

順泰控股集團有限公司  
Sheen Tai Holdings Group  
Company Limited

(incorporated in the Cayman Islands with limited liability  
於開曼群島註冊成立之有限公司)  
Stock Code 股份代號 : 1335



SHEENTAI  
順泰控股



# 2018

ANNUAL REPORT  
年報



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# Corporate Information

## 公司資料

### DIRECTORS

#### Executive Directors

Mr. Guo Yumin (*Chairman*)  
Ms. Xia Yu  
Mr. Zeng Xiangyang  
Mr. Guo Cheng (*resigned on 25 May 2018*)

#### Independent Non-executive Directors

Ms. Fan Qing  
Mr. Fong Wo, Felix  
Mr. Lo Wa Kei, Roy

### COMPANY SECRETARY

Ms. Pang Yuk Fong (*HKICPA*)

### AUDIT COMMITTEE

Mr. Lo Wa Kei, Roy (*Chairman*)  
Ms. Fan Qing  
Mr. Fong Wo, Felix

### REMUNERATION COMMITTEE

Ms. Fan Qing (*Chairman*)  
Mr. Guo Yumin  
Mr. Lo Wa Kei, Roy

### NOMINATION COMMITTEE

Mr. Guo Yumin (*Chairman*)  
Ms. Fan Qing  
Mr. Lo Wa Kei, Roy

### AUTHORISED REPRESENTATIVES

Mr. Guo Yumin  
Ms. Pang Yuk Fong

### COMPANY WEBSITE

[www.sheentai.com](http://www.sheentai.com)

### REGISTERED OFFICE

Clifton House  
75 Fort Street  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

### 董事

#### 執行董事

郭玉民先生 (*主席*)  
夏煜女士  
曾向陽先生  
郭誠先生 (*於2018年5月25日辭任*)

#### 獨立非執行董事

范晴女士  
方和先生  
盧華基先生

#### 公司秘書

彭玉芳女士 (*香港會計師公會會員*)

#### 審核委員會

盧華基先生 (*主席*)  
范晴女士  
方和先生

#### 薪酬委員會

范晴女士 (*主席*)  
郭玉民先生  
盧華基先生

#### 提名委員會

郭玉民先生 (*主席*)  
范晴女士  
盧華基先生

#### 授權代表

郭玉民先生  
彭玉芳女士

#### 公司網址

[www.sheentai.com](http://www.sheentai.com)

#### 註冊辦事處

Clifton House  
75 Fort Street  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands



## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1903, 19/F, Jubilee Centre  
18 Fenwick Street, Wan Chai  
Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Estera Trust (Cayman) Limited  
Clifton House  
75 Fort Street  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

## AUDITOR

RSM Hong Kong, *Certified Public Accountants*  
29th Floor, Lee Garden Two  
28 Yun Ping Road  
Causeway Bay  
Hong Kong

## HONG KONG LEGAL ADVISER

Loong & Yeung Solicitors  
Room 1603, 16/F  
China Building  
29 Queen's Road Central  
Hong Kong

## PRINCIPAL BANKERS

Bank of China Limited  
Bank of China (Hong Kong) Limited  
Bank of Qingdao Co., Ltd.  
China Construction Bank  
Shanghai Pudong Development Bank  
The Hongkong and Shanghai Banking Corporation Limited

## 香港主要營業地點

香港  
灣仔分域街18號  
捷利中心19樓1903室

## 開曼群島股份過戶登記總處

Estera Trust (Cayman) Limited  
Clifton House  
75 Fort Street  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

## 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

## 核數師

羅申美會計師事務所(執業會計師)  
香港  
銅鑼灣  
恩平道28號  
利園2期29樓

## 香港法律顧問

龍炳坤、楊永安律師行  
香港  
皇后大道中29號  
華人行  
16樓1603室

## 主要往來銀行

中國銀行股份有限公司  
中國銀行(香港)有限公司  
青島銀行股份有限公司  
中國建設銀行  
上海浦東發展銀行  
香港上海滙豐銀行有限公司



# Financial Highlights

## 財務摘要

Year ended 31 December  
截至 12 月 31 日止年度

		2018 2018 年 \$'000 千港元	2017 2017 年 \$'000 千港元	2016 2016 年 \$'000 千港元	Change 變動
Revenue	收入	<b>453,827</b>	1,250,706	478,354	(64%)
Profit from operations	經營溢利	<b>8,693</b>	43,900	56,545	(80%)
(Loss)/profit before non-controlling interests	非控股權益前 (虧損)/溢利	<b>(26,616)</b>	(166,086)	36,132	(84%)
Non-controlling interests	非控股權益	<b>(118)</b>	(867)	–	(86%)
<b>(Loss)/profit attributable to equity shareholders of the Company</b>	<b>本公司權益股東 應佔 (虧損)/溢利</b>	<b>(26,498)</b>	(165,219)	36,132	(84%)
<b>(Loss)/earnings per share</b>	<b>每股 (虧損)/盈利</b>				
Basic (HK\$)	基本 (港元)	<b>(0.011)</b>	(0.069)	0.017	(84%)
Diluted (HK\$)	攤薄 (港元)	<b>(0.011)</b>	(0.073)	0.001	(85%)



# Chairman's Statement 主席報告

Dear Shareholders,

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

Under the leadership of the Board and senior management, we have withstood the pressure of the highly competitive films market and successfully expanded our sales channels. The number of customers had increased by 10% during the Year. Manufacturing and sales of BOPP films recorded revenue of approximately RMB342.0 million. However, due to the increase of prices of raw materials including polypropylene, the net profit of this segment dropped to RMB1.8 million compared to the year ended 31 December 2017. At present, the domestic BOPP film manufacturing enterprises are in challenging position. Under the current situation of continuous expansion of production capacity as well as increasingly sharp supply and demand paradox, the BOPP industry is expected to face greater challenges, which will diversify the industry in the future. While expanding the existing business and increasing the film production, each medium-size film factory should consider the diversity of products and improve the competitiveness of products with attention to the development of high-end films such as functional film. The effective negotiation of the Sino-US trade war has also stabilized the commodity market and exchange rate, which is positive to the stability of the BOPP raw material market in 2019.

We successfully completed a construction of photovoltaic power station with approval for on – grid connection in June 2018. The amount of our all power generation rose by 10% compared to the year ended 31 December 2017. Following the new photovoltaic policy published on 31 May 2018, the industry faced a downward pressure. The reduction of subsidies further depressed the prices of raw materials which accelerated the process of grid parity proposed by the 13th Five-Year Plan. In the future, we will ensure the safe production and continue to evaluate potential power station construction investment opportunities. At the same time, we will conduct research and explore possible opportunities on the Agriculture - Photovoltaic power station project and fishery Photovoltaic projects.

Finally, on behalf of the Board, I would like to express my thankfulness and appreciation to my fellow Directors, management team and all the staff members of the Group for their contributions and hard work during the Year. I would also like to extend my most sincere gratitude to all our share holders and business partners for their continuous supports.

**Guo, Yumin**  
Chairman

Hong Kong, 29 March 2019

致各位股東，

本人僅此代表順泰控股集團有限公司(「**本公司**」，連同其附屬公司統稱(「**本集團**」))董事(「**董事**」)會(「**董事會**」)及管理層，欣然呈報本集團截止2018年12月31日止年度(「**本年度**」)的年報。

在董事會與高級管理層的帶領下，我們承受住了競爭激烈的膜市場壓力，並成功拓展銷售渠道。本年度客戶數量實現10%的增長。產銷聚丙烯雙向拉伸膜分部錄得收入人民幣3.42億元。然而由於聚丙烯粒子等原材料價格大漲，該分部的利潤與截至2017年12月31日止年度相比減少至人民幣180萬元。目前，國內聚丙烯雙向拉伸薄膜生產企業的狀況充滿挑戰。在產能不斷擴張、供求矛盾日益尖銳的現狀下，聚丙烯雙向拉伸薄膜行業預計將面臨更大挑戰，繼而在未來朝向多元化發展。各中型膜廠努力拓展現有業務及增加膜產量，以追求產品的多樣性及提高產品競爭力，同時注重功能膜這類高端膜的發展。而中美貿易戰的有效談判，也穩定了大宗商品市場和匯率，對於2019年聚丙烯雙向拉伸薄膜原材料市場的穩定是利好消息。

2018年6月，我們成功完成了光伏電站的建設及獲得併網發電認可。全年發電量較截至2017年12月31日止年度有10%的提升。繼531光伏新政頒布後，行業面臨下行壓力。補貼的縮減進一步壓低了原材料價格，加速了十三五計劃所提出的平價上網過程。未來，我們會保證安全生產的同時，評估潛在的電站建造投資機會，並同時進行農光、漁光互補項目的研究及探索可能機遇。

最後，本人僅代表董事會向本集團其他董事、管理團隊及全體員工於本年度所付出的努力及貢獻表達誠摯的謝意。本人亦對各位股東及業務夥伴的不斷支持表示由衷的感謝。

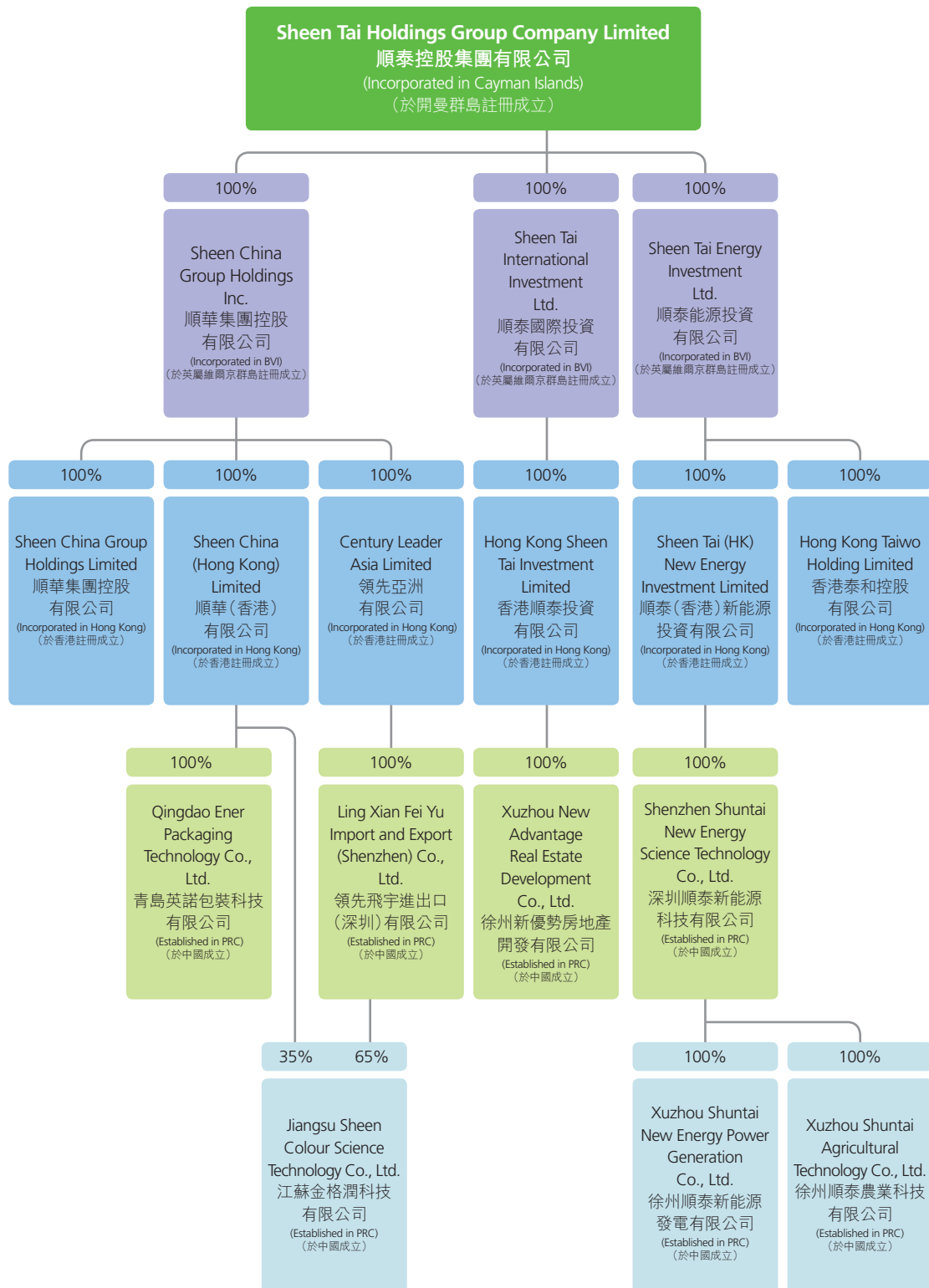
主席  
郭玉民

香港，2019年3月29日



# Organisation Chart 組織架構

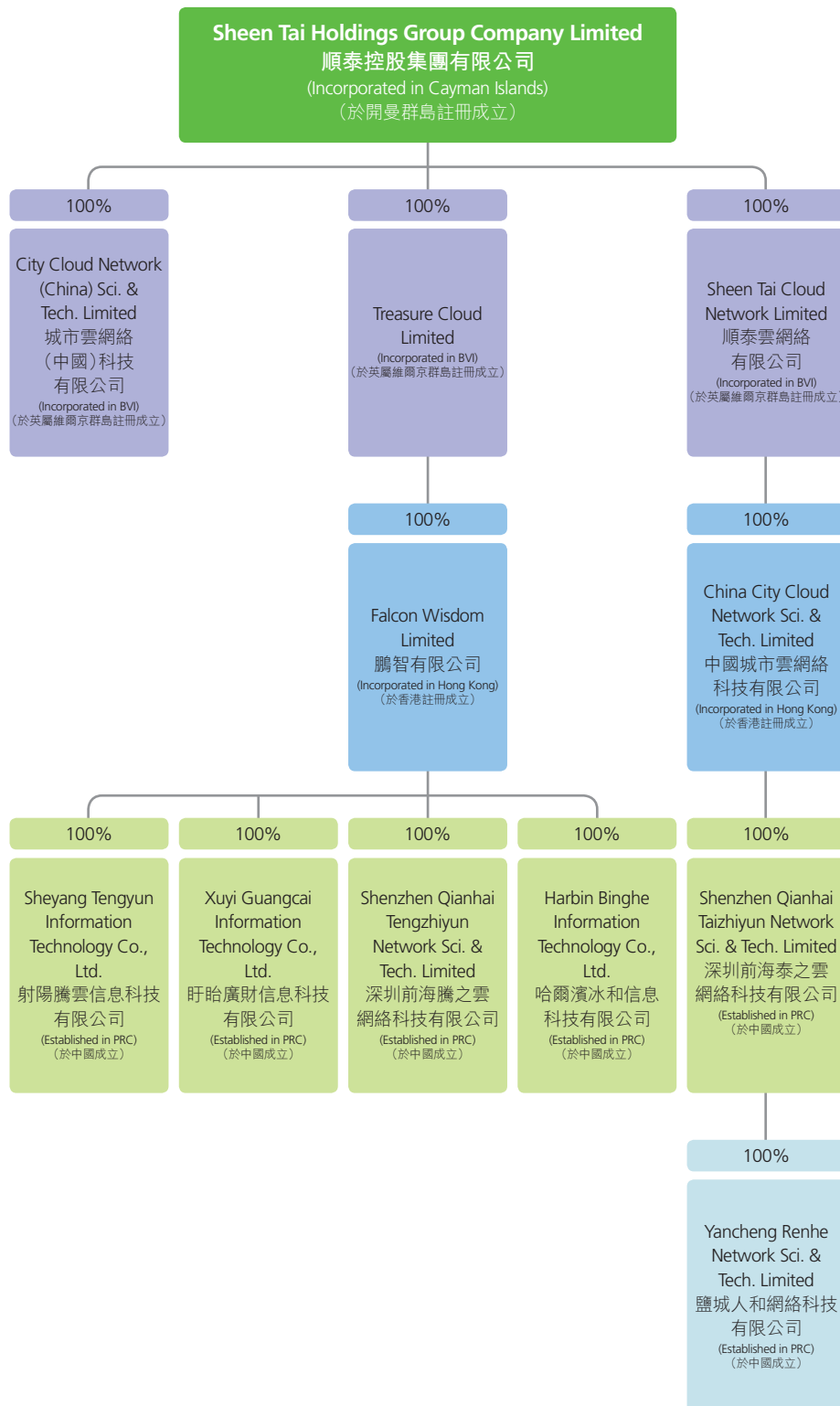
(As at 31 December 2018)  
(截至2018年12月31日止)





# Organisation Chart 組織架構

(As at 31 December 2018)  
(截至2018年12月31日止)







# Management Discussion and Analysis

## 管理層討論及分析

### OVERVIEW

For the Year, the Group recorded a decrease in revenue as compared to the year ended 31 December 2017. However, the Group recorded a decrease in net loss compared to the year ended 31 December 2017 as the Group made an impairment loss of HK\$217.5 million in the subsidiaries mainly engaged in the cloud-related business during the year ended 31 December 2017 but no such significant impairment loss repeated during the Year.

### RESULTS OF OPERATION

#### REVENUE

The principal activities of the Group include manufacturing and sales of BOPP films, sales of sub-processing cigarette films, properties development and related services, generation of photovoltaic power and cloud-related business. Our revenue is mainly generated from the sales of goods sold excluding returns, discounts, value added taxes and other sales taxes. During the Year, our revenue decreased by approximately HK\$796.9 million, or approximately 63.7%, from approximately HK\$1,250.7 million to approximately HK\$453.8 million. The decrease was mainly due to the decrease in revenue from properties development as most of the revenue had been realised in 2017. Details can be found as follows:

#### *Manufacturing and sales of BOPP films*

The revenue generated from manufacturing and sales of BOPP films increased by approximately 7.5%, from approximately HK\$318.1 million for the year ended 31 December 2017 to approximately HK\$342.0 million for the Year.

#### *Sales of sub-processing cigarette films*

During the Year, the Group recorded a decrease in revenue generated from the sales of sub-processing cigarette films. This was mainly due to (i) the decrease of the sales of our anti-counterfeiting cigarette films by approximately 6.8%, from approximately HK\$50.3 million for the year ended 31 December 2017 to approximately HK\$46.9 million for the Year; and (ii) the sales of our slitting imported cigarette films has decreased by approximately 84.1%, from approximately HK\$20.1 million for the year ended 31 December 2017 to approximately HK\$3.2 million for the Year, both primarily due to the decrease in customers' orders resulting from the keen competition in the PRC.

### 概覽

與截至2017年12月31日止年度比較，本集團於本年度錄得收入減少。然而，本集團錄得淨虧損與截至2017年12月31日止年度相比減少，原因是於截至2017年12月31日止年度，本集團為主要從事雲業務的附屬公司作出減值虧損217.5百萬港元，但本年度並無如此重大減值虧損。

### 經營業績

#### 收入

本集團的主要業務包括產銷聚丙烯雙向拉伸薄膜、銷售加工香煙薄膜、物業發展及相關服務、光伏發電及雲業務。我們的收入主要來自貨品銷售，扣除退貨、折扣、增值稅及其他銷售稅。於本年度，我們的收入由約1,250.7百萬港元減少約796.9百萬港元或約63.7%至約453.8百萬港元。減少主要是由於物業發展的收入減少，因為大部分收入已於2017年變現。有關詳情如下：

#### *產銷聚丙烯雙向拉伸薄膜*

本集團產銷聚丙烯雙向拉伸薄膜產生的收入由截至2017年12月31日止年度約318.1百萬港元增加約7.5%至本年度約342.0百萬港元。

#### *銷售加工香煙薄膜*

於本年度，本集團銷售加工香煙薄膜的收入減少。此乃主要由於(i)我們的防偽香煙薄膜的銷售額由截至2017年12月31日止年度約50.3百萬港元下降約6.8%至本年度約46.9百萬港元；及(ii)我們裁切進口香煙薄膜的銷售額由截至2017年12月31日止年度約20.1百萬港元下降約84.1%至本年度約3.2百萬港元，均主要由於中國競爭激烈導致客戶訂單減少所致。



#### *Properties development and related services*

The revenue generated from this segment during the Year was mainly from the sale of properties. There is no new properties project developed for the Year. All related properties development revenue was generated from sales of remaining inventory of previous property project, which contributed approximately HK\$7.8 million to the Group and properties related services generated approximately HK\$2.6 million during the Year.

#### *Generation of photovoltaic power*

For the Year, the Group has three photovoltaic power stations that are in operation, with a total grid-connected capacity of 40 megawatts ("MW"). Total amount of power generation rose from 43.9 million kwh to 48.1 million kwh. The revenue generated from this segment increased by approximately 10.3%, from approximately HK\$45.5 million for the year ended 31 December 2017 to approximately HK\$50.2 million for the Year, which was primarily due to the completion of construction of the third photovoltaic power station and that the power station has been put into operation in June 2018.

#### *Cloud-related business*

The revenue generated from this segment amounted to approximately HK\$ 1.2 million for the Year. The Company signed a third supplemental agreement with Bloom Shine Investments Limited to terminate issuance of convertible bonds in September 2018. The Company entered into the termination cooperation agreement with Guang He Hui Yun in relation to the operation and maintenance of the cloud platforms. For more details, please refer to the announcement of the Company dated 26 September 2018. The Company is now actively seeking for cloud-related business partners and opportunities in the PRC.

### **GROSS PROFIT**

Our gross profit decreased by approximately HK\$40.7 million, or approximately 26.1%, from approximately HK\$156.1 million for the year ended 31 December 2017 to approximately HK\$115.4 million for the Year. The decrease is due to the increase in the price of raw materials of manufacturing films such as polypropylene material. Our gross profit margin increased from approximately 12.5% for the year ended 31 December 2017 to approximately 25.4% for the Year. The increase in gross profit margin was mainly due to the less impact from low property construction profit margin for the Year.

#### *物業發展及相關服務*

於本年度，本集團該分部產生的收入主要來自物業銷售。本年度並無開發新物業項目。於本年度，所有物業發展相關收入均產生自先前物業項目剩餘庫存的銷售，為本集團貢獻約7.8百萬港元收入，及物業相關服務產生收入約2.6百萬港元。

#### *光伏發電*

於本年度，本集團擁有三座運營中的光伏電站，總併網發電容量40兆瓦（「兆瓦」）。總發電量由4,390萬度上升至4,810萬度，該部門產生的收入由截至2017年12月31日年度約45.5百萬港元增加約10.3%至本年度約50.2百萬港元，此乃主要由於第三個光伏電站於2018年6月建設完成並投入運營。

#### *雲業務*

於本年度該分部產生收益約為1.2百萬港元。於2018年9月份本公司已與Bloom Shine Investments Limited簽署第三份補充協議，以終止可換股債券發行。本公司與廣和慧雲簽署終止與雲平台的運營和維護有關的合作協議。有關詳情，請參閱本公司日期為2018年9月26日的公告。當前，本公司正在中國積極尋求雲業務合作夥伴與機遇。

### **毛利**

我們的毛利由截至2017年12月31日止年度約156.1百萬港元減少約40.7百萬港元或約26.1%至本年度約115.4百萬港元。減少是由於生產薄膜的原材料（如聚丙烯材料）價格上漲。我們的毛利率則由截至2017年12月31日止年度約12.5%上升至本年度約25.4%。毛利率上升主要由於本年度物業建造產生較少的邊際利潤所影響。



## DISTRIBUTION COSTS

Our selling and distribution expenses decreased by approximately HK\$2.7 million, or approximately 12.9%, from approximately HK\$21.0 million for the year ended 31 December 2017 to approximately HK\$18.3 million for the Year. The decrease was due to the reduction in advertising and selling expenses for the sales of our remaining properties located in Xuzhou, Jiang Su Province, the PRC.

## ADMINISTRATIVE EXPENSES

Our administrative expenses decreased by approximately HK\$6.9 million, or approximately 7.3%, from approximately HK\$94.1 million for the year ended 31 December 2017 to approximately HK\$87.2 million for the Year due to the cost tightening control measures implemented by the Company during the Year.

## IMPAIRMENT LOSS

During the Year, the Group recorded an impairment loss of approximately HK\$19.4 million in the cloud-related business sector. The impairment loss represented decrease in value on property, plant, and equipment in this section. There is no impairment of goodwill and intangible assets recorded for the Year.

## FINANCE COSTS

The finance costs decreased by approximately HK\$0.3 million from approximately HK\$8.5 million for the year ended 31 December 2017 to approximately HK\$8.2 million for the Year.

## INCOME TAX

Our income tax increased from a negative amount of approximately HK\$16.1 million for the year ended 31 December 2017 to a positive amount of approximately HK\$7.7 million for the Year, as less impairment loss on the cloud-related business was recorded for the Year.

## 分銷成本

我們的銷售及分銷開支由截至2017年12月31日止年度約21.0百萬港元減少約2.7百萬港元或約12.9%至本年度約18.3百萬港元。該減少主要由於自位於中國江蘇省徐州市的物業銷售所產生的廣告及銷售開支減少所致。

## 行政開支

我們的行政費用由截至2017年12月31日止年度約94.1百萬港元減少約6.9百萬港元或約7.3%至本年度約87.2百萬港元，這受益於本公司於本年度實施的成本收緊控制措施。

## 減值虧損

本年度，本集團於雲業務分部錄得減值虧損約19.4百萬港元。此減值虧損是該分部的物業、廠房及設備價值減少所致。本年度並無錄得商譽及無形資產減值虧損。

## 財務成本

本集團的財務成本由截至2017年12月31日止年度約8.5百萬港元減少0.3百萬港元至本年度約8.2百萬港元。

## 所得稅

我們的所得稅由截至2017年12月31日止年度負值約16.1百萬港元增加至本年度正值約7.7百萬港元，因為本年度雲業務錄得較少減值虧損。



## LOSS ATTRIBUTABLE TO THE SHAREHOLDERS OF THE COMPANY

As a result of the foregoing factors, the Group recorded a loss attributable to equity shareholders of the Company of approximately HK\$26.5 million for the Year as compared to a loss attributable to equity shareholders of the Company of approximately HK\$165.2 million compared to the year ended 31 December 2017. This was mainly due to a significant impairment loss amounted to HK\$217.5 million incurred in cloud-related business sector during the year ended 31 December 2017 as compared with approximately HK\$19.4 million impairment loss on property, plant and equipment in this sector for the Year.

## LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2018, the cash and cash equivalent of the Group amounted to approximately HK\$185.4 million (which were denominated in HK\$, RMB and US\$) as compared with approximately HK\$274.3 million as at 31 December 2017, representing a decrease of approximately HK\$88.9 million. Such decrease was mainly due to the Group's net cash inflow of operating activities, net cash outflow of investment activities and net cash inflow of financing activities that amounted to approximately HK\$15.8 million, approximately HK\$86.1 million and approximately HK\$4.8 million respectively.

## BORROWING AND GEARING RATIO

Total interest-bearing borrowings of the Group as at 31 December 2018 amounted to approximately HK\$159.6 million (as at 31 December 2017: approximately HK\$178.6 million) which were denominated in HK\$, RMB and US\$, of which approximately HK\$159.6 million were current interest-bearing borrowings (as at 31 December 2017: HK\$178.6 million) and nil was non-current interest-bearing borrowings (as at 31 December 2017: nil). The Group's gearing ratio, measured by net debt divided by shareholders' equity at the end of the Year and multiplied by 100%, decreased from -10.7% on 31 December 2017 to -4.2% on 31 December 2018. The increase in the gearing was primarily due to decrease in cash and cash equivalents.

## EXPOSURE TO FLUCTUATION IN EXCHANGE RATE

For the Year, the Group was exposed to currency risk primarily through sales and purchases made by the subsidiaries of the Company located in the PRC which gave rise to receivables, and payables that were denominated in US\$. Currently, the Group has no hedging policy with respect to the foreign exchange exposure.

## 本公司股東應佔虧損

由於上述因素，本集團於本年度錄得本公司權益股東應佔虧損約26.5百萬港元，相比於本集團於截至2017年12月31日止年度錄得本公司權益股東應佔虧損約165.2百萬港元。此乃主要由於截至2017年12月31日止年度雲業務分部錄得重大減值虧損217.5百萬港元，對比該分部於本年度錄得物業、廠房及設備減值虧損約19.4百萬港元。

## 流動資金及財務資源

於2018年12月31日，本集團的現金及現金等值項目約為185.4百萬港元（以港元、人民幣及美元計值），較於2017年12月31日約274.3百萬港元減少約88.9百萬港元。該減少主要由於本集團經營活動產生的現金流入淨額、投資活動產生的現金流出淨額及融資活動產生的現金流入淨額分別約15.8百萬港元、約86.1百萬港元及約4.8百萬港元。

## 借款及資產負債比率

本集團於截至2018年12月31日的計息借款總額約為159.6百萬港元（於2017年12月31日：約178.6百萬港元）（以港元、人民幣及美元計值），其中約159.6百萬港元為即期計息借款（於2017年12月31日：約178.6百萬港元）及無非即期計息借款（於2017年12月31日：無）。本集團的資產負債比率（以於年末的淨債務除以股東權益再乘以100%計算）由2017年12月31日的-10.7%減少至2018年12月31日的-4.2%。資產負債比率減少主要由於現金及現金等價物的減少。

## 匯率變動風險

於本年度，本集團主要透過中國的本公司附屬公司進行銷售及採購，從而產生以美元計值的應收款項及應付款項，故面臨外匯風險。本集團目前並無就外匯風險訂立對沖政策。



## Management Discussion and Analysis 管理層討論及分析

As the functional currency for all subsidiaries in the PRC are RMB, these subsidiaries were not exposed to any currency risks due to the exchange rate movement of RMB during the Year. For subsidiaries established outside the PRC, they had no material financial assets and liabilities denominated in RMB. Accordingly, the Group's exposure to RMB risk is insignificant.

### CAPITAL EXPENDITURE

During the Year, the Group's total capital expenditure amounted to approximately HK\$69.2 million which was mainly used in the construction of the third photovoltaic power stations which amounted to approximately HK\$63.8 million.

### CHARGE ON ASSETS

As at 31 December 2018, the Group has pledged its lease prepayments, machinery and building that held for its own use with a net book value of approximately HK\$124.5 million (as at 31 December 2017: approximately HK\$143.4 million) and trade receivable approximately HK\$37.6 million (as at 31 December 2017: Nil) for the purpose of securing loans with carrying value of approximately HK\$85.4 million (as at 31 December 2017: approximately HK\$48.0 million).

### SUBSEQUENT EVENTS

Save as disclosed above, there is no significant event after the Year up to the date of this report.

### SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS AND DISPOSALS

During the Year, Xuzhou Shuntai New Energy Power Generation Co., Ltd. (徐州順泰新能源發電有限公司), an indirect wholly-owned subsidiary of the Company, obtained an approval from Xuzhou Development and Reform Commission (徐州市發展和改革委員會) for the construction of a new photovoltaic power stations. In June 2018, the Company has already safely completed the construction of the photovoltaic power stations and a management team was assigned to operate the photovoltaic power stations. The total investment for the project is approximately HK\$63.8 million.

### CONTINGENT LIABILITIES

As at 31 December 2018, the Group did not have any significant contingent liabilities.

由於所有中國附屬公司的功能貨幣均為人民幣，故該等附屬公司並不會因年內人民幣匯率變動而面臨任何外匯風險。於中國境外成立的附屬公司並無以人民幣計值的重大金融資產及負債。因此，本集團的人民幣風險並不重大。

### 資本開支

於本年度，本集團的資本開支總額約為69.2百萬港元，主要用於第三座光伏電站建設約63.8百萬港元。

### 資產抵押

於2018年12月31日，本集團已就賬面值約為85.4百萬港元（於2017年12月31日：約48.0百萬港元）的貸款抵押其賬面淨值約為124.5百萬港元（於2017年12月31日：約143.4百萬港元）的預付租賃款項、機器及持作自用之樓宇以及貿易應收款項約37.6百萬港元（於2017年12月31日：零港元）。

### 期後事項

除上文披露者外，於本年度後至本報告日期，概無發生重大事項。

### 重大投資、重大收購及出售

於本年度，徐州順泰新能源發電有限公司（本公司間接全資附屬公司）已獲得徐州市發展和改革委員會批准。2018年6月，光伏電站的建設已完成，並已分配一個管理團隊運營光伏電站。該項目的總投資約為63.8百萬港元。

### 或然負債

於2018年12月31日，本集團概無任何重大或然負債。





## HUMAN RESOURCES

As at 31 December 2018, the Group employed approximately 317 employees (as compared with 352 employees on 31 December 2017) with total staff cost of approximately HK\$56.3 million. The Group's remuneration packages are generally structured with reference to market terms and individual merits. The Company has also adopted a pre-IPO share option scheme and a share option scheme to provide incentive or reward to high-calibre employees and attract human resources that are valuable to the Group.

## FINAL DIVIDEND

The Board does not recommend payment of any final dividend for the Year (for the year ended 31 December 2017: Nil).

## PROSPECTS

The prices of raw materials for the photovoltaic industry, including monocrystalline silicon polysilicon, have fallen since early 2018. As costs of power generation has fallen, it is more likely that the companies generate sufficient profit in the era of grid parity but without heavily rely on the subsidies from the PRC government. Although the Company currently owns 3 photovoltaic power stations and has considerable management experience in operating the power stations, we will still evaluate potential investment projects objectively and make investment decisions based on reasonable financial forecast.

The Company has all along regarded safety as a competitive advantage. In order to ensure operational safety, our photovoltaic companies have conducted network-related tests and safety inspections of security equipment and emergency training and exercises to enhance employees' safety awareness. In the future, we will continue to upgrade our operational standards, safety, and enhance working environment and risk control.

Looking back our BOPP film segment in 2018, we actively expanded sales channel, and the number of customers has grown steadily. We expect the industry's Matthew effect to be magnified, and our Company will have more pressure to compete in BOPP film products, especially food film related products. While striving to further expand the BOPP film market, we will endeavour to develop new products to strengthen our business performance.

The Company will continue to explore and develop our Cloud Platform business. Our Board still believes that the Cloud Platform business has tremendous growth potential. We have already consulted cloud – related experts and actively been seeking for opportunities in China cloud market.

## 人力資源

於2018年12月31日，本集團僱用約317名僱員(2017年12月31日約352名僱員)，員工總成本約56.3百萬港元。本集團的薪酬待遇一般參考市場條款及個人表現而制訂。本公司亦已採納首次公開發售前購股權計劃及購股權計劃，以鼓勵或獎賞優秀僱員及吸納對本集團具價值的人力資源。

## 末期股息

董事會並不建議派付本年度的任何末期股息(截至2017年12月31日止年度：無)。

## 前景

包括單晶矽多晶矽在內的光伏產業原材料價格自2018年初以來有所下降。由於發電成本下降，各公司在電網平價時代產生充足溢利而毋需嚴重依賴中國政府的補貼。儘管本公司目前擁有3座光伏電站，在電站運行方面亦擁有豐富的管理經驗，我們仍將客觀評估潛在投資項目，並基於合理財務預測作出投資決策。

本公司一直將安全視為競爭優勢。為確保運營安全，我們的光伏公司已對安全設備進行網絡相關測試和安全檢查，並進行突發事件培訓和演習，以提高員工的安全意識。未來，我們將繼續提升運營標準與安全性，並改善工作環境和風險控制。

回顧2018年BOPP薄膜分部，我們積極拓展銷售渠道，客戶數量穩定增長。我們預計該行業的馬太效應將被放大，而本公司將面臨更大的市場競爭壓力，參與BOPP薄膜產品的競爭，特別是食品薄膜相關產品。在努力進一步擴大BOPP薄膜市場的同時，我們將努力開發新產品，以加強我們的業務表現。

本公司將繼續探索發展我們的雲平台業務。我們的董事會仍然認為雲平台業務具有巨大的增長潛力。我們已諮詢該業務領域的專家，並將繼續積極尋求其他商機。



## Management Discussion and Analysis 管理層討論及分析

### TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the Year. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

### CAPITAL COMMITMENTS

As at 31 December 2018, the Group did not have any capital commitments (as at 31 December 2017: Nil).

### 財政政策

本集團對財資政策一向採取審慎的財務管理方針，故於整個年度維持穩健的流動資金狀況。本集團致力通過持續對其客戶進行信貸評估及財務狀況評估降低信貸風險。為管控流動性風險，董事會密切監察本集團的流動資金狀況，以確保本集團資產，負債及其他承擔的流動性結構可不時滿足其資金需求。

### 資本承擔

於2018年12月31日，本集團並無任何資本承擔（於2017年12月31日：無）。



# Biographies of Directors and Senior Management

## 董事及高級管理層履歷



**Mr. Guo Yumin**  
郭玉民先生

**Mr. Guo Yumin**, aged 57, is the founder and chairman of the Company. Mr. Guo was appointed as an executive Director on 22 June 2012. Mr. Guo is responsible for the overall management and formulation of business strategy of the Group.

Mr. Guo graduated from the distant-learning college of the School of the Central Committee of Communist Party of China in 1988, majoring in economic management. Since 1998, Mr. Guo has been engaging in cigarette packaging business and established a strong business tie with the senior members of some cigarette manufacturers. He brings extensive business and management experience in commercial business to our management team.

In 2005, Mr. Guo established Guangdong Province Jiangsu Chamber of Commerce and he had been the chairperson for six consecutive years. In 2010, Mr. Guo established Shenzhen Xuzhou Chamber of Commerce and has been its legal representative since then.

Mr. Guo is the spouse of Ms. Xia Yu, an executive Director.

**郭玉民先生**，57歲，為本公司的創建人兼主席。郭先生於2012年6月22日獲委任為執行董事。郭先生負責本集團的整體管理及制定業務策略。

郭先生於1988年畢業於中共中央黨校附設函授學院，主修經濟管理學。郭先生由1998年起從事香煙包裝業務，與若干香煙製造商的高級成員建立牢固的業務關係。郭先生為我們的管理團隊帶來豐富的商務營運和管理經驗。

於2005年，郭先生成立廣東省江蘇商會，並連續六年擔任主席。於2010年，郭先生成立深圳市徐州商會，自此擔任其法人代表。

郭先生是執行董事夏煜女士的配偶。





## Biographies of Directors and Senior Management 董事及高級管理層履歷



**Ms. Xia Yu**  
夏煜女士

**Ms. Xia Yu**, aged 48, was appointed as an executive Director on 22 June 2012. She is responsible for general management of the Group.

Ms. Xia studied financial accounting (distant-learning) in Jiangsu Commerce College (which was combined with other colleges to form Yangzhou University) and graduated in June 1992. Ms. Xia has 20 years of experience in the cigarette-related business, as well as business management and financial management in cigarette packaging business.

Ms. Xia is the spouse of Mr. Guo Yumin, an executive Director and a controlling shareholder of the Company.

**夏煜女士**，48歲，於2012年6月22日獲委任為執行董事。她負責本集團的一般管理。

夏女士於江蘇商業專科學校（與其他學院組成揚州大學）就讀金融會計學（遙距課程），於1992年6月畢業。夏女士在香煙相關業務及香煙包裝業務管理和財務管理方面具有20年經驗。

夏女士是執行董事及本公司控股股東郭玉民先生的配偶。



Mr. Zeng Xiangyang  
曾向陽先生

**Mr. Zeng Xiangyang**, aged 52, was appointed as an executive Director on 1 January 2013. Mr. Zeng is responsible for the overall management and business of the Group.

Mr. Zeng graduated from Zhejiang University with a Bachelor of Physic degree in 1988 and obtained a Master degree of Materials Science from Zhejiang University in 1991. Mr. Zeng possesses more than 19 years of experience in the cigarette-related industry in the PRC and is familiar with the practice of the tobacco market in the PRC.

**曾向陽先生**，52歲，於2013年1月1日獲委任為執行董事。曾先生負責本集團業務的整體管理。

曾先生於1988年畢業於浙江大學，獲物理學學士學位，並於1991年獲得浙江大學材料系碩士學位。曾先生在中國香煙相關行業擁有超過19年之經驗，熟悉中國香煙市場之實務。



## Biographies of Directors and Senior Management 董事及高級管理層履歷



**Ms. Fan Qing**  
范晴女士

**Ms. Fan Qing**, aged 64, was appointed as an independent non-executive Director on 22 June 2012. Ms. Fan has extensive experience in business management and in-depth knowledge in the financial investment in both the PRC and Hong Kong.

Ms. Fan received a master's degree in business administration from the Graduate School of Renmin University of China in 2000. She obtained a certificate issued by the Shenzhen Stock Exchange after completing a training course for the senior management member of a listed company in the PRC. She had been serving as the vice-president of Shenzhen Capital Group Co. Ltd. for nine years. Ms. Fan is currently the chairman of the board of directors of an investment management company in Shenzhen and the independent director of Shenzhen Terca Technology Co., Ltd. (stock code: SZ002213), a company whose shares are listed on the Shenzhen Stock Exchange.

**范晴女士**，64歲，於2012年6月22日獲委任為獨立非執行董事。范女士擁有豐富的業務管理經驗，並擁有中國及香港兩地金融投資的深入知識。

范女士於2000年獲中國人民大學研究生院頒授工商管理學碩士學位。她在完成中國上市公司高級管理人員的培訓課程後，取得深圳證券交易所頒發的證書。九年來她一直擔任深圳市創新投資集團有限公司的副總裁職務。范女士現時亦為深圳一家投資管理公司的董事會主席及深圳特爾佳科技股份有限公司（股份代號：SZ002213，其股份於深圳證券交易所上市）的獨立董事。



Mr. Fong Wo, Felix  
方和先生

**Mr. Fong Wo, Felix**, BBS, JP, aged 68, was appointed as an independent non-executive Director on 22 June 2012. Mr. Fong was admitted as a barrister and solicitor in Ontario, Canada in 1980, a solicitor in England and Wales in 1986 and in Hong Kong in 1987. He has practiced law for over 30 years and is a member of the law societies of Hong Kong, Upper Canada and England.

Mr. Fong received his engineering degree in Canada in 1974 and his Juris Doctor degree from Osgoode Hall Law School in Toronto in 1978. Mr. Fong is appointed by the Ministry of Justice of China as one of the China-appointed Attesting Officers in Hong Kong. Mr. Fong is a member of the Hong Kong Communications Authority. Mr. Fong is currently the independent non-executive director of the following companies whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited, Guangdong Land Holdings Limited (formerly known as Kingway Brewery Holdings Limited) (stock code: 124), Greenland Hong Kong Holdings Limited (formerly known as SPG Land (Holdings) Limited) (stock code: 337), Evergreen International Holdings Limited (stock code: 238), Xinming China Holdings Limited (stock code: 2699) and WuXi Biologics (Cayman) Inc. (stock code: 2269). Mr. Fong is also an independent non-executive director of Bank of Shanghai (Hong Kong) Limited. From May 2010 to May 2016, Mr. Fong was an independent non-executive director of China Oilfield Services Limited (stock code: 2883), whose shares are listed on the Stock Exchange and the Shanghai Stock Exchange. From April 2011 to July 2018, He was an independent non-executive director of China Investment Development Limited (stock code:204).

方和先生，銅紫荊星章，太平紳士，68歲，於2012年6月22日獲委任為獨立非執行董事。方先生於1980年在加拿大安大略省獲認可為法律顧問及律師，1986年及1987年分別在英格蘭和威爾士及香港獲認可為律師。他在法律行業執業逾30年，並為香港、上加拿大及英格蘭律師會會員。

方先生於1974年在加拿大獲得其工程學位，並於1978年在多倫多Osgoode Hall Law School獲得其法學博士學位。方先生獲中國司法部委任為香港其中一名中國委託公證人。方先生為香港通訊事務管理局成員。方先生現任以下公司之獨立非執行董事，其股份於香港聯合交易所有限公司主板上市，包括粵海置地控股有限公司(前稱金威啤酒集團有限公司)(股份代號：124)、綠地香港控股有限公司(前稱盛高置地(控股)有限公司)(股份代號：337)、長興國際(集團)控股有限公司(股份代號：238)、新明中國控股有限公司(股份代號：2699)及藥明生物技術有限公司(股份代號：2269)。方先生現亦為上海銀行(香港)有限公司的獨立非執行董事。於2010年5月至2016年5月為中海油田服務股份有限公司(股份代號：2883)(該公司股份於聯交所及上海證券交易所上市)的獨立非執行董事。於2011年4月至2018年7月為中國投資開發有限公司(股份代號：204)的獨立非執行董事。



## Biographies of Directors and Senior Management 董事及高級管理層履歷



**Mr. Lo Wa Kei, Roy**  
盧華基先生

**Mr. Lo Wa Kei, Roy**, aged 47, was appointed as an independent nonexecutive Director on 22 June 2012. Mr. Lo has extensive experience in auditing, accounting and finance.

Mr. Lo received a bachelor's degree of business administration from the University of Hong Kong in 1993 and a master's degree of professional accounting from the Hong Kong Polytechnic University in 2000. He is a certified public accountant, fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of CPA Australia and an associate of the Institute of Chartered Accountants in England and Wales. Mr. Lo is a practising accountant in Hong Kong, and has become the managing partner of SHINEWING (HK) CPA Limited since 2014. Mr. Lo is currently the independent non-executive director of Sun Hing Vision Group Holdings Limited (stock code: 125), China Zhongwang Holdings Limited (stock code: 1333), China Oceanwide Holdings Limited (stock code: 715), Xinming China Holdings Limited (stock code: 2699), China Tonghai International Financial Limited (stock code: 952), Wan Kei Group Holdings Limited (stock code: 1718) and G-Resources Group Limited (stock code: 1051). Mr. Lo is also the member of the Shanghai Pudong New Area Committee of the Chinese People's Political Consultative Conference, the founding executive vice-president and council member of the Hong Kong Independent Non-Executive Director Association and the Divisional President 2019 – Greater China of CPA Australia.

盧華基先生，47歲，於2012年6月22日獲委任為本公司獨立非執行董事。盧先生於審計、會計及財務方面擁有豐富經驗。

盧先生於1993年獲得香港大學工商管理學士學位及於2000年獲得香港理工大學專業會計碩士學位。彼為註冊會計師、香港會計師公會資深會員、澳洲會計師公會資深會員及英格蘭及威爾士特許會計師協會會員。盧先生為香港的執業會計師，自2014年起成為信永中和(香港)會計師事務所有限公司的管理合夥人。盧先生現任新興光學集團控股有限公司(股份代號：125)、中國忠旺控股有限公司(股份代號：1333)、中泛控股有限公司(股份代號：715)、新明中國控股有限公司(股份代號：2699)、中國通海國際金融有限公司(股份代號：952)、宏基集團控股有限公司(股份代號：1718)及國際資源集團有限公司(股份代號：1051)的獨立非執行董事。盧先生亦為中國人民政治協商會議上海市浦東新區委員會委員、香港獨立非執行董事協會創會常務副會長及理事和澳洲會計師公會大中華區分會會長2019。



## Senior Management

**Mr. Dong Zhenghua**, aged 63, graduated from a self-taught course in Chinese literature from Nanjing Normal University in 1986, and obtained the qualification certification as an economist in 1993. Mr. Dong passed the uniform examination organized by the Chinese government authorities and obtained the qualifications for enterprise legal adviser in 2003. Mr. Dong possesses extensive experience in advising and handling corporate-related legal matters. Before joining the Group, Mr. Dong graduated from a 2-year course in laws jointly organised by the China University of Political Science and Law and the Open University of China and obtained the qualification of intermediate professional manager as approved by the Jiangsu Province Enterprise Professional Manager Training & Certification Committee. Mr. Dong is currently the in-house legal advisor of the Company and is responsible for advising on legal matters of the Group.

**Mr. Huang Bo**, aged 53, graduated from a post-secondary part-time course in economic management at Party School of Chinese Communist Party of Shandong Province in 1996. From 1986 to 2003, Mr. Huang was employed to work at the Qingdao municipal government in economic and auditing fields. From 2004 to November 2009, Mr. Huang worked in a packaging company and became the chief accounting officer in 2004. In 2009, Mr. Huang was certified as an accreditation grade senior by International Profession Certification Association. Mr. Huang joined the Group since 2009 and has more than 13 years of experience in financial management in cigarette packaging trading field.

**Mr. Cao Yang**, aged 38, graduated from The University of Sydney in 2006, with Master of Commerce with major in accounting. Mr. Cao joined the Group since 2017 and acted as Group Chief Financial Officer. Mr. Cao is an Australia CPA and has more than 12 years of experiences in accounting and finance areas as a senior executive member with an international background.

**Mr. Guo Cheng**, aged 33, was appointed as vice president of the Group, studied in courses of international trade in RMIT University. Mr. Guo has years of experience in investing and corporate management of the cigarette packaging material industry. Mr. Guo is the son of Mr. Guo Yumin, an executive Director and the step-son of Ms. Xia Yu, an executive Director.

**Ms. Tong Xiaomeng**, aged 42, graduated from Jilin Railway Economic School in 1996, majoring in financial accounting in transportation field. In 2002, Ms. Tong passed the intermediate level of national examination of department of finance in the PRC and was issued a certificate to certify her qualification level in accountancy. Ms. Tong joined the Group in 2000, possesses extensive years of experience in accounting and financial management.

## 高級管理層

**董政華先生**，63歲，1986年畢業於南京師範大學中國文學自學課程，並於1993年取得經濟師資格證書。董先生通過中國政府部門組織的統一考試，並於2003年取得企業法律顧問資格。董先生於企業相關法律事務的諮詢與處理擁有豐富經驗。於加入本集團前，董先生畢業於中國政法大學與中央廣播電視大學聯合舉辦的兩年制法律課程，並取得江蘇省企業職業經理人任職資格培訓與認證委員會授予的中級專業經理人資格。董先生現任本公司內部法律顧問，負責本集團法律事務諮詢事宜。

**黃波先生**，53歲，1996年在中共山東省委黨校完成經濟管理大專兼讀制課程畢業。於1986年至2003年期間，黃先生獲青島市政府委聘，從事經濟及審計工作。自2004年至2009年11月，黃先生任職於一家包裝公司，並於2004年成為會計主管。於2009年，黃先生獲國際認證協會認證為國際註冊高級會計師。黃先生自2009年起加入本集團及在香港煙包裝貿易業務的財務管理方面擁有超過13年經驗。

**曹陽先生**，38歲，於2006年畢業於悉尼大學，擁有商業會計碩士學位，曹先生自2017年加入本集團，擔任集團首席財務官。曹先生是澳大利亞註冊會計師，是在會計與金融領域擁有逾12年國際經驗的高級管理人員。

**郭誠先生**，33歲，獲委任為本集團副總裁，就讀皇家墨爾本理工大學國際貿易課程。他在香煙包裝行業擁有多年投資及企業管理經驗。郭先生是執行董事郭玉民先生的兒子及執行董事夏煜女士的繼子。

**童曉萌女士**，42歲，1996年畢業於吉林鐵路經濟學校，主修運輸業財務會計學。2002年，童女士通過中國財務部全國中級水平考試並獲頒發證書確認其具會計資格水平。童女士在2000年加入本集團，於會計及財務管理方面擁有豐富的經驗。





## Biographies of Directors and Senior Management 董事及高級管理層履歷

**Mr. Yu Xiaofeng**, aged 55, graduated from Zhejiang Institute of Engineering (which is currently known as Zhejiang University of Technology) with a bachelor's degree of science in 1983. Mr. Yu joined the Group in 2002 and is currently the director of Jiangsu Sheen Colour, and also the general manager of Jiangsu Sheen Colour. Mr. Yu has extensive experience in the technology aspect, production and facility management of the printing related business. Mr. Yu was familiar with the technology in connection with the printing of cigarette films and paper boxes.

**Mr. Jiang Chang**, aged 47, studied applied chemistry (distant-learning) and graduated from Hubei University in 2000. Mr. Jiang has been engaged in the packaging materials business for more than 10 years and has been in-depth experience in the production facilities and the production management in relation to the manufacturing of BOPP films, in particular, films for cigarette packaging. Mr. Jiang joined the Group in 2010. He is currently the general manager of Qingdao Ener and is responsible for its operation of production process.

**Mr. Wang Xuguang**, aged 39, graduated from Laiyang Agricultural College in 2004, majoring in accounting. He has a bachelor's degree in management. Mr. Wang joined the Group in November 2011 and is currently the chief financial officer of Qingdao Ener. Mr. Wang has extensive experience in accounting and finance management.

**Mr. Wang Zhongmin**, aged 48, graduated from Nanjing University in 1994, majoring in economic management. He worked at China Life, where he was engaged in life insurance business. Since 2001, he has been involved in property-related work. Mr. Wang is currently the general manager of Xuzhou New Advantage Real Estate, responsible for work of Xuzhou Property.

**Mr. Zhu Hengjin**, aged 32, obtained a certificate of diploma of hairdressing salon management from Headmasters Advanced Academy in 2008. In 2011, Mr. Zhu joined the Group and is currently the human resources manager of the Company.

**俞曉峰先生**，55歲，1983年畢業於浙江工學院（現稱浙江工業大學），持有工學學士學位。俞先生於2002年加入本集團，現時為江蘇金格潤董事，亦為江蘇金格潤總經理。俞先生於印刷相關業務的技術方面、生產及設備管理擁有豐富經驗。俞先生熟悉香煙薄膜及紙盒包裝印刷所需技術。

**江暢先生**，47歲，修讀應用化學（遙距課程），並於2000年畢業於湖北大學。江先生從事包裝材料業務超過10年，就有關製造聚丙烯雙向拉伸薄膜（尤其是香煙包裝薄膜）的生產設施及生產管理擁有豐富經驗。江先生於2010年加入本集團，現擔任青島英諾的總經理，負責生產程序的操作。

**王旭光先生**，39歲，2004年萊陽農學院，主修會計學專業，持有管理學學士學位。王先生於2011年11月加入本集團，現時為青島英諾財務總監，王先生於會計及財務管理方面擁有豐富的經驗。

**王中敏先生**，48歲，於1994年畢業於南京大學經濟管理專業。曾就職於中國人壽保險公司，從事壽險業務。於2001年起從事房地產工作。王先生現任為徐州新優勢房地產總經理，負責徐州地產全面工作。

**朱恒錦先生**，32歲，於2008年取得海得曼斯特培訓學院的美髮沙龍管理文憑證書。2011年，朱先生加入本集團，現時擔任本公司人力資源經理。



# Corporate Governance Report

## 企業管治報告

The Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability. The Directors continuously abide by the principles of good corporate governance in the interests of shareholders and devote considerable effort to identifying and formalizing best practice.

The Group's corporate governance practices are based on the principles and the code provisions in the Corporate Governance Code (the "Code") as set out in Appendix 14 to the Listing Rules.

The Board considered that the Company had complied with the code provisions of the Code during the Year except for the deviations from code provision A.2.1 of the Code as stated below.

Under code provision A.2.1 of the Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. During the year, was no chief executive in the Company, details of the deviation are set out in the section headed "Chairman and Chief Executive Officer".

The key corporate governance practices of the Group are summarised as follows:

### Appointment, Re-Election and Retirement of the Directors

Pursuant to article 108(a) of the articles of association of the Company (the "Articles"), at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation.

In accordance with article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his/her appointment and any Director appointed by the Board as an additional Director shall hold office only until the next following annual general meeting of the Company.

董事深明為達致有效問責，在本集團管理架構及內部控制程序上引進良好企業管治元素的重要性。董事一直遵守維護股東利益的良好企業管治準則，致力制訂並落實最佳常規。

本集團的企業管治常規根據上市規則附錄14所載企業管治常規守則(「守則」)的準則及守則條文編製。

董事會認為，本公司於本年度已符合守則的守則條文，惟偏離守則的守則條文第A.2.1條(見下述)除外。

根據守則之守則條文第A.2.1條，主席及行政總裁應分開及不得由同一人士擔任。年內，本公司並無行政總裁，有關偏離詳情乃載於「主席及行政總裁」一節。

本集團主要企業管治常規的概要如下：

### 董事委任、重選及退任

根據本公司組織章程細則(「章程細則」)第108(a)條，於每次股東週年大會上，當時三分之一董事須輪席退任。

根據章程細則第112條，任何獲董事會委任以填補臨時空缺之董事將任職至其獲委任後之首次股東大會為止，而任何獲董事會委任作為新增董事之董事將僅任職至本公司下屆股東週年大會為止。





Pursuant to article 108(a) of the Articles, Ms. Xia Yu and Mr. Fong Wo, Felix will retire as Directors at the forthcoming annual general meeting in 2019 (the “AGM”). The retiring Directors, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Each of Mr. Guo Yumin, Ms. Xia Yu and Mr. Zeng Xiangyang, being executive Directors, has entered into a service contract with the Company for a term of three years commencing from 13 July 2018 and may be terminated by either party by giving not less than three months’ prior written notice.

Each of Ms. Fan Qing, Mr. Lo Wa Kei, Roy and Mr. Fong Wo, Felix, all being independent non-executive Directors, has entered into a service contract with the Company for a term of two years commencing from 13 July 2018 and may be terminated by either party by giving at least three months’ written notice.

No Director proposed for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### Model Code for Directors’ Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “Model Code”) as the required standard for securities transactions by Directors. The Company has made specific enquiries of all Directors and all Directors confirmed that they have complied with the required standards set out in the Model Code and its code of conduct regarding Director’s securities transactions for the Year and up to the date of this annual report.

根據章程細則第 108(a) 條，夏煜女士及方和先生將於 2019 年之應屆股東週年大會（「股東週年大會」）上退任董事。兩名退任董事合資格並願意於股東週年大會上應選連任董事。

郭玉民先生、夏煜女士及曾向陽先生（均為執行董事）與本公司已訂立服務合約，自 2018 年 7 月 13 日起初步為期三年，任何一方可發出至少三個月事先書面通知予以終止。

范晴女士、盧華基先生及方和先生（均為獨立非執行董事）與本公司已訂立服務合約，自 2018 年 7 月 13 日起為期兩年，任何一方可發出至少三個月事先書面通知予以終止。

於股東週年大會上膺選連任的任何董事，概無與本公司簽訂不得由本公司於一年內終止而毋須支付賠償（法定賠償除外）的服務協議。

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄 10 所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事進行證券交易的所需標準。本公司已向全體董事作出具體查詢，且全體董事已確認，彼等於本年度起至本年報日期止期間一直遵守標準守則及其有關董事證券交易的操守守則所載的所需標準。



## Board of Directors

The Board comprises three executive Directors and three independent non-executive Directors as at the date of this report, details of which are set out below:

### Executive Directors:

Mr. Guo Yumin (*Chairman*)  
Ms. Xia Yu  
Mr. Zeng Xiangyang  
Mr. Guo Cheng (*retired on 25 May 2018*)

### Independent Non-Executive Directors:

Ms. Fan Qing  
Mr. Fong Wo, Felix  
Mr. Lo Wa Kei, Roy

The brief biographical details of and relationship among the existing Directors are set out in the section headed “Biographies of Directors and Senior Management” of this annual report.

The composition of the Board is well balanced. Each of the Directors has relevant expertise and extensive corporate and strategic planning experiences that may contribute to the business of the Group. The Company has complied with the requirements under Rules 3.10(1) and (2) and 3.10A of the Listing Rules for the Year. All independent non-executive Directors also meet the guidelines for assessment of their independence as set out in Rule 3.13 of the Listing Rules.

Mr. Guo Yumin is the spouse of Ms. Xia Yu. Save as disclosed above, there are no other relationship (including financial, business, family or other material/relevant relationship(s)) among members of the Board.

## 董事會

於本報告日期，董事會由三名執行董事及三名獨立非執行董事組成，詳情列載如下：

### 執行董事：

郭玉民先生 (*主席*)  
夏煜女士  
曾向陽先生  
郭誠先生 (*於2018年5月25日退任*)

### 獨立非執行董事：

范晴女士  
方和先生  
盧華基先生

現有董事的簡歷詳情及關係載於本年報「董事及高級管理層履歷」一節。

董事會的成員來自各界，得以平衡。每名董事均擁有相關專業知識、資深企業及策劃經驗，可為本集團業務作出貢獻。於本年度本公司已遵守上市規則第3.10(1)及(2)條以及3.10A條規定。全體獨立非執行董事亦遵守上市規則第3.13條所載其獨立性評估指引的規定。

郭玉民先生為夏煜女士的配偶。除上文所披露者外，董事會成員之間並無任何其他關係（包括財務、業務、家族或其他重大／相關關係）。



## Functions of the Board

The Board supervises the management of the business and affairs of the Company. The Board's primary duty is to ensure the viability of the Company and to ensure that it is managed in the best interests of the shareholders as a whole while taking into account the interests of other stakeholders. The Group has adopted internal guidelines in setting forth matters that require the Board's approval. Apart from its statutory responsibilities, the Board approves the Group's strategic plan, key operational initiatives, major investments and funding decisions. It also reviews the Group's financial performance, identifies principal risks of the Group's business and ensures implementation of appropriate systems to manage these risks. Daily business operations and administrative functions of the Group are delegated to the management.

The Board is also delegated with the corporate governance functions under code provision D.3.1 of the Code. The Board has reviewed and discussed the corporate governance policy of the Group and is satisfied with the effectiveness of the corporate governance policy.

## Chairman and Chief Executive Officer

Pursuant to code provision A.2.1 of the Code, the roles of the chairman and chief executive officer should be separate and should not be performed by the same individual. Up to the date of this report, there have been no chief executive officer in the Company. Mr. Guo Yumin acted as the Chairman of the Board, and responsible for the overall management and formulation of business strategy of the Group.

The Board does not have the intention to fill the position of the chief executive officer of the Company at present and believes that the absence of the chief executive officer will not have adverse effect to the Company, as decisions of the Company will be made collectively by the executive Directors. The Board will keep reviewing the current structure of the Board and the need of appointment of a suitable candidate to perform the role of chief executive. Appointment will be made to fill the post to comply with code provision A.2.1 of the Code if necessary. During the year, one meeting has been held by the Chairman of the Board with the independent non-executive Directors, without the presence of other executive Directors.

## 董事會的功能

董事會監督本公司業務及事務的管理。董事會的主要職務是確保本公司的持續運作，並確保其管理方式既符合整體股東最佳利益，又顧及其他持有本公司股份者的利益。本集團已採納內部指引，訂定須經董事會批准的事宜。除法定責任外，董事會審批本集團的策略計劃、主要營運項目、大型投資及撥資決定。董事會亦檢視本集團的財務表現、識別本集團業務的主要風險，並確保推行合適的機制管理風險。管理層獲授權處理本集團日常業務運作及行政職能。

董事會亦根據守則內的守則條文第D.3.1條獲授權企業管治的職能。董事會已審閱及討論本集團的企業管治政策，並對企業管治政策的有效性感到滿意。

## 主席及行政總裁

根據守則的守則條文第A.2.1條，主席及行政總裁應分開及不得由同一人士擔任。截至本報告日期，本公司並無行政總裁。郭玉民先生擔任董事會主席，負責本集團的整體管理及制定業務策略。

董事會現時不擬填補本公司行政總裁一職，並認為行政總裁職位懸空不會對本公司構成不利影響，此乃由於本公司決策程序皆由執行董事共同參與。董事會將持續檢討其現行架構及委任適當人選履行行政總裁職務之需要。如有必要，本公司將根據守則的守則條文第A.2.1條作出委任，以填補該職位。本年度，董事會主席與獨立非執行董事舉行了一次沒有其他執行董事出席的會議。



## Board Meetings and Procedures

Board members were provided with complete, adequate and timely information to allow them to fulfill their duties properly. In compliance with code provision A.1.3 of the Code, at least 14 days' notice has been given for a regular Board meeting to give all Directors an opportunity to attend. Notice, agenda and board papers of regular Board meetings are sent to all Directors within reasonable time and at least 3 days prior to the meetings. Directors are free to contribute and share their views at meetings and major decisions will only be taken after deliberation at Board meetings. Directors who are considered having conflict of interests or material interests in the proposed transactions or issues to be discussed will not be counted in the quorum of meeting and will abstain from voting on the relevant resolutions. Full minutes are prepared after the meetings and the draft minutes are sent to all Directors for their comments, the final version of which are endorsed in the subsequent Board meeting.

All independent non-executive Directors have been appointed for a fixed term. Every Director is subject to re-election on retirement by rotation in accordance with the Articles.

Details of the attendance of the Board meetings, Audit Committee meetings, Remuneration Committee meetings, Nomination Committee meetings and general meetings of the Company held during the year ended 31 December 2018 are summarized as follows:

## 董事會會議及程序

董事會成員獲提供完整、充足及適時的資料，讓彼等能妥善履行其職務。根據守則內的守則條文第A.1.3條，定期董事會會議須給予全體董事最少14天通知，讓彼等有機會出席會議。定期董事會會議通告、議程及開會文件須於合理時間內及會議前最少三天給予全體董事。董事可於會議上自由發表及分享其意見，而重大決定僅於董事會會議上審議後方可作出。於建議交易或討論事宜中存在利益衝突或重大利益的董事不得計入會議法定人數內，並須於相關決議案投棄權票。會議後須撰寫完整會議紀錄，初稿須交全體董事給予意見，定稿須於下一次董事會會議通過。

全體獨立非執行董事以固定任期獲委任。根據本公司的章程細則，每名董事須輪值退任並可獲重選連任。

截至2018年12月31日止年度舉行的本公司董事會會議、審核委員會會議、薪酬委員會會議、提名委員會會議及股東大會出席詳情概列如下：

		Board meeting 董事會會議	Audit committee meeting 審核委員會會議	Remuneration Committee meeting 薪酬委員會會議	Nomination Committee meeting 提名委員會會議	General meeting 股東大會
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Guo Yumin (Chairman)	郭玉民先生(主席)	8/8	不適用	1/1	2/2	1/1
Ms. Xia Yu	夏煜女士	8/8	不適用	不適用	不適用	1/1
Mr. Zeng Xiangyang	曾向陽先生	8/8	不適用	不適用	不適用	1/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
Ms. Fan Qing	范晴女士	8/8	4/4	1/1	1/2	1/1
Mr. Fong Wo, Felix	方和先生	8/8	4/4	不適用	不適用	1/1
Mr. Lo Wa Kei, Roy	盧華基先生	8/8	4/4	1/1	2/2	1/1



## Board Committees

The Board has established specific committees, namely the audit committee (the “**Audit Committee**”), remuneration committee (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”), with written terms of reference which are available for viewing on the website of the Company to assist them in the efficient implementation of their functions. Specific responsibilities have been delegated to the above committees.

### Audit Committee

The Company established the Audit Committee on 22 June 2012 with written terms of reference which are in compliance with the code provisions of the Code. The Audit Committee currently has three members comprising Mr. Lo Wa Kei, Roy (being the Chairman of the Audit Committee), Ms. Fan Qing and Mr. Fong Wo, Felix, all being independent non-executive Directors.

During the Year, the Audit Committee had reviewed the final results of the Group for 2017 and the 2018 interim results and report of the Company. The Audit Committee had reviewed the Group’s risk management and internal control systems and the effectiveness of the internal audit function for the Year. The Group’s final results for the Year had been reviewed by the Audit Committee before submission to the Board for approval. The Audit Committee had also reviewed this annual report, and confirmed that this annual report complies with the Listing Rules.

The Audit Committee held four meetings during the Year. Details of the attendance of the Audit Committee at the Audit Committee meetings are set out above.

### Remuneration Committee

The Company established the Remuneration Committee on 22 June 2012 with written terms of reference which are in compliance with the code provisions of the Code. The primary duties of the Remuneration Committee include mainly: (i) reviewing the terms of the remuneration package of each Director and member of senior management, and making recommendations to the Board regarding any adjustment thereof; and (ii) reviewing and evaluating the performance of individual executive Directors for determining the amount of bonus (if any) payable to them. No Director shall participate in any discussion about his or her own remuneration. The Remuneration Committee currently consists of three members, namely, Ms. Fan Qing (Chairperson), Mr. Lo Wa Kei, Roy, both

## 董事委員會

董事會已成立特定委員會，分別為審核委員會（「**審核委員會**」）、薪酬委員會（「**薪酬委員會**」）及提名委員會（「**提名委員會**」），有關委員會的書面職權範圍於本公司網站可供閱覽，以助有效推行其工作。上述委員會獲授權負上特定責任。

### 審核委員會

本公司於2012年6月22日根據守則的守則條文規定成立審核委員會，並書面訂定其職權範圍。審核委員會現有兩名成員，分別是盧華基先生（審核委員會主席）、范晴女士及方和先生，全體均為獨立非執行董事。

於本年度內，審核委員會已審閱本集團於2017年的末期業績、本公司的2018年中期業績及報告。審核委員會已檢討本集團於本年度的風險管理及內部控制系統以及內部審核功能的有效性。本集團於本年度的末期業績於呈交董事會審批前已經由審核委員會審閱。審核委員會亦已審閱本年報，並確認本年報符合上市規則的規定。

於本年度，審核委員會舉行了四次會議。審核委員會於審核委員會會議的出席詳情已於上文列載。

### 薪酬委員會

本公司於2012年6月22日根據守則的守則條文成立薪酬委員會，並書面訂定其職權範圍。薪酬委員會的主要職責包括：(i) 審閱各董事及高級管理人員的薪酬組合的條款，並就任何調整向董事會作出推薦建議；及(ii) 審閱及評估個別執行董事的表現，以釐定應付予彼等的花紅金額（如有）。董事概不得參與有關其本身薪酬的任何討論。薪酬委員會現有兩名成員，分別是范晴女士（主席暨獨立非執行董事）、盧華基先生（獨



of which are independent non-executive Directors, and Mr. Guo Yumin, an executive Director. The majority of members of the Remuneration Committee are independent non-executive Directors. The remuneration of the Directors was determined with reference to their respective experience, responsibilities within the Group and general market conditions. The Company has adopted the Code to make recommendations to the Board on remuneration packages of individual executive Directors and the members of senior management.

The Remuneration Committee held 1 meeting during the Year. Details of the attendance of the Remuneration Committee meetings are set out above.

At the meetings, the Remuneration Committee had reviewed the remuneration policies of the Directors and the senior executives and reviewed the remuneration packages and performance of the Directors for the Year.

#### **Nomination Committee**

The Company established the Nomination Committee on 22 June 2012 with written terms of reference which are in compliance with code provisions of the Code. The primary duties of the Nomination Committee include mainly: (i) reviewing the structure, size, diversity and composition (including the age, gender, cultural and academic background, skills, knowledge and professional experience) of the Board on a regular basis and making recommendations to the Board regarding any proposed change; (ii) identifying individuals suitably qualified to become Board members and making recommendations to the Board on the selection of individuals nominated for directorships; and (iii) assessing the independence of independent non-executive Directors. The Nomination Committee consists of three members, namely, Mr. Guo Yumin (Chairman), an executive Director, Ms. Fan Qing and Mr. Lo Wa Kei, Roy, both of which are independent non-executive Directors. The majority of members of the Nomination Committee are independent non-executive Directors.

立非執行董事)及郭玉民先生(執行董事), 薪酬委員會大多數成員為獨立非執行董事。董事薪酬乃參考其各自經驗、於本集團的責任及整體市況而釐定。本公司已採納守則, 以就個別執行董事及高級管理層人員的薪酬待遇向董事會作出推薦意見。

於本年度, 薪酬委員會舉行了一次會議。薪酬委員會會議的出席詳情已於上文列載。

會上, 薪酬委員會已檢討董事及高級行政人員的薪酬政策, 以及檢討董事於本年度的薪酬待遇及表現。

#### **提名委員會**

本公司於2012年6月22日根據守則的守則條文成立提名委員會, 並書面訂定其職權範圍。提名委員會的主要職責包括: (i) 定期審閱董事會的架構、規模、多元化及組成(包括年齡、性別、文化與學術背景、技能、知識及專業經驗), 並就有關任何建議更改向董事會提供推薦建議; (ii) 物識合適的個別人士加入董事會及建議董事會挑選有關提名候任董事的個人; 及 (iii) 評估獨立非執行董事的獨立性。提名委員會現有有三名成員, 分別是郭玉民先生(主席)(執行董事)、范晴女士(獨立非執行董事)及盧華基先生(獨立非執行董事), 提名委員會大多數成員為獨立非執行董事。





During the Year, the Nomination Committee adopted a diversity policy setting out the approach to diversify the members of the Board. The Company recognises and embraces the benefits of having a diverse Board. The Nomination Committee works to ensure a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business and objectives. All Board appointments would continue to be made based on meritocracy. Selection of candidates would be based on a range of diversity perspectives, which would include but not be limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision would be based on merit and contribution that the selected candidates would bring to the Board, our business model as well as the needs of the Company. The Nomination Committee will monitor the implementation of the diversity policy from time to time to ensure the effectiveness of the diversity policy.

The Nomination Committee held 2 meeting during the Year. Details of the attendance of the Nomination Committee meeting are set out above.

At the meeting, the Nomination Committee had reviewed the structure, size and composition of the Board, assessed the independence of the independent non-executive Directors, reviewed the qualifications of the Directors, the progress on the implementation of the board diversity policy and other related matters of the Company.

### **Nomination Policy**

Apart from the aforesaid, the Board has adopted a "Nomination Policy" on 31 December 2018 in relation to the nomination, appointment, re-appointment of new Directors and the nomination procedure of the Company, which provides that in evaluating and selecting any candidate for directorship, the Nomination Committee shall consider the candidates' character and integrity, professional qualifications, skills, knowledge and experience, independence, diversity on the Board, willingness to devote adequate time to discharge duties as a Board member and such other criteria that are appropriate to the business of the Company.

於本年度，提名委員會採納多元化政策，列明董事會成員多元化的方針。本公司確認並享有擁有多元化董事會的好處。提名委員會致力於確保適合本公司業務和目標要求的技能、經驗及多元化。所有董事會的委任將繼續以精英管理為基礎。候選人的篩選將基於一系列多元化指標，其中包括(但不限於)性別、年齡、文化和教育背景、專業經驗、技能、知識及服務年限。最終決定將基於所選候選人將為董事會帶來的長處與貢獻、我們的商業模式及本公司需求。提名委員會將不時監察多元化政策的實施情況，以確保多元化政策的有效性。

於本年度，提名委員會舉行了二次會議。提名委員會會議的出席詳情已於上文列載。

會上，提名委員會已檢討董事會的架構、規模及組成，評估獨立非執行董事的獨立性，審閱董事的資格、實行董事會多元化政策的程序及本公司其他相關事宜。

### **提名政策**

除以上已述者外，董事會已經於2018年12月31日採納有關提名、委任、重新委任新董事及本公司提名程序的「提名政策」，其訂明於評估及甄選任何董事候選人時，提名委員會考慮候選人的性格和誠信、專業資格、技能、知識及經驗、獨立性、董事會成員多元化、貢獻充足時間履行其作為董事會成員職責的意願以及適合本公司業務的有關其他標準。



## Dividend Policy

The Board has adopted a "Dividend Policy" on 29 March 2019. A summary of this policy is disclosed as below.

Subject to the approval of the Shareholders and requirement of the relevant law, the Company shall pay annual dividends to the Shareholders if the Group is profitable, operations environment is stable and there is no significant investment or commitment made by the Group, after taking into account the factors as detailed below and determined by the Board from time to time. The remaining net profits will be used for Group's development and operations. The Policy allows the Company to declare special dividends from time to time in addition to the annual dividends.

In proposing any dividend payout, the Board shall also take into account, inter alia:

- (a) the Company's actual and expected financial performance;
- (b) retained earnings and distributable reserves of the Company and each of the members of the Group;
- (c) the level of the Group's debts to equity ratio, return on equity and the relevant financial covenants;
- (d) any restrictions on payment of dividends that may be imposed by the Group's lenders;
- (e) the Group's expected working capital requirements and future expansion plans;
- (f) general economic conditions, business cycle of the Group's business and other internal and external factors that may have an impact on the business or financial performance and position of the Company; and
- (g) any other factors that the Board deems appropriate.

Any final dividends declared by the Company must be approved by an ordinary resolution of Shareholders at an annual general meeting and must not exceed the amount recommended by the Board. The Board may from time to time pay to the Shareholders such interim dividends as appear to the directors to be justified by the profits of the Group.

The policy shall be reviewed periodically and submitted to the Board for approval if amendments are required.

## 股息政策

董事會已經於2019年3月29日採納「股息政策」。此政策概要於下文披露。

在取得股東及符合相關法律規定所規限下，倘若本集團錄得盈利，營運環境穩定及本集團並無作出重大投資或承諾，則於計及下文詳述的因素及經董事會不時釐定後，本公司向股東宣派末期股息。餘下純利將用作本集團發展及營運。此政策允許本公司在宣派末期股息外，不時宣派特別股息。

董事會在建議任何股息派付時，亦計及(其中包括)：

- (a) 本公司的實際及預期財務表現；
- (b) 本公司及本集團旗下各成員公司的保留盈利及可供分派儲備；
- (c) 本集團的債務與股權比率、股權回報率及相關財務契約；
- (d) 本集團借貸人可能施加的股息派付限制；
- (e) 本集團的預計營運資金需要及未來擴展計劃；
- (f) 一般經濟狀況、本集團業務的商業週期及可能對本公司業務或財務表現及狀況造成影響的其他內外因素；及
- (g) 董事會認為適合的任何其他因素。

本公司宣派的任何末期股息必須於股東週年大會上透過股東普通決議案取得批准，且不得超出董事會推薦的金額。倘董事認為本集團的可供分派溢利足以作出有關分派，董事會可不時向股東派付中期股息。

倘若需要修訂，此政策將由董事會定期審閱及提交予其供批准。





### Independent Non-Executive Directors

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

### Professional Development of the Directors

In compliance with code provision A.6.5 of the Code, all Directors during the Year, namely, Mr. Guo Yumin, Mr. Zeng Xiang Yang, Ms. Xia Yu, Ms. Fan Qing, Mr. Fong Wo, Felix and Mr. Lo Wa Kei, Roy, had participated in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Directors had provided the relevant record to the Company.

The Company is committed to arranging and funding suitable training to all Directors for their continuous professional development. Each Director is briefed and updated from time to time to ensure that he is fully aware of his responsibilities under the Listing Rules and applicable legal and regulatory requirements and the governance policies of the Group. All the Directors also understand the importance of continuous professional development and are committed to participating in any suitable trainings to develop and refresh their knowledge and skills.

### 獨立非執行董事

本公司已收到各獨立非執行董事根據上市規則第3.13條發出有關其獨立性的年度確認書。於本報告日期，本公司認為全體獨立非執行董事均為獨立於本公司的人士。

### 董事的專業發展

為符合守則之守則條文第A.6.5條，全體董事（即郭玉民先生、曾向陽先生、夏煜女士、范晴女士、方和先生及盧華基先生）於本年度均已參加了持續專業培訓發展和更新彼等之知識及技能，以確保彼等繼續在全面知情及切合所需的情況下對董事會作出貢獻。各董事已向本公司提供相關記錄。

本公司致力就全體董事的持續專業發展安排合適的培訓並提供有關經費。各董事不時獲簡要提示及最新資料，確保其完全知悉其根據上市規則、適用法例及監管規定與本公司管治政策須承擔之各項責任。全體董事亦知悉持續專業發展的重要性，並致力參與任何適合的培訓以發展並更新彼等的知識及技能。



## Senior Management's Remuneration

The senior management's remuneration payment of the Group in the Year fell within the following band:

## 高級管理層薪酬

本集團於本年度之高級管理層薪酬金額介於以下範圍：

		Number of individuals 人數
RMB1,000,000 or below	人民幣 1,000,000 元或以下	11

## Directors' Responsibility for the Financial Statements

The Directors are responsible for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group, in accordance with accounting principles generally accepted in Hong Kong. The statement by the auditors of the Company about their responsibilities for the financial statements is set out in the report of the independent auditor's report contained in this annual report. 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.

## 董事對財務報表的責任

董事有責任根據香港公認會計原則編製財務報表，提供對本集團狀況的真正及公平意見。本公司核數師對財務報表的責任陳述，載於本年報獨立核數師報告內。並無事件或情況的重大不明朗因素對本公司持續經營的能力造成重大疑問。

## External Auditor's Remuneration

The Company engaged RSM Hong Kong as its external auditor for the Year. There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditors. During the year ended 31 December 2018, the fee payable to RSM Hong Kong in respect of its statutory audit services provided to the Company was HK\$1,330,000. Fees for non-audit services for the same period was HK\$Nil.

## 外聘核數師薪酬

本公司委聘羅申美會計師事務所為本年度的外聘核數師。董事會及審核委員會在挑選、委聘、辭退或罷免外聘核數師並無異議。於截至2018年12月31日止年度，就羅申美會計師事務所向本公司提供的法定核數服務所支付的費用為1,330,000港元。而於同期的非核數服務費用則為零港元。



## RISK MANAGEMENT AND INTERNAL CONTROL

The Board and the senior management are responsible for improving and monitoring the risk management and internal control of the Group. In this regard, the Audit Committee had performed a regular review of the risk management and internal control system of the Group within the Reporting Period in which the results were summarized and reported to the Board. The Board has also conducted a review of the effectiveness of the risk management and internal control system of the Group. The Group also sets up an internal audit team comprise management of subsidiaries, which plays a major role in monitoring the corporate governance of the Group and providing objective assurance to the Board that a sound internal control system is maintained and operated by the management.

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

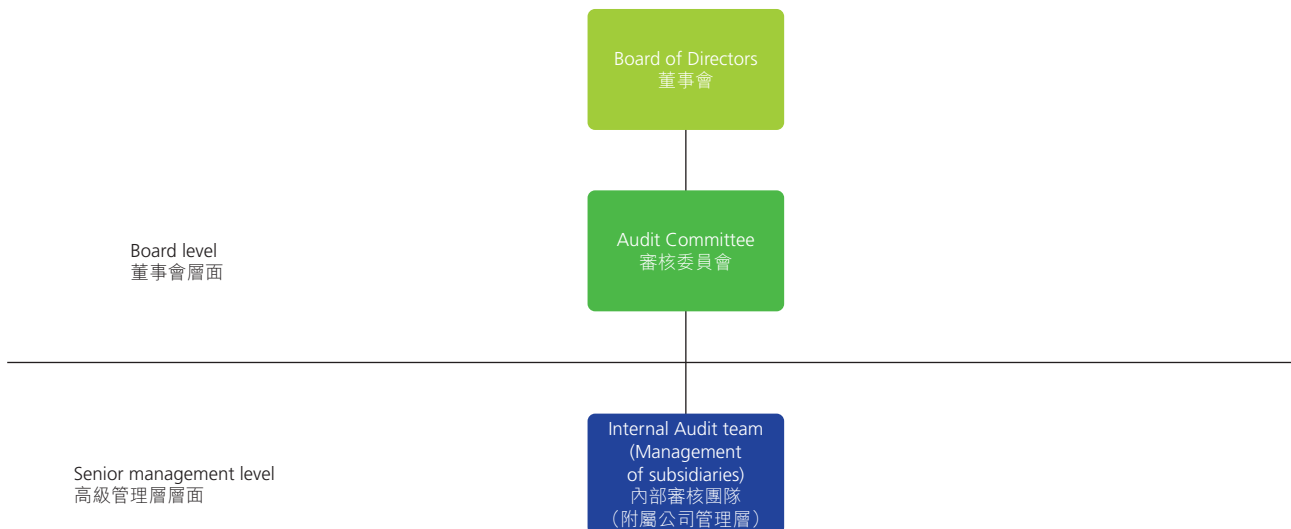
The risk management framework of the Group and main responsibilities of the members in the framework are described as follows:

## 風險管理及內部監控

董事會及高級管理層負責完善及監督本集團的風險管理及內部監控。就此而言，審核委員會已定期檢討本集團於報告期的風險管理及內部監控系統，其結果已作出概述並呈報予董事會。董事會亦已檢討本集團的風險管理及內部監控系統的有效性。本集團亦設有由附屬公司的管理層組成的內部審核團隊，其在監控本集團企業管治及向董事會客觀保證管理層具備及運作完善的內部監控系統方面擔當重要角色。

### 風險管理及內部監控系統的主要特徵

本集團的風險管理框架及框架中成員的主要責任描述如下：





Member	Main Responsibilities	成員	主要責任
The Board	<ul style="list-style-type: none"> <li>Set up goals for risk management strategy, assess and determine the nature and extent of risk acceptable to achieve the strategy goals;</li> <li>Establish and maintain a proper and effective risk management and internal control systems; and</li> <li>Review the effectiveness of the risk management and internal control systems annually.</li> </ul>	董事會	<ul style="list-style-type: none"> <li>設立風險管理策略目標、評估及確定達成策略目標可承受的風險性質及程度；</li> <li>建立並維持適當及有效的風險管理及內部監控系統；及</li> <li>每年檢討風險管理及內部監控系統的成效。</li> </ul>
Audit Committee	<ul style="list-style-type: none"> <li>Assist the Board in overseeing the risk level and the design and performance of the risk management and internal control systems;</li> <li>Discuss the risk management and internal control systems with the management;</li> <li>Ensure that the internal audit function has sufficient resources for operation and has a proper position, review and supervise its performance;</li> <li>Keep updated of various major risks confronted by the Group and the risk management status, make decisions for effective risk control;</li> <li>Report the risk status of the Group and issues to be concerned or improved to the Board on a regular basis;</li> <li>Facilitate risk management and assessment, regularly appoint relevant accountable persons to implement risk assessment;</li> <li>Organise and promote the establishment of the risk management system at the group level;</li> <li>Review material risk assessment report and various risk management reports; and</li> <li>Engage relevant persons to organise and coordinate various departments and projects to carry out identification and assessment of significant risks at the group level, summarise and analyse such information, submit risk assessment and various risk management reports.</li> </ul>	審核委員會	<ul style="list-style-type: none"> <li>協助董事會監督風險水平以及風險管理及內部監控系統的設計及表現；</li> <li>與管理層討論風險管理及內部監控系統；</li> <li>確保內部審核職能有充足營運資源及適當職位、審閱及監督其表現。</li> <li>更新本集團面對的各類主要風險及風險管理狀況、作出有效風險控制決策；</li> <li>定期向董事會匯報本集團風險狀況及有待關注或改善的問題；</li> <li>協助風險管理及評估、定期委任相關負責人執行風險評估；</li> <li>組織及促進成立集團層面的風險管理系統；</li> <li>審閱重大風險評估報告及不同的風險管理報告；及</li> <li>委聘相關人士組織及協調多個部門及項目以進行集團層面重大風險的識別及評估、概括及分析有關資料、呈交風險評估及多份風險管理報告。</li> </ul>



Member	Main Responsibilities	成員	主要責任
Internal audit team	<ul style="list-style-type: none"> <li>Ensure that the subsidiaries carry out the risk assessment in compliance with the risk assessment manual formulated by the Group;</li> <li>Review and approve the risk assessment results of the subsidiaries in respect of the business;</li> <li>Ensure that the subsidiaries implement effective risk management;</li> <li>Monitor the principal business risks confronted by the subsidiaries and the effectiveness of relevant risk management measures; and</li> <li>Allocate resources such as fund and workforce to the subsidiaries for implementation of the risk assessment projects.</li> </ul>	內部審核團隊	<ul style="list-style-type: none"> <li>確保附屬公司根據本集團所制定的風險評估手冊進行風險評估；</li> <li>審批附屬公司對業務的風險評估結果；</li> <li>確保附屬公司實施有效的風險管理；</li> <li>監控附屬公司面對的主要業務風險以及相關風險管理措施的效果；及</li> <li>向附屬公司分配資金及勞動力等資源以落實風險管理項目。</li> </ul>

### The Process Used to Identify, Assess and Management of Principal Risks

The risk management process of the Group is described as follows:

Risk identification	– identify the current risks confronted.
Risk analysis	– conduct analysis on the risk including the impact extent and possibility of occurrence.
Risk response	– choose a proper risk response method and develop a risk mitigation strategy.
Control measures	– propose up-to-date internal control measures and policy and process.
Risk control	– continuously monitor the risks identified and implement relevant internal control measures to ensure the effective operation of the risk response strategy.
Risk management report	– summarise results of risk assessment and analysis and internal audit, formulate and report an action plan.

### 識別、評估及管理主要風險所用流程

本集團的風險管理流程闡述如下：

風險識別	– 識別目前所面對風險。
風險分析	– 進行風險分析，包括影響程度及發生的可能性。
風險應對	– 選擇適當的風險應對方法及制定風險緩減策略。
控制措施	– 提議最新內部監控措施及政策與流程。
風險控制	– 不斷監控所識別風險及實施有關內部監控措施，以確保風險應對策略的有效運作。
風險管理報告	– 概括風險評估、分析及內部審核結果、制定及報告行動計劃。



**The process used to review the effectiveness of the risk management and internal control systems and to resolve material internal control defects:**

The Group establishes a risk management information and communication channel that is functional within the whole basic risk control procedure, connects different levels in the reporting system and different departments and operation units, so as to ensure timely, accurate and complete communication of information, laying a solid foundation for the monitoring and improvement of risk management.

Different departments and business units of the Group regularly inspect and examine their own risk management process in order to locate the shortcomings and remedy the situation if possible. Their inspection and examination reports are delivered to the Group's risk management department in time.

The Board further considers that (i) there was no material issue relating to the Group's risk management and internal controls, including financial, operational and compliance controls and risk management functions of the Group; and (ii) that there were adequate staff with appropriate and adequate qualifications and experience, resources for accounting, internal audit and financial reporting functions, and adequate training programmes had been provided during the Year.

**Company Secretary**

Ms. Pang Yuk Fong (“**Ms. Pang**”) was appointed as the Company Secretary on 1 October 2017. Ms. Pang has adequate knowledge on the Company to discharge her duty as the Company Secretary. Ms. Pang confirmed that she had taken no less than 15 hours of relevant professional training during the Year.

**檢討風險管理與內部監控系統有效性及解決重大內部監控缺陷所用流程：**

本集團現建立風險管理信息及通訊渠道。該渠道在整個基本風險控制程序中發揮作用、銜接報告系統各不同層面以及不同部門及營運單位，以確保及時、準確及完整的信息通訊，為風險管理的監控及改進奠定牢固基礎。

本集團不同部門與業務單位定期查看及檢查彼等的內部風險管理流程，以發現不足之處及在可能情況下挽救局勢。彼等的查看及檢查報告將及時交付予本集團的風險管理部門。

董事會進一步認為，於本年度內，(i) 本集團於財務、營運及合規監控以及風險管理職能等方面概無出現任何有關本集團風險管理及內部監控的重大事宜；及(ii) 本集團具合適及充足資歷及經驗的員工人數以及會計、內部審核及財務報告職能部門的資源均屬充裕，且已獲提供足夠的培訓課程。

**公司秘書**

彭玉芳女士（「**彭女士**」）二零一七年十月一日委任為公司秘書。彭女士於本公司擁有足夠知識履行公司秘書職能。彭女士確認，於本年度內，彼已接受不少於15小時的相關專業培訓。



## The Shareholders' Rights to Convene an Extraordinary Meeting

Pursuant to article 64 of the Articles, extraordinary general meetings shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If within 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.

## Communications with Shareholders and Investors

In order to keep Shareholders well informed of the business activities and direction of the Group, information about the Group has been provided to the Shareholders through financial reports and announcements. The Company has established its own corporate website [www.sheentai.com](http://www.sheentai.com) as a channel to facilitate effective communication with its Shareholders and the public. The Company will continue to enhance communications and relationships with its shareholders and investors. A shareholders communication policy was adopted on 22 June 2012 to comply with code provision E.1.4 of the Code.

Shareholders, investors and interested parties can make enquiries directly to the Company through the following e-mail: [investorrelation@sheentai.com](mailto:investorrelation@sheentai.com).

## Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing. Contact details are as follows:

HK Address: Room 1903, 19/F Jubilee Centre, 18 Fenwick Street,  
Wan Chai, Hong Kong  
Tel: (852) 3998 4118/3998 4128  
Fax: (852) 3998 4100  
E-mail: [investorrelations@sheentai.com](mailto:investorrelations@sheentai.com)

Shareholders' enquiries and concerns will be forwarded to the Board and/or relevant Board Committees of the Company, where appropriate, to answer the Shareholders' questions.

## 股東召開股東特別大會的權力

根據章程細則第64條，股東特別大會須於一名或多名於要求寄存當日持有不少於本公司有權於股東大會上投票之實繳股本十分之一的股東要求時召開。該項要求須以書面向董事會或本公司公司秘書提呈，以供董事會就該要求下任何指定業務交易要求召開股東特別大會。該大會須於該項要求寄存後兩個月內舉行。倘董事會於寄存該項要求後21日內未能召開該大會，提出要求者本人(彼等)可以相同方式召開大會。

## 與股東及投資者的溝通

為了讓股東妥善地獲悉本集團的業務活動及方向，有關本集團的資訊一直透過財務報告及公告提供予股東。本公司已設立本身的企業網站[www.sheentai.com](http://www.sheentai.com)，作為促進與股東和公眾人士有效溝通的渠道。本公司將繼續加強與股東及投資者的溝通，建立緊密的關係。股東溝通政策於2012年6月22日獲採納以遵行守則內守則條文第E.1.4條。

股東、投資者及有興趣人士可透過電郵：[investorrelation@sheentai.com](mailto:investorrelation@sheentai.com)直接向本公司提出查詢。

## 向董事會轉達股東查詢的程序

股東可於任何時間以書面方式，向董事會提出查詢及表達意見。聯絡詳情如下：

香港地址：香港灣仔分域街18號捷利中心  
19樓1903室  
電話：(852) 3998 4118/3998 4128  
傳真：(852) 3998 4100  
電郵：[investorrelations@sheentai.com](mailto:investorrelations@sheentai.com)

在適當的情況下，股東之查詢及意見將轉交本公司董事會及／或相關董事委員會，以解答股東之提問。



### Procedures for Putting Forward Proposals at General Meetings by Shareholders

Shareholders are requested to follow article 64 of the Articles for including a resolution at an extraordinary general meeting. The requirements and procedures are set out above in the paragraph headed “The Shareholders’ Right to Convene an Extraordinary Meeting”.

Pursuant to article 113 of the Articles, no person (other than a retiring Director) shall be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.

The procedures for Shareholders to propose a person for election as a Director is posted on the website of the Company.

### Significant Changes in Constitutional Documents

There had been no significant changes in the constitutional documents of the Company during the Year.

### 股東於股東大會上提出動議的程序

股東必須根據章程細則第64條的規定於股東特別大會提交決議案。有關要求及程序已載於上文「股東召開股東特別大會的權力」一段。

根據細則第113條，任何人士（除退任董事外）概無資格於任何股東大會上膺選董事職位，除非股東發出一份書面通知表明有意提名該人士膺選董事職位，而該名人士亦發出一份書面通知表明願意參選，該等通知須不早於指定舉行選舉之股東大會之通告寄發後翌日起至不遲於該股東大會舉行日期前七日止期間遞交至總辦事處或登記辦事處，而向本公司寄發該等通知之最低期限為最少七日。

股東提名人士參選董事的程序載於本公司網站。

### 組織章程文件的重大變動

於本年度，本公司之組織章程文件並無出現任何重大變動。





# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ABOUT THIS REPORT

This is Sheen Tai Holdings Group Company Limited's third sustainability report, examining our approach to sustainability, effort and performance in 2018, as well as our plans for the future.

The board believes that a sound structure is well balanced between economic growth, the environment and society. In addition to business growth, the Group is also responsible for creating an excellent future in the field of environmental protection, social responsibility, corporate governance and other areas. With this in mind, we continuously improve our approach towards people, the society and the environment.

This Environmental, Social and Governance Report (the “**ESG Report**”) has been prepared with reference to the ESG Reporting Guide of the Hong Kong Exchanges and Clearing Limited (“**HKEX**”). This report is to review the environmental, social and corporate governance performance of the Group for the period from 1 January 2018 to 31 December 2018.

The emissions have been calculated in accordance with the guidelines laid down by the Environmental Protection Department of HKSAR. The following entities were chosen for inclusion in this ESG Report because of their significant contributions to the Group:

Sheen China (Hong Kong) Limited  
Jiangsu Sheen Colour Science Technology Co., Ltd.  
Qingdao Ener Packaging Technology Co., Ltd.  
Xuzhou Sheentai New Energy Power Generation Co., Ltd.  
Xuzhou New Advantage Real Estate Development Co., Ltd.

Other businesses which are not covered in this report include small and start-up companies.

This report is designed to allow shareholders of the Company, potential investors and the public to have a more comprehensive understanding of the Group's governance and culture. For any comments or suggestions related to this report, please kindly contact our Public Relations Department.

### 關於本報告

這是順泰控股集團有限公司的第三份可持續發展報告，審視我們於二零一八年在可持續發展方面的方針、努力和表現，以及未來的發展路向。

董事會認為，健全的業務發展是需要於經濟收益、環境與社會三方面取得良好平衡。除了專注於集團業務的增長，我們亦在環境保育、社會公益及企業管治等領域不斷努力，期望創建一個良好的未來。承著這樣的信念，我們不斷改進人、社會和環境的方針。

本環境、社會及管治報告乃根據香港交易及結算所有有限公司(港交所)的環境、社會及管治報告指引編製。本報告是載述由二零一八年一月一日至二零一八年十二月三十一日期間本集團環境、社會和企業管治的績效。

污染物及溫室氣體排放量均已按照香港特別行政區環境保護署制定的指引進行計算。基於以下公司對本集團的重大貢獻，並能充份代表本集團的業務，故被獲選載入本環境、社會及管治報告：

順華(香港)有限公司  
江蘇金格潤科技有限公司  
青島英諾包裝科技有限公司  
徐州順泰新能源發電有限公司  
徐州新優勢房地產開發有限公司

本報告未涉及的其他業務包括小型和初創公司。

本報告旨在讓本公司股東，潛在投資者和公眾對本集團的管理和文化有更全面的了解。如對本報告有任何意見或建議，請聯絡我們的公共關係部。



### Employment Policy

Employees are the key to our success. Listen to the voice of employees and encouraging employees to speak freely is very important to us. We always priorities' the well-being of all employees and strive to maintain a healthy personnel structure. We are committed to creating a culture that encourages and promotes employees to be honest and able to talk about ideas and concerns.

It is important to understand the employees' perception of Sheen Tai. It helps us to ensure that we provide them with the right support to reach their potential and do the right thing for the customer. We collect opinions from our employees and encourage them to utterance. While implementing a culture that encourages employees to act with integrity, we encourage employees who practice Sheen Tai values.

### Diversity and communion

To truly achieve the desired results, we must create a multi-inclusive environment where everyone feels they can realize their potential. Our continued success depends on a team of employees who reflect the needs of our customers and the communities they serve. Our definition of diversity is broader than its inherent range of features to incorporate other differences that make individuals unique, such as cultural acquaintances, global experiences, and work styles. We encourage leaders and employees to be more diversified in order to achieve our goals.

### 僱傭政策

員工是我們成功的關鍵。聆聽員工的聲音，鼓勵員工自由發言對我們非常重要。我們旨在將所有員工的福祉放於首位，並力求建立一個完善的人員結構，我們致力於創造一種能激勵和促進員工坦誠並能夠談論想法和關注的文化。

瞭解員工的看法對集團來說是非常之重要。這有助於我們確保能為顧員提供最大的支持，讓他們發揮潛力及提供最優質服務予客戶。我們不斷收集員工的意見，並因應建議作出適當的改善，同時鼓勵員工正直行事並履行本集團的理念。

### 包容及交流

為了真正實現預期的結果，我們必須創造一個多包容性的環境，讓每個僱員能發揮自己的潛力。集團持續的成功取決於能反映客戶及其所服務社區需求的員工團隊。我們對包容性的定義比其固有的特徵範圍更廣泛，以結合使個體獨特的其他差異，例如文化認知、全球經驗及工作風格。我們鼓勵領導者和員工更加多元化，以實現我們的目標。



## Environmental, Social and Governance Report 環境·社會及管治報告

We care about the employees' work-life balancing, and believe that it is important to help employees managing their family responsibilities.

We want to create an inclusive environment that supports the needs of employees both inside and outside the workplace. We also recognise that the needs of employees may change at different stages of their careers due to reasons other than family responsibilities.

A Welfare Program that provides all employees with information and resources to make positive choices that enhance their overall health and well-being. We believe that if we care about our employees, our employees will be potent to Sheen Tai.

Learning is one of the keys to success at Sheen Tai. We help by training employees to do their jobs well and make great achievements in the future. Training can also help employees to implement the company's policies, provide quality services to customers, and follow Sheen Tai corporate culture the requirements to act.

As at 31 December 2018, The Group had 317 employees in total. The Group had a male/female composition ratio of 2.7:1

The Group's employees by gender and age are illustrated as below:

我們亦關注員工的工作與生活平衡，並認為幫助員工管理家庭責任非常重要。

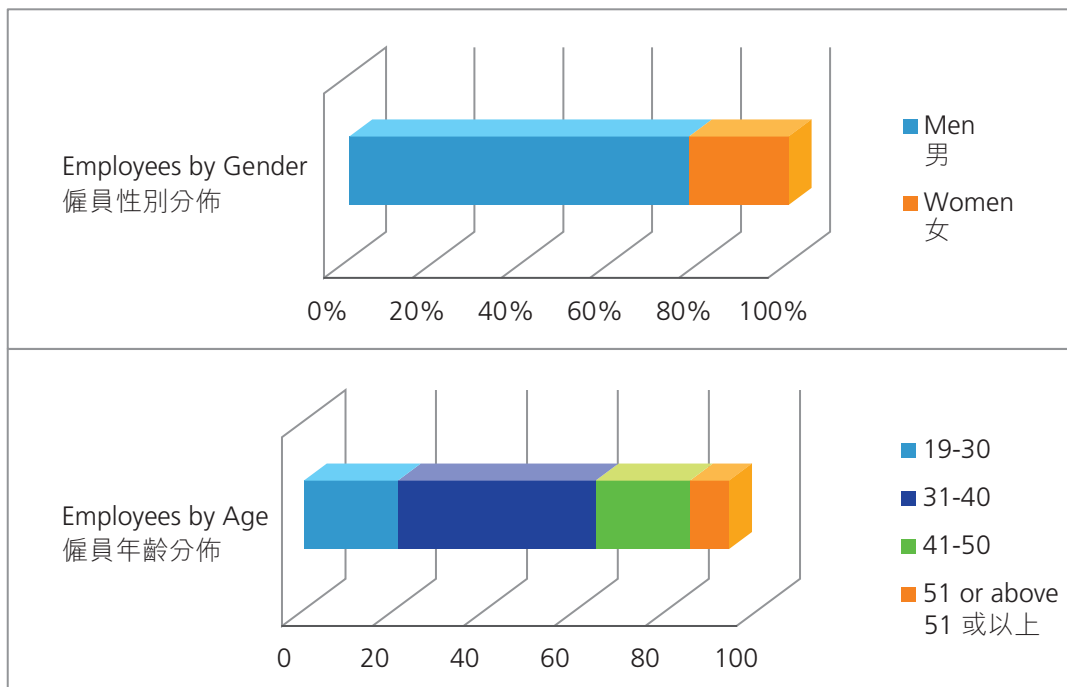
我們希望創造一個多包容性的環境，以滿足工作場所內外員工的需求。我們還認識到，除了家庭責任以外，員工的職業需求可能會在其職業生涯的不同階段發生變化。

本集團的福利計劃，為所有員工提供信息和資源，以作出積極的選擇，從而提高他們的整體健康和福祉。我們相信，如果我們關懷員工，我們的員工也會對本集團作出強大貢獻。

不斷學習是在本集團取得成功的關鍵之一。我們提供培訓，令員工做好自己的工作，並在未來取得巨大成就。培訓還可以幫助員工實施公司的政策，為客戶提供優質服務，並遵循本集團企業文化的要求行事。

截至二零一八年十二月三十一日，本集團員工總數為317人。本集團男女比例為2.7:1。

本集團員工按性別及年齡分佈如下：





## Health and Safety

Safety is a core tenet in our operation. We believe that our employees are the most important asset and resource. The health and safety of our employees is always the top priority of our Group.

The Group has continued to carry out regular monitoring and evaluation of occupational hazards to ensure the health and safety of our working environment. We strive to prevent and eliminate any occupational hazards and improve our working environment.

The Group is committed to create a safe, healthy and comfortable working environment for its employees. The “Guidelines on Occupational Safety and Health” was established to inform employees of potential health and safety hazards in the workplace, and the corresponding preventative measures. After renovation or office restacking, a risk assessment of workstations will be performed to make sure that workstations are set up in line with ergonomic principles and relevant regulatory requirements. We put great emphasis on the security of Group premises and strictly prohibit smoking, use of alcohol and drugs. We also have typhoon and rainstorm work arrangements. These serve to safeguard the health and safety of employees. Across different business locations, a contingency plan has been set up to outline the procedures that employees should undertake to maintain business continuity in the event of an infectious disease or pandemic outbreak.

## 健康與安全

安全是本集團運作的核心宗旨。本集團相信員工是最重要的資產和資源。因此本集團員工的健康和安全至關重要。

本集團定期檢查監控並評估某些職位的安全危害隱患，以確保提供健康及安全的工作環境。我們亦一直努力做好防範工作，期望能排除所有職業危害，並且改善我們的工作環境。

本集團致力為員工創造安全、健康及舒適的工作環境。我們採用了“職業安全與健康指南”，以告知員工工作場所潛在的健康和安全危害，以及相應的預防措施。在翻新或辦公室重新堆裝後，將對工作站進行風險評估，以確保工作站的設置符合人體工程學原則和相關法規要求。我們非常重視集團場所的安全，嚴格地禁止吸煙，使用酒精和毒品。我們也有颱風和暴雨工作安排。這些有助於保護員工的健康和安全。在不同的業務地點，已經制定了應急計劃，以概述員工在發生傳染病或大流行爆發時應採取的維持業務連續性的程序。





Through regular inspections, the Group has supervised and troubleshot safety risks in a timely manner in order to gradually strengthen our safety production standard. The Group held regular training session to strengthen employees' safety awareness for avoiding accidents in workplace during the Year.

Meanwhile, the Group provided medical insurance and other health-benefits for suitable employees. During the Year, the Group made every efforts to improve the working environment, endeavouring to provide a safety and comfortable workplace for all employees.

### Development and Training

The Group recognises the importance of developing the talents of the employees and striving for the mutual growth between the Group and its employees. We provide the new employees induction trainings on the Group's culture, policies, production safety and other necessary skills for discharging duties at work.

Training and development of our people and providing them with upward mobility form an important part of our human capital management strategy. Our training programs are tailored to suit the needs of our employees and support our business development. All new joiners will join a one-day face-to-face induction programmer, which is aimed to equip them with foundational knowledge about the Group, its people, business functions and products, as well as regulatory requirements. The programmer also includes a workshop which conveys the Group's Vision, Mission, Guiding Principles and Values to employees through an interactive approach. To encourage lifelong learning and career advancement, we offer education subsidy and examination leave to our employees.

The Group will evaluate the training effects subsequently, as to enhance the effectiveness of trainings, which further improve the technical skills and professional literacy of the Group's employees with satisfactory results.

通過定期檢查生產廠房及設備，本集團監督並排除故障的安全隱患，逐步強化安全生產標準。我們亦定期舉辦職業安全培訓，加強員工安全意識，避免工作場所發生危害事故。

同時，我們亦為不同職位員工提供相關醫療保險和其他醫療保健福利。本年度內，本公司竭力改善工作環境，努力為全體僱員提供安全舒適的工作場所。

### 發展及培訓

本集團深明人才發展的重要性。我們著重員工的發展，其望能激發員工的潛力，務求達致集團與員工能共同發展之目標。我們針對集團的文化、政策、生產安全和其他所需技能，提供相關的基本培訓課程，協助員工能有效地履行職責。

培訓和發展我們的員工並為他們提供向上的流動性是我們人力資本管理戰略的重要組成部分。我們的培訓計劃旨在滿足員工的需求並支持我們的業務發展。所有新加入的人員將加入為期一天的面對面入職培訓程序員，旨在為他們提供有關集團，人員，業務職能和產品以及監管要求的基礎知識。該程序員還包括一個研討會，通過互動方式向員工傳達集團的願景，使命，指導原則和價值觀。為了鼓勵終身學習和職業發展，我們為員工提供教育補貼和考試假。

本集團將隨後評估培訓效果，以提升培訓效果，進一步提升本集團員工的技術技能及專業素養，並取得滿意成果。





To establish a good relationship and to provide a harmonious work environment, the Group encourages communication between the employees and the management staff, which can help to address employees' concerns and protect their interests. The employee representatives could represent the employees to communicate with the Group through our internal communication system. Such communication system enables the Group to collect employees' opinions and suggestions, and helps the Group to deliver the latest corporate news to all staff in a timely manner.

### Labour Standards

The Group recruitment policies are implemented in strict compliance with both Hong Kong and PRC legislations and regulations to prohibit any form of child and/or forced labour. The Group strives to avoid any child labour and forced labour. Monitoring and preventive measures are in place. Any potential breach will be investigated and followed up in a timely manner.

The laws and regulations prohibiting child labor and forced labor governing The Group mainly include:

Employment Ordinance of HKSAR  
Labor Law of the PRC  
Labor Contract Law of the PRC  
Law of the PRC on Protection of Minors  
Regulations on Prohibiting Use of Child Labor (State Council Order No. 364)

In 2018, the Group did not violate any of the above mentioned laws and regulations.

### Supply Chain Management

As supply chain management is always one of the key elements in the Group's quality control system, we strive to establish a long term relationship and seek to form a deeper connection with all of our suppliers.

Our suppliers are expected to adhere to our high standards, demonstrating continuous development in a variety of operational, economic, social and environmental areas. A well evaluation program is taken for our suppliers' selection, which reviews the supplier profile and facilities, production capacities, quality control system and other aspects related to manufacturing process. Suppliers are required to pass the evaluation to become a quality supplier.

為了建立良好的關係及提供和諧的工作環境，我們鼓勵員工與管理層之間的相互溝通，藉此加強兩者間之關係。我們期望為員工提供完善、有效的溝通渠道；有見及此，我們設立員工代表溝通機制，於收集員工的意見同時，亦可協助集團向全體員工提供最新的企業消息。

### 勞工標準

本集團的勞工政策嚴格遵守當地及國家的規定執行，以防止任何形式的童工及強制勞工。集團致力避免聘用童工及強制勞工個案的發生。本集團已製定監測和預防措施。任何潛在的違規行為都將得到及時調查和跟進。

本集團主要所遵守的有關禁止聘用童工及強制勞工的法律法規包括：

香港《僱傭條例》  
《中華人民共和國勞動法》  
《中華人民共和國勞動合同法》  
《中華人民共和國未成年人保護法》  
《禁止使用童工規定》(國務院令第364號)

於二零一八年內，本集團未出現違反上述法律、法規之情形。

### 供應鏈管理

本集團深信供應鏈管理是集團質量管理系統的最重要部分之一，因為我們致力與供應商建立良好及長期的合作關係，以確保產品質量。

我們期望供應商於營運和環境保育等各方面之發展都能配合本集團的政策及生產標準。因此，我們於選擇供應商時，已採用一套行之有效的機制，審查及評估供應商的廠房、生產設備、生產能力，以及其他與生產相關的因素。供應商必須通過有關審查及評估方可納入《合格供應商名單》。



## Environmental, Social and Governance Report

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Meanwhile, the Group also carries out regular reviews for suppliers. In case there is any significant change for supplier qualification, the Group may suspend and, if necessary, cancel its qualification as a qualified supplier to ensure that all suppliers conform to the Group's highest standard.

### Product Responsibility

The Group strives to provide clients with quality and safe products to establish good reputation and credibility. We aim to achieve the highest standard with all the products and services offered throughout our operations.

To ensure the quality of the products, the Group has formulated a quality inspection management system in strict compliance with the relevant laws and regulations. Each department is tasked with achieving their own quality based targets in consideration of both the industry and market standards.

The Group also implements a source-to-end inspection framework, which is from material procurement and sourcing process to finished product and storage. Any quality defect material or product will be suspended from production line in order to prevent potential risks and protect interests of clients and the Group.

此外，我們亦會對供應商表現進行定期檢討。如發現任何不達標情況，本集團將會暫停或取消該供應商的資格，以確保供應商能符合本集團的生產標準。

### 產品責任

本集團致力為客戶提供優質及安全的產品，藉此樹立良好的口碑和信譽。我們將竭力維持最高的生產規格及標準，以確保產品的質量及安全。

為確保產品質量，我們嚴格遵守相關法律法規，並制定一套質量檢驗管理系統。我們的生產線嚴格按照行業標準和客戶要求生產，以保證我們的產品均以最高標準生產。

本集團同時實施一套從物料採購至成品儲存的嚴格驗收機制，任何質量有缺陷的材料或產品將被立刻抽起及暫停使用，以防潛在風險，確保客戶和本集團的利益。





## Anti-corruption

The Group operation strictly comply with the local and national legislation, such as the Prevention of Bribery Ordinance of Hong Kong and relevant legislation on anti-corruption of mainland China.

The Group strives to maintain a healthy and rational environment for its development. To effectively strengthen the Group integrity, we continue to improve the internal supervision and anti-corruption management. The Group also requires the employees to follow the code of conducts to eliminate corruption, bribery or any form of dishonesty behavior in any circumstance. Any suspected criminal offence will be promptly reported to the relevant authorities.

During the reporting period, there is no reported case on the above mentioned dishonest behavior.

## The Community

The Group believes public welfare is important and necessary for the development of the Group. We always seek to be a positive force in the communities in which it operates.

We believe that the development of a better future for our community relies on joint participation of people, corporations and the government. Continuous efforts were taken in the past year. We have been active in engaging in charitable activities, donations, supporting and caring for people in need, as well as environmental protection activities.

In addition, the Group also encourages all employees to actively participate in volunteer activities and environmental protection activities. We hope it can raise their community awareness and concern, and thus inspiring more people to participate in community services and develop a better future for our community.

## 反貪污

本集團所有的業務均嚴格遵守當地及國家法律法規，例如香港的「防止賄賂條例」及中國內地相關反貪腐法例。

我們致力維持及建立一個健康的發展環境。我們透過不斷提升內部監督和反貪腐管理，切實加強集團誠信管理。本集團嚴禁利用商機取得個人利益或好處，同時要求員工嚴格遵守行為守則，以排除任何情況下貪污、賄賂或任何形式的不誠實行為。如發現任何可疑的不當行為或不法行為，將立即通知有關當局調查及處理。

於報告期內，本集團並沒有發現上述的不當或不法行為。

## 社區投資

本集團認為社會公益是集團自身發展中的重要一環。我們期望能為業務營運的周邊社區帶來正面的影響。

我們力求將業務發展與社會責任結合，務求於創造經濟效益的同時，亦能配合居民及政府等各方面，一同促進及社區的健康發展。因此我們積極參與各類公益活動，如慈善籌款及環保活動等。

同時我們亦鼓勵全體員工積極參與義工及環保活動。我們期望能透過提高員工對環境及社會的意識和關注，激發更多的人參與社區服務。





## The Environment

Environmental sustainability is a key part of the Group's social responsibility effort. Guided by our Corporate Social Responsibility Policy, we work to manage our direct and indirect impacts to the environment through mitigating our own footprint and advocating green finance.

The Group advocates a green office concept for integrates a low-carbon principle into its operation, with an aim to develop paperless, energy-saving and low carbon offices, and to minimise the consumption of energy, water, electricity and other resources. The Group has been progressively replacing existing fluorescent tubes and downlights in offices with LED lights.

The Group has mainly focus on environmental protection and pollutant emission during production and operation. By establishing a management system in accordance with the national laws and regulations, the Group constantly monitor and review the emission performance during production.

The Group will make every effort on clean production, energy-saving, consumption reduction, pollution reduction and efficiency improvement, aims to minimise the impact and safeguard of the ecosystem.

During the reporting period, we were not aware of any noncompliance with laws and regulations that have a significant impact on the Group relating to areas such as environmental protection, employment and labour practices and operational practices.

## 環境

環境可持續性是本集團社會責任工作的重要組成部分。在我們的企業社會責任政策的指導下，我們通過減少自身的足跡和倡導綠色金融來努力管理我們對環境的直接和間接影響。

我們宣導綠色辦公理念，將低碳原則融入營運，旨在發展無紙化、節能和低碳辦公室，並最大限度地減少能源、水、電和其他資源的消耗。集團已計劃逐步用LED燈取代辦公室現有的螢光燈管和筒燈。

我們積極關注集團在營運及生產上的環境保護及排放表現。因此我們跟據國家法律法規，制定了一套環境管理系統，不斷監測及檢討生產過程中的排放表現。

我們將在清潔生產、減少消耗、減少污染及提高營運效率等各方面繼續努力，務求將生產經營過程中對生態系統造成的影響降至最低。

於報告期內，我們並未發現任何違反法律法規的事項對本集團的環境保護、僱員和勞工守則及運營操作等方面產生重大影響。



The Group strictly complies with national laws and regulations in the PRC, including but not limited to:

本集團嚴格遵守的中國國家法律法規包括：

- |   |                        |
|---|------------------------|
| - Environment Protection Law of the People's Republic of China  | - 《中華人民共和國環境保護法》       |
| - Law of the Peoples Republic of China on the Prevention and Control of Atmospheric Pollution                   | - 《中華人民共和國大氣污染防治法》     |
| - Law of the People's Republic of China on Prevention and Control of Water Pollution                            | - 《中華人民共和國水污染防治法》      |
| - Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste | - 《中華人民共和國固體廢物污染環境防治法》 |
| - Law of the People's Republic of China on Prevention and Control of Pollution From Environmental Noise         | - 《中華人民共和國環境噪聲污染防治法》   |
| - Regulations on the Safety Administration of Dangerous Chemicals   | - 《危險化學品安全管理條例》        |
| - Regulations on the Administration of Construction Project Environmental Protection                            | - 《建設項目環境保護管理條例》       |
| - Energy Conservation Law of the People's Republic of China   | - 《中華人民共和國節約能源法》       |



## Environmental, Social and Governance Report

### 環境·社會及管治報告

The following table illustrated the main emission during the Reporting Period. 下表列出了報告期內的主要排放情況。

Category 類別	Pollutant 污染物	2018 Emission 排放量	Requirements as in relevant laws or regulations (Max Allowable Value) 有關法律法規要求 (最大允許值)
Wastewater 廢水	Total Wastewater Discharge 污水總排放量	56,887m <sup>3</sup> 56,887 立方米	N/A 不適用
Air 空氣	Total Dust 粉塵	<0.36mg/m <sup>3</sup> <0.36 毫克/立方米	8 mg/m <sup>3</sup> 8 毫克/立方米
Chemical Hazardous 空氣中化學危害物	Benzene 苯	<0.6 mg/m <sup>3</sup> <0.6 毫克/立方米	6 mg/m <sup>3</sup> 6 毫克/立方米
	Toluene 甲苯	<1.2 mg/m <sup>3</sup> <1.2 毫克/立方米	50 mg/m <sup>3</sup> 50 毫克/立方米
	Xylene 二甲苯	<3.3 mg/m <sup>3</sup> <3.3 毫克/立方米	50 mg/m <sup>3</sup> 50 毫克/立方米
	Ethyl acetate 乙酸乙酯	<5.4 mg/m <sup>3</sup> <5.4 毫克/立方米	200 mg/m <sup>3</sup> 200 毫克/立方米
	Methanol 甲醇	<1.3 mg/m <sup>3</sup> <1.3 毫克/立方米	25 mg/m <sup>3</sup> 25 毫克/立方米
	Iso-Propyl alcohol 異丙醇	<0.7 mg/m <sup>3</sup> <0.7 毫克/立方米	350 mg/m <sup>3</sup> 350 毫克/立方米
	Methyl Ethyl Ketone 丁酮	<4 mg/m <sup>3</sup> <4 毫克/立方米	300 mg/m <sup>3</sup> 300 毫克/立方米
	Acetone 丙酮	<6.7 mg/m <sup>3</sup> <6.7 毫克/立方米	300 mg/m <sup>3</sup> 300 毫克/立方米
Noise 噪音	Noise level 噪音	<71dB(A) <71 分貝	85dB(A) 85 分貝
	Propyl acetate 乙酸丙酯	<0.33 mg/m <sup>3</sup> <0.33 毫克/立方米	200 mg/m <sup>3</sup> 200 毫克/立方米

Table 1 – Main Emission during the report year  
表 1 – 報告期內主要排放



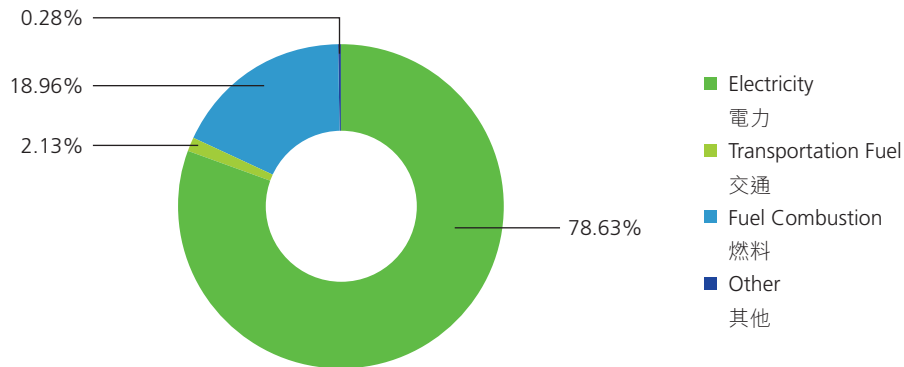
### Greenhouse Gases Emission

The Group aims to develop a low-carbon production environment. The total amount of carbon dioxide emission of our Group is approximately 21,220.63 tonnes in 2018.

### 溫室氣體排放

本集團致力建立低碳生產環境。本集團二氧化碳排放總量於二零一八年為21,220.63噸。

#### Distribution of CO2 emissions 二氧化碳排放分佈



The performance of carbon activities can be measured using ratio indicators of GHG emissions per employee. The ratio indicator per employee in year 2018 is 66.94 tonnes CO2 equivalent per employee. Since the largest source from the companies' business activity is the indirect emission of electricity purchase during production, energy saving will become a main part of the operation principle in the future.

而採用員工總人數作為比率指標，每名員工的碳排放當量為66.94噸。基於本集團業務，最大的二氧化碳排放源是使用電力的間接排放，因此節約能源將成為我們未來運營的重要目標。

The Group strives to improve the energy efficiency and reduce emission of greenhouse gases in all phases of our operation, aiming to realize a low-carbon society.

本集團在各營運層面積極提高能源使用效率，並致力減少溫室氣體的排放，藉此實現低碳社會理念。



We continuously devote efforts to reducing the CO2 emission by lowering energy consumption, as well as powering off lighting, air conditioning and electrical appliances when they are not in use.

We hope the above described activities can further improve the energy-saving operations, and ultimately achieve the purpose of energy conservation, consumption reduction. In 2019, we will keep working on energy usage reduction by further improving energy-saving operations.

### Use of Resources

It is always an important responsibility of the Group to decrease waste production. We strive to promote “Reduce, Reuse and Recycle” for all the resources in order to reduce the waste.

The Group is moving towards a more sustainable rate of using resource. We are working actively to reduce the amount of waste. Moreover, besides reducing waste, we hope by utilising resources effectively and responsibly and achieve a sustainable development.

The following chart shows the companies’ resources consumption during Reporting Period:

我們致力建立節能的文化，積極推行節約用電，希望能藉此減低碳排放。

我們希望透過上述的活動及措施，能進一步完善本集團之節能營運，最終達到節能降耗、減污增效的目的。在2019年度，我們將繼續努力，開展節能減排工作。

### 資源的使用

本集團深信減少廢物量是我們的重要責任。我們積極提高資源效益，致力在各營運層面推廣「減少廢物、致力重用、循環再造」。

本集團的業務運作正朝可持續的方向發展。我們積極減少廢物量，並通過合理利用各類資源，繼而實現可持續發展。

下表列出了報告期內的資源消耗情況：

2018		Electricity 電力	Natural Gas 天然氣	ULP 液化氣	Water 水	Paper 紙
Consumption	消耗量	20,432,417kWh 千瓦時	1,530,203m <sup>3</sup> 立方米	21,250L 升	56,886m <sup>3</sup> 立方米	463kg 公斤
Carbon Intensity (in tonnes of CO2-equivalent)	碳強度 (二氧化碳當量，以公噸計)	12,919.581	2,849.160	57.52	37.735	3.972

Table 2 – Resources Consumption during the report year  
表 2 – 報告期內資源消耗

The Group advocates the principles of conservation, recycling and reuse. We are working on various sustainable development activities to ensure that the resources are used effectively and to safeguard the ecosystems of Hong Kong and the PRC.

The Group will continue to promote the green concept of low carbon operation. We encourage more usage of electronic communications, use of recycle paper for printing and copying, set up recycle bins or any other recycle activities, which aim to utilize resource effectively so as to reduce waste disposal.

本集團倡導節約使用、提倡重用、循環再造的原則，同時透過各種可持續發展活動，確保資源善用，以保護社區的環境和生態系統。

本集團會繼續推動綠色及低碳的營運概念。我們鼓勵員工採用電子通信、使用回收紙進行打印和復印、設置回收箱及進行回收活動，期望能提高資源使用效率，從而減少廢物。



The Group also set up various training and education sessions which it expected to promote our environmental principles and raise the awareness of employees regarding the environment. In the meantime, we initiated to promote tree planting activities around the factory, which aimed to build an eco-friendly working environment in order to safeguard the ecosystems of local communities.

## Methodology

This Report covers general disclosures and the Key Performance Indicators that are defined in the Environmental, Social and Governance (ESG) Reporting Guide of The Hong Kong Exchanges and Clearing Limited (“HKEX”).

The GHG Emission Calculation in this report was based on current best practices. The methodology was taken based on the following criteria:

- EPD’s “Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong” 2010 Edition.
- Intergovernmental Panel on Climate Change (IPCC)
- Greenhouse Gas Protocol.
- ESG Reporting Guide by HKEX

Note 1: EPD’s Guidelines specified value has been taken as the standard for any unspecified factor.

Note 2: Due to the business nature, the significant emissions of Sheen Tai Holdings Group are the GHG emissions, mainly from the use of electricity.

Note 3: Some premise is operating with the water supply that solely controlled by the building management, which is not feasible to record consumption for water withdrawal and discharge.

我們設立各種培訓和教育課程，期望推廣本集團的環保理念及政策，藉此提高員工對保育環境的意識。同時我們亦計劃在工廠周邊進行植樹活動，旨在建設一個綠色的工作環境，並同時保育當地社區的生態環境。

## 編製準則

本報告根據香港交易及結算所有限公司(港交所)的環境、社會及管治報告指引編製，並涵蓋指引內所界定的一般披露及主要業績指標。

本報告中的溫室氣體排放量乃根據以下標準進行計算：

- 環境保護署的《香港建築物(商業、住宅或公共用途)的溫室氣體排放及減除的核算和報告指引(2010年版)》
- 政府間氣候變化專門委員會(IPCC)
- 溫室氣體核算體系(GHG Protocol)
- 香港交易所的《環境、社會及管治報告指引》

註1：於報告內任何未指明的排放系數均以環保署指引作標準。

註2：基於業務性質，順泰控股集團的重大氣體排放為溫室氣體排放，主要源自電力的使用。

註3：部分物業的供水及排水均為大廈管業處獨立控制，因此未能提取相關之用水及排水數據。





# Directors' Report

## 董事會報告

The Directors are pleased to present to the Shareholders this annual report and the audited consolidated financial statements for the Year.

### Principal Activities

The principal business activity of the Company is investment holding. The principal activities and other particulars of the Company's subsidiaries are set out in the consolidated financial statements Note 22 in this annual report.

### Business Review

Further discussion and analysis of the activities of the Group during the Year, and an indication of likely future developments in the Group's business as required by Schedule 5 to the Companies Ordinance, Chapter 622, can be found in the section headed "Management Discussion and Analysis" of this annual report. Those discussions form part of this directors' report.

### Principal Risks and Uncertainties

A number of factors may affect the results and business operations of the Group, some of which are inherent to the businesses in which the Group is engaged and some are from external sources. Major risks are summarized below.

#### i) Price fluctuation in major raw materials may have a material effect on the Group's performance

The major raw materials for production of the Group are polypropylene and imported BOPP films. Any substantial increase in prices of polypropylene and/or imported BOPP films may adversely affect the profitability of the Group if the Group is unable to pass all or part of such increase to its customers.

#### ii) The Group relies on certain major suppliers

The Group has relied on and expects to continue to rely on certain major suppliers for a significant portion of the purchases. If they fail to make timely delivery of their products and the Group fails to source from other suppliers in a timely and cost-effective manner, the operation of the Group could be delayed. The relationship between the Group and its customers could also be adversely affected as a result of any such delays, which could in turn materially and adversely affect the business operations and financial performance of the Group.

董事欣然向股東提呈本年報，以及截至本年度的經審核綜合財務報表。

### 主要業務

本公司的主要業務活動為投資控股。主要業務及本公司附屬公司的其他詳情載於本年報綜合財務報表附註22。

### 業務回顧

如第622章公司條例附表5所規定，本集團於本年度活動的進一步討論及分析，以及對本集團業務可能未來發展的指標，載於本年報「管理層討論及分析」一節。該等討論構成本董事會報告的一部份。

### 主要風險和不確定性

若干因素可能影響本集團業績及業務運作，其中部份為本集團從事業務的固有風險，而部份為來自外部的風險。主要風險總結如下。

#### i) 主要原材料價格波動可能對本集團業績有重大影響

本集團生產之主要原材料為聚丙烯及進口聚丙烯雙向拉伸薄膜。倘本集團不能將有關全部或部份漲幅轉嫁予其他客戶，則聚丙烯及／或進口聚丙烯雙向拉伸薄膜之價格任何大幅上升可能對本集團之盈利能力有不利影響。

#### ii) 本集團依賴若干主要供應商

本集團依賴及預期繼續依賴若干佔採購重大部份之主要供應商。倘彼等不能及時交付其產品及本集團未能及時及有效方式自其他供應商採購，則本集團營運可能遞延。本集團與其客戶之關係亦因任何有關遞延受到不利影響，從而對本集團業務經營及財務表現有重大不利影響。





**iii) The fluctuation of exchange rate may have a material effect on the business and performance of the Group**

The sales of the Group are denominated in RMB and the purchases are denominated in US\$ and RMB. The Group does not engage in any exchange rate hedging activities. Any fluctuation in the exchange rates of RMB and US\$ may have an adverse effect on the results of operations and financial condition of the Group. Appreciation of the value of US\$ may increase the costs of the Group and thus subject the Group to increased competition from domestic competitors, and depreciation in the value of RMB may adversely affect the earnings, as well as the value of the net assets and dividends from the PRC subsidiaries of the Group.

**iv) PRC political, economic and social conditions and government policies could affect the business of the Group**

All of the operating assets of the Group are located in the PRC and the Group expects that a majority of the revenue will continue to be derived from the operations in the PRC. The results of operations and prospects are subject, to a significant degree, to economic, political and legal developments in the PRC. The economy of the PRC differs from the economies of most developed countries in many respects, including the extent of government involvement, the level of development, the growth rate, and government control of foreign exchange. The Group cannot predict whether changes in the PRC's political, economic and social conditions, laws, regulations and policies will have any material adverse effect on the current or future business, results of operation or financial condition of the Group.

**Environmental Policies and Compliance with Laws and Regulations**

Details of environmental Policies and performance are set out in the "Environmental, Social and Governance Report" in this annual report.

The Group is committed to ensuring that the Group's operation is in compliance with applicable laws and regulations. As far as the Directors are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group.

**ii) 匯率波動可能對本集團之業務及表現有重大不利影響**

本集團之銷售乃以人民幣計值及採購以美元及人民幣計值。本集團並無從事任何匯率對沖活動。人民幣及美元匯率之任何波動可能對本集團之業務及財務狀況有不利影響。美元升值可能增加本集團之成本及因此令本集團面臨國內競爭者之競爭增加，而人民幣貶值則可能對盈利以及來自本集團中國附屬公司之資產淨值及股息價值有不利影響。

**iv) 中國政治、經濟及社會狀況及政府政策可能影響本集團之業務**

本集團之所有營運資產乃位於中國及本集團預期多數收入將繼續自中國業務產生。經營業績及前景很大程度視乎中國之經濟、政治及法律發展。中國經濟在很多方面不同於多數發達國家之經濟，包括政府干預、發展水平、增長率及外匯政府控制之程度。本集團不能預測是否中國政治、經濟及社會狀況、法律、法規及政策之變動將對本集團之現時或未來業務、經營業績或財務狀況有任何重大不利影響。

**環境政策及遵守法律法規**

環境政策及表現之詳情載列於本年報「環境、社會及管治報告」。

本集團致力確保本集團營運符合適用法律法規。據董事所知，本集團在重大方面遵守對本集團業務及營運有顯著影響的相關法律法規。



## Key Relationships with Employees, Customers and Suppliers

The Directors recognises that employees, customers and business partners are the keys to the sustainable development of the Group.

Employees are regarded as the most important and valuable assets of the Group. The Group attracts and retains key personnel and talents with appropriate skills, experience and competence which would complement and meet the corporate and business objectives of the Group. The Group ensures all employees are reasonably remunerated and the remuneration packages of employees are reviewed regularly and necessary adjustments are made to the remuneration packages to align with the market standards.

The Group also stays connected with its customers and suppliers and has ongoing communication with the customers and suppliers through various channels such as telephone, electronic mails and physical meetings to obtain their feedback and suggestions.

## Results

The results of the Group for the Year are set out in the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income of this annual report.

## Final Dividends

The Board does not recommend payment of any final dividend for the Year (2017: nil).

## Closure of the Register of Members

For determining entitlement to attend the forthcoming annual general meeting ("AGM") to be held on 31 May 2019, the register of members of the Company will be closed from 28 May 2019 to 31 May 2019, both days inclusive, during which period no transfer of Shares will be registered. The record date will be on 31 May 2019. In order to qualify for attending the AGM, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on 27 May 2019.

## 與僱員、客戶及供應商的關鍵關係

董事確認，僱員、客戶及業務合作夥伴為本集團可持續發展的關鍵。

僱員被視為本集團最重要及最有價值的資產。本集團吸引及挽留關鍵人員及擁有適當技能、經驗及能力的人才，可補充及滿足本集團的企業及業務目標。本集團確保所有僱員有合理報酬及定期審閱僱員薪酬，於必要時調整薪酬待遇以對市場標準保持一致。

本集團亦與客戶及供應商保持聯繫，並具有各種渠道，如電話、電郵及實體會議與客戶及供應商持續溝通，以取得其反饋及建議。

## 業績

本集團於本年度的業績載於本年報綜合損益表及綜合損益及其他全面收益表。

## 末期股息

董事會建議不派付本年度之末期股息(2017年：無)。

## 暫停辦理股份過戶登記手續

本公司將於2019年5月28日至5月31日期間(包括首尾兩天)暫停辦理股份過戶登記手續以釐定有權出席5月31日舉行的應屆股東週年大會(「股東週年大會」)的股東，於該期間將不會辦理任何股份過戶登記手續。記錄日期將為5月31日。為符合出席股東週年大會之資格，股東須於5月27日下午4時30分前，將所有股份過戶文件連同有關股票和過戶表格送達本公司之股份過戶登記香港分處 — 卓佳證券登記有限公司，其地址為香港皇后大道東183號合和中心22樓。



## Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the Year are set out in the consolidated financial statements Note 18 in this annual report.

## Bank Borrowings

Details of bank borrowings of the Group as at 31 December 2018 are set out in the consolidated financial statements Note 31 in this annual report.

## Summary Financial Information

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years is set out in five year financial summary. This summary does not form part of the consolidated financial statements in this annual report.

## Share Capital

Details of the Company's paid up capital for the Year are set out in the consolidated financial statements Note 28 in this annual report.

## Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Articles or the laws of Cayman Islands.

## Purchase, Sale or Redemption of Shares

Save as disclosed below, there was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries during the Year.

## 物業、廠房及設備

本集團於本年度的物業、廠房及設備的變動詳情載於本年報綜合財務報表附註18。

## 銀行貸款

本集團於2018年12月31日的銀行貸款詳情載於本年報綜合財務報表附註31。

## 財務資料概要

本集團過去五個財政年度已公佈之業績及資產、負債與非控股權益之概要載於五年財務摘要。此概要並不構成本年報綜合財務報表的一部份。

## 股本

本公司於本年度的繳足資本詳情載於本年報綜合財務報表附註28。

## 優先購買權

章程細則或開曼群島法例並無任何有關優先購買權的條文。

## 購買、出售或贖回股份

除下文所披露者外，於本年度本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。



### Transfer to Reserves

The Group recorded a loss attributable to equity shareholder of approximately HK\$26.5 million (2017: loss attributable to equity shareholders of HK\$165.2 million). There will be no transfer to reserves for the Year. Other movements in reserve are set out in the consolidated statement of changes in equity in this annual report.

### Material Acquisitions, Disposals and significant Investment

Save as disclosed in the section headed "Management Discussion and Analysis – Significant Investment, Material Acquisition and Disposal" in this annual report, there were no significant investments held nor other material acquisitions and disposals of subsidiaries, associated companies and joint ventures during the year ended 31 December 2018.

### Subsequent Events

Details of important event affecting the Group subsequent to 31 December 2018 are set out in the section headed "Management Discussion and Analysis – Subsequent Events" in this annual report.

### Major Customers and Suppliers

Sales to the Group's five largest customers accounted for approximately 69.6% of the total sales for the Year and sales to the largest customer included therein amounted to approximately 33.3% of the total sales for the Year. Purchases from the Group's five largest suppliers accounted for approximately 62.3% of the total purchases for the Year and purchase from the Group's largest supplier included therein amounted to approximately 53.3% of the total purchases for the Year.

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

### 轉撥儲備

本集團錄得權益股東應佔虧損約26.5百萬港元(2017年：權益股東應佔虧損約165.2百萬港元)。本年度概無轉撥儲備。儲備的其他變動載於本年報綜合權益變動表。

### 重大收購、出售及重大投資

除本年報「管理層討論及分析 – 重大投資、重大收購及出售」一節所披露者外，截至2018年12月31日止年度，概無持有重要投資及其他重大收購及出售附屬公司、聯營公司及合營企業。

### 報告期後的期後事件

2018年12月31日後影響本集團重要事件之詳情乃載於本年報「管理層討論及分析 – 期後事項」一節。

### 主要客戶及供應商

本集團向五大主要客戶的銷售額約佔本年度總銷售額69.6%，其中包括向最大客戶的銷售額佔本年度總銷售額約33.3%。本集團向五大供應商的採購額約佔本年度總採購額約62.3%，其中包括向本集團最大供應商的採購額佔本年度總採購額約53.3%。

董事或其任何之緊密聯繫人(定義見上市規則)或股東(就董事所深知，擁有本公司已發行股本5%以上)概無於本集團五大客戶及供應商擁有任何權益。



## Directors

The Directors who held office during the Year and as at the date of this report were as follows:

### Executive Directors:

Mr. Guo Yumin (*Chairman*)  
Ms. Xia Yu  
Mr. Zeng Xiangyang  
Mr. Guo Cheng (*resigned on 25 May 2018*)

### Independent Non-Executive Directors:

Ms. Fan Qing  
Mr. Fong Wo, Felix  
Mr. Lo Wa Kei, Roy

## Biographies of Directors and Other Senior Management

The biographical details of Directors and other senior management are disclosed in the section headed "Biographies of Directors and Senior Management" of this annual report.

## Directors Emoluments

Details of the Directors' emoluments are set out in the consolidated financial statements Note 15 in this annual report. The Directors' remunerations are determined with reference to his duties and responsibilities within the Company.

## Interests of Directors in Contracts

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

No contract of significance has been entered into during the Year between the Company or any of its subsidiaries and the controlling Shareholders or any of its subsidiaries.

## 董事

於年內及於本報告日期任職的董事名單如下：

### 執行董事：

郭玉民先生 (*主席*)  
夏煜女士  
曾向陽先生  
郭誠先生 (*於2018年5月25日辭任*)

### 獨立非執行董事：

范晴女士  
方和先生  
盧華基先生

## 董事及其他高級管理層的履歷

董事及其他高級管理層的履歷詳情於本年報「董事及高級管理層履歷」一節披露。

## 董事薪酬

董事薪酬詳情載於本年報綜合財務報表附註15。董事薪酬乃參照董事於本公司之職務及職責而釐定。

## 董事於合約的權益

本公司或其任何附屬公司概無訂定任何董事於其中擁有直接或間接重大權益，並且於本年度終結時或於本年度內任何時間仍然生效的重大合約。

本公司或其任何附屬公司及控股股東或其任何附屬公司於本年度並無訂立任何重大合約。



## Management Contracts

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

## Directors' Interest in Competing Business

None of the Directors or any of their respective close associates (as defined under the Listing Rules) had any interest in a business which competes or likely to compete, either directly or indirectly, with the business of the Group.

The independent non-executive Directors had, in the Board meeting during the Year, reviewed the non-competition undertakings (the "**Non-competition Undertakings**") given by Sheen Tai Group Holding Limited ("**Sheentai BVI**") and Mr. Guo Yumin ("**Mr. Guo**") in a deed of non-competition entered into between Sheentai BVI and Mr. Guo in favour of the Company on 28 June 2012. The independent non-executive Directors were not aware of any non-compliance of the Non-competition Undertakings given by Sheentai BVI and Mr. Guo for the Year and up to the date of this annual report. Each of Sheentai BVI and Mr. Guo confirmed that he/it had complied with the Non-competition Undertakings given by him/it from the date of the Non-competition Undertakings and up to the date of this annual report.

## Retirement Schemes

The Group participates in a state-managed retirement scheme operated by the PRC government which covers the Group's eligible employees in the PRC and a Mandatory Provident Fund Scheme for the employees in Hong Kong. Particulars of these retirement plans are set out in the consolidated financial statements Note 4(u) in this annual report.

## Distributable Reserves

Pursuant to the relevant rules of the Cayman Islands, the Company's distributable reserves as at 31 December 2018 amounted to approximately HK\$742.3 million.

## 管理合約

本年度內並無訂立或存在任何涉及本公司全部或大部分業務之管理及行政工作之合約。

## 董事於競爭業務的權益

董事或其各自的緊密聯繫人(定義見上市規則)概無於與本集團業務造成或可能造成直接或間接競爭的業務中擁有任何權益。

於本年度的董事會會議上，獨立非執行董事已審閱順泰集團控股有限公司(「**Sheentai BVI**」)及郭玉民先生(「**郭先生**」)於2012年6月28日由Sheentai BVI及郭先生訂立有利於本公司的不競爭契約中作出的不競爭承諾(「**不競爭承諾**」)。於本年度及直至本年報日期止，獨立非執行董事並不知悉Sheentai BVI及郭先生作出的不競爭承諾有任何違規情況。Sheentai BVI及郭先生各自已確認，自不競爭承諾日期起及截至本年報日期，彼等已遵守授予彼等的不競爭承諾。

## 退休計劃

本集團參與中國政府營運的國家管理退休金計劃以保障本集團於中國的合資格僱員及強制性公積金計劃以保障香港的僱員。此等退休計劃詳情載於本年報的綜合財務報表附註4(u)。

## 可供分派儲備

根據開曼群島有關法例，本公司於2018年12月31日的可供分派儲備約為742.3百萬港元。



## Directors' Interests or Short Positions in Shares, Underlying Shares and Debentures

(a) As at 31 December 2018, the interests and short positions of the Directors or chief executive of the Company in the shares, underlying shares and debentures of the Company or any of the associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

### (i) Long Position in the Shares and the underlying Shares

## 董事於股份、相關股份及債券的權益或淡倉

(a) 於2018年12月31日，本公司董事或最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中，擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例該等條文被當作或視為擁有之任何權益或淡倉)，或須根據證券及期貨條例第352條登記於該條所指登記冊的權益及淡倉，或根據上市規則附錄10之上市公司董事進行證券交易的標準守則須知會本公司及聯交所的權益及淡倉如下：

### (i) 於相關股份之好倉及股份

Name of Director 董事姓名	Capacity/Nature 身份/性質	Number of Shares and underlying Shares held/interested 所持/擁有權益股份及相關股份數目	Approximate Percentage of interest 權益百分比約數
Mr. Guo Yumin ("Mr. Guo") 郭玉民(「郭先生」)	Interest of a controlled corporation (Note 1) 受控制法團權益(附註1)	1,206,086,000	49.12%
	Beneficial owner (Note 2) 實益擁有人(附註2)	272,356,164	11.09%
	Interest of spouse (Notes 3 and 4) 配偶權益(附註3及4)	33,094,000	1.35%
Ms. Xia Yu ("Ms. Xia") 夏煜(「夏女士」)	Interest of spouse (Note 5) 配偶權益(附註5)	1,478,442,164	60.22%
	Beneficial owner (Note 3) 實益擁有人(附註3)	33,094,000	1.35%
Mr. Zeng Xiangyang ("Mr. Zeng") 曾向陽(「曾先生」)	Beneficial owner (Note 6) 實益擁有人(附註6)	4,000,000	0.16%





Name of Director 董事姓名	Capacity/Nature 身份/性質	Number of Shares and underlying Shares held/interested 所持/擁有權益股份數目	Approximate Percentage of interest 權益百分比約數
Ms. Fan Qing ("Ms. Fan") 范晴女士(「范女士」)	Beneficial owner (Note 7) 實益擁有人(附註7)	800,000	0.03%
Mr. Fong Wo, Felix ("Mr. Fong") 方和先生(「方先生」)	Beneficial owner (Note 8) 實益擁有人(附註8)	800,000	0.03%
Mr. Lo Wa Kei, Roy ("Mr. Lo") 盧華基先生(「盧先生」)	Beneficial owner (Note 9) 實益擁有人(附註9)	800,000	0.03%

(ii) Long Position in the Ordinary Shares of Associated Corporation

(ii) 於相聯法團普通股份之好倉

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity/Nature 身份/性質	Number of share held/interested 所持/擁有權益股份數目	Percentage of interest 權益百分比
Mr. Guo 郭先生	Sheentai BVI	Beneficial owner 實益擁有人	1	100%
Ms. Xia (Note 5) 夏女士(附註5)	Sheentai BVI	Interest of spouse 配偶權益	1	100%

Notes:

附註:

- Mr. Guo beneficially owns the entire issued share capital of Sheentai BVI. Therefore Mr. Guo is deemed, or taken to be, interested in all the 1,206,086,000 Shares held by Sheentai BVI for the purpose of the SFO. Mr. Guo is the sole director of Sheentai BVI.
- These 272,356,164 Shares and underlying Shares represent the 272,356,164 Shares owned by Mr. Guo.
- These 33,094,000 Shares and underlying Shares represent the 33,094,000 Shares owned by Ms. Xia.
- Mr. Guo is the spouse of Ms. Xia. Accordingly, Mr. Guo is deemed, or taken to be interested in all the Shares and underlying Shares in which Ms. Xia is interested.

- 郭先生實益擁有 Sheentai BVI 的全部已發行股本。因此，根據證券及期貨條例，郭先生被視為或當作於 Sheentai BVI 持有的所有 1,206,086,000 股股份中擁有權益。郭先生為 Sheentai BVI 的唯一董事。
- 該 272,356,164 股股份及相關股份指郭先生擁有的 272,356,164 股股份。
- 該 33,094,000 股股份及相關股份指夏女士擁有的 33,094,000 股股份。
- 郭先生為夏女士的配偶。因此，郭先生被視為或當作於夏女士擁有權益的所有股份及相關股份中擁有權益。



5. Ms. Xia is the spouse of Mr. Guo. Accordingly, Ms. Xia is deemed, or taken to be interested in all the Shares and underlying Shares in which Mr. Guo is interested for the purpose of the SFO.
  6. These 4,000,000 Shares and underlying Shares represent:
    - (a) the 2,000,000 Shares beneficially owned by Mr. Zeng; and
    - (b) the 2,000,000 underlying Shares which may be allotted and issued to Mr. Zeng upon full exercise of the share options granted under the Share Option Scheme adopted by the Company on 22 June 2012 (the "**Share Option Scheme**", each share option granted under the Share Option Scheme is referred to as "**Share Option**") to him.
  7. These 800,000 underlying Shares represent the 800,000 Shares which may be allotted and issued to Ms. Fan upon full exercise of the Share Options granted to her.
  8. These 800,000 underlying Shares represent the 800,000 Shares which may be allotted and issued to Mr. Fong upon full exercise of the Share Options granted to him.
  9. These 800,000 underlying Shares represent the 800,000 Shares which may be allotted and issued to Mr. Lo upon full exercise of the Share Options granted to him.
5. 夏女士為郭先生的配偶。因此，根據證券及期貨條例，夏女士被視為或當作於郭先生擁有權益的所有股份及相關股份中擁有權益。
  6. 該4,000,000股股份及相關股份指：
    - (a) 曾先生擁有的2,000,000股股份；及
    - (b) 於悉數行使根據本公司於2012年6月22日採納的購股權計劃（「**購股權計劃**」，根據購股權計劃授出的各份購股權乃指「**購股權**」）向曾先生授出的購股權後可能向其配發及發行的2,000,000股相關股份。
  7. 該800,000股相關股份指於悉數行使向范女士授出的購股權後可能向其配發及發行的800,000股股份。
  8. 該800,000股相關股份指於悉數行使向方先生授出的購股權後可能向其配發及發行的800,000股股份。
  9. 該800,000股相關股份指於悉數行使向盧先生授出的購股權後可能向其配發及發行的800,000股股份。



(b) So far as is known to the Directors, as at 31 December 2018, the following persons (not being a Director or chief executive of the Company as disclosed in paragraph (a) above) had interests or short positions in Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

**The Company**

Name

Capacity/Nature of interest

名稱

身份／權益性質

Sheentai BVI

Beneficial owner  
實益擁有人

Save as disclosed above, as at 31 December 2018, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

**Directors' Right to Acquire Shares or Debentures**

Apart from as disclosed under the paragraph headed "Directors' interests and short positions in shares, underlying shares and debentures" above, at no time during the Year was the Company, its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors or the chief executive of the Company or their associates to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

(b) 據董事所知，於2018年12月31日，以下人士（上文(a)段所披露之本公司董事或最高行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司及聯交所披露的權益或淡倉，或直接或間接擁有附有權利可於任何情況下在本集團任何其他成員公司的股東大會上投票的任何類別股本面值10%或以上的權益：

**本公司**

Number of  
Shares held/  
interested  
所持／擁有  
權益股份數目

Approximate  
Percentage of  
shareholding

1,206,086,000

49.12%

除上文所披露者外，於2018年12月31日，概無任何人士（本公司董事或最高行政人員除外）知會本公司其於股份或相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部之條文向本公司披露，或記入本公司根據證券及期貨條例第336條規定存置之登記冊的權益或淡倉。

**董事收購股份或債券的權利**

除上文「董事於股份、相關股份及債券的權益或淡倉」一段所披露者外，於本年度任何時候，本公司、其控股公司、附屬公司或同系附屬公司並無訂立任何安排，使本公司董事或最高行政人員或其聯繫人可透過收購本公司或任何其他法人團體的股份或債券而獲益。



## Share Option Schemes

The Company adopted a share option scheme (the “Share Option Scheme”) on 22 June 2012. A summary of the principal terms and conditions of the Share Option Scheme is set out as follows.

### 1. Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group.

### 2. Participants

The Board may, at its absolute discretion and on such terms as it may think fit, grant any employee (full-time or part-time), director, consultant or adviser of the Group, or any substantial shareholder of the Group, or any distributor, contractor, supplier, agent, customer, business partner or service provider of the Group, options to subscribe for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme.

The basis of eligibility of any participant to the grant of any option shall be determined by the Board (or as the case may be, the independent non-executive Directors) from time to time on the basis of his contribution or potential contribution to the development and growth of the Group.

## 購股權計劃

本公司於2012年6月22日採納一項購股權計劃(「購股權計劃」)。購股權計劃主要條款及條件的概要載列如下：

### 1. 購股權計劃的目的

股權計劃旨在吸納及挽留優才，並向本集團僱員(全職及兼職)、董事、諮詢人士、顧問、分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商提供額外獎勵以及推動本集團業務創出佳績。

### 2. 參與者

董事會可全權酌情及按其可能認為合適的有關條款向本集團任何僱員(全職或兼職)、董事、諮詢人士或顧問或本集團任何主要股東或本集團任何分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商授出購股權以認購相關數目股份(可根據購股權計劃條款釐定)。

任何參與者可獲授任何購股權的基本資格乃根據董事會(或視情況而定，獨立非執行董事)不時根據其對本集團的發展或業務的貢獻或潛在貢獻而決定。



### **3. Total number of Shares available for issue under the Share Option Scheme**

The maximum number of shares in respect of which options may be granted under the Share Option Scheme and any other scheme of the Company shall not in aggregate exceed 10% of all the shares in issue as at the date of listing of the shares of the Company (or such numbers of shares as shall result from a sub-division or a consolidation of the shares of the Company from time to time), i.e. 40,000,000 shares representing 10% of the issued shares of the Company as at the date of listing. On 25 September 2015, each of the existing issued and unissued shares of the Company of HK\$0.01 each in the share capital of the Company was sub-divided into four sub-divided shares of HK\$0.0025 each (the "Shares Subdivision"). As such, the maximum number of shares in respect of which options may be granted under the Share Option Scheme and any other scheme of the Company is adjusted from 40,000,000 to 160,000,000.

On 29 January 2015, a total of 14,600,000 share options to subscribe for a total of 14,600,000 ordinary shares of HK\$0.01 each of the Company (which were adjusted to 58,400,000 shares of HK\$0.0025 each after the Shares Subdivision) were granted to certain Directors and employees of the Company under the Share Option Scheme.

Therefore, as at the date of this annual report, the total number of shares available for issue under the Share Option Scheme and any other scheme of the Company was 53,650,000 representing approximately 2.19% of the issued share capital of the Company as at the date of this annual report.

### **4. Maximum entitlement of each participant**

The total number of shares issued and to be issued upon exercise of options granted to any participant (including both exercised and outstanding options) under the Share Option Scheme or any other share option schemes of the Company in any 12-month period up to the date of grant shall not exceed 1% of the shares of the Company in issue.

### **3. 根據購股權計劃可發行股份總數**

根據購股權計劃及本公司任何其他計劃可能授出購股權有關股份最高數目將合計不超過於本公司股份上市日期已發行所有股份的10% (或本公司股份不時拆細或合併將產生的有關股份數目), 即40,000,000股股份, 佔上市日期本公司已發行股份的10%。於2015年9月25日, 本公司股本中每股面值0.01港元的每股本公司現有已發行及未發行股份乃分拆為四股每股面值0.0025港元的拆細股份(「股份拆細」)。因此, 根據購股權計劃及本公司任何其他計劃可能授出購股權有關股份最高數目由40,000,000股調整為160,000,000股。

於2015年1月29日, 根據購股權計劃, 已向本公司若干董事及僱員授出總計14,600,000份購股權, 以認購總計14,600,000股本公司每股面值0.01港元的普通股(其於股份拆細後已調整至58,400,000股每股面值0.0025港元的股份)。

因此, 於本年報日期, 根據購股權計劃及本公司任何其他計劃可供發行股份總數為53,650,000股, 佔本年報日期本公司已發行股本的約2.19%。

### **4. 各參與者的最高配額**

於任何12個月期間截至授出日期根據購股權計劃或本公司任何其他購股權計劃於行使向任何參與者授出購股權時已發行及將發行股份總數(包括已行使及尚未行使購股權)將不超過本公司已發行股份的1%。



**5. Time of exercise of options**

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

**6. Minimum period for which an option must be held before it can be exercised**

Save as determined by the Board and provided in the offer of the grant of the relevant options, there is no performance target which must be achieved before any of the options can be exercised.

**7. Time of acceptance and the amount payable on acceptance of the option**

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1.

**8. Basis of determining the exercise price**

The exercise price of a share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the higher of: (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a share of the Company on the date of grant of the option.

**9. Life of the Share Option Scheme**

The Share Option Scheme will remain in force for a period of ten years commencing on the date on 22 June 2012 (the date on which the Share Option Scheme was conditionally adopted by the Company) and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof unless terminated earlier by the shareholders of the Company in general meeting.

**5. 行使購股權的時間**

根據購股權計劃的條款可能行使購股權期間任何時間按董事會可能釐定將不超過自授出日期起十年(受有關提前終止條文規限)。

**6. 行使購股權前須持有購股權之最低期限**

除董事會另有釐定及有關購股權的授出要約指明者外，任何購股權可獲行使前毋須達成任何表現目標。

**7. 接納時間及接納購股權時應付金額**

授出購股權要約須於作出有關要約(不包括當日)七日內接納。於授出購股權要約接納時本公司購股權承授人應付金額為1港元。

**8. 釐定行使價的基準**

就根據購股權計劃授出的任何特定購股權的股份行使價，將完全由董事會釐定並通知參與者，但不得低於下列較高者：(i)本公司股份於購股權授出日期(須為營業日)在聯交所每日報價表所報的收市價；(ii)本公司股份於緊接購股權授出日期前五個營業日在聯交所每日報價表所報的平均收市價；及(iii)本公司股份於購股權授出日期的面值。

**9. 購股權計劃的有效期**

購股權計劃將自2012年6月22日(本公司有條件採納購股權計劃日期)起十年期間仍具效力，除非在股東大會上遭本公司股東提早終止，否則於緊接計劃滿十週年前一個營業日的營業時間結束時屆滿。



On 29 January 2015, a total of 14,600,000 share options to subscribe for a total of 14,600,000 ordinary shares of HK\$0.01 each of the Company were granted to certain Directors and employees of the Company under the Share Option Scheme. Among the share options granted above, 2,100,000 share options were granted to the Directors to subscribe for a total of 2,100,000 shares of the Company. For details, please refer to the Company's announcement dated 29 January 2015.

Please refer to the announcement of the Company dated 24 September 2015 in relation to the adjustment to the options granted under the Share Option Scheme upon the share subdivision of the Company becoming effective on 25 September 2015.

Set out below are details of the outstanding options granted under the Share Option Scheme as at the date of this report:

於2015年1月29日，可認購合共14,600,000股本公司每股面值0.01港元的普通股的14,600,000份購股權，已根據本公司的購股權計劃授予若干本公司董事及僱員。於所授出購股權中，2,100,000份購股權乃授予董事，以認購合共2,100,000股本公司股份。詳情請參閱本公司日期為2015年1月29日的公告。

請參閱本公司日期為2015年9月24日的公告，內容有關本公司股份拆細於2015年9月25日生效前之購股權調整。

於本報告日期，根據購股權計劃授出的未行使購股權詳情載列如下：

Name of grantee	Number of options granted on 29 January 2015	Outstanding as at 1 January 2018	During the reporting period			Outstanding as at 31 December 2018	
			Exercised	Cancelled	Lapsed		
承授人姓名	於2015年1月29日獲授購股權數目	於2018年1月1日尚未行使	已行使	已註銷	已失效	於2018年12月31日尚未行使	
<b>Director</b>							
Mr. Guo Cheng (note)	郭誠先生(附註)	1,600,000	1,600,000	-	-	-	1,600,000
Mr. Zeng Xiangyang	曾向陽先生	2,000,000	2,000,000	-	-	-	2,000,000
Mr. Fong Wo, Felix	方和先生	800,000	800,000	-	-	-	800,000
Ms. Fan Qing	范晴女士	800,000	800,000	-	-	-	800,000
Mr. Lo Wa Kei, Roy	盧華基先生	800,000	800,000	-	-	-	800,000
<b>Employees and advisers</b>	<b>僱員及顧問</b>	52,400,000	47,650,000	-	-	-	47,650,000
Total	合計	58,400,000	53,650,000	-	-	-	53,650,000

Note: Mr. Guo Cheng retired as a Director on 25 May 2018.

附註：郭誠先生已於2018年5月25日退任董事。





## Employees and Remuneration Policy

As at 31 December 2018, the Group employed approximately 317 full-time staff members. The Directors and senior management receive compensation in the form of fees, salaries, allowances, benefits in kind and/or discretionary bonuses relating to our performance. The Group also established the Share Option Scheme to incentivize the senior management and employees, further details of which are set out in the paragraph headed "Share Option Schemes" in this report. When reviewing and determining the specific remuneration packages for the executive Directors and senior management, the Company takes into consideration factors such as their individual performance, qualification, experience and seniority, salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment elsewhere in the Group and desirability of performance-based remuneration. The Group determines the staff's remuneration based on factors such as qualifications and work experience.

## Corporate Governance

The Company is committed to maintaining the highest standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report of this annual report.

## Charitable Donations

During the Year, the Group did not make any charitable donation.

## Permitted Indemnity Provisions

Pursuant to Article 191 of the Article of Association, every Director is entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

## Public Float

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

## 僱員及薪酬政策

於2018年12月31日，本集團聘用約317名全職員工。董事及高級管理層以袍金、薪金、津貼、實物福利及／或與本集團表現有關的酌情花紅形式收取報酬。本集團亦設立購股權計劃，以激勵高級管理層及僱員，進一步詳情載於本報告「購股權計劃」一段。於檢討及釐定執行董事及高級管理層的具體薪酬組合時，本公司會考慮多種因素，如彼等的個人表現、資格、經驗及資歷、可比公司所支付的薪金、時間貢獻及董事職責、於本集團各處的任職情況以及績效掛鉤薪酬的可取性。本集團根據資格及工作經驗等因素釐定員工的薪酬。

## 企業管治

本公司致力維持企業管治常規的高水平。有關本公司所採納的企業管治常規資料載於本年報企業管治報告。

## 慈善捐贈

年內，本集團並無作出任何慈善捐贈。

## 獲准許彌償條文

根據章程細則第191條，每名董事就其執行職務或與此有關所蒙受或招致之一切損失或責任，均有權從本公司資產中獲得彌償。

## 公眾持股量

根據本公司所得公眾資料及就董事所知，於本年報日期，本公司於本年度直至本年報日期已遵照上市規則維持足夠公眾持股量。



## Auditor

RSM Hong Kong ("RSM") had acted as the auditors of the Company for the Year. The Company changed its external auditors on 12 October 2017 from KPMG to RSM. On 22 November 2018, RSM changed its Chinese practice name from "中瑞岳華(香港)會計師事務所" to "羅申美會計師事務所".

RSM will retire and being eligible, offer themselves for reappointment at the forthcoming annual general meeting. A resolution for the reappointment of RSM as auditor of the Company will be proposed at the forthcoming annual general meeting.

By Order of the Board of

**Guo Yumin**  
*Chairman*

Hong Kong, 29 March 2019

## 核數師

於本年度羅申美會計師事務所(「羅申美」)擔任本公司核數師。本公司於2017年10月12日將其外部核數師由畢馬威變更為羅申美。於2018年11月22日，羅申美將其中文執行名稱由「中瑞岳華(香港)會計師事務所」變更為「羅申美會計師事務所」。

羅申美華將於應屆股東週年大會上退任，惟符合資格並願意應選連任。再次委任羅申美為本公司核數師的決議案將於應屆股東週年大會提呈。

承董事會命

*主席*  
**郭玉民**

香港，2019年3月29日



# Independent Auditor's Report 獨立核數師報告

## RSM

### RSM Hong Kong

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F +852 2598 7230

[www.rsmhk.com](http://www.rsmhk.com)

### 羅申美會計師事務所

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利園二期二十九字樓

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傳真 +852 2598 7230

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**TO THE SHAREHOLDERS OF  
SHEEN TAI HOLDINGS GROUP COMPANY LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*

## OPINION

We have audited the consolidated financial statements of Sheen Tai Holdings Group Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 78 to 203, 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 profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

**獨立核數師報告**  
**致順泰控股集團有限公司股東**  
*(於開曼群島註冊成立的有限公司)*

## 意見

我們已審核載於第 78 頁至 203 頁順泰控股集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於 2018 年 12 月 31 日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策。

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於 2018 年 12 月 31 日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。



## Independent Auditor's Report 獨立核數師報告

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) 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. The key audit matter we identified is the estimation of the recoverable amount of certain cloud platforms classified as property, plant and equipment.

### 意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於貴集團，並且根據守則我們已履行我們的其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。我們識別的關鍵審計事項為對分類為物業、廠房及設備的若干雲平台的可收回金額的估計。



KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

<p><b>Key Audit Matter</b> 關鍵審計事項</p>	<p><b>How our audit addressed the Key Audit Matter</b> 我們於審計過程中如何處理關鍵審計事項</p>
<p><i>Estimation of the recoverable amount of certain cloud platforms classified as property, plant and equipment</i></p> <p>Refer to notes 5(d) to the consolidated financial statements.</p> <p>The Group owns certain cloud platforms (the "Cloud Platforms") situated in the People's Republic of China and engaged a third party operator (the "Operator") to operate and maintain the Cloud Platforms since the commencement of the business in 2016 for a period of ten years. Management reviewed the performance of the Operator in 2017 and considered it to be unsatisfactory. On 26 September 2018, the Company entered into a termination agreement with the Operator to terminate its operation and maintenance services to the Cloud Platforms (the "Termination"). The operation of the Cloud Platforms was temporarily ceased since the Termination and the Cloud Platforms become temporarily idle accordingly.</p> <p>Management has performed assessment on the recoverable amount of the Cloud Platforms. The recoverable amount of the Cloud Platforms was determined on the basis of value in use models that required significant management judgement in making assumptions about future revenue, profit margins and growth rates and in selecting an appropriate market discount rate.</p> <p>An impairment loss of approximately HK\$19,419,000 was recorded for the Cloud Platforms during the year.</p> <p>分類為物業、廠房及設備之若干雲平台可收回金額的估計 請參閱綜合財務報表附註5(d)。</p> <p>本集團擁有若干位於中華人民共和國境內的雲平台(「雲平台」)，並委聘第三方營運商(「營運商」)營運及維護雲平台，自業務於2016年開始起計為期十年。管理層檢討營運商2017年的表現，認為並不滿意。於2018年9月26日本公司與營運商訂立終止協議，終止其為雲平台提供營運及維護服務(「終止協議」)。雲平台的運作自簽訂終止協議後暫時停運，因此雲平台暫時閒置。</p> <p>管理層已評估雲平台的可收回金額。雲平台的可收回金額乃根據使用價值模型釐定，該模型需要作出重大管理層判斷，以對未來收益、利潤率及增長率以及選擇適當的市場折現率作出假設。</p> <p>於本年度，雲平台錄得減值虧損約19,419,000港元。</p>	<p><i>Our procedures in relation to management's impairment assessment included:</i></p> <ul style="list-style-type: none"> <li>• Evaluating the independent external valuer's competence, capabilities and objectivity;</li> <li>• Assessing the integrity of the valuation models;</li> <li>• Challenging the reasonableness of management's key assumptions based on our knowledge of the business and the industry;</li> <li>• Reconciling input data to supporting evidence, such as approved budgets and considering the historical accuracy of those budgets;</li> <li>• Assessing the appropriateness of the discount rates used with assistance of our internal valuation specialists; and</li> <li>• Assessing the adequacy of the disclosures in the consolidated financial statements.</li> </ul> <p>就管理層的減值評估我們的程序包括：</p> <ul style="list-style-type: none"> <li>• 評估獨立外部估值師的能力資質、能力及客觀性；</li> <li>• 評估估值模型的完整性；</li> <li>• 根據我們對業務和行業之了解，挑戰管理層主要假設的合理性；</li> <li>• 將輸入數據與支持證據進行核對，例如核定預算並考慮該等預算的歷史準確性；</li> <li>• 在內部評估專家的協助下評估折現率的適當性；及</li> <li>• 評估綜合財務報表披露的充分性。</li> </ul>



## OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

## 其他資料

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

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

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

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

## 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審計委員會協助董事履行監督貴集團的財務報告過程的責任。



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

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

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

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

## 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向股東報告我們的意見，除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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





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

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

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

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

## 核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審計委員會就(其中包括)計劃的審計範圍、時間安排及重大審計發現進行溝通，包括我們在審計中識別出內部控制的任何重大缺陷。

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



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

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

The engagement partner on the audit resulting in this independent auditor's report is Ng Wai Kwun.

## 核數師就審計綜合財務報表承擔的責任 (續)

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

出具本獨立核數師報告的審計項目合夥人是吳慧筠。

**RSM Hong Kong**  
*Certified Public Accountants*  
Hong Kong

29 March 2019

羅申美會計師事務所  
執業會計師  
香港

2019年3月29日



# Consolidated Statement of Profit or Loss

## 綜合損益表

For the year ended 31 December 2018  
截至2018年12月31日止年度

		Note 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Revenue</b>	<b>收入</b>	8	<b>453,827</b>	1,250,706
Cost of sales	銷售成本		<b>(338,423)</b>	(1,094,571)
<b>Gross profit</b>	<b>毛利</b>		<b>115,404</b>	156,135
Other income	其他收入	9	<b>12,687</b>	16,485
Other gains and losses	其他收益及虧損	10	<b>(9,368)</b>	(7,445)
Distribution costs	分銷成本		<b>(18,260)</b>	(21,000)
Impairment losses on trade and other receivables	貿易應收款項及其他應收款項的減值虧損		<b>(1,662)</b>	(1,943)
Administrative expenses	行政開支		<b>(87,228)</b>	(94,102)
Other operating expenses	其他經營開支		<b>(2,880)</b>	(4,230)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>8,693</b>	43,900
Finance costs	融資成本	11	<b>(8,156)</b>	(8,513)
Impairment of goodwill	商譽減值	20	–	(49,645)
Impairment of property, plant and equipment	物業、廠房及設備減值	18	<b>(19,419)</b>	(5,099)
Impairment of intangible assets	無形資產減值	21	–	(162,807)
<b>Loss before tax</b>	<b>稅前虧損</b>		<b>(18,882)</b>	(182,164)
Income tax (expense)/credit	所得稅(支出)/抵免	12	<b>(7,734)</b>	16,078
<b>Loss for the year</b>	<b>年內虧損</b>	13	<b>(26,616)</b>	(166,086)
<b>Attributable to:</b>	<b>以下人士應佔：</b>			
Equity shareholders of the Company	本公司權益股東		<b>(26,498)</b>	(165,219)
Non-controlling interests	非控股權益		<b>(118)</b>	(867)
			<b>(26,616)</b>	(166,086)
<b>Loss per share</b>	<b>每股虧損</b>			
Basic (HK\$ per share)	基本(每股港元)	17	<b>(0.011)</b>	(0.069)
Diluted (HK\$ per share)	攤薄(每股港元)	17	<b>(0.011)</b>	(0.073)



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2018  
截至2018年12月31日止年度

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Loss for the year</b>	<b>年內虧損</b>	<b>(26,616)</b>	(166,086)
<b>Other comprehensive loss:</b>	<b>其他全面虧損：</b>		
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益的項目：</i>		
Exchange differences on translating foreign operations	換算境外經營所產生的匯兌差額	<b>(41,658)</b>	59,645
Exchange differences reclassified to profit or loss on disposal of subsidiaries	分類為出售附屬公司損益的匯兌差額	<b>(2)</b>	–
<b>Other comprehensive loss for the year, net of tax</b>	<b>年內其他全面虧損，扣除稅項</b>	<b>(41,660)</b>	59,645
<b>Total comprehensive loss for the year</b>	<b>年內全面虧損總額</b>	<b>(68,276)</b>	(106,441)
<b>Attributable to:</b>	<b>以下人士應佔：</b>		
Equity shareholders of the Company	本公司權益股東	<b>(68,158)</b>	(105,586)
Non-controlling interests	非控股權益	<b>(118)</b>	(855)
<b>Total comprehensive loss for the year</b>	<b>年內全面虧損總額</b>	<b>(68,276)</b>	(106,441)



# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2018  
於2018年12月31日

		Note 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	18	<b>458,835</b>	476,596
Interests in leasehold land held for own use under operating lease	根據經營租賃持作自用 的租賃土地的權益	19	<b>26,288</b>	19,845
Goodwill	商譽	20	<b>2,830</b>	2,830
Intangible assets	無形資產	21	<b>1,556</b>	2,086
Other non-current assets	其他非流動資產		<b>1,380</b>	3,470
Contract assets	合約資產	25	<b>39,478</b>	–
Deferred tax assets	遞延稅項資產	33	<b>4,691</b>	6,356
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>535,058</b>	511,183
<b>Current assets</b>	<b>流動資產</b>			
Financial assets at fair value through profit or loss (“FVTPL”)	以公允價值計量且其變動 計入當期損益的金融資產 (「以公允價值計量且其 變動計入當期損益」)	26	<b>15,199</b>	26,559
Inventories	存貨	23	<b>100,788</b>	142,144
Trade and other receivables	貿易應收款項及其他應收款項	24	<b>274,618</b>	315,738
Current tax assets	即期稅項資產		<b>1,875</b>	2,855
Restricted cash	受限制現金	27	<b>8,881</b>	–
Bank and cash balances	銀行及現金結餘	27	<b>185,386</b>	274,303
<b>Total current assets</b>	<b>流動資產總額</b>		<b>586,747</b>	761,599
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易應付款項及其他應付款項	34	<b>116,795</b>	210,308
Contract liabilities	合約負債	35	<b>2,185</b>	–
Bank borrowings	銀行貸款	31	<b>159,625</b>	153,452
Current tax liabilities	當期稅項負債		<b>6,049</b>	6,198
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>284,654</b>	369,958
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>302,093</b>	391,641
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>837,151</b>	902,824



## Consolidated Statement of Financial Position 綜合財務狀況表

At 31 December 2018  
於 2018 年 12 月 31 日

		Note 附註	2018 2018 年 HK\$'000 千港元	2017 2017 年 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Convertible bonds	可換股債券	32	–	94
Deferred tax liabilities	遞延稅項負債	33	<b>5,844</b>	4,958
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>5,844</b>	5,052
<b>NET ASSETS</b>	<b>淨資產</b>		<b>831,307</b>	897,772
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	28	<b>6,138</b>	6,138
Reserves	儲備	30	<b>825,169</b>	892,186
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔總權益		<b>831,307</b>	898,324
Non-controlling interests	非控股權益		–	(552)
<b>Total equity</b>	<b>權益總額</b>		<b>831,307</b>	897,772

Approved by the Board of Directors on 29 March 2019 and are signed on its behalf by:

由董事會於 2019 年 3 月 29 日批准並由下列人士代表董事會簽署：

**Guo Yumin**  
郭玉民

**Zeng Xiangyang**  
曾向陽



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2018

截至2018年12月31日止年度

		Attributable to shareholders of the Company 本公司股東應佔							Non-controlling interests		Total equity
Note 附註		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Statutory reserve 法定儲備 HK\$'000 千港元	Share-based payments reserve 以股份為基礎的支付儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元		Total equity 總權益 HK\$'000 千港元
	At 1 January 2017	5,460	414,185	68,665	29,278	12,986	(67,918)	370,902	833,558	375	833,933
	於2017年1月1日										
	Total comprehensive income for the year	-	-	-	-	-	59,633	(165,219)	(105,586)	(855)	(106,441)
	年內全面收益總額										
14	Share-based payments	-	-	-	-	4,295	-	-	4,295	-	4,295
	以股份為基礎的支付										
	Conversion of convertible bond	656	188,272	-	-	-	-	-	188,928	-	188,928
	可換股債券轉換										
	Shares issued under share option scheme	22	3,045	-	-	(1,729)	-	-	1,338	-	1,338
	根據購股權計劃發行的股份										
	Appropriation to statutory reserve	-	-	-	10,062	-	-	(10,062)	-	-	-
	分配至法定儲備										
16	Dividend paid	-	-	-	-	-	-	(24,552)	(24,552)	-	(24,552)
	已付股息										
	Acquisition of partial shares of subsidiaries from non-controlling interests	-	-	-	-	-	-	356	356	(356)	-
	由非控股權益收購部分附屬公司股份										
	Disposal of subsidiaries	-	-	-	-	-	(13)	-	(13)	284	271
	出售附屬公司										
	Changes in equity for the year	678	191,317	-	10,062	2,566	59,620	(199,477)	64,766	(927)	63,839
	年內權益變動										
	At 31 December 2017	6,138	605,502	68,665	39,340	15,552	(8,298)	171,425	898,324	(552)	897,772
	於2017年12月31日										
	At 1 January 2018	6,138	605,502	68,665	39,340	15,552	(8,298)	171,425	898,324	(552)	897,772
	於2018年1月1日										
	Total comprehensive income for the year	-	-	-	-	-	(41,660)	(26,498)	(68,158)	(118)	(68,276)
	年內全面收益總額										
14	Share-based payments	-	-	-	-	1,811	-	-	1,811	-	1,811
	以股份為基礎的支付										
	Appropriation to statutory reserve	-	-	-	2,754	-	-	(2,754)	-	-	-
	分配至法定儲備										
	Acquisition of partial shares of subsidiaries from non-controlling interests	-	-	-	-	-	-	(670)	(670)	670	-
	由非控股權益收購部分附屬公司股份										
	Changes in equity for the year	-	-	-	2,754	1,811	(41,660)	(29,922)	(67,017)	552	(66,465)
	年內權益變動										
	At 31 December 2018	6,138	605,502	68,665	42,094	17,363	(49,958)	141,503	831,307	-	831,307
	於2018年12月31日										





# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2018  
截至2018年12月31日止年度

	Note 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金流量</b>		
Loss before tax	稅前虧損	<b>(18,882)</b>	(182,164)
Adjustments for:	調整項目：		
Impairment of goodwill	商譽減值	–	49,645
Impairment of intangible assets	無形資產減值	–	162,807
Impairment of property, plant and equipment	物業、廠房及設備減值	<b>19,419</b>	5,099
Write off of property, plant and equipment	物業、廠房及設備撇銷	<b>28</b>	1,581
Allowance for inventories	存貨撥備	<b>212</b>	432
Allowance for trade and other receivables	貿易應收款項及 其他應收款項撥備	<b>2,066</b>	1,943
Reversal of allowance for trade and other receivable	貿易應收款項及 其他應收款項撥備撥回	<b>(404)</b>	–
Loss/(gain) on disposal of subsidiaries	出售附屬公司的虧損/(收益) 37(a)	<b>1,629</b>	(363)
Amortisation of intangible assets	無形資產攤銷	<b>462</b>	20,774
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備折舊及攤銷	<b>44,010</b>	41,617
Finance costs	融資成本	<b>8,156</b>	8,513
Dividend income from equity securities	股本證券的股息收入	<b>(129)</b>	(396)
Interest income	利息收入	<b>(940)</b>	(917)
Fair value gain on convertible bonds	可換股債券的公允價值收益	<b>(94)</b>	(13,154)
Net realised and unrealised gain on investment in wealth management products	理財產品投資的已變現 及未變現收益淨額	<b>(592)</b>	(774)
Net realised and unrealised loss on investment in equity securities	股本證券投資的已變現 及未變現淨虧損	<b>4,167</b>	21,089
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備的 (收益)/虧損	<b>(107)</b>	27
Equity settled share-based payments	以權益結算以股份為基礎的支付	<b>1,811</b>	4,295
Operating profit before working capital changes	營運資金變動前的經營溢利	<b>60,812</b>	120,054
Decrease in inventories	存貨減少	<b>41,144</b>	539,629
Decrease/(increase) in trade and other receivables	貿易應收款項及其他應收款項 減少/(增加)	<b>31,578</b>	(19,577)
Increase in contract assets	合約資產增加	<b>(39,478)</b>	–
Decrease/(increase) in other non-current assets	其他非流動資產減少/(增加)	<b>2,090</b>	(1,304)
Decrease in equity securities	股本證券減少	–	15,384
Decrease in wealth management products	理財產品減少	<b>7,712</b>	162,390
Decrease in trade and other payables	貿易應付款項 及其他應付款項減少	<b>(86,248)</b>	(677,040)
Increase in contract liabilities	合約負債增加	<b>2,185</b>	–
Cash generated from operations	經營活動所得現金	<b>19,795</b>	139,536
Dividend income from equity securities received	已收股本證券的股息收入	<b>129</b>	396
Income taxes paid	已付所得稅	<b>(5,990)</b>	(16,186)
Income tax refunded	已退所得稅	<b>1,823</b>	–
Net cash generated from operating activities	經營活動所得現金淨額	<b>15,757</b>	123,746



## Consolidated Statement of Cash Flows

### 綜合現金流量表

For the year ended 31 December 2018

截至2018年12月31日止年度

	Note 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動所用現金流量</b>		
Purchases of leasehold land held for own use under operating lease	購買根據經營租賃持作自用的租賃土地	(6,464)	–
Purchases of property, plant and equipment and intangible assets	購買物業、廠房及設備、無形資產	(69,171)	(25,831)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項	213	890
Payment for the acquisition of subsidiary in prior year	於過往年度收購附屬公司的付款	–	1,733
Net cash-outflow for disposal of subsidiaries	出售附屬公司的現金流出淨額	(2,704)	(559)
Increase in restricted cash	受限制現金增加	(8,881)	–
Interest received	已收利息	940	917
Net cash used in investing activities	投資活動所用現金淨額	(86,067)	(22,850)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金流量</b>		
Net proceeds from exercise of share options	行使認股權的所得款項淨額	–	1,335
Bank borrowings raised	籌借銀行貸款	165,145	166,459
Repayment of bank borrowings	償還銀行貸款	(152,222)	(164,116)
Release of restricted cash for borrowings	撥回受借款限制現金	–	1
Interest paid	已付利息	(8,156)	(8,513)
Dividend paid to shareholders of the Company	已付本公司股東股息	–	(24,552)
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額	4,767	(29,386)
<b>NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目(減少)/增加淨額</b>	<b>(65,543)</b>	71,510
Effect of foreign exchange rate changes	匯率變動影響	(23,374)	31,790
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>於1月1日的現金及現金等值項目</b>	<b>274,303</b>	171,003
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>於12月31日的現金及現金等值項目</b>	<b>185,386</b>	274,303
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目分析</b>		
Bank and cash balances	銀行及現金結餘	185,386	274,303



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018  
截至2018年12月31日止年度

### 1. GENERAL INFORMATION

Sheen Tai Holdings Group Company Limited (the “Company”) was incorporated in the Cayman Islands on 24 February 2012 and registered as an exempted company with limited liability under Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company and its subsidiaries hereinafter are collectively referred to as the “Group”. The address of its registered office is Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of its principal place of business is Unit 1903, 19/F, Jubilee Centre, 18 Fenwick Street, Wan Chai, Hong Kong. The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 13 July 2012.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 22 to the consolidated financial statements.

In the opinion of the directors of the Company, Sheen Tai Group Holding Limited, a company incorporated in the British Virgin Islands (the “BVI”), is the immediate and ultimate parent and Mr Guo Yumin, a director of the Company, is the ultimate controlling party of the Company.

### 2. BASIS OF PREPARATION

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

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

### 1. 一般資料

順泰控股集團有限公司(「本公司」)於2012年2月24日根據開曼群島法例第22章公司法(1961年第3號法例，經綜合及修訂)在開曼群島註冊成立為一家獲豁免有限公司。本公司及其附屬公司統稱為「本集團」。本公司的註冊辦事處地址為Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司主要營業地點為香港灣仔分域街18號捷利中心19樓1903室。本公司股份自2012年7月13日起於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為一間投資控股公司。其附屬公司的主要業務載列於綜合財務報表附註22。

本公司董事認為，順泰集團控股有限公司(於英屬維爾京群島(「英屬維爾京群島」)註冊成立的公司)為直接及最終母公司，而本公司董事郭玉民先生則為本公司的最終控制方。

### 2. 編製基準

該等綜合財務報表已按照香港會計師公會(「香港會計師公會」)頒佈的所有適用香港財務報告準則(「香港財務報告準則」)而編製。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」); 香港會計準則(「香港會計準則」); 及詮釋。該等綜合財務報表亦遵守聯交所證券上市規則(「上市規則」)之適用披露條文及香港公司條例之披露規定(第622章)。本集團採納的重大會計政策披露如下。

香港會計師公會頒佈若干於本集團當前會計期間首次生效或可供提早採納之新訂及經修訂香港財務報告準則。首次應用該等變動所引致本集團當前及過往會計期間之任何會計政策變動已於該等綜合財務報表內反映，有關資料載列於附註3。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
截至2018年12月31日止年度

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

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

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

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

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

#### HKFRS 9 Financial Instruments

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

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

### 3. 採納新訂及經修訂香港財務報告準則

#### (a) 應用新訂及經修訂香港財務報告準則

香港會計師公會頒佈了數項新訂及經修訂的香港財務報告準則，有關準則首次自2018年1月1日開始或之後的年度期間生效。其中，以下變動與本集團之綜合財務報表相關：

- (i) 香港財務報告準則第9號 – 金融工具；及
- (ii) 香港財務報告準則第15號 — 來自客戶合約的收入

本集團並無應用本會計期間尚未生效的任何新訂準則或詮釋。

#### 香港財務報告準則第9號 — 金融工具

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

本集團已根據香港財務報告準則第9號所載過渡條文應用香港財務報告準則第9號，即對2018年1月1日（初步應用日期）未終止確認之工具追溯應用分類及計量規定，但並未對2018年1月1日已終止確認之工具應用有關規定。2017年12月31日賬面值與2018年1月1日賬面值之差異於期初保留溢利及權益之其他成分內確認，並未重列比較資料。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
截至2018年12月31日止年度

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

#### (a) Application of new and revised HKFRSs (continued)

##### HKFRS 9 Financial Instruments (continued)

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

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

##### (a) Classification

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

- those to be measured subsequently at FVTPL, and
- those to be measured at amortised cost.

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

For assets measured at fair value, gains and losses will be recorded in profit or loss.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第9號 — 金融工具(續)

因此，若干比較資料未必可作比較，因為比較資料乃按香港會計準則第39號金融工具：確認及計量編製。

採納香港財務報告準則第9號導致本集團會計政策出現下列變動。

##### (a) 分類

自2018年1月1日起，本集團將其金融資產分類為以下計量類別：

- 其後按公允價值計入損益計量，及
- 按攤銷成本計量。

該分類取決於本集團管理金融資產的業務模式及現金流量的合約條款。

就按公允價值計量的資產而言，收益及虧損將於損益內列賬。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
截至2018年12月31日止年度

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

#### (a) Application of new and revised HKFRSs (continued)

##### HKFRS 9 Financial Instruments (continued)

##### (b) Measurement

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

The Group subsequently measures all equity investments at fair value. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVTPL are recognised in other gains and losses in the statement of profit or loss as applicable.

##### (c) Impairment

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

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

The adoption of HKFRS 9 did not result in any significant impact on the amounts reported in the opening retained profits on 1 January 2018 and the financial information during the year ended 31 December 2018.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第9號 — 金融工具(續)

##### (b) 計量

於初步確認時，本集團按金融資產之公允價值加上(倘金融資產並非按公允價值計入損益計量)直接歸屬於金融資產收購之交易成本計量。按公允價值計入損益列賬之金融資產之交易成本於損益中支銷。

本集團其後按公允價值計量所有股本投資。當本集團收取付款的權利確立時，此類投資的股息繼續於損益中確認為其他收入。

按公允價值計入損益計量的金融資產之公允價值變動於損益表(如適用)其他收益及虧損中確認。

##### (c) 減值

自2018年1月1日起，本集團以前瞻基準評估與其按攤銷成本列賬之債務工具相關之預期信貸虧損。所採用的減值方法取決於信貸風險是否顯著增加。

就貿易應收款項而言，本集團採用香港財務報告準則第9號所允許的簡化方法，該方法規定預期使用年期虧損將自初步確認應收款項起確認。

採納香港財務報告準則第9號不會對於2018年1月1日之期初保留盈利以及截至2018年12月31日止年度的財務資料中所報告之金額產生任何重大影響。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
截至2018年12月31日止年度

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

#### (a) Application of new and revised HKFRSs (continued)

##### HKFRS 9 Financial Instruments (continued)

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

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第9號 — 金融工具(續)

下表及其附註說明本集團各類金融資產於2018年1月1日在香港會計準則第39號項下之原計量類別及在香港財務報告準則第9號項下之新計量類別。

Financial assets	金融資產	Note 附註	Classification	Classification	Carrying amount	Carrying amount
			under HKAS 39 在香港 會計準則 第39號項下 之分類	under HKFRS 9 在香港財務 報告準則 第9號項下 之分類	under HKAS 39 在香港 會計準則 第39號項下 之賬面值 HK\$'000 千港元	under HKFRS 9 在香港財務 報告準則 第9號項下 之賬面值 HK\$'000 千港元
Trade and other receivables	貿易應收款項及其他 應收款項	(a)	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	274,764	274,764
Bank and cash balances	銀行及現金結餘	(a)	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	274,303	274,303
Equity investments and wealth management products	股權投資及理財產品	(b)	FVTPL 以公允價值計量 且其變動計入 當期損益	FVTPL 以公允價值計量 且其變動計入 當期損益	26,559	26,559

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

所有金融負債之計量類別保持不變。初步應用並未影響所有金融負債於2018年1月1日之賬面值。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

#### (a) Application of new and revised HKFRSs (continued)

##### HKFRS 9 Financial Instruments (continued)

Notes:

- (a) Trade and other receivables and bank and cash balances that were classified as loans and receivables under HKAS 39 are now classified at amortised cost.
- (b) Equity securities - held for trading and wealth management products are required to be held as FVTPL as under HKFRS 9. There was no impact on the amounts recognised in relation to these assets from the adoption of HKFRS 9.

For assets in scope of the HKFRS 9 impairment model, impairment losses are generally expected to increase and become more volatile. The Group has determined that the additional impairment allowance under the application of HKFRS 9 impairment model requirements at 1 January 2018 is insignificant.

Impairment losses related to trade and other receivables are presented separately in the consolidated statement of profit or loss. As a result, the Group reclassified impairment losses amounting to HK\$1,943,000, recognised under HKAS 39, from "administrative expenses" to "impairment losses on trade and other receivables" in the consolidated statement of profit or loss for the year ended 31 December 2017.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第9號 — 金融工具(續)

附註：

- (a) 根據香港會計準則第39號分類為貸款及應收款項之貿易應收款項及其他應收款項與銀行及現金結餘現分類為按攤銷成本列賬。
- (b) 股本證券-持作買賣及理財產品根據香港財務報告準則第9號須按公允價值計入損益持有。採納香港財務報告準則第9號對該等資產確認之金額並無影響。

對於香港財務報告準則第9號減值模式範圍內的資產，一般預計其減值虧損會增加及更加波動。本集團已釐定於2018年1月1日應用香港財務報告準則第9號減值模式規定產生之額外減值撥備並不重大。

貿易應收款項及其他應收款項之減值虧損於綜合損益表內分開呈列。因此，本集團將根據香港會計準則第39號確認之1,943,000港元減值虧損由「行政費用」重新分類至截至2017年12月31日止年度綜合損益表內「貿易應收款項及其他應收款項減值虧損」項下。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

#### (a) Application of new and revised HKFRSs (continued)

##### HKFRS 15 Revenue from contracts with customers

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

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 January 2018.

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

The Group manufactures and sells a range of BOPP films and sub-processing cigarette films. Sales are recognised when control of the products has transferred, being when the products are delivered to and accepted by the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第15號 — 來自客戶合約的收入

香港財務報告準則第15號建立一個釐定是否確認、確認多少及何時確認收入的綜合框架。其取代了香港會計準則第18號收入、香港會計準則第11號建造合約及相關詮釋。

本集團已運用累積影響法採納香港財務報告準則第15號，於初次應用日2018年1月1日確認該準則的初始應用影響。於初步應用日期之任何差異乃於期初保留溢利(或權益之其他成分，如適用)內確認，比較資料並未重列。此外，根據香港財務報告準則第15號之過渡條文，本集團已選擇僅對2018年1月1日未完結之合約追溯應用該準則。

採納香港財務報告準則第15號導致本集團會計政策發生下列變動。

本集團產銷各種聚丙烯雙向拉伸薄膜及加工香煙薄膜。銷售乃於產品控制權轉移時確認，即產品交付並由客戶接收、客戶可全權酌情釐定銷售產品之渠道及價格，並且不存在可能影響客戶接收產品的未履行義務時。交付於產品運抵指定地點時發生。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

#### (a) Application of new and revised HKFRSs (continued)

##### HKFRS 15 Revenue from contracts with customers (continued)

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

The Group recognised revenue from the sale of electricity upon electricity is generated and transmitted. In addition, tariff adjustments are recognised as revenue based on management's assessment and judgement that all of the Group's operating power plants have qualified and met all the requirements and conditions as required based on the prevailing nationwide government policies on renewable energy for solar power plants.

Certain part of the tariff adjustments are subject to approval for registration in the Renewable Energy Tariff Subsidy Catalogue (the "Catalogue") by the People's Republic of China (the "PRC") government, the relevant revenue from these tariff adjustments are considered variable consideration, and is recognised only to the extent that it is highly probable that a significant reversal will not occur.

Moreover, since certain part of the tariff adjustments are yet to be approved for registration in the Catalogue by the PRC government, management considers that these electricity sales contracts contain a financing component.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第15號 — 來自客戶合約的收入(續)

應收款項於貨品交付時確認，原因是收取代價之權利於這時間點成為無條件，僅須待時間過去即可收取付款。

本集團於產生及傳輸電力時確認電力銷售收入。此外，電價調整根據管理層評估及判斷本集團所有營運發電站均具備資格，並符合政府現行全國性太陽能發電站可再生能源政策之所有要求及條件而確認為收入。

電價調整之若干部分須獲中華人民共和國(「中國」)政府批准列入可再生能源電價附加資金補助目錄(「目錄」)內，來自該等電價調整的相關收入被視為可變代價，僅於其被大幅撥回的可能性極低時方予以確認。

此外，由於電價調整之若干部分仍待中國政府批准列入目錄，管理層認為該等電力銷售合約包含融資成分。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

#### (a) Application of new and revised HKFRSs (continued)

##### HKFRS 15 Revenue from contracts with customers (continued)

###### *Variable consideration*

For contracts that contain variable consideration in relation to sale of electricity to the state grid companies which contain tariff adjustments related to solar power plants yet to be approved for registration in the Catalogue by the PRC government, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第15號 — 來自客戶合約的收入(續)

###### *可變代價*

若合約包含向國家電網公司銷售電力的可變代價，而當中包含有待中國政府批准列入目錄的太陽能發電站之電價調整，本集團將採用(a)預期價值法，或(b)最有可能金額估算其將收取代價的金額，視乎哪種方法可更準確預計本集團將收取代價的金額。

可變代價的估計金額將納入交易價，前提是此舉不太可能導致日後可變代價之不確定性解決時須大幅撥回收入。

於各報告期末，本集團會更新估計交易價(包括更新有關可變代價估計值是否受限制的評估)，以忠實反映報告期末的情況，以及報告期內的情況變化。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
截至2018年12月31日止年度

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

#### (a) Application of new and revised HKFRSs (continued)

##### HKFRS 15 Revenue from contracts with customers (continued)

##### Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

Management considered that the effect of the financing component is not significant for revenue recognised before 1 January 2018.

The following table summarises the estimated impact of adoption of HKFRS 15 on the Group's consolidated financial statements for the year ended 31 December 2018, by comparing the amounts reported under HKFRS 15 in these consolidated financial statements with estimates of the hypothetical amounts that would have been recognised under HKAS 18 if that superseded standard had continued to apply to 2018 instead of HKFRS 15. This table shows only those line items impacted by the adoption of HKFRS 15:

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第15號 — 來自客戶合約的收入(續)

##### 重大融資成分的存在

於釐定交易價時，倘協定(明確或隱含)付款時間為客戶或本集團向客戶轉移貨品或服務提供重大融資利益，本集團會就貨幣時間價值的影響調整承諾代價金額。在此等情況下，合約包含重大融資成分。不論融資承諾是在合約中明文規定或隱含於訂約方協定的付款條款，均可能存在重大融資成分。

管理層認為融資成分對2018年1月1日前確認的收入影響不大。

下表概列採納香港財務報告準則第15號對本集團截至2018年12月31日止年度綜合財務報表之估計影響，比較該等綜合財務報表中根據香港財務報告準則第15號列報之金額，與假設被取代之香港會計準則第18號(而非香港財務報告準則第15號)繼續適用於2018年，根據該準則確認的估計金額。下表僅列示採納香港財務報告準則第15號所影響之項目：

As at 31 December 2018 於2018年12月31日	Note 附註	Amounts reported in accordance with HKFRS 15 根據香港財務 報告準則第15號 列報之金額 HK\$'000 千港元	Hypothetical amounts under HKAS 18 根據香港會計 準則第18號 之假設金額 HK\$'000 千港元	Estimated impact of adoption of HKFRS15 採納香港財務 報告準則第15號 之估計影響 HK\$'000 千港元
Consolidated statement of financial position (extract)				
Contract assets	(a)	39,478	-	39,478
Trade receivables	(a)	229,652	269,130	(39,478)
Contract liabilities	(a)	2,185	-	2,185
Advances received	(a)	-	2,185	(2,185)



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

#### (a) Application of new and revised HKFRSs (continued)

##### HKFRS 15 Revenue from contracts with customers (continued)

Note:

- (a) Reclassifications were made as at 1 January 2018 to be consistent with the terminology under HKFRS 15:

As at 1 January 2018, tariff adjustments related to solar power plants yet to be approved for registration in the Catalogue were reclassified and presented as contract assets.

Contract liabilities recognised in relation to sales of goods and properties were previously presented as "Advances received".

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

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

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第15號 — 來自客戶合約的收入(續)

附註：

- (a) 重新分類乃於2018年1月1日作出，以符合香港財務報告準則第15號之詞彙定義：

於2018年1月1日，有待批准列入目錄之太陽能發電站的電價調整被重新分類及呈列為合約資產。

就銷售貨品及物業確認之合約負債於過往呈列為「已收墊款」。

#### (b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用已頒佈但尚未於2018年1月1日開始的財政年度生效的新訂及經修訂香港財務報告準則。可能與本集團有關的新訂及經修訂香港財務報告準則包括下列各項：

**Effective for  
accounting periods  
beginning on or after  
於下列日期或之後  
開始的會計期間生效**

HKFRS 16 Leases 香港財務報告準則第16號 – 租賃	1 January 2019 2019年1月1日
HK(IFRIC) 23 Uncertainty over Income Tax Treatments 香港國際財務報告準則解釋第23號 – 所得稅處理的不確定性	1 January 2019 2019年1月1日
Annual Improvements to HKFRSs 2015 – 2017 Cycle 香港財務報告準則2015-2017年週期的年度改進	1 January 2019 2019年1月1日





## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

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

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

#### HKFRS 16 Leases

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

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

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

本集團正在評估初始應用期間該等修訂和新準則的預期影響。目前為止，本集團已識別了香港財務報告準則第16號的若干方面可能對綜合財務報表造成重大影響。有關預期影響的進一步詳情於下文論述。儘管有關香港財務報告準則第16號之評估已大致完成，惟首次採納該等準則時產生的實際影響可能有所不同，原因為至今已完成之評估乃根據本集團目前可得的資料作出，而於本集團截至2019年6月30日止六個月的中期財務報告首次應用該等準則前可能會識別出其他影響。此外，於上述中期財務報告首次應用該等準則前，本集團亦可能變更其會計政策選擇(包括過渡性條文選擇)。

#### 香港財務報告準則第16號 – 租賃

香港財務報告準則第16號取代香港會計準則第17號「租賃」及其相關詮釋。該新準則為承租人引入單一會計處理模式。承租人無需區分經營和融資租賃，但需就全部租賃確認使用權資產及租賃負債(短期租約及低價值資產之租約可獲選擇性豁免)。香港財務報告準則第16號大致保留香港會計準則第17號有關出租人的會計處理規定。因此，出租人將繼續將租賃分類為經營租賃或融資租賃。

香港財務報告準則第16號於2019年1月1日或之後開始之年度期間生效。本集團擬應用簡化過渡法且不會就首次採納前之年度重列比較數字。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

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

##### HKFRS 16 Leases (continued)

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

As disclosed in note 39, the Group's future minimum lease payments under non-cancellable operating leases for its offices and leasehold land amounted to HK\$22,167,000 as at 31 December 2018. These leases are expected to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The amounts will be adjusted for the effects of discounting and the transition reliefs available to the Group.

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

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第16號 – 租賃(續)

根據初步評估，有關準則主要影響本集團經營租賃之會計方法。本集團之辦公室物業租賃及租賃土地現分類為經營租賃及租賃付款(已扣除從出租人收取所得之任何優惠)於租期內按直線法確認為開支。根據香港財務報告準則第16號，本集團可能需就該等租賃按未來最低租賃付款之現值確認及計量負債，並確認相應使用權資產。租賃負債之利息開支及使用權資產之折舊將於損益中確認。本集團的資產及負債將相應增加且開支確認之時間亦會受到影響。

如附註39所披露，於2018年12月31日，本集團辦公室及租賃土地於不可撤銷經營租賃項下之未來最低租賃付款為22,167,000港元。採用香港財務報告準則第16號後，該等租賃預期須確認為租賃負債，並附帶相應使用權資產。有關金額將就折讓影響及本集團可用之過渡安排作出調整。

除就租賃負債及使用權資產進行確認外，本集團預計於初始應用香港財務報告準則第16號所作的過渡調整並不重大。然而，上述會計政策的預期變動可能對本集團自2019年起的綜合財務報表產生重大影響。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

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

##### HK(IFRIC) 23 Uncertainty over Income Tax Treatments

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

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

### 4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. certain financial instruments that are measured at fair value).

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

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

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

##### 香港國際財務報告準則解釋第23號 – 所得稅處理的不確定性

香港會計準則第12號「所得稅」之詮釋載列於存在所得稅處理不確定性時應如何應用該準則。實體須釐定不確定之稅項處理應單獨還是整體評估(視乎能更佳預測不確定性之解決方案而定)。實體須評估稅務機構是否有可能接受不確定之稅項處理。倘接受的話,會計處理將與有關實體之所得稅申報符合一致;然而,倘不接受的話,實體須採用可能性最大之結果或預期價值法(視乎預期何種方法能更佳預測解決方案而定)將不確定性之影響入賬。

本集團需於完成更為詳細之評估後方能估計有關詮釋對綜合財務報表的影響。

### 4. 主要會計政策

該等綜合財務報表乃按照歷史成本法編製,下文會計政策另有所述者除外(如若干按公允價值計量的金融工具)。

編製符合香港財務報告準則之財務報表須採用若干主要會計估計,亦需管理層在應用本集團會計政策過程中作出判斷。涉及高度判斷或高度複雜性之範疇,或對該等綜合財務報表有重大影響之假設及估計之範疇於綜合財務報表附註5內披露。

編製該等綜合財務報表所應用之主要會計政策載列如下。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (a) Consolidation

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

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

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

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

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

### 4. 主要會計政策(續)

#### (a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至12月31日止的財務報表。附屬公司指本集團控制的實體。當本集團因參與實體業務而承擔可變動回報的風險或因此享有可變動回報，且有能透過向實體施加權力而影響該等回報時，則本集團控制該實體。當本集團擁有令其目前能夠指示相關活動(即對實體回報造成重大影響的活動)的現有權利時，本集團即對實體擁有權力。

在評估控制權時，本集團會考慮其潛在投票權以及由其他各方持有的潛在投票權。僅於持有人有實際能力行使潛在投票權時方會考慮該等權利。

附屬公司自其控制權轉移予本集團當日起綜合入賬，並於控制權終止當日停止綜合入賬。

出售附屬公司導致失去控制權之損益指(i)出售代價之公允價值加於該附屬公司保留之任何投資之公允價值與(ii)本公司應佔該附屬公司之資產淨值加有關該附屬公司之任何餘下商譽及任何累計匯兌儲備之差額。

集團內交易、結餘及未變現溢利均予以對銷。除非交易證明所轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已作出必要調整，以確保與本集團所採用之政策貫徹一致。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
截至2018年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (a) Consolidation (continued)

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

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

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

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

### 4. 主要會計政策(續)

#### (a) 綜合賬目(續)

非控股權益是指並非本公司直接或間接擁有附屬公司之權益。非控股權益於綜合財務狀況表及綜合權益變動表之權益內呈列。非控股權益會按照本年度損益和全面收益總額在非控股股東與本公司擁有人之間作出分配的形式，在綜合損益表和綜合損益及其他全面收益表中列示。

即使會導致非控股權益出現虧絀結餘，損益及其他全面收益各部分仍歸屬於本公司權益股東及非控股股東。

本公司於附屬公司的擁有權權益如發生變動但不會導致喪失控制權，則計入權益交易(即以擁有人身份與擁有人進行之交易)。控股權益及非控股權益之賬面值經調整，以反映其各自於附屬公司權益之變動。非控股權益之調整金額與已付或已收代價之公允價值兩者間之任何差額直接於權益確認，並歸屬於本公司權益股東。

本公司財務狀況表中，於一間附屬公司之投資乃按成本減去減值虧損列賬，惟該投資分類為持作出售(或包括於分類為持作出售的出售組別內)則除外。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
截至2018年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (b) Business combination and goodwill

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

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

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

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

### 4. 主要會計政策(續)

#### (b) 業務合併及商譽

本集團採用收購法就於業務合併收購附屬公司列帳。業務合併中所轉讓代價乃按所得資產收購日期的公允價值、已發行股本工具、已產生負債及任何或然代價計量。收購相關成本於有關成本產生及獲得服務期間確認為開支。於收購事項中附屬公司的可識別資產及負債，均按其於收購日期的公允價值計量。

所轉讓代價金額超出本集團應佔附屬公司可識別資產及負債的公允價淨值的差額乃列作商譽。本集團應佔可識別資產及負債的公允價淨值超出所轉讓代價金額的任何差額，乃於綜合損益內確認為本集團應佔議價收購收益。

對於分段進行之業務合併，先前已持有之附屬公司之權益乃按收購日期之公允價值重新計量，而由此產生之損益於綜合損益內確認。公允價值會加入至業務合併時所轉讓代價金額以計算商譽。

於附屬公司之非控股權益初步按非控股股東於收購當日分佔附屬公司之可識別資產及負債公允價值之比例計算。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
截至2018年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (b) Business combination and goodwill (continued)

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

#### (c) Foreign currency translation

##### (i) Functional and presentation currency

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the Company’s functional and presentation currency.

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

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

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

### 4. 主要會計政策(續)

#### (b) 業務合併及商譽(續)

於初步確認後，商譽一般按成本減累計減值虧損計量。就減值測試而言，因業務合併而購入之商譽乃分配至預期從合併協同效應中獲利之各現金產生單位（「現金產生單位」）或現金產生單位組別。各獲分配商譽之單位或單位組別指就內部管理而言本集團監察商譽之最低層面。商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時作更頻密檢討。包含商譽之現金產生單位賬面值與其可收回價值比較，可收回金額為使用價值與公允價值減出售成本兩者中之較高者。任何減值即時確認為開支，且其後不會撥回。

#### (c) 外幣換算

##### (i) 功能及呈列貨幣

本集團各實體之財務報表所載項目，乃採用有關實體營運所在之主要經濟環境之貨幣（「功能貨幣」）計量。綜合財務報表以港元（「港元」）呈列，而港元乃本公司之功能及呈列貨幣。

##### (ii) 各實體之財務報表之交易及結餘

外幣交易於初步確認時按交易當日通行之匯率換算為功能貨幣。以外幣計值之貨幣資產及負債按各報告期末之匯率換算。此換算政策產生之盈虧於損益確認。

按公允價值計量及以外幣計值之非貨幣項目乃按釐定公允價值當日之匯率換算。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (c) Foreign currency translation (continued)

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

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

##### (iii) Translation on consolidation

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

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve.

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

### 4. 主要會計政策(續)

#### (c) 外幣換算(續)

##### (ii) 各實體之財務報表之交易及結餘(續)

當非貨幣項目之盈虧於其他全面收益確認時，該盈虧之任何匯兌部分於其他全面收益確認。當非貨幣項目之盈虧於損益確認時，該盈虧之任何匯兌部分於損益確認。

##### (iii) 綜合賬目之換算

所有本集團實體之業績及財務狀況之功能貨幣如有別於本公司之呈列貨幣，均按以下方式換算為本公司之呈列貨幣：

- 於各財務狀況表呈列之資產及負債乃按有關財務狀況表日期之收市匯率換算；
- 收支乃按期內平均匯率換算（除非該平均匯率並非在交易當日通行匯率累計影響之合理估計內，在此情況下，收支按交易當日之匯率換算）；及
- 所有因此產生之匯兌差額均於其他全面收益內確認並於匯兌儲備內累計。

於綜合賬目時，因換算構成海外實體淨投資之一部份之貨幣項目而產生之匯兌差額於其他全面收益確認及於匯兌儲備內累計。當海外經營業務被出售時，該等匯兌差額重新分類至綜合損益作為出售收益或虧損之一部份。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
截至2018年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (c) Foreign currency translation (continued)

##### (iii) Translation on consolidation (continued)

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

#### (d) Property, plant and equipment

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

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

Leasehold land held for own use under operating lease	Over the term of the lease
Solar power plants	20 years
Buildings	20 years
Plant and machinery	5-20 years
Office equipment and others	3-5 years
Motor vehicles	4-5 years
Yacht	5 years

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

### 4. 主要會計政策(續)

#### (c) 外幣換算(續)

##### (iii) 綜合賬目之換算(續)

因收購海外實體而產生之商譽及公允價值調整，均作為有關海外實體之資產及負債，並按收市匯率換算。

#### (d) 物業、廠房及設備

物業、廠房及設備包括持作生產或供應貨品或服務或視作行政用途之樓宇及租賃土地(分類為融資租賃)(下文所述之建設中物業除外)，於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

其後成本乃納入資產賬面值或確認為個別資產(視適用情況而定)，但只有在該項目有可能為本集團流入未來經濟利益，以及可以可靠地計量該項目之成本情況下方以此方式處理。所有其他維修及保養於其所產生之期間在損益內確認。

物業、廠房及設備乃以直線法於估計可使用年期內，按足以撇銷其成本減其殘值計算折舊。估計可使用年期如下：

根據經營租賃持作自用之租賃土地	按租期
太陽能發電站	20年
樓宇	20年
廠房及機器	5-20年
辦公設備及其他	3-5年
汽車	4-5年
遊艇	5年

殘值、可使用年期及折舊方法於各報告期末予以檢討並作出調整(如適用)。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
截至2018年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (d) Property, plant and equipment (continued)

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

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

#### (e) Leases

##### The Group as lessee

##### (i) Operating leases

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

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

##### (ii) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the statement of financial position as finance lease payable. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

### 4. 主要會計政策(續)

#### (d) 物業、廠房及設備(續)

在建工程指建設中樓宇以及待安裝廠房及設備，以成本減減值虧損列賬。當相關資產可用時開始折舊。

出售物業、廠房及設備之收益或虧損指出售相關資產所得款項淨額與賬面值兩者間之差額，並於損益內確認。

#### (e) 租賃

##### 本集團作為承租人

##### (i) 經營租賃

資產擁有權之所有風險及回報並沒有實質上轉移至本集團之租賃列為經營租賃。租賃款項(扣除自出租人收取之任何優惠)於租賃期內以直線法確認為開支。

預付土地租賃付款按成本列賬，其後於租賃之剩餘年期內以直線基準攤銷。

##### (ii) 融資租賃

資產所有權之所有風險及回報實質上轉移至本集團之租賃會列為融資租賃。融資租賃在租賃期開始時，按於租賃開始時釐定之租賃資產之公允價值或最低租賃付款之現值(以較低者為準)資本化。

欠負出租人之相應債務於財務狀況表中列作應付融資租賃款項。租賃款項於融資費用及未付債務扣減額之間分配。融資費用在各租期內攤分，以為每期債務結餘達設定的週期利率。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (e) Leases (continued)

##### The Group as lessee (continued)

##### (ii) Finance leases (continued)

Assets under finance leases are depreciated the same as owned assets over the shorter of the lease term and their estimated useful lives.

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

Software and cloud platform operating agreement are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives as follows:

Software	3 - 5 years
Cloud platform operating agreement	10 years

#### (g) Inventories

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

#### (h) Contract assets and contract liabilities

Contract asset is recognised when the Group recognises revenue before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses ("ECL") in accordance with the policy set out in note 4(ab) and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue.

### 4. 主要會計政策(續)

#### (e) 租賃(續)

##### 本集團作為承租人(續)

##### (ii) 融資租賃(續)

融資租賃項下持有之資產按與自有資產相同之折舊方式於租期或其估計可使用年期(以較短者為準)內計算折舊。

#### (f) 無形資產(商譽除外)

軟件及雲平台營運協議按成本減累計攤銷及減值虧損列賬。攤銷按其如下估計可使用年期內以直線基準計算：

軟件	3-5年
雲平台營運協議	10年

#### (g) 存貨

存貨是以成本和可變現淨值兩者中的較低額列賬。成本使用加權平均基準釐定。製成品及在製品之成本包括原材料、直接勞工及按適當比例計算之所有生產日常費用以及分包費用(如適用)。可變現淨值是以日常業務過程中的估計售價減去完成生產和銷售所需的估計成本後所得數額。

#### (h) 合約資產及合約負債

合約資產於本集團確認收入時且在根據合約所載付款條款無條件收取代價前確認。合約資產(「預期信貸虧損」)根據附註4(ab)所載政策評估預期信貸虧損，並於收取代價的權利成為無條件時重新分類至應收款項。

合約負債於客戶支付代價時且在本集團確認相關收入前確認。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (h) Contract assets and contract liabilities (continued)

Contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method.

##### Policy prior to 1 January 2018

Progress billings not yet paid by the customer were included under “trade and bills receivables”. Amounts received before the related work was performed were presented as “advances received” under “trade and other payables”. These balances have been reclassified as on 1 January 2018 as shown in note 3.

#### (i) Properties under development and held for sale

Properties for sale under development and held for sale are stated at the lower of cost and net realisable value. Costs include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

On completion, the properties are reclassified to properties held for sale at the then carrying amount.

#### (j) Recognition and derecognition of financial instruments

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

### 4. 主要會計政策(續)

#### (h) 合約資產及合約負債(續)

無關合約之合約資產及合約負債不會按淨額呈列。

若合約包括重大融資成分，合約結餘將包括根據實際利率法累計的利息。

##### 於2018年1月1日前的政策

客戶尚未支付的進度款計入「貿易應收款項及應收票據」。在相關工程執行前收取的金額於「貿易應付款項及其他應付款項」下列為「已收墊款」。該等結餘乃於2018年1月1日重新分類，如附註3所示。

#### (i) 在建及持作待售的物業

在建待售及持作出售物業以成本及可變現淨值間之較低者列賬。成本包括收購成本、預付土地租賃款、建築成本、資本化之借貸成本及其他歸屬於該物業的直接成本。可變現淨值是以日常業務過程中的估計售價減去完成生產和銷售所需的估計成本後所得數額。

於完工時，物業以其當時的賬面值被重新分類為持作出售的物業。

#### (j) 確認及終止確認金融工具

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



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (j) Recognition and derecognition of financial instruments (continued)

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

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

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

#### (k) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

### 4. 主要會計政策(續)

#### (j) 確認及終止確認金融工具(續)

金融資產及金融負債初始按公允價值計量。收購或發行金融資產及金融負債(按公允價值計入損益之金融資產及金融負債除外)直接應佔的交易成本乃於初步確認時加入金融資產或金融負債的公允價值或自金融資產或金融負債的公允價值扣除(按適用者)。收購按公允價值計入損益之金融資產或金融負債直接應佔的交易成本會即時於損益內確認。

倘從資產收取現金流量之合約權利已到期，或金融資產已轉讓且本集團已將其於金融資產擁有權之絕大部份風險及回報轉移至另一實體，則金融資產將被取消確認。倘本集團並無轉讓或保留擁有權的絕大部分風險及回報，並繼續控制已轉讓資產，本集團確認其於資產的保留權利及其可能須支付相關負債金額。倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，則本集團會繼續確認該金融資產，亦會確認已收所得款項的有抵押借款。

當及僅當本集團之責任已被解除、註銷或已屆滿時，本集團方會終止確認金融負債。終止確認金融負債之賬面值與已付及應付代價之差額(包括已轉讓的任何非現金資產或所承擔負債)於損益確認。

#### (k) 金融資產

所有金融資產的正常買賣會按買賣日期為基準予以確認及終止確認。正常買賣為需要於法規或市場慣例制定的時限內交付資產的金融資產買賣。所有已確認金融資產隨後整份按攤銷成本或公允價值計量，視乎金融資產的分類。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (k) Financial assets (continued)

##### Equity securities or wealth management products

An investment in equity securities or wealth management products is classified as FVTPL unless the equity or wealth management products is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at fair value through other comprehensive income ("FVTOCI") (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained profits. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in profit or loss as other income.

##### *Policy prior to 1 January 2018*

Investments in securities or wealth management products held for trading were classified as financial assets measured at FVTPL. Any attributable transaction costs were recognised in profit or loss as incurred. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in profit or loss.

#### (l) Trade and other receivables

A receivable is recognised when the group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

### 4. 主要會計政策(續)

#### (k) 金融資產(續)

##### 股本證券及理財產品

股本證券或理財產品投資均會被分類為按公允價值計入損益，除非該股本或理財產品不是持作買賣，並在初步確認投資時本集團選擇按公允價值計入其他全面收益(非可撥回)，以致後續公允價值變動在其他全面收益中確認。這種選擇是以逐項投資的基礎上進行，但只有當投資符合發行人角度下的股本定義時方可進行。若作出此選擇，在該投資被出售前，其他全面收益中累計的金額仍保留在公允價值儲備(非可撥回)中。在出售時，於公允價值儲備(非可撥回)中累計的金額會轉入保留溢利，且不會轉入損益。來自股本證券投資的股息，不論是否分類為按公允價值計入損益或按公允價值計入其他全面收益，均在損益中確認為其他收入。

##### *於2018年1月1日前的政策*

於持作買賣證券或理財產品的投資分類為按公允價值計入損益計量的金融資產。任何應佔交易成本於發生時在損益內確認。公允價值於各報告期結束時重新計量，而任何因此產生的收益或虧損均於損益內確認。

#### (l) 貿易應收款項及其他應收款項

應收賬款於本集團獲得無條件收取代價之權利時確認。倘支付該代價僅須經過時間流逝方會到期，則獲得代價的權利為無條件。倘在本集團於獲得無條件收取代價的權利前確認收益，則該金額作為合約資產呈列。

應收賬款採用實際利率法減去信貸虧損撥備，按攤銷成本呈列。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (m) Cash and cash equivalents

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

#### (n) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### (o) Borrowings

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

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

### 4. 主要會計政策(續)

#### (m) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、存放於銀行及其他金融機構之活期存款，以及可隨時兌換成可知數額之現金，並承受極低價值變動風險及於購入時三個月內到期之短期高流通性投資。就編製綜合現金流量表而言，現金及現金等值項目亦包括按需償還，並構成本集團現金管理一部分的銀行透支。現金及現金等值項目按預期信貸虧損評估。

#### (n) 金融負債及股本工具

金融負債及股本工具按所訂立合約安排之內容及香港財務報告準則項下金融負債及股本工具之定義分類。股本工具為證明於扣除所有負債後本集團資產有剩餘權益之任何合約。下文載列就特定金融負債及股本工具採納之會計政策。

#### (o) 借貸

借貸初步按公允價值扣除所產生交易成本確認，其後以實際利率法按攤銷成本計量。

借貸分類為流動負債，除非本集團具有無條件權利，可遞延負債之還款期至報告期末起計最少12個月則作別論。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (p) Convertible bonds

Convertible bonds which entitle the holder to convert the bonds into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consisting of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the convertible bonds and the fair value assigned to the liability component, representing the embedded option for the holder to convert the loans into equity of the Group, is included in equity as convertible bonds reserve. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption.

Transaction costs are apportioned between the liability and equity components of the convertible bonds based on their relative carrying amounts at the date of issue. The portion related to the equity component is charged directly to equity.

Convertible bonds which entitle the holder to convert the loans into equity instruments, other than into a fixed number of equity instruments at a fixed conversion price, are regarded as combined instruments consisting of a liability and a derivative component. At the date of issue, the fair value of the derivative component is determined using an option pricing model; this amount is carried as a derivative liability that is subsequently measured at fair value through profit or loss until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the liability component and is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption.

Transaction costs are apportioned between the liability and derivative components of the convertible bonds based on the allocation of proceeds to the liability and derivative components on initial recognition. The portion related to the derivative component is expensed immediately.

### 4. 主要會計政策(續)

#### (p) 可換股債券

可換股債券賦予持有人權利按固定換股價將債券轉換為固定數目之股本工具。可換股債券被視為複合工具，包含負債及權益部分。於發行日期，負債部分之公允價值利用類似非換股債務之當前市場息率估計。發行可換股債券之所得款項與撥為負債部分（即持有人將債券轉換為本集團權益之內嵌選擇權）之公允價值兩者之差額計入權益中之可換股債券儲備。負債部分以實際利率法按攤銷成本列為負債，直至可換股債券於獲轉換或贖回時對銷為止。

交易成本根據可換股債券發行當日之相關賬面值於可換股債券之負債及權益部分之間分配。有關權益部分之數額直接於權益中扣除。

賦予持有人權利可將貸款轉換為股本工具而非按固定轉換價轉換為固定數目股本工具的可換股債券，視為複合工具，其中包括負債部分及衍生部分。於發行日期，衍生部分的公允價值採用期權定價模式釐定，該金額列為衍生負債，將於隨後通過公允價值計入損益直至全數轉換或贖回為止。所得款項的餘下部分撥入負債部分，並使用實際利率法按攤銷成本列為負債，直至全數轉換或贖回為止。

交易成本按初步確認時分配所得款項至負債及衍生部分的比例撥入可換股借貨的負債及衍生部分。與衍生部分有關的部分會即時列作支出。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (q) Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period.

#### (r) Trade and other payables

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

#### (s) Equity instruments

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

#### (t) Revenue recognition

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

#### (i) Sales of goods

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

### 4. 主要會計政策(續)

#### (q) 衍生金融工具

衍生工具初步按於訂立衍生工具合約當日的公允價值確認，其後則重新計量至其於各報告期末的公允價值。

#### (r) 貿易應付款項及其他應付款項

貿易應付款項及其他應付款項初步按公允價值確認，而其後採用實際利息法按攤銷成本計量，除非折現之影響並不重大，於此情況下則按成本列賬。

#### (s) 權益工具

權益工具指能證明於實體扣除其所有負債後之資產中擁有之剩餘權益之任何合約。本公司發行之權益工具乃按已收所得款項(扣除直接發行成本)列賬。

#### (t) 收入確認

收入於產品或服務的控制權轉移至客戶時確認，金額為本集團預期將有權收取之承諾代價，且不包括代表第三方收取的有關金額。收入不包括增值稅或其他銷售稅，且乃經扣減任何貿易折扣。

#### (i) 銷售貨品

銷售製造貨品的收入於貨品控制權已轉讓時(即貨品已付運至客戶特定地點(交貨)及客戶驗收時)確認。交貨驗收完成後，客戶可全權酌情決定發貨方式及商品售價，並承擔轉售商品之主要責任及商品報廢及損失之風險。本集團於商品交付至客戶及客戶驗收時確認應收賬款，原因是收取代價之權利於這時間點變為無條件，僅須待時間過去便可收取付款。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (t) Revenue recognition (continued)

##### (ii) Sales of properties

Revenue from sale of completed properties is recognised when control of the properties are transferred, being when the construction of the relevant properties has been completed and the properties have been delivered, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remain benefits of the property. Revenue from sale of properties excludes business tax and other sales related taxes and is after deduction of any discounts allowed. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the consolidated statement of financial position under contract liabilities.

##### (iii) Sales of electricity

Revenue from sale of electricity is recognised in the accounting period when electricity is generated and supplied to the provincial power grid. Revenue excludes value added tax ("VAT") or other sales taxes.

##### (iv) Operation revenue of cloud platforms

Operation revenue of cloud platforms is recognised when the services are rendered.

### 4. 主要會計政策(續)

#### (t) 收入確認(續)

##### (ii) 銷售物業

當物業控制權被轉讓時(即有關物業之建築已完成且有關物業已交付時,客戶在此時點能夠指揮物業用途及取得物業絕大部分剩餘利益),確認銷售已完成物業之收入。銷售物業之收入不包括營業稅及銷售相關稅項且經扣除任何允許的折扣。在確認收入當日前就出售物業收取的訂金和分期付款則記入綜合財務狀況表內合約負債。

##### (iii) 電力銷售

電力銷售收入於發電及向省級電網供電的會計期間確認。電力收入不包括增值稅(「增值稅」)或其他銷售稅。

##### (iv) 雲平台的營運收入

雲平台之營運收入按提供服務確認。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (t) Revenue recognition (continued)

##### (v) Rental income

Rental income is recognised on a straight-line basis over the lease term.

##### (vi) Dividends

- Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

##### (vii) Interest income

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

### 4. 主要會計政策(續)

#### (t) 收入確認(續)

##### (v) 租金收入

租金收入以直線基準於租賃期內確認。

##### (vi) 股息

- 非上市投資的股息收入在股東收取款項的權利確立時確認。
- 上市投資的股息收入在投資項目的股價除息時確認。

##### (vii) 利息收入

利息收入於產生時採用實際利息法確認。就按攤銷成本計量且並無出現信貸減值的金融資產而言，資產的賬面總值適用實際利率。就出現信貸減值的金融資產而言，資產的攤銷成本(即扣除虧損撥備的賬面總值)適用實際利率。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (t) Revenue recognition (continued)

##### Policy prior to 1 January 2018

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

##### (i) Sales of goods

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

##### (ii) Sales of properties

Revenue from sale of properties is recognised when the risks and rewards of ownership are transferred to the purchasers, which is when the construction of the relevant properties has been completed and the properties have been delivered to the purchasers. Revenue from sale of properties excludes sales related taxes and is after deduction of any discounts allowed. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the consolidated statement of financial position under advances received within trade and other payables.

##### (iii) Sales of electricity

Revenue is recognised in the accounting period when electricity is generated and supplied to the provincial power grid. Revenue excludes value added tax ("VAT") or other sales taxes.

##### (iv) Service fee income

Service fee income in relation to property management service and other ancillary services are recognised when the services are rendered.

### 4. 主要會計政策(續)

#### (t) 收入確認(續)

##### 於2018年1月1日前的政策

收入乃於收入金額能可靠計量；未來經濟利益很可能流入本集團及本集團各項活動均符合特定條件時予以確認。

##### (i) 銷售貨品

當所有權之重大風險及回報轉移時(一般與貨品已接收及所有權轉移到客戶之時間相同)，確認銷售製成品之收入。

##### (ii) 銷售物業

當所有權之相關風險及回報轉移至買方時(即有關物業之建築已完成且有關物業已交付予買方時)，確認銷售物業之收入。銷售物業之收入不包括銷售相關稅項且經扣除任何允許的折扣。在確認收入當日前就出售物業收取的訂金和分期付款則記入綜合財務狀況表內貿易應付款項及其他應付款項下的已收墊款。

##### (iii) 電力銷售

收入於發電及向省級電網供電的會計期間確認。電力收入不包括增值稅(「增值稅」)或其他銷售稅。

##### (iv) 服務費收入

有關物業管理服務及其他配套服務之服務費收入於提供服務時確認。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (t) Revenue recognition (continued)

##### Policy prior to 1 January 2018 (continued)

(v) *Sales of software*

Revenue is recognised after the completion of installation, testing and inspection activities and upon acceptance that the computer software sold is operating as designed by both parties.

(vi) *Operation revenue of cloud platforms*

Operation revenue of cloud platforms is recognised as services are rendered.

(vii) *Rental income*

Rental income is recognised on a straight-line basis over the lease term.

(viii) *Dividends*

- Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

(ix) *Interest income*

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

#### (u) Employee benefits

##### (i) Employee leave entitlements

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

### 4. 主要會計政策(續)

#### (t) 收入確認(續)

##### 於2018年1月1日前的政策(續)

(v) *軟件銷售*

收入在完成安裝、測試和檢查後，並且客戶接受所出售電腦軟件已按雙方設計的方式營運後確認。

(vi) *雲平台的經營收入*

雲平台之營運收入按提供服務確認。

(vii) *租金收入*

租金收入以直線基準於租賃期內確認。

(viii) *股息*

- 非上市投資的股息收入在股東收取款項的權利確立時確認。
- 上市投資的股息收入在投資項目的股價除息時確認。

(ix) *利息收入*

利息收入乃按時間比例基準並使用實際利率法確認。

#### (u) 僱員福利

##### (i) 僱員應享假期

僱員的年假及長期服務假期於賦予僱員時確認。截至報告期間止已就僱員因所提供服務享有的年假及長期服務假期的估計負債作出撥備。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
截至2018年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (u) Employee benefits (continued)

##### (i) Employee leave entitlements (continued)

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

The Group operates various post-employments schemes, including defined contribution pension plans.

##### (ii) Pension obligations

The Group operates a mandatory provident fund scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group's contributions to the MPF Scheme are calculated at 5% of the salaries and wages subject to a monthly maximum amount of HK\$1,500 per employee and vest fully with employees when contributed into the MPF Scheme.

The employees of the Group in the PRC are members of central pension schemes operated by the local municipal governments. The Group is required to contribute certain percentage of the employees' basic salaries and wages to the central pension schemes to fund the retirement benefits. The local municipal governments undertake to assume the retirement benefits obligations of all existing and future retired employees of the Group. The only obligation of the Group with respect to the central pension schemes is to meet the required contributions under the schemes.

##### (iii) Termination benefits

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

### 4. 主要會計政策(續)

#### (u) 僱員福利(續)

##### (i) 僱員應享假期(續)

僱員可享有之病假及產假將於正式休假時方可確認。

本集團運作若干離職後計劃，包括定額供款退休金計劃供款。

##### (ii) 退休金承擔

本集團根據香港《強制性公積金計劃條例》為香港所有合資格僱員設立強制性公積金計劃(「強積金計劃」)。本集團向強積金計劃之供款乃按照僱員薪金及工資之5%計算，每名僱員每月供款上限為1,500港元。當已向強積金計劃作出供款後，即盡歸僱員所有。

位於中國成立之本集團僱員為地方市政府營運之中央退休金計劃成員。本集團須就僱員基本薪金及工資之若干百分比向中央退休金計劃供款，作為退休福利之資金。地方市政府承諾承擔本集團所有現有及未來退休僱員之退休福利責任。本集團就中央退休金計劃之唯一責任是根據計劃作出所需供款。

##### (iii) 辭退福利

辭退福利會在本集團不再能夠撤回所提供的辭退福利或本集團確認涉及辭退福利付款的重組成本(以較早者為準)當日確認。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (v) Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

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

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or, if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

#### (w) Borrowing costs

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

### 4. 主要會計政策(續)

#### (v) 以股份為基礎的支付

本集團發行以權益結算以股份為基礎的支付款項予若干董事、僱員及顧問。

向董事及僱員作出之以權益結算以股份為基礎的支付款項乃於授出日期按公允價值(不包括非市場形式歸屬條件影響)計量。以權益結算以股份為基礎的支付款項授出日期釐定之公允價值乃根據本集團對最終將歸屬之股份估計及經調整非市場形式歸屬條件影響,於歸屬期按直線法分攤列作支出。

以權益結算以股份為基礎的支付的向顧問的付款按提供服務的公允價值計量,或倘提供服務的公允價值不可被可靠計量,則按授予的權益工具的公允價值計量。公允價值按本集團獲取服務日期計量並確認為開支。

#### (w) 借貸成本

直接源自收購、建造或生產需要一段長時間方可供作擬定用途或出售之合資格資產之借貸成本會撥充為該等資產成本部分,直至有關資產大致上可供作擬定用途或出售為止。尚未用於合資格資產之特定借貸作短期投資賺取之投資收入,從合資格資本化部分之借貸成本中扣除。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (w) Borrowing costs (continued)

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

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

#### (x) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Government grants relating to the purchase of assets are deducted from the carrying amount of the assets. The grant is recognised in profit or loss over the life of a depreciable asset by way of a reduced depreciation expense.

### 4. 主要會計政策(續)

#### (w) 借貸成本(續)

對於用於獲取合資格資產而一般借入的資金，其符合資本化條件的借貸成本金額乃以在該資產的支出應用一個資本化率釐定。資本化率為適用於期內本集團尚未償付借貸(特別用於獲取合資格資產之借貸除外)的借貸成本加權平均值。

所有其他借貸成本均於產生期間在損益確認。

#### (x) 政府補助

當合理保證本集團將遵守政府補助的附帶條件及將接獲補助時，確認政府補助。

與收入有關之將遞延，並於須配合擬補助的成本的期間內在損益中確認。

用作補償本集團已產生支出或虧損或旨在為本集團提供即時財務資助而無未來相關成本之應收政府補助於應收期間在損益中確認。

與購買資產有關之政府補助自資產之賬面值中扣除。該補助以減少折舊開支方式按應計折舊資產之年期於損益內確認。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (y) Taxation

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

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

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

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

### 4. 主要會計政策(續)

#### (y) 稅項

所得稅指即期稅項與遞延稅項之總和。

即期應付稅項乃根據年內應課稅溢利計算。應課稅溢利與於損益內確認之溢利有所不同，原因涉及其他年度之應課稅或應扣稅之收入或開支項目，以及免稅或不可扣稅之項目。本集團有關即期稅項之負債乃採用於報告期末已頒佈或實際頒佈之稅率計算。

遞延稅項按綜合財務報表所示資產及負債之賬面值與計算應課稅溢利所用相應稅基間之差額確認。遞延稅項負債一般按所有應課稅暫時差額確認，遞延稅項資產則於應課稅溢利有可能用作抵銷應扣稅暫時差額、未動用稅項虧損或未動用稅項抵免之情況下確認。倘暫時差額因商譽或初次確認既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中的其他資產及負債而產生，則不會確認有關資產及負債。

遞延稅項負債就源自於附屬公司投資之應課稅暫時差額予以確認，惟本集團能控制暫時差額之撥回及暫時差額於可見未來可能不會撥回之情況除外。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (y) Taxation (continued)

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

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

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

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

#### (z) PRC land appreciation tax ("LAT")

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including land costs, borrowing costs, business taxes and all property development expenditures. LAT is recognised as an income tax expense. LAT paid is a deductible expense for PRC enterprise income tax purposes.

### 4. 主要會計政策(續)

#### (y) 稅項(續)

遞延稅項資產之賬面值於各報告期末檢討，並於不再可能有足夠應課稅溢利以收回全部或部分資產的情況下作出扣減。

遞延稅項以預期適用於償還負債或變現資產期間之稅率，按於報告期末前已頒佈或實際頒佈之稅率計算。遞延稅項於損益確認，除非其與於其他全面收益確認之項目相關或直接於權益確認，於此情況下，遞延稅項亦於其他全面收益或直接於權益確認。

遞延稅項資產及負債之計量反映按本集團預期於報告期末收回或清償其資產及負債賬面值之方式產生之稅務後果。

遞延稅項資產及負債於具有可合法執行權利將即期稅項資產抵銷即期稅項負債，及與相同稅務機關所徵收之所得稅相關，且本集團擬按淨額基準清償其即期稅項資產及負債之情況下予以抵銷。

#### (z) 中國土地增值稅(「土地增值稅」)

土地增值稅是就土地增值即銷售物業所得款項減可扣減開支(包括土地成本、借貸成本、營業稅及全部物業開發開支)按介於30%至60%之累進稅率徵收。土地增值稅確認為所得稅開支。就中國企業之所得稅而言，已付土地增值稅為可扣減開支。



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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (aa) Impairment of non-financial assets

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

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

Impairment losses for CGUs are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

#### (ab) Impairment of financial assets and contracts assets

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

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

### 4. 主要會計政策(續)

#### (aa) 非金融資產減值

非金融資產之賬面值於各報告日期進行審閱以確定是否出現減值跡象。倘資產出現減值，則作為開支於綜合損益表撇減至其估計可收回金額。可收回金額乃按個別資產釐定，除非該資產並不產生現金流入，且在頗大程度上獨立於其他資產或資產組別，則會按資產所屬現金產生單位釐定可收回金額。可收回金額為個別資產或現金產生單位之使用價值或公允價值減出售成本(以較高者為準)。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值利用稅前貼現率計算，其可反映貨幣時間價值及所進行減值計量之資產／現金產生單位之特定風險。

現金產生單位之減值虧損首先分配至該單位之商譽，再按比例分配至現金產生單位之其他資產。倘可收回金額因估計數據變動而隨後增加，將按其所撥回之減值在損益入賬。

#### (ab) 金融資產減值及合約資產

本集團就按貿易應收款項及合約資產確認預期信貸虧損之虧損準備。預期信貸虧損淨額於各報告日期更新以反映自各金融工具初步確認起信貸風險之變動。

本集團一直確認貿易應收款項及合約資產的預期信貸虧損存續期。該等金融資產的預期信貸虧損是使用基於集團過往的信貸虧損經驗作出的撥備矩陣估算，但須根據適用於債務人的特定因素、一般經濟狀況及於報告日對當前及預測條件方向的評估予以調整。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (ab) Impairment of financial assets and contracts assets (continued)

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

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

#### Significant increase in credit risk

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

### 4. 主要會計政策(續)

#### (ab) 金融資產減值及合約資產(續)

就所有其他金融工具而言，倘信貸風險自初步確認後顯著增加，則本集團確認整個存續期之預期信貸虧損。然而，倘金融工具之信貸風險自初步確認後並無顯著增加，則本集團按相等於12個月預期信貸虧損之金額計量該金融工具之虧損準備。

整個存續期之預期信貸虧損指於金融工具預計存續期內所有可能違約事件導致之預期信貸虧損。相對而言，12個月之預期信貸虧損指整個存續期預期信貸虧損中預期於報告日期後12個月內金融工具可能發生之違約事件預期導致之部份。

#### 信貸風險顯著增加

於評估金融工具之信貸風險是否自初步確認以來顯著上升時，本集團比較金融工具於報告日期出現違約之風險與該金融工具於初步確認日期出現違約之風險。作此評估時，本集團均會考慮合理及有理據之定量及定性資料，包括歷史經驗及毋須花費不必要成本或精力即可獲得之前瞻性資料。所考慮的前瞻性資料包括本集團債務人所處行業的未來前景(來自經濟專家報告、財經分析員、政府機構、有關智囊及其他類似組織)以及與本集團核心業務有關的實際及預測經濟資料(來自多個外界資料來源)。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (ab) Impairment of financial assets and contracts assets (continued)

##### Significant increase in credit risk (continued)

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

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

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

### 4. 主要會計政策(續)

#### (ab) 金融資產減值及合約資產(續)

##### 信貸風險顯著增加(續)

尤其是，評估信貸風險是否自初步確認以來顯著上升時會考慮下列資料：

- 金融工具外部(倘適用)或內部信用評級的實際或預期嚴重惡化；
- 特定金融工具信貸風險之外部市場指標的嚴重惡化；
- 預期引致債務人履行其債務責任能力大幅下降之業務、財務或經濟狀況的現有或預計不利變動；
- 債務人經營業績的實際或預期重大惡化；
- 相同債務人其他金融工具信貸風險的顯著增加；
- 債務人監管、經濟或技術環境的實際或預期重大不利變動，導致債務人履行其債務責任的能力大幅下降。

不論上述評估結果如何，本集團假定，倘合約付款逾期超過30天，則金融資產的信貸風險自初步確認以來已大幅增加，惟本集團擁有合理並有證據支持的資料顯示情況並非如此，則作別論。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2018  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (ab) Impairment of financial assets and contracts assets (continued)

##### Significant increase in credit risk (continued)

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

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

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

### 4. 主要會計政策(續)

#### (ab) 金融資產減值及合約資產(續)

##### 信貸風險顯著增加(續)

儘管如此，倘本集團釐定某項金融工具於報告日期具有低信貸風險，則假設其信貸風險並無自初步確認以來顯著增加。倘存在下列情況，則釐定金融工具具有低信貸風險：

- (i) 金融工具具低違約風險，
- (ii) 債務人有足夠能力於近期履行其合約現金流責任，及
- (iii) 較長期經濟及業務狀況的不利變動可能(但將非必要)降低借款人履行其合約現金流責任的能力。

當債務工具的外部信貸評級為「投資級別」(按照全球理解的釋義)或倘並無外部評級，該資產具「履行」內部評級，本集團會視該債務工具的信貸風險偏低。執行指交易對手有強大財務地位及並無過往逾期金額。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (ab) Impairment of financial assets and contracts assets (continued)

##### Significant increase in credit risk (continued)

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

##### Definition of default

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

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

### 4. 主要會計政策(續)

#### (ab) 金融資產減值及合約資產(續)

##### 信貸風險顯著增加(續)

本集團定期監管用於確定信貸風險是否顯著增加的標準之有效性及作適當修改以確保金額逾期前能確定信貸風險顯著增加。

##### 界定違約

就內部信貸風險管理而言，由於過往經驗顯示符合以下任何條件的應收款項普遍無法收回，故本集團認為此等情況構成違約事件：

- 對手方違反財務契諾；或
- 內部編製或來自外界資料來源的資料顯示債務人不大可能向債權人（包括本集團）清償所有款項（不計及本集團所持抵押品）。

不論上述分析如何，倘某項金融資產逾期超過90天，則本集團認為已出現違約，惟本集團擁有合理並有證據支持的資料顯示延遲違約標準更為恰當，則作別論。



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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (ab) Impairment of financial assets and contracts assets (continued)

##### Credit-impaired financial assets

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

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

##### Write-off policy

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

### 4. 主要會計政策(續)

#### (ab) 金融資產減值及合約資產(續)

##### 信貸減值的金融資產

倘發生對金融資產的估計未來現金流量有不利影響的一項或多項事件，則該金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- 發行人或對手方出現重大財務困難；
- 違反合約，如違約或逾期事件；
- 對手方的貸款人因有關借款人財務困難的經濟或合約原因向借款人授出貸款人不會另作考慮的特權；
- 對手方很可能將破產或進行其他財務重組；或
- 因財務困難而導致該金融資產失去活躍市場。

##### 撇銷政策

於資料顯示債務人有嚴重財務困難及並無實際收回希望時，包括債務人已處於清盤或進入破產程序時，或就貿易應收款項而言，款項預期超過兩年(以較早者為準)，則本集團撇銷進入資產。於適當時，在考慮法律意見後，本集團可能仍會根據收款程序處理被撇銷的金融資產。所收回的任何款項於損益中確認。



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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (ab) Impairment of financial assets and contracts assets (continued)

##### Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

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

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

### 4. 主要會計政策(續)

#### (ab) 金融資產減值及合約資產(續)

##### 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約損失程度)及違約風險的函數。違約概率及違約損失率乃基於根據上述前瞻性資料調整的歷史數據評估。就金融資產而言，違約風險為資產於報告日期的總賬面值。

就金融資產而言，預期信貸虧損根據合約應付本集團的所有合約現金流量與本集團預期將收取的所有現金流量之間的差額估計，並按初始實際利率貼現。

倘本集團於上個報告期間以相等於可使用年期預期信貸虧損的金額計量一項財務工具的虧損撥備，但於本報告日期釐定該可使用年期預期信貸虧損的條件不再符合，則本集團於本報告日期按相等於12個月預期信貸虧損的金額計量虧損撥備，惟採用簡化方法的資產除外。

本集團於損益確認所有財務工具的減值收益或虧損，對透過虧損撥備賬對其賬面值作出相應調整。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (ab) Impairment of financial assets and contracts assets (continued)

##### Policy prior to 1 January 2018

At the end of each reporting period, the Group assesses whether its financial assets (other than those at fair value through profit or loss) are impaired, based on objective evidence that, as a result of one or more events that occurred after the initial recognition, the estimated future cash flows of the (group of) financial asset(s) have been affected.

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

Only for trade receivables, the carrying amount is reduced through the use of an allowance account and subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For all other financial assets, the carrying amount is directly reduced by the impairment loss.

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

### 4. 主要會計政策(續)

#### (ab) 金融資產減值及合約資產(續)

##### 於2018年1月1日前的政策

於各報告期末，本集團基於客觀證據顯示一項(組)金融資產之估計未來現金流量因初步確認資產後發生之一項或多項事件而受影響，評估其金融資產(按公允價值計入損益者除外)是否出現減值。

就評估為並非個別減值之貿易應收款項而言，本集團根據過往收取款項之經驗、組合內延遲付款之增加、與拖欠應收款項相關之經濟狀況之可觀察變動等，整體評估其是否減值。

僅就貿易應收款項而言，賬面值乃透過使用撥備賬作出扣減，而其後收回先前撇銷之金額則計入撥備賬。撥備賬之賬面值變動於損益內確認。

就所有其他金融資產，賬面值會直接按減值虧損作出扣減。

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



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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (ac) Provisions and contingent liabilities

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

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

#### (ad) Events after the reporting period

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

### 4. 主要會計政策(續)

#### (ac) 撥備和或有負債

如果本集團須就已發生的事件承擔法定或推定義務，因而預期會導致含有經濟效益的資源外流，在可以作出可靠的估計時，本集團便會就該時間或數額不確定的負債計提準備。如果貨幣時間值重大，則按預計所需支出的現值計提準備。

當需要經濟利益流出的可能性較低或當金額不能可靠估計時，責任會作為或然負債披露，除非流出的可能性極低。可能的責任（其存在將僅由一項或以上未來事件的出現或不出現確認（亦作為或然負債披露，除非流出的可能性極低者，則另當別論。

#### (ad) 報告期後事項

為本集團於報告期末之狀況提供額外資料均屬於調整事項，並於綜合財務報表內反映。並非調整事項之重大報告期後事項則於綜合財務報表附註中披露。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

#### Critical judgements in applying accounting policies

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

##### (a) Revenue recognition on tariff adjustments on sales of electricity

Tariff adjustments represent subsidy received and receivable from the government authorities in respect of the Group's solar power generation business.

In August 2013, the National Development and Reform Commission of the PRC released the New Tariff Notice to launch a new subsidising policy for distributed solar power plants and adjusted benchmark on-grid price for electricity generated by centralised solar power plants (which is known as the ground solar plants).

Pursuant to the New Tariff Notice, a set of standardised procedures for the settlement of the tariff subsidy has come into force since 2013 and approvals for the registration in the Catalogue on a project-by-project basis are required before the allocation of funds to the state grid companies, which then would make settlement to the Group.

Tariff adjustments of approximately HK\$33,561,000 (2017: HK\$31,195,000) recognised for the year ended 31 December 2018 are included in the sales of electricity as disclosed in note 8 and are recognised based on management judgement that all of the Group's operating power plants have qualified for, and have met all the requirements and conditions as required based on the prevailing nationwide government policies on renewable energy for solar power plants. Cumulative amount of tariff receivables relating to power plants yet to register in the Catalogue amounting to approximately HK\$39,478,000 (2017: HK\$54,821,000) remains outstanding as at the end of the reporting period.

### 5. 關鍵判斷及關鍵估計

#### 應用會計政策時所作關鍵判斷

在應用會計政策過程中，董事已作出以下對綜合財務報表內所確認數額具重大影響之判斷（涉及估計外已於下文處理）。

##### (a) 電力銷售電價調整之收入確認

電價調整指本集團就太陽能發電業務已收或應收政府部門之補助。

於2013年8月，中國國家發展和改革委員會發佈新電價通知，出台適用於分布式太陽能發電站的新補助政策，並調整集中式太陽能發電站（稱為地面太陽能發電站）所產生電力之基準上網電價。

根據新電價通知，一套結算電價補助的標準程序自2013年起生效，向國家電網公司分配資金前，須按項目取得列入目錄之批准。隨後，國家電網公司將向本集團結算資金。

就截至2018年12月31日止年度確認之電價調整約33,561,000港元（2017年：31,195,000港元）已納入附註8披露之電力銷售額內，並根據管理層判斷本集團所有營運發電站均具備資格，並符合政府現行全國性太陽能發電站可再生能源政策之所有要求及條件而確認。於報告期末，有待列入目錄之發電站的應收電價累計金額約39,478,000港元（2017年：54,821,000港元）尚未支付。



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### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONTINUED)

#### Critical judgements in applying accounting policies (continued)

##### (a) Revenue recognition on tariff adjustments on sales of electricity (continued)

In making their judgement, the Directors, taking into account the legal opinion as advised by the Group's legal advisor, considered that all of the Group's solar power plants currently in operation have met the requirements and conditions as stipulated in the New Tariff Notice for the entitlement of the tariff adjustments when the electricity was delivered on grid.

The Directors are confident that all of the Group's operating power plants were able to be registered in the Catalogue in due course and the accrued revenue on tariff subsidy are fully recoverable but only subject to timing of allocation of funds from the government, after considering that there are no bad debt experiences with the state grid companies in the past and the tariff subsidy is fully funded by the PRC government.

##### (b) Legal titles of certain land and buildings

As stated in note 18 and note 19 to the consolidated financial statements, the titles of certain buildings and leasehold land held for own use under operating lease related to a production plant acquired from a third party were not transferred to the Group as at 31 December 2018. Despite the fact that the Group has not obtained the relevant legal titles, the directors determined to recognise those buildings as property, plant and equipment and leasehold land held for own use under operating lease, on the grounds that they expect the transfer of legal titles in future should have no major difficulties and the Group is in substance controlling those buildings and leasehold land held for own use under operating lease.

### 5. 關鍵判斷及關鍵估計 (續)

#### 應用會計政策時所作關鍵判斷(續)

##### (a) 電力銷售電價調整之收入確認(續)

董事於作出判斷時，經考慮本集團法律顧問之法律意見，認為本集團目前營運的所有太陽能發電站均符合新電價通知有關上網供電時可收取電價調整的要求及條件。

考慮到國家電網公司並無壞賬以及電價補助由中國政府全額撥付，董事相信，本集團所有營運發電站均能夠在適當時候列入目錄，電價補助之累計收入可悉數收回，只待政府撥款。

##### (b) 若干土地及樓宇之合法業權

誠如綜合財務報表附註18及附註19所呈列，於2018年12月31日，與自一名第三方收購之生產廠房有關之若干根據經營租賃持作自用的樓宇及租賃土地之業權並未轉移至本集團。儘管事實上本集團並無取得相關法定業權，董事決定確認該等樓宇為根據經營租賃持作自用的物業、廠房及設備以及租賃土地，理由是彼等預期未來轉讓法定業權並無重大困難，且本集團根據經營租賃實質該等持作自用的樓宇及租賃土地。



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### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONTINUED)

#### Key sources of estimation uncertainty

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

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

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

The carrying amount of property, plant and equipment as at 31 December 2018 was approximately HK\$458,835,000 (2017: HK\$476,596,000).

#### (b) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. During the year, income tax of approximately HK\$7,734,000 (2017: HK\$16,078,000) was charged (2017: credited) to profit or loss based on the estimated profit.

### 5. 關鍵判斷及關鍵估計(續)

#### 估計不明朗因素之主要來源

下文討論於報告期末存在重大風險可能導致須對下一財政年度資產及負債賬面值作出重大調整之未來主要假設及其他估計不明朗因素之主要來源。

#### (a) 物業、廠房及設備及折舊

本集團釐定其物業、廠房及設備之估計可使用年期、殘值及相關折舊支出。此項估計乃根據性質及功能相若之物業、廠房及設備過往實際可使用年期及殘值為基準作出。本集團將於可使用年期及殘值有別於以往估計之時調整折舊費用，或會撇銷或撇減已棄置之技術過時或非策略資產。

於2018年12月31日，物業、廠房及設備之賬面值為約458,835,000港元(2017年：476,596,000港元)。

#### (b) 所得稅

本集團須繳納數個司法管轄權區的所得稅。在釐定所得稅撥備時，須作出重大估計。在日常業務中許多交易及計算均難以明確釐定最終稅項。倘該等事項的最終稅務結果與初步入賬金額不同，該等差額將影響稅務釐定期內所得稅及遞延稅項撥備。於本年度，根據估計溢利所得稅約7,734,000港元(2017年：16,078,000港元)已計入(2017年：扣除自)損益。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONTINUED)

#### Key sources of estimation uncertainty (continued)

##### (c) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGU to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill at the end of the reporting period was approximately HK\$2,830,000 (2017: HK\$2,830,000 after an impairment loss of approximately HK\$Nil (2017: HK\$49,645,000) was recognised during the year. Details of the impairment loss calculation are provided in note 20 to the consolidated financial statements.

##### (d) Impairment of certain cloud platforms classified as property, plant and equipment that are temporarily idle (the "Cloud Platforms")

Determining whether the Cloud Platforms are impaired requires an estimation of the value in use of the cash-generating unit to which the Cloud Platforms have been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value.

The carrying amount of the Cloud Platforms at the end of the reporting period was HK\$8,537,000 (2017: HK\$32,790,000) after an impairment loss of HK\$19,419,000 (2017: HK\$5,099,000) was recognised during the year.

### 5. 關鍵判斷及關鍵估計 (續)

#### 估計不明朗因素之主要來源 (續)

##### (c) 商譽減值

釐定商譽有否減值須估計獲分配商譽之現金產生單位的使用價值。計算使用價值要求本集團估計預期自現金產生單位產生的未來現金流及適當貼現率以計算現值。年內確認減值虧損零港元(2017年: 49,645,000港元)後, 商譽於報告期末的賬面值為2,830,000港元(2017年: 2,830,000港元)。減值虧損計算方法之詳情載於綜合財務報表附註20。

##### (d) 暫時閒置的分類為物業、廠房及設備的若干雲平台的減值(「雲平台」)

釐定雲平台是否減值需要估算已分配雲平台的現金產生單元的使用價值。使用價值計算要求本集團估計預期自現金產生單位產生的未來現金流量及適當的折現率以計算現值。

年內確認減值虧損19,419,000港元(2017年: 5,099,000港元)後, 雲平台於報告期末的賬面值為8,537,000港元(2017年: 32,790,000港元)。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONTINUED)

#### Key sources of estimation uncertainty (continued)

##### (e) Impairment of trade receivables and contract assets

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

As at 31 December 2017, the carrying amount of trade receivables and contract assets is HK\$254,258,000 (net of allowance for doubtful debts of HK\$3,655,000).

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

As at 31 December 2018, the carrying amount of trade receivables and contract assets is HK\$264,064,000 (net of allowance for doubtful debts of HK\$5,066,000).

### 5. 關鍵判斷及關鍵估計 (續)

#### 估計不明朗因素之主要來源 (續)

##### (e) 貿易應收款項及合約資產的減值

於2018年1月1日採納香港財務報告準則第9號前，本集團管理層於各報告期末評估是否有客觀證據表明貿易應收款項減值。本集團的壞呆賬撥備政策乃基於可收回性的評估、款項賬齡分析及管理層判斷。於評估貿易應收款項及合約資產的最終變現時須大量判斷，包括各客戶現時信譽及過往收款歷史。倘本集團的客戶財務狀況惡化，導致彼等作出付款的能力減值，則可能需額外撥備。

於2017年12月31日，貿易應收款項及合約資產的賬面值為254,258,000（扣除呆賬撥備3,655,000港元）。

自於2018年1月1日採納香港財務報告準則第9號起，本集團管理層基於貿易應收款項及合約資產的預期信貸虧損的減值金額。基於預期信貸虧損模式的減值虧損金額乃按根據合約應付本集團的所有合約現金流及本集團預期收取的所有現金流間的差額計量，按於初始確認時釐定的實際利率貼現。倘未來現金流少於預期或因事實及情況變動作向下修正，則可能產生重大減值虧損。

於2018年12月31日，貿易應收款項及合約資產的賬面值為264,064,000港元（扣除呆賬撥備5,066,000港元）。



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### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONTINUED)

#### Key sources of estimation uncertainty (continued)

##### (f) Allowance for slow-moving and net realisable value of inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed. Allowance for slow-moving inventories amounted to approximately HK\$212,000 (2017: HK\$432,000) was made for the year ended 31 December 2018.

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on current market conditions and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer's demand and competitor's actions in response to severe industry cycles. The Group will reassess the estimates by the end of each reporting period.

### 6. FINANCIAL RISK MANAGEMENT

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

##### (a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

### 5. 關鍵判斷及關鍵估計 (續)

#### 估計不明朗因素之主要來源 (續)

##### (f) 滯銷存貨撥備及可變現淨值

滯銷存貨撥備乃根據存貨賬齡及估計存貨可變現淨值作出。評估撥備金額涉及判斷及估計。倘日後之實際結果不同於原來估計，該等差額將影響上述估計出現變動期間存貨及撥備開支／撥回之賬面值。於2018年12月31日，滯銷存貨之累計撥備金額為約212,000港元(2017年：432,000港元)。

存貨可變現淨值指於一般業務過程中估計售價減估計完成成本及銷售開支後的金額。該等估計乃根據當前市況以及製造及銷售同類性質產品的過往經驗作出。由於為應對嚴苛行業週期客戶需求以及競爭者行動之變化，有關估計可能發生重大變動。本集團將於各報告期結束前重估有關估計。

### 6. 金融風險管理

本集團之業務承受各種金融風險：外幣風險、股價風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃針對金融市場之難以預測性，並尋求對本集團之財務表現產生之潛在不利影響減至最低。

##### (a) 外幣風險

本集團面對輕微外幣風險，原因為其大部分業務交易、資產及負債主要以本集團實體之功能貨幣計值。本集團目前並無就外幣交易、資產及負債制訂外幣對沖政策。本集團密切監察其外幣風險，並考慮於需要時對沖重大外幣風險。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 6. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (b) Price risk

The Group is exposed to equity price risk mainly through its investment in equity securities. Management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on equity securities quoted on the Stock Exchange.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been 10% (2017: 10%) higher/lower, loss after tax for the year ended 31 December 2018 would decrease/increase by approximately HK\$1,520,000 (2017: HK\$1,937,000). This is mainly due to the changes in fair value of held-for-trading investments.

#### (c) Credit risk

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

### 6. 金融風險管理(續)

#### (b) 股價風險

本集團主要透過其股本證券投資而面臨股價風險。管理層透過維持風險及回報各異的投資組合管理有關風險。本集團的股價風險主要集中在聯交所報股本證券。

以下敏感度分析乃基於於報告期末面臨的股價風險釐定。

倘股價上升／下降10%(2017年: 10%)，則截至2018年12月31日止年度的除稅後虧損將減少／增加約1,520,000港元(2017年: 1,937,000港元)。此乃主要由於持作買賣投資的公允價值變動所致。

#### (c) 信貸風險

信貸風險指對手方無法履行金融工具或客戶合約項下責任而引致金融損失之風險。本集團面臨其經營活動(主要為貿易應收款項)及其金融活動(包括於銀行及金融機構的存款、外匯交易及其他金融工具)的信貸風險。本集團面臨現金及現金等值項目產生的信貸風險有限，因對手方為國際信貸評級機構評定的高信用評級之銀行及金融機構，本集團認為其具有低信貸風險。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 6. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (c) Credit risk (continued)

##### Trade receivables and contract assets

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due ranging from 30 to 180 days from the date of billing. Normally, the Group does not obtain collateral from customers.

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

Based on the track record of regular repayment of receivables from sales of electricity and the settlement of tariff adjustment receivables is in accordance with the prevailing government policies, all trade receivables from sales of electricity, including tariff adjustment receivables, are expected to be recoverable and the ECL provision on trade receivables is considered to be insignificant.

### 6. 金融風險管理(續)

#### (c) 信貸風險(續)

##### 貿易應收款項及合約資產

由各業務單元管理的客戶信貸風險受本集團制定的有關客戶信貸風險管理政策、程序及控制。對信貸超過一定金額的所有客戶進行個別信貸評估。該等評估專注客戶過往到期付款的歷史及現時支付的能力，並計及客戶的特定信息及與客戶經營相關經濟環境。貿易應收款項自票據日期起30至180日內到期。通常，本集團不會從客戶獲得抵押品。

本集團按相當於全期預期信貸虧損的金額(用撥備矩陣計算)來計量貿易應收款項及合約資產虧損撥備。因本集團的過往信貸虧損經驗沒有顯示不同客戶分部有重大差異的虧損型態，故按逾期狀態計算的虧損撥備沒有在本集團不同客戶群間進一步區分。

根據電力銷售應收款項之定期償付往績紀錄，以及電價調整應收款項之結算符合現行政府政策，預計來自電力銷售之所有貿易應收款項(包括電價調整應收款項)均可收回，而貿易應收款項之預期信貸虧損被視為不重大。



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### 6. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (c) Credit risk (continued)

##### Trade receivables and contract assets (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables and contract assets, as at 31 December 2018:

### 6. 金融風險管理(續)

#### (c) 信貸風險(續)

##### 貿易應收款項及合約資產(續)

下表提供有關本集團面臨信貸風險及預期信貸虧損的資料，包括於2018年12月31日的貿易應收款項及合約資產：

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(並無逾期)	0%	197,933	–
Less than 1 month	少於一個月	0.08%	44,284	36
1 to 3 months	1至3個月	0.23%	15,926	36
More than 3 months	超過3個月	45.45%	10,987	4,994
			269,130	5,066



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### 6. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (c) Credit risk (continued)

##### Trade receivables and contract assets (continued)

Expected loss rates are based on actual loss experience over the past 5 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

##### Prior to 1 January 2018

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment. At 31 December 2017, trade receivables of HK\$3,655,000 was determined to be impaired. The ageing analysis of trade debtors that were not considered to be impaired was as follows:

		2017 2017年 HK\$'000 千港元
Neither past due nor impaired	並未逾期或減值	211,719
1 – 30 days past due	逾期1至30日	23,422
31 – 90 days past due	逾期31至90日	7,399
More than 90 days past due	逾期超過90日	11,718
		254,258

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

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

### 6. 金融風險管理(續)

#### (c) 信貸風險(續)

##### 貿易應收款項及合約資產(續)

預期虧損率按過往5年的實際虧損經驗計算。此等比率為反映期內(往績數據已在期間收集)經濟狀況差異、目前狀況及本集團對應收款項預期存續期的經濟狀況之意見，而加以調整。

##### 於2018年1月1日前

於2018年1月1日前，僅於存在減值客觀證據時確認減值虧損。於2017年12月31日，3,655,000港元貿易應收款項釐定為將減值。應收賬款賬齡分析並無考慮如下減值：

並未逾期或減值之應收款與眾多近期沒有拖欠記錄之客戶有關。

已逾期但未減值之應收款與若干於本集團有過往記錄良好之獨立客戶有關。根據過往經驗，管理層相信由於信貸質素概無重大轉變及結餘仍被視為可全數收回，因此毋須就該等結餘作出減值撥備。



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### 6. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (c) Credit risk (continued)

##### Trade receivables and contract assets (continued)

Movement in the loss allowance account in respect of trade receivables and contract assets during the year is as follows:

### 6. 金融風險管理(續)

#### (c) 信貸風險(續)

##### 貿易應收款項及合約資產(續)

年內有關貿易應收款項及合約資產虧損撥備金額的變動如下：

		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
At 31 December under HKAS 39	根據香港會計準則第39號 於12月31日	3,655	2,829
Impact on initial application of HKFRS 9 (note 3)	初步應用香港財務報告準則 第9號的影響(附註3)	-	-
Impairment losses recognised for the year	本年度確認減值虧損	2,066	598
Reversals	撥回	(404)	-
Exchange differences	匯兌差額	(251)	228
At 31 December	於12月31日	5,066	3,655

The following significant changes in the gross carrying amounts of trade receivables and contract assets contributed to the increase in the loss allowance during 2018:

- increase in days past due over 181 days resulted in an increase in loss allowance of HK\$2,066,000.

以下貿易應收款項及合約資產總賬面值的大幅變動導致2018年的虧損撥備增加：

- 逾期超過181日天數增加導致虧損撥備增加2,066,000港元。



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### 綜合財務報表附註

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## 6. FINANCIAL RISK MANAGEMENT (CONTINUED)

### (c) Credit risk (continued)

#### Financial assets at amortised cost

All of the Group's financial instruments at amortised cost are considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12-month expected losses. Instruments are considered to be low credit risk when they have a low of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

Financial assets at amortised cost include other receivable.

The loss allowance for financial assets at amortised cost as at 31 December 2017 reconciles to the opening loss allowance on 1 January 2018 and to the closing allowance as at 31 December 2018 as follows:

		Other receivables 其他應收款項 HK\$'000 千港元
At 31 December 2017 under HKAS 39	根據香港會計準則第39號於2017年12月31日	1,345
Impact on initial application of HKFRS 9 (note 3)	初步應用香港財務報告準則第9號的影響(附註3)	-
Adjusted balance at 1 January 2018	於2018年1月1日的經調整結餘	1,345
Impairment losses recognised for the year	本年度確認減值虧損	-
At 31 December 2018	於2018年12月31日	1,345

The Group is also exposed to credit risk in relation to equity investments that are measured at FVTPL. The maximum exposure at the end of the reporting period is the carrying amount of these investments of HK\$15,199,000 (2017: HK\$26,559,000).

## 6. 金融風險管理(續)

### (c) 信貸風險(續)

#### 按攤銷成本計量之金融資產

本集團所有按攤銷成本計量的金融工具被視為具低信貸風險，因此，期內確認的虧損撥備限於12個月預期虧損。工具在具有低違約時被視為低信貸風險且發行人具備近期履行其合約現金流責任的強大能力。

按攤銷成本計量之金融資產包括其他應收款項。

於2017年12月31日按攤銷成本計量之金融資產虧損撥備與2018年1月1日期初虧損撥備及與2018年12月31日期末撥備之對賬如下：

本集團亦面臨按公允價值計入損益計量的股權投資有關信貸風險。於報告期末面臨的最大風險為賬面值15,199,000港元的該等投資(2017年：26,559,000港元)。



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### 6. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

### 6. 金融風險管理(續)

#### (d) 流動資金風險

本集團之政策為定期監察目前及預期之流動資金需求，從而確保本集團維持足夠現金儲備以應付其短期及較長期的流動資金需求。

根據本集團非衍生金融負債之合約未貼現現金流作出到期分析如下：

		Less than 1 year or on demand 少於 1年或按要求 HK\$'000 千港元	Between 1 and 2 years 1年至2年 HK\$'000 千港元	Between 2 and 5 years 2年至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>At 31 December 2018</b>	<b>於2018年12月31日</b>					
Trade and other payables	貿易應付款項及 其他應付款項	<b>116,795</b>	–	–	–	<b>116,795</b>
Bank borrowings	銀行貸款	<b>163,069</b>	–	–	–	<b>163,069</b>
At 31 December 2017	於2017年12月31日					
Trade and other payables	貿易應付款項及 其他應付款項	202,508	–	–	–	202,508
Bank borrowings	銀行貸款	156,026	–	–	–	156,026



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### 6. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (e) Interest rate risk

The Group's cash flow interest rate risk primarily relates to variable-rate bank borrowings. It is the Group's policy to keep its borrowings at floating rate of interest so as to minimise the fair value interest rate risk.

The Group's bank deposits bear interest at variable rates that vary with the then prevailing market condition.

The Group's bank borrowings of approximately HK\$45,544,000 (2017: HK\$71,934,000) bear interest at fixed interest rate and therefore are subject to fair value interest rate risk. Other bank borrowings are arranged at variable rates, thus exposing the Group to cash flow interest rate risk.

At 31 December 2018, if interest rates had been 100 basis points higher/lower with all other variables held constant, consolidated loss after tax for the year would have been approximately HK\$430,000 (2017: HK\$1,207,000) higher/lower, arising mainly as a result of higher/lower interest expense on bank borrowings.

#### (f) Categories of financial instruments at 31 December 2018

### 6. 金融風險管理(續)

#### (e) 利率風險

本集團的現金流利率風險主要與浮息率銀行貸款有關。本集團之政策為將其借貸保持在浮動利率水平以將公允價值利率風險降至最低。

本集團的銀行存款按隨當時現行市況變化的浮動利率計息。

本集團的銀行貸款約45,544,000港元(2017年: 71,934,000港元)按固定利率計息, 因此面臨公允價值利率風險。其他銀行貸款按浮動利率安排, 因此令本集團面臨現金流利率風險。

於2018年12月31日, 倘利率上升/下跌100個基點而所有其他變量維持不變, 本年度之綜合除稅後虧損將增加/減少約430,000港元(2017年: 1,207,000港元), 主要源於銀行貸款之利息開支增加/減少。

#### (f) 2018年12月31日的金融工具分類

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Financial assets:</b>	<b>金融資產:</b>		
Financial assets at FVTPL - Held for trading	以公允價值計量且其變動計入當期損益的金融資產 - 持作買賣	15,199	26,559
Financial assets measured at amortised cost	以攤銷成本計量的金融資產	454,698	-
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值項目)	-	549,067
<b>Financial liabilities:</b>	<b>金融負債:</b>		
Financial liabilities at amortised cost	以攤銷成本計量的金融負債	276,420	355,406
Financial liabilities at FVTPL	以公允價值計量且其變動計入當期損益的金融負債	-	94





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### 6. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (g) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

### 7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

### 6. 金融風險管理(續)

#### (g) 公允價值

於綜合財務狀況表所反映之本集團金融資產及金融負債之賬面值與其各自之公允價值相若。

### 7. 公允價值計量

公允價值指市場參與者之間於計量日期在有序交易中出售資產將收取或轉讓負債將支付的價格。下文披露使用公允價值層級計量的公允價值，用作計量公允價值的估值方法輸入值據此分為三個級別：

第一層級輸入值：本集團可於計量日獲得之相同資產或負債於活躍市場上的報價(未經調整)。

第二層級輸入值：第一層級所包括的報價以外，資產或負債直接或間接可觀察之輸入值。

第三層級輸入值：資產或負債的不可觀察輸入值。

本集團的政策為確認截至事件或變化日導致轉讓的任何三個層級轉入及轉出情況。



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#### 7. FAIR VALUE MEASUREMENTS (CONTINUED)

##### (a) Disclosures of level in fair value hierarchy at 31 December 2018:

Description 描述	Fair value measurements using: 公允價值計量方式使用：			Total 合計
	Level 1 第一層級	Level 2 第二層級	Level 3 第三層級	2018 2018年
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Recurring fair value measurements:</b>	<b>經常性公允價值計量：</b>			
<b>Financial assets:</b>	<b>金融資產：</b>			
Financial assets at FVTPL	以公允價值計量且其變動計入當期損益的金融資產			
– Listed equity securities	15,199	–	–	15,199

#### 7. 公允價值計量(續)

##### (a) 於2018年12月31日公允價值層級的等級披露如下

Description 描述	Fair value measurements using: 公允價值計量方式使用：			Total 合計
	Level 1 第一層級	Level 2 第二層級	Level 3 第三層級	2017 2017年
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Recurring fair value measurements:</b>	<b>經常性公允價值計量：</b>			
<b>Financial assets:</b>	<b>金融資產：</b>			
Financial assets at FVTPL	以公允價值計量且其變動計入當期損益的金融資產			
– Listed equity securities	19,366	–	–	19,366
– Wealth management products (note 1)	–	7,193	–	7,193
<b>Total</b>	<b>19,366</b>	<b>7,193</b>	<b>–</b>	<b>26,559</b>
<b>Recurring fair value measurements:</b>	<b>經常性公允價值計量：</b>			
<b>Financial liabilities:</b>	<b>金融負債：</b>			
Financial liabilities at FVTPL	以公允價值計量且其變動計入當期損益的金融負債			
– Convertible bond	–	–	94	94



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### 7. FAIR VALUE MEASUREMENTS (CONTINUED)

#### (a) Disclosures of level in fair value hierarchy at 31 December 2018: (continued)

During the two years, there were no changes in the valuation techniques used.

During the years ended 31 December 2018 and 2017, there were no transfers among Level 1, Level 2 and Level 3.

Valuation techniques and inputs used in Level 2 fair value measurements:

Note 1: The fair value of wealth management products is based on the market comparison method. The valuation refers to the expected return rates announced by the banks.

#### (b) Reconciliation of assets measured at fair value based on Level 3:

### 7. 公允價值計量(續)

#### (a) 於2018年12月31日公允價值層級的等級披露如下(續)

於兩個年度，所用的估值方法並沒有任何變動。

於截至2018年及2017年12月31日止年度，沒有金融工具在公允價值的第一層級、第二層級及第三層級間轉移。

第二層級公允價值計量使用的估值技術和輸入值：

附註1：理財產品的公允價值是以市場比較法為基礎。估值是指銀行公佈的預期回報率。

#### (b) 根據第三層級按公允價值計量的負債對賬：

Description 描述		Convertible bonds 可換股債券	
		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
At 1 January	於1月1日	94	202,176
Convert to new shares	轉換為新股份	-	(188,928)
Total losses recognised in profit or loss (#)	於損益確認之虧損總額(#)	(94)	(13,154)
At 31 December	於12月31日	-	94
(#) Include losses for liabilities held at end of reporting period	(#) 包括於報告期末持有負債 的虧損	-	(13,154)

The total gains or losses recognised in profit or loss including those for liabilities held at end of reporting period are presented in changes in other gains and losses in the consolidated statement of profit or loss.

於損益確認的收益或虧損總額(包括於報告期末所持負債的收益或虧損)乃於綜合損益表內的其他收益及虧損呈列。



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### 7. FAIR VALUE MEASUREMENTS (CONTINUED)

#### (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including Level 3 fair value measurements. The financial controller reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the Board of Directors at least twice a year.

For Level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

Key unobservable inputs used in Level 3 fair value measurements are mainly:

- Stock price volatility of the Company (estimated based on the historical daily volatility of the Company's share price as at the valuation date, quoted from Bloomberg)
- Expected revenue growth rate (estimated based on based on management's business forecast and historical revenue)
- Expected revenue volatility (estimated based on the average revenue volatility of nine comparable companies from 2011 onward.)

### 7. 公允價值計量(續)

#### (c) 於12月31日，本集團使用之估值程序及用於公允價值計量之估值技術及輸入值披露：

本集團財務總監負責財務報告所需資產及負債之公允價值計量，包括第三層級公允價值計量。財務總監直接向董事會匯報該等公允價值計量。財務總監與董事會每年至少就估值程序及結果召開兩次會議。

就第三層級公允價值計量，本集團通常會聘請具備獲認可之專業資格及近期經驗之外部估值專家進行估值。

第三層級公允價值計量使用之主要不可觀察輸入值主要為：

- 本公司之股價波幅(根據彭博所報之本公司於估值日期之股價之平均過往每日波幅估計)
- 預期收入增長率(根據管理層之業務預測及過往收入估計)
- 預期收入波幅(根據九間可資比較公司自2011年起之平均收入波幅估計)。



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### 7. FAIR VALUE MEASUREMENTS (CONTINUED)

#### (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December: (continued)

##### Level 3 fair value measurements

### 7. 公允價值計量(續)

#### (c) 於12月31日，本集團使用之估值程序及用於公允價值計量之估值技術及輸入值披露：(續)

##### 第三層級公允價值計量

Description 描述	Valuation technique 估值技術	Unobservable inputs 不可觀察輸入值	Range 範圍	Effect on fair value for increase of inputs 輸入值增加對 公允價值之影響	Fair value 公允價值	
					2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Convertible bond 可換股債券	Black-Scholes model with Monte Carlo Simulation method 柏力克-舒爾斯期權 定價模式及蒙特卡 羅模擬法	Stock price volatility 股價波幅	Not applicable 不適用 (2017: 67.5%) (2017年: 67.5%)	Increase 增加	-	94
		Expected revenue growth rate 預期收入增長率	Not applicable 不適用 (2017: 0%) (2017年: 0%)	Increase 增加		
		Expected revenue volatility 預期收入波幅	Not applicable 不適用 (2017: 27.6%) (2017年: 27.6%)	Increase 增加		



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### 8. REVENUE AND SEGMENT REPORTING

#### (a) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the year is as follow:

### 8. 收入及分部報告

#### (a) 收入細分

按主要產品或服務劃分本年度來自客戶合約的收入細分如下：

		2018 2018年		2017 2017年	
		HK\$'000 千港元	%	HK\$'000 千港元	%
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>	<b>屬香港財務報告準則第15號範圍內來自客戶合約的收入</b>				
Disaggregated by major products or service lines	按主要產品或服務細分				
Manufacturing and sales of BOPP films	產銷聚丙烯雙向拉伸薄膜				
– Cigarette films	– 香煙薄膜	<b>220,424</b>	<b>48%</b>	206,175	16%
– Non-cigarette-related films	– 非香煙相關包裝材料	<b>121,589</b>	<b>27%</b>	111,930	9%
Sub-total	小計	<b>342,013</b>	<b>75%</b>	318,105	25%
Sales of sub-processing cigarette films	銷售加工香煙薄膜	<b>50,083</b>	<b>11%</b>	70,447	6%
Properties development and related services	物業發展及相關服務	<b>10,377</b>	<b>2%</b>	812,348	65%
Generation of photovoltaic power	光伏發電	<b>50,181</b>	<b>12%</b>	45,477	4%
Cloud-related business	雲業務	<b>1,173</b>	–	4,329	–
<b>Total</b>	<b>合計</b>	<b>453,827</b>	<b>100%</b>	1,250,706	100%



## Notes to the Consolidated Financial Statements

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### 8. REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (a) Disaggregation of revenue (continued)

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major product lines and geographical regions:

### 8. 收入及分部報告(續)

#### (a) 收入細分(續)

本集團於下列主要產品及地區透過在某時間段或時點轉讓產品及服務產生收入：

For the year ended 31 December 截至12月31日止年度		Manufacturing and sales of BOPP films 產銷聚丙烯雙向拉伸薄膜		Sales of sub-processing cigarette films 銷售加工香煙薄膜		Properties development and related services 物業發展及相關服務		Generation of photovoltaic power 光伏發電		Cloud-related business 雲業務		Total 合計	
		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Primary geographical markets</b> Mainland China	<b>主要地區市場</b> 中國內地	<b>342,013</b>	318,105	<b>50,083</b>	70,447	<b>10,377</b>	812,348	<b>50,181</b>	45,477	<b>1,173</b>	4,329	<b>453,827</b>	1,250,706
<b>Timing of revenue recognition</b> Products transferred at a point in time	<b>收入確認時點</b> 產品於某一時間點轉移	<b>342,013</b>	318,105	<b>50,083</b>	70,447	<b>7,752</b>	809,560	-	-	-	-	<b>399,848</b>	1,198,112
Products and services transferred over time	產品及服務隨時間轉移	-	-	-	-	<b>2,625</b>	2,788	<b>50,181</b>	45,477	<b>1,173</b>	4,329	<b>53,979</b>	52,594
<b>Total</b>	<b>合計</b>	<b>342,013</b>	318,105	<b>50,083</b>	70,447	<b>10,377</b>	812,348	<b>50,181</b>	45,477	<b>1,173</b>	4,329	<b>453,827</b>	1,250,706

The Group has initially applied HKFRS 15 using the cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with HKAS 18.

本集團已運用累積影響法初步應用香港財務報告準則第15號。根據該方法，可比資料並無根據香港會計準則第18號重列及編製。





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### 8. REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) Segment reporting

The Group has five operating segments as follows:

- Manufacturing and sales of BOPP films: this segment engages in manufacturing and sales of cigarette packaging films and non-cigarette-related packing films (e.g. films for packing straws, food, cassettes and stationery tapes);
- Sales of sub-processing cigarette films: this segment engages in trading of sub-processing cigarette films;
- Properties development and related services: this segment engages in development and sales of properties and providing property management services;
- Generation of photovoltaic power: this segment engages in generating and sales of electricity; and
- Cloud-related business: this segment engaged in provision of development of cloud computing related software, outsourcing cloud platforms and providing cloud computing solutions and related services.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include unallocated head office and corporate expenses, (loss)/gain on disposal of a subsidiary, net realised and unrealised loss on equity securities and dividend income from equity securities. Segment assets do not include equity securities and unallocated head office and corporate assets. Segment liabilities do not include unallocated head office and corporate liabilities.

### 8. 收入及分部報告(續)

#### (b) 分部報告

本集團五個經營分部如下：

- 產銷聚丙烯雙向拉伸薄膜：此分部銷售及製造香煙和非香煙相關的包裝薄膜(如用作包裝吸管、食品、磁帶的薄膜及文具膠帶所用的薄膜)；
- 銷售加工香煙薄膜：此分部買賣貿易加工處理的香煙相關薄膜；
- 物業發展及相關服務：此分部發展及銷售物業及提供物業管理服務；
- 光伏發電：此分部產銷電力；及
- 雲業務：此分部提供開發雲計算相關軟件、外包雲平台及提供雲計算解決方案及相關服務。

本集團之可報告分部為提供不同產品及服務的策略業務單位。由於各項業務所需之技術及營銷策略有別，故有關業務會分開管理。

經營分部的會計政策與綜合財務報表附註4所述者相同。分部溢利或虧損不包括未分配總部和公司支出、出售一間附屬公司(虧損)/收益、股本證券的已變現及未變現淨虧損及股本證券的股息收入。分部資產不包括股本證券及未分配總部和公司資產。分部負債不包括未分配總部和公司負債。



## 8. REVENUE AND SEGMENT REPORTING (CONTINUED)

### (b) Segment reporting (continued)

#### (i) Segment results, assets and liabilities

Information about operating segment profit or loss, assets and liabilities is as follows:

## 8. 收入及分部報告(續)

### (b) 分部報告(續)

#### (i) 分部業績、資產及負債

有關營運分部損益、資產及負債之資料如下：

		Manufacturing and sales of BOPP films 產銷聚丙烯雙向拉伸薄膜		Sales of sub-processing cigarette films 銷售加工香煙薄膜		Properties development and related services 物業發展及相關服務		Generation of photovoltaic power 光伏發電		Cloud-related business 雲業務		Total 合計	
		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Year ended 31 December	截至12月31日止年度												
Revenue from external customers	來自外部客戶收益	342,013	318,105	50,083	70,447	10,377	812,348	50,181	45,477	1,173	4,329	453,827	1,250,706
Reportable segment revenue	可申報分部收入	342,013	318,105	50,083	70,447	10,377	812,348	50,181	45,477	1,173	4,329	453,827	1,250,706
Reportable segment gross profit/(loss)	可申報分部毛利/(毛損)	68,095	68,568	14,534	22,038	2,339	59,084	31,670	28,782	(1,234)	(22,337)	115,404	156,135
Reportable segment profit/(loss) before tax	可申報分部稅前溢利/(虧損)	1,783	27,170	5,914	6,636	(507)	50,796	19,049	13,426	(24,068)	(244,146)	2,171	(146,118)
Interest income from bank deposits	銀行存款利息收益	64	81	54	111	755	5	17	18	50	43	940	258
Interest expense	利息開支	6,003	5,261	1,960	2,404	-	14	193	497	-	-	8,156	8,176
Depreciation and amortisation	折舊和攤銷	15,781	15,255	2,077	1,185	432	503	14,826	13,044	3,891	24,846	37,007	54,833
Other material non-cash items:	其他重大非現金項目：												
Impairment of goodwill	商譽減值	-	-	-	-	-	-	-	-	-	49,645	-	49,645
Impairment of property, plant and equipment	物業、廠房及設備減值	-	-	-	-	-	-	-	-	19,419	5,099	19,419	5,099
Impairment of intangible assets	無形資產減值	-	-	-	-	-	-	-	-	-	162,807	-	162,807
As at 31 December	於12月31日												
Reportable segment assets	可申報分部資產	372,894	404,262	125,439	95,369	163,576	294,003	393,694	341,488	35,365	61,349	1,090,968	1,196,471
Additions to non-current segment assets during the year	年內非流動分部資產的增置	2,872	4,114	9,143	21,645	7	32	65,244	-	-	-	77,266	25,791
Reportable segment liabilities	可申報分部負債	168,122	172,921	62,025	84,591	45,452	97,591	10,351	14,771	3,434	3,288	289,384	373,162



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## 8. REVENUE AND SEGMENT REPORTING 8. 收入及分部報告(續)

### (b) Segment reporting (continued)

#### (ii) Reconciliations of segment profit or loss, assets and liabilities

### (b) 分部報告(續)

#### (ii) 分部溢利或虧損、資產及負債的對賬

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Profit/(loss)</b>	<b>溢利/(虧損)</b>		
Reportable segment profit/(loss) before tax	可申報分部稅前溢利/(虧損)	2,171	(146,118)
(Loss)/gain on disposal of subsidiaries	出售附屬公司(虧損)/收益	(1,629)	363
Net realised and unrealised loss on investment in equity securities	股本證券投資的已變現及未變現淨虧損	(4,167)	(21,089)
Dividend income from equity securities	股本證券的股息收入	129	396
Unallocated head office and corporate expenses	未分配總部和公司支出	(15,386)	(15,716)
Consolidated loss before tax	綜合稅前虧損	(18,882)	(182,164)
<b>Assets</b>	<b>資產</b>		
Reportable segment assets	可申報分部資產	1,090,968	1,196,471
Equity securities	股本證券	15,199	19,366
Unallocated head office and corporate assets	未分配總部和公司資產	15,638	56,945
Consolidated total assets	綜合資產總額	1,121,805	1,272,782
<b>Liabilities</b>	<b>負債</b>		
Reportable segment liabilities	可申報分部負債	289,384	373,162
Unallocated head office and corporate liabilities	未分配總部和公司負債	1,114	1,848
Consolidated total liabilities	綜合負債總額	290,498	375,010



## 8. REVENUE AND SEGMENT REPORTING 8. 收入及分部報告(續)

### (b) Segment reporting (continued)

#### (iii) Geographic information

No geographic information is shown as the revenue and profit from operations of the Group are derived from its activities in the PRC.

#### (iv) Revenue from major customers

### (b) 分部報告(續)

#### (iii) 地區資料

因本集團的收入及經營溢利源自其在中國的業務，故無呈報地區分類資料。

#### (iv) 來自主要客戶的收入

		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
Segment of manufacturing and sales of BOPP films and sale of sub-processing cigarette firms	產銷聚丙烯雙向拉伸薄膜及銷售加工香煙薄膜分部		
Customer A	客戶甲	150,949	150,030
Customer B	客戶乙	95,988	119,122
		<b>246,937</b>	269,152
Segment of generation of photovoltaic power	光伏發電分部		
Customer C	客戶丙	50,181	45,477

## 9. OTHER INCOME

## 9. 其他收入

		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
Government grants (Note)	政府補助(附註)	497	605
Compensation	補償	358	234
Sales of scrap materials	出售廢料	10,581	12,230
Dividend income from equity securities	股本證券的股息收入	129	396
Interest income on bank deposits	銀行存款利息收入	940	917
Sundry income	雜項收入	182	2,103
		<b>12,687</b>	16,485

Note: Government grants mainly related to the subsidy received from the local government authority for the achievements of the Group.

附註：政府補助主要有關因本集團成就自地方政府機構收取之補助。



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### 10. OTHER GAINS AND LOSSES

### 10. 其他收益及虧損

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及設備 收益／(虧損)	107	(27)
Write off of property, plant and equipment	物業、廠房及設備撇銷	(28)	(1,581)
(Loss)/gain on disposal of subsidiaries	出售附屬公司的(虧損)／收益	(1,629)	363
Net foreign exchange (losses)/gains	匯兌(虧損)／收益淨額	(2,337)	961
Net realised and unrealised gain on investment in wealth management products	理財產品投資的已變現及未變現 收益淨額	592	774
Net realised and unrealised loss on investment in equity securities	股本證券投資的已變現及 未變現淨虧損	(4,167)	(21,089)
Fair value gain on convertible bonds	可換股債券公允價值收益	94	13,154
Others	其他	(2,000)	-
		<b>(9,368)</b>	<b>(7,445)</b>

### 11. FINANCE COSTS

### 11. 融資成本

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Interest on bank borrowings	銀行貸款利息	7,786	6,353
Other interest expense	其他利息開支	370	2,160
Total borrowing costs	借貸成本總額	<b>8,156</b>	<b>8,513</b>



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### 12. INCOME TAX EXPENSE/(CREDIT)

Income tax has been recognised in profit or loss as follows:

### 12. 所得稅支出／(抵免)

所得稅於損益內確認如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Current tax – Hong Kong Profits Tax	本期稅項 – 香港利得稅		
Overprovision in prior year	於過往年度超額撥備	(917)	–
Current tax – PRC enterprise income tax	即期稅項 – 中國企業所得稅		
Provision for the year	本年度撥備	4,720	21,178
Under/(over)-provision in prior years	年於過往年度撥備不足／ (超額撥備)	1,485	(5,288)
		<b>5,288</b>	15,890
LAT	土地增值稅	71	12,292
Deferred tax (note 33)	遞延稅項(附註33)	2,375	(44,260)
		<b>7,734</b>	(16,078)

(i) Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in these jurisdictions.

(ii) No provision for Hong Kong Profits Tax is required since the Group has no assessable profit for the year (2017: Nil).

On 21 March 2018, the Inland Revenue (Amendment) (No. 7) Bill 2017, which introduces a two-tiered profits tax regime, was substantively enacted. Under the two-tiered profits tax regime, the first HK\$2 million of assessable profits of qualifying corporations will be taxed at 8.25% with effect from the year assessment 2018/2019. Profits above HK\$2 million will continue to be subject to the tax rate of 16.5%.

(i) 根據開曼群島及英屬維爾京群島的規則和規例，本集團無須於該等司法權區繳納任何所得稅。

(ii) 並無就香港利得稅作出撥備，因為本集團於本年度並無應課稅溢利(2017年：零)。

2018年3月21日，《2017年稅務(修訂)(第7號)條例草案》實質性立法，引入兩級利得稅制。根據兩級利得稅制，自2018/2019課稅年度起，合資格法團首200萬港元的應評稅利潤將按8.25%徵稅，超過200萬港元的利潤將繼續按16.5%稅率徵稅。



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### 12. INCOME TAX EXPENSE/(CREDIT) (CONTINUED)

- (iii) On 16 March 2007, the Fifth Plenary Session of the Tenth National People's Congress passed the Corporate Income Tax Law of the PRC ("New Tax Law") which became effective on 1 January 2008 and the PRC's statutory Corporate Income Tax rate is 25%.

Pursuant to the rules and regulations applicable to advanced technology enterprises established in the PRC, Jiangsu Sheen Colour Science Technology Co., Ltd. and Qingdao Ener Packaging Technology Co., Ltd. are subject to PRC corporate income tax at a preferential tax rate of 15% for the year ended 31 December 2018.

Entities engaged in qualified power generating projects, are eligible for a corporate income tax exemption for the first year to the third year, and a 50% reduction for the fourth year to the sixth year starting from the year in which the entities first generate operating income (the "3+3 tax holiday"). Xuzhou Sheentai New Energy Power Generation Co., Ltd. (an indirect wholly-owned subsidiary of the Group) obtained the "Notification of Corporate Income Tax ("CIT") 3+3 tax holiday" in 2016 and was entitled to the 3+3 tax holiday retrospectively from 2015 to 2020.

Entities engaged in software related business are eligible for a corporate income tax exemption for the first year to second year, and a 50% reduction for the third year to the fifth year starting from the year in which the entities first generate operating income (the "2+3 tax holiday"). Xuyi Guangcai Information Technology Co., Ltd. (an indirect wholly-owned subsidiary of the Group) obtained the "Notification of CIT 2+3 tax holiday" in 2017 and was entitled to 2+3 tax holiday retrospectively from 2016 to 2020.

- (iv) According to the New Tax Law and its implementation rules, dividends receivable by non-PRC-resident corporate investors from PRC-resident enterprises are subject to withholding tax at 10%, unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008. Under the tax arrangement between the Mainland of China and Hong Kong Special Administrative Region and the relevant regulations, a qualified Hong Kong tax resident which is the "beneficial owner" and holds a 25% equity interest or more of a PRC enterprise is entitled to a reduced withholding tax rate of 5%. The withholding tax rate applicable to the Group is 5%.

### 12. 所得稅支出／(抵免)(續)

- (iii) 於2007年3月16日，第十屆全國人民代表大會第五次全體會議通過了《中華人民共和國企業所得稅法》(「新稅法」)，於2008年1月1日生效，中國法定企業所得稅率為25%。

根據適用於在中國成立的高新技術企業的法律法規，江蘇金格潤科技有限公司和青島英諾包裝科技有限公司須就截至2018年12月31日止年度按優惠稅率15%繳納中國企業所得稅。

從事合資格能源產生項目的企業可自其首次產生經營收入的年度起計第一至第三年度合資格獲得稅務豁免，並於第四至第六年度可減免50%的企業所得稅(「3+3稅務寬免期」)。徐州順泰新能源發電有限公司(本集團的間接全資附屬公司)於2016年度取得「企業所得稅(「企業所得稅」)3+3稅務寬免期的通知」，自2015年至2020年度期間可追溯享有3+3稅務寬免期。

從事軟件相關業務的企業可自其首次產生經營收入的年度起計第一至第二年度合資格獲得稅務豁免，並於第三至第五年度可減免50%的企業所得稅(「2+3稅務寬免期」)。盱眙廣財信息科技有限公司(本集團的間接全資附屬公司)於2017年度取得「企業所得稅2+3稅務寬免期的通知」，自2016年至2020年度期間可追溯享有2+3稅務寬免期。

- (iv) 根據新稅法及其實施細則，除非2008年1月1日起賺取的溢利獲稅務條例或安排寬減，否則非中國居民企業投資者應收中國居民企業的股息須按10%繳納預扣稅。根據中國內地與香港特別行政區之間的稅務安排及相關法規，身為中國企業的「實益擁有人」並持有25%或以上股權的合資格香港稅務居民可享獲寬減預扣稅率5%。適用於本集團的預扣稅率為5%。





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#### 12. INCOME TAX EXPENSE/(CREDIT) (CONTINUED)

- (v) According to the New Tax Law and its implementation rules, where the research and development expenses incurred by an enterprise in its research and development activities do not form intangible assets and are included in the current period's profit or loss, 50% of such research and development expenses shall be deducted from the taxable income amount of the year; where intangible assets are formed, pretax amortisation shall be made based on 150% of the costs of the intangible assets.

The reconciliation between income tax expense/(credit) and product of loss before tax multiplied by the applicable tax rates is as follows:

#### 12. 所得稅支出／(抵免)(續)

- (v) 根據新稅法及其實施細則，企業開展研發活動中實際發生的研發費用，未形成無形資產計入當期損益的，在按規定據實扣除的基礎上，按照本年度實際發生額的50%，從本年度應納稅所得額中扣除；形成無形資產的，按照無形資產成本的150%在稅前攤銷。

所得稅支出／(抵免)與除稅前虧損乘以適用稅率之結果對賬如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Loss before tax	稅前虧損	<b>(18,882)</b>	(182,164)
Notional tax on loss before tax, calculated at the rates applicable in the jurisdictions concerned	按照在相關司法權區獲得的適用稅率計算稅前虧損的名義稅項	<b>(2,020)</b>	(22,082)
Tax effect of the preferential tax rates	優惠稅率的稅項影響	<b>(3,058)</b>	(4,727)
Additional deductible allowance for research and development expenses	可增加扣減之研發費用	<b>(989)</b>	(939)
Tax effect of non-deductible expenses	不可扣減支出的稅項影響	<b>8,752</b>	9,871
PRC withholding tax	中國預扣稅	<b>912</b>	2,593
Tax effect of non-taxable income	非應稅收入的稅收影響	<b>(102)</b>	(9,319)
Tax effect of tax losses not recognised	未確認的稅項虧損的稅項影響	<b>2,739</b>	3,996
Under/(over)-provision in prior years	於過往年度撥備不足／(超額撥備)	<b>568</b>	(5,288)
Overprovision in current year	於當前年度超額撥備	<b>(120)</b>	-
LAT	土地增值稅	<b>71</b>	12,292
Tax effect of unrecognised temporary differences	未確認暫時差額的稅項影響	<b>981</b>	(2,072)
Tax effect of utilisation of tax losses not previously recognised	動用過往未確認的稅項虧損的稅項影響	-	(403)
Income tax expense/(credit)	所得稅支出／(抵免)	<b>7,734</b>	(16,078)



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 13. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging/(crediting) the following:

### 13. 年內虧損

經扣除／(計入)下列各項後，本集團年內虧損如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Amortisation of intangible assets (included in cost of sales)	無形資產攤銷 (包括於銷售成本)	462	20,774
Depreciation	折舊	43,489	41,124
Amortisation of leasehold land	租賃土地攤銷	521	493
Operating lease charges:	經營租賃開支：		
– Land and buildings	– 土地及建築物	3,975	4,648
Auditor's remuneration	核數師酬金	1,330	1,400
Cost of inventories sold	已售存貨成本	248,569	975,651
Allowance for trade and other receivables	貿易應收款項及其他應收款項撥備	2,066	1,943
Research and development expenditure	研發開支	16,214	15,949
Reversal for allowance of trade and other receivables	貿易應收款項及其他應收 款項撥備回撥	(404)	–
Allowance for inventories	存貨撥備	212	432
Write off of property, plant and equipment	物業、廠房及設備撇銷	28	1,581

Cost of inventories sold includes staff costs, depreciation, amortisation and operating lease charges of approximately HK\$52,728,000 (2017: HK\$56,627,000) which are included in the amounts disclosed separately above or in note 14 for each of these type of expenses.

已售存貨成本包括員工成本、折舊、攤銷及經營租賃開支約52,728,000港元(2017年：56,627,000港元)，已計入上文單獨披露或附註14列示的各類開支之金額內。



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### 14. EMPLOYEE BENEFITS EXPENSE

### 14. 僱員福利開支

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Salaries, bonuses and allowances	薪金、獎金及津貼	47,822	58,333
Equity-settled share-based payments	以權益結算以股份為基礎的支付	1,811	4,295
Retirement benefit scheme contributions	退休福利計劃的供款	6,656	10,068
		<b>56,289</b>	72,696

#### Five highest paid individuals

The five highest paid individuals in the Group during the year included 2 (2017: 4) directors whose emoluments are reflected in the analysis presented in note 15(a). The emoluments of the remaining 3 (2017: 1) individual(s) are set out below:

#### 五位最高酬金人士

本集團本年度五位最高酬金人士包括2位(2017年：4位)董事，其酬金已於綜合財務報表附註15(a)所列分析內反映。其餘3位(2017年：1位)人士之酬金載列如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Salaries, bonuses and allowances	薪金、獎金及津貼	1,978	1,229
Equity-settled share-based payments	以權益結算以股份為基礎的支付	65	170
Retirement benefit scheme contributions	退休福利計劃的供款	–	11
		<b>2,043</b>	1,410

The emoluments fell within the following bands:

酬金在以下金額範圍內：

		Number of individuals 人數	
		2018 2018年	2017 2017年
Nil to HK\$1,000,000	零至1,000,000港元	3	–
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	–	1



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### 15. BENEFITS AND INTERESTS OF DIRECTORS

#### (a) Directors' emoluments

The remuneration of every director is set out below:

**Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking**

### 15. 董事福利及權益

#### (a) 董事酬金

各名董事酬金載列如下：

就各名人士作為董事（不論為本公司或其附屬公司出任）的已支付或應收酬金

		Fees 袍金 HK\$'000 千港元	Salaries 薪金 HK\$'000 千港元	Discretionary bonus 酌情花紅 HK\$'000 千港元	(Note i) Estimated money value of other benefits (附註i) 其他福利的 預算金額 HK\$'000 千港元	Employer's contribution to a retirement benefit scheme 僱主就 退休福利 計劃的供款 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>Executive directors</b>	<b>執行董事</b>						
Guo Yumin	郭玉民	550	-	2,750	-	18	3,318
Xia Yu	夏煜	-	300	100	-	-	400
Zeng Xiangyang	曾向陽	-	787	500	74	43	1,404
Guo Cheng (Note (ii))	郭誠(附註(ii))	-	120	-	21	-	141
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Lo Wa Kei, Roy	盧華基	250	-	-	30	-	280
Fong Wo, Felix	方和	250	-	-	30	-	280
Fan Qing	范晴	250	-	-	30	-	280
<b>Total for 2018</b>	<b>2018年合計</b>	<b>1,300</b>	<b>1,207</b>	<b>3,350</b>	<b>185</b>	<b>61</b>	<b>6,103</b>



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 15. BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED) 15. 董事福利及權益 (續)

#### (a) Directors' emoluments (continued)

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking

#### (a) 董事酬金 (續)

就各名人士作為董事(不論為本公司或其附屬公司出任)的已支付或應收酬金

		Fees 袍金 HK\$'000 千港元	Salaries 薪金 HK\$'000 千港元	Discretionary bonus 酌情花紅 HK\$'000 千港元	(Note i) Estimated money value of other benefits (附註i) 其他福利的 預算金額 HK\$'000 千港元	Employer's contribution to a retirement benefit scheme 僱主就 退休福利 計劃的供款 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>Executive directors</b>	<b>執行董事</b>						
Guo Yumin	郭玉民	550	–	1,650	58	18	2,276
Xia Yu	夏煜	–	500	450	58	–	1,008
Zeng Xiangyang	曾向陽	–	677	750	185	18	1,630
Guo Cheng	郭誠	–	500	450	116	–	1,066
Bau Siu Fung (Note (iii))	鮑小豐(附註(iii))	–	71	–	13	2	86
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Lo Wa Kei, Roy	盧華基	225	–	–	51	–	276
Fong Wo, Felix	方和	225	–	–	51	–	276
Fan Qing	范晴	225	–	–	51	–	276
<b>Total for 2017</b>	<b>2017年合計</b>	<b>1,225</b>	<b>1,748</b>	<b>3,300</b>	<b>583</b>	<b>38</b>	<b>6,894</b>

Notes: (i) Estimated money value of other benefits represented share options.

(ii) Resigned on 25 May 2018.

(iii) Resigned on 20 January 2017.

附註：(i) 其他福利的預算金額即購股權。

(ii) 於2018年5月25日辭任。

(iii) 於2017年1月20日辭任。



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### 15. BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)

#### (b) Directors' material interests in transactions, arrangements and contracts

Save as disclosed in note 40 to the consolidated financial statements and contracts amongst group companies, no other significant transactions, arrangements and contracts to which the Company was a party and in which a director of the Company and other director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 16. DIVIDENDS

### 15. 董事福利及權益 (續)

#### (b) 董事於交易、安排及合約之重大權益

除綜合財務報表附註40披露者以及集團內公司間合約外，於年末或年內任何時間並無存續任何其他本公司訂立而本公司董事及其關連人士直接或間接擁有重大權益且與本集團業務有關之重大交易、安排及合約。

### 16. 股息

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
2018 Interim of HK\$Nil (2017: 2017 Interim of HK\$0.01) per ordinary share paid	派付2018年中期股息 每股普通股零港元 (2017年: 2017年中期 股息0.01港元)	-	24,552
2017 Final of HK\$Nil (2017: 2016 Final of HK\$ Nil) per ordinary share	派付2017年末期股息 每股普通股零港元 (2017年: 2016年末期 股息零港元)	-	-
		-	24,552

Subsequent to the end of the reporting period, the Board does not recommend payments of any final dividends for the year ended 31 December 2018.

於提呈報告期末，董事會並不建議派付截至2018年12月31日止年度的任何末期股息。

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### 17. LOSS PER SHARE

The calculation of the basic and diluted loss per share is based on the following:

### 17. 每股虧損

每股基本及攤薄虧損乃根據以下計算：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of calculating basic loss per share	用於計算每股基本虧損的虧損	<b>(26,498)</b>	(165,219)
After tax effect of change in fair value of convertible bonds	可換股債券的公允價值變動帶來的稅後影響	-	(13,154)
Loss for the purpose of calculating diluted loss per share	用於計算每股攤薄虧損的虧損	<b>(26,498)</b>	(178,373)
<b>Number of shares</b>	<b>股份數目</b>	<b>'000</b>	<b>'000</b>
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	用於計算每股基本虧損的普通股加權平均數	<b>2,455,248</b>	2,406,203
Effect of deemed conversion of convertible bond	被視為轉換可換股債券的影響	-	28,037
Weighted average number of ordinary shares for the purpose of calculating diluted loss per share	用於計算每股攤薄虧損的普通股加權平均數	<b>2,455,248</b>	2,434,240

The Company's share options as at 31 December 2017 and 2018 do not give rise to any dilutive effect to the loss per share.

於2017年及2018年12月31日，本公司之購股權不會對每股虧損產生任何攤薄影響。





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## 18. PROPERTY, PLANT AND EQUIPMENT

## 18. 物業、廠房及設備

		Solar power plants	Buildings	Plant and machinery	Office equipment and others 辦公室設備	Motor vehicles	Yacht	Construction in progress	Total
		太陽能發電站	建築物	廠房及機器	及其他	汽車	遊艇	在建工程	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>Cost</b>	<b>成本</b>								
At 1 January 2017	於2017年1月1日	264,824	74,496	213,954	9,478	8,410	35,696	-	606,858
Additions	增置	16	393	2,933	863	185	20	21,324	25,734
Disposals	處置	-	-	(1,936)	-	-	-	-	(1,936)
Write off	撇銷	(1,436)	(137)	(178)	(386)	-	-	-	(2,137)
Transfer from construction in progress	轉自在建工程	-	19,927	1,073	77	-	-	(21,077)	-
Exchange differences	匯兌差額	19,123	6,138	15,549	582	524	-	9	41,925
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	282,527	100,817	231,395	10,614	9,119	35,716	256	670,444
Additions	增置	63,813	-	2,636	243	715	-	1,748	69,155
Disposals	處置	-	-	-	(3)	(1,528)	-	-	(1,531)
Write off	撇銷	-	-	-	(86)	(468)	-	-	(554)
Transfer from construction in progress	轉自在建工程	713	-	-	-	-	-	(713)	-
Disposal of a subsidiary	處置附屬公司	-	-	-	(29)	-	-	-	(29)
Exchange differences	匯兌差額	(16,668)	(5,046)	(11,736)	(449)	(344)	-	(52)	(34,295)
At 31 December 2018	於2018年12月31日	330,385	95,771	222,295	10,290	7,494	35,716	1,239	703,190
<b>Accumulated depreciation and impairment</b>	<b>累計折舊及減值</b>								
At 1 January 2017	於2017年1月1日	(9,760)	(26,768)	(79,266)	(6,830)	(6,588)	(9,511)	-	(138,723)
Charge for the year	本年折舊	(13,021)	(3,936)	(15,270)	(1,139)	(594)	(7,164)	-	(41,124)
Disposals	處置	-	-	1,019	-	-	-	-	1,019
Write off	撇銷	-	41	161	354	-	-	-	556
Impairment loss	減值虧損	-	-	(5,099)	-	-	-	-	(5,099)
Exchange differences	匯兌差額	(1,205)	(2,060)	(6,343)	(462)	(407)	-	-	(10,477)
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	(23,986)	(32,723)	(104,798)	(8,077)	(7,589)	(16,675)	-	(193,848)
Charge for the year	本年折舊	(14,807)	(4,792)	(14,953)	(1,114)	(666)	(7,157)	-	(43,489)
Disposals	處置	-	-	-	2	1,423	-	-	1,425
Write off	撇銷	-	-	-	80	446	-	-	526
Impairment loss	減值虧損	-	-	(19,419)	-	-	-	-	(19,419)
Disposal of a subsidiary	處置附屬公司	-	-	-	19	-	-	-	19
Exchange differences	匯兌差額	1,770	1,805	6,208	377	271	-	-	10,431
At 31 December 2018	於2018年12月31日	(37,023)	(35,710)	(132,962)	(8,713)	(6,115)	(23,832)	-	(244,355)
<b>Carrying amount</b>	<b>賬面值</b>								
At 31 December 2018	於2018年12月31日	293,362	60,061	89,333	1,577	1,379	11,884	1,239	458,835
At 31 December 2017	於2017年12月31日	258,541	68,094	126,597	2,537	1,530	19,041	256	476,596



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### 18. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

At 31 December 2018, the carrying amount of property, plant and equipment pledged as security for the Group's bank borrowings amounted to HK\$105,695,000 (2017: HK\$123,049,000).

At 31 December 2018, the Group was in the process of obtaining the relevant building ownership certificates of certain buildings with carrying amount of HK\$18,763,000 (2017: HK\$20,690,000).

The Group carried out reviews of the recoverable amounts of property, plant and equipment attributable to the cloud-related business segment, having regarded to the fact that the operation of the Cloud Platforms was temporarily ceased since the Group terminated the operation and maintenance services previously provided by a third party operator on the Cloud Platforms during the year. The review led to the recognition of impairment losses of approximately HK\$19,419,000 (2017: HK\$5,099,000) for property, plant and equipment, that have been recognised in profit or loss. The recoverable amount of approximately HK\$8,537,000 has been determined on the basis of value in use using discounted cash flow method. The pre-tax discount rate used was 21.6% (2017: 25%).

### 18. 物業、廠房及設備(續)

於2018年12月31日，已抵押作為本集團銀行貸款擔保之物業、廠房及設備之賬面值金額為105,695,000港元(2017年：123,049,000港元)。

於2018年12月31日，本集團正獲取賬面金額為18,763,000港元(2017年：20,690,000港元)的若干樓宇的相關樓宇所有權證。

由於年內本集團已終止先前由第三方運營商對雲平台提供的營運及維護服務，故本集團已暫時停止雲平台的動作，因此本集團對雲相關業務分部應佔物業、廠房及設備的可收回金額進行檢討。該檢討導致確認已於損益確認的物業、廠房及設備減值虧損約19,419,000港元(2017年：5,099,000港元)。可收回金額約8,537,000港元乃採用折現現金流量法根據使用價值釐定。採用的稅前折現率為21.6% (2017年：25%)。



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### 19. INTERESTS IN LEASEHOLD LAND HELD FOR OWN USE UNDER OPERATING LEASE

The Group's interests in leasehold land held for own use under operating lease represent prepaid operating lease payments and their net book value are analysed as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
At 1 January	於1月1日	<b>20,357</b>	19,460
Additions	增置	<b>8,103</b>	-
Amortisation	攤銷	<b>(521)</b>	(493)
Exchange differences	匯兌差額	<b>(1,003)</b>	1,390
At 31 December	於12月31日	<b>26,936</b>	20,357
Current portion (note 24)	即期部分(附註24)	<b>(648)</b>	(512)
Non-current portion	非即期部分	<b>26,288</b>	19,845

At 31 December 2018, the carrying amount of interests in leasehold land for own use under operating lease pledged as security for the Group's bank borrowings amounted to HK\$18,847,000 (2017: HK\$20,357,000).

At 31 December 2018, the Group was in the process of obtaining the relevant land use right ownership certificates of certain leasehold land held for own use under operating lease with carrying amount of HK\$8,089,000 (2017: HK\$Nil).

### 19. 根據經營租賃持作自用的租賃土地的權益

本集團根據經營租賃持作自用的租賃土地權益是指預付經營租賃款項及其賬面淨值分析如下：

於2018年12月31日，抵押作為本集團銀行貸款擔保的根據經營租賃持作自用的租賃土地權益的賬面值為18,847,000港元(2017年：20,357,000港元)。

於2018年12月31日，本集團正獲取賬面值8,089,000港元(2017年：零港元)根據經營租賃持作自用的若干租賃土地的相關土地使用權擁有權證書。



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### 20. GOODWILL

### 20. 商譽

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>		
At 1 January and at 31 December	於1月1日及於12月31日	<b>52,475</b>	52,475
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>		
At 1 January	於1月1日	<b>(49,645)</b>	–
Impairment loss recognised in the current year	於本年度確認的減值虧損	–	(49,645)
At 31 December	於12月31日	<b>(49,645)</b>	(49,645)
<b>Carrying amount</b>	<b>賬面值</b>		
At 31 December	於12月31日	<b>2,830</b>	2,830

Goodwill acquired in a business combination is allocated, at acquisition, to the CGUs that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated as follows:

於業務合併時收購之商譽乃於收購時分配至預期可受惠於業務合併之現金產生單位。商譽之賬面值分配如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Cloud-related business:	雲業務：		
Treasure Cloud Group (note (a))	Treasure Cloud Group (附註(a))	–	–
Yancheng Renhe Network Sci. & Tech. Limited ("YCRH") (note (b))	鹽城人和網絡科技有限公司 (「鹽城人和」)(附註(b))	<b>2,830</b>	2,830
		<b>2,830</b>	2,830



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### 20. GOODWILL (CONTINUED)

#### (a) Treasure Cloud Group

Goodwill allocated to Treasure Cloud Group of approximately HK\$49,645,000 was fully impaired during the year ended 31 December 2017.

#### (b) YCRH

For the purpose of goodwill impairment testing in respect of acquisition of YCRH, goodwill arising from the business combinations was allocated to the CGU of YCRH, which is the YCRH's cloud-related business.

The recoverable amount of the CGU is determined based on value in use calculation, which uses cash flow projections based on financial budgets approved by management covering a 5-year period. Cash flows beyond the 5-year period are extrapolated using an estimated weighted average growth rate of 2% (2017: 2%) for the CGU which is consistent with the forecast included in industry reports. The growth rates used do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using a discount rate of 19.5% (2017: 16%). The discount rate used is pre-tax and reflects specific risks relating to the segment.

### 20. 商譽(續)

#### (a) Treasure Cloud Group

分配予Treasure Cloud Group的商譽約49,645,000港元於截至2017年12月31日止年度悉數減值。

#### (b) 鹽城人和

對於收購鹽城人和的商譽減值測試，由企業合併產生的商譽分配鹽城人和的現金產生單位，即鹽城人和的雲業務。

現金產生單位的可收回金額按照使用價值計算方法釐定。使用價值計算方法採用的現金流量預測是以管理層所批准的涵蓋五年期間的財務預算為基礎。該現金產生單位於五年期間後的現金流量採用2% (2017年：2%)的估計加權平均增長率推算，該增長率與行業報告內所作預測一致。該增長率沒有超過現金產生單位所經營業務的平均長期增長率。現金流量按19.5% (2017年：16%)的貼現率進行貼現。採用的貼現率尚未扣除稅項，且反映分部的特定風險。



## 21. INTANGIBLE ASSETS

## 21. 無形資產

		Software	Cloud platform operating agreement	Total
		軟件	雲平台 營運協議	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Cost</b>	<b>成本</b>			
At 1 January 2017	於2017年1月1日	11,756	183,707	195,463
Additions	增置	97	–	97
Exchange differences	匯兌差額	848	–	848
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	12,701	183,707	196,408
Additions	增置	16	–	16
Write off	撇銷	–	(183,707)	(183,707)
Exchange differences	匯兌差額	(634)	–	(634)
At 31 December 2018	於2018年12月31日	12,083	–	12,083
<b>Accumulated amortisation and impairment losses</b>	<b>累計攤銷及減值虧損</b>			
At 1 January 2017	於2017年1月1日	(1,133)	(9,185)	(10,318)
Amortisation for the year	本年度攤銷	(2,403)	(18,371)	(20,774)
Impairment loss	減值虧損	(6,656)	(156,151)	(162,807)
Exchange differences	匯兌差額	(423)	–	(423)
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	(10,615)	(183,707)	(194,322)
Amortisation for the year	本年度攤銷	(462)	–	(462)
Write off	撇銷	–	183,707	183,707
Exchange differences	匯兌差額	550	–	550
At 31 December 2018	於2018年12月31日	(10,527)	–	(10,527)
<b>Carrying amount</b>	<b>賬面值</b>			
At 31 December 2018	於2018年12月31日	1,556	–	1,556
At 31 December 2017	於2017年12月31日	2,086	–	2,086



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### 21. INTANGIBLE ASSETS (CONTINUED)

The average remaining amortisation period of the software is 2.6 years (2017: 3.6 years).

The Group carried out reviews of the recoverable amount of its cloud platform operating agreement in 2017, having regard to the market conditions of the Group's products and services. These assets were used in the Group's cloud-related business segment. The review led to the recognition of impairment losses of HK\$156,151,000 for cloud platform operating agreement and HK\$6,656,000 for software that were recognised in profit or loss in 2017.

### 22. INVESTMENTS IN SUBSIDIARIES

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

### 21. 無形資產(續)

軟件的平均剩餘攤銷期為2.6年(2017年: 3.6年)。

經計及本集團產品及服務的市況,本集團於2017年已審其雲平台營運協議的可收回金額。該等資產用於本集團的雲業務分部。此次審閱導致2017年於損益確認就雲平台營運協議及軟件分別確認減值虧損156,151,000港元及6,656,000港元,並已於損益內確認。

### 22. 於附屬公司的投資

於2018年12月31日的附屬公司詳情如下:

Name of company 公司名稱	Date and place of incorporation/ 註冊成立/ 成立日期及地點	Place of operation and business 營業及 業務地點	Issued and paid up capital 已發行及 繳足資本	Group's effective interest 本集團的 實際權益	Held by the Company 由本公司持有	Held by the subsidiary 由附屬公司持有	Principal activities 主要業務
Ling Xian Fei Yu Import and Export (Shenzhen) Co., Ltd. ("LXFY") (Note 1) and (Note 2)	領先飛宇進出口(深圳)有限公司(「LXFY」) (附註1)及(附註2) 10 September 2007/ 2007年9月10日/ The PRC 中國	The PRC 中國	HK\$23,180,000 23,180,000港元	100%	-	100%	Investment holding and trading of cigarette films 投資控股和香煙薄膜貿易
Jiangsu Sheen Colour Science Technology Co., Ltd. ("JSSC") (Note 1) and (Note 4)	江蘇金格潤科技有限公司(「JSSC」) (附註1)及(附註4) 6 March 2002/ 2002年3月6日/ The PRC 中國	The PRC 中國	US\$9,000,000 9,000,000美元	100%	-	100%	Printing of cigarette films 香煙薄膜印刷
Qingdao Ener Packaging Technology Co., Ltd. ("QD Ener") (Note 1) and (Note 2)	青島英諾包裝科技有限公司(「QD Ener」) (附註1)及(附註2) 27 June 2007/ 2007年6月27日/ The PRC 中國	The PRC 中國	US\$12,000,000 12,000,000美元	100%	-	100%	Manufacturing of cigarette and BOPP films 香煙及聚丙烯雙向拉伸薄膜的製造





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### 22. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Particulars of the subsidiaries as at 31 December 2018 are as follows: (continued)

### 22. 於附屬公司的投資(續)

於2018年12月31日的附屬公司詳情如下:(續)

Name of company 公司名稱	Date and place of incorporation/ establishment 註冊成立/ 成立日期及地點	Place of operation and business 營業及 業務地點	Issued and paid up capital 已發行及 繳足資本	Group's effective interest 本集團的 實際權益	Held by the Company 由本公司持有	Held by the subsidiary 由附屬公司持有	Principal activities 主要業務
Xuzhou New Advantage Real Estate Development Co., Ltd. ("NARED") (Note 1) and (Note 2)	徐州新優勢房地產開發有限公司("NARED") (附註1)及(附註2) 24 July 2013/ The PRC 2013年7月24日/ 中國	The PRC 中國	US\$30,000,000 30,000,000美元	100%	-	100%	Property development 物業發展
Hong Kong Sheen Tai Investment Limited ("HKSTIL")	香港順泰投資有限公司 (「HKSTIL」) 10 May 2013/ Hong Kong 2013年5月10日/ 香港	Hong Kong 香港	US\$25,000,000 25,000,000美元	100%	-	100%	Investment holding 投資控股
Sheen Tai (HK) New Energy Investment Limited ("STNEIL(HK)")	順泰(香港)新能源投資有限公司 (「STNEIL(HK)」) 27 November 2013/ Hong Kong 2013年11月27日/ 香港	Hong Kong 香港	HK\$100 100港元	100%	-	100%	Investment holding 投資控股
Sheen Tai Energy Investment Ltd. ("STEIL")	順泰能源投資有限公司 (「STEIL」) 18 November 2013/ BVI 2013年11月18日/ 英屬維爾京群島	Hong Kong 香港	US\$100 100美元	100%	100%	-	Investment holding 投資控股
Sheen Tai International Investment Ltd. ("STIL")	順泰國際投資有限公司 (「STIL」) 2 May 2013/ BVI 2013年5月2日/ 英屬維爾京群島	Hong Kong 香港	US\$20,000,000 20,000,000美元	100%	100%	-	Investment holding 投資控股
Century Leader Asia Limited ("CLAL")	領先亞洲有限公司 (「CLAL」) 2 April 2007/ Hong Kong 2007年4月2日/ 香港	Hong Kong 香港	HK\$10,000 10,000港元	100%	-	100%	Investment holding and trading of cigarette films 投資控股和 香煙薄膜貿易
Sheen China Group Holdings Inc. ("SCGHI")	順華集團控股有限公司 (「SCGHI」) 27 November 2008/ BVI 2008年11月27日/ 英屬維爾京群島	Hong Kong 香港	US\$10 10美元	100%	100%	-	Investment holding 投資控股



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### 22. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Particulars of the subsidiaries as at 31 December 2018 are as follows: (continued)

### 22. 於附屬公司的投資(續)

於2018年12月31日的附屬公司詳情如下：(續)

Name of company 公司名稱		Date and place of incorporation/ establishment 註冊成立/ 成立日期及地點	Place of operation and business 營業及 業務地點	Issued and paid up capital 已發行及 繳足資本	Group's effective interest 本集團的 實際權益	Held by the Company 由本公司持有	Held by the subsidiary 由附屬公司持有	Principal activities 主要業務
Sheen China Group Holdings Limited ("SCGHL")	順華集團控股有限公司 (「SCGHL」)	5 September 2008/ Hong Kong 2008年9月5日/ 香港	Hong Kong 香港	HK\$1 1港元	100%	–	100%	Inactive 無業務
Sheen China (Hong Kong) Limited ("HKSC")	順華(香港)有限公司 (「HKSC」)	20 August 1997/ Hong Kong 1997年8月20日/ 香港	Hong Kong 香港	HK\$12,600,000 12,600,000港元	100%	–	100%	Investment and trading of cigarette films 投資控股和 香煙薄膜貿易
Shenzhen Shuntai New Energy Science Technology Co., Ltd. ("SZNE") (Note 1) and (Note 2)	深圳順泰新能源科技 有限公司(「SZNE」) (附註1)及(附註2)	31 March 2015/ The PRC 2015年3月31日/ 中國	The PRC 中國	US\$36,663,640 36,663,640美元	100%	–	100%	Investment holding and trading 投資控股和 貿易
Xuzhou Shuntai New Energy Power Generation Co., Ltd. ("XZNE") (Note 1) and (Note 3)	徐州順泰新能源發電 有限公司(「XZNE」) (附註1)及(附註3)	21 April 2015/ The PRC 2015年4月21日/ 中國	The PRC 中國	RMB39,000,000 人民幣 39,000,000元	100%	–	100%	Generation of photovoltaic power 光伏發電
Hong Kong Taiwo Holding Limited ("HKTHL")	香港泰和控股有限公司 (「HKTHL」)	31 July 2015/ Hong Kong 2015年7月31日/ 香港	Hong Kong 香港	HK\$100 100港元	100%	–	100%	Inactive 無業務
Treasure Cloud Limited ("TC")	Treasure Cloud Limited (「TC」)	4 January 2016/ BVI 2016年1月4日/ 英屬維爾京群島	Hong Kong 香港	US\$1 1美元	100%	100%	–	Investment holding 投資控股



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### 22. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Particulars of the subsidiaries as at 31 December 2018 are as follows: (continued)

### 22. 於附屬公司的投資(續)

於2018年12月31日的附屬公司詳情如下:(續)

Name of company 公司名稱		Date and place of incorporation/ establishment 註冊成立/ 成立日期及地點	Place of operation and business 營業及 業務地點	Issued and paid up capital 已發行及 繳足資本	Group's effective interest 本集團的 實際權益	Held by the Company 由本公司持有	Held by the subsidiary 由附屬公司持有	Principal activities 主要業務
Sheen Tai Cloud Network Limited ("STCNL")	順泰雲網絡有限公司 (「STCNL」)	31 August 2016/ BVI 2016年8月31日/ 英屬維爾京群島	Hong Kong 香港	US\$100 100美元	100%	100%	–	Investment holding 投資控股
Falcon Wisdom Limited ("FW")	鵬智有限公司(「FW」)	18 December 2015/ Hong Kong 2015年12月18日/ 香港	Hong Kong 香港	HK\$1 1港元	100%	–	100%	Investment holding 投資控股
China City Cloud Network Sci. & Tech. Limited ("CCCN")	中國城市雲網絡科技 有限公司(「CCCN」)	29 August 2016/ Hong Kong 2016年8月29日/ 香港	Hong Kong 香港	HK\$100 100港元	100%	–	100%	Investment holding 投資控股
Sheyang Tengyun Information Technology Co., Ltd. ("SYTY") (Note 1) and (Note 2)	射陽騰雲信息科技 有限公司(「SYTY」) (附註1)及(附註2)	30 May 2016/ The PRC 2016年5月30日/ 中國	The PRC 中國	HK\$25,000,000 25,000,000港元	100%	–	100%	Cloud-related business 雲業務
Xuyi Guangcai Information Technology Co., Ltd. ("XYGC") (Note 1) and (Note 2)	盱眙廣財信息科技 有限公司(「XYGC」) (附註1)及(附註2)	27 May 2016/ The PRC 2016年5月27日/ 中國	The PRC 中國	HK\$25,000,000 25,000,000港元	100%	–	100%	Cloud-related business 雲業務
Xuzhou Shuntai Agricultural Technology Co., Ltd. ("XZNY") (Note 1) and (Note 3)	徐州順泰農業科技 有限公司(「XZNY」) (附註1)及(附註3)	16 February 2016/ The PRC 2016年2月16日/ 中國	The PRC 中國	RMB10,000,000 人民幣 10,000,000元	100%	–	100%	Agriculture technology 農業技術



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### 22. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Particulars of the subsidiaries as at 31 December 2018 are as follows: (continued)

### 22. 於附屬公司的投資(續)

於2018年12月31日的附屬公司詳情如下:(續)

Name of company 公司名稱	Date and place of incorporation/ establishment 註冊成立/ 成立日期及地點	Place of operation and business 營業及 業務地點	Issued and paid up capital 已發行及 繳足資本	Group's effective interest 本集團的 實際權益	Held by the Company 由本公司持有	Held by the subsidiary 由附屬公司持有	Principal activities 主要業務
Shenzhen Qianhai Tengzhiyun Network Sci. & Tech. Limited ("SZQH") (Note 1) and (Note 2)	深圳前海騰之雲網絡科技 有限公司(「SZQH」) (附註1)及(附註2) 5 May 2016/ The PRC 2016年5月5日/ 中國	The PRC 中國	-	100%	-	100%	Inactive 無業務
Harbin Binghe Information Technology Co., Ltd. ("HEBBH") (Note 1) and (Note 2)	哈爾濱冰和信息科技 有限公司(「HEBBH」) (附註1)及(附註2) 7 June 2016/ The PRC 2016年6月7日/ 中國	The PRC 中國	-	100%	-	100%	Inactive 無業務
Shenzhen Qianhai Taizhiyun Network Sci. & Tech. Limited ("SZQH") (Note 1) and (Note 2)	深圳前海泰之雲網絡科技 有限公司(「SZQH」) (附註1)及(附註2) 14 December 2016/ The PRC 2016年12月14日/ 中國	The PRC 中國	-	100%	-	100%	Investment holding 投資控股
YCRH (Note 1) and (Note 3)	鹽城人和 (附註1)及(附註3) 12 September 2013/ The PRC 2013年9月12日/ 中國	The PRC 中國	RMB1,000,000 人民幣 1,000,000元	100%	-	100%	Cloud-related business 雲業務
City Cloud Network (China) Sci. & Tech. Limited ("CCNC")	城市雲網絡(中國)科技 有限公司(「CCNC」) 1 June 2017/ BVI 2017年6月1日/ 英屬維爾京群島	Hong Kong 香港	US\$46 46美元	100%	100%	-	Inactive 無業務

Note 1: The English translation of the names is for reference only. The official names of these entities are in Chinese.

Note 2: These entities are wholly foreign-owned enterprises in PRC.

Note 3: These entities are limited companies established in PRC.

Note 4: The entity is a sino-foreign joint venture limited liability established in the PRC.

附註1: 英文本的英譯名稱僅供參考。該等實體的官方名稱以中文為準。

附註2: 該等實體為中國全外資企業。

附註3: 該等實體為中國成立之有限責任公司。

附註4: 該實體為中國成立之中外合資有限責任企業。



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## 22. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

As at 31 December 2018, the bank and cash balances of the Group's subsidiaries in the PRC denominated in Renminbi ("RMB") amounted to HK\$159,804,000 (2017: HK\$217,804,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

## 22. 於附屬公司的投資(續)

於2018年12月31日，本集團中國附屬公司以人民幣(「人民幣」)計值之銀行及現金結餘為159,804,000港元(2017年：217,804,000港元)。將人民幣兌換為外幣須遵守中國外匯管理條例及結匯、售匯及付匯管理規定。

## 23. INVENTORIES

## 23. 存貨

		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
Packaging materials manufacturing and trading	產銷包裝材料		
Raw materials	原材料	24,549	27,511
Work in progress	在製品	12,922	15,299
Finished goods	製成品	37,278	67,680
		<b>74,749</b>	110,490
Property development	物業發展		
Completed properties held for sale	持作轉售的已落成物業	26,039	31,654
		<b>100,788</b>	142,144

The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

確認為支出並計入損益的存貨數額分析如下：

		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
Carrying amount of inventories sold	已售存貨的賬面值	248,357	975,219
Allowance for inventories	存貨撥備	212	432
		<b>248,569</b>	975,651



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#### 24. TRADE AND OTHER RECEIVABLES

#### 24. 貿易應收款項及其他應收款項

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Trade and bills receivables	貿易應收款項及應收票據	229,652	257,913
Allowance for doubtful debts	呆賬撥備	(5,066)	(3,655)
		<b>224,586</b>	254,258
Deposits, prepayments and other receivables	按金、預付款及其他應收款項		
– related parties	– 關聯方	334	60
– third parties	– 第三方	49,050	60,908
Current portion of interests in leasehold land held for own use under operating lease (note 19)	根據經營租賃持作自用的租賃土地的權益的即期部分(附註19)	648	512
		<b>274,618</b>	315,738

The Group's trading terms with customers are mainly on credit. The credit terms generally range from 30 to 180 days from the invoice date. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

本集團與客戶的貿易條款以信貸方式為主。信用期限一般介於發票日期起計30日至180日之間。各客戶均有最大信貸限額。本集團力求保持對未結清應收賬款的嚴格控制。董事對逾期餘額進行定期審閱。

The ageing analysis of trade and bills receivables, based on the invoice date, and net of allowance, is as follows:

根據發票日期，本集團貿易應收款項及應收票據(經扣除撥備)之賬齡分析如下：

		2018 2018年		2017 2017年	
		Trade receivables HK\$'000 貿易 應收款項 千港元	Bills receivables HK\$'000 應收票據 千港元	Trade receivables HK\$'000 貿易 應收款項 千港元	Bills receivables HK\$'000 應收票據 千港元
Unbilled (Note)	未開票據(附註)	23,696	–	54,821	–
Less than 30 days	少於30日	53,064	25,390	99,745	20,409
31 – 90 days	31至90日	52,909	–	61,434	–
91 – 180 days	91至180日	19,315	–	8,590	–
181 – 365 days	181日365日	46,243	–	787	–
Over 365 days	365日以上	3,969	–	8,472	–
		<b>199,196</b>	<b>25,390</b>	233,849	20,409



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 24. TRADE AND OTHER RECEIVABLES (CONTINUED)

Note:

As at 31 December 2018, the amount represents unbilled tariff adjustment receivables of solar power plants registered in the Catalogue.

As at 31 December 2017, the amount represents unbilled tariff adjustment receivables of all solar power plants. Tariff adjustments related to solar power plants yet to be approved for registration in the Catalogue are reclassified to contract assets as at 1 January 2018.

As at 31 December 2018, trade receivables of approximately HK\$37,574,000 (2017: HK\$Nil) were pledged to a bank to secure bank borrowings as set out in note 31.

As at 31 December 2018, an allowance was made for estimated irrecoverable trade receivables of approximately HK\$5,066,000 (2017: HK\$3,655,000).

The carrying amounts of the Group's trade receivables are denominated in RMB.

At 31 December 2018, an allowance of HK\$1,345,000 (2017: HK\$1,345,000) was made for other receivables.

### 25. CONTRACT ASSETS

The contract assets primarily relate to the Group's right to tariff adjustments for the electricity sold to the local state grid companies in the PRC. The contract assets are transferred to trade receivables when the Group's respective operating power plants are registered in the Catalogue pursuant to prevailing national government policies on renewable energy for solar power plants.

The Directors considered that the ECL for contract assets is insignificant as at 31 December 2018, as the collection is well supported by the government policies.

### 24. 貿易應收款項及其他應收款項(續)

附註：

於2018年12月31日，該金額指列入目錄的太陽能發電站的未開票據電價調整應收款項。

於2017年12月31日，該金額指所有太陽能發電站的未開票據電價調整應收款項。有待批准列入目錄的太陽能發電站的電價調整於2018年1月1日重新分類至合約資產。

於2018年12月31日，約37,574,000港元(2017年：零港元)的貿易應收款項乃抵押予銀行以取得銀行貸款，如附註31所載。

於2018年12月31日，就估計不可收回貿易應收款項計提撥備約5,066,000港元(2017年：3,655,000港元)。

本集團貿易應收款項之賬面值以人民幣計值。

於2018年12月31日，已就其他應收款項計提撥備1,345,000港元(2017年：1,345,000港元)。

### 25. 合約資產

合約資產主要涉及本集團向中國地方國家電網公司銷售電力而收取電價調整的權利。當本集團有關營運發電站根據政府現行全國性太陽能發電站可再生能源政策列入目錄時，合約資產將撥入貿易應收款項。

董事認為，於2018年12月31日，合約資產的預期信貸虧損並不重大，因為收款獲政府政策充分支持。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 26. FINANCIAL ASSETS AT FVTPL

### 26. 以公允價值計量且其變動計入當期損益的金融資產

		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
Equity securities, at fair value	股本證券，按公允價值		
Listed in Hong Kong	於香港上市	15,199	19,366
Unlisted wealth management products	未上市理財產品	-	7,193
		<b>15,199</b>	<b>26,559</b>

The carrying amounts of the above financial assets are classified as held for trading.

上述金融資產之賬面值分類為持作買賣。

The carrying amounts of the above financial assets are mandatorily measured at FVTPL in accordance with HKFRS 9.

根據香港財務報告準則第9號，上述金融資產的賬面值乃以公允價值計量且其變動計入當期損益強制計量。

The investments in listed equity securities offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate.

上市股本證券之投資透過股息收入及公允價值收益為本集團提供回報機會。該等投資並無固定到期日或票面息率。

The fair values of listed securities are based on the closing prices.

上市證券之公允價值乃基於收市價釐定。

### 27. RESTRICTED CASH AND BANK AND CASH BALANCES

### 27. 受限制現金及銀行及現金結餘

The Group's restricted cash represented deposits pledged to banks to secure the bills payable issued to suppliers of the Group as set out in note 34 to the consolidated financial statements.

本集團之受限制現金指已抵押予銀行的存款，以為向本集團供應商發行應付票據提供擔保（如綜合財務報表附註34所載）。

As at 31 December 2018, the bank and cash balances of the Group denominated in RMB amounted to HK\$168,935,000 (2017: HK\$218,010,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

於2018年12月31日，本集團之銀行及現金結餘以人民幣計值，金額為168,935,000港元（2017年：218,010,000港元）。將人民幣兌換為外幣須遵守中國外匯管理條例及結匯、售匯及付匯管理規定。



## 28. SHARE CAPITAL

## 28. 股本

		2018 2018年		2017 2017年	
		Number of shares 股份數目	Amount 金額	Number of shares 股份數目	Amount 金額
		'000 千股	HK\$'000 千港元	'000 千股	HK\$'000 千港元
Authorised: Ordinary shares of HK\$0.0025 each	法定： 每股面值0.0025港元 的普通股	<b>8,000,000</b>	<b>20,000</b>	8,000,000	20,000
Issued and fully paid: Ordinary shares of HK\$0.0025 each	已發行及繳足： 每股面值0.0025港元 的普通股				
At 1 January	於1月1日	<b>2,455,248</b>	<b>6,138</b>	2,183,968	5,460
Shares issued under share option scheme (note 36(b))	根據購股權計劃發行 的股份(附註36(b))	–	–	8,880	22
Conversion of convertible bonds (note 32)	可換股債券轉換 (附註32)	–	–	262,400	656
At 31 December	於12月31日	<b>2,455,248</b>	<b>6,138</b>	2,455,248	6,138

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by adjusted capital. Total debt comprises borrowings and convertible bonds. Adjusted capital comprises all components of equity (i.e. share capital, retained profits and other reserves).

本集團管理資本之目的旨在保障本集團能持續經營及透過優化負債及權益的平衡最大化股東回報。

本集團按風險比例釐定資本金額。本集團管理資本結構，並根據經濟狀況變化及有關資產的風險特徵作出調整。為維持或調整資本結構，本集團可能調整支付的股息、發行新股份、股份回購、募集新債務、贖回現有的債務或出售資產以減少債務。

本集團基於資產負債比率監察資本。該比率以債務淨額除以經調整後資本計算。債務總額包括借貸及可換股債券。經調整後資本包括權益的全部組成部分(即股本、保留溢利及其他儲備)。



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### 28. SHARE CAPITAL (CONTINUED)

During 2018, the Group's strategy, which was unchanged from 2017, was to maintain the equity and debt in a balanced position and ensure that there was adequate working capital to service its debt obligations. The Group's gearing ratios at 31 December 2018 was -4% (2017: -11%):

The increase in the gearing ratio during 2018 resulted primarily from decrease in bank balances.

The externally imposed capital requirements for the Group are: (i) in order to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares; and (ii) to meet financial covenants attached to the bank borrowings.

The Group receives a report from the share registrars monthly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year.

Breaches in meeting the financial covenants would permit the banks to immediately call borrowings. There have been no breaches in the financial covenants of any bank borrowings for the years ended 31 December 2018 and 2017.

### 28. 股本(續)

2018年，本集團的策略與2017年不變，乃為保持股本及債務的平衡，確保有充裕營運資金應付其債務責任。本集團於2018年12月31日之資產負債比率為-4% (2017年：-11%)。

2018年資產負債比率增加乃主要由於銀行結餘減少所致。

本集團受限於以下外來資本規定：(i) 為了維持於聯交所的上市地位，其至少25%的股份須由公眾持有；及(ii) 遵循銀行貸款附有的財務契諾。

本集團每月接獲股份過戶登記處發出列示非公眾持股量的重大股份權益的報告，該報告顯示本集團於整個年度內一直符合最低25%的公眾持股量規定。

違反財務契諾將令銀行立即要求償還借貸。截至2018年及2017年12月31日止年度，概無就本集團任何銀行貸款違反財務契諾。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 29. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### 29. 本公司財務狀況表及儲備變動

#### (a) Statement of financial position of the Company

#### (a) 本公司財務狀況表

		As at 31 December 於12月31日	
		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司的投資	22	493,743
<b>Current assets</b>	<b>流動資產</b>		
Financial assets at FVTPL	以公允價值計量且其變動計入當期損益的金融資產		13,503
Other receivables	其他應收款項		2,126
Due from subsidiaries	應收附屬公司款項		302,019
Bank and cash balances	銀行及現金結餘		311
<b>Total current assets</b>	<b>流動資產總額</b>		<b>317,959</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款項		1,069
Due to subsidiaries	應付附屬公司款項		46,171
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>47,240</b>
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>270,719</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>764,462</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Convertible bonds	可換股債券		-
<b>NET ASSETS</b>	<b>淨資產</b>		<b>764,462</b>
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	28	6,138
Reserves	儲備	29(b)	758,324
<b>Equity</b>	<b>權益</b>		<b>764,462</b>

Approved by the Board of Directors on 29 March 2019 and is signed on its behalf by:

由董事會於2019年3月29日批准並由下列人士代表董事會簽署：

Guo Yumin  
郭玉民

Zeng Xiangyang  
曾向陽



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### 29. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY(CONTINUED)

### 29. 本公司財務狀況表及儲備變動(續)

#### (b) Reserve movement of the Company

#### (b) 本公司儲備變動

		Note	Share	Capital	Share-based	Retained	Total
		附註	premium	reserve	reserve	profits	合計
			股份溢價	資本儲備	以股份為基礎 的支付儲備	保留溢利	合計
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元	千港元
At 1 January 2017	於2017年1月1日		414,559	81,955	11,624	(79,528)	428,610
Profit for the year	年內溢利		-	-	-	125,478	125,478
Conversion of convertible bond	可換股債券轉換		188,272	-	-	-	188,272
Shares issued under share option scheme	根據購股權計劃發行的股份		3,045	-	(1,729)	-	1,316
Share-based payments	以股份為基礎的支付	14	-	-	4,295	-	4,295
Dividend paid	已付股息	16	-	-	-	(24,552)	(24,552)
At 31 December 2017	於2017年12月31日		605,876	81,955	14,190	21,398	723,419
At 1 January 2018	於2018年1月1日		605,876	81,955	14,190	21,398	723,419
Profit for the year	年內溢利		-	-	-	33,094	33,094
Share-based payments	以股份為基礎的支付	14	-	-	1,811	-	1,811
At 31 December 2018	於2018年12月31日		605,876	81,955	16,001	54,492	758,324



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 30. RESERVES

#### (a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

#### (b) Nature and purpose of reserves

##### (i) Share premium

The share premium represents the difference between the par value of the shares of the Company and proceeds received from the issuance of the shares of the Company.

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of business.

##### (ii) Capital reserve

The capital reserve mainly represents the contribution from the ultimate controlling party and the difference between the nominal value of shares of the subsidiaries acquired over the nominal value of shares issued by the Company in exchange under the reorganisation of the Group on 21 June 2012.

##### (iii) Statutory reserve

Pursuant to the applicable PRC regulations, all PRC subsidiaries of the Group are required to appropriate 10% of their after-tax profit (after offsetting prior year/period losses) to the statutory reserve until such reserve reaches 50% of the registered capital of each relevant PRC subsidiary. The transfer to the statutory reserve must be made before distribution of dividends to equity shareholders. The statutory reserve fund can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase registered capital of the subsidiary.

### 30. 儲備

#### (a) 本集團

本集團之儲備金額及其變動於綜合損益與其他全面收益表以及綜合權益變動表呈列。

#### (b) 儲備的性質和用途

##### (i) 股份溢價

股份溢價指本公司的股份面值與發行本公司股份所收取所得款項之間的差額。

根據開曼群島公司法，本公司的股份溢價賬中的資金可供分派予本公司股東，惟緊隨建議分派股息日期後，本公司須能夠償付一般業務過程中到期應付的債務。

##### (ii) 資本儲備

資本儲備主要指最終控制方注資及所收購附屬公司股份之面值與本公司於2012年6月21日重組用作交換而發行股份之面值之差額。

##### (iii) 法定儲備

根據適用的中國法規，本集團的所有中國附屬公司須將彼等的稅後溢利（經抵銷上一個年度／期間的虧損）的10%轉撥至法定儲備，直至該等儲備達至各相關中國附屬公司註冊資本的50%。必須於分派股息予權益股東前轉撥至法定儲備。法定儲備金可於獲得相關機關的批准後動用，以抵銷附屬公司的累計虧損或增加其註冊資本。



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### 30. RESERVES (CONTINUED)

#### (b) Nature and purpose of reserves (continued)

##### (iv) Share-based payments reserve

The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4(u) to the consolidated financial statements.

##### (v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(c) to the consolidated financial statements.

### 30. 儲備(續)

#### (b) 儲備的性質和用途(續)

##### (iv) 以股份為基礎的支付儲備

以股份為基礎的支付儲備指根據附註4(u)中以權益結算以股份為基礎的支付的會計政策授予本集團僱員的未行使購股權的實際或估計數目的公允價值。

##### (v) 匯兌儲備

匯兌儲備包括換算海外業務的財務報表所產生的所有匯兌差額。該儲備根據綜合財務報表附註4(c)載列之會計政策處理。

### 31. BANK BORROWINGS

### 31. 銀行貸款

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Secured	有抵押	85,395	47,956
Unsecured	無抵押	74,230	105,496
		<b>159,625</b>	153,452

The bank borrowings are repayable within one year or on demand.

銀行貸款應於一年內或按要求應予償還。





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### 31. BANK BORROWINGS (CONTINUED)

The carrying amounts of the Group's bank borrowings are denominated in the following currencies:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
HK\$	港元	20,000	20,000
United States dollars ("US\$")	美元(「美元」)	8,686	13,562
RMB	人民幣	130,939	119,890
		159,625	153,452

As at 31 December 2018, the average interest rate of bank borrowings was 4.92% (2017: 4.82%) per annum.

Bank borrowings of HK\$45,544,000 (2017: HK\$71,934,000) are arranged at fixed interest rates and expose the Group to fair value interest rate risk. Other bank borrowings are arranged at floating rates, thus exposing the Group to cash flow interest rate risk.

As at 31 December 2018, the Group's banking facilities were secured by the Group's leasehold land (note 19), buildings and machinery (note 18), trade receivables (note 24) and corporate guarantee executed by the Company and two subsidiaries.

### 32. CONVERTIBLE BONDS

#### 2016 Convertible Bond

On 17 March 2016, the Company entered into a sale and purchase agreement (the "Sale and Purchase Agreement") with Bloom Shine Investments Limited ("Bloom Shine") and announced a plan to issue four tranches of convertible bonds (the "2016 Convertible Bond") with total principal amounts of HK\$236,160,000 to Bloom Shine. The maturity date of the 2016 Convertible Bond is on the second anniversary of the date of issuance. The 2016 Convertible Bond will not bear any interest. The 2016 Convertible Bond can be converted into 328,000,000 shares at the initial conversion price HK\$0.72 (subject to adjustment pursuant to the terms of the convertible bond).

### 31. 銀行貸款(續)

本集團銀行貸款的賬面金額乃以下列貨幣計值：

於2018年12月31日，銀行貸款的平均年利率為4.92% (2017年：4.82%)。

銀行貸款45,544,000港元(2017年：71,934,000港元)以固定利率計息及令本集團面臨公允價值利率風險。其他銀行貸款按浮動利率計息，從而令本集團面臨現金流利率風險。

於2018年12月31日，本集團的銀行貸款由本集團之租賃土地(附註19)、樓宇及機器(附註18)、貿易應收款項(附註24)以及由本公司與兩家附屬公司執行的公司擔保作抵押。

### 32. 可換股債券

#### 2016年可換股債券

於2016年3月17日，本公司與Bloom Shine Investments Limited(「Bloom Shine」)訂立買賣協議(「買賣協議」)並宣佈計劃向Bloom Shine發行四批可換股債券(「2016年可換股債券」)，本金總額達到236,160,000港元。2016可換股債券將於發行日期兩週年當日期滿。2016年可換股債券將不計任何利息。2016年可換股債券可按初步轉換價0.72港元(可根據可換股債券的條款予以調整)轉換為328,000,000股股份。



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### 32. CONVERTIBLE BONDS (CONTINUED)

#### 2016 Convertible Bond (continued)

Bondholder can assign or transfer in whole or in part the 2016 Convertible Bond (multiples of HK\$576,000 of the fair value of the 2016 Convertible Bond), provided that the 2016 Convertible Bond cannot be assigned or transferred to connected persons (as defined under the Listing Rules) of the Company except in compliance with the Listing Rules and the Codes on Takeovers and Mergers and Share Buy-backs.

If the bondholder does not exercise his or her conversion rights, the Company shall, in any time after the issue of the 2016 Convertible Bond and before the first anniversary of the issue of the 2016 Convertible Bond, have the right to redeem any unexercised 2016 Convertible Bond with an amount equivalent to 160% of the unexercised principal amount on a specified date of redemption by giving a 5-days prior notice to the bondholder (such notice being irrevocable and cannot be opposed by the bondholder).

If the bondholder does not exercise his or her conversion rights, the Company shall, in any time after the first anniversary of the issue of the 2016 Convertible Bond and before the second anniversary of the issue of the 2016 Convertible Bond, have the right to redeem any unexercised 2016 Convertible Bond with an amount equivalent to 140% of the unexercised principal amount on a specified date of redemption by giving a 5-day prior notice to the bondholder (such notice being irrevocable and cannot be opposed by the bondholder).

Any amount of the 2016 Convertible Bond which is redeemed by the Company will forthwith be cancelled.

On 30 June 2016, the Company had issued the first tranche of 2016 Convertible Bond in the principal amount of HK\$141,696,000 to Bloom Shine. The maturity date of the 2016 Convertible Bond is on the second anniversary of the date of issuance (i.e. 30 June 2018). The 2016 Convertible Bond can be converted into 196,800,000 shares at the initial conversion price HK\$0.72 (subject to adjustment pursuant to the terms of the convertible bond). The first tranche of the 2016 Convertible Bond may be converted into conversion shares commencing from the sixth months after the date of issuance and ending on the maturity date of the first tranche of the 2016 Convertible Bond.

### 32. 可換股債券(續)

#### 2016年可換股債券(續)

債券持有人可出讓或轉讓2016可換股債券(全部或其中部分,以2016可換股債券的公允價值的576,000港元倍數計算),而2016可換股債券不可出讓或轉讓予關連人士(定義見上市規則),但為遵守上市規則及收購、合併及股份購回守則則作別論。

如果債券持有人沒有行使其換股權,本公司可於五天前向債券持有人事先發出通知,在發行2016可換股債券後及發行可換股債券滿一週年前,隨時有權贖回任何未行使的2016可換股債券,金額相當於特定贖回日期未行使本金額的160%,而該等通知是不可撤回及不可遭債券持有人反對。

如果債券持有人沒有行使其換股權,本公司可於五天前向債券持有人事先發出通知,在發行2016可換股債券滿一週年後及發行可換股債券滿兩週年前,隨時有權贖回任何未行使的2016可換股債券,金額相當於特定贖回日期未行使本金額的140%,而該等通知是不可撤回及不可遭債券持有人反對。

獲本公司贖回的任何2016可換股債券金額將據此註銷。

於2016年6月30日,本公司宣佈已向Bloom Shine發行第一批2016可換股債券,本金總額達到141,696,000港元。2016可換股債券將於發行日期兩週年當日(即2018年6月30日)期滿。2016可換股債券可按初步轉換價0.72港元(可根據可換股債券的條款予以調整)轉換為196,800,000股股份。第一批2016可換股債券可自發行日期起計滿六個月至第一批可換股債券到期日期間轉換為轉換股份。



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### 32. CONVERTIBLE BONDS (CONTINUED)

#### 2016 Convertible Bond (continued)

If the operation revenue of cloud platforms before tax and surcharges is not less than RMB30,000,000 for the year ended 31 December 2016, the Company shall issue the second tranche of 2016 Convertible Bond with principal amounts of HK\$47,232,000 to Bloom Shine on or before 31 March 2017 or other date as agreed between two parties.

If the operation revenue of cloud platforms before tax and surcharges is not less than RMB37,500,000 for the year ended 31 December 2017, (the "2017 Revenue Guarantee") the Company shall issue the third tranche of 2016 Convertible Bond with principal amounts of HK\$23,616,000 to Bloom Shine on or before 31 March 2018 or other date as agreed between two parties.

If the operation revenue of cloud platforms before tax and surcharges is not less than RMB48,750,000 for the year ended 31 December 2018 (the "2018 Revenue Guarantee"), the Company shall issue the fourth tranche of 2016 Convertible Bond with principal amounts of HK\$23,616,000 to Bloom Shine on or before 31 March 2019 or other date as agreed between two parties.

If the actual operation revenue of cloud platforms before tax and surcharges during a guaranteed period is less than the guaranteed revenue for that guaranteed period (the "Difference"), Bloom Shine may pay to the Company in cash an amount equivalent to the Difference ("Cash Compensation") on or before 31 March 2017, 31 March 2018, and 31 March 2019 or such other dates as agreed in written. In such case, Bloom Shine shall be entitled to obtain the relevant tranche of the 2016 Convertible Bond since the guaranteed revenue shall be considered to have been satisfied.

If no Cash Compensation is provided by Bloom Shine, the second tranche 2016 Convertible Bond, the third tranche 2016 Convertible Bond and the fourth tranche 2016 Convertible Bond payable to Bloom Shine or its nominee shall be reduced in proportion to the amount of the Difference.

### 32. 可換股債券(續)

#### 2016年可換股債券(續)

如果截至2016年12月31日止年度雲平台扣除稅和附加費之前的營運收入不少於人民幣30,000,000元，本公司須於2017年3月31日或之前或雙方協定的其他日期向Bloom Shine發行本金額為47,232,000港元的第二批2016年可換股債券。

如果截至2017年12月31日止年度雲平台扣除稅和附加費之前的營運收入不少於人民幣37,500,000元(「2017年收入保證」)，本公司須於2018年3月31日或之前或雙方協定的其他日期向Bloom Shine發行本金額為23,616,000港元的第三批2016年可換股債券。

如果截至2018年12月31日止年度雲平台扣除稅和附加費之前的營運收入不少於人民幣48,750,000元(「2018年收入保證」)，本公司須於2019年3月31日或之前或雙方協定的其他日期向Bloom Shine發行本金額為23,616,000港元的第四批2016年可換股債券。

如果於擔保期間雲平台扣除稅和附加費之前的實際營運收入少於擔保期間的擔保收益(「差額」)，Bloom Shine可於2017年3月31日、2018年3月31日及2019年3月31日或之前或書面協定的其他日期向本公司支付相當於差額的現金額(「現金補償」)。於此情況下，由於被視為已達到擔保收益，Bloom Shine有權獲取相關批次的2016年可換股債券。

如果Bloom Shine並無提供現金補償，則應支付Bloom Shine或其代名人的第二批2016年可換股債券、第三批2016年可換股債券及第四批2016年可換股債券將按差額比例削減。



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### 32. CONVERTIBLE BONDS (CONTINUED)

#### 2016 Convertible Bond (continued)

The Difference for that guaranteed period shall be rolled over to the next guaranteed period and the guaranteed revenue for the next guaranteed period shall be increased by the amount of the Difference. Accordingly, the amount of the relevant tranche of 2016 Convertible Bond payable reduced pursuant to the clause above shall be rolled over and added to the amount of the tranche of 2016 Convertible Bond payable in the next guaranteed period.

If the actual operation revenue of cloud platforms before tax and surcharges during a guaranteed period is more than the guaranteed revenue for that guaranteed period, there will not be any upward adjustment of the principal value of the 2016 Convertible Bond.

On 22 February 2017, the first tranche 2016 Convertible Bond was fully converted into 196,800,000 ordinary shares at the initial conversion price HK\$0.72 (note 28).

On 31 March 2017, the second tranche 2016 Convertible Bond in the principal amount of HK\$47,237,000 was issued to Bloom Shine pursuant to the Sale and Purchase Agreement. On the same day, the second tranche 2016 Convertible Bond was fully converted into 65,600,000 ordinary shares at the initial conversion price HK\$0.72 (note 28).

For the year ended 31 December 2017, the operation revenue of cloud platforms before tax and surcharges contribute to the Group failed to meet the 2017 Revenue Guarantee. Accordingly, as Bloom Shine did not make any Cash Compensation to the Company, no third tranche 2016 Convertible Bond was issued to Bloom Shine. Besides, the difference between the operation revenue of cloud platforms before tax and surcharges contributed to the Group and the 2017 Revenue Guarantee of RMB37,500,000 has been rolled over to the period for the year ended 31 December 2018 and the 2018 Revenue Guarantee is increased by RMB37,500,000 and RMB86,250,000 respectively.

### 32. 可換股債券(續)

#### 2016年可換股債券(續)

擔保期間差額將於下個擔保期展期及下個擔保期的擔保收益將增加差額金額。因此，根據上述條款削減應付相關批次的2016年可換股債券金額將展期及將於下個擔保期間加入相關批次的2016年可換股債券金額。

如果於擔保期間雲平台扣除稅及附加費前的實際營運收入超過擔保期間的擔保收益，將不會調高2016年可換股債券的本金額。

於2017年2月22日，第一批2016年可換股債券已按初步轉換價0.72港元悉數轉換為196,800,000股普通股份(附註28)。

於2017年3月31日，根據買賣協議已向Bloom Shine發行本金額47,232,000港元的第二批2016年可換股債券。於同日，第二批2016年可換股債券已按初步轉換價0.72港元悉數轉換為65,600,000股普通股份(附註28)。

截至2017年12月31日止年度，歸屬於本集團的除稅及附加費前雲平台委託營運收入未能達致2017年收入保證。因此，由於Bloom Shine並未向本公司作出任何現金補償，故第三批2016年可換股債券概不會發行予Bloom Shine。此外，雲平台為本集團貢獻的扣除稅及附加費前營運收入與2017年收入保證之差額人民幣37,500,000元已於截至2018年12月31日止年度展期，而2018年收入保證增加人民幣37,500,000元至人民幣86,250,000元。



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### 32. CONVERTIBLE BONDS (CONTINUED)

#### 2016 Convertible Bond (continued)

On 26 September 2018, the Company entered into a third supplemental agreement to the Sale and Purchase Agreement with Bloom Shine whereby the Company agreed to discharge Bloom Shine from the obligations arising from the Revenue Guarantees under the Sale and Purchase Agreement while the Company will no longer have to issue any 2016 Convertible Bond or settle the outstanding consideration in other manner.

For the 2016 Convertible Bond, the detailed components are analysed as follows:

### 32. 可換股債券(續)

#### 2016年可換股債券(續)

於2018年9月26日，本公司與Bloom Shine訂立買賣協議的第三份補充協議，據此，本公司同意免除Bloom Shine因買賣協議項下收入保證而產生的義務，而本公司無須再發行任何2016年可換股債券或以其他方式清償未付代價。

2016年可換股債券的詳細組成部分分析如下：

		First tranche of 2016 Convertible Bond 第一批 2016年 可換股債券 HK\$'000 千港元	Second tranche of 2016 Convertible Bond 第二批 2016年 可換股債券 HK\$'000 千港元	Third tranche of 2016 Convertible Bond 第三批 2016年 可換股債券 HK\$'000 千港元	Fourth tranche of 2016 Convertible Bond 第四批 2016年 可換股債券 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2017	於2017年1月1日	128,235	41,328	17,442	15,171	202,176
Change in fair value of convertible bond	可換股債券的公允價值變動	13,461	5,904	(17,442)	(15,077)	(13,154)
Convert to new shares	轉換為新股份	(141,696)	(47,232)	-	-	(188,928)
At 31 December 2017	於2017年12月31日	-	-	-	94	94
Lapsed of convertible bond	可換股債券失效	-	-	-	(94)	(94)
At 31 December 2018	於2018年12月31日	-	-	-	-	-



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### 33. DEFERRED TAX

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from:		Unrealised profit	Accrued expenses	Provision for inventories and trade receivables 存貨及貿易應收款項撥備	Tax losses	Undistributed profits of subsidiaries 附屬公司的未分配溢利	Fair value adjustment of assets 資產的公允價值調整	Total
遞延稅項產生自：		未變現溢利	應付支出	撥備	稅項虧損	未分配溢利	價值調整	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2017	於2017年1月1日	1,446	1,451	1,566	8,591	(8,288)	(48,138)	(43,372)
Exchange differences	匯兌差額	-	95	127	288	-	-	510
Credit/(charge) to profit or loss	計入/(扣除自)損益	1,437	(264)	356	(8,737)	3,614	47,854	44,260
At 31 December 2017	於2017年12月31日	2,883	1,282	2,049	142	(4,674)	(284)	1,398
Exchange differences	匯兌差額	-	(53)	(116)	(7)	-	-	(176)
(Charge)/credit to profit or loss	(扣除自)/計入損益	(1,490)	(272)	273	-	(912)	26	(2,375)
At 31 December 2018	於2018年12月31日	1,393	957	2,206	135	(5,586)	(258)	(1,153)

Reconciliation to the consolidated statement of financial position:

綜合財務狀況表的對賬：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	4,691	6,356
Deferred tax liabilities	遞延稅項負債	(5,844)	(4,958)
		(1,153)	1,398

At the end of the reporting period the Group has unused tax losses of HK\$17,972,000 (2017: HK\$12,532,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$3,626,000 (2017: HK\$2,588,000) that will expire in 2021 (2017: 2020). Other tax losses may be carried forward indefinitely.

於報告期末，本集團擁有未動用稅項虧損17,972,000港元(2017年：12,532,000港元)可用於抵銷未來溢利。由於未來溢利來源之不可預測性，並無確認遞延稅項資產。計入未確認稅項虧損的虧損3,626,000港元(2017年：2,588,000港元)將於2021年(2017年：2020年)屆滿。其他稅項虧損可無限期結轉。



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### 34. TRADE AND OTHER PAYABLES

### 34. 貿易應付款項及其他應付款項

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Trade and bills payables	貿易應付款項及應付票據	<b>77,783</b>	126,565
Advances received	已收墊款	–	8,354
Other payables and accruals	其他應付款項及應計費用		
– related parties	– 關聯方	<b>961</b>	26,629
– others	– 其他	<b>37,178</b>	43,092
Due to a director and ultimate controlling party	應付董事及最終控制方		
– Mr. Guo Yumin	– 郭玉民先生	<b>873</b>	5,668
		<b>116,795</b>	210,308

The ageing analysis of trade and bills payables, based on invoice date, is as follows:

貿易應付款項及應付票據的賬齡分析(按發票日期)如下:

		2018 2018年		2017 2017年	
		Trade payables 貿易應付款項 HK\$'000 千港元	Bills payable 應付票據 HK\$'000 千港元	Trade payables 貿易應付款項 HK\$'000 千港元	Bills payable 應付票據 HK\$'000 千港元
Due within 1 month or on demand	1個月內到期或應要求	<b>47,942</b>	<b>10,240</b>	105,679	3,602
Due after 1 month but within 3 months	1個月後但3個月內到期	<b>3,871</b>	–	8,758	–
Due after 3 months but within 6 months	3個月後但6個月內到期	<b>1,820</b>	–	1,719	–
Due more than 6 months	6個月後到期	<b>13,910</b>	–	6,807	–
		<b>67,543</b>	<b>10,240</b>	122,963	3,602





## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 34. TRADE AND OTHER PAYABLES (CONTINUED)

The carrying amounts of the Group's trade and bills payables are denominated in the following currencies:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
US\$	美元	1,359	3,602
RMB	人民幣	76,424	122,963
Total	合計	77,783	126,565

### 35. CONTRACT LIABILITIES

Contract liabilities represented progress billing recognised in relation to sales of goods and properties and were previously presented as "Advances received" under "Trade and other payables"

### 34. 貿易應付款項及其他應付款項(續)

本集團貿易應付款項及應付票據的賬面金額乃以下列貨幣計值：

### 35. 合約負債

合約負債指就銷售貨品及物業確認的進度款，過往於「貿易應付款項及其他應付款項」下列為「已收墊款」。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 36. SHARE-BASED PAYMENTS

Pursuant to an ordinary resolution of the then sole shareholder passed on 22 June 2012, a pre-IPO share option scheme (the “share option scheme”) was approved and adopted to provide grantees with the opportunity to acquire equity interest in the Company.

The purpose of the share option scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time), directors and advisers of the Group and to promote the success of the business of the Group.

Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

- (a) The terms and conditions of the grants at the date of the grants are as follows:

### 36. 以股份為基礎的支付

根據當時唯一股東於2012年6月22日通過的普通決議案，首次公開發售前購股權計劃（「購股權計劃」）獲批准及採納，為承授人提供機會獲得本公司的股本權益。

購股權計劃旨在吸引和挽留最佳的可用人員，向本集團僱員（全職）、董事及顧問提供額外獎勵以及促進本集團業務的成功。

每份購股權賦予持有人權利認購本公司一股普通股，並以股份全數結算。

- (a) 於授出日期所授購股權的條款及條件載列如下：

Date granted 授出日期	Vesting date 歸屬日期	Expiry date 到期日	Options granted to 授予以下人士的購股權		
			Directors 董事	Employees 僱員	Total 合計
22 June 2012 2012年6月22日	14 July 2013 2013年7月14日	13 July 2018 2018年7月13日	200,000	800,000	1,000,000
22 June 2012 2012年6月22日	14 July 2014 2014年7月14日	13 July 2018 2018年7月13日	300,000	1,200,000	1,500,000
22 June 2012 2012年6月22日	14 July 2015 2015年7月14日	13 July 2018 2018年7月13日	400,000	1,600,000	2,000,000
22 June 2012 2012年6月22日	14 July 2016 2016年7月14日	13 July 2018 2018年7月13日	500,000	2,000,000	2,500,000
22 June 2012 2012年6月22日	14 July 2017 2017年7月14日	13 July 2018 2018年7月13日	600,000	2,400,000	3,000,000
29 January 2015 2015年1月29日	29 January 2016 2016年1月29日	28 January 2025 2025年1月28日	420,000	2,500,000	2,920,000
29 January 2015 2015年1月29日	29 January 2017 2017年1月29日	28 January 2025 2025年1月28日	420,000	2,500,000	2,920,000
29 January 2015 2015年1月29日	29 January 2018 2018年1月29日	28 January 2025 2025年1月28日	420,000	2,500,000	2,920,000
29 January 2015 2015年1月29日	29 January 2019 2019年1月29日	28 January 2025 2025年1月28日	420,000	2,500,000	2,920,000
29 January 2015 2015年1月29日	29 January 2020 2020年1月29日	28 January 2025 2025年1月28日	420,000	2,500,000	2,920,000
			4,100,000	20,500,000	24,600,000



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### 36. SHARE-BASED PAYMENTS (CONT'D)

- (b) The number and weighted average exercise prices of share options are as follows:

### 36. 以股份為基礎的支付(續)

- (b) 購股權的數目和加權平均行使價如下：

		Pre-IPO shares options granted on 22 June 2012 於2012年6月22日授出的 首次公開發售前購股權		Share options granted on 29 January 2015 授出購股權 於2015年1月29日		Total
		Weighted average exercise price 加權平均 行使價 HK\$ 港元	No. of options 購股權 數目 '000 千	Weighted average exercise price 加權平均 行使價 HK\$ 港元	No. of options 購股權 數目 '000 千	No. of options 購股權 數目 '000 千
Outstanding at 1 January 2018 and 31 December 2018	於2018年1月1日及 2018年12月31日尚未行使	-	-	HK\$0.8250 港元	53,650	53,650
Exercisable at 31 December 2018	於2018年12月31日可行使	-	-	HK\$0.8250 港元	32,190	32,190
Outstanding at 1 January 2017	於2017年1月1日尚未行使	HK\$0.1507 港元	8,880	HK\$0.8250 港元	57,900	66,780
Lapsed during the year	年內失效	-	-	HK\$0.8250 港元	(4,250)	(4,250)
Exercised during the year (note 28)	年內行使(附註28)	HK\$0.1507 港元	(8,880)	-	-	(8,880)
Outstanding at 31 December 2017	於2017年12月31日尚未行使	HK\$0.1507 港元	-	HK\$0.8250 港元	53,650	53,650
Exercisable at 31 December 2017	於2017年12月31日可行使	HK\$0.1507 港元	-	HK\$0.8250 港元	21,460	21,460

The weighted average share price at the date of exercise of share options exercised during the year ended 31 December 2017 was HK\$0.39.

截至2017年12月31日止年度，已行使購股權於行使當日的加權平均股價為0.39港元。

The share options granted on 29 January 2015 outstanding at 31 December 2018 had an exercise price of HK\$0.8250 (2017: HK\$0.8250) and a weighted average remaining contractual life of 6.08 years (2017: 7.08 years).

於2015年1月29日批授而於2018年12月31日尚未行使的首次公開發售前購股權的行使價為0.8250港元(2017年：0.8250港元)，餘下加權平均合約期限為6.08年(2017年：7.08年)。

The numbers of options and weighted average exercise price were presented as after the effect of the share subdivision with effect from 24 September 2015 on the basis of each issued or unissued share of the Company was subdivided into 4 subdivided shares.

購股權數目及加權平均行使價乃於股份拆細自2015年9月24日起生效後按每股本公司已發行或未發現股份拆細為4股拆細股份之基準呈列。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

#### (a) Disposal of subsidiaries

On 28 June 2018, the Group disposed of its wholly-owned subsidiaries, Hong Kong Sheen Dragon Investment Company Limited and Xuzhou Lvzhou Property Management Co., Ltd., to Mr. Guo Yumin, a director and ultimate controlling party of the Company, at a consideration of HK\$100.

Net assets at the date of disposal were as follows:

### 37. 綜合現金流量表附註

#### (a) 出售附屬公司

於2018年6月28日，本集團向本公司董事及最終控股方郭玉民先生出售其全資附屬公司香港瑞龍投資有限公司及徐州綠州物業管理有限公司，代價為100港元。

於出售日期之淨資產如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	10
Trade and other receivables	貿易應收款項及其他應收款項	6,377
Bank and cash balances	銀行及現金結餘	2,704
Trade and other payables	貿易應付款項及其他應付款項	(7,265)
Current tax liabilities	當期稅項負債	(195)
Net assets disposed of	已出售淨資產	1,631
Release of exchange reserve	解除匯兌儲備	(2)
Loss on disposal of subsidiaries	出售附屬公司虧損	(1,629)
Total consideration	代價總額	-
Net cash outflow arising on disposal:	出售產生之淨現金流出：	
Cash consideration received	已收現金代價	-
Cash and cash equivalents disposed of	已出售現金及現金等值項目	(2,704)
		(2,704)



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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### 37. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

#### (b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	At 1 January 2018 於2018年 1月1日 HK\$'000 千港元	Cash flows 現金流 HK\$'000 千港元	Lapsed 已失效 HK\$'000 千港元	Exchange differences 匯兌差額 HK\$'000 千港元	At 31 December 2018 於2018年 12月31日 HK\$'000 千港元
Convertible bond (note 32) 可換股債券(附註32)	94	-	(94)	-	-
Bank borrowings (note 31) 銀行貸款(附註31)	153,452	12,923	-	(6,750)	159,625
	153,546	12,923	(94)	(6,750)	159,625

### 37. 綜合現金流量表附註(續)

#### (b) 融資活動所產生的負債對賬

下表詳述本集團融資活動所產生的負債變動，包括現金及非現金變動。融資活動所產生的負債指本集團綜合現金流量表中現金流量過往分類為或未來現金流將分類為融資活動所產生的現金流的負債。

	At 1 January 2017 於2017年 1月1日 HK\$'000 千港元	Fair value changes 公允 價值變動 HK\$'000 千港元	Cash flows 現金流 HK\$'000 千港元	Conversion 轉換 HK\$'000 千港元	Exchange differences 匯兌差額 HK\$'000 千港元	At 31 December 2017 於2017年 12月31日 HK\$'000 千港元
Convertible bond (note 32) 可換股債券(附註32)	202,176	(13,154)	-	(188,928)	-	94
Bank borrowings (note 31) 銀行貸款(附註31)	144,485	-	2,343	-	6,624	153,452
	346,661	(13,154)	2,343	(188,928)	6,624	153,546

### 38. CONTINGENT LIABILITIES

As at 31 December 2018, the Group did not have any significant contingent liabilities (2017: Nil).

### 38. 或然負債

於2018年12月31日，本集團並無任何重大或然負債(2017年：無)。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 39. LEASE COMMITMENTS

At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Within one year	一年內	2,403	2,137
In the second to fifth years inclusive	兩年至五年(包括首尾兩年)	3,879	4,080
After five years	五年後	15,885	16,375
		<b>22,167</b>	22,592

Operating lease payments represent rentals payable by the Group for certain of its offices and leasehold land. Leases are negotiated for terms ranging from of 1 to 25 years and rentals are fixed over the lease terms and do not include contingent rentals.

於2018年12月31日，根據不可撤銷經營租賃的未來最低租賃應付款總額支付如下：

經營租賃付款指本集團就其若干辦公及租賃土地應付之租金。租賃磋商的租期範圍為1至25年及租金於租賃期內固定且不包括或然租金。

### 40. MATERIAL RELATED PARTY TRANSACTIONS

For the years ended 31 December 2018 and 2017, transactions with the following parties are considered to be related party transactions:

Mr. Guo Yumin  
郭玉民先生

Director and the ultimate controlling party  
of the Company  
本公司董事兼最終控制方

Xuzhou Ruilong Real Estate  
Development Co., Ltd. (Note)  
徐州瑞龍房地產開發有限公司(附註)

Owned by Mr. Guo Yumin  
由郭玉民先生擁有

Xuzhou Xingchen Real Estate  
Development Co., Ltd. (Note)  
徐州星辰房地產開發有限公司(附註)

Owned by Mr. Guo Yumin  
由郭玉民先生擁有

Cheng Jun Group Limited  
誠俊集團有限公司

Owned by Mr. Guo Yumin  
由郭玉民先生擁有

Union Winful Limited  
聯合永豐有限公司

Owned by Mr. Guo Yumin  
由郭玉民先生擁有

### 40. 重大關聯方交易

於截至2018年及2017年12月31日止年度內，與下列各方進行的交易被視為關聯方交易：



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 40. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED) 40. 重大關聯方交易(續)

Sheen Dragon Properties Limited 瑞龍置業有限公司	Owned by Mr. Guo Yumin 由郭玉民先生擁有
Hong Kong Rising Star Group Holdings Limited 香港星辰集團控股有限公司	Owned by Mr. Guo Yumin 由郭玉民先生擁有
Hong Kong Sheen Dragon Investment Company Limited 香港瑞龍投資有限公司	Owned by Mr. Guo Yumin 由郭玉民先生擁有
Xuzhou Lvzhou Property Management Co., Ltd (Note) 徐州綠洲物業管理有限公司(附註)	Owned by Mr. Guo Yumin 由郭玉民先生擁有

Note: The English translation of the names is for reference only. The official names of these entities are in Chinese.

附註：英文本的英譯名稱僅供參考。該等實體的官方名稱以中文為準。

#### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 15 and certain of the highest paid employees as disclosed in note 14, is as follows:

#### (a) 主要管理人員薪酬

本集團主要管理人員薪酬(包括於附註15所披露支付予董事及於附註14所披露支付予若干最高薪酬僱員的款項)載列如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	10,140	10,928
Post-employment benefits	離職後福利	346	230
Equity compensation benefits	股本補償福利	484	1,476
		<b>10,970</b>	<b>12,634</b>

Total remuneration is disclosed in "staff costs" in note 14.

薪酬總額於附註14「僱員成本」披露。





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### 40. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

#### (b) Other related party transactions

In addition to those related party transactions disclosed in note 37(a) to the consolidated financial statements, the Group had the following transactions with its related parties during the year:

### 40. 重大關聯方交易 (續)

#### (b) 其他關聯方交易

除綜合財務報表附註37(a)所披露之關聯方交易外，本集團於年內與其關聯方訂立以下交易：

		2018 2018年				
		Management fee	Interest expense	Rental expenses	Proceeds from borrowings	Repayment of borrowings
		管理費	利息開支	租金開支	所得款項	償還借款
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Xuzhou Ruilong Real Estate Development Co., Ltd.	徐州瑞龍房地產開發有限公司	-	369	686	-	(24,919)
Mr. Guo Yumin	郭玉民先生	-	-	-	-	(4,795)
		-	369	686	-	(29,714)

		2017 2017年				
		Management fee	Interest expense	Rental expenses	Proceeds from borrowings	Repayment of borrowings
		管理費	利息開支	租金開支	所得款項	償還借款
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Xuzhou Ruilong Real Estate Development Co., Ltd.	徐州瑞龍房地產開發有限公司	996	1,135	686	28,868	(17,844)



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### 40. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED) 40. 重大關聯方交易(續)

#### (c) Balances with related parties

At 31 December 2018 and 2017, the Group had the following balances with related parties:

#### (c) 與關聯方的結餘

於2018年及2017年12月31日，本集團擁有以下與關聯方的結餘：

	Note 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Trade receivables			
– Xuzhou Ruilong Real Estate Development Co., Ltd.		–	4,913
– Xuzhou Xingchen Real Estate Development Co., Ltd.		–	1,012
Trade payables			
– Xuzhou Ruilong Real Estate Development Co., Ltd.		–	(5,695)
Due from related companies			
– Cheng Jun Group Limited	(i)	26	18
– Union Winful Limited	(i)	51	42
– Sheen Dragon Properties Limited		106	–
– Hong Kong Rising Star Group Holdings Limited		144	–
– Hong Kong Sheen Dragon Investment Company Limited		7	–
Due to a director and ultimate controlling party			
– Mr Guo Yumin	(i)	(873)	(5,668)
Loans from a related company			
– Xuzhou Ruilong Real Estate Development Co., Ltd.	(ii)	–	(25,177)
Interest payable			
– Xuzhou Ruilong Real Estate Development Co., Ltd.		(830)	–
Due to a related company			
– Xuzhou Ruilong Real Estate Development Co., Ltd.	(i)	–	(1,452)
– Xuzhou Lvzhou Property Management Co., Ltd.		(131)	–
		<b>(1,500)</b>	<b>(32,007)</b>



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 40. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

#### (c) Balances with related parties (continued)

- (i) The amounts due from/(to) related companies and a director are interest-free and expected to be recovered within one year.
- (ii) Loans from a related company of RMBNil (2017: RMB13,000,000) (equivalent to HK\$Nil (2017: HK\$15,586,000)) is interest bearing at 4.35% (2017: 4.35%) per annum; RMBNil (2017: RMB8,000,000) (equivalent to HK\$Nil (2017: HK\$9,591,000)) is interest bearing referencing to the benchmark lending rate per annum of the People's Bank of China.

#### (d) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of Xuzhou Ruilong Real Estate Development Co., Ltd. and Mr. Guo Yumin above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. However those transactions are exempt from the disclosure requirements in Chapter 14A of the Listing Rules as they are financial assistance received by a listed issuer's Group from a connected person or commonly held entity, which are conducted on normal commercial terms or better and are not secured by the assets of the Group.

### 41. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 29 March 2019.

### 40. 重大關聯方交易(續)

#### (c) 與關聯方的結餘(續)

- (i) 應收／(應付)關聯公司及一名董事款項屬免息，且預期將於一年內收回。
- (ii) 應收關聯公司貸款人民幣零元(2017年：人民幣13,000,000元)(相當於零港元(2017年：15,586,000港元))按年利率4.35%(2017年：年利率4.35%)計息；人民幣零元(2017年：人民幣8,000,000元)(相當於零港元(2017年：9,591,000港元))乃經參考中華人民共和國貸款基準年利率後按某一利率計息。

#### (d) 關於關連交易的上市規則適用性

根據上市規則第14A章，上述有關徐州瑞龍房地產開發有限公司和郭玉民先生的關聯方交易構成關連交易或持續關連交易。但該等交易獲豁免遵守上市規則第14A章的披露規定，原因為其屬於上市發行人集團從關連人士或共同控制實體獲得的財務援助，此交易按一般商業條款或更佳條款進行，且並非以本集團資產作抵押。

### 41. 批准財務報表

財務報表於2019年3月29日經董事會批准並授權刊發。



# Summary Financial Information

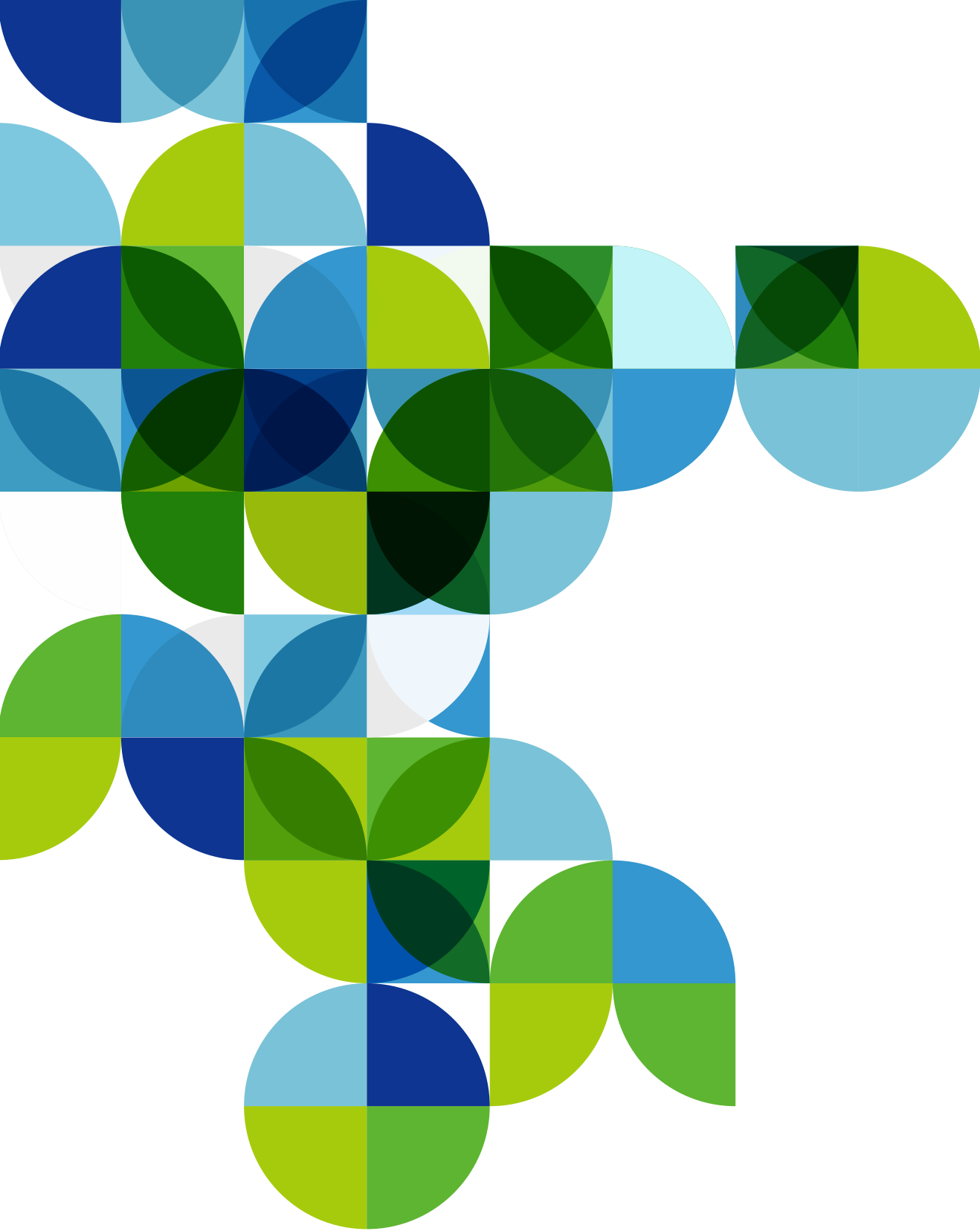
## 財務資料概要

The following is a summary of the published results and of the assets and liabilities of the Group prepared on the bases set out in the note below:

下文為根據下文附註所載基準編製之本集團已刊發業績以及資產及負債之概要：

		Year ended 31 December 截至 12 月 31 日止年度				
		2018 2018 年 HK\$'000 千港元	2017 2017 年 HK\$'000 千港元	2016 2016 年 HK\$'000 千港元	2015 2015 年 HK\$'000 千港元	2014 2014 年 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收入	<b>453,827</b>	1,250,706	478,354	469,241	712,534
(Loss)/profit before tax	稅前(虧損)/溢利	<b>(18,882)</b>	(182,164)	47,984	381,164	190,601
Income tax (expense)/credit	所得稅(支出)/抵免	<b>(7,734)</b>	16,078	(11,852)	(54,634)	(39,497)
(Loss)/profit for the year	年內(虧損)/溢利	<b>(26,616)</b>	(166,086)	36,132	326,530	151,104
Attributable to:	以下人士應佔：					
Equity shareholders of the Company	本公司權益股東	<b>(26,498)</b>	(165,219)	36,132	326,530	92,507
Non-controlling interests	非控股權益	<b>(118)</b>	(867)	–	–	58,597
(Loss)/profit for the year	年內(虧損)/溢利	<b>(26,616)</b>	(166,086)	36,132	326,530	151,104

		As at 31 December 於 12 月 31 日				
		2018 2018 年 HK\$'000 千港元	2017 2017 年 HK\$'000 千港元	2016 2016 年 HK\$'000 千港元	2015 2015 年 HK\$'000 千港元	2014 2014 年 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	<b>535,058</b>	511,183	739,957	386,918	218,319
Current assets	流動資產	<b>586,747</b>	761,599	1,394,868	1,027,481	976,587
Current liabilities	流動負債	<b>(284,654)</b>	(369,958)	(1,041,845)	(417,314)	(577,371)
Non-current liabilities	非流動負債	<b>(5,844)</b>	(5,052)	(259,047)	(79,735)	(80,807)
Net assets	淨資產	<b>831,307</b>	897,772	833,933	917,350	536,728
Attributable to:	以下人士應佔：					
Equity shareholders of the Company	本公司權益股東	<b>831,307</b>	898,324	833,558	917,350	441,868
Non-controlling interests	非控股權益	–	(552)	375	–	94,860
Total equity	權益總額	<b>831,307</b>	897,772	833,933	917,350	536,728



順泰控股集團有限公司  
Sheen Tai Holdings Group  
Company Limited

(incorporated in the Cayman Islands with limited liability

於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 1335