預期）為基準。

##### 主要會計估計及假設

本集團對未來作出估計及假設。所得的會計估計如其定義，很少會與其實際結果相同。存在重大風險導致下個財政年度之資產和負債之賬面值作出重大調整之估計和假設討論如下。

##### (a) 物業、廠房及設備減值評估

本集團大量投資於物業、廠房及設備。在資產減值領域，要求作出判斷，尤其是評估：(1)有否出現可能顯示有關資產值可能無法回收的事件；(2)資產賬面值是否獲得可收回款項（即公平值減出售成本或使用價值（即以業務持續使用資產為基礎估計的有關日後現金流量的現值淨額）兩者中的較高者）的支持；及(3)編製現金流量預測時使用的適當主要假設，包括有關現金流量預測是否以適用比率折現。倘用於釐定減值層級的假設（包括現金流量預測所用貼現率或增長率假設）有所變更，可能對減值檢測所用現值淨額產生重大影響，從而或影響本集團的財務狀況及經營業績。倘預測表現及因而達致的未來現金流量預測有重大不利變動，則可能須於綜合全面收益表內扣除減值費用。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS IN APPLYING THE GROUP'S ACCOUNTING POLICIES (Continued)

##### Critical accounting estimates and assumptions (Continued)

##### (b) Net realisable value of inventories

Net realisable value of inventories is estimated selling price in the ordinary course of business, less estimated selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycle. Management reassesses these estimates at the end of each statement of financial position date.

##### (c) Impairment of trade receivables

The Group's management estimates the provision of impairment of trade receivables by assessing their recoverability. Provisions are applied to trade receivables where events or changes in circumstances indicate that the balances may not be collectible and require the use of estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of trade receivables and impairment charge in the period in which such estimate has been changed.

##### (d) Income taxes

The Group is subject to income taxes in Hong Kong and the PRC. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations 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 current and deferred income tax assets and liabilities in the period in which such determination is made.

#### 4 應用本集團會計政策的主要會計估計及判斷 (續)

##### 主要會計估計及假設 (續)

##### (b) 存貨的可變現淨值

存貨的可變現淨值指日常業務過程中的估計售價減估計銷售成本。該等估計乃基於現時市況及銷售類近性質產品的過往經驗而作出。客戶喜好及競爭對手因應不利行業週期而採取的行動可能使該等估計有重大改變。管理層於各財務狀況表日期重新評估該等估計。

##### (c) 貿易應收款項減值

本集團管理層通過評估貿易應收款項的可收回性來估計其減值撥備。當出現事件或環境變化預示結餘可能無法收回並需要使用估計時，則會就貿易應收款項計提撥備。倘預期金額與原先估計的金額不同，有關差額將影響貿易應收款項的賬面值以及有關估計出現變動期間內的減值開支。

##### (d) 所得稅

本集團須繳納香港及中國的所得稅。釐定所得稅撥備時須作出重大判斷。有大量不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與初始記錄的金額不同，該等差額將影響於釐定期內的即期及遞延所得稅資產及負債。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS IN APPLYING THE GROUP'S ACCOUNTING POLICIES (Continued)

##### Critical accounting estimates and assumptions (Continued)

##### (d) Income taxes (Continued)

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised. 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.

##### (e) Valuation of equity-settled share-based payment transactions

The fair value of share options has been calculated using the Binomial Option Pricing Model which requires the input of highly subjective assumptions, including the expected volatility of the share price. Because changes in subjective assumptions can materially affect the fair value estimate, in the opinion of the Directors, the existing model may not always necessarily produce a reliable single measure of the fair value of the share options. Details of the assumptions used are set out in note 25 to the consolidated financial statements.

#### 4 應用本集團會計政策的主要會計估計及判斷 (續)

##### 主要會計估計及假設 (續)

##### (d) 所得稅 (續)

當管理層認為未來應課稅溢利將可以抵銷臨時差額或稅項虧損時，遞延所得稅資產就與已確認的若干臨時差額及稅項虧損有關。當預期情況有別於原本估計時，該等差異將影響遞延所得稅資產的確認以及該等估計更改時的期內稅務變動。

##### (e) 以權益結算及股份為基礎付款的交易估值

購股權公平值已按二項式購股權定價模式計算，該模式需要採用非常主觀假設的輸入值（包括股份價格的預計波幅）。由於主觀假設的變更可對公平值估計造成重大影響，董事認為，現有模式未必是購股權公平值唯一可靠的計量方式。有關所採用假設的詳情載於綜合財務報表附註25。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 5 SEGMENT INFORMATION

The management has determined the operating segments based on the information reviewed by the CODM. The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the Board of Directors of the Company.

Operating segments are reported in the manner consistent with the internal reporting provided to the CODM. The Group is subject to similar business risk, and resources are allocated based on what is beneficial to the Group in enhancing the value as a whole. The Board of Directors considers the performance assessment of the Group should be based on the profit before income tax of the Group as a whole and regards the Group as a single operating segment and reviews internal reporting accordingly. Therefore, the Board of Directors considers there to be only one operating segment under the requirements of HKFRS 8 "Operating Segments".

The Group provides manufacturing and sales of electronic products, which are carried out internationally, through the production complexes located in the PRC during the year ended 31 December 2018.

##### Segment assets and liabilities

No assets and liabilities are included in the Group's segment reporting that are submitted to and reviewed by the CODM internally. Accordingly, no segment assets and liabilities are presented.

##### Information about major customers

External customers contribute over 10% of total revenue of the Group for any of the year ended 31 December 2018 are as follows:

Customer A	客戶A
Customer B	客戶B

#### 5 分部資料

管理層已根據首席經營決策者審閱的資料釐定經營分部。首席經營決策者負責分配經營分部的資源及評估其表現，而本公司董事會被視為首席經營決策者。

經營分部的呈報方式與提供予首席經營決策者的內部呈報一致。本集團面臨類似業務風險，且資源基於對提升本集團整體價值有利的原則分配。董事會認為本集團的表現評估應基於本集團整體除稅前溢利作出，視本集團為單一經營分部並相應審閱內部報告。因此，董事會認為，根據香港財務報告準則第8號「運營分部」的規定，應只有一個運營分部。

於截至二零一八年十二月三十一日止年度，本集團透過位於中國的生產綜合體提供電子產品製造及銷售（屬國際業務）。

##### 分部資產及負債

內部遞交予首席經營決策者及由其作審閱的本集團分部報告並無包括任何資產及負債。因此，概無呈列分部資產及負債。

##### 主要客戶的資料

截至二零一八年十二月三十一日止任何年度，外部客戶貢獻本集團總收益超過10%：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Customer A	客戶A	321,020	341,538
Customer B	客戶B	136,615	131,535

**5 SEGMENT INFORMATION (Continued)****Geographical information**

During the year ended 31 December 2018, majority of revenue were sold to customers in Europe (mainly Switzerland, the United Kingdom (the “UK”), Ireland, Denmark and Sweden), while the remaining revenue were sold to customers in the United States of America (the “USA”), the PRC, Singapore, and Australia.

Revenue from the sale of goods is recognised at point in time method.

In relation to non-current assets held by the Group (primarily represented by property, plant and equipment as detailed in note 14 to consolidated financial statements), land and buildings with carrying values as at 31 December 2018 of HK\$24,850,000 (2017: HK\$24,400,000), are located in Hong Kong. Other property, plant and equipment are primarily located in the PRC.

**Revenue recognised in relation to contract liability**

The Group has recognised the following liabilities related to contracts with customers:

**5 分部資料 (續)****地理區域資料**

於截至二零一八年十二月三十一日止年度，大部分收益來自歐洲客戶（主要為瑞士、英國（「英國」）、愛爾蘭、丹麥及瑞典），其餘收益來自美利堅合眾國（「美國」）、中國、新加坡及澳洲的客戶。

銷售貨品的收益按時間點法確認。

就本集團所持有的非流動資產（主要為物業、廠房及設備，詳情載於綜合財務報表附註14）而言，於二零一八年十二月三十一日，賬面值為24,850,000港元（二零一七年：24,400,000港元）的土地及樓宇均位於香港。其他物業、廠房及設備主要位於中國。

**合約負債確認的收益**

本集團已確認以下與客戶合約有關的負債：

	<b>As at 31 December 2018 於 二零一八年 十二月三十一日 HKD'000 千港元</b>
Contract liability	<b>3,004</b>
	合約負債

**(i) Significant change in contract liability**

The Group receives payments from customers based on billing schedule as established in contracts. Payments are usually received in advance under the contracts which are mainly from sales of goods.

**(i) 合約負債的重大變動**

本集團根據合約規定的出票安排向客戶收取付款。通常根據合約提前收取付款者，主要來自銷售貨品。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 5 SEGMENT INFORMATION (Continued)

##### Revenue recognised in relation to contract liabilities (Continued)

##### (ii) Revenue recognised in relation to contract liability

The following table shows how much of the revenue recognised for the year ended 31 December 2018 relates to carried-forward contract liability.

		Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HKD'000 千港元
Revenue recognised that was included in the contract liability balance at 1 January 2018	計入二零一八年一月一日 合約負債結餘的 已確認收益	
Sales of goods	銷售貨品	<b>1,353</b>

##### (iii) Unsatisfied contracts related to sales of goods

The Group select to choose a practical expedient and omit disclosure of remaining performance obligations as all related contracts have a duration of one year or less.

#### 5 分部資料 (續)

##### 合約負債確認的收益 (續)

##### (ii) 就合約負債確認收益

下表載述截至二零一八年十二月三十一日止年度已確認與結轉合約負債有關的收益金額。

##### (iii) 與銷售貨品有關的未履行合約

由於所有相關合約的期限為一年或一年以下，本集團選擇簡易實務處理手法，並無披露剩餘履約義務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6 REVENUE AND OTHER INCOME/(LOSS), NET      6 收益及其他收入／(虧損)淨額

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收益		
Sales of goods	貨品銷售	<b>885,971</b>	788,042
Other income/(loss), net	其他收入／(虧損)·淨額		
Commission income	佣金收入	<b>156</b>	141
Fair value (loss)/gain on financial asset at fair value through profit or loss	按公平值計入損益賬的金融資產公平值(虧損)／收益	<b>(127)</b>	116
Gain/(loss) on foreign exchange	外匯收益／(虧損)	<b>2,438</b>	(4,436)
Government grants (note(i))	政府補助(附註(i))	<b>1,660</b>	-
Loss on de-recognition of financial asset at fair value through profit or loss	取消確認按公平值計入損益賬的金融資產的虧損	<b>(376)</b>	-
Sundry income	雜項收入	<b>1,481</b>	1,259
		<b>5,232</b>	(2,920)

Note:

- (i) The government grants represented subsidies received from the Finance Bureau of Nansha District of Guangzhou City (廣州市南沙區財政局) in relation to the recognition of New and High Technology Enterprises ("NHTE") by the Company's wholly-owned subsidiary in the PRC. There are no unfulfilled conditions relating to the grants.

附註：

- (i) 政府補助指本公司的中國全資附屬公司自廣州市南沙區財政局所獲取有關確認高新技術企業(「高新技術企業」)的補貼。有關補助的條件均已達成。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 7 EXPENSES BY NATURE

Expenses included “cost of sales”, “selling and distribution expenses”, “administrative expenses”, and “other operating expenses, net” are analysed as follows:

#### 7 按性質劃分開支

開支包括「銷售成本」、「銷售及分銷費用」、「行政開支」及「其他經營開支淨額」，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
Employee benefit expenses (including Directors' emoluments) (note 8)	僱員福利開支（包括董事酬金）（附註8）	193,773	152,685
Listing expenses	上市開支	-	13,540
Auditor's remuneration	核數師薪酬		
– Audit services	– 審計服務	1,753	2,150
– Non-audit services	– 非審計服務	763	35
Depreciation (note 14)	折舊（附註14）	10,305	9,623
Amortisation of insurance expense	保險開支攤銷	11	12
Gain on derivative financial instruments	衍生金融工具收益	-	(144)
Obsolete inventories written off	陳舊存貨撇銷	1,067	1,541
Operating lease payments	經營租賃付款	6,836	5,181
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	49	14
Provision for impairment loss on trade receivables (note 18)	貿易應收款項減值虧損撥備（附註18）	4,601	-
(Reversal of)/provision for impairment loss on inventories (note 17)	存貨減值虧損（撥回）／撥備（附註17）	(652)	623

#### 8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

#### 8 僱員福利開支（包括董事酬金）

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Wages, salaries and allowances	工資、薪金及津貼	165,002	130,046
Retirement benefit costs	退休福利成本	25,104	22,599
Share-based payment (note 25)	以股份為基礎付款（附註25）	3,667	40
		193,773	152,685

**9 BENEFITS AND INTERESTS OF DIRECTORS**

Directors' remuneration disclosed pursuant to the section 383 of the Companies Ordinance is as follows:

**9 董事的福利及權益**

根據公司條例第383條披露的董事薪酬如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking:	就個人擔任董事（無論為本公司或其附屬公司業務）已付或應收之酬金：		
Fees	袍金	720	660
Basic salaries, bonuses, allowances and benefits in kind	基本薪金、紅利、津貼及實物利益	13,768	14,387
Employer's contribution to a retirement benefit scheme	退休福利計劃的僱主供款	1,348	1,532
Share-based payment	以股份為基礎付款	2,483	28
		<b>18,319</b>	16,607

**(a) Directors' retirement benefits**

No retirement benefits were paid to or receivable by any directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiary undertaking during the year ended 31 December 2018 (2017:nil).

**(b) Directors' termination benefits**

No payment was made to Directors as compensation for the early termination of the appointment during the year ended 31 December 2018 (2017:nil).

**(a) 董事之退休福利**

於截至二零一八年十二月三十一日止年度，概無就任何董事有關管理本公司或其附屬公司事務的其他服務而支付或應收任何退休福利（二零一七年：無）。

**(b) 董事之離職福利**

於截至二零一八年十二月三十一日止年度，概無就提早終止委任而向董事支付任何付款作為賠償（二零一七年：無）。

**9 BENEFITS AND INTERESTS OF DIRECTORS***(Continued)***(c) Consideration provided to third parties for making available directors' services**

Save as disclosed above, no other payment was made to the former employer or Directors for making available the services of them as a Director of the Company during the year ended 31 December 2018 (2017:nil).

**(d) Information about loans, quasi-loans and other dealings in favour of Directors, controlled bodies corporate by and connected entities with such Directors**

There were no 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 (2017:nil).

**(e) Directors' material interests in transactions, arrangements or contracts**

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 ended 31 December 2018 (2017:nil).

**9 董事的福利及權益 (續)****(c) 就獲提供董事服務而向第三方提供之代價**

除上文披露者外，於截至二零一八年十二月三十一日止年度，概無就獲提供董事服務而就擔任本公司董事向先前僱主或董事支付其他款項(二零一七年：無)。

**(d) 有關有利於董事、由有關董事控制的法團及與其有關連的實體之貸款、準貸款及其他交易之資料**

於截至二零一八年十二月三十一日止年度，概無有利於董事、由有關董事控制的法團及與其有關連的實體之貸款、準貸款及其他交易(二零一七年：無)。

**(e) 董事於交易、安排或合約中之重大權益**

本公司概無訂立且本公司董事於當中直接或間接擁有重大權益而於年末或截至二零一八年十二月三十一日止年度任何時間仍然存續與本公司業務有關之重大交易、安排及合約(二零一七年：無)。

## 9 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

### (f) Directors' emolument

The remuneration of every Director for the year ended 31 December 2018 and 2017 is set out below:

## 9 董事的福利及權益 (續)

### (f) 董事酬金

截至二零一八年及二零一七年十二月三十一日止年度各董事薪酬如下：

		Fees	Basic salaries, bonuses, allowances and benefits in kind	Employer's contribution to retirement benefit scheme	Share-based payment	Total
		袍金	基本薪金、花紅、津貼及實物福利	退休福利計劃的僱主供款	以股份為基礎付款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
2018	二零一八年					
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Lai Yiu Wah	黎耀華先生	-	4,497	558	869	5,924
Mr. Tai Leung Lam	戴良林先生	-	4,433	558	869	5,860
Mr. Joseph Mac Carthy	Joseph Mac Carthy先生	-	2,640	-	745	3,385
Mr. Georges René Gener (note i)	Georges René Gener先生 (附註i)	-	498	-	-	498
Mr. Kwan Tak Sum Stanley (note ii)	關德深先生(附註ii)	-	1,700	232	-	1,932
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Fung Chun Chung (note iii)	馮鎮中先生(附註iii)	240	-	-	-	240
Mr. Cheung Kin Wing (note iii)	張建榮先生(附註iii)	240	-	-	-	240
Mr. Wong Raymond Fook Lam (note iii)	黃福霖先生(附註iii)	240	-	-	-	240
		<b>720</b>	<b>13,768</b>	<b>1,348</b>	<b>2,483</b>	<b>18,319</b>
2017	二零一七年					
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Kwan Tak Sum Stanley (note ii)	關德深先生(附註ii)	-	4,390	558	-	4,948
Mr. Tai Leung Lam	戴良林先生	-	4,390	558	10	4,958
Mr. Joseph Mac Carthy	Joseph Mac Carthy先生	-	2,244	-	8	2,252
Mr. Lai Yiu Wah	黎耀華先生	-	3,363	416	10	3,789
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Fung Chun Chung (note iii)	馮鎮中先生(附註iii)	220	-	-	-	220
Mr. Cheung Kin Wing (note iii)	張建榮先生(附註iii)	220	-	-	-	220
Mr. Wong Raymond Fook Lam (note iii)	黃福霖先生(附註iii)	220	-	-	-	220
		<b>660</b>	<b>14,387</b>	<b>1,532</b>	<b>28</b>	<b>16,607</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

## 9 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

### (f) Directors' emolument (Continued)

Notes:

- (i) Mr. Georges René Gener was appointed as executive Director of the Company on 2 November 2018.
- (ii) Mr. Kwan Tak Sum Stanley retired as executive Director of the Company on 25 May 2018.
- (iii) Mr. Fung Chun Chung, Mr. Cheung Kin Wing and Mr. Wong Raymond Fook Lam were appointed as independent non-executive Directors of the Company on 10 February 2017.
- (iv) Discretionary bonuses are determined based on the overall performance of the individual and the Group.

There was no arrangement under which a Director or the chief executive officer waived or agreed to waive any remuneration during the year ended 31 December 2018 (2017:nil).

### (g) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2018 included 3 Directors (2017: 4 Directors) whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining 2 individuals during the year ended 31 December 2018 (2017: 1 individual) are as follows:

## 9 董事的福利及權益 (續)

### (f) 董事酬金 (續)

附註：

- (i) Georges René Gener先生於二零一八年十一月二日獲委任為本公司執行董事。
- (ii) 關德深先生於二零一八年五月二十五日退任本公司執行董事。
- (iii) 馮鎮中先生、張建榮先生及黃福霖先生於二零一七年二月十日獲委任為本公司獨立非執行董事。
- (iv) 酌情花紅乃按個別人士及本集團的整體表現釐定。

於截至二零一八年十二月三十一日止年度，董事或主要行政人員並無安排放棄或同意放棄任何薪酬（二零一七年：無）。

### (g) 五名最高薪酬人士

截至二零一八年十二月三十一日止年度，本集團五名最高薪酬人士包括上述分析反映其酬金的3名董事（二零一七年：4名董事）。截至二零一八年十二月三十一日止年度，應付餘下2名個別人士（二零一七年：1名個別人士）的酬金如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Basic salaries, allowances and benefits in kind	基本薪金、津貼及實物福利	4,368	1,293
Bonuses	花紅	-	167
Remuneration paid or payable in respect of accepting office	就接受職務已付或應付薪酬	1,620	-
Share-based payment	以股份為基礎付款	-	1
		<b>5,988</b>	1,461

## 9 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

### (g) Five highest paid individuals (Continued)

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

		2018 二零一八年	2017 二零一七年
Nil – HK\$1,000,000	零至1,000,000港元	–	–
HK\$1,000,000 – HK\$1,500,000	1,000,001港元至1,500,000港元	–	1
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至2,000,000港元	–	–
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至2,500,000港元	–	–
HK\$2,500,001 – HK\$3,000,000	2,500,001港元至3,000,000港元	1	–
HK\$3,000,001 – HK\$3,500,000	3,000,001港元至3,500,000港元	1	–

### (g) 五名最高薪酬人士 (續)

薪酬介乎以下範圍的非董事及非行政總裁最高薪僱員人數如下：

## 10 FINANCE EXPENSES, NET

## 10 財務開支淨額

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Finance income	財務收入		
Bank interest income	銀行利息收入	979	98
Other interest income	其他利息收入	160	104
<b>Finance income</b>	<b>財務收入</b>	<b>1,139</b>	<b>202</b>
Finance expenses	財務開支		
Interest on bank borrowings	銀行借款利息		
– Wholly repayable within five years	– 須於五年內全數償還	(6,882)	(3,647)
Other finance expenses	其他財務開支		
Bank charges	銀行收費	(6,034)	(5,517)
Finance lease charges	融資租賃收費	(49)	(91)
<b>Finance expenses</b>	<b>財務開支</b>	<b>(12,965)</b>	<b>(9,255)</b>
<b>Finance expenses, net</b>	<b>財務開支淨額</b>	<b>(11,826)</b>	<b>(9,053)</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 11 INCOME TAX EXPENSE

The amount of taxation in the consolidated statement of comprehensive income represents:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current income tax – Hong Kong:	即期所得稅 – 香港：		
– Provision for the year	– 年內撥備	6,977	12,598
Current income tax – The PRC:	即期所得稅 – 中國：		
– Provision for the year	– 年內撥備	284	4,542
Income tax expense	所得稅開支	7,261	17,140

#### 11 所得稅開支

綜合全面收益表內稅項金額如下：

(a) On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying group entity in Hong Kong will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%.

The profits of other group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%. Accordingly, effective from the current year, the Hong Kong profits tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits for the Group’s qualifying entity and at 16.5% on the estimated assessable profits above HK\$2 million.

For the year ended 31 December 2017, Hong Kong profits tax was calculated at a single flat rate of 16.5% of the estimated assessable profits.

(a) 於二零一八年三月二十一日，香港立法會通過二零一七年稅務（修訂）（第7號）條例草案（「**條例草案**」），引入利得稅兩級制。條例草案於二零一八年三月二十八日獲簽署成為法律，並於翌日在憲報刊登。

根據利得稅兩級制，香港合資格集團實體首2,000,000港元溢利的稅率為8.25%，而超過2,000,000港元的溢利之稅率為16.5%。

不符合利得稅兩級制資格的香港其他集團實體之溢利劃一按16.5%稅率計算。因此自本年度起，本集團合資格實體首2,000,000港元估計應課稅溢利及2,000,000港元以上的估計應課稅溢利乃分別按8.25%及16.5%稅率計算香港利得稅。

截至二零一七年十二月三十一日止，香港利得稅劃一按估計應課稅溢利的16.5%稅率計算。

**11 INCOME TAX EXPENSE (Continued)**

- (b) PRC corporate income tax (“CIT”) is provided on the assessable income of entities within the Group incorporated in the PRC, calculated in accordance with the relevant regulations of the PRC after considering the available tax benefits.

Pursuant to the PRC Corporate Income Tax Law passed by the Tenth National People’s Congress on 16 March 2007, the CIT for domestic and foreign enterprises has been unified at 25%, effective from 1 January 2008.

Panyu Trio Microtronics Co., Ltd. (“**Trio Microtronics**”) was set up as a foreign investment manufacturing enterprise in the PRC. On 11 December 2017, Trio Microtronics was awarded the NHTE accreditation by Guangdong Science and Technology Department (廣東省科學技術廳) for an effective period of three years from 11 December 2017 to 11 December 2020. As such, Trio Microtronics can enjoy a Preferential CIT rate of 15% from three financial years from 2017 to 2019. Its CIT rate for the year ended 31 December 2018 was 15% (2017: 15%).

- (c) No provision for CIT in Ireland has been made as the Group has no assessable income in Ireland during the year ended 31 December 2018 (2017: nil).
- (d) No provision for CIT in Germany has been made as the Group has no assessable income in Germany during the year ended 31 December 2018 (2017: nil).

**11 所得稅開支 (續)**

- (b) 中國企業所得稅(「**企業所得稅**」)乃經考慮可獲提供的稅務優惠後，根據中國相關規定按在中國國內註冊成立的本集團內實體之應課稅收入計提撥備。

根據第十屆人民代表大會於二零零七年三月十六日通過的《中國企業所得稅法》，國內及外國企業的企業所得稅自二零零八年一月一日起劃一為25%。

廣州市番禺致豐微電器有限公司(「**致豐微電器**」)於中國成立為一家外商投資製造企業。於二零一七年十二月十一日，致豐微電器獲廣東省科學技術廳授予高新技術企業的認證，有效期為二零一七年十二月十一日至二零二零年十二月十一日。因此於二零一七年至二零一九年的三個財政年度致豐微電器可享15%的優惠企業所得稅率。其截至二零一八年十二月三十日止的企業所得稅率為15%(二零一七年：15%)。

- (c) 本集團並無計提愛爾蘭企業所得稅撥備，因為其於截至二零一八年十二月三十一日止年度並無於愛爾蘭產生應課稅收入(二零一七年：無)。
- (d) 本集團並無計提德國企業所得稅撥備，因為其於截至二零一八年十二月三十一日止年度並無於德國產生應課稅收入(二零一七年：無)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 11 INCOME TAX EXPENSE (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate applicable to profits as follows:

#### 11 所得稅開支 (續)

本集團除所得稅前溢利稅項與按應用於溢利的稅率計算之理論數額差別如下：

		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	除所得稅前溢利	49,639	87,148
Calculated at a tax rate of 16.5% (2017: 16.5%)	按稅率16.5% (二零一七年： 16.5%) 計算之稅項	8,190	14,379
Effect of different tax rates in other countries	其他國家不同稅率的影響	(341)	(410)
Income not subject to tax	毋須課稅收入	(4,324)	(55)
Tax losses for which no deferred tax asset was recognised	並無確認遞延所得稅資產 之稅項虧損	568	21
Expenses not deductible for tax purposes	不可扣稅開支	3,333	3,222
Utilisation of previously unrecognised tax loss	動用過往未予確認之稅項虧損	-	(17)
Concession tax rate	減免稅率	(165)	-
Income tax expense	所得稅開支	7,261	17,140

**12 EARNINGS PER SHARE****(a) Basic earnings per share**

The basic earnings per share is calculated on the profit attributable to owners of the Company divided by the weighted average number of ordinary shares in issue during the year ended 31 December 2018 and 2017.

		2018 二零一八年	2017 二零一七年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)	42,378	70,008
Weighted average number of ordinary shares in issue (thousand shares) (note (i))	已發行普通股加權平均股數 (千股) (附註(i))	1,000,000	777,397
Basic earnings per share (HK cents)	每股基本盈利 (港仙)	4.24	9.01

Note:

- (i) The weighted average of 777,397,000 ordinary shares used in the calculation of basic earnings per share for the year ended 31 December 2017 comprising: (i) 2 ordinary shares of the Company in issue as at 31 December 2016; and (ii) 749,999,998 ordinary shares of the Company issued and allotted to Trio Holding without payment and credited as fully-paid shares pursuant to the shareholders' resolution dated 27 October 2017 as if these shares had been issued at 1 January 2017, the beginning of the earliest period reported; and (iii) 250,000,000 ordinary shares offered to the public were issued on 23 November 2017.

**(b) Diluted earnings per share**

The diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

For the year ended 31 December 2018 and 2017, diluted earnings per share presented was same as the basic earnings per share as the share options of the Company have an anti-dilutive effect.

**12 每股盈利****(a) 每股基本盈利**

每股基本盈利乃按本公司擁有人應佔溢利除以截至二零一八年及二零一七年十二月三十一日止年度已發行普通股加權平均股數計算。

		2018 二零一八年	2017 二零一七年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)	42,378	70,008
Weighted average number of ordinary shares in issue (thousand shares) (note (i))	已發行普通股加權平均股數 (千股) (附註(i))	1,000,000	777,397
Basic earnings per share (HK cents)	每股基本盈利 (港仙)	4.24	9.01

附註：

- (i) 計算截至二零一七年十二月三十一日止年度之每股基本盈利所使用的加權平均股數777,397,000股普通股包括：(i)於二零一六年十二月三十一日已發行的2股本公司普通股；及(ii)根據日期為二零一七年十月二十七日的股東決議案，以無償及入賬列為繳足股份方式向致豐控股發行及配發的749,999,998股本公司普通股，猶如該等股份已於二零一七年一月一日（即所報告的最早期間開始日）發行；及(iii)於二零一七年十一月二十三日向公眾發售而發行的250,000,000股普通股。

**(b) 每股攤薄盈利**

每股攤薄盈利乃透過調整發行在外加權平均普通股股數以假設轉換全部潛在攤薄普通股計算。

截至二零一八年及二零一七年十二月三十一日止年度，所呈列每股攤薄盈利與每股基本盈利相同，乃因本公司的購股權有反攤薄效應。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13 DIVIDENDS

13 股息

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Interim dividend paid of nil (2017: HK\$15,000,000 per ordinary share) (note (i))	已付中期股息零 (二零一七年：每股普通股 15,000,000港元) (附註(i))	-	30,000
Special dividend paid of HK0.8 cents per ordinary share (2017: nil)	已付特別股息每股普通股0.8港仙 (二零一七年：零)	8,000	-
Proposed final dividend of HK1.8 cents per ordinary share (2017: HK2.0 cents) (note (ii))	建議末期股息每股普通股1.8港仙 (二零一七年：2.0港仙) (附註(ii))	18,000	20,000
		<b>26,000</b>	<b>50,000</b>

Notes:

- (i) During the year ended 31 December 2017, the Company had declared an interim dividend of HK\$15,000,000 per share, totalling HK\$30,000,000 to its then shareholders of the Company prior to the Listing in November 2017.
- (ii) A final dividend in respect of the year ended 31 December 2018 of HK1.8 cents per ordinary share, amounting to a total dividend of HK\$18,000,000, is to be proposed at the forthcoming annual general meeting of the Company to be held on 30 May 2019.

附註：

- (i) 截至二零一七年十二月三十一日止年度，本公司於二零一七年十一月上市前向本公司當時股東宣派中期股息每股15,000,000港元，合共30,000,000港元。
- (ii) 就截至二零一八年十二月三十一日止年度的末期股息每股普通股1.8港仙（股息總金額為18,000,000港元），將於二零一九年五月三十日在擬舉行之本公司股東週年大會上提呈。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

		Land & buildings 土地及樓宇 HK\$'000 千港元	Plant & machinery 廠房及機械 HK\$'000 千港元	Furniture & fixtures 傢俱及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Year ended</b>	<b>截至二零一八年</b>								
<b>31 December 2018</b>	<b>十二月三十一日止年度</b>								
Net book value at 1 January 2018	於二零一八年一月一日 的賬面淨值	24,400	6,252	6,852	418	411	6,129	267	44,729
Exchange realignment	匯兌調整	-	-	-	-	-	3	-	3
Reclassification	重新分類	-	56	(56)	-	-	-	-	-
Additions	添置	-	3,157	5,229	285	435	4,704	-	13,810
Surplus on revaluation	重估盈餘	1,426	-	-	-	-	-	-	1,426
Disposals	出售	-	-	(49)	-	-	-	-	(49)
Depreciation	折舊	(976)	(2,660)	(2,767)	(417)	(212)	(3,273)	-	(10,305)
Balance as at 31 December 2018	於二零一八年 十二月三十一日的結餘	24,850	6,805	9,209	286	634	7,563	267	49,614
At 31 December 2018	於二零一八年 十二月三十一日								
Cost or valuation	成本或估值	24,850	33,323	19,711	3,637	3,698	27,534	267	113,020
Accumulated depreciation	累計折舊	-	(26,518)	(10,502)	(3,351)	(3,064)	(19,971)	-	(63,406)
Net book value at 31 December 2018	於二零一八年 十二月三十一日 的賬面淨值	24,850	6,805	9,209	286	634	7,563	267	49,614



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT (Continued) 14 物業、廠房及設備 (續)

		Land & buildings 土地及樓宇 HK\$'000 千港元	Plant & machinery 廠房及機械 HK\$'000 千港元	Furniture & fixtures 傢俱及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Year ended</b>	<b>截至二零一七年</b>								
<b>31 December 2017</b>	<b>十二月三十一日止年度</b>								
Net book value at 1 January 2017	於二零一七年一月一日的賬面淨值	23,900	7,325	6,547	905	551	8,297	231	47,756
Additions	添置	-	1,754	2,501	21	-	897	36	5,209
Surplus on revaluation	重估盈餘	1,419	-	-	-	-	-	-	1,419
Disposals	出售	-	(1)	(30)	(1)	-	-	-	(32)
Depreciation	折舊	(919)	(2,826)	(2,166)	(507)	(140)	(3,065)	-	(9,623)
Balance as at 31 December 2017	於二零一七年十二月三十一日的結餘	24,400	6,252	6,852	418	411	6,129	267	44,729
At 31 December 2017	於二零一七年十二月三十一日								
Cost or valuation	成本或估值	24,400	31,893	14,021	3,368	3,163	26,768	267	103,880
Accumulated depreciation	累計折舊	-	(25,641)	(7,169)	(2,950)	(2,752)	(20,639)	-	(59,151)
Net book value at 31 December 2017	於二零一七年十二月三十一日的賬面淨值	24,400	6,252	6,852	418	411	6,129	267	44,729

The analysis of the cost or valuation at 31 December 2018 of the above assets is as follows:

上述資產於二零一八年十二月三十一日的成本或估值分析如下：

At cost	按成本	-	6,805	9,209	286	634	7,563	267	24,764
At valuation	按估值	24,850	-	-	-	-	-	-	24,850
		24,850	6,805	9,209	286	634	7,563	267	49,614

**14 PROPERTY, PLANT AND EQUIPMENT (Continued)**

For the year ended 31 December 2018, depreciation expense of HK\$2,660,000 and HK\$7,645,000 (2017: HK\$2,826,000 and HK\$6,797,000) was charged to “cost of sales” and “administrative expenses” respectively.

As at 31 December 2018, the Group’s land and buildings are held under medium term leases (unexpired period between 20 years to 50 years) and the carrying amounts of land and buildings pledged as part of the securities for banking facilities from a bank amounted to HK\$24,850,000 (2017: HK\$24,400,000).

As at 31 December 2018, the net carrying amounts of the Group’s fixed assets held under finance leases (note 23 to consolidated financial statements) included in the total amount of plant and machinery was HK\$1,355,000 (2017: HK\$1,712,000).

**Valuation processes of the Group**

The Group’s land and building was valued at 31 December 2018 and 2017 by independent professionally qualified valuers who held a recognised relevant professional qualification and had recent experience in the locations and segments of the assets valued. For land and building, the current use equates to the highest and best use.

The Group’s finance division includes a team that reviews the valuations performed by the independent valuers for financial reporting purposes. This team reports directly to the chief financial officer (“CFO”) and the Directors. Discussions of valuation processes and results are held between the CFO, directors, the valuation team and valuers annually. As at 31 December 2018 and 2017, the fair values of the land and building were determined by Grant Sherman Appraisal Limited.

**14 物業、廠房及設備 (續)**

截至二零一八年十二月三十一日止年度，折舊費用2,660,000港元及7,645,000港元(二零一七年：2,826,000港元及6,797,000港元)分別計入「銷售成本」及「行政開支」。

於二零一八年十二月三十一日，本集團之土地及樓宇為按中期租約(未逾期期間為20年至50年)持有，以及已抵押土地及樓宇(作為自銀行取得的銀行融資的部分擔保)賬面值為24,850,000港元(二零一七年：24,400,000港元)。

於二零一八年十二月三十一日，本集團計入廠房及機器總額之按融資租賃(綜合財務報表附註23)持有之固定資產賬面淨值為1,355,000港元(二零一七年：1,712,000港元)。

**本集團的估值流程**

本集團的土地及樓宇於二零一八年及二零一七年十二月三十一日由專業合資格獨立估值師估值，該等估值師具有認可的相關專業資格，並在估值資產的地區及分部方面擁有新近經驗。就土地及樓宇而言，目前用途相當於最高及最佳用途。

本集團的財務部包括一個團隊，負責審核獨立估值師就財務報告進行的估值。該團隊直接向首席財務官(「首席財務官」)及董事報告。首席財務官、董事、估值團隊及估值師每年就估值過程及結果進行討論。於二零一八年及二零一七年十二月三十一日，土地及樓宇的公平值由中證評估有限公司釐定。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 14 PROPERTY, PLANT AND EQUIPMENT (Continued)

##### Valuation processes of the Group (Continued)

At each financial year end, the finance division:

- verifies all major inputs to the independent valuation report;
- assesses property valuations movements when compared to the prior year valuation report; and
- holds discussions with the independent valuers.

##### Valuation techniques

For land and building, the valuation was determined using the sale comparison approach. Sale prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot, which is approximately amounted to HK\$6,237 per square foot for the year ended 31 December 2018 (2017: HK\$6,124 per square foot).

#### 14 物業、廠房及設備 (續)

##### 本集團的估值流程 (續)

於各財政年度結算日，財務部：

- 核實獨立估值報告之所有主要輸入數據；
- 於比較過往年度之估值報告時，評估物業估值變動；及
- 與獨立估值師討論。

##### 估值技巧

就土地及樓宇而言，估值採用銷售比較法釐定。相近可比較物業的銷售價格會因應如物業大小的關鍵屬性差異而調整。該估值法輸入之最重要可觀察資料是每平方呎之價格，於截至二零一八年十二月三十一日止年度為每平方呎約6,237港元（二零一七年：每平方呎6,124港元）。

## 15 FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

## 15 按公平值計入損益賬的金融資產

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Unlisted Key man insurance contract	非上市－要員保險合約	6,765	2,651

As at 31 December 2018, the financial asset at fair value through profit or loss represented the investment element of the key man insurance purchased for Mr. Lai Yiu Wah, an executive Director of the Company.

於二零一八年十二月三十一日，按公平值計入損益賬的金融資產指本公司執行董事黎耀華先生所購買要員保險的投資元素。

As at 31 December 2017, the financial asset at fair value through profit or loss represented the investment element of the key man insurance purchased for Mr. Kwan Tak Sum Stanley, the executive Director of the Company. During the year ended 31 December 2018, after the retirement of Mr. Kwan Tak Sum Stanley on 25 May 2018, the Group surrendered the insurance policy with the insurance company and a loss of HK\$376,000 was recognised to consolidated statement of comprehensive income for the year ended 31 December 2018.

於二零一七年十二月三十一日，按公平值計入損益賬的金融資產指本公司執行董事關德深先生所購買要員保險的投資部份。截至二零一八年十二月三十一日止年度，在關德深先生於二零一八年五月二十五日退任後，本集團放棄了與保險公司訂立的保單，並於截至二零一八年十二月三十一日止年度綜合全面收益表確認虧損376,000港元。

As at 31 December 2018, the carrying amounts of financial assets at fair value through profit or loss pledged as security for the Group's bank loan outstanding amounted to HK\$6,000,000 (2017: HK\$168,000).

於二零一八年十二月三十一日，作為本集團未償還銀行貸款抵押品的按公平值計入損益賬的金融資產賬面值為6,000,000港元（二零一七年：168,000港元）。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

## 16 SUBSIDIARIES

Particulars of the principal subsidiaries at 31 December 2018 and 2017 are as follows:

## 16 附屬公司

於二零一八年及二零一七年十二月三十一日之主要附屬公司詳情如下：

Company name 公司名稱	Place of incorporation or establishment and type of legal entity 註冊成立或成立地點及 法律實體種類	Principal activities 主要業務	Issued and paid-in capital 已發行及實繳股本	Effective interest held by the Company 本公司持有之實際權益	
				2018 二零一八年	2017 二零一七年
<b>Directly held:</b> 直接持有：					
Trio Engineering 致豐工程	Hong Kong/Limited liability company 香港／有限責任公司	Sales of electronic products 銷售電子產品	200,000 shares HK\$20,000,000 200,000股股份 20,000,000港元	100%	100%
PEMS 普發電子工業設備	Hong Kong/Limited liability company 香港／有限責任公司	Sales of electronic products 銷售電子產品	10,000 shares HK\$10,000 10,000股股份 10,000港元	100%	100%
Deltrix (formerly known as e-Tech) 德勁動力 (前稱依得利工程)	Hong Kong/Limited liability company 香港／有限責任公司	Sales of electronic products 銷售電子產品	10,000 shares HK\$10,000 10,000股股份 10,000港元	100%	100%
<b>Indirectly held:</b> 間接持有：					
Trio Microtronics 致豐微電器	The PRC/Wholly foreign-owned enterprise 中國／外商獨資企業	Manufacturing of electronic products 製造電子產品	Paid-in capital US\$1,885,000 實繳股本 1,885,000美元	100%	100%
Guangzhou PEMS 廣州普發電子工業設備	The PRC/Wholly foreign-owned enterprise 中國／外商獨資企業	Sales of electronic products 銷售電子產品	Paid-in capital RMB500,000 實繳股本 人民幣500,000元	100%	100%
Trio GmbH	Germany/Limited liability company 德國／有限責任公司	Sales and development of printed circuit boards and electronics sub- assemblies 印刷電路板及電子組件 的銷售及開發	Paid-in capital EUR100,000 實繳股本 100,000歐元	100%	N/A 不適用
Trio-tronics	Ireland/Limited liability company 愛爾蘭／有限責任公司	Global sourcing and purchase of materials, sales and marketing, service support 全球採購及採購材料、 銷售及營銷、服務支持	100,000 shares EUR100,000 100,000股股份 100,000歐元	100%	N/A 不適用

**17 INVENTORIES**

The carrying amounts of the inventories, net of allowances, is made of below:

		<b>2018</b> 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	<b>134,793</b>	122,370
Work in progress	在製品	<b>33,515</b>	28,354
Finished goods	製成品	<b>17,440</b>	3,647
Goods in transit	在運貨品	<b>4,066</b>	1,226
		<b>189,814</b>	155,597

The cost of inventories recognised as expenses and included in “cost of sales” amounted to HK\$540,403,000 for the year ended 31 December 2018 (2017: HK\$451,074,000). A reversal of provision for impairment of inventories of HK\$652,000 was recognised in “other operating expenses, net” in the consolidated statement of comprehensive income for the year ended 31 December 2018 (2017: provision for impairment of inventories of HK\$623,000).

存貨的賬面值(已扣除撥備)包括以下各項：

	<b>2018</b> 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	<b>134,793</b>	122,370
	<b>33,515</b>	28,354
	<b>17,440</b>	3,647
	<b>4,066</b>	1,226
	<b>189,814</b>	155,597

截至二零一八年十二月三十一日止年度，確認為開支並計入「銷售成本」的存貨成本為540,403,000港元(二零一七年：451,074,000港元)。截至二零一八年十二月三十一日止年度，於綜合全面收益表內確認為「其他經營開支淨額」的存貨減值撥備的撥回為652,000港元(二零一七年：存貨減值撥備623,000港元)。

**18 TRADE AND OTHER RECEIVABLES**

Trade receivables	貿易應收款項	(a)	<b>110,751</b>	138,767
Less: allowance for impairment of trade receivables	減：貿易應收款項減值撥備	(b)	<b>(4,601)</b>	-
Trade receivables – net	貿易應收款項 – 淨額		<b>106,150</b>	138,767
Other receivables	其他應收款項		<b>184</b>	519
Interest receivables	應收利息		<b>-</b>	59
			<b>106,334</b>	139,345

The carrying amounts of the trade receivables include receivables which are subject to a factoring arrangement. Under this arrangement, the Group has transferred the relevant receivables to the factor in exchange for cash and is prevented from selling or pledging the receivables. The Group has been legally transferred all of the risks and rewards of ownership of the discounted trade receivables to the financial institutions. The Group considers the held to collect business model remains appropriate for these receivables and hence continues measuring them at amortised cost.

**18 貿易及其他應收款項**

Note 附註	<b>2018</b> 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
(a)	<b>110,751</b>	138,767
(b)	<b>(4,601)</b>	-
	<b>106,150</b>	138,767
	<b>184</b>	519
	<b>-</b>	59
	<b>106,334</b>	139,345

貿易應收款項賬面值包括受保理安排規限的應收款項。根據此項安排，本集團已將有關應收款項轉移至保理人以換取現金，並被禁止出售或質押應收款項。本集團已將已貼現貿易應收款項的所有風險及回報合法轉讓予金融機構。本集團認為，持有收取業務模式就有關應收款項而言仍屬合適，故繼續按攤銷成本計量。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 18 TRADE AND OTHER RECEIVABLES (Continued)

Notes:

- (a) Trade receivables were arising from trading of electronic products. The payment terms of trade receivables granted to third party customers generally range from full payment before shipment to 75 days from end of month. The aging analysis of the trade receivables based on invoice date at end of the reporting period is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Below 30 days	30天以下	43,574	59,633
Between 31 and 60 days	31至60天	34,902	51,323
Over 60 days	60天以上	32,275	27,811
		<b>110,751</b>	138,767

Trade and other receivables are past due when a counterparty has failed to make a payment when contractually due.

As at 31 December 2018, trade receivables of HK\$79,443,000 (2017: HK\$112,347,000) were not yet past due.

#### 18 貿易及其他應收款項 (續)

附註：

- (a) 貿易應收款項來自買賣電子產品。授予第三方客戶的貿易應收款項的付款期限一般由出貨前全數付款至月結後75天。根據發票日期，報告期末的貿易應收款項的賬齡分析如下：

當對手方不能於合約到期時支付款項，貿易及其他應收款項被視為逾期。

於二零一八年十二月三十一日，貿易應收款項79,443,000港元（二零一七年：112,347,000港元）尚未逾期。

**18 TRADE AND OTHER RECEIVABLES (Continued)****(a) (Continued)**

Trade receivables that were past due but not impaired relate to a number of independent customers for whom there is no significant financial difficulty and based on past experience, the overdue amounts can be recovered. The aging analysis of these receivables is as follows:

		<b>2018</b>	2017
		<b>二零一八年</b>	二零一七年
		<i>HK\$'000</i>	<i>HK\$'000</i>
		千港元	千港元
Past due by:	逾期：		
Below 30 days	30天以下	<b>23,715</b>	23,581
Between 31 and 60 days	31至60天	<b>4,412</b>	573
Over 60 days	60天以上	<b>3,181</b>	2,266
		<b>31,308</b>	26,420

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

		<b>2018</b>	2017
		<b>二零一八年</b>	二零一七年
		<i>HK\$'000</i>	<i>HK\$'000</i>
		千港元	千港元
HK\$	港元	<b>26</b>	-
RMB	人民幣	<b>1,448</b>	7,422
US\$	美元	<b>109,277</b>	131,345
		<b>110,751</b>	138,767

**18 貿易及其他應收款項 (續)****(a) (續)**

已逾期但並無減值之貿易應收款項與多名並無重大財務困難的獨立客戶有關，根據過往經驗，可收回該等逾期款項。該等應收款項的賬齡分析如下：

		<b>2018</b>	2017
		<b>二零一八年</b>	二零一七年
		<i>HK\$'000</i>	<i>HK\$'000</i>
		千港元	千港元
Past due by:	逾期：		
Below 30 days	30天以下	<b>23,715</b>	23,581
Between 31 and 60 days	31至60天	<b>4,412</b>	573
Over 60 days	60天以上	<b>3,181</b>	2,266
		<b>31,308</b>	26,420

本集團貿易應收款項之賬面值以下列貨幣計值：

		<b>2018</b>	2017
		<b>二零一八年</b>	二零一七年
		<i>HK\$'000</i>	<i>HK\$'000</i>
		千港元	千港元
HK\$	港元	<b>26</b>	-
RMB	人民幣	<b>1,448</b>	7,422
US\$	美元	<b>109,277</b>	131,345
		<b>110,751</b>	138,767



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 18 TRADE AND OTHER RECEIVABLES (Continued)

##### (b) Allowance for impairment of trade receivables

The movements on the allowance for impairment of trade receivables are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At 1 January	於一月一日	-	-
Allowance for impairment	減值撥備	4,601	-
At 31 December	於十二月三十一日	4,601	-

The creation and release of provision for impaired receivables have been included in "other operating expenses, net" in the consolidated statement of comprehensive income. Amounts charged to the allowance account are generally written off, when there is no expectation of recovering additional cash.

The carrying amounts of trade and other receivables approximate their fair values as at 31 December 2018 and 2017.

The Group applies the HKFRS 9 simplified approach to measuring expected credit loss which uses a lifetime expected loss allowance for all trade receivables. Information about the impairment of trade receivables and the Group's exposure to credit risk can be found in note 3.1(b) to the consolidated financial statements.

#### 18 貿易及其他應收款項 (續)

##### (b) 貿易應收款項減值撥備

貿易應收款項減值撥備變動如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At 1 January	於一月一日	-	-
Allowance for impairment	減值撥備	4,601	-
At 31 December	於十二月三十一日	4,601	-

已減值應收款項撥備之增設及解除已計入綜合全面收益表「其他經營開支淨額」內。計入撥備賬之款項一般於預期無法收回額外現金時撇銷。

於二零一八年及二零一七年十二月三十一日，貿易及其他應收款項之賬面值與其公平值相若。

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，其對所有貿易應收款項使用全期預期虧損撥備。有關貿易應收款項減值的資料及本集團面臨的信貸風險參見綜合財務報表附註3.1(b)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19 PREPAYMENTS AND DEPOSITS

19 預付款項及按金

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Prepayments	預付款項	14,451	9,396
Rental, utility and other deposits	租務、公用事業及其他按金	3,901	3,308
		<b>18,352</b>	12,704
Less: non-current portion	減：非流動部分		
Prepayments	預付款項	(1,663)	(418)
Current portion	流動部分	<b>16,689</b>	12,286

The carrying amounts of deposits of the Group approximate their fair values as at 31 December 2018 and 2017.

本集團按金的賬面值與其於二零一八年及二零一七年十二月三十一日之公平值相若。

20 RESTRICTED BANK DEPOSITS AND BANK AND CASH BALANCES

20 受限制銀行存款及銀行及現金結餘

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Restricted bank deposits (note (a))	受限制銀行存款(附註(a))	8,114	8,084
Time deposit up to three months	為期三個月或以下的定期存款	40,898	90,000
Bank and cash balances	銀行及現金結餘	153,682	71,626
		<b>194,580</b>	161,626

Notes:

附註：

(a) The Group's restricted bank deposits represented deposits pledged to banks to secure banking facilities granted to a subsidiary of the Group as set out in note 28 to the consolidated financial statements.

(a) 本集團的受限制銀行存款為存放於銀行的存款，以作為綜合財務報表附註28所載授予本集團一家附屬公司的銀行融資之抵押。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 20 RESTRICTED BANK DEPOSITS AND BANK AND CASH BALANCES (Continued)

- (b) The carrying amount of restricted bank deposits, time deposit up to three months, cash and bank balances of the Group are denominated in the following currencies:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
HK\$	港元	142,201	149,154
US\$	美元	49,379	13,866
RMB	人民幣	10,132	6,656
EUR	歐元	960	12
Other currencies	其他貨幣	22	22
		<b>202,694</b>	169,710

- (c) The Group's bank and cash balances included the following for the purpose of the consolidated statement of cash flows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Time deposit up to three months	為期三個月或以下的定期存款	40,898	90,000
Bank and cash balances	銀行及現金結餘	153,682	71,626
Bank overdraft (note 22)	銀行透支(附註22)	(344)	-
Cash and cash equivalents	現金及現金等價物	194,236	161,626

The restricted deposits, time deposit up to three months, and bank and cash balances are at fixed interest rate range from 0.01% to 2.10% per annum (2017: 0.01% to 0.60%) as at 31 December 2018 and therefore are subject to fair value interest rate risk.

#### 20 受限制銀行存款及銀行及現金結餘(續)

- (b) 本集團的受限制銀行存款、為期三個月或以下的定期存款、現金及銀行結餘的賬面值以下列貨幣計值：

- (c) 就綜合現金流量表而言，本集團的銀行及現金結餘包括以下項目：

於二零一八年十二月三十一日，受限制存款、為期三個月或以下的定期存款以及銀行及現金結餘按固定年利率範圍0.01%至2.10%（二零一七年：0.01%至0.60%）計息，因此須面臨公平值利率風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21 TRADE AND OTHER PAYABLES

21 貿易及其他應付款項

			2018 二零一八年	2017 二零一七年
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
Trade payables	貿易應付款項	(a)	<b>108,407</b>	93,952
Trust receipts	信託收據		<b>52,238</b>	47,491
Accruals and other payables	應計及其他應付款項		<b>20,382</b>	18,839
Sale deposits received	已收銷售訂金		-	2,883
			<b>181,027</b>	163,165

Notes:

- (a) The credit terms of trade payables granted by the vendors generally range from full payment before shipment to net 180 days. The aging analysis of trade payables based on invoice date at and of reporting period is as follows:

附註：

- (a) 賣方授予的貿易應付款項的信貸期一般出貨前全數付款至收貨後180天不等。根據發票日期，報告期末的貿易應付款項賬齡分析如下：

		2018 二零一八年	2017 二零一七年
		HK\$'000 千港元	HK\$'000 千港元
Below 30 days	30天以下	<b>53,593</b>	47,423
Between 31 and 60 days	31至60天	<b>39,101</b>	40,485
Over 60 days	60天以上	<b>15,713</b>	6,044
		<b>108,407</b>	93,952

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21 TRADE AND OTHER PAYABLES (Continued)

(b) The carrying amounts of the Group's trade payables are denominated in the following currencies:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
HK\$	港元	17,500	16,810
US\$	美元	39,894	37,714
RMB	人民幣	44,639	31,870
EUR	歐元	5,103	6,672
Other currencies	其他貨幣	1,271	886
		<b>108,407</b>	<b>93,952</b>

21 貿易及其他應付款項 (續)

(b) 本集團貿易應付款項之賬面值以下列貨幣計值：

22 BORROWINGS

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profits tax loans	利得稅貸款	(a)	6,615	14,787
Term loans	定期貸款	(a)	8,912	3,039
Insurance premium loan	保費貸款	(a)	6,000	168
Revolving loan	循環貸款	(a)	10,000	-
Bank overdraft	銀行透支		344	-
			<b>31,871</b>	<b>17,994</b>

22 借款

**22 BORROWINGS (Continued)**

The Group's borrowings were repayable as follows (without taking into account the Repayable on Demand Clause as detailed in note 22 (a) to the consolidated financial statements) below :

		<b>2018</b>	2017
		<b>二零一八年</b>	二零一七年
		<i>HK\$'000</i>	<i>HK\$'000</i>
		<i>千港元</i>	<i>千港元</i>
Within 1 year	1年內	<b>26,655</b>	17,082
Between 1 and 2 years	1年至2年	<b>811</b>	912
Between 2 and 5 years	2年至5年	<b>2,600</b>	–
Over 5 years or above	5年以上	<b>1,805</b>	–
		<b>31,871</b>	17,994

Notes:

- (a) As these loans include a clause that gives the lender the unconditional right to call the loans at any times (“**Repayment on Demand Clause**”), according to HK Interpretation 5 “Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause” which requires the classification of whole term loans containing the Repayment on Demand Clause as current liabilities, these loans were classified by the Company as current liabilities.

附註：

- (a) 由於該等貸款包括一項條款賦予貸款人無條件權力在任何時間追回貸款（「**按要求償還條款**」），根據香港詮釋第5號「財務報表的列報－借款人對包含可隨時要求償還條款之定期貸款之分類」，其規定包含可隨時要求償還條款的全期貸款分類為流動負債，該等貸款均由本公司歸類為流動負債。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 22 BORROWINGS (Continued)

- (b) As at 31 December 2018 and 2017, the total borrowings pledged by certain assets and their carrying values are shown as below:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Property, plant and equipment (note 14)	物業、廠房及設備 (附註14)	24,850	24,400
Financial asset at fair value through profit or loss (note 15)	按公平值計入損益賬的 金融資產 (附註15)	6,765	2,651
Restricted bank deposits (note 20)	受限制銀行存款 (附註20)	8,114	8,084
		<b>39,729</b>	35,135

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates at end of the reporting period are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within 1 year	1年內	<b>31,871</b>	17,994

The fair value of current borrowings equals their carrying amount, as the impact of discounting is not significant.

The effective interest rate of bank borrowings are 4.17% per annum for the year ended 31 December 2018 (2017: 3.94% per annum).

#### 22 借款 (續)

- (b) 於二零一八年及二零一七年十二月三十一日，以若干資產作抵押的總借款及其賬面值列示如下：

本集團借款於報告期末的利率變動及合同重新定價日期如下：

由於折現影響並非重大，即期借款之公平值與其賬面值相等。

截至二零一八年十二月三十一日止年度，銀行借款的實際年利率為4.17% (二零一七年：年利率3.94%)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22 BORROWINGS (Continued)

(b) (Continued)

The carrying amounts of the Group's borrowings are denominated in the following currencies:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
HK\$	港元	25,871	17,826
US\$	美元	6,000	168
		<b>31,871</b>	17,994

The Group has the following undrawn borrowing facilities:

本集團尚有下列尚未提取的借款融資額：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Expiring within one year	於一年內到期	119,752	106,621

23 FINANCE LEASE PAYABLES

23 融資租賃應付款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Gross finance lease liabilities</b>	<b>融資租賃負債總額</b>		
<b>– minimum lease payments</b>	<b>– 最低租賃付款</b>		
Within 1 year	1年內	882	1,913
Future finance charges on finance lease	融資租賃的未來融資支出	(16)	(64)
Present values of finance lease liabilities	融資租賃負債的現值	866	1,849

The carrying amounts of balances of the Group approximate their fair values as at 31 December 2018 and 2017.

本集團結餘之賬面值與其於二零一八年及二零一七年十二月三十一日之公平值相若。

Assets arranged under finance leases represent plant and machinery. The average lease term is 4 years (2017: 4 years) with effective interest rate of 3.63% per annum as at 31 December 2018 (2017: 3.50% per annum).

根據融資租賃安排的資產指廠房及機器。於二零一八年十二月三十一日，平均租期為4年（二零一七年：4年），而實際年利率為3.63%（二零一七年：年利率3.50%）。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

## 24 SHARE CAPITAL

## 24 股本

		2018 二零一八年		2017 二零一七年	
		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
<b>Issued and fully paid</b>	<b>已發行及繳足</b>				
At beginning of the year	於年初	1,000,000,000	281,507	2	145,172
Issue of bonus shares (note (a))	發行紅股 (附註a)	-	-	749,999,998	-
Issue of shares by public offering (note (b))	透過公开发售發行股份 (附註b)	-	-	250,000,000	136,335
At end of the year	於年末	1,000,000,000	281,507	1,000,000,000	281,507

Notes:

- (a) Pursuant to the shareholder's resolution dated 27 October 2017, 749,999,998 shares were issued and allotted to, Trio Holding without payment and credited as fully-paid shares, each ranking pari passu in all respects with the then existing shares in issue.
- (b) Pursuant to the shareholder's resolution dated 27 October 2017, 250,000,000 ordinary shares, representing 25% of the Company's enlarged issued share capital, were issued by way of the public offering on the Main Board of the Stock Exchange at a price of HK\$0.62 per share on 23 November 2017. The gross proceeds received by the Company after deducting the capitalised listing expenses were approximately HK\$136,335,000. Dealings in the Company's shares on the Main Board of the Stock Exchange commenced on 23 November 2017.

附註：

- (a) 根據日期為二零一七年十月二十七日的股東決議案，以無償方式向致豐控股發行及配發749,999,998股股份，並入賬列為繳足股份，而每股股份在各方面與當時已發行的現有股份享有同等地位。
- (b) 根據日期為二零一七年十月二十七日的股東決議案，於二零一七年十一月二十三日以公开发售方式，按每股0.62港元之價格在聯交所主板發行250,000,000股普通股，佔本公司經擴大已發行股本的25%。本公司經扣除資本化的上市開支後的所得款項總額約為136,335,000港元。本公司股份於二零一七年十一月二十三日開始在聯交所主板買賣。

## 25 EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION

Pursuant to a written resolution of the then shareholder passed on 27 October 2017, the Company adopted a Share Option Scheme (the “**Scheme**”). The terms of the Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules.

The Scheme is a share incentive scheme established to recognise and acknowledge the contributions eligible participants have made to the Group. The Scheme is valid and effective for a period of ten years commencing on the date of the adoption of the Scheme, unless terminated earlier by the shareholders in a general meeting.

Participants may include: (i) any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to any member of the Group or a company in which the Group holds an interest or a subsidiary of such company (the “**Affiliate**”); (ii) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to any member of the Group or an Affiliate; or (iii) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to any member of the Group or an Affiliate.

As at 31 December 2018, the total number of shares available for issue under the Scheme was 70,000,000 (2017: 70,000,000 shares), representing 7% (2017: 7%) of the issued share capital of the Company. The aggregate number of shares which may be issued upon exercise of all outstanding options granted and to be exercised under the Scheme and any other share option scheme of the Company, must not in aggregate exceed 10% of the Company’s shares in issue as at the Listing Date. The 10% limit may be refreshed at any time by obtaining approval of the Company’s shareholders in general meeting provided that the total number of the Company’s shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option scheme of the Company, must not exceed 10% of the Company’s shares in issue as at the date of the approval of the refreshed limit.

## 25 以權益結算及股份為基礎付款的交易

根據於二零一七年十月二十七日由當時股東通過的書面決議記錄，本公司採納購股權計劃（「**該計劃**」）。該計劃的條款符合上市規則第17章的條文。

該計劃為一項股份獎勵計劃，乃為表彰和肯定合資格參與者對本集團所作貢獻而設立。該計劃除非由股東在股東大會上提早終止，否則自該計劃採納日期起十年期間有效及具效力。

參與者可包括：(i)本集團任何成員公司或本集團持有其中權益的公司或該公司的附屬公司的任何董事、僱員、顧問、專業人員、客戶、供應商、代理、合夥人或諮詢人或承辦商（「**關聯人士**」）；(ii)其酌情受益人包括本集團任何成員公司的任何董事、僱員、顧問、專業人員、客戶、供應商、代理、合夥人、諮詢人或承辦商或關聯人士的任何信託或全權信託的受託人；或(iii)本集團任何成員公司的任何董事、僱員、顧問、專業人員、客戶、供應商、代理、合夥人、諮詢人或承辦商或關聯人士實益擁有的公司。

於二零一八年十二月三十一日，根據該計劃可供發行的股份總數為70,000,000股（二零一七年：70,000,000股），相當於本公司已發行股本7%（二零一七年：7%）。根據該計劃及本公司任何其他購股權計劃已授出而可予行使的所有未行使購股權獲行使時可發行的股份總數，合共不得超過本公司於上市日期的已發行股份10%。該10%上限可隨時由本公司股東於股東大會上批准而予以更新，惟根據該計劃及本公司任何其他購股權計劃將授出的所有購股權獲行使時可予發行的本公司股份總數，不得超過本公司於更新上限獲批准日期的已發行股份10%。

**25 EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION** (Continued)

The number of shares issued and to be issued in respect of which options granted and which may be granted to any individual in any 12-month period up to the date of the grant, shall not exceed 1% of the shares of the Company in issue. Any further grant of options in excess of this limit must be separately approved by the Company's shareholders in a general meeting with such grantee and his/her close associates abstaining from voting. Any grant of an option to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the option).

Where any grant of options to a substantial shareholder of the Company or an independent non-executive Director (or any of their respective associates) will result in the total number of shares issued and to be issued upon exercise of all options already granted and to be granted to such person under the Scheme and any other share option scheme of the Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant representing in aggregate over 0.1% of the shares in issue and having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK\$5,000,000, such further grant of options is required to be approved by shareholders at a general meeting of the Company, with voting to be taken by way of a poll.

Upon acceptance of an option to subscribe for shares, the eligible participant shall pay HK\$1 to the Company as consideration for the grant. The subscription price of a share subject to options granted under the Scheme shall be a price determined by the Board and notified to a participant and shall be at least the higher of:

- (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of the grant of the option; and

**25 以權益結算及股份為基礎付款的交易 (續)**

於任何12個月期間內直至授出日期，任何個別人士獲授及可獲授的購股權所涉及的已發行及將發行的股份數目，不得超過本公司已發行股份的1%。超出此上限的任何購股權進一步授出，必須另外經本公司股東在股東大會上批准，而有關承授人及其緊密聯繫人須放棄在會上投票。向本公司董事、行政人員或主要股東（或彼等各自的聯繫人）授出任何購股權，必須經獨立非執行董事（不包括身為購股權承授人的任何獨立非執行董事）批准。

倘向本公司主要股東或獨立非執行董事（或彼等各自的聯繫人）授出任何購股權，會導致於任何12個月期間內直至授出日期（包括該日）該人士根據該計劃或本公司任何其他購股權計劃獲授及將獲授的所有購股權（包括已行使、已註銷及尚未行使之購股權）獲行使時獲發行及可獲發行的股份總數，合共超過已發行股份的0.1%，且根據每次授出日期的股份收市價計算，總值超過5,000,000港元，則上述進一步授出購股權須由股東在本公司股東大會上批准，且須以投票方式表決。

於接納可認購股份的購股權時，合資格參與者須向本公司支付1港元作為是次授出的代價。根據該計劃授出購股權所涉及的股份認購價應為由董事會釐定並向參與者知會的價格，並應最少相等於以下最高者：

- (i) 聯交所每日報價表所示股份於授出購股權日期的收市價；及

**25 EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION** (Continued)

- (ii) The average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of the grant of the option.

The movement in the number of share options under the Scheme during the year ended 31 December 2018 is as follows:

**25 以權益結算及股份為基礎付款的交易 (續)**

- (ii) 聯交所每日報價表所示股份於緊接授出購股權日期前五個交易日的平均收市價。

截至二零一八年十二月三十一日止年度，該計劃項下的購股權數目變動如下：

Date of grant	Exercise price (Note)	Outstanding at 1 January 2018	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31 December 2018
授出日期	行使價 (附註)	於二零一八年一月一日未行使	年內授出	年內已行使	年內失效	於二零一八年十二月三十一日未行使
	HK\$ 港元					
<b>Executive Directors</b>						
<b>執行董事</b>						
Mr. Lai Yiu Wah 黎耀華先生	28 December 2017 二零一七年 十二月二十八日	0.954	7,000,000	-	-	7,000,000
Mr. Tai Leung Lam 戴良林先生	28 December 2017 二零一七年 十二月二十八日	0.954	7,000,000	-	-	7,000,000
Mr. Joseph Mac Carthy Joseph Mac Carthy先生	28 December 2017 二零一七年 十二月二十八日	0.954	6,000,000	-	-	6,000,000
<b>Other eligible participants</b> 其他合資格參與者	28 December 2017 二零一七年 十二月二十八日	0.954	10,000,000	-	(300,000)	9,700,000
			30,000,000	-	(300,000)	29,700,000
<b>Weighted average exercise price</b> 加權平均行使價		HK\$0.954 0.954港元	-	-	-	HK\$0.954 0.954港元

Note: The closing price of the share immediately before the date on which the share options were granted was HK\$0.95.

附註：緊接購股權獲授出日期前股份的收市價為0.95港元。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 25 EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION (Continued)

The movement in the number of share options under the Scheme during the year ended 31 December 2017 is as follows:

Date of grant	Exercise price (Note)	Outstanding at 1 January 2017	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31 December 2017
授出日期	行使價 (附註)	於二零一七年一月一日未行使	年內授出	年內已行使	年內失效	於二零一七年十二月三十一日未行使
	HK\$ 港元					
<b>Executive Directors</b>						
<b>執行董事</b>						
Mr. Lai Yiu Wah 黎耀華先生	28 December 2017 二零一七年十二月二十八日	0.954	-	7,000,000	-	7,000,000
Mr. Tai Leung Lam 戴良林先生	28 December 2017 二零一七年十二月二十八日	0.954	-	7,000,000	-	7,000,000
Mr. Joseph Mac Carthy Joseph Mac Carthy先生	28 December 2017 二零一七年十二月二十八日	0.954	-	6,000,000	-	6,000,000
<b>Other eligible participants</b> <b>其他合資格參與者</b>	28 December 2017 二零一七年十二月二十八日	0.954	-	10,000,000	-	10,000,000
			-	30,000,000	-	30,000,000
<b>Weighted average exercise price</b> <b>加權平均行使價</b>			-	HK\$0.954 0.954港元	-	HK\$0.954 0.954港元

Note: The closing price of the share immediately before the date on which the share options were granted was HK\$0.95.

#### 25 以權益結算及股份為基礎付款的交易 (續)

截至二零一七年十二月三十一日止年度，該計劃下購股權數目變動如下：

附註：緊接授出購股權日期前的股份收市價為0.95港元。

**25 EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION** (Continued)

Of the total number of options outstanding at the end of the year, no share options had vested and were exercisable at 31 December 2018 (2017:nil).

The options granted on 28 December 2017 (the “**Valuation Date**”) with an exercise price of HK\$0.954 per share, are vested for a period of three years immediately after the date of the grant. Options granted are exercisable after three years but not exceeding ten years from the date of the grant.

The fair value of the options has been calculated by Grant Sherman Appraisal Limited using the Binomial Option Pricing Model. The assumptions used are as follows:

		<b>Granted on 28 December 2017 於二零一七年 十二月二十八日授出</b>
Grant date share price	授出日期股份價格	HK\$0.93 0.93港元
Exercise price	行使價	HK\$0.954 0.954港元
Expected volatility	預期波幅	53.07%
Contractual option life	購股權合約年期	10 years 10年
Risk-free rate	無風險利率	2.16%
Expected dividend yield	預期股息率	4.93%

Since the historical volatility of the Company’s shares over the most recent period commensurate with the contractual life of the share options is not available, the average of the historical volatilities of the adopted listing guideline companies has been adopted as the expected volatility and reflects the assumption that the historical volatility is indicative of future trends. The risk-free rate is the yield of Hong Kong Generic Rate with maturity matching the contractual option life of the share options as obtained from Bloomberg as at the Valuation Date. The historical annualised dividend yield of the Company of 4.93% has been adopted.

**25 以權益結算及股份為基礎付款的交易 (續)**

在年結日未行使的購股權總數當中，概無購股權於二零一八年十二月三十一日已歸屬及可行使(二零一七年：無)。

於二零一七年十二月二十八日(「**估值日期**」)授出而行使價為每股0.954港元的購股權，乃於緊隨授出日期後三年期間歸屬。所授出的購股權可於授出日期起計三年後但不超過十年的期間行使。

購股權的公平值由中證評估有限公司採用二項式期權定價模式計算。所用假設如下：

由於並無本公司股份於最近期間(相當於購股權的合約年期)的歷史波幅數據，因此已採用獲採用上市可比公司的歷史波幅平均數作為預期波幅，並已反映假設歷史波幅可顯示未來趨勢。無風險利率乃於估值日取自彭博社(Bloomberg)的到期日與購股權合約年期一致的香港通用收益率。已採用本公司的年度化歷史股息率4.93%。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 25 EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION (Continued)

The assumptions used in computing the fair value of the share options are based on management's best estimate. The valuation of options is dependent upon a number of variables using subjective assumptions. Any changes in the variables may materially affect the estimation of the fair value of an option.

There was no market vesting condition or non-market performance condition associated with the options granted.

Share-based compensation expenses of HK\$3,667,000 were charged to the consolidated statement of comprehensive income for the year ended 31 December 2018 (2017: HK\$40,000).

#### 26 DEFERRED INCOME TAX

Deferred income tax is calculated in full on temporary differences under the liability method using a principal taxation rate of 16.5% for the year ended 31 December 2018 (2017: 16.5%). The net movement on the deferred income tax liabilities, arising from accelerated tax depreciation is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of the year	年初	3,705	3,712
Charged to equity	從權益扣除	30	(7)
At end of the year	年末	3,735	3,705

The net deferred income tax liabilities are expected to be settled after more than 12 months.

Deferred income tax liabilities of HK\$4,315,000 as at 31 December 2018 (2017: HK\$3,869,000) have not been recognised for the withholding tax that would be payable on the unremitted earnings of certain subsidiaries. Unremitted earnings as at 31 December 2018 is HK\$86,296,000 (2017: HK\$77,371,000).

#### 25 以權益結算及股份為基礎付款的交易 (續)

計算購股權公平值時採用的假設是基於管理層的最佳估計。購股權的估值取決於多項使用主觀假設的可變因素。該等可變因素的任何變動可能會對購股權公平值估計構成重大影響。

概無與已授出購股權相關的市場歸屬條件或非市場表現條件。

以股份為基礎的報酬開支3,667,000港元已計入截至二零一八年十二月三十一日止年度的綜合全面收益表(二零一七年: 40,000港元)。

#### 26 遞延所得稅

截至二零一八年十二月三十一日止年度，遞延所得稅乃採用負債法就關於短暫性差異按主要稅率16.5% (二零一七年: 16.5%) 計算。由加速稅項折舊導致的遞延所得稅負債淨變動如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of the year	年初	3,705	3,712
Charged to equity	從權益扣除	30	(7)
At end of the year	年末	3,735	3,705

遞延所得稅負債淨額預計將在超過12個月後結清。

於二零一八年十二月三十一日，尚未就若干附屬公司未匯出盈利應付的預扣稅確認的遞延所得稅負債為4,315,000港元(二零一七年: 3,869,000港元)。於二零一八年十二月三十一日的未匯出盈利為86,296,000港元(二零一七年: 77,371,000港元)。

## 27 RESERVES

### (a) Other capital reserve

Other capital reserves as at 31 December 2018 and 2017 represent the aggregate paid-in capital of the subsidiaries acquired, offset by investment costs in subsidiaries of the Company during the reorganisation.

### (b) Statutory reserve

In accordance with the PRC Company Law and the articles of association of those group companies incorporated in the PRC, the group companies are required to appropriate 10% of their profits after income tax, as determined in accordance with Accounting Standards for Business Enterprises and the Accounting System for Business Enterprises and other regulations applicable to group companies, to the statutory surplus reserve until such reserve reaches 50% of the registered capital of the group companies. The appropriation to the reserve must be made before any distribution of dividends to holders of the group companies. The statutory surplus reserve can be used to offset previous years' losses, if any, and part of the statutory surplus reserve can be capitalised as the group companies' capital provided that the amount of such reserve remaining after the capitalisation shall not be less than 25% of the capital of the group companies.

### (c) Revaluation reserve

Revaluation reserve as at 31 December 2018 and 2017 represents the revaluation of land and buildings held by the Group.

## 27 儲備

### (a) 其他資本儲備

於二零一八年及二零一七年十二月三十一日，其他資本儲備指重組期間被本公司於附屬公司的投資成本抵銷的所收購附屬公司的實繳資本總額。

### (b) 法定儲備

根據中國公司法及於中國註冊成立的集團公司的組織章程細則，集團公司須提取其所得稅後溢利之10%（根據企業會計準則及企業會計制度以及其他適用於集團公司的規例而定）作為法定盈餘儲備，直至該儲備達至其註冊股本之50%為止。儲備的撥款必須於向集團公司持有人宣派股息前作出。法定盈餘儲備可於抵銷過往年度虧損（若有），亦可部分用於撥充集團公司股本的資金，惟於資本化後餘下的該等儲備金額不得少於其股本的25%。

### (c) 重估儲備

於二零一八年及二零一七年十二月三十一日，重估儲備指重估本集團持有的土地及樓宇。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

## 27 RESERVES (continued)

### (d) Share option reserve

The fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period with a corresponding increase in the share option reserve.

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest and the impact of the revision of these estimates, if any, is recognised in the consolidated statement of comprehensive income over the remaining vesting period, with a corresponding adjustment to the share option reserve.

At the time when the options are exercised, the amount previously recognised in the share option reserve is transferred to the share capital. When the share options are forfeited or are still not exercised at the expiry date, the amount previously recognised in the share option reserve is transferred to retained profits.

### (e) Currency translation reserve

The currency translation reserve comprises the exchange differences arising for the translation of the financial statements of foreign operations.

## 28 BANKING FACILITIES

(a) At 31 December 2018, the Group had banking facilities totalling HK\$295,600,000 (2017: HK\$206,000,000) granted by three banks (2017: three banks). These facilities were secured by the leasehold land and buildings of the Group, financial asset at fair value through profit or loss of the Group, fixed deposits placed in two banks, and an indemnity for an unlimited amount executed by the Company.

(b) The Group's borrowings and obligations under finance lease (note 23) of HK\$866,000 as at 31 December 2018 (2017: HK\$1,849,000) were secured by plant and equipment of the Group, a guarantee executed by the Hong Kong Special Administrative Region Government, and an indemnity for an unlimited amount executed by the Company.

## 27 儲備 (續)

### (d) 購股權儲備

於授出日期授出購股權的公平值以直線基準按歸屬期間支銷，而相應的權益增加計入購股權儲備。

於報告期末，本集團修訂其對於預計最終歸屬的購股權數目的估計，而修訂原估計所造成的影響（如有）按餘下歸屬期間在綜合全面收益表中確認，並在購股權儲備內作出相應調整。

當購股權獲行使時，之前在購股權儲備確認的金額轉撥至股本。當購股權被沒收或至屆滿日期仍未獲行使，之前在購股權儲備確認的金額轉撥至保留溢利。

### (e) 匯兌儲備

匯兌儲備由換算境外業務的財務報表產生的匯兌差額。

## 28 銀行融資

(a) 於二零一八年十二月三十一日，本集團擁有由三家銀行（二零一七年：三家銀行）授出合共295,600,000港元（二零一七年：206,000,000港元）之銀行融資。該等融資由本集團的租賃土地及樓宇、本集團按公平值計入損益賬的金融資產、存於兩家銀行的定期存款以及由本公司簽立的無限額彌償作抵押。

(b) 本集團於二零一八年十二月三十一日於融資租賃（附註23）項下之借款及債務為866,000港元（二零一七年：1,849,000港元），由本集團的廠房及設備、香港特別行政區政府提供的擔保及本公司簽立的無限額彌償作抵押。

**29 COMMITMENTS****(a) Capital commitments**

Capital expenditure contracted for at the end of the reporting period but not yet incurred is as follows:

		<b>2018</b>	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
Property, plant and equipment	物業、廠房及設備	<b>2,775</b>	23

**(b) Operating lease commitments – as a lessee**

The Group leases offices, staff dormitory, warehouses, and car parking spaces under non-cancellable operating lease agreements. The lease terms are between one to three years, and the majority of lease agreements are renewable at the end of the lease period at market rate.

The Group also leases various warehouses and factory under cancellable operating lease agreements. The Group is required to give a six-month notice for the termination of these agreements.

The total future minimum lease payments under non-cancellable operating lease payable as follows:

		<b>2018</b>	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	<b>2,002</b>	1,421
In the second to third years, inclusive	於第二至第三年 (首尾兩年包括在內)	<b>1,093</b>	1,135
		<b>3,095</b>	2,556

**29 承擔****(a) 資本承擔**

於報告期末已訂約但未產生的資本開支如下：

	<b>2018</b>	2017
	二零一八年	二零一七年
	HK\$'000	HK\$'000
	千港元	千港元
Property, plant and equipment	<b>2,775</b>	23

**(b) 經營租賃承擔 – 作為承租人**

本集團根據不可撤銷之經營租賃協議租賃辦公室、員工宿舍、倉庫及停車位。租賃期介乎一至三年，大部分租賃協議於租賃期末可根據市值重續。

本集團亦根據可撤銷之經營租賃協議租賃多個倉庫及工廠。本集團就終止此等協議須發出六個月通知。

根據不可撤銷之經營租賃未來應付最低租賃付款總額如下：

	<b>2018</b>	2017
	二零一八年	二零一七年
	HK\$'000	HK\$'000
	千港元	千港元
Within one year	<b>2,002</b>	1,421
In the second to third years, inclusive	<b>1,093</b>	1,135
	<b>3,095</b>	2,556

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 NOTE TO THE STATEMENT OF CASH FLOWS

30 綜合現金流量表附註

(a) Reconciliation of profit before income tax to cash generated from operations:

(a) 除所得稅前溢利與營運產生之現金對賬：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
Profit before income tax	除所得稅前溢利	49,639	87,148
Adjustments for:	就下列各項調整：		
Bank interest	銀行利息	(979)	(98)
Amortisation of insurance expense	保險開支攤銷	11	12
Depreciation	折舊	10,305	9,623
Equity-settled share based payment expense	權益結算以股份為基礎付款開支	3,667	40
Finance costs	融資成本	12,965	9,255
Gain on derivative financial instruments	衍生金融工具收益	-	(144)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	49	14
Provision for impairment loss on trade receivables	貿易應收款項減值虧損撥備	4,601	-
(Reversal of)/provision for impairment loss on inventories	存貨減值虧損(撥回)/撥備	(652)	623
Obsolete inventories written off	陳舊存貨撇銷	1,067	1,541
Loss on de-recognition of financial asset at fair value through profit or loss	取消確認按公平值計入損益賬的金融資產的虧損	376	-
Fair value loss/(gain) on financial asset at fair value through profit or loss	按公平值計入損益賬的金融資產的公平值虧損/(收益)	127	(116)
Operating profit before working capital changes	營運資金變動前的經營溢利	81,176	107,898
Increase in inventories	存貨增加	(34,632)	(56,282)
Decrease/(increase) in trade and other receivables	貿易及其他應收款項減少/(增加)	28,410	(24,889)
Increase in prepayment and deposits	預付款項及按金增加	(4,403)	(1,307)
Increase in trade and other payables	貿易及其他應付款項增加	17,862	63,697
Increase in contract liability	合約負債增加	3,004	-
<b>Net cash generated from operations</b>	<b>經營所得現金淨額</b>	<b>91,417</b>	<b>89,117</b>

### 30 NOTE TO THE STATEMENT OF CASH FLOWS (continued)

#### (b) Reconciliation of liabilities arising from financing activities:

#### (b) 融資活動產生之負債對賬：

		Balances with shareholders	Term loans	Finance lease payable 融資租賃 應付款項	Profit tax loans 利得稅貸款	Insurance premium loan 保費貸款	Revolving loan 循環貸款	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
<b>Balance at 1 January 2017</b>	於二零一七年一月一日的結餘	88	9,254	3,472	9,274	444	-	22,532
Cash flows	現金流							
- Inflow from financing activities	- 融資活動現金流入	-	-	-	17,702	-	20,000	37,702
- Outflow from financing activities	- 融資活動現金流出	(88)	(6,215)	(1,623)	(12,189)	(276)	(20,000)	(40,391)
- Outflow from operating activities	- 經營活動現金流出	-	(305)	(93)	(255)	(7)	(41)	(701)
Non-cash changes	非現金變動							
Interest expenses	利息支出	-	305	93	255	11	41	705
Exchange differences	匯兌差額	-	-	-	-	(4)	-	(4)
<b>Balance at 31 December 2017 and 1 January 2018</b>	於二零一七年十二月三十一日及二零一八年一月一日的結餘	-	3,039	1,849	14,787	168	-	19,843
Cash flows	現金流							
- Inflow from financing activities	- 融資活動現金流入	-	16,000	-	7,000	6,071	80,000	109,071
- Outflow from financing activities	- 融資活動現金流出	-	(10,127)	(983)	(15,172)	(239)	(70,000)	(96,521)
- Outflow from operating activities	- 經營活動現金流出	-	(482)	(49)	(226)	(9)	(141)	(907)
Non-cash changes	非現金變動							
Interest expenses	利息支出	-	482	49	226	19	141	917
Exchange differences	匯兌差額	-	-	-	-	(10)	-	(10)
<b>Balance at 31 December 2018</b>	於二零一八年十二月三十一日的結餘	-	8,912	866	6,615	6,000	10,000	32,393

### 31 RELATED PARTY TRANSACTIONS

Members of key management during the year comprised the Directors only whose remuneration is set out in note 9 to the consolidated financial statements.

### 31 關聯方交易

於本年度主要管理層成員僅由其薪酬金載列於綜合財務報表附註9之董事所組成。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY 32 本公司財務狀況表及儲備變動

		Note	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
		附註		
<b>Assets</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment in subsidiaries	於附屬公司的投資	16	145,182	145,182
			145,182	145,182
<b>Current assets</b>	<b>流動資產</b>			
Other receivables	其他應收款項		18,500	20,059
Prepayments and deposits	預付款項及按金		315	325
Amount due from subsidiaries	應收附屬公司款項		20,363	5,100
Tax recoverable	可收回稅項		701	-
Bank and cash balances	銀行及現金結餘		126,060	140,912
			165,939	166,396
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項		2,275	6,615
Amount due to a subsidiary	應付一間附屬公司款項		-	10
Current tax liabilities	即期稅務負債		-	2,745
			2,275	9,370
<b>Net current assets</b>	<b>流動資產淨值</b>		163,664	157,026
<b>Net assets</b>	<b>資產淨值</b>		308,846	302,208
<b>Equity</b>	<b>權益</b>			
Share capital	股本	24	281,507	281,507
Reserves	儲備	(a)	27,339	20,701
<b>Total equity</b>	<b>總權益</b>		308,846	302,208

The statement of financial position of the Company were approved by the Board of Directors on 22 March 2019 and were 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二十二日批准，並由以下董事代表董事會簽署

Lai Yiu Wah  
黎耀華  
Director  
董事

Tai Leung Lam  
戴良林  
Director  
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY  
(continued)

32 本公司財務狀況表及儲備變動  
(續)

(a) Reserve movement of the Company

(a) 本公司儲備變動

		Note	Share options reserve 購股權儲備	Retained profits 保留溢利	Total 總計
		附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 December 2017	於二零一七年十二月三十一日		40	20,661	20,701
Profit for the year	年內溢利		-	30,971	30,971
Equity-settled share-based transaction	以權益結算及股份為基礎付款的交易	25	3,667	-	3,667
Forfeiture of share options	沒收購股權		(9)	9	-
Dividend paid	已付股息	13	-	(28,000)	(28,000)
At 31 December 2018	於二零一八年十二月三十一日		<b>3,698</b>	<b>23,641</b>	<b>27,339</b>
At 31 December 2016	於二零一六年十二月三十一日		-	278	278
Profit for the year	年內溢利		-	50,383	50,383
Equity-settled share-based transaction	以權益結算及股份為基礎付款的交易	25	40	-	40
Dividend paid	已付股息	13	-	(30,000)	(30,000)
At 31 December 2017	於二零一七年十二月三十一日		40	20,661	20,701

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

33 FINANCIAL INSTRUMENTS BY CATEGORY

As at 31 December 2018

33 金融工具 — 按類別劃分

於二零一八年十二月三十一日

		Financial asset at amortised cost 按攤銷成本 計量的 金融資產 HK\$'000 千港元	Financial asset at fair value through profit or loss 按公平值 計入損益賬 的金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial asset at fair value through the profit or loss	按公平值計入損益賬的 金融資產	-	6,765	6,765
Trade and other receivables	貿易及其他應收款項	106,334	-	106,334
Deposits	按金	3,901	-	3,901
Restricted bank deposits	受限制銀行存款	8,114	-	8,114
Bank and cash balances	銀行及現金結餘	194,580	-	194,580
Total	總計	312,929	6,765	319,694

		Financial liabilities at amortised cost 按攤銷成本 計量之 金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade and other payables (excluding sale deposits received)	貿易及其他應付款項 (已收銷售訂金除外)	167,424	167,424
Contract liability	合約負債	3,004	3,004
Borrowings	借款	31,871	31,871
Finance lease payables	融資租賃應付款項	866	866
Total	總計	203,165	203,165

### 33 FINANCIAL INSTRUMENTS BY CATEGORY 33 金融工具 – 按類別劃分 (續)

As at 31 December 2017

於二零一七年十二月三十一日

		Loans and receivables	Financial asset at fair value through profit or loss	Total
		貸款及 應收款項 HK\$'000 千港元	按公平值 計入損益賬 的金融資產 HK\$'000 千港元	總計 HK\$'000 千港元
Financial asset at fair value through the profit or loss	按公平值計入損益賬的金融資產	–	2,651	2,651
Trade and other receivables	貿易及其他應收款項	139,345	–	139,345
Deposits	按金	3,308	–	3,308
Restricted bank deposits	受限制銀行存款	8,084	–	8,084
Bank and cash balances	銀行及現金結餘	161,626	–	161,626
<b>Total</b>	<b>總計</b>	<b>312,363</b>	<b>2,651</b>	<b>315,014</b>

			Financial liabilities at amortised cost	Total
			按攤銷成本 計量之 金融負債 HK\$'000 千港元	總計 HK\$'000 千港元
Trade and other payables (excluding sale deposits received)	貿易及其他應付款項 (已收銷售訂金除外)		151,954	151,954
Borrowings	借款		17,994	17,994
Finance lease payables	融資租賃應付款項		1,849	1,849
<b>Total</b>	<b>總計</b>		<b>171,797</b>	<b>171,797</b>

### 34 CONTINGENT LIABILITIES

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

### 34 或然負債

於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（二零一七年：無）。



## FIVE YEARS FINANCIAL SUMMARY

### 五年財務概要

#### For the year ended 31 December

截至十二月三十一日止年度

		2018	2017	2016	2015	2014
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Results</b>	<b>業績</b>					
Revenue	收益	<b>885,971</b>	788,042	744,899	657,614	517,479
Profit before income tax	除所得稅前溢利	<b>49,639</b>	87,148	97,355	42,513	28,501
Income tax expense	所得稅開支	<b>(7,261)</b>	(17,140)	(22,098)	(12,756)	(6,623)
Profit for the year	年內溢利	<b>42,378</b>	70,008	75,257	29,757	21,878
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	<b>42,378</b>	70,008	75,257	29,757	21,878

#### As at 31 December

於十二月三十一日

		2018	2017	2016	2015	2014
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總值	<b>573,573</b>	524,736	294,224	308,895	278,203
Total liabilities	負債總額	<b>(221,678)</b>	(192,172)	(139,469)	(183,968)	(170,324)
Net assets	資產淨值	<b>351,895</b>	332,564	154,755	124,927	107,879
Equity attributable to owners of the Company	本公司擁有人應佔權益	<b>351,895</b>	332,564	154,755	124,927	107,879



# POWERING THE *e*WORLD

## 注動力 建未來

**Trio Industrial Electronics Group Limited**  
**致豐工業電子集團有限公司**

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