



**Royal**  
FURNITURE  
**皇朝傢俬**

**ROYALE FURNITURE HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)  
Stock code: 1198



Annual Report 2018



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## CORPORATE INFORMATION

### DIRECTORS

#### Executive Directors

Mr. Tse Kam Pang (*Chairman, Chief Executive Officer*)  
Mr. Tse Hok Kan  
Mr. Chan Wing Kit  
Mr. Chen Hao (resigned on 23 April 2018)

#### Independent Non-Executive Directors

Dr. Donald H. Straszheim  
Mr. Lau Chi Kit  
Mr. Yue Man Yiu Matthew

### AUDIT COMMITTEE

Mr. Yue Man Yiu Matthew (*Chairman*)  
Dr. Donald H. Straszheim  
Mr. Lau Chi Kit

### REMUNERATION COMMITTEE

Mr. Lau Chi Kit (*Chairman*)  
Dr. Donald H. Straszheim  
Mr. Yue Man Yiu Matthew

### NOMINATION COMMITTEE

Mr. Lau Chi Kit (*Chairman*)  
Dr. Donald H. Straszheim  
Mr. Yue Man Yiu Matthew

### COMPANY SECRETARY

Mr. Chui See Lai

### AUDITOR

Ernst & Young

### SOLICITORS

Jeffrey Mak Law Firm

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking  
Corporation Limited  
Bank of Communications Co., Ltd.  
Hong Kong Branch  
Bank of China

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited  
3rd Floor, Royal Bank House  
24 Shedden Road  
P.O. Box 1586  
Grand Cayman KY1-1110  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### REGISTERED OFFICE

Century Yard, Cricket Square  
Hutchins Drive  
P.O. Box 2681 GT  
Grand Cayman  
Cayman Islands  
British West Indies

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 607, 6/F  
Tsim Sha Tsui Centre  
66 Mody Road  
Tsim Sha Tsui East  
Kowloon, Hong Kong

### STOCK CODE

1198

### INVESTOR RELATIONS

Tel: (852) 2636 6648  
Email: info@chitaly.com.hk

## CHAIRMAN'S STATEMENT

Dear Shareholders,

I hereby present the annual results of Royale Furniture Holdings Limited ("Royale Furniture" or the "Company", together with its subsidiaries, the "Group") for the year ended 31 December 2018.

### 2018 REVIEW

2018 was a difficult year because the U.S. imposed tariffs on the merchandise imported from China, which triggered the Sino-US trade war overshadowing the Chinese economy. As a result, China's economic growth slowed down, and the furniture industry was further impacted and faced with more severe challenges. Although the traditional furniture industry was affected by fierce competition and changes in market consumption patterns, high quality products and excellent brand capabilities enabled the Group to maintain its market share in the consolidation of furniture industry.

During the period under review, the Group made some adjustments in line with the business environment and identified alternatives for traditional marketing approaches for furniture by establishing collaboration with large property developers and local distributors on the B2B businesses. In addition to providing design services to model rooms for sales, the Group made direct sales of furniture to prospective property owners. B2B businesses, turnkey furnishing and furniture procurement projects in respect of fine-decorated houses have become one of the new important sources of sales for the Group.

Despite the newly-explored sales channels of the Group, the traditional distribution business turned downward. For the year ended 31 December 2018, the Group recorded a decrease of 1.7% to HK\$834 million in sales and an increase of 12.3% to HK\$52.6 million in profit attributable to owners of the parent.

### OUTLOOK

Looking forward to 2019, it is expecting that the traditional consumer industry will be exposed to more challenges. In the continuous integration of the furniture industry, the Group will launch mid-range to high-end new products to further expand the market in the first-tier and second-tier cities, maintain its market share with cost-effective product lines, optimize the overall franchisee network and improve the service quality to franchisees. Furthermore, amid a comparatively weak market and the overall economy in China, the Group will put more resources to expand the B2B business model, furniture procurement projects and enhance the income sources of the Group.

The Group will continue to carry out reforms in addition to those which were already taken place in 2018. We will optimize the supply chain management to further reduce our production costs. Aiming to expand production capacity, the Group will build a new production base in Yingde City, Guangdong Province, which will maximise the production capacity of the fully automated production line aiming to reduce labour cost and improve overall production efficiency.

On 16 November 2018, the Group and Science City (Guangzhou) Investment Group Limited\* (科學城(廣州)投資集團有限公司) ("Science City") entered into the memorandum of understanding of strategic cooperation and the negotiation is in process.

### APPRECIATION

On behalf of the Board of Directors, I would like to extend my gratitude to the management team, business partners and customers, franchisees and all employees. I would also like to express sincere appreciation to our shareholders for their support of the Group.

**TSE Kam Pang**

*Chairman*

Hong Kong, 28 March 2019



## MANAGEMENT DISCUSSION AND ANALYSIS

### DIVIDEND

The Board has resolved not to declare a final dividend for the year ended 31 December 2018 (2017: Nil).

### Closure of the Register of Members

The Register of Members of the Company will be closed from Monday, 27 May 2019 to Friday, 31 May 2019, both days inclusive. In order to be eligible to attend and vote at the forthcoming annual general meeting to be held on Friday, 31 May 2019, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 24 May 2019.

### FINANCIAL REVIEW

For the year ended 31 December 2018, the Group recorded revenue of HK\$834.1 million (2017: HK\$848.9 million), representing a decrease of 1.7% from last year. The decrease in revenue was due to a relatively weakened economy in China.

Profit for the year was HK\$66.5 million (2017: HK\$55.7 million), representing an increase of 19.2%. Profit attributable to owners of the parent for the year was HK\$52.6 million (2017: HK\$46.9 million), representing an increase of 12.3%. The improvement was a result of the increase in other income and gains, effective cost control on selling and distribution expenses and improved gross profit contribution.

For the year ended 31 December 2018, selling and distribution expenses decreased by 19.2% to approximately HK\$85.2 million (2017: HK\$105.5 million), which was mainly due to the decrease in promotion and exhibition expenses.

Administrative expenses also decreased by 0.1% to HK\$89.4 million (2017: HK\$89.5 million), which was mainly due to the Group having carried out tight cost control on management and operating expenses.

Finance costs during the year decreased by 1.3% to HK\$22.0 million (2017: HK\$22.3 million) as the Group has replaced matured loans which attached with higher interest rate.

The Group has incurred loss on disposal of subsidiaries amounted to HK\$26.6 million and is included as other expenses in the consolidated statement of profit or loss. The loss was mainly due to reorganisation of 2 subsidiaries.

### BUSINESS REVIEW

Looking back on 2018, due to the Sino-US trade war, the Group has experienced several challenges in the furniture industry. It was a new social trend that customers would prefer tailor made design for furniture. The Group has also worked with large property developer in China on projects by leverage on the concept of fine-decorated house and turnkey furnishing.

During the year under review, the Group has launched certain new product series which yield higher gross profit margin on the mid-to-high-end ranged market segments. In addition, the Group has raised the prices for certain product series. This resulted in an increase of 2.6% on the Group's overall gross profit margin to 32.0% for the year ended 31 December 2018 (2017: 29.4%)

### Sales and Network Management

The Group's sales department has gone through a restructuring process by downsizing the number of sales representatives, adjusting sales approaches, the remuneration package and KPI performance management, increasing training efforts, optimising terms of reference, and implementing stringent control on expenses, such as travelling expenses, promotion and exhibition expenses. With the view to exploring new sales channels, the Group started to work with large property developers by co-operating with local distributors to provide design services to display flat unit aiming to generate sales of furniture from those prospective property owners. In addition, the Group has managed a number of furniture procurement projects during the year, including professional services such as design, manufacture and fitting of furniture.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Brand Management

Ms. Lin Chi Ling, a famous celebrity in Asia, continued to be the Group's spokesperson and will feature in the Group's advertisements as well as other marketing activities to promote the Group's brand name. In 2018, the Group was provided her new image so as to promote the new products for 2019.

The reputed image of Ms. Lin Chi Ling has effectively enhanced the brand name of the Group alongside with the provision of product information of the Group to consumers. Furthermore, the Group worked closely with both traditional and new online media, aiming to maintain our exposure to the public, and to enhance the Group's image as a household brand.

### Inventory and Prepayments, Deposits and Other Receivables

The Group's inventory increased by 13.7% to approximately HK\$294.6 million as at 31 December 2018 (2017: HK\$259.2 million), which was mainly due to the Group launched more products series and the increased of inventories piled up for furniture procurement projects. Prepayments, deposits and other receivables slightly increased by 0.3% to HK\$171.0 million (2017: HK\$170.5 million).

### Working Capital Challenge

The Group had net current assets of HK\$7.2 million at the end of the year (2017: net current liabilities of HK\$8.2 million). It represents a substantial improvement on the Group's working capital.

### Liquidity and Financial Resources

The Group had cash and cash equivalents amounted to HK\$78.8 million as at 31 December 2018 (2017: HK\$82.2 million). As at 31 December 2018, the Group's current ratio (current assets to current liabilities) improved to 1.01 (2017: 0.99) and the net current assets amounted to HK\$7.2 million (2017: net current liabilities of HK\$8.2 million).

As at 31 December 2018, additional to the interest bearing bank and other borrowings amounted to HK\$290.0 million (2017: HK\$295.4 million), the Group had loans from a director, non-controlling interests and medium term bonds of HK\$83.1 million (2017: loans from a director, non-controlling interests and medium term bonds of HK\$82.6 million). Approximately, 96.0% of the Group's cash was denominated in Renminbi with the remaining balance was denominated in Hong Kong Dollars. The exposure to the foreign exchange rate fluctuation during the year has been minimal since both of our operating cash inflow and outflow are predominantly in Renminbi. Currently, the Group does not maintain any hedging policy with respect to these foreign currency exposures.

### Capital Structure

During the year under review, the capital structure of the Group consists of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.





## MANAGEMENT DISCUSSION AND ANALYSIS

### Gearing Ratio

The gearing ratio is defined as net debt divided by capital plus net debt was 27% as at 31 December 2018 (2017: 29%).

### Pledge of Assets

As at 31 December 2018, the Group's pledged certain of its buildings, the construction in progress and prepaid land lease payments which had aggregate carrying values of approximately HK\$834,607,000 (2017: HK\$780,351,000) to secured certain bank loans granted to the Group.

### Significant Investments, Acquisitions and Disposals

During 2018, the Group entered into an agreement to dispose of its 100% interest in Huang Chao Haerbin Investment Company Limited, a subsidiary of the Group, and its subsidiary, Haerbin Huang Chao Furniture Co., Ltd. (collectively "Huang Chao Harbin Group"), to an independent third party company, Wantai Holdings Limited, for a total consideration of HK\$123,529,000.

Save for the aforementioned, the Group did not make any material acquisition or disposal of subsidiaries, associated companies and joint ventures as well as any significant investments. Apart from those disclosed in this annual report, there was no plan authorised by the Board for other material investments or additions of capital assets at the date of this annual report.

### Contingent Liabilities

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

## PROSPECT

Looking forward to 2019, it is expecting that the traditional consumer industry will be exposed to more challenges. In the continuous integration of the furniture industry, the Group will launch mid-range to high-end new products to further expand the market in the first-tier and second-tier cities, maintain its market share with cost-effective product lines, optimize the overall franchisee network and improve the service quality to franchisees. Furthermore, amid a comparatively weak market and the overall economy in China, the Group will put more resources to expand the B2B business model, furniture procurement projects and enhance the income sources of the Group.

The Group will continue to carry out reforms in addition to those which were already taken place in 2018. We will optimize the supply chain management to further reduce our production costs. Aiming to expand production capacity, the Group will build a new production base in Yingde City, Guangdong Province, which will maximise the production capacity of the fully automated production line aiming to reduce labour cost and improve overall production efficiency.

On 16 November 2018, the Group and Science City (Guangzhou) Investment Group Limited\* (科學城(廣州)投資集團有限公司) ("Science City") entered into the memorandum of understanding of strategic cooperation and the negotiation is in process.

# CORPORATE GOVERNANCE REPORT

## A. CORPORATE GOVERNANCE PRACTICES

This corporate governance report (the “Corporate Governance Report”) is to outline the major principles of the Company’s corporate governance. Shareholders of the Company are encouraged to make their views known to the Group if they have issues with the Company’s corporate governance and to directly raise any matters of concern to the chairman of the Board (the “Chairman” or the “Chairman of the Board”).

The Corporate Governance Code (the “CG Code”) is set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). For the financial year of the Company ended 31 December 2018 (the “Year”) under review, save as disclosed in this Corporate Governance Report, the Company has complied with the applicable code provisions (the “Code Provisions”) and principles under the CG Code as set out in Appendix 14 to the Listing Rules on the Stock Exchange.

The following is a summary of the work performed by the Board in corporate governance function during the Year:

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

## B. DIRECTORS’ SECURITIES TRANSACTIONS

In accordance with the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules, the Company has adopted codes of conduct relating to securities transactions by the Directors on terms no less exacting than the required standard set out in the Model Code. Having made specific enquiry with the Directors, all Directors confirmed that they had complied with the required standard set out in the Model Code regarding the Directors’ securities transactions during the Year.

## C. THE BOARD

### Roles and responsibilities

The Board is responsible for leadership and control of the Company and be collectively responsible for promoting the success of the Company by directing and supervising the Company’s affairs. Directors should make decisions objectively in the interests of the Company.

While day-to-day management, administration and operation of the Company are delegated to the Executive Directors, Chief Executive Officer and senior management, the Independent Non-executive Directors are responsible for:

- (a) participating in board meetings of the Company to bring an independent judgement to bear on issue of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
- (b) taking the lead where potential conflicts of interest arise;





## CORPORATE GOVERNANCE REPORT

- (c) serving on the audit, remuneration and other governance committees, if invited; and
- (d) scrutinizing the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.

The Board provides leadership, approves major policies, reviews and monitors the business performance of the Group, approves major funding and investment proposals, as well as the financial statements of the Group. Day-to-day management, administration and operation of the Company are delegated to the Executive Directors, Chief Executive Officer and senior management.

### Board Composition

The directors of the Company (the "Directors") during the Year were:

*Executive directors (the "Executive Directors"):*

Mr. Tse Kam Pang (*Chairman and Chief Executive Officer*)

Mr. Tse Hok Kan

Mr. Chan Wing Kit

Mr. Chen Hao (resigned on 23 April 2018)

*Independent non-executive directors (the "Independent Non-executive Directors"):*

Dr. Donald H. Straszhheim

Mr. Lau Chi Kit

Mr. Yue Man Yiu Matthew

As at 31 December 2018, the Board consisted of a total of six members, including three Executive Directors, and three Independent Non-executive Directors. The name and biographical details of each Director and other senior management are set out on pages 20 to 22 of this annual report.

### Chairman and Chief Executive Officer

Code Provision A.2.1 of the CG Code stipulates that the roles of the Chairman of the Board and the Chief Executive Officer should be separate and should not be performed by the same individual, and that the division of responsibilities between the Chairman and the Chief Executive Officer should be clearly stated.

The Chairman of the Board is responsible for leading the Board, and facilitating the business of the Board and the effectiveness of individual Director, both during and outside Board meetings. The Chairman plays a key role in the development of the Group's strategy and in ensuring management succession. The Chairman is also required to ensure that the principles of good corporate governance and processes of Board meetings are maintained.

The Chief Executive Officer is responsible to lead executive management of the Group. The Board sets limits to the authorities exercisable by the Chief Executive Officer and the Chief Executive Officer remains accountable to the Board within the limits of delegated authorities. The Chief Executive Officer commits to take overall responsibilities for the supervision and the conducts of the Company's business and its ordinary operation, in accordance with the policies, strategies and objectives established by the Group. The Board is responsible to monitor the performance of the Chief Executive Officer and to ensure whether the Board's objectives have been attained.

Mr. Tse Kam Pang, who acts as the Chairman and Chief Executive Officer of the Company, is responsible for undertaking the main decision-making role in the management of the Company's overall operations and overseeing the strategic development of the Group. The Board will meet regularly to consider and review the major and appropriate issues affecting the operations of the Company. As such, the Board considers that the sufficient measures have been taken and it will not impair the balance of power and authority between the Board and the management.

## CORPORATE GOVERNANCE REPORT

In addition, Mr. Tse Hok Kan, an Executive Director, is responsible for the development and marketing department of the Company. Mr. Chan Wing Kit, an Executive Director, is responsible for assisting the Chairman in formulating our growth strategy and effective running of the Board.

### Board meeting and procedure

The Company convenes at least four regular Board meetings a year and the Directors shall meet more frequently as and when required. At least 14 days' notice of all regular Board meetings is given to all Directors, and all Directors are given the opportunity to include matters for discussion in the agenda. For all other board meetings, reasonable notice should be given.

During the Year, apart from the ad hoc meetings and consents obtained by means of written resolutions of all the Board members, the Board has held four scheduled meetings. The attendance of individual members is set out in the table below:

	General meetings	Board meetings	Audit Committee meetings	Remuneration Committee meetings	Nomination Committee meetings
<i>Executive Directors</i>					
Mr. Tse Kam Pang	1/1	4/4			
Mr. Tse Hok Kan	1/1	4/4			
Mr. Chan Wing Kit	1/1	4/4			
Mr. Chen Hao (resigned on 23 April 2018)	0/0	1/1			
<i>Independent Non-executive Directors</i>					
Dr. Donald H. Straszheim	0/1	4/4	2/2	1/1	1/1
Mr. Lau Chi Kit	1/1	4/4	2/2	1/1	1/1
Mr. Yue Man Yiu Matthew	1/1	4/4	2/2	1/1	1/1

All the Directors have access to relevant and timely information. They also have access to the advice and services of the company secretary of the Company (the "Company Secretary"), who is responsible for providing the Directors with Board papers and related materials. Where queries are raised by the Directors, prompt and full responses will be given if possible.

Should a potential conflict of interest involving a substantial shareholder of the Company or a Director arise, the matter will be discussed in a Board meeting, as opposed to being dealt with by a written resolution. Independent Non-executive Directors with no conflict of interest will be present at meetings dealing with such conflict issues.

Independent Non-executive Directors are identified in all corporate communications containing the names of the Directors. An updated list of the Directors identifying the Independent Non-executive Directors and the roles and functions of the Directors is maintained on the website of the Company and the website of the Stock Exchange.

Code provision A.4.1 provides that Non-executive Directors should be appointed for a specific term and subject to re-election. Mr. Lau Chi Kit, the Independent Non-executive Director, has been reappointed with no fixed term of service on 25 May 2018. Dr. Donald H. Straszheim, the Independent Non-executive Directors, has been re-appointed with no fixed term of service with the Company on 5 June 2017. Mr. Yue Man Yiu Matthew, the Independent Non-executive Directors, have been re-appointed with no fixed term of service with the Company on 5 June 2017. However, they are eligible for re-appointment and subject to retirement by rotation at least once every three years in accordance with the articles of association of the Company. The Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and it still considers the Independent Non-executive Directors to be independent.



## CORPORATE GOVERNANCE REPORT

### Skills, knowledge, experience and attributes of Directors

All Directors served in office during the Year. Every Director commits to give sufficient time and attention to the affairs of the Company. The Directors also demonstrate their understanding and commit to standards of corporate governance. The Executive Director brings his perspectives to the Board through his understanding of the Group's business. The Non-executive Director and the Independent Non-executive Directors contribute their own skills and experience, understanding of local and global economies, and knowledge of capital markets to the Group's business.

### Division of responsibilities between the Board and management

While the Board is responsible for directing and approving the Group's overall strategies, the Group also has formed management teams in its business areas, comprising both the Executive Directors and senior officers of the Group, with authority and responsibility for developing and exercising both operational and non-operational duties. The management team members of the Group have a wide range of skills, knowledge and experience necessary to govern the Group's operations. All management team members are required to report directly to the Chairman on a regular basis to report business performance and operational and functional issues of the Group. This will allow the Group's management to allocate resources more efficiently for its decision-making and facilitate its daily operations.

The Board and the Group's management fully appreciate their respective roles and are committed to corporate governance. The Board is responsible for overseeing the processes by which the management identifies business opportunities and risks. The Board's role is not to manage the day-to-day business operations of the Group and the responsibility of which remains vested in the management.

The Board has set up formal procedures for the Board's decisions. Matters which the Board considers suitable for delegation to its committees are contained in the specific terms of reference of its committees. The terms of reference clearly define the powers and responsibilities of the Board committees. In addition, the Board will receive reports and/or recommendations from time to time from the Board committees on any matter significant to the Group.

### Induction and training

Each newly appointed Director, executive or non-executive, is required to undertake an induction program to ensure that he has proper understanding of his duties and responsibilities. The induction program includes an overview of the Group's business operation and governance policies, the Board meetings' procedures, matters reserved to the Board, an introduction of the Board committees, the Directors' responsibilities and duties, relevant regulatory requirements, and briefings with senior officers of the Group and site visits (if necessary).

Pursuant to Code Provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure their contribution to the Board remains informed and relevant. During the Year, all Directors participated in appropriate continuous professional development activities by ways of attending training and/or reading materials relevant to the Company's business or to the Directors' duties and responsibilities.

# CORPORATE GOVERNANCE REPORT

Participation in continuous professional development program during the Year are summarised as follows:

	Reading regulatory updates and directors' duties	Reading materials relating to business and industry	Attending professional briefings/seminars/conferences relevant to directors' duties, regulatory updates and business
<i>Executive Directors</i>			
Mr. Tse Kam Pang	✓	✓	✓
Mr. Tse Hok Kan	✓	✓	✓
Mr. Chan Wing Kit	✓	✓	✓
Mr. Chen Hao (resigned on 23 April 2018)	✓	✓	✓
<i>Independent Non-executive Directors</i>			
Dr. Donald H. Straszheim	✓	✓	✓
Mr. Lau Chi Kit	✓	✓	✓
Mr. Yue Man Yiu Matthew	✓	✓	✓
<i>Company Secretary</i>			
Mr. Chui See Lai	✓	✓	✓

## Directors' and officers' liability insurance and indemnity

The Company has arranged appropriate liability insurance to indemnify its Directors and officers in respect of legal actions against the Directors and/or officers. Throughout the Year, no claim was made against the Directors and the officers of the Company.

## Independent advice

The Board and its committees may seek advice from independent professional advisors whenever it considers appropriate. Each Director, with the consent of the Chairman of the Board and/or the chairman of the audit committee, may seek independent professional advice on matters connected with the Company to perform his responsibilities, at the Group's expense. No Director exercised his right for independent professional advice during the Year.

## Independence of Non-executive Directors

Three Independent Non-executive Directors, namely Dr. Donald H. Straszheim, Mr. Lau Chi Kit and Mr. Yue Man Yiu Matthew were considered to be independent in accordance with the guidelines set out in Rule 3.13 of the Listing Rules.

Also, the three Independent Non-executive Directors, representing over one-third of the Board, constituted a proper balance of power maintaining full and effective control of both the Group and its executive management.



## CORPORATE GOVERNANCE REPORT

### Company secretary

All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures and all applicable laws are followed. Moreover, the Company Secretary is responsible for facilitating communications among Directors as well as with management.

During the Year, the Company Secretary, who is a full-time employee of the Company, has confirmed that he has taken no less than 15 hours of relevant professional training.

### Relationships and associations among the Directors

The executive Director, Mr. Tse Hok Kan is a son of Mr. Tse Kam Pang. Mr. Tse Kam Pang is the Chairman of the Company. Save as disclosed, there was no other relationship between members of the Board (including financial, business, family or other material/relevant relationship(s)).

## D. BOARD COMMITTEES

As an integral part of good corporate governance, the Board has established the following Board committees to oversee particular aspects of the Company's affairs. All committees are provided with sufficient resources to discharge their duties.

### Audit Committee

As at 31 December 2018, the audit committee of the Board (the "Audit Committee") consisted of three Independent Non-executive Directors, namely Mr. Yue Man Yiu Matthew, who is the chairman of the Audit Committee, Dr. Donald H. Straszheim and Mr. Lau Chi Kit. The Audit Committee meets regularly, normally twice a year, with the senior financial management and meets with external auditor for final result reviews.

The Audit Committee is provided with sufficient resources to perform its duties. Latest terms of reference of the Audit Committee can be viewed on the website of the Company and the website of the Stock Exchange.

The main duties of the Audit Committee include the following:

1. To monitor the integrity of the annual and interim reports as well as to review significant financial reporting judgments before submission to the Board and to report to the Board;
2. To review the relationship with the external auditor; and
3. To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

## CORPORATE GOVERNANCE REPORT

There were two meetings of the Audit Committee held in 2018. Details of the members' attendance record in the Year are set out on page 9 of this annual report. During the Year, the Audit Committee performed the following work (in summary):

- (a) The Audit Committee assisted the Board in assuring the integrity of the Company's financial statements, including reviewed the financial results of the Group for the year ended 31 December 2017 and the interim results for the six months ended 30 June 2018. It evaluated and made recommendations to the Board about the appropriateness of accounting policies and practices, areas of judgment, compliance with Hong Kong Financial Reporting Standards and other legal requirements, and the results of external audit. It reviewed interim and annual financial statements of the Company, reported its work and findings to the Board and made recommendations on specific actions or decision for the Board to consider after each Audit Committee's meeting. Minutes of the Audit Committee's meetings were made available to all Directors for inspection.
- (b) The Audit Committee also managed the relationship with the external auditor on behalf of the Board. It made recommendation to the Board on the appointment of the external auditor and the relevant terms of engagement, including remuneration. The Audit Committee was required to review the integrity, independence and objectivity of the external auditor. Also, it examined the external auditor' independence including its engagement of non-audit services. Based on the review of the Audit Committee, the Board was satisfied that the external auditor was independent. During 2018, there was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor.
- (c) The Audit Committee was required to ensure that the system of internal control of the Group was in place for identifying and managing risks. The Audit Committee had reviewed the effectiveness of internal controls for the Year. Such review covered financial, operational and compliance controls and risk assessment of the Group. The Board was satisfied that the effectiveness of the internal controls of the Group had been properly reviewed by the Audit Committee.

### Remuneration Committee

The Company has set up a Remuneration Committee in accordance with the relevant requirements of the CG Code. The Remuneration Committee is chaired by Mr. Lau Chi Kit, and comprising two other members, namely Dr. Donald H. Straszheim and Mr. Yue Man Yiu Matthew. All the members of the Remuneration Committee are Independent Non-executive Directors. The principal responsibilities of the Remuneration Committee include formulating a remuneration policy that guides the employment of senior personnel, recommending to the Board the remuneration of members of the Board who are Independent Non-executive Directors, determining the remuneration packages of the members of the Board who are executive Directors and reviewing and approving performance-based remuneration by reference to the Company's goals, objectives and market practices and ensure no Director involved in deciding his own remuneration.

There were one meeting of the Remuneration Committee held in 2018. Details of the members attendance record in the Year are set out on page 9 of this annual report. Details of the remuneration of each Director for 2018 is set out in the Note 8 to this annual report.





## CORPORATE GOVERNANCE REPORT

### Roles and functions

According to the written terms of reference of the Remuneration Committee, the Remuneration Committee has adopted the model to make recommendations to the Board on the remuneration packages of individual Executive Director(s) and senior management including benefits in kind, pension rights and compensation payment comprising any compensation payable for loss or termination of their office or appointment. It also makes recommendations to the Board on the remuneration of Non-executive Directors. Its principal role is to assist the Board to oversee the policy and structure of the remuneration of the Executive Director(s) of the Company and senior management of the Group.

The Remuneration Committee is provided with sufficient resources to perform its duties. The current duties and responsibilities of the Remuneration Committee are more specifically set out in its latest terms of reference, details of which can be viewed on the website of the Company and the website of the Stock Exchange.

The following is a summary of work performed by the Remuneration Committee during the Year:

- (a) formulating and recommending the policy and structure of the remuneration of the Directors and senior management of the Group to the Board;
- (b) assessing individual performance of the Directors and senior management of the Group;
- (c) reviewing specific remuneration packages of the Directors and senior management of the Group with reference to the Board's corporate goals and objectives as well as individual performances; and
- (d) reviewing and making recommendations to the Board on compensation-related issues.

### Principles of remuneration policy

The principles of the Group's remuneration policy:

- 1. were applied to all Directors and senior management of the Group for the Year and, so far as practicable, shall be applied to them for subsequent years;
- 2. were sufficiently flexible taking into account future changes in the Company's business environment and remuneration practice;
- 3. allowed remuneration arrangement to be designed to support the business strategy of the Group and to align with the interests of the Group's shareholders; and
- 4. aimed at setting appropriate reward levels to reflect the competitiveness in the market in which comparable companies and the Group had been operating during the Year so as to retain individuals with outstanding performance.

# CORPORATE GOVERNANCE REPORT

## Remuneration structure

Under the above remuneration policy, the remuneration package of each Executive Director and senior management of the Group during the Year was structured to include:

- (a) an appropriate rate of base compensation for the job of each Executive Director and senior management of the Group;
- (b) competitive benefit programs; and
- (c) sets of performance measures and targets for performance-related annual and long-term incentive plans based on the appropriate independent advice and/or an assessment of the interests of shareholders of the Company and taking into account an appropriate balance of risk and reward for the Directors and other participants.

The work and findings together with recommendations of the Remuneration Committee were presented to the Board after the Remuneration Committee's meetings. Minutes of the Remuneration Committee's meeting were made available to all the Directors for inspection. No Director or any of his associates was involved in deciding his own remuneration.

## Nomination Committee

The Nomination Committee of the Board was established on 29 March 2012 and comprises three Independent Non-executive Directors. The Nomination Committee is chaired by Mr. Lau Chi Kit, and comprising two other members, namely Dr. Donald H. Straszheim and Mr. Yue Man Yiu Matthew. The Nomination Committee meets formally at least once a year.

There was one meeting of Nomination Committee meeting held in 2018. Details of the members attendance record in the Year are set out on page 9 of this annual report. The following is a summary of the work performed by the Nomination Committee during the Year:

- (a) reviewing and evaluating the composition of the Board with reference to certain criteria. These criteria included qualifications required under the Listing Rules or any other relevant laws regarding characteristics and skills of the Directors, professional ethics and integrity, appropriate professional knowledge and industry experience, as well as ability to devote sufficient time to the work of the Board and its committees and to participate in all Board meetings and shareholders' meetings;
- (b) reviewing and recommending the re-appointment of the retiring Directors for re-election; and
- (c) assessing independence of the Independent Non-executive Directors.



## CORPORATE GOVERNANCE REPORT

According to the written terms of reference of the Nomination Committee, the major responsibilities of the Nomination Committee include:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of the Independent Non-executive Directors; and
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Chief Executive Officer.

Details of the terms of reference of the Nomination Committee can be viewed on the website of the Company and the website of the Stock Exchange.

### Board Diversity Policy

The Company has adopted the Board diversity policy ("Policy") in accordance with the requirements set out in code provision of the CG Code. The Company recognises and embraces the benefits of having a diverse Board, and sees diversity at Board level is essential in achieving a sustainable and balanced development. The Company aims to build and maintain a Board with a diversity of Directors, in terms of skills, experience, gender, knowledge, expertise, culture, independence and age. All Board appointments will be based on merit while candidates will be considered against objective criteria with due regard towards the benefits of diversity on the Board. The Nomination Committee will review the Policy, as appropriate, to ensure the effectiveness of this Policy.

## E. ACCOUNTABILITY AND AUDIT

### Directors' Responsibility for the Accounts

The Directors acknowledge their responsibility for the preparation of the accounts of the Group and ensure that the accounts are in accordance with statutory requirements and applicable accounting standards. The accounts are prepared on a going concern basis, the members of the Board have selected appropriate accounting policies and apart from those new and amended accounting policies disclosed in the notes to the accounts during the year ended 31 December 2018, have applied them consistently with previous financial periods. The statement of our auditor about their responsibility on the accounts is included in the Independent Auditor's Report. For the annual reports and accounts, the Company's finance department is responsible for clearing them with the External Auditor and then the Audit Committee. In addition, all new accounting standards and requirements adopted by the Group have been discussed and approved by the Audit Committee.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

The statement of the external auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 32 to 36 of this annual report.

## CORPORATE GOVERNANCE REPORT

### External Auditor's Remuneration

The Group's independent external auditor is Ernst & Young, Certified Public Accountants. The Company have not changed in its external auditor in any of the preceding three years. Prior to the commencement of the audit of the Group's 2018 financial statements, the Audit Committee received written confirmation from the external auditor of its independence and objectivity. The external auditor refrained from engaging in non-assurance services except for limited tax-related services or specifically approved items. The Audit Committee reviews the external auditor's statutory audit scope and non-audit services and approves its fees. During the year ended 31 December 2018, the remuneration paid or payable to external auditor for audit services and non-audit services amounted to HK\$1,880,000 (2017: HK\$2,068,000) and nil (2017: HK\$733,000), respectively.

### Risk Management and Internal Controls

The internal audit department, which is independent to the Company's daily operations and accounting functions, is responsible for establishing the Group's internal control framework, covering all material controls including financial, operational and compliance controls.

The internal control framework also provides for identification and management of risk.

The internal audit department also formulates the internal audit plan and procedures, conducts periodic independent reviews on the operations of individual divisions to identify any irregularities and risks, develops action plans and recommendations to address the identified risks, and reports to the management on any key findings and progress of the internal audit process.

The Board, through the internal audit department, has conducted a review of the effectiveness of the Group's internal control system for the year ended 31 December 2018 covering all material financial, operational and compliance controls and risk management functions, and is satisfied that such system are effective and adequate.

## F. COMMUNICATION WITH SHAREHOLDERS

The AGM is one of the principal channels of communication with its shareholders. It provides an opportunity for shareholders to question Directors about the Company's performance. The detailed procedures for conducting a poll will be explained at each general meetings. Registered shareholders are notified by post of the AGM. Any registered shareholder is entitled to attend and vote at the AGM, provided that his/her/its shares have been fully paid up and recorded in the register of the members of the Company.

The Group endeavors to disclose relevant information on its activities to its shareholders in an open and timely manner, subject to applicable legal requirements. Communication between the Company and its shareholders is achieved through:

- (a) The Company's annual and interim reports which have been enhanced to present a balanced, clear and comprehensive assessment of the Group's position and prospects;
- (b) Forum and notices of AGMs and other general meetings and accompanying explanatory materials;
- (c) Press releases on major development of the Group;
- (d) Disclosures to the Stock Exchange and relevant regulatory bodies;
- (e) Response to inquiries from shareholders or media; and
- (f) The website of the Company through which the public can access, among other things, corporate announcements, press releases, annual reports, and general corporate information of the Group.

The communication channels between the Company and its shareholders above will be reviewed by the Board on a regular basis to ensure their effectiveness in maintaining an on-going dialogue with shareholders.



## CORPORATE GOVERNANCE REPORT

### Constructive use of AGMs

The Board and the management are committed to the constructive use of the AGM as a forum to meet with shareholders and to hear their views and answer their questions about the Group and its business.

The Chairman and a majority of the other Directors along with key executives and the external auditor attended the 2018 AGM and addressed concerns raised by a number of Shareholders about the resolutions being proposed and the Company's business. The Directors in attendance included those who were chairing the Audit Committee, the Nomination Committee and the Remuneration Committee on the date of the meeting.

### Shareholders' Rights

Set out below is a summary of certain rights of the shareholders of the Company.

#### **(a) Convening of extraordinary general meeting on requisition by shareholders**

Any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

#### **(b) Procedures for putting forward proposals at a Shareholders' meeting**

There are no provisions allowing Shareholders to move new resolutions at the general meetings under the Cayman Islands Companies Law (as amended from time to time) or the articles of association of the Company. However, Shareholders who wish to move a resolution may request the Company to convene an extraordinary general meeting following the procedures set out above.

Detailed procedures for shareholders to propose a person for election as a Director are available on the Company's website.

#### **(c) Enquiries to the Board**

Shareholders may put forward enquiries to the Board in writing to the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the enquiries.



## CORPORATE GOVERNANCE REPORT

### G. INVESTOR RELATIONS

During the Year, there was no significant change in the company's constitutional documents. The Company regards the communication with institutional investors as an important means to enhance the transparency of the Company and to collect views and feedback from institutional investors. The Group keeps shareholders informed of its performance, operations and significant business developments by adopting a transparent and timely corporate disclosure policy which complies with the Listing Rules and provides all shareholders equal access to such information. The Company promotes fair disclosure of information to all investors and care is taken to ensure that analyst briefings and other disclosures made by the Company comply with the Listing Rules' prohibition against selective disclosure of price sensitive information. Shareholders have specific rights to convene extraordinary general meetings under the Company's Articles and Association. In the Year, the Company also communicated with investors through press conferences, news release, and answering enquiries from media. Shareholders, investors and interested parties can make enquiries to the Company through the following means:

By e-mail: [info@chitaly.com.hk](mailto:info@chitaly.com.hk)

Telephone number: (852) 2636 6648

By post: Room 607, 6/F Tsim Sha Tsui Centre  
66 Mody Road  
Tsim Sha Tsui East, Kowloon  
Hong Kong

Attention: Public Relationship





## MANAGEMENT PROFILE

### DIRECTORS

#### Executive Directors

**Mr. TSE Kam Pang**, aged 64, is the Chairman and the Chief Executive Officer of the Company. Prior to the founding of the Group, He previously held the position of the Deputy Managing Director in a public listed company in Hong Kong. He has over 29 years of experience in the international trade and China trade business. He is a vice chairman of Hong Kong Furniture Association. Mr. Tse is the father of Mr. Tse Hok Kan, being an Executive Director of the Company.

**Mr. TSE Hok Kan**, aged 35, holds a Master of Science in Accounting from The Hong Kong Polytechnic University and a Bachelor of Business Administration – joint major in accounting and finance from Simon Fraser University. He had worked for an international accounting firm before joining the Company in 2010. He has worked in the production department and is now taking a leading role in the development and marketing department of the Company. Mr. Tse is the director/legal representative of certain subsidiaries of the Company, including Guangzhou Yufa Furniture Limited, Guangzhou Fuli Furniture Company Limited and Wanlibao (Guangzhou) Furniture Limited. Mr. Tse is a son of Mr. Tse Kam Pang, being the Chairman and Chief Executive Officer of the Company.

**Mr. CHAN Wing Kit**, aged 47, holds a bachelor of commerce degree from Monash University in Australia. He has over twenty years of business and financial experience in overseas and in China. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a certified practising accountant of CPA Australia. He was the company secretary and financial controller of the Company from October 2001 to May 2011. Mr. Chan is also the independent non-executive director of Zhi Sheng Group Holdings Limited (stock code: 8370), a company whose shares are listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited since 17 December 2016.



## MANAGEMENT PROFILE

### Independent Non-executive Directors

**Dr. Donald H. STRASZHEIM**, aged 77, is the Senior Managing Director and Head of China Research for Evercore ISI, a boutique broker dealer headquartered in New York City, with a specialised research, sales and trading capability primarily serving large global institutional money managers. He holds a B.S., M.S. and Ph.D. from Purdue University, was a visiting Scholar at UCLA's Anderson Graduate School of Management, and a regular writer and commentator on economic, business and financial issues in the global media, and is a recognised China specialist. He has testified before the U.S. Congress on various economic issues. For many years he was Managing Principal of Straszheim Global Advisors, Inc., an economics, business, financial markets and public policy consultancy founded in 2001 with a focus on China, with offices in America and China. From 1985 to 1997, Dr. Straszheim was Chief Economist of Merrill Lynch and Co. ("Merrill Lynch"), in New York, guiding its worldwide economic research effort and serving as its primary economic spokesperson. He has also been the Vice Chairman of Roth Capital Partners, Chief Economist at Wharton Econometrics at the University of Pennsylvania, and Chief Economist of Weyerhaeuser Company.

**Mr. LAU Chi Kit**, aged 74, retired from The Hongkong and Shanghai Banking Corporation Limited ("HSBC") in December 2000 after more than 35 years of service. Among the major positions in HSBC, he was the assistant general manager and head of Personal Banking Hong Kong and assistant general manager and head of Strategic Implementation, Asia-Pacific Region. He is a fellow of the Hong Kong Institute of Bankers ("Institute"). He was the chairman of the Institute's Executive Committee (from January 1999 to December 2000) and is currently the honorary advisor of the Institute's Executive Committee. He served as a member on a number of committees appointed by the Government of the Hong Kong Special Administration Region, including the Advisory Council on the Environment (from October 1998 to December 2001), the Advisory Committee on Human Resources Development in the Financial Services Sector (from June 2000 to May 2001), the Corruption Prevention Advisory Committee of the Independent Commission Against Corruption (from January 2000 to December 2003), the Environment and Conservation Fund Committee (from August 2000 to October 2006), the Innovation and Technology Fund (Environment) Projects Vetting Committee (from January 2000 to December 2004) and the Law Reform Commission's Privacy Sub-committee (from February 1990 to March 2006). He also served as chairman of the Business Environment Council Limited (from September 1998 to December 2001). Currently, he is an executive director of Chinlink International Holdings Limited (stock code: 997), an independent non-executive director of Century Sunshine Group Holdings Limited (stock code: 509), Leoch International Technology Limited (stock code: 842), Hin Sang Group (International) Holding Company Limited (stock code: 6893) and Janco Holdings Limited (stock code: 8035).

**Mr. YUE Man Yiu Matthew**, aged 57, has been the chief financial officer of Ko Shi Wai Holdings Limited since September 2009. He has been a director of China-Link Capital Management Limited since September 2009 and was the chief financial officer of the same firm from August 2005 to August 2009. He is currently an independent non-executive director of three Hong Kong listed companies, namely, Asia Cassava Resources Holdings Limited (Stock Code: 841), China Suntien Green Energy Corporation Limited (Stock Code: 956) and Classified Group (Holdings) Limited (Stock Code: 8232). He graduated from the Chinese University of Hong Kong with a bachelor degree in business administration in 1984. He is a fellow of the Association of Chartered Certified Accountants, a fellow of the Hong Kong Institute of Certified Public Accountants and a member of the Hong Kong Securities Institute. He has extensive experience in financial control, project analysis and management functions and has the related financial expertise.



## MANAGEMENT PROFILE

### SENIOR MANAGEMENT

**Mr. CHEN Hao**, aged 48, was appointed as Director of subsidiary of the Company in China. He is responsible for the day-to-day management, administration and manufacturing operation of the Company's major subsidiaries in China. He has extensive experience in enterprise management mainly focusing in manufacturing. He joined the Group in 2000.

**Mr. SO Alan Wai Shing**, aged 52, was appointed as Chief Financial Officer on 17 August 2016. He holds a bachelor's degree in business majoring accounting from the Edith Cowan University, Western Australia, Australia, in February 1993, and a master's degree in business administration from Open University of Hong Kong in December 2003 and is a practicing member of the Hong Kong Institute of Certified Public Accountants. He has over 24 years of experience in audit and accountancy work. Prior to joining the Group, he was also the Chief Financial Officer and Company Secretary of Huazhang Technology Holding Limited (stock code: 8276), a company which was listed on GEM, (a company now listed on the main board of the Stock Exchange with stock code of 1673) for the period from May 2012 to February 2014.

**Mr. CHUI See Lai**, aged 39, is the financial controller and Company Secretary of the Company. He is responsible for the financial management, accounting and company secretarial duties of the Group. He is a member of the Hong Kong Institute of Certified Public Accountants and holds a bachelor degree in accountancy. He has over 10 years financial management, accounting and auditing experience in Hong Kong listed companies and international accounting firms. He joined the Group in 2017.

**Mr. TSE Sing Chau**, aged 46, is the financial controller of the Company. He is responsible for the financial management and accounting duties of the Group. He was also the company secretary of the Company from June 2015 to August 2017. He is a member of the Hong Kong Institute of Certified Public Accountants and holds a bachelor degree in commerce. He has over 19 years financial management, accounting and auditing experience in Hong Kong listed companies and international accounting firms. He joined the Group in 2015.



## REPORT OF THE DIRECTORS

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

### PRINCIPAL ACTIVITIES

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

### BUSINESS REVIEW

Business review comprising a fair review of the Group's business, description of our principal risks and uncertainties, important events subsequent to the year end, our likely future business developments and our analysis using financial key performance indicators as regards profitability, revenue and gearing ratio changes, have been set out in the section headed "Management Discussion and Analysis" of this annual report. Discussions and information therein forms part of this Report of the Directors.

### RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2018 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 37 to 115.

The Board does not recommend the payment of any dividend for the year.

### SUMMARY FINANCIAL INFORMATION

A summary of the results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and restated/reclassified as appropriate, is set out on page 116. This summary does not form part of the audited financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 13 to the financial statements.

### SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in notes 28 and 29 to the financial statements.

### PRE-EMPTIVE RIGHTS

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



## REPORT OF THE DIRECTORS

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

Neither the Company, nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities during the year under review.

### RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in note 41 and note 30 to the financial statements and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

As at 31 December 2018, the Company's reserves available for distribution, calculated in accordance with the provision of the Companies Law of the Cayman Islands, amounted to HK\$Nil.

### CHARITABLE CONTRIBUTIONS

During the Year, the Group did not make any charitable contributions (2017: HK\$Nil).

### MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for approximately 6.8% of the total sales for the year and sales to the largest customer included therein amounted to 2.0%. Purchases from the Group's five largest suppliers accounted for approximately 14.5% of the total purchase for the year and purchase from the Group's largest supplier included therein amounted to 4.5%.

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

### ENVIRONMENTAL PROTECTION AND COMPLIANCE WITH LAWS AND REGULATIONS

The Group is committed to supporting the environmental sustainability. Being a furniture manufacturer in the PRC, the Group is subject to various environmental laws and regulations set by the PRC national, provincial and municipal governments. These include regulations on air and noise pollution and discharge of waste and water into the environment. Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations. During the year under review, the Group has complied with relevant laws and regulations that have significant impact on the operations of the Group. Further, any changes in applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

### RELATIONSHIP WITH STAKEHOLDERS

The Group recognises that employees, customers and business partners are keys to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners.

The Company provides a fair and safe workplace, promotes diversity to our staff, provides competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also puts ongoing efforts to provide adequate trainings and development resources to the employees so that they can keep abreast of the latest development of the market and the industry and, at the same time, improve their performance and self-fulfillment in their positions.

## REPORT OF THE DIRECTORS

The Group understands that it is important to maintain good relationship with customers and provide the products in a way that satisfy needs and requirements of the customers. The Group has established procedures in place for handling customers' complaints to ensure customers' complaints are dealt with in a prompt and timely manner.

The Group is also dedicated to develop good relationship with suppliers and contractors as long-term business partners to ensure stability of the Group's business. We reinforce business partnerships with suppliers and contractors by ongoing communication in a proactive and effective manner so as to ensure quality and timely delivery.

### POSSIBLE RISKS AND UNCERTAINTIES FACING THE COMPANY

The Group's financial conditions, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The following are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties which are not known to the Group or which may not be material now but could turn out to be material in the future.

#### Business Risk

The business of the Group is highly dependent on the performance of the PRC furniture market. Furniture market downturn in China could adversely affect the Group's business, results of operations and financial position.

#### Financial Risk

The financial risk management of the Group are set out in note 40 to the financial statements.

### DIRECTORS

The Directors of the Company during the year were:

#### *Executive Directors:*

Mr. Tse Kam Pang (*Chairman and Chief Executive Officer*)

Mr. Tse Hok Kan

Mr. Chan Wing Kit

Mr. Chen Hao (resigned on 23 April 2018)

#### *Independent Non-executive Directors:*

Dr. Donald H. Straszheim

Mr. Lau Chi Kit

Mr. Yue Man Yiu Matthew

In accordance with article 87 of the Company's articles of association, one-third of the Directors will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Details of the Directors to be retired and offered for re-election at the forthcoming annual general meeting are contained in the circular to be despatched to the shareholders of the Company.

The Company has received annual confirmations of independence from Dr. Donald H. Straszheim, Mr. Lau Chi Kit and Mr. Yue Man Yiu Matthew as at the date of this report still considers them to be independent.





## REPORT OF THE DIRECTORS

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors and the senior management of the Group are set out on pages 20 to 22 of the annual report.

### DIRECTORS' SERVICE CONTRACTS

The Directors do not have subsisting service agreements with the Company. Save as disclosed in note 8 to the financial statements, there were no other emoluments, pension and any compensation arrangements for the Directors and past Directors as are specified on section 78 of Schedule 11 to the new Hong Kong Companies Ordinance (Cap. 622), with reference to section 161 of the predecessor Hong Kong Companies Ordinance (Cap 32). The Company confirms that it has received from each of its independent non-executive Directors a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers the independent non-executive Directors to be independent.

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation, other than statutory obligations.

### DIRECTORS' REMUNERATION

The Directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Group. Details of the remuneration of the Directors are set out in note 8 to the financial statements.

### PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in the Hong Kong Companies Ordinance, Chapter 622 of the Laws of Hong Kong) for the benefit of the Directors of the Company is currently in force throughout the year.

The Company has taken out and maintained Directors' liability insurance throughout the financial year ended 31 December 2018, which provides appropriate cover for the Directors. During the year ended 31 December 2018, no claims were made against the Directors.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 37 to the financial statements headed "Related party transactions" of this annual report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which any Director of the Company or his connected entity 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.

## REPORT OF THE DIRECTORS

### DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES

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

#### Long positions in shares and underlying shares of the Company:

Name of Director	Notes	Number of Shares and underlying Shares held, capacity and nature of interest			Total	Percentage of the Company's issued share capital (Note d)
		Directly beneficially owned	Through controlled corporation/family interests	Share option (Note c)		
Mr. Tse Kam Pang	(a)	342,612,913	395,609,042	6,335,134	744,557,089	36.98
Mr. Tse Hok Kan		–	–	9,200,000	9,200,000	0.46
Mr. Chan Wing Kit	(b)	1,579	1,544,959	24,014,538	25,561,076	1.27
Dr. Donald H. Straszheim		–	–	9,268,647	9,268,647	0.46
Mr. Lau Chi Kit		–	–	9,265,096	9,265,096	0.46
Mr. Yue Man Yue Matthew		–	–	9,265,096	9,265,096	0.46

Notes:

- (a) The 326,508,775 Shares are directly beneficially owned by Mr. Tse Kam Pang. Of 395,609,042 Shares, 185,840,120 Shares are held by Crisana International Inc. ("Crisana") and 209,768,922 Shares are held by Charming Future Holdings Limited ("Charming Future"), both are companies wholly and beneficially owned by Mr. Tse Kam Pang, who is deemed to be interested in the aggregate of 395,609,042 Shares held by these companies.
- (b) Mr. Chan Wing Kit was interested in 36,538 Shares of the Company of which 1,579 Shares were held by him personally and 34,959 Shares were held by World Partner Development Limited, a company whose entire issued share capital is owned by Mr. Chan Wing Kit. He was also deemed to be interested in 1,510,000 Shares of the Company held by his spouse.
- (c) These represent Shares to be issued upon exercise of the share options granted to them, details of which are set out in note 29 to the financial statement.
- (d) The percentage is calculated on the basis of 2,013,440,619 Shares in issue as at 31 December 2018.

No Directors has any non-beneficial personal equity interests in subsidiaries held for the benefit of the Company solely for the purpose of complying with the minimum company membership requirements.

Save as disclosed above, as at 31 December 2018, none of the Directors had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

#### INTEREST IN COMPETING BUSINESS

None of the Directors, the controlling shareholders of the Company or any of their respective associates had any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interest with the Group.



## REPORT OF THE DIRECTORS

### DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed in the share option scheme disclosures in note 29 to the financial statements, save as disclosed below, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse 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.

The following table discloses movements in the Company's share options outstanding during the year:

Name or category of participant	Number of share options				At 31 December 2018	Date of grant of share options*	Exercise period of share options	Exercise price of share options HK\$ per share
	At 1 January 2018	Exercised during the year	Granted during the year	Lapsed/cancelled during the year				
<b>Directors</b>								
Tse Kam Pang	3,167,567	-	-	-	3,167,567	2/1/2013	2/1/2014 to 1/1/2023	0.789
	3,167,567	-	-	-	3,167,567	2/1/2013	2/1/2015 to 1/1/2023	0.789
	15,014,538	(15,014,538)	-	-	-	22/6/2016	22/6/2017 to 21/6/2026	0.320
	21,349,672	(15,014,538)	-	-	6,335,134			
Tse Hok Kan	9,200,000	-	-	-	9,200,000	22/8/2017	22/8/2018 to 21/8/2027	0.562
Chan Wing Kit	15,014,538	-	-	-	15,014,538	22/6/2016	22/6/2017 to 21/6/2026	0.320
	-	-	9,000,000	-	9,000,000	17/4/2018	17/4/2019 to 16/4/2028	0.670
	15,014,538	-	9,000,000	-	24,014,538			
Donald H. Straszheim	1,264,771	-	-	-	1,264,771	20/7/2009	20/7/2010 to 19/7/2019	0.410
	4,003,876	-	-	-	4,003,876	22/6/2016	22/6/2017 to 21/6/2026	0.320
	-	-	4,000,000	-	4,000,000	17/4/2018	17/4/2019 to 16/4/2028	0.670
	5,268,647	-	4,000,000	-	9,268,647			
Lau Chi Kit	630,610	-	-	-	630,610	2/1/2013	2/1/2014 to 1/1/2023	0.789
	630,610	-	-	-	630,610	2/1/2013	2/1/2015 to 1/1/2023	0.789
	4,003,876	-	-	-	4,003,876	22/6/2016	22/6/2017 to 21/6/2026	0.320
	-	-	4,000,000	-	4,000,000	17/4/2018	17/4/2019 to 16/4/2028	0.670
	5,265,096	-	4,000,000	-	9,265,096			
Yue Man Yiu, Matthew	630,610	-	-	-	630,610	2/1/2013	2/1/2014 to 1/1/2023	0.789
	630,610	-	-	-	630,610	2/1/2013	2/1/2015 to 1/1/2023	0.789
	4,003,876	-	-	-	4,003,876	22/6/2016	22/6/2017 to 21/6/2026	0.320
	-	-	4,000,000	-	4,000,000	17/4/2018	17/4/2019 to 16/4/2028	0.670
	5,265,096	-	4,000,000	-	9,265,096			

## REPORT OF THE DIRECTORS

### Number of share options

Name or category of participant	At 1 January 2018	Exercised during the year	Granted during the year	Lapsed/ cancelled during the year	At 31 December 2018	Date of grant of share options*	Exercise period of share options	Exercise price of share options HK\$ per share
<b>Others</b>								
Members of senior management and other employees of the Group	6,134,142	-	-	-	6,134,142	20/7/2009	20/7/2010 to 19/7/2019	0.410
	4,496,965	-	-	-	4,496,965	7/9/2012	7/9/2013 to 6/9/2022	0.729
	14,889,919	-	-	-	14,889,919	2/1/2013	2/1/2014 to 1/1/2023	0.789
	14,889,919	-	-	-	14,889,919	2/1/2013	2/1/2015 to 1/1/2023	0.789
	3,002,908	-	-	-	3,002,908	17/4/2014	17/4/2015 to 16/4/2024	0.372
	19,018,420	(3,000,000)	-	-	16,018,420	22/6/2016	22/6/2017 to 21/6/2026	0.320
	8,000,000	(4,000,000)	-	-	4,000,000	22/8/2017	22/8/2018 to 21/8/2027	0.562
	-	-	25,000,000	-	25,000,000	17/4/2018	17/4/2019 to 16/4/2028	0.670
	70,432,273	(7,000,000)	25,000,000	-	88,432,273			
	131,795,322	(22,014,538)	46,000,000	-	155,780,784			

The fair value of the share options granted during the year was HK\$14,522,000 (2017: HK\$4,579,000).

\* The vesting period of the share options is from the date of grant until the commencement of the exercise period.

## OTHER MATTERS RELATING TO THE BOARD

In relation to financial reporting, all Directors acknowledge their responsibilities for preparing the accounts of the Group. The Group has appropriate insurance in place to cover the liabilities of the Directors and senior executives of the Group.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES

At 31 December 2018, the following persons who were interested in 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

### Long positions:

Name	Notes	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital (Note d)
Crisana	(a)	Directly beneficially owned	185,840,120	9.23%
Charming Future	(b)	Directly beneficially owned	209,768,922	10.42%
Great Diamond Developments Limited	(c)	Directly beneficially owned	259,540,000	12.89%



## REPORT OF THE DIRECTORS

Notes:

- (a) Crisana is wholly owned by Mr. Tse Kam Pang, a Director of the Company.
- (b) Charming Future is wholly owned by Mr. Tse Kam Pang, a Director of the Company.
- (c) Great Diamond Developments Limited is owned by Mr. Wong Shu Yui (as to 35%), Ms. Chan Siu Ying (as to 25%), Mr. Wong Kai Kei (as to 20%) and Mr. Wong Yim (as to 20%).
- (d) The percentage is calculated on the basis of 2,013,440,619 Shares in issue as at 31 December 2018.

Save as disclosed above, as at 31 December 2018, no person, other than the Director and Chief Executive Officer of the Company, whose interests are set out in the section headed "Directors' and Chief Executive Officer's interests and short positions in shares, underlying shares and debentures" above, had any interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this Annual Report.

### EMPLOYMENT AND REMUNERATION POLICY

The total number of employees of the Group as at 31 December 2018 was 2,169 (2017: 2,268). The Group's remuneration policies are in line with local market practices where the Group operates and are normally reviewed on an annual basis. In addition to salary payments, there are other staff benefits including provident fund, medical insurance and performance related bonus. Share options may also be granted to eligible employees and persons of the Group. At 31 December 2018, there were 155,780,784 outstanding share options.

Details of the remuneration of the Directors are set out in note 8 to the financial statements. The emoluments paid to the senior management (excluding the Directors) during the year ended 31 December 2018 were within the following bands:

Bands	Number of Senior Management
HK\$100,000 to HK\$500,000	–
HK\$500,000 to HK\$1,000,000	–
HK\$1,000,000 to HK\$2,000,000	2
<b>Total:</b>	<b>2</b>

### CORPORATE GOVERNANCE

The Company is committed to maintaining high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 7 to 19.



## REPORT OF THE DIRECTORS

### AUDIT COMMITTEE

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises the three Independent Non-executive Directors of the Company. The financial statements of the Group and of the Company for the year ended 31 December 2018 together with the notes attached thereto have been reviewed by the audit committee, which was of the opinion that such statements complied with the applicable accounting standards, the Listing Rules and the legal requirements, and that adequate disclosure has been made.

### TAX RELIEF AND EXEMPTION

The Company is not aware of any relief from taxation available to shareholders by reason of their holding or the Company's listed securities.

### MANAGEMENT CONTRACTS

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





## INDEPENDENT AUDITOR'S REPORT



### To the shareholders of Royale Furniture Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of Royale Furniture Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 37 to 115, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### BASIS FOR OPINION

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

### KEY AUDIT MATTERS

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

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

# INDEPENDENT AUDITOR'S REPORT

## KEY AUDIT MATTERS (Continued)

### Key audit matter

### How our audit addressed the key audit matter

#### *Inventory provision*

The Group manufactures and sells furniture and is subject to changing consumer demands.

As at 31 December 2018, the gross amount of inventories and the inventory provision balance amounted to approximately HK\$349 million and HK\$54 million which was significant to the Group's consolidated statement of financial position.

Significant management judgement was required to assess whether the carrying amount of these inventories was higher than the net realisable value. Specific factors that management considered in the estimation of the inventories provision included the aging of the balances, type of furniture, forecasted inventory usage or sales and any other available information.

The details of inventories were disclosed in note 19 to the financial statements. The estimation uncertainty of inventories was disclosed in note 3 to the financial statements.

We assessed the process, methods and assumptions used to develop the provision for slow moving, excess or obsolete items. This included evaluating the basis for the inventory provision adopted by management and the consistency of provisioning in line with policy and the rationale for the recording of specific provision.

We assessed the appropriateness of the basis to estimate the provisions by comparing the aging of inventories and the subsequent usage and sales of inventories. We examined the realisable value of inventories to ascertain if the provision was adequate.

We also observed the condition of inventories in stock-take to inspect obsolete and damaged inventories.



## INDEPENDENT AUDITOR'S REPORT

### KEY AUDIT MATTERS (Continued)

#### Key audit matter

#### How our audit addressed the key audit matter

##### ***Impairment of trade receivable***

Trade receivable balances were significant to the Group, the gross amount and provision balance of which amounted to HK\$80 million and HK\$11 million as at 31 December 2018. Assessment of the recoverability of trade receivables involves a high level of management judgement. During the year, due to the change of accounting policy following the adoption of a new accounting standard which was effective on or beginning of 1 January 2018, management used a provision matrix to calculate expected credit losses ("ECL") for receivables. The calculation of ECL is based on the Group's historical default rates and forward looking information, and specific factors that management considered in the estimation of ECL including the type of customers, ageing of the balances, recent historical payment patterns and forecast economic conditions.

In addition, as to the transition of the new accounting policy, the management has adjusted the opening balances which had been set out in note 2.2 to the financial statements.

The details of trade receivable were disclosed in note 20 to the financial statements. The estimation uncertainty of trade receivable was disclosed in note 3 to the financial statements.

We assessed the management's estimates based on our understanding of the Group's business;

We assessed the ECL provision by:

- (i) evaluating the management's assumptions used in establishing the ECL provision matrix;
- (ii) examining the data used by management which comprised historical default data and ageing of trade receivables;
- (iii) evaluating the information related to the forecast economic conditions;
- (iv) examining the actual impairment provision recorded during the current year; and
- (v) inspecting the adjustment made to the opening balances pursuant to the transitional provision.

### OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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.

## INDEPENDENT AUDITOR'S REPORT

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

### 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. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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



## INDEPENDENT AUDITOR'S REPORT

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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 Tjen, Michael.

#### **Ernst & Young**

*Certified Public Accountants*

Hong Kong

28 March 2019

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2018

	Notes	2018 HK\$'000	2017 HK\$'000
REVENUE	5	<b>834,149</b>	848,925
Cost of sales		<b>(566,944)</b>	(599,302)
Gross profit		<b>267,205</b>	249,623
Other income and gains	5	<b>47,258</b>	35,312
Selling and distribution expenses		<b>(85,189)</b>	(105,465)
Administrative expenses		<b>(89,416)</b>	(89,537)
Finance costs	7	<b>(22,011)</b>	(22,308)
Impairment of trade receivables and financial assets included in prepayments, deposits and other receivables	6	<b>(276)</b>	(2,514)
Share of loss of an associate	18	<b>(352)</b>	–
Other expenses	6	<b>(28,341)</b>	(3,302)
PROFIT BEFORE TAX	6	<b>88,878</b>	61,809
Income tax expense	10	<b>(22,423)</b>	(6,068)
PROFIT FOR THE YEAR		<b>66,455</b>	55,741
Attributable to:			
Owners of the parent		<b>52,646</b>	46,877
Non-controlling interests		<b>13,809</b>	8,864
		<b>66,455</b>	55,741
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	12		
Basic		<b>HK2.632 cents</b>	HK2.580 cents
Diluted		<b>HK2.583 cents</b>	HK2.542 cents



## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2018

	Notes	2018 HK\$'000	2017 HK\$'000
PROFIT FOR THE YEAR		<b>66,455</b>	55,741
OTHER COMPREHENSIVE (LOSS)/INCOME			
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations		<b>(74,729)</b>	101,329
Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods		<b>(74,729)</b>	101,329
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Gains on property revaluation	13	<b>85,887</b>	–
Income tax effect	27	<b>(21,472)</b>	–
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		<b>64,415</b>	–
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF TAX		<b>(10,314)</b>	101,329
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<b>56,141</b>	157,070
Attributable to:			
Owners of the parent		<b>45,862</b>	143,851
Non-controlling interests		<b>10,279</b>	13,219
		<b>56,141</b>	157,070

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2018

	Notes	2018 HK\$'000	2017 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	13	<b>1,043,664</b>	1,056,316
Investment properties	14	<b>448,961</b>	459,849
Prepaid land lease payments	15	<b>139,286</b>	77,091
Goodwill	16	<b>34,482</b>	67,730
Intangible assets	17	<b>15,695</b>	4,739
Investment in an associate	18	<b>1,707</b>	–
Prepayments	21	<b>94,060</b>	81,963
<b>Total non-current assets</b>		<b>1,777,855</b>	1,747,688
<b>CURRENT ASSETS</b>			
Inventories	19	<b>294,619</b>	259,167
Trade receivables	20	<b>69,131</b>	53,776
Prepayments, deposits and other receivables	21	<b>170,977</b>	170,508
Cash and cash equivalents	22	<b>78,836</b>	82,182
<b>Total current assets</b>		<b>613,563</b>	565,633
<b>CURRENT LIABILITIES</b>			
Trade payables	23	<b>99,316</b>	116,545
Other payables and accruals	24	<b>132,233</b>	145,923
Interest-bearing bank and other borrowings	26	<b>258,632</b>	208,088
Tax payable		<b>116,148</b>	103,252
<b>Total current liabilities</b>		<b>606,329</b>	573,808
<b>NET CURRENT ASSETS/(LIABILITIES)</b>		<b>7,234</b>	(8,175)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>1,785,089</b>	1,739,513





## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2018

	Notes	2018 HK\$'000	2017 HK\$'000
TOTAL ASSETS LESS CURRENT LIABILITIES		<b>1,785,089</b>	1,739,513
NON-CURRENT LIABILITIES			
Medium term bonds	25	<b>30,034</b>	28,208
Interest-bearing bank and other borrowings	26	<b>31,340</b>	87,298
Loan from non-controlling interests	31	<b>41,102</b>	42,438
Loan from a director	37	<b>12,000</b>	12,000
Deferred tax liabilities	27	<b>80,609</b>	54,926
Deferred government grant		<b>46,536</b>	50,738
Total non-current liabilities		<b>241,621</b>	275,608
Net assets		<b>1,543,468</b>	1,463,905
EQUITY			
Equity attributable to owners of the parent			
Share capital	28	<b>201,344</b>	199,143
Reserves	30	<b>1,234,365</b>	1,171,035
Non-controlling interests		<b>1,435,709</b>	1,370,178
		<b>107,759</b>	93,727
Total equity		<b>1,543,468</b>	1,463,905

Director

Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2018

	Notes	Attributable to owners of the parent								Non-controlling interests	Total equity
		Share capital	Share premium account	Share option reserve	Asset revaluation reserve	Statutory reserve	Exchange fluctuation reserve	Accumulated losses	Total		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
At 31 December 2017		199,143	968,546*	23,780*	136,780*	10,027*	123,429*	(91,527)*	1,370,178	93,727	1,463,905
Impact on initial application of HKFRS 9		-	-	-	-	-	-	(2,538)	(2,538)	-	(2,538)
At 1 January 2018 (restated)		199,143	968,546	23,780	136,780	10,027	123,429	(94,065)	1,367,640	93,727	1,461,367
Profit for the year		-	-	-	-	-	-	52,646	52,646	13,809	66,455
Other comprehensive income for the year:											
Gains on property revaluation, net of tax	13	-	-	-	64,415 <sup>#</sup>	-	-	-	64,415	-	64,415
Exchange differences related to foreign operations		-	-	-	-	-	(71,199)	-	(71,199)	(3,530)	(74,729)
Total comprehensive income for the year		-	-	-	64,415	-	(71,199)	52,646	45,862	10,279	56,141
Disposal of subsidiaries	33	-	-	-	-	-	966	-	966	(4,254)	(3,288)
Acquisition of a subsidiary	32	-	-	-	-	-	-	-	-	8,007	8,007
Equity-settled share option expense	29	-	-	13,228	-	-	-	-	13,228	-	13,228
Exercise of share options	28	2,201	9,046	(3,234)	-	-	-	-	8,013	-	8,013
Transfer from asset revaluation reserve		-	-	-	(5,459)	-	-	5,459	-	-	-
Appropriations of statutory reserve		-	-	-	-	1,679	-	(1,679)	-	-	-
At 31 December 2018		201,344	977,592*	33,774*	195,736*	11,706*	53,196*	(37,639)*	1,435,709	107,759	1,543,468

<sup>#</sup> The asset revaluation reserve arose from a revaluation surplus resulting from the building revaluation on 31 December 2018.

\* These reserve accounts comprise the consolidated reserves of HK\$1,234,365,000 (2017: HK\$1,171,035,000) in the consolidated statement of financial position.



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2018

	Attributable to owners of the parent							Non-controlling interests	Total equity	
	Share capital	Share premium account	Share option reserve	Asset revaluation reserve	Statutory reserve	Exchange fluctuation reserve	Accumulated losses			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 January 2017	176,238	889,494	18,887	142,239	8,535	32,045	(142,371)	1,125,067	73,392	1,198,459
Profit for the year	-	-	-	-	-	-	46,877	46,877	8,864	55,741
Other comprehensive income for the year:										
Exchange differences related to foreign operations	-	-	-	-	-	96,974	-	96,974	4,355	101,329
Total comprehensive income for the year	-	-	-	-	-	96,974	46,877	143,851	13,219	157,070
Disposal of a subsidiary	-	-	-	-	-	(5,590)	-	(5,590)	10,434	4,844
Issue of shares	22,105	78,472	-	-	-	-	-	100,577	-	100,577
Share issue expenses	-	(2,237)	-	-	-	-	-	(2,237)	-	(2,237)
Equity-settled share option expense	-	-	5,949	-	-	-	-	5,949	-	5,949
Exercise of share options	800	2,817	(1,056)	-	-	-	-	2,561	-	2,561
Dividend paid to non-controlling shareholders	-	-	-	-	-	-	-	-	(3,318)	(3,318)
Transfer from asset revaluation reserve	-	-	-	(5,459)	-	-	5,459	-	-	-
Appropriations of statutory reserve	-	-	-	-	1,492	-	(1,492)	-	-	-
At 31 December 2017	199,143	968,546	23,780	136,780	10,027	123,429	(91,527)	1,370,178	93,727	1,463,905

# CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2018

	Notes	2018 HK\$'000	2017 HK\$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		<b>88,878</b>	61,809
Adjustments for:			
Finance costs	7	<b>22,011</b>	22,308
Share of loss of an associate	18	<b>352</b>	–
Interest income	5	<b>(99)</b>	(116)
Loss on disposal of items of property, plant and equipment	6	<b>140</b>	698
Gain on disposal of available-for-sale investments	5	<b>–</b>	(82)
Loss/(gain) on disposal of subsidiaries	6	<b>26,569</b>	(9,363)
Depreciation	6	<b>66,473</b>	51,427
Changes in fair value of investment properties	5	<b>(12,632)</b>	(1,569)
Amortisation of prepaid land lease payments	6	<b>4,300</b>	2,328
Amortisation of intangible assets	6	<b>3,367</b>	869
(Reversal of write-down)/write-down of inventories to net realisable value	6	<b>(9,021)</b>	6,809
Impairment of trade receivables and financial assets included in prepayments, deposits and other receivables	6	<b>276</b>	2,514
Equity-settled share option expense	6	<b>13,228</b>	5,949
		<b>203,842</b>	143,581
Increase in inventories		<b>(35,191)</b>	(41,957)
Increase in trade receivables		<b>(10,520)</b>	(24,313)
Decrease/(increase) in prepayments, deposits and other receivables		<b>2,974</b>	(80,482)
Decrease in trade payables		<b>(15,796)</b>	(4,677)
Increase in other payables and accruals		<b>12,680</b>	11,711
		<b>157,989</b>	3,863
Cash generated from operations		<b>157,989</b>	3,863
Income taxes paid		<b>(497)</b>	(900)
		<b>157,492</b>	2,963
Net cash flows from operating activities		<b>157,492</b>	2,963



## CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2018

	Notes	2018 HK\$'000	2017 HK\$'000
Net cash flows from operating activities		<b>157,492</b>	2,963
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Interest received		<b>99</b>	116
Purchases of items of property, plant and equipment		<b>(183,613)</b>	(39,080)
Additions to prepaid land lease payments		<b>(1,708)</b>	–
Additions to intangible assets		<b>(692)</b>	(2,943)
Acquisition of subsidiaries	32	<b>(42,526)</b>	–
Acquisition of an associate		<b>(2,059)</b>	–
Prepayment for an equity investment		<b>(82,680)</b>	(84,149)
Disposal of a subsidiary	33	<b>123,219</b>	745
Additions to an available-for-sale investment		–	(4,803)
Proceeds from disposal of items of property, plant and equipment		<b>11,914</b>	216
Decrease in pledged deposits		–	42,743
Proceeds from disposal of available-for-sale investments		–	8,342
Net cash used in investing activities		<b>(178,046)</b>	(78,813)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of shares, net	28	<b>8,013</b>	100,901
Issue of medium term bonds	25	–	10,949
New bank and other loans		<b>274,293</b>	259,217
Repayment of bank and other loans		<b>(241,162)</b>	(299,426)
Interest paid		<b>(19,308)</b>	(18,878)
Dividends paid to non-controlling shareholders		–	(3,318)
Net cash flows from financing activities		<b>21,836</b>	49,445
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents at beginning of year		<b>82,182</b>	103,516
Effect of foreign exchange rate changes, net		<b>(4,628)</b>	5,071
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b>78,836</b>	82,182
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents as stated in the statement of cash flows	22	<b>78,836</b>	82,182

# NOTES TO FINANCIAL STATEMENTS

31 December 2018

## 1. CORPORATE AND GROUP INFORMATION

Royale Furniture Holdings Limited is a limited liability company incorporated in the Cayman Islands. The registered office address of the Company is located at Century Yard, Cricket Square, Hutchins Drive, Grand Cayman, the Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the "Group") were principally engaged in the manufacture and sale of furniture.

In the opinion of the directors, the immediate and ultimate holding companies of the Company are Crisana International Inc. and Charming Future Holding Limited, which are incorporated in the British Virgin Islands.

### Information about subsidiaries:

Particulars of the Company's principal subsidiaries as of 31 December 2018 are as follows:

Name	Place of incorporation/ registration	Place of operations	Issued ordinary/ paid-up registered share capital	Percentage of equity attributable to the Company		Principal activities
				Direct	Indirect	
Chitaly (BVI) Limited	British Virgin Islands ("BVI")	Hong Kong	US\$1,000	100	-	Investment holding
Hong Kong Royal Furniture Holding Limited	Hong Kong	Hong Kong	US\$10,000	-	100	Investment holding
Chitaly Furniture Limited	Hong Kong	Hong Kong	HK\$10,000	-	100	Investment holding and sale of furniture
Wanlibao (Guangzhou) Furniture Limited*	People's Republic of China (the "PRC")	Mainland China	US\$5,700,000	-	100	Manufacture and sale of furniture
Guangzhou Yufa Furniture Company Limited*	PRC	Mainland China	HK\$50,800,000	-	100	Manufacture and sale of furniture
Hong Kong Wong Chiu Furniture Holding Limited	BVI	Macau	US\$1	-	100	Sale of furniture



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 1. CORPORATE AND GROUP INFORMATION (Continued)

#### Information about subsidiaries: (Continued)

Name	Place of incorporation/ registration	Place of operations	Issued ordinary/ paid-up registered share capital	Percentage of equity attributable to the Company		Principal activities
				Direct	Indirect	
Guangzhou Fuli Furniture Company Limited*	PRC	Mainland China	HK\$72,000,000	-	100	Manufacture and sale of furniture
Realink Investment Group Limited	BVI	Hong Kong	US\$1	-	100	Investment holding
Sinofull Macao Commercial offshore Limited	Macau	Macau	HK\$10,000	-	100	Sale of furniture
Beauty City Holdings Limited	BVI	Hong Kong	HK\$1	-	100	Investment holding
Jiangxi Furun Furniture Company Limited*	PRC	Mainland China	US\$15,000,000	-	100	Manufacture and sale of furniture
Tianjin Royal Furniture Company Limited	PRC	Mainland China	RMB150,000,000	-	55	Manufacture and sale of furniture
Guangzhou Royal Furniture Company Limited*	PRC	Mainland China	RMB10,000,000	-	100	Manufacture and sale of furniture
Guangzhou Hong Mian Hong Company Limited#	PRC	Mainland China	RMB500,000	-	65	Manufacture and sale of foam
Guangzhou Zunyi Trading Company Limited#	PRC	Mainland China	RMB500,000	-	100	Dormant

\* These subsidiaries are registered as wholly-foreign-owned enterprises under PRC law.

# During the year, the Group acquired Guangzhou Hong Mian Hong Company Limited and Guangzhou Zunyi Trading Company Limited. Further details of this acquisition are included in notes 32 to the financial statements.

The above table lists the principal subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, certain buildings classified as property, and plant and equipment which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

# NOTES TO FINANCIAL STATEMENTS

31 December 2018

## 2.1 BASIS OF PREPARATION (Continued)

### Basis of consolidation

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

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

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

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

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

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

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

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

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

Other than as explained below regarding the impact of HKFRS 9 and HKFRS 15, the adoption of the above new and revised standards has had no significant financial effect on these financial statements.





## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

The nature and the impact of the new standards are described below:

- (a) HKFRS 9 *Financial Instruments* replaces HKAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment.

The Group has recognised the transition adjustments against the applicable opening balances in equity at 1 January 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS 39.

#### **Classification and measurement**

The following information sets out the impacts of adopting HKFRS 9 on the statement of financial position, including the effect of replacing HKAS 39's incurred credit loss calculations with HKFRS 9's expected credit losses ("ECLs").

A reconciliation between the carrying amounts under HKAS 39 and the balances reported under HKFRS 9 as at 1 January 2018 is as follows:

	Note	HKAS 39 measurement		Re- classification HK\$'000	ECL HK\$'000	HKFRS 9 measurement	
		Category	Amount HK\$'000			Amount HK\$'000	Category
Financial assets							
Trade receivables	(i)	L&R <sup>1</sup>	53,776	-	(78)	53,698	AC <sup>2</sup>
Financial assets included in prepayments, deposits and other receivables		L&R	42,103	-	(2,460)	39,643	AC
Cash and cash equivalents		L&R	82,182	-	-	82,182	AC
			178,061	-	(2,538)	175,523	
Financial liabilities							
Trade payables		AC	116,545	-	-	116,545	AC
Financial liabilities included in other payables and accruals		AC	85,488	-	-	85,488	AC
Medium term bonds		AC	28,208	-	-	28,208	AC
Interest-bearing bank and other borrowings		AC	295,386	-	-	295,386	AC
Loan from non-controlling interests		AC	42,438	-	-	42,438	AC
Loan from a director		AC	12,000	-	-	12,000	AC
			580,065	-	-	580,065	

1 L&R: Loans and receivables

2 AC: Financial assets or financial liabilities at amortised cost

Note:

- (i) The gross carrying amounts of the trade receivables under the column "HKAS 39 measurement – Amount" represent the amounts after adjustments for the adoption of HKFRS 15 but before the measurement of ECLs.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) (continued)

#### **Impairment**

The following table reconciles the aggregate opening impairment allowances under HKAS 39 to the ECL allowances under HKFRS 9. Further details are disclosed in notes 20 and 21 to the financial statements.

	<b>Impairment allowances under HKAS 39 at 31 December 2017</b>	<b>Re-measurement</b>	<b>ECL allowances under HKFRS 9 at 1 January 2018</b>
	HK\$'000	HK\$'000	HK\$'000
Trade receivables	13,774	78	13,852
Financial assets included in prepayments, deposits and other receivables	–	2,460	2,460

#### **Impact on reserves and retained profits**

The impact of transition to HKFRS 9 on retained profits is as follows:

	<b>Accumulated losses HK\$'000</b>
Balance as at 31 December 2017 under HKAS 39	(91,527)
Recognition of expected credit losses for trade receivables under HKFRS 9	(78)
Recognition of expected credit losses for financial assets included in prepayments, deposits and other receivables under HKFRS 9	(2,460)
Balance as at 1 January 2018 under HKFRS 9	(94,065)



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (b) HKFRS 15 and its amendments replace HKAS 11 *Construction Contracts*, HKAS 18 *Revenue* and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosures are included in notes 3 and 5 to the financial statements. As a result of the application of HKFRS 15, the Group has changed the accounting policy with respect to revenue recognition in note 2.4 to the financial statements.

The Group has adopted HKFRS 15 using the modified retrospective method of adoption. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at this date. The Group has elected to apply the standard to contracts that are not completed as at 1 January 2018.

The comparative information was not restated and continues to be reported under HKAS 11, HKAS 18 and related interpretations.

#### (i) **Sale of goods**

The Group mainly engages in the business of the manufacture and sale of furniture. The Group's contracts with customers for the sale of goods generally include one performance obligation. The Group has concluded that revenue from the sale of goods should be recognised at the point in time when control of the asset is transferred to the customer, generally on the delivery of the goods. Therefore, the adoption of HKFRS 15 has not have an impact on the timing of revenue recognition.

#### (ii) **Consideration received from customers in advance**

Before the adoption of HKFRS 15, the Group recognised consideration received from customers in advance as other payables. Under HKFRS 15, the amount is classified as contract liabilities which are included in other payables and accruals.

Therefore, upon adoption of HKFRS 15, the Group reclassified HK\$41,968,000 from advance from customers to contract liabilities as at 1 January 2018.

As at 31 December 2018, under HKFRS 15, HK\$47,141,000 was reclassified from advance from customers to contract liabilities in relation to the consideration received from customers in advance for the sale of products.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

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

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>4</sup> No mandatory effective date determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is described below:

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group will adopt HKFRS 16 from 1 January 2019.

The Group plans to adopt the transitional provisions in HKFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying HKAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. During 2018, the Group has performed a detailed assessment on the impact of adoption of HKFRS 16. The Group has estimated that right-of-use assets of HK\$11,069,000 and lease liabilities of HK\$11,069,000 will be recognised at 1 January 2019.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group expects to adopt the amendments on 1 January 2019 and will assess its business model for such long-term interests based on the facts and circumstances that exist on 1 January 2019 using the transitional requirements in the amendments. The Group also intends to apply the relief from restating comparative information for prior periods upon adoption of the amendments.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

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

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted by the Group in arriving at these financial statements set out in this report are set out below:

#### Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group’s investments in associates are stated in the consolidated statement of financial position at the Group’s share of net assets under the equity method of accounting, less any impairment losses. The Group’s share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group’s investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group’s investments in associates.

#### Business combinations and goodwill

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

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

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



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combinations and goodwill (Continued)

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

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

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

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

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

#### Fair value measurement

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

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

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

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Fair value measurement (Continued)

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

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

#### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets, investment properties and non-current assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.





## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost or valuation less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the statement of profit or loss. Any subsequent revaluation surplus is credited to the statement of profit or loss to the extent of the deficit previously charged. An annual transfer from the asset revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	5%
Leasehold improvements	20% – 33%
Plant and machinery	10%
Furniture, fixtures and office equipment	20%
Motor vehicles	20%

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction, and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

#### Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the cost of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above.

#### Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Intangible assets (other than goodwill) (Continued)

##### ***Patents and licences***

Purchased patents and licences are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 2 to 10 years.

##### ***Software***

The purchased computer softwares are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 5 years.

##### ***Customer relationships***

Customer relationships are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 5 years.

##### ***Research and development costs***

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding three years, commencing from the date when the products are put into commercial production.

##### **Leases**

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)

##### **Initial recognition and measurement**

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

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade and bills receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade and bills receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 January 2018)" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

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

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

##### **Subsequent measurement**

The subsequent measurement of financial assets depends on their classification as follows:

##### **Financial assets at amortised cost (debt instruments)**

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

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

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

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018)

##### **Initial recognition and measurement**

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

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

##### **Subsequent measurement**

The subsequent measurement of financial assets depends on their classification as follows:

##### **Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in finance costs for loans and in other expenses for receivables.

#### Derecognition of financial assets (policies under HKFRS 9 applicable from 1 January 2018 and policies under HKAS 39 applicable before 1 January 2018)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group’s continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### **General approach**

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

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

The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

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

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

#### **Simplified approach**

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

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### **Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018)**

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

#### ***Financial assets carried at amortised cost***

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the statement of profit or loss.





## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### **Financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)**

##### ***Initial recognition and measurement***

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

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

The Group's financial liabilities include trade payables, other payables and accruals, medium-term bonds, interest-bearing bank and other borrowings, a loan from a director and a loan from non-controlling interests.

##### ***Subsequent measurement***

The subsequent measurement of financial liabilities depends on their classification as follows:

##### ***Loans and borrowings***

After initial recognition, medium term bonds, interest-bearing bank and other borrowings, a loan from a director and a loan from non-controlling interests are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

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

#### **Financial guarantee contracts (policies under HKFRS 9 applicable from 1 January 2018)**

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognized.

#### **Financial guarantee contracts (policies under HKAS 39 applicable before 1 January 2018)**

A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

# NOTES TO FINANCIAL STATEMENTS

31 December 2018

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### **Derecognition of financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads and/or, where appropriate, subcontracting charges. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### **Cash and cash equivalents**

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

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

### **Provisions**

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

### **Income tax**

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Income tax (Continued)

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

# NOTES TO FINANCIAL STATEMENTS

31 December 2018

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

### Revenue recognition (applicable from 1 January 2018)

#### **Revenue from contracts with customers**

Revenue from contracts with customers is recognised when control of goods or Services are transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

#### (a) *Sale of goods*

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the furniture.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Rental income is recognised on a time proportion basis over the lease terms.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition (applicable before 1 January 2018)

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods and related installation, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) rental income, on a time proportion basis over the lease terms; and
- (c) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

#### Contract liabilities (applicable from 1 January 2018)

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

#### Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 29 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

# NOTES TO FINANCIAL STATEMENTS

31 December 2018

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Share-based payments (Continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

### Other employee benefits

#### *Pension schemes*

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group's subsidiary which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. This subsidiary is required to contribute a certain percentage of its payroll costs to the central pension scheme at the applicable rates based on the amounts stipulated by the local government organisations. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

#### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies (Continued)

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### ***Operating lease commitments – Group as lessor***

The Group has entered into commercial property leases on certain properties. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.





## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### *Impairment of goodwill*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2018 was HK\$34,482,000 (2017: HK\$67,730,000). Further details are given in note 16.

#### *Provision for expected credit losses on trade receivables and financial assets included in prepayments, deposits and other receivables*

The Group uses a provision matrix to calculate ECLs for trade receivables and financial assets included in prepayments, deposits and other receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and financial assets included in prepayments, deposits and other receivables is disclosed in note 20 and note 21 to the financial statements, respectively.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Estimation uncertainty (Continued)

##### ***Estimation of fair value of investment properties***

The Group engaged D&P China (HK) Limited, independent professionally qualified valuer, to perform the valuation of the Group's investment properties at the end of the reporting period.

In determine the fair value, the valuer has based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

As at 31 December 2018, the carrying amount of investment properties was HK\$448,961,000 (2017: HK\$459,849,000). Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in note 14 to the financial statements.

##### ***Write-down of inventories***

The write-down of inventories to net realisable value is made based on the estimated net realisable value of the inventories. The assessment of the write-down required involves management judgements and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying value of the inventories and the write-down/write-back of the inventories in the period in which such estimate has been changed. During the year ended 31 December 2018, the amount of write-back of inventory provision in the statement of profit or loss was HK\$9,021,000 (2017: write down of the inventories of HK\$6,809,000). As at 31 December 2018, the carrying amount of the write-down of the inventories amounted to HK\$53,590,000 (2017: HK\$62,611,000).

##### ***Fair values of property, plant and equipment***

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including: (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences; (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows. As at 31 December 2018, the carrying amounts of the property, plant and equipment approximated to their fair values. For details, refer to note 13 to the financial statements.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 4. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the manufacture and sale of home furniture. For management purposes, the Group operates in one business unit based on its products, and has one reportable segment which is the manufacture and sale of home furniture.

#### Information about a major customer

No revenue from sales to a single customer amounted to 10% or more of the Group's revenue during the year (2017: Nil).

#### Geographical information

Because the majority of the Group's revenue and non-current assets were located in the Mainland China, no related geographical information of non-current assets is presented.

### 5. REVENUE, OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, net of value-added tax (the "VAT"), and after allowances for returns and trade discounts. All significant intra-group transactions have been eliminated on consolidation.

An analysis of revenue, other income and gains is as follows:

	2018 HK\$'000	2017 HK\$'000
<b>Revenue</b>		
Sale of goods	<b>834,149</b>	848,925
<b>Other income and gains</b>		
Interest income	<b>99</b>	116
Fair value gains on investment properties	<b>12,632</b>	1,569
Gain on disposal of available-for-sale investments	-	82
Gain on disposal of a subsidiary	-	9,363
Sales of scraps	<b>4,446</b>	1,028
Government subsidy	<b>3,307</b>	1,984
Rental income	<b>26,774</b>	21,170
	<b>47,258</b>	35,312

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	Notes	2018 HK\$'000	2017 HK\$'000
Cost of inventories sold		<b>509,492</b>	592,493
Depreciation	13	<b>66,473</b>	51,427
Amortisation of prepaid land lease payments	15	<b>4,300</b>	2,328
Amortisation of intangible assets*	17	<b>3,367</b>	869
Research and development costs*		<b>2,442</b>	9,700
Minimum lease payments under operating leases		<b>13,211</b>	16,911
Auditor's remuneration		<b>1,880</b>	2,068
Employee benefit expense (including directors' remuneration (note 8)):			
Wages and salaries		<b>136,858</b>	143,296
Equity-settled share option expense	29	<b>13,228</b>	5,949
Pension scheme contributions		<b>5,871</b>	8,274
		<b>155,957</b>	157,519
(Reversal of write-down)/write-down of inventories to net realisable value**		<b>(9,021)</b>	6,809
Impairment of trade receivables and financial assets included in prepayments, deposits and other receivables		<b>276</b>	2,514
Direct operating expenses (including repairs and maintenance) arising from rental-earning investment properties##		<b>1,632</b>	2,604
Fair value gains on investment properties	5	<b>(12,632)</b>	(1,569)
Interest income	5	<b>(99)</b>	(116)
Share of loss of an associate	18	<b>352</b>	–
Loss on disposal of items of property, plant and equipment##		<b>140</b>	698
Loss/(gain) on disposal of subsidiaries##	5	<b>26,569</b>	(9,363)

\* The amortisation of intangible assets and research and development costs for the year have been included in "Administrative expenses" on the face of the consolidated statement of profit or loss.

\*\* The write-down of inventories to net realisable value has been included in "Cost of sales" on the face of the consolidated statement of profit or loss.

## These items have been included in "Other expenses" and "Other income and gains" on the face of the consolidated statement of profit or loss.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 7. FINANCE COSTS

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
Interest on bank loans and other loans (including medium term bonds)	<b>22,011</b>	22,308

### 8. DIRECTORS' REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
Fees	<b>1,786</b>	1,992
Other emoluments:		
Salaries, allowances and benefits in kind	<b>8,998</b>	7,920
Performance related bonuses	<b>770</b>	660
Equity-settled share option expense	<b>7,496</b>	4,583
	<b>19,050</b>	15,155

During the year, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 29 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the Current Year is included in the above directors' and chief executive's remuneration disclosures.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 8. DIRECTORS' REMUNERATION (Continued)

	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Performance related bonuses HK\$'000	Equity-settled share option expense HK\$'000	Total remuneration HK\$'000
<b>2018</b>					
Executive directors:					
Mr. Tse Kam Pang	300	4,950	450	–	5,700
Mr. Tse Hok Kan	300	1,800	160	1,830	4,090
Mr. Chan Wing Kit	300	1,800	160	2,429	4,689
Mr. Chen Hao (resigned on 23 April 2018)	94	448	–	–	542
	<b>994</b>	<b>8,998</b>	<b>770</b>	<b>4,259</b>	<b>15,021</b>
Independent non-executive directors:					
Dr. Donald H. Straszheim	312	–	–	1,079	1,391
Mr. Lau Chi Kit	240	–	–	1,079	1,319
Mr. Yue Man Yiu, Matthew	240	–	–	1,079	1,319
	<b>792</b>	<b>–</b>	<b>–</b>	<b>3,237</b>	<b>4,029</b>
	<b>1,786</b>	<b>8,998</b>	<b>770</b>	<b>7,496</b>	<b>19,050</b>



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 8. DIRECTORS' REMUNERATION (Continued)

	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Performance related bonuses HK\$'000	Equity-settled share option expense HK\$'000	Total remuneration HK\$'000
2017					
Executive directors:					
Mr. Tse Kam Pang	300	3,600	300	933	5,133
Mr. Tse Hok Kan	300	1,440	120	1,037	2,897
Mr. Chan Wing Kit	300	1,440	120	933	2,793
Mr. Chen Hao	300	1,440	120	933	2,793
	1,200	7,920	660	3,836	13,616
Independent non-executive directors:					
Dr. Donald H. Straszheim	312	–	–	249	561
Mr. Lau Chi Kit	240	–	–	249	489
Mr. Yue Man Yiu, Matthew	240	–	–	249	489
	792	–	–	747	1,539
	1,992	7,920	660	4,583	15,155

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2017: four) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining two (2017: one) highest paid employees who are neither a director nor chief executive of the Company for the year are as follows:

	2018 HK\$'000	2017 HK\$'000
Salaries, allowances and benefits in kind	2,302	520
Equity-settled share option expense	683	498
	<b>2,985</b>	1,018

The number of the non-director highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2018	2017
HK\$1,000,001 to HK\$1,500,000	1	–
HK\$1,500,001 to HK\$2,000,000	1	1
	<b>2</b>	1

In prior years, share options were granted to a non-director and non-chief executive highest paid employee in respect of his services to the Group, further details of which are included in the disclosures in note 29 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the Current Year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

### 10. INCOME TAX

Hong Kong profits tax has not been provided as the Group did not generate any assessable profits in Hong Kong during the year (2017: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	2018 HK\$'000	2017 HK\$'000
Current – Mainland China		
Charge for the year	40,514	30,474
Adjustment in respect of current tax of previous periods	(18,808)	(22,961)
Deferred (note 27)	717	(1,445)
Total tax charge for the year	<b>22,423</b>	6,068





## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 10. INCOME TAX (Continued)

A reconciliation of the tax expense applicable to profit before tax at the applicable rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

	2018		2017	
	HK\$'000	%	HK\$'000	%
Profit before tax	<b>88,878</b>		61,809	
Tax at the applicable tax rate at 25% (2017: 25%)	<b>22,220</b>	<b>25.0</b>	15,452	25.0
Lower tax rates for specific provinces or enacted by local authority	<b>(4,025)</b>	<b>(4.5)</b>	(2,847)	(4.6)
Adjustments in respect of current tax of previous periods	<b>(18,808)</b>	<b>(21.2)</b>	(22,961)	(37.1)
Expenses not deductible for tax	<b>4,537</b>	<b>5.1</b>	3,402	5.5
Tax losses not recognised	<b>23,327</b>	<b>26.2</b>	14,406	23.3
Tax losses utilised from previous periods	<b>(4,828)</b>	<b>(5.4)</b>	(1,384)	(2.2)
Tax charge at the Group's effective rate	<b>22,423</b>	<b>25.2</b>	6,068	9.9

The Group has aggregated tax losses arising in Hong Kong of HK\$57,993,000 (2017: HK\$44,269,000) that are available for offsetting against future taxable profits of the companies in which the losses arose. The Group has aggregate tax losses arising in Mainland China of RMB73,211,000 (2017: RMB68,561,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time. Apart from the above, there were no significant unrecognised deferred tax assets at 31 December 2018.

Under Decree – Law no. 58/99/M, companies in Macau incorporated under that Decree – Law (referred to as the “58/99/M Companies”) are exempted from Macau complementary tax (Macau income tax) as long as they do not sell their products to a Macau resident company. Sinofull Macao Commercial Offshore Limited (“Sinofull”), a subsidiary of the Group, is qualified as a 58/99/M Company.

### 11. DIVIDENDS

The directors of the Company have resolved not to declare a final dividend for the year ended 31 December 2018 (2017: Nil).

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 1,999,918,381 (2017: 1,816,629,351) in issue during the year.

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
<b>Earnings</b>		
Profit attributable to ordinary equity holders of the parent, used in the basic and diluted earnings per share calculations	<b>52,646</b>	46,877
<b>Number of shares</b>		
	<b>2018</b>	2017
<b>Shares</b>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	<b>1,999,918,381</b>	1,816,629,351
Effect of dilution – weighted average number of ordinary shares:		
Share options	<b>38,489,764</b>	27,525,259
	<b>2,038,408,145</b>	1,844,154,610



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 13. PROPERTY, PLANT AND EQUIPMENT

	Buildings HK\$'000	Leasehold improvements HK\$'000	Plant and machinery HK\$'000	Furniture, fixtures and office equipment HK\$'000	Motor vehicles HK\$'000	Construction in progress HK\$'000	Total HK\$'000
<b>31 December 2018</b>							
At 31 December 2017 and at 1 January 2018:							
Cost or valuation	466,236	35,359	180,999	65,258	21,347	666,758	1,435,957
Accumulated depreciation	(139,866)	(22,199)	(147,622)	(52,351)	(17,603)	-	(379,641)
Net carrying amount	326,370	13,160	33,377	12,907	3,744	666,758	1,056,316
At 1 January 2018, net of accumulated depreciation	326,370	13,160	33,377	12,907	3,744	666,758	1,056,316
Additions	3,844	8,501	11,074	4,772	1,023	154,399	183,613
Acquisition of a subsidiary (note 32)	-	-	1,329	-	-	233	1,562
Disposals of a subsidiary (note 33)	-	-	-	-	-	(138,105)	(138,105)
Transfer	518,495	-	-	-	-	(518,495)	-
Surplus on revaluation	85,887	-	-	-	-	-	85,887
Disposals	(6,903)	-	(1,009)	(4,142)	-	-	(12,054)
Depreciation provided during the year	(46,772)	(5,377)	(8,589)	(4,687)	(1,048)	-	(66,473)
Exchange realignment	(45,414)	(1,232)	(1,916)	(449)	(135)	(17,936)	(67,082)
At 31 December 2018, net of accumulated depreciation	835,507	15,052	34,266	8,401	3,584	146,854	1,043,664
At 31 December 2018:							
Cost or valuation	835,507	33,854	185,132	58,685	20,122	146,854	1,280,154
Accumulated depreciation	-	(18,802)	(150,866)	(50,284)	(16,538)	-	(236,490)
Net carrying amount	835,507	15,052	34,266	8,401	3,584	146,854	1,043,664

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 13. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Buildings HK\$'000	Leasehold improvements HK\$'000	Plant and machinery HK\$'000	Furniture, fixtures and office equipment HK\$'000	Motor vehicles HK\$'000	Construction in progress HK\$'000	Total HK\$'000
31 December 2017							
At 31 December 2016 and at 1 January 2017:							
Cost or valuation	433,880	35,255	167,669	64,334	21,402	605,638	1,328,178
Accumulated depreciation	(100,856)	(26,137)	(132,480)	(46,069)	(16,544)	-	(322,086)
Net carrying amount	333,024	9,118	35,189	18,265	4,858	605,638	1,006,092
At 1 January 2017, net of accumulated depreciation	333,024	9,118	35,189	18,265	4,858	605,638	1,006,092
Additions	639	11,276	10,998	1,092	56	15,299	39,360
Disposal of a subsidiary	-	(1,748)	(2,268)	-	(166)	-	(4,182)
Disposals	-	(788)	(77)	(27)	(22)	-	(914)
Depreciation provided during the year	(25,043)	(5,251)	(12,067)	(7,768)	(1,298)	-	(51,427)
Exchange realignment	17,750	553	1,602	1,345	316	45,821	67,387
At 31 December 2017, net of accumulated depreciation	326,370	13,160	33,377	12,907	3,744	666,758	1,056,316
At 31 December 2017:							
Cost or valuation	466,236	35,359	180,999	65,258	21,347	666,758	1,435,957
Accumulated depreciation	(139,866)	(22,199)	(147,622)	(52,351)	(17,603)	-	(379,641)
Net carrying amount	326,370	13,160	33,377	12,907	3,744	666,758	1,056,316

At 31 December 2018, the Group had pledged certain buildings and construction in progress, amounting to HK\$779,517,000 (2017: HK\$205,003,000) and nil (2017: HK\$524,856,000), respectively (note 26).



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 14. INVESTMENT PROPERTIES

	2018 HK\$'000	2017 HK\$'000
Carrying amount at 1 January	459,849	398,483
Additions	455	29,260
Net gain from a fair value adjustment	12,632	1,569
Exchange realignment	(23,975)	30,537
Carrying amount at 31 December	448,961	459,849

The Group's investment properties consist of two industrial properties in Mainland China which were subsequently measured at fair value. The directors of the Company have determined that the investment properties consist of one class of assets, i.e., industrial properties, based on the nature, characteristics and risk of each property. The Group's investment properties were revalued on 31 December 2018 based on the valuation by independent valuer D&P China (HK) Limited. Each year, the Group's property manager and the chief financial officer decide to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's property manager and the chief financial officer have discussions with the valuer on the valuation assumptions and valuation results each year when the valuation is performed for annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 35(a) to the financial statements.

#### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

	Fair value measurement as at 31 December 2018 using			Total HK\$'000
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	
Recurring fair value measurement for:				
Industrial properties	-	-	448,961	448,961

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 14. INVESTMENT PROPERTIES (Continued)

#### Fair value hierarchy (Continued)

	Fair value measurement as at 31 December 2017 using			Total HK\$'000
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	
Recurring fair value measurement for:				
Industrial properties	–	–	459,849	459,849

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2017: Nil).

Below is a summary of the valuation technique used and the key inputs to the valuation of investment properties:

	Valuation technique	Significant unobservable inputs	Range 2018	Range 2017
Industrial properties	Discounted cash flow method	Estimated rental value (per sq.m. and per month)	<b>9 – 22.0</b>	9 – 21.9
		Rent growth (p.a.)	<b>4% – 8%</b>	3% – 8%
		Long term vacancy rate	<b>0% – 10%</b>	0% – 10%
		Discount rate	<b>6% – 8%</b>	6% – 8%

Under the discounted cash flow method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the asset. The exit yield is normally separately determined and differs from the discount rate.

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related reletting, redevelopment or refurbishment. The appropriate duration is driven by market behaviour that is a characteristic of the class of property. The periodic cash flow is estimated as gross income less vacancy, non-recoverable expenses, collection losses, lease incentives, maintenance costs, agent and commission costs and other operating and management expenses. The series of periodic net operating income, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted.

A significant increase (decrease) in the estimated rental value and the market rent growth rate per annum in isolation would result in a significant increase (decrease) in the fair value of the investment properties. A significant increase (decrease) in the long term vacancy rate and the discount rate in isolation would result in a significant decrease (increase) in the fair value of the investment properties. Generally, a change in the assumption made for the estimated rental value is accompanied by a directionally similar change in the rent growth per annum and the discount rate and an opposite change in the long term vacancy rate.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 15. PREPAID LAND LEASE PAYMENTS

	Notes	2018 HK\$'000	2017 HK\$'000
Carrying amount at 1 January		79,419	76,205
Addition		1,708	–
Acquisition of a subsidiary	32	89,140	–
Disposal of a subsidiary	33	(11,171)	–
Amortised during the year	6	(4,300)	(2,328)
Exchange realignment		(10,920)	5,542
Carrying amount at 31 December		143,876	79,419
Current portion included in prepayments, deposits and other receivables		(4,590)	(2,328)
Non-current portion		139,286	77,091

At 31 December 2018, the Group had pledged certain prepaid land lease payments, amounting to HK\$55,090,000 (2017: HK\$50,492,000) (note 26).

### 16. GOODWILL

	2018 HK\$'000	2017 HK\$'000
At 1 January:		
Cost	307,213	307,213
Accumulated impairment	(239,483)	(239,483)
Net carrying amount	67,730	67,730
Cost at 1 January, net of accumulated impairment	67,730	67,730
Acquisition of a subsidiary (note 32)	34,482	–
Disposal of a subsidiary (note 33)	(67,730)	–
Cost and net carrying amount at 31 December	34,482	67,730
At 31 December:		
Cost	273,965	307,213
Accumulated impairment	(239,483)	(239,483)
Net carrying amount	34,482	67,730

#### Impairment testing of goodwill

Goodwill acquired through business combinations is related to one of the home furniture cash-generating units for impairment testing.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 16. GOODWILL (Continued)

#### Impairment testing of goodwill (Continued)

The recoverable amount of the home furniture cash-generating unit (the “CGU”) was determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections was 18% and cash flows beyond the five-year period were extrapolated using a growth rate of 3%.

Assumptions were used in the value in use calculation of the sales of foam cash-generating unit for 31 December 2018. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

**Budgeted gross margins** – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

**Discount rate** – The discount rate used is before tax and reflects specific risks relating to the relevant unit.

The values assigned to the key assumptions are consistent with external information sources.

### 17. INTANGIBLE ASSETS

	<b>Patents, software and licences 2018 HK\$'000</b>	<b>Customer relationships 2018 HK\$'000</b>	<b>Total 2018 HK\$'000</b>
At 1 January 2018:			
Cost	15,140	–	15,140
Accumulated amortisation	(10,401)	–	(10,401)
Net carrying amount	4,739	–	4,739
Cost at 1 January 2018, net of accumulated amortisation	4,739	–	4,739
Additions	692	15,121	15,813
Amortisation provided during the year	(1,054)	(2,313)	(3,367)
Exchange realignment	(247)	(1,243)	(1,490)
Cost at 31 December 2018, net of accumulated amortisation	4,130	11,565	15,695
At 31 December 2018:			
Cost	15,043	13,654	28,697
Accumulated amortisation	(10,913)	(2,089)	(13,002)
Net carrying amount	4,130	11,565	15,695





## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 17. INTANGIBLE ASSETS (Continued)

	Patents, software and licences 2017 HK\$'000
At 1 January 2017:	
Cost	11,341
Accumulated amortisation	(8,863)
Net carrying amount	2,478
Cost at 1 January 2017, net of accumulated amortisation	2,478
Additions	2,943
Amortisation provided during the year	(869)
Exchange realignment	187
Cost at 31 December 2017, net of accumulated amortisation	4,739
At 31 December 2017:	
Cost	15,140
Accumulated amortisation	(10,401)
Net carrying amount	4,739

### 18. INVESTMENT IN AN ASSOCIATE

	2018 HK\$'000	2017 HK\$'000
Share of net assets	1,707	–

The following table illustrates the financial information of the Group's associate:

	2018 HK\$'000	2017 HK\$'000
Share of the associate's loss for the year	(352)	–
Share of the associate's total comprehensive loss	(352)	–
Carrying amount of the Group's investment in the associate	1,707	–

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 19. INVENTORIES

	2018 HK\$'000	2017 HK\$'000
Raw materials	118,149	45,519
Work in progress	18,340	36,520
Finished goods	158,130	177,128
	<b>294,619</b>	259,167

### 20. TRADE RECEIVABLES

	2018 HK\$'000	2017 HK\$'000
Trade receivables	79,585	67,550
Impairment	(10,454)	(13,774)
	<b>69,131</b>	53,776

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally 30 to 180 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balance. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provision, is as follows:

	2018 HK\$'000	2017 HK\$'000
Within 1 month	36,491	49,842
1 to 3 months	14,668	3,274
3 to 6 months	17,972	636
Over 6 months	-	24
	<b>69,131</b>	53,776



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 20. TRADE RECEIVABLES (Continued)

The movements in the provision for impairment of trade receivables are as follows:

	2018 HK\$'000	2017 HK\$'000
At beginning of year	13,774	10,819
Effect of adoption of HKFRS 9	78	–
Impairment losses, net	(70)	2,514
Amount written off as uncollectible	(2,754)	–
Exchange realignment	(574)	441
At end of year	10,454	13,774

#### Impairment under HKFRS 9 for the year ended 31 December 2018

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

#### As at 31 December 2018

	Less than 6 month	Over 6 month
Expected credit loss rate	0.1%	100%
Gross carrying amount (HK\$'000)	69,200	10,385
Expected credit losses (HK\$'000)	69	10,385

#### Impairment under HKAS 39 for the year ended 31 December 2017

The ageing analysis of the trade and bills receivables as at 31 December 2017 that were not individually nor collectively considered to be impaired under HKAS 39 is as follows:

	2017 HK\$'000
Neither past due nor impaired	53,116
Past due but not impaired	660
	53,776

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 20. TRADE RECEIVABLES (Continued)

#### Impairment under HKAS 39 for the year ended 31 December 2017 (Continued)

Receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

### 21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2018 HK\$'000	2017 HK\$'000
<b>Non-current assets</b>		
Prepayments*	94,060	81,963
<b>Current assets</b>		
Prepayments	81,134	128,405
Receivables for disposal of a subsidiary (note 33)	11,403	3,421
Deposits and other receivables	81,246	38,682
	<b>173,783</b>	170,508
Impairment allowance	<b>(2,806)</b>	–
	<b>170,977</b>	170,508

\* The Group's prepayments under non-current assets as at 31 December 2018 were mainly related to the instalment payments for the acquisition of a 19.9% interest in Glory Successful International Holdings Limited ("Glory Successful") from an independent third party individual Huang Hong Bo. Glory Successful is a privately-owned company incorporated under the Laws of British Virgin Islands engaged in wholesale and retail trade. The purchase consideration for the acquisition was approximately RMB83,650,000.

Deposits and other receivables under current assets mainly represent rental deposits and deposits with suppliers. As at 31 December 2018, expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The loss rate applied as at 31 December 2018 ranged from 0.1% to 100%.

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

Included in the Group's prepayments, deposits and other receivables are amounts due from an associate of HK\$5,121,000 (2017: Nil).



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 22. CASH AND CASH EQUIVALENTS

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
Cash and cash equivalents	<b>78,836</b>	82,182

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$75,685,000 (2017: HK\$67,025,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

### 23. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
Within 1 month	<b>62,198</b>	71,097
1 to 3 months	<b>19,561</b>	27,747
3 to 6 months	<b>7,922</b>	13,871
6 to 12 months	<b>2,162</b>	1,404
More than 1 year	<b>7,473</b>	2,426
	<b>99,316</b>	116,545

The trade payables are non-interest-bearing and are normally settled for a period of 3 months extendable up to 2 years.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 24. OTHER PAYABLES AND ACCRUALS

	2018 HK\$'000	2017 HK\$'000
Contract liabilities	47,141	–
Advances from customers	–	41,968
Other payables	78,957	93,860
Accruals	6,135	10,095
	<b>132,233</b>	145,923

### 25. MEDIUM TERM BONDS

On 5 February 2016, the Company established a medium term bond programme with a nominal value of HK\$10,000,000 each. As at 31 December 2018, the Company has issued the medium term bonds (the “Bonds”) with a principal amount in aggregate of HK\$700,000,000. The Bonds are non-callable until 5 February 2025 and non-puttable until 5 February 2020. Interest on the outstanding bonds will be payable annually in arrears at the nominal interest rate of 0.1% per annum first payable on 5 February 2018 and last payable on 5 February 2063 and will mature on 5 February 2064. The Bonds were amortised at the effective interest method by applying the effective interest rate ranging from 8.01% to 8.86% per annum.

The fair value of the medium term bonds was estimated at the issuance date by discounting the expected future cash flows using an equivalent market interest rate for a similar bond taking into consideration the Group’s own credit and liquidity risk.

The medium term bonds recognised in the statement of financial position were calculated as follows:

	2018 HK\$'000	2017 HK\$'000
Carrying amount at 1 January	28,208	15,833
Additions	–	10,949
Accrued Interest expenses	2,336	1,426
Paid	(510)	–
Carrying amount at 31 December	<b>30,034</b>	28,208



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 26. INTEREST-BEARING BANK AND OTHER BORROWINGS

	2018			2017		
	Effective interest rate (%)	Maturity	HK\$'000	Effective interest rate (%)	Maturity	HK\$'000
<b>Current</b>						
Bank loans – secured	4.40–5.44	2019	180,950	4.35–5.00	2018	177,696
Bank loans – secured	3.23	On demand	50,000	–	–	–
Current portion of long term bank loans – secured	7.04	2019	7,682	5.23	2018	30,392
Current portion of long term other loans – unsecured	8.00	2019	20,000	–	–	–
			<b>258,632</b>			208,088
<b>Non-current</b>						
Bank loans – secured	–	–	–	5.23	2019	10,131
Other loan – unsecured	8.00–10.00	2020	31,340	8.00–14.96	2019	77,167
			<b>31,340</b>			87,298
			<b>289,972</b>			295,386
				<b>2018</b>		2017
				<b>HK\$'000</b>		HK\$'000
Analysed into:						
Bank loans repayable:						
Within one year			<b>258,632</b>			208,088
In the second year			–			10,131
			<b>258,632</b>			218,219
Analysed into:						
Other borrowings repayable:						
In the second year			<b>31,340</b>			77,167
			<b>289,972</b>			295,386

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 26. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

Notes:

- (i) Certain of the Group's bank loans were secured by:
- (a) the pledge of certain of the Group's buildings and construction in progress, which had aggregate carrying values at the end of the reporting period of approximately HK\$779,517,000 (2017:HK\$205,003,000) and nil (2017: HK\$524,856,000), respectively (note 13); and
- (b) the pledge of certain of the Group's prepaid land lease payments, which had an aggregate carrying value at the end of the reporting period of approximately HK\$55,090,000 (2017: HK\$50,492,000) (note 15).
- (ii) As at 31 December 2018, the Group's bank loans of HK\$50,000,000 and other loan of HK\$40,000,000 are jointly unconditional guaranteed by the Company and the Chairman of the Company.
- (iii) As at 31 December 2018, bank and other loans denominated in Hong Kong dollars and RMB amounted to HK\$91,000,000 and HK\$198,972,000, respectively.

### 27. DEFERRED TAX LIABILITIES

The movements in deferred tax liabilities during the year are as follows:

	Revaluation of investment properties HK\$'000	Revaluation of property, plant and equipment HK\$'000	Fair value adjustments arising from acquisition of a subsidiary HK\$'000	Total HK\$'000
At 1 January 2017	7,494	48,136	741	56,371
Deferred tax credited to the statement of profit or loss during the year (note 10)	394	(1,821)	(18)	(1,445)
Gross deferred tax liabilities at 31 December 2017 and 1 January 2018	7,888	46,315	723	54,926
Deferred tax credited to other comprehensive income during the year	–	21,472	–	21,472
Deferred tax charged/(credited) to the statement of profit or loss during the year (note 10)	3,158	(1,820)	(621)	717
Acquisition of a subsidiary (note 32)	–	–	3,780	3,780
Exchange differences	–	–	(286)	(286)
Gross deferred tax liabilities at 31 December 2018	11,046	65,967	3,596	80,609

At 31 December 2018, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$59,589,000 at 31 December 2018 (2017: HK\$14,920,000).





## NOTES TO FINANCIAL STATEMENTS

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### 28. SHARE CAPITAL

	2018 HK\$'000	2017 HK\$'000
Issued and fully paid:		
2,013,440,619 (2017: 1,991,426,081) ordinary shares of HK\$0.10 each	<b>201,344</b>	199,143

A summary of movements in the Company's share capital is as follows:

	Notes	Number of shares in issue	Share capital HK\$'000	Share premium account HK\$'000	Total HK\$'000
At 1 January 2017					
Issue of shares	(a)	221,047,127	22,105	78,472	100,577
Shares issue expenses		–	–	(2,237)	(2,237)
Share options exercised	(b)	8,001,937	800	2,817	3,617
At 31 December 2017 and 1 January 2018		1,991,426,081	199,143	968,546	1,167,689
Share options exercised	(c)	22,014,538	2,201	9,046	11,247
At 31 December 2018		<b>2,013,440,619</b>	<b>201,344</b>	<b>977,592</b>	<b>1,178,936</b>

Notes:

- (a) An open offer of one rights share for every eight existing shares held by members on the register of members on 12 July 2017 ("2017 Open Offer") was made, at an issue price of HK\$0.455 per rights share, resulting in the issue of 221,047,127 shares for a total cash consideration, before expenses, of HK\$100,577,000.
- (b) During 2017, the subscription rights attaching to 8,001,937 share options were exercised at the subscription price of HK\$0.32 per share, resulting in the issue of 8,001,937 shares for a total cash consideration, before expenses, of HK\$2,561,000. An amount of HK\$2,817,000 was transferred from the share option reserve to share premium account upon the exercise of the share options.
- (c) During 2018, the subscription rights attaching to 18,014,538 and 4,000,000 share options were exercised at the subscription prices of HK\$0.32 and HK\$0.56 per share, respectively, resulting in the issue of 22,014,538 shares for a total cash consideration, before expenses, of HK\$8,013,000. An amount of HK\$3,234,000 was transferred from the share option reserve to share premium account upon the exercise of the share options.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 29. SHARE OPTION SCHEME

The Company operates a share option scheme in order to advance the interests of the Company and shareholders by enabling the Company to grant options to attract, retain and reward the eligible participants. The Company adopted the share option scheme (the "Scheme") which became effective on 18 May 2012 to replace the old share option scheme which expired on 25 April 2012. The Scheme, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares in respect of which options may be granted under the Scheme and under any other share option schemes of the Company pursuant to which options may be granted to directors, consultants and/or employees of any company in the Group, shall initially not exceed 10% of the relevant class of securities of the Company in issue excluding, for this purpose, shares issued on exercise of options under the Scheme and any other share option schemes of the Company. Upon the grant of options for shares up to 10% of the relevant class of securities of the Company and subject to the approval of the shareholders of the Company in general meetings, the maximum number of shares to be issued under the Scheme when aggregated with securities to be issued under any other share option schemes of the Group may be increased by the board of directors, provided that the shares to be issued upon exercise of all outstanding options do not exceed 30% of the relevant class of securities in issue.

No option may be granted to any one person such that the total number of shares issued and to be issued upon the exercise of options granted and to be granted to such person in any 12-month period up to the date of the latest grant exceeds 1% of the issued share capital of the Company.

The offer of a grant of share options may be accepted within eight days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determined by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options or the expiry date of the Scheme, if earlier.

An option may be exercised in accordance with the terms of the Scheme at any time during the option period (and not more than 10 years after the date of grant). The option period will be determined by the board of directors and communicated to each grantee. The board of directors may provide restrictions on the time during which the options may be exercised. There are no performance targets which must be achieved before any of the options can be exercised. However, the board of directors retains its discretion to accelerate the vesting of the fixed term options in the event that certain performance targets are met.

The subscription price for the Company's shares under the Scheme will be a price determined by the board of directors and notified to each grantee. The subscription price will be the highest of: (i) the nominal value of a share; and (ii) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day; and (iii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant. An option shall be deemed to have been granted and accepted by an eligible participant (as defined in the Scheme) and to have taken effect when the acceptance form as described in the Scheme is completed, signed and returned by the grantee with a remittance in favour of the Company of HK\$1 by way of consideration for the grant.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 29. SHARE OPTION SCHEME (Continued)

The following share options were outstanding under the Scheme during the year:

	2018		2017	
	Weighted average exercise price HK\$ per share	Number of options '000	Weighted average exercise price* HK\$ per share	Number of options* '000
At 1 January	0.51	131,795	0.49	122,597
Granted during the year	0.67	46,000	0.56	17,200
Exercised during the year	0.36	(22,015)	0.32	(8,002)
At 31 December	0.58	155,780	0.51	131,795

The weighted average share price at the date of exercise for share options exercised during the year was HK\$0.58 per share (2017: HK\$0.51 per share).

\* The weighted average exercise price of share options per share and the number of share options were adjusted as a result of the 2017 Open Offer. The weighted average exercise price of each share options as at 1 January 2017 was adjusted from HK\$0.490 per share to HK\$0.487 per share. The number of share options as at 1 January 2017 was adjusted from 122,484,000 to 122,597,000.

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

#### 31 December 2018

Date of grant	Number of options# '000	Exercise price HK\$ per share	Exercise period
20 July 2009	7,399	0.41	20 July 2010 to 19 July 2019
7 September 2012	4,497	0.73	7 September 2013 to 6 September 2022
2 January 2013	19,319	0.79	2 January 2014 to 1 January 2023
2 January 2013	19,319	0.79	2 January 2015 to 1 January 2023
17 April 2014	3,003	0.372	17 April 2015 to 16 April 2024
22 June 2016	43,043	0.32	22 June 2017 to 21 June 2026
22 August 2017	13,200	0.56	22 August 2018 to 21 August 2027
17 April 2018	46,000	0.67	17 April 2019 to 16 April 2028
	<b>155,780</b>		

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 29. SHARE OPTION SCHEME (Continued)

31 December 2017

Date of grant	Number of options '000	Exercise price HK\$ per share	Exercise period
20 July 2009	7,399	0.41	20 July 2010 to 19 July 2019
7 September 2012	4,497	0.73	7 September 2013 to 6 September 2022
2 January 2013	19,319	0.79	2 January 2014 to 1 January 2023
2 January 2013	19,319	0.79	2 January 2015 to 1 January 2023
17 April 2014	3,003	0.372	17 April 2015 to 16 April 2024
22 June 2016	61,058	0.32	22 June 2017 to 21 June 2026
22 August 2017	17,200	0.56	22 August 2018 to 21 August 2027
	<b>131,795</b>		

The fair value of the share options granted during the year was HK\$14,522,000 (2017: HK\$4,579,000), of which the Group recognised a share option expense of HK\$13,228,000 (2017: HK\$5,949,000) during the year ended 31 December 2018.

The fair value of equity-settled share options granted during the year was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

	2018	2017
Dividend yield (%)	–	–
Expected volatility (%)	<b>62.6</b>	65
Historical volatility (%)	<b>62.6</b>	65
Risk-free interest rate (%)	<b>2.79</b>	1.53
Expected life of options (year)	<b>1</b>	2
Weighted average share price (HK\$ per share)	<b>0.67</b>	0.56

The expected life of the options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 155,780,784 share options outstanding under the Scheme. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 155,780,784 additional ordinary shares of the Company and additional share capital of HK\$15,578,000 and share premium of HK\$74,392,000 (before issue expenses).



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 29. SHARE OPTION SCHEME (Continued)

At the date of approval of these financial statements, the Company had 131,573,032 share options outstanding under the Scheme, which represented approximately 6.46% of the Company's shares in issue as at that date.

As at 25 May 2018, being the date of the last refreshment of the scheme mandate limit of the Share Option Scheme, the maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme was 199,142,608 shares, being 10% of the shares in issue on the date of the last refreshment of the scheme mandate limit of the Share Option Scheme. No shares options granted under the last refreshed scheme mandate limit.

### 30. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 41 to 42 of the financial statements.

Pursuant to the PRC Company law, a portion of the profits of the Group's PRC subsidiaries has been transferred to the statutory reserve which is restricted as to use.

### 31. LOAN FROM NON-CONTROLLING INTERESTS

The loan from non-controlling interests is unsecured, bears interest at a rate of 6.15% per annum and will not be repayable in one year. As at the end of the reporting period, included in the outstanding balance with the non-controlling interests was an amount of HK\$11,194,000 (2017: HK\$9,426,000), which was the accrued interest for the loan.

### 32. ACQUISITION OF SUBSIDIARIES

#### 1) Acquisition of Guangzhou Hong Mian Hong Company Ltd.

On 13 March 2018, the Group acquired 65% interests in Guangzhou Hong Mian Hong Company Limited ("Hong Mian Hong"). Hong Mian Hong is engaged in the manufacture and sale of foam. The purchase consideration for the acquisition was in the form of cash of HK\$49,352,000.

The Group has elected to measure the non-controlling interests in Hong Mian Hong at the non-controlling interests' proportionate share of Hong Mian Hong's identifiable net assets.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 32. ACQUISITION OF SUBSIDIARIES (Continued)

#### 1) Acquisition of Guangzhou Hong Mian Hong Company Ltd. (Continued)

The fair values of the identifiable assets and liabilities of Hong Mian Hong as at the date of acquisition were as follows:

	Notes	2018 HK\$'000
Property, plant and equipment	13	1,329
Intangible assets	17	15,121
Inventories		4,753
Trade receivables		7,569
Prepayments, deposits, and other receivables		1,076
Cash and cash equivalents		290
Trade payables		(3,082)
Other payables and accruals		(399)
Deferred tax liabilities	27	(3,780)
Total identifiable net assets at fair value		22,877
Non-controlling interests		(8,007)
Goodwill on acquisition	16	34,482
Satisfied by cash		49,352

An analysis of the cash flows in respect of the acquisition of Hong Mian Hong is as follows:

	2018 HK\$'000
Cash consideration	(49,352)
Cash and bank balances acquired	290
Consideration paid in the previous year	49,343
Net inflow of cash and cash equivalents included in cash flows from investing activities	281

Included in the intangible assets of HK\$15,121,000 recognised above are customer relationship, as further detailed in note 17 to the financial statements. None of goodwill recognised is expected to be deductible for income tax purposes.

Since the acquisition, Hong Mian Hong contributed HK\$27,964,000 to the Group's revenue and HK\$4,317,000 to the consolidated profit for the year ended 31 December 2018.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the year would have been HK\$840,934,000 and HK\$66,663,000, respectively.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 32. ACQUISITION OF SUBSIDIARIES (Continued)

#### 2) Acquisition of Guangzhou Zunyi Trading Company Ltd.

On 21 March 2018, the Group acquired 100% interests in Guangzhou Zunyi Trading Company Ltd. ("Zunyi") from an independent third party individual Chen Jie. Zunyi is a privately-owned company incorporated under the Laws of Mainland China. The purchase consideration for the acquisition was in the form of cash of HK\$78,148,000.

The fair values of the identifiable assets and liabilities of Zunyi as at the date of acquisition were as follows:

	Notes	2018 HK\$'000
Prepaid land lease payments	15	89,140
Property, plant and equipment	13	233
Cash and cash equivalents		107
Other payables and accruals		(11,332)
Total identifiable net assets at fair value		78,148
Satisfied by cash		78,148

An analysis of the cash flows in respect of the acquisition of Zunyi is as follows:

	2018 HK\$'000
Cash consideration	(78,148)
Cash and bank balances acquired	107
Consideration paid in previous year	35,234
Net outflow of cash and cash equivalents included in cash flows from investing activities	(42,807)

In the opinion of the directors, the acquisition of Zunyi does not constitute a business. Therefore, the transactions were determined by the directors of the Company to be acquisition of assets and liabilities through acquisition of subsidiaries rather than a business combination as defined in HKFRS 3 (Revised) Business Combinations.

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 33. DISPOSAL OF SUBSIDIARIES

#### 1) Disposal of Huang Chao Haerbin Investment Company Limited

During 2018, the Group entered into an agreement to dispose of its 100% interest in Huang Chao Haerbin Investment Company Limited, a subsidiary of the Group, and its subsidiary, Haerbin Huang Chao Furniture Co., Ltd. (collectively “Huang Chao Harbin Group”), to an independent third party company, Wantai Holdings Limited, for a total consideration of HK\$123,529,000.

The fair values of the identifiable assets and liabilities of Huang Chao Harbin Group as at the date of disposal were as follows:

	Notes	2018 HK\$'000
Net assets disposed of:		
Property, plant and equipment	13	138,105
Prepaid land lease payments	15	11,171
Cash and bank balances		310
Prepayments, deposits, and other receivables		782
Bank and other loans	34	(27,167)
		<b>123,201</b>
Gain on disposal of a subsidiary	6	328
		<b>123,529</b>
Satisfied by:		
Cash		123,529





## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 33. DISPOSAL OF SUBSIDIARIES (Continued)

#### 1) Disposal of Huang Chao Haerbin Investment Company Limited (Continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

	2018 HK\$'000
Cash consideration	123,529
Cash and bank balances disposed of	(310)
Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	123,219

#### 2) Disposal of Shenzhen Bokaimai Furniture Company Limited

During 2018, the Group entered into an agreement to dispose of its 65% interests in Shenzhen Bokaimai Furniture Company Limited ("Bokaimai") to an independent third party individual, Pan Donghua, for a total consideration of HK\$11,403,000.

The fair values of the identifiable assets and liabilities of Bokaimai as at the date of disposal were as follows:

	Notes	2018 HK\$'000
Net assets disposed of:		
Inventories		11,405
Prepayments, deposits, and other receivables		9,883
Other payables and accruals		(35,195)
Trade payables		(2,422)
Tax payable		(7,881)
Non-controlling interests		(4,254)
		(28,464)
Goodwill	16	67,730
Exchange fluctuation reserve		(966)
Loss on disposal of a subsidiary	6	(26,897)
		11,403

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 33. DISPOSAL OF SUBSIDIARIES (Continued)

#### 2) Disposal of Shenzhen Bokaimai Furniture Company Limited (Continued)

	2018 HK\$'000
Satisfied by:	
Cash receivables	11,403

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

	2018 HK\$'000
Cash consideration	11,403
Cash receivables (note 21)	(11,403)
Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	–

### 34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Changes in liabilities arising from financing activities were as follows:

	Bank and other loans HK\$'000	Medium term bonds HK\$'000	Loan from non- controlling interests HK\$'000	Loan from a director HK\$'000
At 1 January 2018	295,386	28,208	42,438	12,000
Changes from financing cash flows	33,131	(510)	(1,383)	–
Foreign exchange movement	(11,378)	–	(2,213)	–
Decrease arising from disposal of subsidiaries (Note 33)	(27,167)	–	–	–
Interest expense	–	2,336	2,260	–
At 31 December 2018	289,972	30,034	41,102	12,000



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 35. OPERATING LEASE ARRANGEMENTS

#### (a) As lessor

The Group leases its investment properties (note 14 to the financial statements) under operating lease arrangements, with leases negotiated for terms mainly ranging from five to ten years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

As at 31 December 2018, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	2018 HK\$'000	2017 HK\$'000
Within one year	20,491	17,079
In the second to fifth years, inclusive	88,342	74,662
After five years	65,456	99,347
	<b>174,289</b>	191,088

#### (b) As lessee

The Group leases certain of its office buildings, retail shops and warehouses under operating lease arrangements. Leases for the properties are negotiated for terms ranging from one to ten years.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2018 HK\$'000	2017 HK\$'000
Within one year	2,765	4,240
In the second to fifth years, inclusive	4,426	7,339
After five years	8,966	–
	<b>16,157</b>	11,579

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 36. COMMITMENTS

In addition to the operating lease commitments detailed in note 35 above, the Group had the following capital commitments at the end of the reporting period:

	2018 HK\$'000	2017 HK\$'000
Contracted, but not provided for:		
Plant and machinery	7,796	–
Acquisition of equity investment	1,138	–
	<b>8,934</b>	–

### 37. RELATED PARTY TRANSACTIONS

#### (a) Compensation of key management personnel of the Group

	2018 HK\$'000	2017 HK\$'000
Short term employee benefits	14,017	11,092
Equity-settled share option benefits	5,625	5,081
Total compensation paid to key management personnel	<b>19,642</b>	16,173

Further details of directors' emoluments are included in note 8 to the financial statements.

#### (b) Loans from a director

	2018 HK\$'000	2017 HK\$'000
Mr. Tse Kam Pang	<b>12,000</b>	12,000

Mr. Tse Kam Pang is one of the directors and also the Chairman of the Company. As at 31 December 2018, loans with an aggregate amount of HK\$12,000,000 are unsecured, interest-free and not repayable within the next twelve months.

#### (c) Other transactions with related parties:

The Chairman of the Company has unconditional guaranteed certain bank loans and other loans made to the Group of up to HK\$90,000,000 (2017: HK\$40,000,000) as at the end of the reporting period, as further detailed in note 26(ii) to the financial statements.

#### (d) Outstanding balances with related parties:

- (i) The Group had an outstanding balance due to its non-controlling interests of HK\$41,102,000 (2017: HK\$42,438,000) as at the end of the reporting period, as further detailed in note 31 to the financial statements.
- (ii) Details of the Group's other receivable balances with its associate as at the end of the reporting period are disclosed in note 21 to the financial statements.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 38. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

#### Financial assets

2018	Financial assets at amortised cost HK\$'000	Total HK\$'000
Trade receivables	69,131	69,131
Financial assets included in prepayments, deposits and other receivables	92,649	92,649
Cash and cash equivalents	78,836	78,836
	<b>240,616</b>	<b>240,616</b>
2017	Loans and receivables HK\$'000	Total HK\$'000
Trade receivables	53,776	53,776
Financial assets included in prepayments, deposits and other receivables	42,103	42,103
Cash and cash equivalents	82,182	82,182
	178,061	178,061

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 38. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

#### Financial liabilities

	<b>2018</b>	2017
	<b>Financial liabilities at amortised cost</b>	Financial liabilities at amortised cost
	<b>HK\$'000</b>	HK\$'000
Trade payables	<b>99,316</b>	116,545
Financial liabilities included in other payables and accruals	<b>61,500</b>	85,488
Medium term bonds	<b>30,034</b>	28,208
Interest-bearing bank and other borrowings	<b>289,972</b>	295,386
Loan from non-controlling interests	<b>41,102</b>	42,438
Loan from a director	<b>12,000</b>	12,000
	<b>533,924</b>	580,065

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, the current portion of restricted bank deposits, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals, and the current portion of interest-bearing bank borrowings approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of cash and cash equivalents, pledged deposits, trade receivables, financial assets included in prepayments, deposits and other receivables, trade payables, financial liabilities included in other payables and accruals, the current portion of interest-bearing bank loans and other borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the non-current portion of interest-bearing bank and other borrowings, medium term bonds, a loan from non-controlling interests, and a loan from a director have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for the interest-bearing bank and other borrowings as at 31 December 2018 was assessed to be insignificant.

The fair value of the unlisted investment which was designated as current available-for-sale investment is based on the expected rate of return, credit spread and liquidity spread implied by the purchase price at the issue date (level 3).

The carrying amounts of the Group's financial assets and financial liabilities approximate to their fair values.



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk.

The Group does not have written risk management policies and guidelines. However, management meets periodically to analyse and formulate measures to manage the Group's exposure to financial risks. Generally, the Group employs a conservative strategy regarding its risk management.

#### (i) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with floating interest rates.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in interest rate, with all other variables held constant, of the Group's profit before tax and the Group's equity.

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax HK\$'000	Increase/ (decrease) in equity* HK\$'000
<b>2018</b>			
RMB	25	(128)	–
RMB	(25)	128	–
	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax HK\$'000	Increase/ (decrease) in equity* HK\$'000
<b>2017</b>			
RMB	25	(218)	–
RMB	(25)	218	–

\* Excluding retained profits

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (ii) Foreign currency risk

The Group has transactional currency exposures. These exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. Approximately 2.6% (2017: 1.8%) of the Group's sales are denominated in currencies other than the functional currencies of the operating units making the sale, whilst almost 100% (2017: 100%) of costs are denominated in the units' functional currencies. The Group does not use any forward currency contracts to eliminate the foreign currency exposures and the Group does not enter into any hedge derivatives.

#### (iii) Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the head of credit control.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed across different sectors.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables and financial assets included in prepayments, deposits and other receivables are disclosed in notes 20 and 21 to the financial statements, respectively.





## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (iv) Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

	2018			Total HK\$'000
	On demand HK\$'000	Less than one year HK\$'000	Over one year HK\$'000	
Trade payables	–	99,316	–	99,316
Other payables and accruals	–	61,500	–	61,500
Medium term bonds	190	700	730,800	731,690
Interest-bearing bank and other borrowings	50,000	216,802	31,483	298,285
Loan from non-controlling interests	–	–	46,807	46,807
Loan from a director	–	–	12,000	12,000
	<b>50,190</b>	<b>378,318</b>	<b>821,090</b>	<b>1,249,598</b>

  

	2017		
	Less than one year HK\$'000	Over one year HK\$'000	Total HK\$'000
Trade payables	116,545	–	116,545
Other payables and accruals	85,488	–	85,488
Medium term bonds	700	731,500	732,200
Interest-bearing bank and other borrowings	222,068	88,964	311,032
Loan from non-controlling interests	–	44,674	44,674
Loan from a director	–	12,000	12,000
	<b>424,801</b>	<b>877,138</b>	<b>1,301,939</b>

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (v) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2018 and 2017.

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt includes trade payables, other payables and accruals, medium term bonds, interest-bearing bank and other borrowings, a loan from non-controlling interests and a loan from a director, less cash and cash equivalents. Capital represents equity attributable to owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

	2018 HK\$'000	2017 HK\$'000
Trade payables	99,316	116,545
Other payables and accruals	132,233	145,923
Medium term bonds	30,034	28,208
Interest-bearing bank and other borrowings	289,972	295,386
Loan from non-controlling interests	41,102	42,438
Loan from a director	12,000	12,000
Less: Cash and cash equivalents	(78,836)	(82,182)
Net debt	525,821	558,318
Equity attributable to owners of the parent	1,435,709	1,370,178
Capital and net debt	1,961,530	1,928,496
Gearing ratio	27%	29%



## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2018 HK\$'000	2017 HK\$'000
NON-CURRENT ASSETS		
Investments in subsidiaries	1,158,053	1,157,171
CURRENT ASSETS		
Due from subsidiaries	73,621	72,756
Prepayments	431	374
Cash and cash equivalents	371	29
Total current assets	74,423	73,159
CURRENT LIABILITIES		
Other payables and accruals	1,630	925
Financial guarantee contract	383	4,740
Total current liabilities	2,013	5,665
NET CURRENT LIABILITIES	72,410	67,494
TOTAL ASSETS LESS CURRENT LIABILITIES	1,230,463	1,224,665
NON-CURRENT LIABILITIES		
Medium term bonds	30,034	28,208
Interest-bearing other borrowings	1,000	10,000
Total non-current liabilities	31,034	38,208
Net assets	1,199,429	1,186,457
EQUITY		
Share capital	201,344	199,143
Reserves	998,085	987,314
Total equity	1,199,429	1,186,457

## NOTES TO FINANCIAL STATEMENTS

31 December 2018

### 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

	Share premium account HK\$'000	Contributed surplus* HK\$'000	Share option reserve** HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2017	889,494	45,144	18,887	(25,243)	928,282
Loss and total comprehensive loss for the year	-	-	-	(24,913)	(24,913)
Equity-settled share option expense	-	-	5,949	-	5,949
Issue of shares	78,472	-	-	-	78,472
Share issue expenses	(2,237)	-	-	-	(2,237)
Share options exercised	2,817	-	(1,056)	-	1,761
At 31 December 2017	968,546	45,144	23,780	(50,156)	987,314
Loss and total comprehensive loss for the year	-	-	-	(8,269)	(8,269)
Equity-settled share option expense	-	-	13,228	-	13,228
Share options exercised	9,046	-	(3,234)	-	5,812
At 31 December 2018	977,592	45,144	33,774	(58,425)	998,085

\* The Company's contributed surplus represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the group reorganisation before the listing of the Company on the Main Board of the Stock Exchange of Hong Kong Limited, over the nominal value of the Company's shares issued in exchange therefore. Under the Companies Law of the Cayman Islands, a company may make distributions to its members out of the contributed surplus under certain circumstances.

\*\* The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

### 42. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2019.



## FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and restated/reclassified as appropriate, is set out below:

### RESULTS

	2018 HK\$'000	Year ended 31 December			
		2017 HK\$'000	2016 HK\$'000	2015 HK\$'000	2014 HK\$'000
REVENUE	834,149	848,925	727,638	659,698	918,154
Gross profit	267,205	249,623	204,993	109,959	165,149
PROFIT/(LOSS) BEFORE TAX	88,878	61,809	22,824	(112,824)	(162,817)
Income tax (expense)/credit	(22,423)	(6,068)	11,669	328	(224)
PROFIT/(LOSS) FOR THE YEAR	66,455	55,741	34,493	(112,496)	(163,041)
Attributable to:					
Owners of the parent	52,646	46,877	43,204	(97,463)	(151,646)
Non-controlling interests	13,809	8,864	(8,711)	(15,033)	(11,395)
	66,455	55,741	34,493	(112,496)	(163,041)

### ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	2018	As at 31 December			
		2017	2016	2015	2014
TOTAL ASSETS	2,391,418	2,313,321	2,037,009	2,056,508	2,230,159
TOTAL LIABILITIES	(847,950)	(849,416)	(838,550)	(883,169)	(980,056)
NON-CONTROLLING INTERESTS	(107,759)	(93,727)	(73,392)	(67,528)	(90,229)
	1,435,709	1,370,178	1,125,067	1,105,811	1,159,874