



# Neway Group Holdings Limited 中星集團控股有限公司

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)  
Stock Code 股份代號: 00055



2018  
ANNUAL  
REPORT  
年報

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive directors:

Mr. SUEK Ka Lun, Ernie (*Chairman*)  
Mr. SUEK Chai Hong (*Chief Executive Officer*)

#### Non-executive directors:

Dr. NG Wai Kwan  
Mr. CHAN Kwing Choi, Warren  
Mr. WONG Sun Fat

#### Independent non-executive directors:

Mr. LEE Kwok Wan  
Mr. LAI Sai Wo, Ricky  
Mr. CHU Gun Pui

#### Alternate director:

Mr. LAU Kam Cheong  
(*Alternate director to Dr. NG Wai Kwan*)

### COMPANY SECRETARY

Ms. CHEUNG Yuk Shan

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

Chung Tai Printing Group Building  
11 Yip Cheong Street  
On Lok Tsuen, Fanling  
New Territories  
Hong Kong

### 董事會

#### 執行董事：

薛嘉麟先生 (*主席*)  
薛濟匡先生 (*行政總裁*)

#### 非執行董事：

吳惠群博士  
陳焯材先生  
黃新發先生

#### 獨立非執行董事：

李國雲先生  
賴世和先生  
朱瑾沛先生

#### 替任董事：

劉錦昌先生  
(*吳惠群博士之替任董事*)

### 公司秘書

張玉珊小姐

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 香港總辦事處及主要營業地點

香港  
新界  
粉嶺安樂工業村  
業暢街11號  
中大印刷集團大廈

# Corporate Information

## 公司資料

### PRINCIPAL BANKERS<sup>+</sup>

Bank of China (Hong Kong) Limited  
Bank of Communications (Hong Kong) Limited  
The Hongkong and Shanghai  
Banking Corporation Limited

+ names are in alphabetical order

### LEGAL ADVISER AS TO HONG KONG LAW

LCH Lawyers LLP

### AUDITOR

Deloitte Touche Tohmatsu

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services  
(Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11, Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### WEBSITE

<http://www.newaygroup.com.hk>

### STOCK CODE

00055

### 主要往來銀行<sup>+</sup>

中國銀行(香港)有限公司  
交通銀行(香港)有限公司  
香港上海滙豐銀行有限公司

+ 名稱以英文字母次序排列

### 有關香港法律之法律顧問

呂鄭洪律師行有限法律責任合夥

### 核數師

德勤•關黃陳方會計師行

### 主要股份登記及過戶處

Conyers Corporate Services  
(Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11, Bermuda

### 香港之股份過戶登記分處

卓佳秘書商務有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心22樓

### 公司網址

<http://www.newaygroup.com.hk>

### 股份代號

00055

## Chairman's Statement 主席報告

On behalf of the board of directors (the "Board") of Neway Group Holdings Limited (the "Company"), I would like to present to shareholders the results of the Company and its subsidiaries (together, the "Group") for the year ended 31 December 2018 (the "Year").

During the Year, the Group experienced a variety of market challenges and uncertainties in global economy, including but not limited to the appreciation of Renminbi against Hong Kong dollars, intense competition, increasing operating costs and volatile global environment, especially the trade war between United State of America (the "U.S.") and the People's of Republic of China (the "PRC") in late Year 2018 which adversely affected the financial performance of various business segments of the Group to some extent. To cope with these challenges, the Group has adopted more stringent cost control policies to minimize wastes in all aspects. At the same time, the Group has devoted continuous and more financial and human resources to each business segment and identified more business opportunities to create value for the Group. Detailed analysis and measures adopted by each business segment is covered in the section headed "Management Discussion and Analysis" of this report.

Looking forward, continuous challenges are expected in different industries, especially those operated in the PRC. The trade war between the U.S. and the PRC will continue to create global economy instability and the impact is undetermined in current stage. The soaring material prices, increasing minimum wages and more stringent environmental requirement imposed by the PRC government will create extra financial burden on the Group. The keen market competition among all industries may also hinder the Group from achieving a stable growth in turnover for all business segments. The Group is pleased to accept these challenges and will continue to devote more resources to improve the existing business effectiveness, create new value-added services to our customers and to enhance our values to our business partners. The Group will also restructure the existing strategies, devote more marketing efforts to develop the PRC market, and continue looking for business opportunities in the PRC and Asia Pacific region to enlarge our business network to other places of the world.

本人謹代表Neway Group Holdings Limited中星集團控股有限公司\*（「本公司」）董事會（「董事會」）欣然向股東提呈本公司及其附屬公司（統稱「本集團」）截至二零一八年十二月三十一日止年度（「本年度」）的業績。

本集團於本年度面對各種市場挑戰及環球經濟不明朗因素，包括但不限於人民幣兌港元升值、激烈的市場競爭、不斷上升的營運成本和波動不已的全球營商氣氛，尤其是於二零一八年底美利堅合眾國（「美國」）與中華人民共和國（「中國」）之間的貿易戰，本集團各業務分部的財務表現均會因以上因素而受到一定程度的不利影響。為應付種種挑戰，本集團已採取多項嚴格控制成本的措施，以求在各層面盡量減少浪費情況。同時，本集團已持續為各業務分部投入更多財務及人力資源，以物色更多商機，為本集團創造價值。有關各業務分部的詳盡分析和各業務分部採取的措施，請參閱本報告「管理層討論及分析」一節。

展望未來，預期不同行業將繼續面對挑戰，其中尤以在中國經營之行業為甚。中美貿易戰將繼續造成全球經濟不穩定，而現階段的影響未明。原材料價格飆升、最低工資不斷上升及中國政府施加更嚴格的環保規定，將為本集團帶來額外財務負擔。各行各業均面對激烈的市場競爭，亦可能會阻礙本集團各業務分部維持穩定的營業額增長。然而，本集團坦然面對不同的挑戰，並會不斷投入更多資源，以改善現有業務成效、為客戶創造全新的增值服務和為業務夥伴締造更高的價值。本集團亦將重組現有策略，加強營銷工作以發展中國市場，並將會繼續在中國和亞太地區物色發展業務的商機，並將旗下的業務網絡擴展至世界各地。

\* 僅供識別



## Chairman's Statement 主席報告

On behalf of the Board, I would like to take this opportunity to express my gratitude to all shareholders, investors, business partners and staff for their continuous support and dedication to the Group throughout the Year.

**SUEK Ka Lun, Ernie**  
*Chairman*

Hong Kong  
28 March 2019

全體股東、投資者、業務夥伴及員工於本年度一直鼎力支持本集團及為本集團竭誠服務，本人謹藉此機會代表董事會向彼等衷心致謝。

主席  
**薛嘉麟**

香港  
二零一九年三月二十八日



# Management Discussion and Analysis

## 管理層討論及分析

### OVERVIEW

During the year ended 31 December 2018 (the “Year”), Newway Group Holdings Limited (the “Company”) and its subsidiaries (collectively the “Group”) stepped up their sales and marketing efforts to increase the revenue of various segments and the revenue of most of the segments increased as compared with the year ended 31 December 2017 (“Year 2017”). The revenue of the Year increased by 15.0% as compared with the Year 2017. However, the Group also experienced a variety of market challenges and uncertainties in global economy, including but not limited to the appreciation of Renminbi against Hong Kong dollars, the soaring materials and operating costs, which undermined the profit margin of orders received, and the trade war between the United States (the “U.S.”) and the People’s Republic of China (the “PRC”). These factors affected the business of the Group adversely, especially the Manufacturing and Sales Business, and the segment results of the Group decreased by approximately HK\$40.6 million as compared with Year 2017.

The detailed business and financial review of each business segment is stated below.

### BUSINESS AND FINANCIAL REVIEW

#### Overall Revenue and Gross Profit Margin

During the Year, total revenue of the Group was approximately HK\$592.6 million (Year 2017: approximately HK\$515.5 million) and the gross profit margin was approximately 23.0% (Year 2017: 30.8%). The segments’ respective contributions to the revenue of the Group are as follows:

		2018 二零一八年 HK\$ 港元	Approximate % to total revenue 佔總收益 概約百分比	2017 二零一七年 HK\$ 港元	Approximate % to total revenue 佔總收益 概約百分比
Gaming Distribution Business	遊戲分銷業務	462,499	0.1%	1,513,933	0.3%
Lending Business	放貸業務	7,197,071	1.2%	4,611,231	0.9%
Manufacturing and Sales Business	製造及銷售業務	525,690,488	88.7%	458,620,260	89.0%
Music and Entertainment Business	音樂及娛樂業務	18,133,494	3.1%	10,513,580	2.0%
Property Business	物業業務	7,304,238	1.2%	6,500,175	1.3%
Trading Business	貿易業務	33,838,152	5.7%	33,774,464	6.5%
<b>Total revenue</b>	<b>總收益</b>	<b>592,625,942</b>	<b>100%</b>	<b>515,533,643</b>	<b>100%</b>

### 概覽

於截至二零一八年十二月三十一日止年度（「本年度」），Newway Group Holdings Limited中星集團控股有限公司\*（「本公司」）及其附屬公司（統稱「本集團」）加大了銷售及營銷力度以增加各分類的收益，而大多數分類的收益均較截至二零一七年十二月三十一日止年度（「二零一七年度」）有所增加。本年度收益較二零一七年度增加15.0%。然而，本集團亦面對各種市場挑戰及環球經濟的不明朗因素，包括但不限於人民幣兌港元升值、原料及營運成本飆升（因而削弱所接獲訂單的利潤率），以及美國（「美國」）與中華人民共和國（「中國」）之間的貿易戰。此等因素均對本集團業務造成不利影響，尤其是製造及銷售業務，而本集團的分類業績較二零一七年度減少約40,600,000港元。

各業務分類的業務和財務回顧詳列如下。

### 業務和財務回顧

#### 整體收益和毛利率

於本年度，本集團的總收益約為592,600,000港元（二零一七年度：約515,500,000港元），而毛利率約為23.0%（二零一七年度：30.8%）。各分類對本集團收益的貢獻如下：

\* 僅供識別

# Management Discussion and Analysis

## 管理層討論及分析

### Gaming Distribution Business

The Gaming Distribution Business is the distribution of gaming machines to Takara Gaming Solutions Limited (“Takara Gaming”), a company principally engaged in gaming business and indirectly held as to approximately 73.61% by a discretionary trust for the benefits of the immediate family member(s) of Mr. SUEK Ka Lun, Ernie (“Mr. Suek”), an executive Director and the chairman of the Company.

During the Year, 中星皓天科技(深圳)有限公司 (unofficial English translation being Zhongxing Haotian Technology (Shenzhen) Co., Ltd) (“Zhongxing Haotian”), a wholly-owned subsidiary of the Company established in the PRC, entered into two service contracts with Takara Gaming and its wholly-owned subsidiary in the PRC (collectively the “Takara Gaming Group”), pursuant to which the Group was engaged to develop certain software products and provide technical training, support and technical consultancy services related to multimedia application software to Takara Gaming Group. Such income was recorded in other income in the consolidated financial statements. Meanwhile, a cost reduction strategy was adopted and the expense incurred in this segment was significantly decreased by approximately 47.5% for the Year as compared with Year 2017. Overall, the Gaming Distribution Business recorded a decrease in segment loss of approximately 74.3% for the Year as compared with Year 2017.

### Lending Business

The Lending Business included the financial leasing business in Shanghai, the PRC and the money lending business in Hong Kong. For the financial leasing business in Shanghai, no transaction was conducted during the Year and the Group is still in search for deals with promising potential.

For the money lending business in Hong Kong, the Group has paid more efforts to expand its customer base and loan portfolio actively, and has participated in more joint loan arrangements with other licensed money lenders in Hong Kong during the Year. The Group’s loan portfolio increased to approximately HK\$80.8 million as at 31 December 2018 (31 December 2017: HK\$31.1 million). Majority of interest income was received on time. During the Year, loan interest income increased by approximately 56.1% to approximately HK\$7.2 million (Year 2017: HK\$4.6 million). The increase in loan interest income was mainly resulted from the enlarged loan portfolio during the Year. The segment results of the Lending Business increased by approximately 90.3% to HK\$4.2 million (Year 2017: HK\$2.2 million). As majority loans receivable were financed by internal resources and low manpower was required for the daily operation of the Lending Business, the Group could maintain a low operating cost, and a high profit margin was achieved accordingly.

### 遊戲分銷業務

遊戲分銷業務為分銷遊戲機至Takara Gaming Solutions Limited (「Takara Gaming」), 一家主要從事遊戲業務之公司, 由一項以本公司執行董事兼主席薛嘉麟先生(「薛先生」)的直系家庭成員為受益人的全權信託間接持有約73.61%權益)。

於本年度, 於中國成立之本公司全資附屬公司中星皓天科技(深圳)有限公司(「中星皓天」)與Takara Gaming及其中國全資附屬公司(統稱「Takara Gaming集團」)訂立兩份服務合約, 據此, 本集團受聘為Takara Gaming集團開發與多媒體應用軟件相關的若干軟件產品及提供相關技術培訓、支援及技術顧問服務。有關收入已於綜合財務報表之其他收入中列賬。同時, 由於採用了節省成本的策略, 本分類於本年度產生之開支與二零一七年度比較大幅下降約47.5%。整體而言, 遊戲分銷業務於本年度錄得之分類虧損與二零一七年度比較下降約74.3%。

### 放貸業務

放貸業務包括於中國上海之融資租賃業務及於香港之放貸業務。在上海之融資租賃業務方面, 本年度內並無進行任何交易, 而本集團仍在物色具潛力之交易項目。

在香港之放貸業務方面, 本集團更努力積極擴展其客戶群和貸款組合, 並於本年度與香港其他持牌放債人合作安排更多聯合借貸。本集團於二零一八年十二月三十一日的貸款組合增加至約80,800,000港元(二零一七年十二月三十一日: 31,100,000港元)。大部分利息收入均準時收訖。於本年度, 貸款利息收入增加約56.1%至約7,200,000港元(二零一七年度: 4,600,000港元)。貸款利息收入增加主要是由於本年度貸款組合擴大所致。放貸業務的分類業績增加約90.3%至4,200,000港元(二零一七年度: 2,200,000港元)。由於大部分應收貸款均由內部資源撥付, 而放貸業務的日常營運需要較少人手, 本集團得以維持較低的營運成本, 並因此達致高利潤率。



# Management Discussion and Analysis

## 管理層討論及分析

### Manufacturing and Sales Business

This segment represented the business of the manufacturing and sales of printing products of the Group, such as packaging boxes, labels, paper products and paper shopping bags. The customer base of this segment covered the worldwide market.

During the Year, the Manufacturing and Sales Business continued to adopt two strategies as in Year 2017, including: (i) continuous cost reduction, as well as efficiency and quality enhancement of factories in the PRC; and (ii) expansion of sales network to customers with higher profit margin. In order to meet the increasing quality demand of our customers, the Group devoted more financial resources in: (i) the acquisition of new machineries for replacing the labour intensive workflow and aged machineries for enhancing production capacity and efficiency; and (ii) the renovation and reorganisation of production zones of different product lines inside the factories in Shenzhen, the PRC for improving the efficiency and effectiveness and shortening the lead time between each process.

The segment revenue increased by approximately 14.6% to HK\$525.7 million for the Year (Year 2017: approximately HK\$458.6 million). The increase in revenue was mainly caused by the increase in sales orders from some existing and new customers from overseas countries and the PRC, especially the sales of paper products and paper shopping bags increased by approximately 17.1% and 148.0% respectively.

The segment profit for the Year decreased significantly by approximately 93.6% to approximately HK\$2.8 million (Year 2017: approximately HK\$43.4 million). The segment profit margin for the Year was approximately 0.5% (Year 2017: approximately 9.5%). The drop in profit margin was mainly attributable to:

- (i) The material consumption rate increased by approximately 3.1% as compared with Year 2017 and the product mix changed also. The prices of materials, especially certain main materials, such as paper, increased significantly in late 2017 and in early 2018, which contributed to the increase in material costs recorded in this segment for the Year. Although the increasing trend of certain material prices have been stabilised during the second half of the Year, the average material costs of inventories being used in production during the Year was still relatively high. As such, the overall material consumption rate was pushed up. In addition, it is noted that the revenue from some products with lesser material requirement decreased for the Year which also pushed up the overall material consumption rate of this segment.

### 製造及銷售業務

本分類乃指製造及銷售本集團印刷產品的業務，例如包裝用紙箱、標籤、紙類產品和購物紙袋。本分類客戶群遍佈全球各地的市場。

於本年度，製造及銷售業務繼續採取二零一七年度的兩項策略，包括：(i)繼續節省成本，以及提高中國廠房的效益和產品質素；及(ii)將銷售網絡擴展至利潤率較高的客戶。為應付客戶對質量日益嚴格的要求，本集團投入更多財務資源於：(i)購置新機器以取代勞動密集型工作流程及更換老化機器以提高產能及效率；及(ii)翻新及重組中國深圳工廠不同生產線的生產區，以提高效率及效益，並縮短各工序間的交付時間。

本年度的分類收益增加約14.6%至525,700,000港元（二零一七年度：約458,600,000港元）。收益增加主要由海外國家及中國部分現有及新客戶的銷售訂單增加所致，尤其是紙類產品和購物紙袋的銷售額分別增加約17.1%及148.0%。

本年度的分類溢利大幅減少約93.6%至約2,800,000港元（二零一七年度：約43,400,000港元）。本年度的分類利潤率約為0.5%（二零一七年度：約9.5%）。利潤率下降的主因如下：

- (i) 原料消耗率較二零一七年度上升約3.1%，而產品組合亦出現變動。原料價格於二零一七年底及二零一八年初大幅攀升，尤其是若干主要原料（如紙張），導致本年度本分類的原料成本增加。儘管本年度下半年若干原料價格升勢回穩，惟本年度生產所用存貨的平均原料成本仍相對較高。因此，整體原料消耗率上升。此外，本集團注意到原料需求較少的若干產品於本年度帶來的收益減少，亦導致本分類的整體原料消耗率上升。

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



- (ii) The ratio of total staff costs and related expenses to sales for this segment during the Year increased slightly by approximately 1.1% as compared with Year 2017. During the Year, the Group employed more high caliber production staff members to enhance the efficiency of work processes and the quality of products.
  - (iii) The exchange rate of Renminbi against Hong Kong dollars appreciated during the Year. The average exchange rate of Renminbi against Hong Kong dollars appreciated by approximately 2.1% as compared with Year 2017. The fluctuation brought a negative impact on the segment profit as most of the production and operating expenses were dominated in Renminbi and approximately 64.6% of the sales of this segment was dominated in Hong Kong dollars or currencies other than Renminbi.
  - (iv) The gain on disposal of plant and machinery decreased by approximately HK\$4.0 million as compared with Year 2017.
  - (v) The net impairment losses on trade receivables and contract assets was approximately HK\$11.4 million (Year 2017: net reversal of impairment losses on trade receivables of approximately HK\$1.2 million). This included the specific provision of a single overseas customer for paper bag products, of which the management of the Company expected that a high default risk might occur. The Group is taking legal actions against this overseas customer and the case is in progress as at the date of this report.
- (ii) 於本年度，本分類的員工成本總額及相關開支佔銷售額的比率較二零一七年度稍升約1.1%。本年內，本集團僱用更多高質素的生產員工以提升工作效率及產品質量。
  - (iii) 於本年度，人民幣兌港元匯率上升。人民幣兌港元的平均匯率較二零一七年度上升約2.1%。由於大多數的生產及經營開支均以人民幣計值，而本分類之銷售約64.6%以港元或人民幣以外的貨幣計值，匯率波動對分類溢利造成負面影響。
  - (iv) 出售廠房及機器的收益較二零一七年度減少約4,000,000港元。
  - (v) 貿易應收款項及合約資產的減值虧損淨額約為11,400,000港元（二零一七年度：貿易應收款項減值虧損撥回淨額約1,200,000港元）。當中包括就一名海外紙袋產品客戶計提的特別撥備，因本公司管理層預期極有可能出現高達約風險。本集團正對該名海外客戶採取法律行動，而於本報告日期，該案件仍在進行中。

# Management Discussion and Analysis

## 管理層討論及分析

### Music and Entertainment Business

Revenue from this segment mainly consisted of income from concerts and shows, artiste management fee income, album distribution income, promotion income and musical work licensing income.

The revenue of this segment increased by approximately 72.5% to HK\$18.1 million (Year 2017: approximately HK\$10.5 million) and the loss of this segment for the Year was approximately HK\$2.8 million (Year 2017: approximately HK\$2.9 million).

The increase in revenue was mainly attributable to:

- (i) The revenue from concerts and shows increased by approximately 246.3% to HK\$7.6 million (Year 2017: approximately HK\$2.2 million). Two concerts were organised by a subsidiary of the Group for two artistes respectively, namely, Lai Shui Yan, Vivian and Suen Yiu Wai, Eric during the Year, thus pushing up the revenue of this segment.
- (ii) The musical work licensing income increased by approximately 59.2% to HK\$5.9 million (Year 2017: approximately HK\$3.7 million), attributable to the licensing income received from an International Federation of the Phonographic Industry.

The segment margin was improved to -15.5% in the Year from -27.4% in Year 2017, mainly attributable to the increased song licensing income generated from the song masters owned or licensed by the Group.

During the Year, the Group acquired a private company from a connected person which is principally engaged in artists management business, at a consideration of approximately HK\$271,000.

### 音樂及娛樂業務

本分類收益主要包括演唱會和表演收入、藝人管理費收入、唱片發行收入、宣傳收入和音樂作品特許收入。

本年度的分類收益增加約72.5%至18,100,000港元(二零一七年度:約10,500,000港元),而本年度的分類虧損約為2,800,000港元(二零一七年度:約2,900,000港元)。

收益增加主要由於:

- (i) 演唱會和表演的收益增加約246.3%至7,600,000港元(二零一七年度:約2,200,000港元)。本集團附屬公司於本年度分別為兩名藝人(即黎瑞恩及孫耀威)舉行兩場演唱會,故推高本分類收益。
- (ii) 音樂作品特許收入增加約59.2%至5,900,000港元(二零一七年度:約3,700,000港元),主要來自國際唱片業協會的特許收入。

分類利潤率由二零一七年度的-27.4%改善至本年度的-15.5%,主要由於本集團擁有或授權的歌曲母帶帶來的歌曲特許收入增加。

於本年度,本集團向一名關連人士以代價約271,000港元收購私人公司,該公司主要從事藝人管理業務。

# Management Discussion and Analysis

## 管理層討論及分析

### Property Business

#### **Property development business**

The Group had two property development projects as at 31 December 2018. One of which involved 四川英華房地產有限公司 (unofficial English translation being Sichuan Yinghua Real Estate Co., Ltd.) (“Yinghua”) and was classified as an equity instrument at fair value through other comprehensive income (“FVTOCI”) of the Group. Another project involved 清遠市中清房地產開發有限公司 (unofficial English translation being Qingyuan Zhongqing Property Development Co., Ltd.) (“Zhongqing”), a non-wholly owned subsidiary of the Company.

Yinghua holds the land use right of a commercial land parcel in Chengdu, the PRC. The related property consisted of both residential and commercial units. On 24 July 2017, the Group served an exercise notice to Kwong Da Enterprises Limited (“Kwong Da”) to exercise the put option by which Kwong Da should acquire the entire issued share capital of a subsidiary of the Group which indirectly owning 16.67% of Yinghua at the put option consideration of RMB30 million. Completion of such disposal was originally agreed to take place on or before 10 January 2018.

On 10 January 2018, the Group agreed with Kwong Da in writing to extend the completion date to a day on or before 31 May 2018 (or such other date as may be agreed by both parties in writing) and Kwong Da has agreed and undertaken to pay interest on the outstanding put option consideration of RMB22 million at the rate of 10% per annum, calculated from 10 January 2018 to the completion date. On 31 August 2018, the completion date was further extended to a day on or before 31 December 2018 (so such other date as may be agreed by both parties in writing). The Group received interest amounted to approximately HK\$1.6 million, representing the interest accrued from 10 January 2018 to 31 August 2018, and recorded the amount under other income in the consolidated financial statements. The Group also received RMB2.2 million as the partial payment of the put option consideration during the Year. As at the date of this report, the outstanding put option consideration was RMB19.8 million.

### 物業業務

#### **物業發展業務**

於二零一八年十二月三十一日，本集團擁有兩個物業發展項目，其中一個項目涉及四川英華房地產有限公司（「英華房地產」），該項目已分類為本集團透過其他全面收入按公平值列賬（「透過其他全面收入按公平值列賬」）之股本工具。另一個項目涉及清遠市中清房地產開發有限公司（「中清」，為本公司之非全資附屬公司）。

英華房地產於中國成都持有一幅商業用地的土地使用權，相關物業包括住宅和商業單位。於二零一七年七月二十四日，本集團向坤達實業投資有限公司（「坤達」）發出一份行使通知，以行使認沽期權要求坤達按認沽期權代價人民幣30,000,000元收購本集團一家附屬公司（間接擁有英華房地產16.67%權益）的全部已發行股本。有關出售事項原先協定於二零一八年一月十日或之前完成。

於二零一八年一月十日，本集團與坤達書面協定將完成日期押後至二零一八年五月三十一日或之前（或雙方可能書面協定之其他日期），而坤達已同意及承諾按年息10厘支付尚未償還認沽期權代價人民幣22,000,000元之利息，由二零一八年一月十日起計直至及包括完成日期。於二零一八年八月三十一日，完成日期進一步押後至二零一八年十二月三十一日或之前（或雙方可能書面協定之其他日期）。本集團收取的利息約為1,600,000港元，相當於自二零一八年一月十日至二零一八年八月三十一日的應計利息，並已於綜合財務報表入賬記錄為其他收入。於年內，本集團亦收取人民幣2,200,000元，以支付部分認沽期權代價。於本報告日期，認沽期權代價結欠為人民幣19,800,000元。



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

Since completion has not taken place on 31 December 2018, after lengthy negotiation and discussion between the parties, on 28 March 2019, the Group, Kwong Da, Kada Capital Investments Limited (“Kada”) and the common director of Kwong Da and Kada entered into a confirmation deed to agree on a loan arrangement and the completion arrangement of the disposal. It is conditionally agreed that the Group will provide a loan, through Grand Prospects Finance International Limited, a wholly-owned subsidiary of the Company (“Grand Prospects”), to Kada in an amount for the settlement of the outstanding put option consideration and interest accrued payable by Kwong Da to the Group. The disposal will complete upon drawdown of the loan. The confirmation deed is subject to approval by the shareholders of the Company. Please refer to the announcement of the Company dated 28 March 2019 for details.

Zhongqing holds the land use right of two commercial land parcels in Qingyuan, the PRC. On 18 June 2014, 深圳市中星國盛投資發展有限公司 (unofficial English translation being Shenzhen Zhongxing Guosheng Investment Development Co., Ltd.) (“Zhongxing Guosheng”), a wholly-owned subsidiary of the Company, initiated civil proceedings against Zhongqing in the People’s Court of Baoan District for, among other matters, the repayment of the shareholder’s loan contributed by Zhongxing Guosheng in an amount of RMB23,479,330 (the “Litigation”). On 19 June 2014, pursuant to an application made by Zhongxing Guosheng to freeze and preserve the assets of Zhongqing at a total value of RMB23,400,000, an order was granted by the People’s Court of Baoan District to freeze and preserve the two land parcels owned by Zhongqing from 24 June 2014 to 23 June 2016 (the “Freeze Order”). The Freeze Order aimed to ensure that Zhongqing has sufficient assets to repay the shareholder’s loan to the Group.

Two hearings sessions of the Litigation were held on 18 August 2014 and 25 September 2014 respectively. On 15 October 2014, the Group received a civil mediation document dated 30 September 2014 and issued by the People’s Court of Baoan District, acknowledging that: (i) the Group and Zhongqing confirmed that Zhongqing was indebted to Zhongxing Guosheng in a sum of RMB23,479,330; (ii) Zhongqing agreed to repay to Zhongxing Guosheng a sum of RMB23,479,330, together with interests accrued from 18 June 2014 to the date of repayment, which was within 15 days of the effective date of the civil mediation document; and (iii) if Zhongqing failed to repay the agreed amount, Zhongxing Guosheng shall be entitled to request Zhongqing to pay default interests calculated at two times of the lending rate of the People’s Bank of China over the same period.

由於訂約各方經過長時間磋商及討論後，仍未能於二零一八年十二月三十一日達致完成，於二零一九年三月二十八日，本集團、坤達、匯金資本投資有限公司（「匯金」）以及坤達及匯金之共同董事訂立確認契據，以就貸款安排及完成該出售事項之安排達成協議。訂約各方有條件同意本集團將透過本公司之全資附屬公司華泰財務國際有限公司（「華泰」）向匯金提供貸款，貸款金額足以結清坤達應付本集團之未付認沽期權代價及應計利息。該出售事項將於提取貸款時完成。確認契據須經本公司股東批准。有關詳情，請參閱本公司日期為二零一九年三月二十八日之公告。

中清於中國清遠持有兩幅商業用地之土地使用權。於二零一四年六月十八日，深圳市中星國盛投資發展有限公司（「中星國盛」，本公司之全資附屬公司）就（其中包括）償還其提供之股東貸款人民幣23,479,330元向寶安區人民法院提出對中清之民事訴訟（「該訴訟」）。於二零一四年六月十九日，根據中星國盛就凍結及保存中清總值人民幣23,400,000元之資產提出之申請，寶安區人民法院頒令，於二零一四年六月二十四日起至二零一六年六月二十三日止期間凍結及保存中清擁有之兩幅土地（「凍結令」）。凍結令旨在確保中清有足夠資產向本集團償還股東貸款。

該訴訟先後於二零一四年八月十八日及二零一四年九月二十五日進行兩次聆訊。於二零一四年十月十五日，本集團收到由寶安區人民法院發出日期為二零一四年九月三十日之民事調解書，其中確認：(i)本集團與中清確認，中清結欠中星國盛合共人民幣23,479,330元；(ii)中清同意向中星國盛償還合共人民幣23,479,330元，連同由二零一四年六月十八日起至還款日期（於民事調解書生效日期起計15天內）止累計之利息；及(iii)倘中清未能償還協定款項，則中星國盛有權要求中清支付違約利息，金額乃按同一期間中國人民銀行借貸利率之兩倍計算。

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

As advised by the Group's PRC legal advisers, the effective date of the civil mediation was 15 October 2014 and thus, the deadline for repayment by Zhongqing was 30 October 2014. As at the date of this report, Zhongqing had not repaid the outstanding shareholder's loan and accrued interests to Zhongxing Guosheng.

On 27 May 2016, Zhongxing Guosheng submitted an application to the People's Court of Baoan District for the extension of the period covered by the Freeze Order and the application was accepted by the court. The extended period covered by the Freeze Order is from 13 June 2016 to 12 June 2019. During the Year, the management of the Group has assessed the following factors, including but not limited to: (i) the relevant costs and the land auction procedures in resolving the land freezing matter; (ii) the current development plan of Qingyuan City; (iii) the demand and supply of the property market in Qingyuan City; and (iv) the business objectives and resources allocation of various business segments of the Group. The management of the Group considered no further action should be taken at the moment, and the Group will closely monitor the negotiation progress with business partner and will take further legal actions to protect the Group's interest when appropriate. At the moment, the Group will also seek for any disposal opportunity of the land.

### **Property investment business**

The property investment business included: (i) the mini storage business operated by a wholly-owned subsidiary of the Company; (ii) the office leasing business operated by a joint venture; and (iii) the leasing of several commercial units in Hong Kong and the PRC during the Year.

### **Mini storage business**

The Group renovated the ground floor, 1st floor, 2nd floor and half of the floor area of the 4th floor of a self-owned industrial building in Fanling, Hong Kong (the "Fanling Building") in 2014 for the operation of the mini storage business. As at 31 December 2018, the occupancy rate of the storage units decreased to approximately 83% (31 December 2017: approximately 92%).

根據本集團中國法律顧問之意見，民事調解書之生效日期為二零一四年十月十五日，因此，中清之還款限期為二零一四年十月三十日。於本報告日期，中清尚未向中星國盛償還未償還之股東貸款及應計利息。

於二零一六年五月二十七日，中星國盛向寶安區人民法院提交有關延長凍結令有效期之申請，而法院已接納有關申請。延長後之凍結令有效期間為二零一六年六月十三日至二零一九年六月十二日。於本年度，本集團管理層已評估以下因素，包括但不限於：(i)解決凍結土地事宜的相關費用及土地拍賣程序；(ii)清遠市現行發展規劃；(iii)清遠市房地產市場的供求情況；及(iv)本集團各業務分類的業務目標及資源分配。本集團管理層認為，目前不應採取進一步行動，而本集團將密切監察與業務夥伴的談判進度，並將適時採取進一步法律行動以保障本集團的利益。目前，本集團亦將尋求出售該土地的任何機會。

### **物業投資業務**

物業投資業務包括：(i)由本公司一家全資附屬公司經營之迷你倉業務；(ii)由一家合營公司經營之辦公室租賃業務；及(iii)於本年度在香港及中國出租若干商業單位。

### **迷你倉業務**

本集團於二零一四年對一幢位於香港粉嶺的自置工業大廈（「粉嶺大廈」）的地下、一樓、二樓及四樓一半的樓面面積進行翻新，以經營迷你倉業務。於二零一八年十二月三十一日，倉庫單位出租率跌至約83%（二零一七年十二月三十一日：約92%）。



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

During the Year, in order to meet the safety requirements stipulated by relevant government authorities, the Group engaged a contractor to renovate the ground floor and 1st floor of the Fanling Building. As at 31 December 2018, the renovation work of ground floor was almost completed and was pending a final inspection of relevant government authorities. The renovation work of 1st floor was commenced during the Year and remained in progress as at the date of this report and was expected to be completed in 2019. As some storage units were not available for lease to the customers during the renovation period, the occupancy rate of the storage units was affected. The Group will closely monitor the progress of the renovation work and minimise its impact to the customers. On the other hand, depending on the market condition and the cash flow requirement of the Group, the Group may also consider the disposal of the whole or part of the Fanling Building, which may result in the cessation or disposal of the Group's mini storage business.

### **Office leasing business**

The office leasing business, being the operation of the business service centre in Kwun Tong, Hong Kong, was operated by Estate Summit Limited ("Estate Summit"), a joint venture of the Group and an independent third party with extensive management and operating experience. A brand name of "Prime Business Centres" was established, and only around 73% of units was rented out as at 31 December 2018 (31 December 2017: approximately 94%) due to the keen market competition in Kwun Tong. During the Year, the Group has recognised a loss in respect of a loan to a joint venture of approximately HK\$1.4 million due to prolonged financial loss incurred by Estate Summit.

After evaluating the financial performance of the business service centre, the demand and supply condition and the competition of business service centre in Kwun Tong, the Group and the joint venture partner agreed to cease the business. As agreed by the landlord, the tenancy agreement of the business service centre was early terminated at the end of February 2019 and all contracts of the business service centre with customers were also terminated.

於本年度，為符合有關政府當局所訂的安全規定，本集團委聘了一名承建商翻新粉嶺大廈地下及一樓。於二零一八年十二月三十一日，地下的翻新工程已大致完成，有待有關政府部門進行最後檢查。一樓的翻新工程已於本年度展開，於本報告日期仍在進行中，預期將於二零一九年完成。於翻新期間，由於部份倉庫單位未能租予客戶，以致倉庫單位出租率受到影響。本集團將密切監察翻新工程之進度並儘量減低對客戶的影響。另一方面，本集團會視乎市況及本集團的現金流量需求，考慮出售全部或部份粉嶺大廈，此舉可能引致本集團終止或出售迷你倉業務。

### **辦公室租賃業務**

辦公室租賃業務乃在香港觀塘經營的商務服務中心業務，該中心由本集團與擁有豐富管理和營運經驗的一名獨立第三方所成立一家名為Estate Summit Limited (「Estate Summit」)的合營公司經營，並創立了「Prime Business Centres」品牌。於二零一八年十二月三十一日，由於觀塘市場競爭激烈，僅約73%單位租出(二零一七年十二月三十一日：約94%)。於本年度，由於Estate Summit長期產生財務虧損，本集團已就一項授予合營公司之貸款確認虧損約1,400,000港元。

經評估對商務服務中心的財務表現、觀塘商務服務中心的供求情況及競爭情況，本集團及合營公司同意終止業務。經業主同意，商務服務中心之租約協議已於二零一九年二月底提前終止，且與客戶訂立之所有商務服務中心合約亦已終止。

# Management Discussion and Analysis

## 管理層討論及分析



### **Property leasing and investment**

The property leasing business involved two properties of the Group. The first properties are commercial properties situated in Yuen Long, Hong Kong (the “Yuen Long Properties”), which were leased to a related company of the Group and were operating as a karaoke outlet as at 31 December 2018. The revenue from such lease remained stable as compared with Year 2017. Approximately 60.8% of revenue of the Property Business was derived from the Yuen Long Properties. The Group has signed a nine-year tenancy agreement with two renewal option terms with the tenant in 2016 and the first term of tenancy agreement was expired on 15 March 2019. According to first renewal term, the monthly rent for the first renewal term would be increased at a range of 0% to 10% of the monthly rent. The Group is conducting a market research on the rental market in the area of Yuen Long and is negotiating the monthly rent for first renewal term with the tenant. It is expected that a conclusion will be reached by mid-April 2019.

The second property is a commercial property situated in Beijing, the PRC (the “Beijing Property”). The Beijing Property was re-classified as an investment property in Year 2017 upon the change of property usage. During the Year, the Beijing Property was leased to an independent third party and the rental income was approximately HK\$331,000.

According to the Group’s accounting standard, the Fanling Building, the Yuen Long Properties and the Beijing Property were classified as investment properties of the Group and were carried at market value. A fair value gain of approximately HK\$10.9 million was recorded in “other gains and losses” of the Group during the Year (Year 2017: approximately HK\$20.3 million).

### **Trading Business**

The Trading Business included: (i) the trading of printing products in Hong Kong and the PRC; and (ii) the operation of neighbourhood stores in the PRC.

### **物業租賃及投資**

物業租賃業務涉及本集團兩項物業。第一項物業為位於香港元朗的商用物業（「元朗物業」）。於二零一八年十二月三十一日，元朗物業已租賃予本集團一間關連公司，作經營卡拉OK之用。來自該租賃之收益與二零一七年度比較維持穩定。物業業務約60.8%收益乃產生自元朗物業。本集團於二零一六年與租戶簽訂九年租約協議，附設兩個續租選擇權年期，而租約協議首個年期已於二零一九年三月十五日屆滿。根據首次續租年期，首次續租年期的月租將按月租0%至10%的比率調升。本集團正對元朗地區租賃市場進行市場調查，並正與租戶商討首次續租年期之月租。預期將於二零一九年四月中旬得出結論。

第二項物業為位於中國北京的商用物業（「北京物業」）。北京物業於二零一七年度改變物業用途，並重新分類為投資物業。於本年度，北京物業已租賃予一名獨立第三方，租金收入約為331,000港元。

根據本集團的會計準則，粉嶺物業、元朗物業及北京物業分類為本集團的投資物業，並以市值列賬。於本年度，公平值收益約10,900,000港元（二零一七年度：約20,300,000港元）入賬列作本集團「其他收益及虧損」。

### **貿易業務**

貿易業務包括：(i)在香港和中國買賣印刷品；及(ii)在中國經營社區店舖。

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Revenue from the Trading Business remained stable at approximately HK\$33.8 million (Year 2017: approximately HK\$33.8 million). The segment profit margin for the Year slightly dropped to approximately 6.5% (Year 2017: approximately 6.9%). The drop in segment profit margin was due to the drop of profit margin of the trading of printing products in the PRC, which was attributable to the fact that sales efforts were mainly placed on the Manufacturing and Sales Business and most of the manpower of this business was used to support the operation of the Manufacturing and Sales Business. For the operation of neighbourhood stores in the PRC, the operation was inactive during the Year. The Group will cease the operation within 2019.

### **Securities Trading and Equity Investments Business**

During the Year, the Group recorded a fair value loss of securities trading investments listed in Hong Kong of approximately HK\$35.5 million (Year 2017: approximately HK\$19.2 million), a realised loss of approximately HK\$8.6 million (Year 2017: approximately HK\$2.8 million) and a dividend income of approximately HK\$2.8 million (Year 2017: approximately HK\$1.5 million).

來自貿易業務之收益維持穩定，約為33,800,000港元（二零一七年度：約33,800,000港元）。本年度的分類利潤率略下降至約6.5%（二零一七年度：約6.9%）。分類利潤率下降乃由於中國印刷品貿易的利潤率下降，原因為銷售工作主要集中於製造及銷售業務，而本業務的大部分人手均用於支援製造及銷售業務的營運。就在中國經營社區店舖而言，於本年度並無經營業務。本集團將於二零一九年停止經營是項業務。

### **證券買賣及股本投資業務**

於本年度，本集團就香港上市證券買賣投資錄得公平值虧損約35,500,000港元（二零一七年度：約19,200,000港元）、已變現虧損約8,600,000港元（二零一七年度：約2,800,000港元）及股息收入約2,800,000港元（二零一七年度：約1,500,000港元）。

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Set out below is the breakdown of the Group's equity instruments at FVTOCI and financial assets at fair value through profit and loss ("FVTPL") as at 31 December 2018:

本集團於二零一八年十二月三十一日透過其他全面收入按公平值列賬之股本工具及透過損益按公平值列賬之金融資產之詳細資料載列如下：

Description of investments	Notes	Form of investments	Principal activities of invested companies	Percentage of total share capital held by the Group	Fair value as at 31 December 2018	Percentage to the Group's audited net assets as at 31 December 2018	Percentage to the Group's audited total assets as at 31 December 2018
投資描述	附註	投資形式	被投資公司主要業務	本集團持有股本總數百分比	於二零一八年十二月三十一日的公平值 HK\$ 港元	佔本集團於二零一八年十二月三十一日的經審核資產淨值百分比 (approximate) (概約)	佔本集團於二零一八年十二月三十一日的經審核總資產百分比 (approximate) (概約)
<b>Top five largest investments of the Group in terms of value as at 31 December 2018</b>							
本集團於二零一八年十二月三十一日的五大投資 (按價值計)							
Wang On Properties Limited (stock code: 01243) 宏安地產有限公司 (股份代號: 01243)		Financial assets at FVTPL 透過損益按公平值列賬之金融資產	Property development and property investment 物業發展及物業投資	0.36%	56,992,000	6.1%	4.9%
Equity Investment in Yinghua 於英華房地產的股本投資		Equity instruments at FVTOCI 透過其他全面收入按公平值列賬之股本工具	Property development in the PRC 於中國的物業發展	16.67%	14,679,744	1.6%	1.3%
Zhong Wei Capital, L.P. Zhong Wei Capital, L.P.		Equity instruments at FVTOCI 透過其他全面收入按公平值列賬之股本工具	Offshore investment fund 離岸投資基金	1.33%	11,182,228	1.2%	1.0%
Derivative financial instrument in Yinghua 於英華房地產之衍生金融工具		Financial assets at FVTPL 透過損益按公平值列賬之金融資產	Property development in the PRC 於中國的物業發展	N/A 不適用	6,651,180	0.7%	0.6%
Earthasia International Holdings Limited (stock code: 06128) 泛亞環球國際控股有限公司 (股份代號: 06128)		Financial assets at FVTPL 透過損益按公平值列賬之金融資產	Landscape architecture in Hong Kong and Mainland China and catering business in Mainland China and Italy 在香港及中國內地從事景觀設計, 以及在中國內地及意大利從事餐飲業務	0.35%	7,170,000	0.8%	0.6%
<b>Other investments</b>							
<b>其他投資</b>							
Other equity investments, at fair value 其他股本投資, 按公平值	(a) - (c) (a) - (c)	Equity instruments at FVTOCI 透過其他全面收入按公平值列賬之股本工具	N/A 不適用		391,500	0.04%	0.03%
Other equity securities listed in Hong Kong 於香港上市的其他股本證券	(b) (b)	Financial assets at FVTPL 透過損益按公平值列賬之金融資產	N/A 不適用		17,082,200	1.8%	1.5%
Total 總計					114,148,852	12.3%	9.9%

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### Notes:

- (a) Equity investments carried at fair value under this category represented the Group's investments in a company incorporated in Hong Kong.
- (b) Equity securities listed in Hong Kong under this category represented the Group's investments in 18 companies whose shares are listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Each of such investments has a carrying amount that accounts for less than 5% of the Group's audited net assets as at 31 December 2018.
- (c) The Group recognised fair value loss on two equity instruments in 深圳市住百家發展股份有限公司 and WTR Health Limited at an aggregate amount of approximately HK\$14.3 million after assessing the current financial position and the financial forecast of the invested companies and the recoverability of the equity instruments. The fair value loss was recorded under other comprehensive expenses in the consolidated financial statement.

The Group received an investment income of approximately HK\$1.8 million from its investment in Zhong Wei Capital L.P. during the Year and expected that such investment would generate a positive investment return in the future.

The Group will carefully study the market and the information related to prospective investees before purchasing any securities, and will closely monitor the performance of the investments after purchase as well as adjust the investment strategy in a cautious manner as and when necessary to minimise the impact of market volatility.

### 附註:

- (a) 本類別內按公平值列賬的股本投資是指本集團於一家在香港註冊成立的公司的投資。
- (b) 本類別內於香港上市之股本證券乃指本集團於十八間公司的投資，該等公司之股份於香港聯合交易所有限公司（「聯交所」）主板或GEM上市。各項有關投資之賬面值均低於本集團於二零一八年十二月三十一日之經審核資產淨值的5%。
- (c) 於評估被投資公司目前的財務狀況、財務預測及股本工具的可收回性後，本集團已就兩項分別於深圳市住百家發展股份有限公司及WTR Health Limited的股本工具確認總額約14,300,000港元的公平值虧損。公平值虧損於綜合財務報表入賬列作其他全面開支。

於本年度，本集團自其於Zhong Wei Capital L.P.之投資獲得投資收入約1,800,000港元，並預期該投資將於未來產生正面投資回報。

於購買任何證券前，本集團會審慎研究市場及與潛在被投資方有關之資料，並將於購入後密切監察投資表現，並在有需要的情況下審慎地調整投資策略，以盡量降低市場波動之影響。

# Management Discussion and Analysis

## 管理層討論及分析

### OTHER GAINS AND LOSSES

Other gains and losses for the Year comprised the following major items:

### 其他收益及虧損

本年度其他收益及虧損包括以下主要項目：

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Change in fair value of derivative financial instrument	衍生金融工具的公平值變動	-	(2,837,217)
Change in fair value of financial assets at FVTPL	透過損益按公平值列賬之金融資產的公平值變動	<b>(36,657,753)</b>	-
Change in fair value of held-for-trading investments	持作買賣投資的公平值變動	-	(19,173,556)
Change in fair value of investment properties	投資物業的公平值變動	<b>10,942,146</b>	20,273,024
Gain on land swap transaction (Note 2)	土地置換交易的收益 (附註2)	-	46,611,407
Loss recognised in respect of loans to joint ventures (Note 3)	就借予合營公司貸款確認的虧損 (附註3)	<b>(1,391,092)</b>	(2,874,868)
Loss on disposal of a subsidiary (Note 1)	出售一間附屬公司所致虧損 (附註1)	-	(5,396,840)
Net foreign exchange gain (loss)	外匯收益 (虧損) 淨額	<b>946,511</b>	(678,650)
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益淨額	<b>260,845</b>	4,244,150
<b>Total</b>	<b>總計</b>	<b>(25,899,343)</b>	40,167,450



# Management Discussion and Analysis

## 管理層討論及分析

### Notes:

- (1) In Year 2017, a sale and purchase agreement was entered into between Dream Class Limited, a wholly-owned subsidiary of the Company as vendor, and Anchor Kapital Limited, a company wholly-owned by the trustee of a discretionary trust of which the immediate family member(s) of Mr. Suek is/are one of the discretionary objects as purchaser, in relation to the disposal of entire issued share capital of Power Rank International Limited at a consideration of HK\$2.34 million.
- (2) Due to the policy driven zone planning and upon request by the local government, 中大印刷(清遠)有限公司 (unofficial English translation being: Zhongda Printing (Qingyuan) Company Limited) (“Zhongda Qingyuan”), a wholly-owned subsidiary of the Company which originally owned two land parcels with a total area of approximately 311.748 mu in Qingyuan City, the PRC (the “Existing Land”), swapped the land with a new parcel of land with an total area of 312 mu situated in Qingyuan City, the PRC (the “New Land”) and a compensatory payment of RMB45,009,700. The land swap transaction was completed in October 2017. The gain on land swap transaction was calculated with reference to the difference between: (i) the total of fair value of the New Land and the compensatory payment; and (ii) the total of book value and capital expenditures incurred on the Existing Land, the deposit paid for certain land use rights of the Existing Land and the tax expenses incurred in the transaction. Further details of the transaction are set out in the circular of the Company dated 18 May 2017.
- (3) The Group recognised a loss in respect of its investment made in Estate Summit, a joint venture of the Group principally engaged in the office leasing business in Hong Kong. For the reasons of such loss, please refer to the business and financial review of the Property Business stated above.

### 附註:

- (1) 於二零一七年度，本公司一家全資附屬公司Dream Class Limited（作為賣方）與Anchor Kapital Limited（一家由一項全權信託的受託人全資擁有的公司，而薛先生的直系家庭成員乃該全權信託對象之一）（作為買方）訂立買賣協議，當中涉及按2,340,000港元的代價出售Power Rank International Limited全部已發行股本。
- (2) 基於政策主導的分區規劃和接獲地方政府提出的要求，本公司一間全資附屬公司中大印刷(清遠)有限公司（「中大清遠」，原本擁有中國清遠市兩幅面積共約311.748畝的土地（「現有土地」））以位於中國清遠市另一幅面積312畝的新土地（「新土地」）及補償金額人民幣45,009,700元置換土地。土地置換交易於二零一七年十月完成。土地置換交易的收益乃按照以下兩項之間的差額計算：(i)新土地公平值與補償金額的總額；以及(ii)現有土地的賬面值和招致的資本開支、就現有土地若干土地使用權支付的訂金及進行交易所產生的稅務開支的總額。有關交易的進一步詳情載於本公司於二零一七年五月十八日刊發的通函。
- (3) 本集團就其於一家主要於香港從事辦公室租賃業務的合營公司Estate Summit作出的投資確認虧損。出現有關虧損的原因，請參閱上文物業業務的業務和財務回顧。

# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY, CAPITAL RESOURCES AND CAPITAL STRUCTURE

The following table sets out the Group's current ratio, quick ratio and gearing ratio as at 31 December 2018 and 31 December 2017:

		NOTES 附註	As at 31 December 2018 於 二零一八年 十二月三十一日 HK\$ 港元	As at 31 December 2017 於 二零一七年 十二月三十一日 HK\$ 港元
Current ratio	流動比率	(i)	3.4	4.1
Quick ratio	速動比率	(ii)	3.1	3.6
Gearing ratio (%)	資產負債比率(%)	(iii)	11.3	7.9

*Notes:*

- (i) Current ratio is calculated by dividing total current assets and assets classified as held for sale by total current liabilities as at the end of the year.
- (ii) Quick ratio is calculated by dividing total current assets and assets classified as held for sale less inventories and properties under development for sale by total current liabilities as at the end of the year.
- (iii) Gearing ratio is calculated by dividing total borrowings by total equity as at the end of the year and then multiplying it by 100%. The total borrowings included the amount due to a related company, bank borrowings, obligations under finance leases and amount due to a non-controlling shareholder of a subsidiary.

### 流動資金、資本資源及資本架構

下表載列本集團截至二零一八年十二月三十一日和二零一七年十二月三十一日止的流動比率、速動比率及資產負債比率：

	NOTES 附註	As at 31 December 2018 於 二零一八年 十二月三十一日 HK\$ 港元	As at 31 December 2017 於 二零一七年 十二月三十一日 HK\$ 港元
Current ratio	(i)	3.4	4.1
Quick ratio	(ii)	3.1	3.6
Gearing ratio (%)	(iii)	11.3	7.9

*附註：*

- (i) 流動比率乃根據本年度終結時的總流動資產及分類為持作出售資產除以總流動負債計算。
- (ii) 速動比率乃根據本年度終結時的總流動資產與分類為持作出售之資產減存貨及待售發展中物業除以總流動負債計算。
- (iii) 資產負債比率乃根據本年度終結時的總借貸除以權益總額再乘以100%計算。總借貸包括應付一家關連公司款項、銀行借款、融資租賃責任及應付一家附屬公司一名非控股股東款項。

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As at 31 December 2018, the Group had short-term bank deposits and cash and cash equivalents of approximately HK\$209.5 million (31 December 2017: approximately HK\$302.6 million) and total borrowings of approximately HK\$104.3 million (31 December 2017: approximately HK\$79.4 million).

The total borrowings included the amount due to a related company, bank borrowings, obligations under finance leases and amount due to a non-controlling shareholder of a subsidiary. The amount due to a related company was unsecured, payable within a period over five years and bore fixed-interest rates ranging from 18%-20% per annum. The secured bank borrowings were payable within five years and carried interest at the Hong Kong Inter-bank Offered Rate ("HIBOR") plus 1.85% to 2.5% per annum. The amount due to a non-controlling shareholder of a subsidiary was unsecured, interest-free and repayable on demand. The obligations under finance leases represented leases of certain motor vehicles for a remaining term of one year at a fixed interest rate of 2.8% per annum in Year 2017.

All borrowings were denominated in Hong Kong dollars and Renminbi and the majority of cash and cash equivalents was denominated in Renminbi, Hong Kong dollars and U.S. dollars.

The current ratio and quick ratio indicated an ample cash flow and a stable liquidity position as at 31 December 2018. However, these ratios were lowered because: (i) cash and cash equivalents decreased as the Group allocated more financial resources to the Manufacturing and Sales Business in renovation of factories and acquisition of machineries and equipments during the Year; and (ii) bank borrowings were increased to finance the daily operation of the Manufacturing and Sales Business.

The gearing ratio of the Company remained low, indicating that the liquidity of the Group remained strong and healthy as at 31 December 2018. The gearing ratio increased from 7.9% to 11.3% as at 31 December 2018, mainly attributable to the increase in bank borrowing for financing the daily operation of the Manufacturing and Sales Business.

於二零一八年十二月三十一日，本集團的短期銀行存款以及現金及現金等值約為209,500,000港元（二零一七年十二月三十一日：約302,600,000港元）及借貸總額約為104,300,000港元（二零一七年十二月三十一日：約79,400,000港元）。

借貸總額包括應付一間關連公司款項、銀行借款、融資租賃責任及應付一家附屬公司一名非控股股東款項。應付一間關連公司款項為無抵押、須於超過五年期間內支付，並按介乎18%至20%的固定年利率計息。有抵押銀行借款須於五年內支付，並按香港銀行同業拆息（「香港銀行同業拆息」）加1.85%至2.5%之年利率計息。應付一間關連公司一名非控股股東之款項為無抵押、免息及須按要求償還。於二零一七年度，融資租賃責任指餘下年期一年並按固定年利率2.8%計息的若干汽車租賃。

所有借貸均以港元及人民幣計值，而大多數現金及現金等值以人民幣、港元及美元計值。

於二零一八年十二月三十一日，流動比率及速動比率顯示充足的現金流量及穩定的流動資金狀況。然而，該等比率下調，乃由於：(i)本集團於本年度分配更多財務資源予製造及銷售業務以翻新廠房及購置機器及設備，導致現金及現金等值減少；及(ii)製造及銷售業務的日常營運導致銀行借款增加。

本公司資產負債比率維持低位，顯示本集團於二零一八年十二月三十一日的流動資金穩健。截至二零一八年十二月三十一日，資產負債比率由7.9%增加至11.3%，主要是由於就撥付製造及銷售業務的日常營運的銀行借款增加所致。

# Management Discussion and Analysis

## 管理層討論及分析

The Group generally finances its operation with cash flows generated internally and bank facilities obtained in Hong Kong and the PRC. Taking into account the amount of the anticipated funds generated internally and the available banking facilities, the Group will have adequate resources to meet its future capital expenditure and working capital requirements. The Group will continue to implement its prudent policy in managing cash balances, thereby maintaining a strong and healthy liquidity level and ensuring that business opportunity will be promptly seized.

### FUTURE OUTLOOK

The Group will continue to strengthen, develop and diversify its portfolio to ensure sustainable business growth in the future. While the Manufacturing and Sales Business remains the core of the Group's portfolio, other business segments will continue to develop to contribute to the Group's income. The Group will stick to this diversification strategy to generate stable return and promising business growth for the Shareholders.

#### Gaming Distribution Business

The management expects that the services provided by Zhongxing Haotian to the Takara Gaming Group will continue to improve the segment results of the Gaming Distribution Business. Besides, the Group is evaluating the return and prospect of this business and may reallocate lesser resources to develop this business in the future.

#### Lending Business

Due to the keen competition in this market and the volatile economic environment, the risks and difficulties facing the Lending Business may be intensified in the course of loan portfolio expansion. The Group will also closely monitor the repayment abilities of borrowers and perform risk assessment on each loan application prudently. Meanwhile, the Group will devote more resources to develop an online money lending platform with more fin-tech elements to provide more value-added services to our customers. The Group will also continue to identify new customers and allocate more financial resources for business development in the future.

本集團一般以內部產生之現金流量，以及從香港及中國獲得的銀行融資作為業務營運資金。計及預期中內部可產生之資金及可供動用之銀行融資後，本集團將具備充裕資源應付未來資本開支及營運資金需求。本集團將繼續秉承其審慎理財政策以管理現金結餘，從而維持雄厚穩健的流動資金，以確保本集團能夠及時掌握商機。

### 前景展望

本集團將繼續鞏固、發展及開拓多元化的業務組合，以確保業務日後能維持可持續增長。製造及銷售業務仍然是本集團業務組合的核心，其他業務分類仍將繼續發展以為本集團帶來收入。本集團將貫徹此多元化發展策略，以為股東提供穩定回報及豐碩的業務增長。

#### 遊戲分銷業務

管理層預期，中星皓天向Takara Gaming集團提供的服務將繼續改善遊戲分銷業務的分類業績。此外，本集團正評估該業務之回報及前景，可能將於未來重新分配更少資源以發展該業務。

#### 放貸業務

由於本市場競爭激烈，加上經濟環境波動，在擴大貸款組合的過程中，放貸業務面對的風險和困境可能加劇。本集團亦將密切監察借款人的還款能力，審慎評估每宗貸款申請之風險。同時，本集團將投入更多資源開發具有更多金融科技元素的網上放貸平台，為客戶提供更多增值服務。本集團亦將繼續物色新客戶，並為日後業務發展分配更多財務資源。

# Management Discussion and Analysis

## 管理層討論及分析

### Manufacturing and Sales Business and Trading Business

Quality management and enhancement will be the focus of the Manufacturing and Sales Business in the year of 2019. To provide products and services of the best quality to our customers, the Group will devote more human resources and financial resources to provide more technical training programmes and organise more activities and campaigns to deliver this important and positive messages throughout all levels of the entities, which will be led by the key management of the Group.

Looking forward to 2019, more challenges are expected, including: (i) the further increase in prices of raw materials; (ii) the further increase in labour costs in Shenzhen; (iii) the more stringent environmental requirements in Shenzhen; and (iv) the global economic uncertainty, such as the impact of the trade war between the U.S. and the PRC and the possible impact of Brexit, which may adversely affect the business of the export sales customers.

To cope with the challenges faced by the printing industry and to maintain the profitability of this segment, the Group will continue to put more efforts in the following areas: (i) efficiency and effectiveness enhancement by streamlining the production process of its factories so as to reduce operation and production wastage; (ii) talent recruitment, provision of value-added services and upgrade of its technology infrastructure; (iii) quality management and enhancement of its products as mentioned above and introduction of new product lines to enhance its competitiveness as a whole; (iv) procurement of alternative materials, verification of their quality and negotiation with vendors for more favourable terms; (v) expansion of its market share to cover high value products, allocation of more resources to upgrade the facilities and recruitment of more skilled labours to meet the requirement of customers; (vi) continuous allocation of more financial resources to acquire new machineries to lessen the extent of labour intensive works and increase the factory capacity as a whole; and (vii) allocation of more sales and marketing resources to further expand in countries other than the U.S. and evaluation of long term cooperation or joint venture opportunities with other printing manufacturers with production facilities in other Asian countries to diversify the risks arising from the trade war between the U.S. and the PRC.

### 製造及銷售業務以及貿易業務

於二零一九年，製造及銷售業務將專注於質量管理及提升。為向客戶提供最優質的產品及服務，本集團將投入更多人力資源及財務資源，以提供更多技術培訓課程，舉辦更多活動及宣傳，向各實體之所有層面傳遞此重要及積極的訊息，而以上各項將由本集團主要管理層主導。

展望二零一九年，預期將面臨更多挑戰，包括：(i) 原材料價格進一步上漲；(ii) 深圳勞工成本進一步上升；(iii) 深圳實施更嚴格的環保規定；及(iv) 不明朗的環球經濟，例如中美貿易戰的影響及英國脫歐的潛在效應，可能對出口銷售客戶的業務造成不利影響。

為應付印刷行業面對之挑戰及為維持本分類的盈利能力，本集團將繼續努力地處理下列範疇：(i) 精簡廠房生產工序以減少營運及生產過程中產生之廢料，從而提升效益及效能；(ii) 招聘人才、提供增值服務及將技術基建升級；(iii) 質量管理及提升產品（見上文所述），以及推出新產品系列，務求提升整體競爭力；(iv) 採購替代物料、驗證其質量，並與供應商磋商更有利之條款；(v) 擴大市場份額以涵蓋高價值產品、分配更多資源以升級設施及招聘更多熟練勞工以應付客戶要求；(vi) 持續分配更多財務資源以購置新機器，從而減少勞動密集型工序，以及提高工廠的整體產能；及(vii) 分配更多銷售及營銷資源，以進一步擴展至美國以外的國家，並評估與在亞洲其他國家設有生產設施的印刷廠商的長期合作或合資機會，以分散中美貿易戰帶來的風險。



# Management Discussion and Analysis

## 管理層討論及分析

In 2017, the Group completed the land swap transaction with the Qingyuan government, and civil works were commenced and nearly completed by the end of the Year. Due to the global economic uncertainty, the Group is re-evaluating the risk and return of establishing new production plants for the Manufacturing and Sales Business because substantial capital investment will be required. The original construction plan of new plants will be slowed down. The Group will reconsider the business relocation plan and the factory construction plan after evaluating the future business direction and development plan and the associated costs and benefit of this segment. Furthermore, the Group will actively seek for cooperation opportunities with companies in other industry to better utilise and develop the land parcel in Qingyuan as mentioned in the Property Business in this section as below.

The Group will continue to adopt prudent measures to enhance the overall efficiency, expand the customer networks, increase its value proposition and improve its business model to overcome the uncertainty in the PRC and the global economy in coming years.

### Music and Entertainment Business

In coming years, the Group will allocate more financial resources to the professional training of artistes, the promotional activities and the investment and organisations of concerts and shows. In view of the desirable investment return from films generated in previous years, the Group will continue to invest in the film and entertainment market in the PRC and to identify and evaluate potential projects in the PRC and overseas. The Group also plans to source more artistes with development potentials and further invest in talent cultivation.

### Property Business

In respect of the property development business, apart from the possible disposal or development of the two commercial land parcels held by Zhongqing in Qingyuan as mentioned in the business and financial review section of the Property Business above, the Group is also seeking co-operation opportunities with third parties to develop a logistic centre or other facilities to serve the new Chimelong Tourist Resort, which is in line with the future city development plan of Qingyuan.

於二零一七年度，本集團完成與清遠市政府之間的土地置換交易，並已展開土木工程且於本年度末接近完成。基於不明朗的環球經濟，本集團正重新評估為製造及銷售業務建立新生產廠房的風險及回報，乃由於其將需要巨額資本投資。新廠房的原有建設計劃將放緩。於評估未來業務方向、發展計劃以及本分類的相關成本及收益後，本集團將重新考慮業務搬遷計劃及廠房建設計劃。此外，誠如本節下物業業務所述，本集團將積極尋求與其他行業公司進行合作的機會，以更有效運用及發展位於清遠的地塊。

本集團將繼續採取審慎措施以提升整體效益、擴大客戶網絡、提高價值主張及完善業務模式，以克服未來幾年中國及全球經濟的不明朗因素。

### 音樂及娛樂業務

來年，本集團將繼續投放更多財務資源於藝人的專業培訓、宣傳推廣活動以及投資和舉辦演唱會和表演。鑑於過往年度賺取之電影投資回報理想，本集團將繼續投資於中國的電影及娛樂市場，並物色及評估中國及海外之潛在項目。另外，本集團計劃發掘更多具發展潛力的藝人，以及進一步投資於人才培訓。

### 物業業務

在物業發展業務方面，除可能出售或開發中清在清遠所持的兩幅商業用地（詳情見上物業業務的業務和財務回顧）外，本集團亦正尋求與第三方合作的機會，以發展物流中心或其他設施，從而為新的長隆旅遊度假村提供服務，此舉正符合清遠未來的城市發展計劃。



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

In respect of the property investment business, the Group will aim to complete the renovation work of mini-storage spaces on both ground floor and 1st floor and obtain the approval from relevant government authorities in the year of 2019. Moreover, the Group will allocate more resources to promote the mini-storage business and rebound the decrease of the occupancy rate due to the renovation work during the Year. Nevertheless, depending on the market condition, the Group may also consider the disposal of the whole or part of the Fanling Building, which may result in the cessation or disposal of the Group's mini-storage business which is currently carried out at such properties.

### Securities Trading Business

The Group expects that the fair value of equity securities listed in Hong Kong may keep fluctuating in the foreseeable future due to the volatile global economic environment. The Group will closely monitor the market and market data related to the prospective investees before committing to any securities investment, and will closely monitor the performance of the investments after purchasing as well as adjust the investment strategy in a cautious manner when necessary to minimise the impact of market volatility. The Group will allocate less financial resources to the Securities Trading Business gradually and reallocate more resources to develop other business segment.

The Board would like to emphasise that the proposals mentioned in this section are in preliminary stage only and no timetable or any agreement or memorandum of understanding has been made or entered into by the Group in connection therewith.

### FOREIGN EXCHANGE RISK

The Group's sales and purchases are principally denominated in Renminbi, Hong Kong dollars and U.S. dollars. Except for Renminbi, there was no significant fluctuation in the exchange rate of Hong Kong dollars and U.S. dollars during the Year. The management will closely monitor the foreign exchange rate risk of Renminbi and identify significant adverse impact (if any) it may cause on the Group's operations in the PRC. The Group will consider using appropriate hedging solutions when necessary. The Group did not use any financial instrument for hedging purpose during the Year and it did not have any outstanding hedging instrument as at 31 December 2018.

就物業投資業務而言，本集團將於二零一九年度致力完成地下及一樓迷你倉的翻新工程，並取得有關政府部門的批准。此外，本集團將分配更多資源推廣迷你倉業務，以恢復因本年度翻新工程而下降的出租率。然而，本集團亦可能會視乎市況而考慮出售整幢粉嶺大廈或其中部份，此舉可能導致本集團終止或出售目前在此等物業經營的迷你倉業務。

### 證券買賣業務

由於環球經濟環境波動，本集團預期於可預見的未來，香港上市股本證券的公平值可能會持續波動。於作出任何證券投資前，本集團將審慎監察市場及與潛在被投資方有關之市場數據，並密切留意所購入投資的表現，並在有需要的情況下審慎地調整投資策略，以盡量降低市場波動之影響。本集團將逐步減少分配財務資源至證券買賣業務，並重新分配更多資源發展其他業務分類。

董事會擬重申，本節所述的方案僅處於初步階段，本集團目前仍未就此作出或訂下任何時間表，亦無訂立任何協議或諒解備忘錄。

### 外匯風險

本集團之買賣主要以人民幣、港元及美元列值。除人民幣外，港元兌美元之匯率於本年度並無重大波動。管理層將密切監察人民幣之外匯風險，並識別其對本集團中國業務可能造成之重大不利影響（如有）。本集團將考慮按需要採用合適對沖方案。於本年度，本集團並無使用任何金融工具作對沖用途，於二零一八年十二月三十一日亦無任何尚未平倉之對沖工具。

# Management Discussion and Analysis

## 管理層討論及分析

### CAPITAL EXPENDITURE

During the Year, capital expenditure of the Group for property, plant and equipment amounted to approximately HK\$48.0 million (Year 2017: approximately HK\$13.6 million). The capital expenditure for the Year was mainly attributable to the acquisition of machineries for production in the PRC, the renovation work of two factories in Shenzhen and the construction work conducted on the industrial land in Qingyuan.

### CAPITAL COMMITMENTS

As at 31 December 2018, the Group had capital commitments of approximately HK\$5.7 million (31 December 2017: approximately HK\$7.8 million) which had been contracted for but had not been provided for in the financial statements for the acquisition of property, plant and equipment. The Group did not have any capital commitment for the acquisition of property, plant and equipment that had been authorised but not contracted for in both reporting periods. The Group expects to finance the capital commitments by internal resources.

### CONTINGENT LIABILITIES

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

### PLEDGE OF ASSETS

As at 31 December 2018, the Group pledged leasehold building and investment properties with an aggregate carrying value of approximately HK\$233.5 million (31 December 2017: approximately HK\$222.4 million) to secure the mortgage loan of certain investment properties and general banking facilities granted to the Group. Save as aforesaid, no other assets were pledged by the Group as at 31 December 2018.

### 資本開支

於本年度，本集團物業、廠房及設備之資本開支約為48,000,000港元（二零一七年度：約13,600,000港元）。本年度的資本開支主要來自購置中國生產業務所用之機器、深圳兩間工廠的翻新工程及清遠工業用地的建設工程。

### 資本承擔

於二零一八年十二月三十一日，本集團就購置物業、廠房及設備之已訂約但未在財務報表撥備之資本承擔約為5,700,000港元（二零一七年十二月三十一日：約7,800,000港元）。本集團於兩個報告期間均無就已獲授權但未訂約之物業、廠房及設備購置作出任何資本承擔。本集團預期以內部資源為資本承擔提供資金。

### 或然負債

於二零一八年十二月三十一日，本集團並無任何重大或然負債（二零一七年十二月三十一日：無）。

### 資產質押

於二零一八年十二月三十一日，本集團已將賬面總值約233,500,000港元（二零一七年十二月三十一日：約222,400,000港元）之租賃樓宇及投資物業質押，以作為若干投資物業之按揭貸款及本集團獲授之一般銀行融資之擔保。除上述者外，本集團於二零一八年十二月三十一日概無質押其他資產。

# Management Discussion and Analysis

## 管理層討論及分析

### SHARE CAPITAL AND CAPITAL STRUCTURE

There was no change in the share capital and capital structure of the Company during the Year.

### HUMAN RESOURCES

As at 31 December 2018, the Group had approximately 1,600 full-time employees (31 December 2017: approximately 1,500). Total staff costs (including Directors' remuneration) for the Year was approximately HK\$175.3 million (Year 2017: approximately HK\$157.3 million).

The remuneration schemes of the Group are generally structured with reference to market conditions and the qualifications of the employees and the reward packages, including discretionary bonus, for the staff are generally reviewed on an annual basis, depending on the staff's and the Group's performance. Apart from salary payments and contributions to the retirement benefit schemes, other staff benefits include participation in share option scheme and medical insurance for eligible employees. In-house and external training programmes are also provided as and when required.

### 股本及股本架構

於本年度，本公司之股本及股本架構並無任何變動。

### 人力資源

於二零一八年十二月三十一日，本集團共有約1,600名全職僱員（二零一七年十二月三十一日：約1,500名）。於本年度，員工總成本（包括董事薪酬）約175,300,000港元（二零一七年：約157,300,000港元）。

本集團薪酬待遇的構成一般參考市況及僱員資歷而釐定，而員工之待遇（包括酌情花紅）通常每年按照員工表現及本集團業績進行檢討。除薪金及退休福利計劃供款外，其他員工福利包括讓合資格僱員參與購股權計劃及為彼等投購醫療保險。本集團亦按需要提供內部及外界培訓計劃。

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

### MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES OR ASSOCIATED COMPANIES DURING THE YEAR

On 16 March 2018, the Group entered into a sale and purchase agreement with Ritzy Success Enterprises Limited as purchaser and Mr. Yuan Ji Zhong as guarantor to dispose of the entire issued share capital of Zen Vantage Limited (“Zen Vantage”) and the entire sum owing by Zen Vantage to the Group (the “Sale Debt”) as at completion at the aggregate consideration of HK\$153 million which shall be adjusted to the net asset value of Zen Vantage and the face value of the Sale Debt as shown in the pro forma completion accounts of Zen Vantage (the “Disposal of Zen Vantage Group”). Completion shall be conditional upon, among others, the obtaining of the approval from the shareholders of the Company and the completion of the reorganisation and the business transfer within the Group. Immediately prior to the completion of such transaction, (i) Zen Vantage will be holding Chung Tai Printing (China) Company Limited, which is in turn holding 中星中大紙品發展(深圳)有限公司 (unofficial English translation being Neway Chung Tai Paper Products Development (Shenzhen) Co., Ltd.) (collectively, the “Zen Vantage Group”); and (ii) the principal assets of the Zen Vantage Group will be the land and properties owned by the Group in Longgang District, Shenzhen, the PRC and the building costs, leasehold improvements and fixtures on the land and properties leased by the Group in Longgang District, Shenzhen, the PRC. There will be no change to the principal business of the Group as a result of such disposal. Shareholders’ approval has been obtained for the Disposal of Zen Vantage Group during the Year. Completion of the Disposal of Zen Vantage Group has yet to take place as at the date of this report. For further details, please refer to the announcements of the Company dated 16 March 2018, 11 April 2018, and 31 December 2018 and the circular of the Company dated 25 June 2018.

### 本年度有關附屬公司或聯營公司的 重大收購或出售

於二零一八年三月十六日，本集團與華成企業有限公司（作為買方）及元濟忠先生（作為擔保人）訂立買賣協議，以出售 Zen Vantage Limited（「Zen Vantage」）全部已發行股本及 Zen Vantage 於完成時結欠本集團之全部款項（「銷售債務」），總代價為 153,000,000 港元，其將調整為 Zen Vantage 備考完成賬目所示之 Zen Vantage 資產淨值及銷售債務面值（「出售 Zen Vantage 集團」）。完成須待（其中包括）取得本公司股東批准及完成本集團內部重組及業務轉讓後，方可作實。緊接該項交易完成前，(i) Zen Vantage 將持有中大印刷（中國）有限公司，而後者則持有中星中大紙品發展（深圳）有限公司（統稱「Zen Vantage 集團」）；及(ii) Zen Vantage 集團之主要資產將為本集團於中國深圳龍崗區擁有之土地及物業，以及本集團於中國深圳龍崗區租賃之土地及物業之建築成本、租賃物業裝修及裝置。本集團之主要業務將不會因該出售事項而出現任何變動。於本年度，已獲得股東批准出售 Zen Vantage 集團。於本報告日期，尚未完成出售 Zen Vantage 集團。有關進一步詳情，請參閱本公司日期為二零一八年三月十六日、二零一八年四月十一日及二零一八年十二月三十一日之公告以及本公司日期為二零一八年六月二十五日之通函。

# Management Discussion and Analysis

## 管理層討論及分析

### EVENTS AFTER REPORTING PERIOD

#### Major transaction – Acquisition of machinery

On 21 January 2019, 中星中大印刷(深圳)有限公司 (unofficial English translation being Neway Chung Tai Printing (Shenzhen) Company Limited) (“Neway Chung Tai (SZ)”) entered into the sales contract with Heidelberg China Limited (海德堡中國有限公司) (“Vendor”) for the acquisition of a six-colour offset press with coating system at a contract price of EUR1,464,777 (equivalent to approximately HK\$13,196,000). Such acquisition, when aggregated with (i) the acquisition of a IST UV system for seven-colour offset press with coating system by the Neway Chung Tai (SZ) from the Vendor pursuant to the sales contract dated 6 July 2018 signed between the Vendor and the Neway Chung Tai (SZ); and (ii) the acquisition of a seven-colour offset press with coating system by the Group from a fellow subsidiary of the Vendor pursuant to a sales contract dated 6 July 2018 signed between such fellow subsidiary of the Vendor and the Neway Chung Tai (SZ), constitutes a major transaction of the Company. The acquisition has not been completed as at the date of this report.

For further details, please refer to the announcement of the Company dated 21 January 2019 and the circular of the Company dated 28 March 2019.

#### Discloseable transaction – Provision of a loan to third party

On 14 February 2019, Grand Prospects and an independent third party lender entered into the loan agreement with the borrower and the mortgagor. Pursuant to the loan agreement, Grand Prospects and the independent third party lender agreed to grant to the borrower, which is an independent third party, the loan in an aggregate principal amount of HK\$13,000,000 for a term of 12 months, bearing interest at a current rate of 13.125% per annum. The principal amount contributed by Grand Prospects to the Loan was HK\$6,500,000.

### 報告期後事項

#### 主要交易 – 購置機器

於二零一九年一月二十一日，中星中大印刷(深圳)有限公司(「中星中大(深圳)」)與海德堡中國有限公司(「賣方」)訂立銷售合約，以購置六色平張紙膠印機連上光系統，合約價格為1,464,777歐元(相當於約13,196,000港元)。有關購置事項與(i)中星中大(深圳)根據賣方與中星中大(深圳)所簽署日期為二零一八年七月六日的銷售合約向賣方購置可供七色平張紙膠印機連上光系統使用之IST UV固化器；及(ii)本集團根據賣方同系附屬公司與中星中大(深圳)簽署日期為二零一八年七月六日的銷售合約向賣方同系附屬公司購置七色平張紙膠印機連上光系統之購置事項合併計算時構成本公司之主要交易。於本報告日期，該購置事項尚未完成。

進一步詳情請參閱本公司日期為二零一九年一月二十一日之公告及本公司日期為二零一九年三月二十八日之通函。

#### 須予披露交易 – 向第三方提供貸款

於二零一九年二月十四日，華泰及一名獨立第三方貸款人與借款人及抵押人訂立貸款協議。根據貸款協議，華泰與該獨立第三方貸款人同意向借款人(為獨立第三方)授出該貸款，本金總額為13,000,000港元，為期12個月，按現時年利率13.125厘計息。華泰對該貸款出資之本金額為6,500,000港元。



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

Also on 14 February 2019, Grand Prospects and the independent third party lender entered into a memorandum of cooperation which governs the rights and obligations among them in respect of the Loan.

As the borrower is an associate of the mortgagor and the loan is granted to the borrower within 12 months from the grant of the previous loan to the mortgagor, the contribution by Grand Prospects to the loan is aggregated with its contribution to the previous loan in calculating the applicable percentage ratios (as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules")). Therefore, such loan arrangement constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules. For further details, please refer to the announcement of the Company dated 14 February 2019.

### Discloseable transaction – Renovation framework contract

On 22 March 2019, Newway Chung Tai (SZ), a wholly-owned subsidiary of the Company, entered into the renovation framework contract with a contractor pursuant to which the contractor has agreed to undertake the renovation works for Newway Chung Tai (SZ) at a total contract price of not more than RMB2.4 million (equivalent to approximately HK\$2,803,000). During the period from 23 July 2018 to 21 February 2019, the Group has signed various contracts with the contractor for the refurbishment of the SZ Factory at an aggregate contract price of approximately RMB2.7 million (equivalent to approximately HK\$3,154,000). The renovation framework contract, when aggregated with the various contracts, constitutes a discloseable transaction of the Company. For further details, please refer to the announcement of the Company dated 22 March 2019.

### Major transaction – Proposed grant of loan

On 28 March 2019, the Group, Kwong Da, Kada and the common director of Kwong Da and Kada entered into a confirmation deed to agree on a loan arrangement and the completion arrangement relating to the put option. The confirmation deed is subject to the approval by the shareholders of the Company. Please refer to the announcement of the Company dated 28 March 2019 for details.

此外，於二零一九年二月十四日，華泰與該獨立第三方貸款人訂立合作備忘錄，其規限彼等就該貸款之權利及義務。

由於借款人乃抵押人之聯繫人，且由先前貸款授予抵押人起計12個月內向借款人授出該貸款，故計算適用百分比率（定義見聯交所證券上市規則（「上市規則」））時，華泰對該貸款出資與其對先前貸款出資合併計算。因此，有關貸款安排構成上市規則第14章項下本公司之須予披露交易。有關進一步詳情，請參閱本公司日期為二零一九年二月十四日之公告。

### 須予披露交易 – 裝修框架合約

於二零一九年三月二十二日，本公司之全資附屬公司中星中大（深圳）與一名承建商訂立裝修框架合約，據此，該承建商同意為中星中大（深圳）進行裝修工程，總合約價不超過人民幣2,400,000元（相當於約2,803,000港元）。於二零一八年七月二十三日至二零一九年二月二十一日期間，本集團已與承建商就翻新深圳工廠簽署多份合約，總合約價約為人民幣2,700,000元（相當於約3,154,000港元）。裝修框架合約若與上述多項合約合併計算時構成本公司之須予披露交易。有關進一步詳情，請參閱本公司日期為二零一九年三月二十二日之公告。

### 主要交易 – 建議授出貸款

於二零一九年三月二十八日，本集團、坤達、匯金以及坤達及匯金之共同董事訂立確認契據，以就與認沽期權有關之貸款安排及完成出售事項之安排達成協議。確認契據須經本公司股東批准。有關詳情，請參閱本公司日期為二零一九年三月二十八日之公告。

# Corporate Governance Report

## 企業管治報告

The Board (the “Board”) of directors (the “Directors”) of Newway Group Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to present this Corporate Governance Report in the annual report of the Company for the year ended 31 December 2018 (the “Year”).

The Company acknowledges the important roles of the Board in providing effective leadership and direction to the Company’s business and ensuring transparency and accountability of the Company operations. The Board recognises that good corporate governance practices are vital to maintain and promote shareholder value and investor confidence and has adopted the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Listing Rules. The Company is committed to enhancing and reviewing its corporate governance practices from time to time to ensure that they align with the latest development of the Group.

In the opinion of the Board, save for the deviations disclosed in this Corporate Governance Report, the Company has applied the principles of and complied with the code provisions set out in the CG Code throughout the Year.

## THE BOARD

### Responsibilities

The overall management of the Company’s business is vested in the Board, which assumes responsibility for leadership and control of the Company and is responsible for promoting the success of the Company by directing and supervising its affairs. All Directors take decisions objectively in the interests of the Company and in the attainment of the objective of creating value to the shareholders of the Company. Every Director carries out his/her duty in good faith in compliance with the standards of applicable laws and regulations and acts in the interests of the Company and its shareholders as a whole at all times.

### Board Composition

The Board comprises eight members during the Year and as at the date of this Corporate Governance Report, which include two executive Directors, three non-executive Directors and three independent non-executive Directors. The composition of the Board has a balance of expertise, skills and experience necessary for independent decision-making.

Newway Group Holdings Limited 中星集團控股有限公司\* (「本公司」，連同其附屬公司，統稱「本集團」) 董事(「董事」)會(「董事會」)欣然在本公司截至二零一八年十二月三十一日止年度(「本年度」)之年報內呈列本企業管治報告。

本公司知悉董事會在提供有效領導及指引本公司業務，以及確保本公司運作之透明度及問責性方面扮演重要角色。董事會認同良好之企業管治常規對保持及提高股東價值及投資者信心十分重要，並已採納上市規則附錄十四所載企業管治守則(「企業管治守則」)所載之守則條文。本公司致力於提升其企業管治常規，並不時作出檢討，以確保其配合本集團之最新發展。

董事會認為，除本企業管治報告所披露之偏離外，本公司於本年度已應用企業管治守則之原則並遵守企業管治守則所載之守則條文。

## 董事會

### 責任

董事會負責本公司之整體業務管理，負責帶領及掌管本公司，並肩負領導及監督本公司業務以推動本公司成功之責任。全體董事基於本公司利益及達致為本公司股東創造價值之目標，客觀地作出決定。各董事按照適用法律及法規之準則，秉誠執行職責，並時刻以本公司及其股東之整體利益行事。

### 董事會組成

董事會於本年度及於本企業管治報告日期共有八名成員，包括兩名執行董事、三名非執行董事及三名獨立非執行董事，董事會的組成體現專長、技能及經驗之均衡，使董事會得以作出獨立決策。

\* 僅供識別

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Composition (Continued)

The Board comprises the following Directors during the Year and up to the date of this Corporate Governance Report:

##### *Executive Directors:*

Mr. SUEK Ka Lun, Ernie (*Chairman*)

Mr. SUEK Chai Hong (*Chief Executive Officer*)

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

Dr. NG Wai Kwan

Mr. CHAN Kwing Choi, Warren

Mr. WONG Sun Fat

##### *Independent non-executive Directors:*

Mr. LEE Kwok Wan

Mr. LAI Sai Wo, Ricky

Mr. CHU Gun Pui

##### *Alternate Director:*

Mr. LAU Kam Cheong (*alternate Director to Dr. NG Wai Kwan*)

The audit committee of the Board (the "Audit Committee") comprises the following members during the Year and up to the date of this Corporate Governance Report:

Mr. LEE Kwok Wan (*chairman*)

Mr. WONG Sun Fat

Mr. LAI Sai Wo, Ricky

### 董事會 (續)

#### 董事會組成 (續)

於本年度及直至本企業管治報告日期，董事會由以下董事組成：

##### *執行董事：*

薛嘉麟先生 (主席)

薛濟匡先生 (行政總裁)

##### *非執行董事：*

吳惠群博士

陳焯材先生

黃新發先生

##### *獨立非執行董事：*

李國雲先生

賴世和先生

朱瑾沛先生

##### *替任董事：*

劉錦昌先生 (吳惠群博士之替任董事)

於本年度及直至本企業管治報告日期，董事會審核委員會 (「審核委員會」) 由下列成員組成：

李國雲先生 (主席)

黃新發先生

賴世和先生

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Composition (Continued)

The remuneration committee of the Board (the “Remuneration Committee”) comprises the following members during the Year and up to the date of this Corporate Governance Report:

Mr. LEE Kwok Wan (*chairman*)  
Mr. WONG Sun Fat  
Mr. LAI Sai Wo, Ricky

The names of the Directors on the relevant dates are disclosed in all corporate communications issued by the Company pursuant to the Listing Rules.

Mr. SUEK Chai Hong, the chief executive officer of the Company (the “Chief Executive Officer”), is the uncle of Mr. SUEK Ka Lun, Ernie, the chairman of the Company (the “Chairman”). The detailed relationships among members of the Board are disclosed under the section headed “Biographical Details of Directors and Senior Executives” on pages 53 to 57.

During the Year, the Board has at all times met the requirements of the Listing Rules relating to (i) the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise; and (ii) the appointment of independent non-executive Directors representing at least one-third of the Board.

### 董事會 (續)

#### 董事會組成 (續)

於本年度及直至本企業管治報告日期，董事會薪酬委員會（「薪酬委員會」）由下列成員組成：

李國雲先生 (主席)  
黃新發先生  
賴世和先生

根據上市規則，於相關日期之董事姓名在本公司刊發之所有公司通訊中均有披露。

本公司行政總裁（「行政總裁」）薛濟匡先生為本公司主席（「主席」）薛嘉麟先生之叔父。董事會各成員間之關係已在第53頁至第57頁之「董事及高級行政人員之簡歷」一節中詳細披露。

於本年度，董事會一直符合上市規則之規定，包括：(i)委任最少三名獨立非執行董事，而當中最少一名獨立非執行董事具備恰當專業資歷或會計或相關財務管理專長；及(ii)委任佔董事會最少三分之一之獨立非執行董事。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Composition (Continued)

The Company has received written annual confirmation from each existing independent non-executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all existing independent non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

The non-executive Directors bring a wide range of business and financial expertise and experiences to the Board. Through participation in Board meetings and serving on Board committees, all non-executive Directors make various contributions to the effective direction of the Company.

#### Chairman and Chief Executive Officer

The positions of the Chairman and the Chief Executive Officer are held by different persons in order to preserve independence and a balanced judgement of views. The Chairman, Mr. SUEK Ka Lun, Ernie, is responsible for the effective functioning of the Board in accordance with good corporate governance practices and is also responsible for chairing the meetings, managing the operations of the Board and ensuring that all major and appropriate issues are discussed by the Board in a timely and constructive manner. The Chief Executive Officer, Mr. SUEK Chai Hong, is responsible for running the Company's businesses and developing and implementing the Group's strategic plans and business goals.

Despite that the Chief Executive Officer and the Chairman are uncle and nephew, they consider issues and make decisions independently.

### 董事會 (續)

#### 董事會組成 (續)

本公司已接獲各在任獨立非執行董事根據上市規則之規定每年就本身獨立性而發出之書面確認聲明。根據上市規則所載之獨立性指引，本公司認為全體在任獨立非執行董事均屬獨立人士。

非執行董事為董事會注入廣泛之業務及財務專業知識及經驗。透過參與董事會會議及擔任董事會委員會成員，全體非執行董事對有效領導本公司方面貢獻良多。

#### 主席及行政總裁

主席及行政總裁之職務分別由不同人士擔任，以便保持獨立性及作出判斷時有平衡意見。主席薛嘉麟先生負責使董事會根據良好之企業管治常規有效運作，亦負責主持董事會會議以及管理董事會之運作，確保董事會能適時就所有重大及適當事宜進行有建設性討論。行政總裁薛濟匡先生負責本公司業務之運作，制訂及執行本集團之策略計劃及落實業務目標。

儘管行政總裁與主席為叔姪關係，但彼等均能獨立考慮問題並作出決定。



# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Annual Meetings Between Chairman and Non-executive Directors Without Present of Executive Directors

Provision A.2.7 of the CG Code prevailing during the Year required the chairman to hold meetings at least annually with the non-executive Directors (including independent non-executive Directors) without the executive Directors present. The chairman of the Board during the Year, namely Mr. SUEK Ka Lun, Ernie was himself an executive Director and as such, compliance with this code provision was infeasible. However, Provision A.2.7 of the CG Code has been amended with effect from 1 January 2019 and now requires the chairman of the Board to hold meetings at least annually with the independent non-executive Directors without the presence of other Directors. The Company will comply with this provision in coming years.

#### Appointment and Re-election of Directors

Each of the existing non-executive Directors and independent non-executive Directors has signed a letter of appointment with the Company. Mr. LEE Kwok Wan was appointed for a term of three years from 5 April 2016 to 4 April 2019, Mr. LAI Sai Wo, Ricky was appointed for a term of three years from 19 April 2017 to 18 April 2020, and Mr. CHU Gun Pui was appointed for a term of three years from 23 June 2017 to 22 June 2020. Save for the above, all other non-executive Directors have a term of appointment which commenced from 1 April 2016 and will continue for a period of three years until 31 March 2019. The term of appointment of each Director is subject to retirement by rotation and re-election in accordance with the Company's bye-laws (the "Bye-laws") and the Listing Rules and the terms and conditions of their respective letters of appointment.

The procedures and process of appointment, re-election and removal of Directors are laid down in the Bye-laws and the nomination policy adopted by the Company in December 2018. Please refer to the paragraph headed "Nomination of Directors" below for further details of the nomination policy of the Company.

### 董事會 (續)

#### 主席與非執行董事之間舉行並無執行董事列席之年度會議

於本年度之現行企業管治守則第A.2.7條條文規定，主席應每年與非執行董事（包括獨立非執行董事）舉行至少一次並無執行董事列席之會議。於本年度，主席薛嘉麟先生本身為執行董事，故無法遵守此守則條文。然而，企業管治守則第A.2.7條條文已於二零一九年一月一日起作出修訂，現規定董事會主席每年與獨立非執行董事舉行至少一次並無其他董事列席之會議。本公司將於未來年度遵守此項條文。

#### 委任及重選董事

各在任非執行董事及獨立非執行董事已與本公司簽訂委任書。李國雲先生之任期由二零一六年四月五日起至二零一九年四月四日止為期三年，賴世和先生之任期由二零一七年四月十九日起至二零二零年四月十八日止為期三年，而朱瑾沛先生之任期由二零一七年六月二十三日起至二零二零年六月二十二日止為期三年。除上述者外，所有其他非執行董事之任期均由二零一六年四月一日起至二零一九年三月三十一日止為期三年。各董事之任期均須按照本公司之公司細則（「細則」）、上市規則以及各委任書之條款及條件輪值退任及重選。

董事的委任、重選及罷免程序及流程均載於細則及本公司於二零一八年十二月採納的提名政策。有關本公司的提名政策之進一步詳情，請參閱下文「提名董事」一節。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Induction and Continuing Development for Directors

The Directors are encouraged to attend external seminars and training programmes at the Company's expense to update themselves with the legal and regulatory developments and the business and market changes to facilitate the discharge of their responsibilities. Briefings and professional development trainings will be arranged for the Directors whenever necessary.

#### Professional Training for Directors

Each of the existing Directors, namely Mr. SUEK Ka Lun, Ernie, Mr. SUEK Chai Hong, Dr. NG Wai Kwan, Mr. CHAN Kwing Choi, Warren, Mr. WONG Sun Fat, Mr. LEE Kwok Wan, Mr. LAI Sai Wo, Ricky, Mr. CHU Gun Pui and Mr. LAU Kam Cheong confirmed to the Company that he had complied with provision A.6.5 of the CG Code during the Year by reading all materials provided by the company secretary of the Company (the "Company Secretary") and/or attending trainings on the topics relating to the updates on the new requirements under the Listing Rules launched by professional parties.

### COMPANY SECRETARY

Ms. CHEUNG Yuk Shan joined the Group as the Company Secretary since 23 August 2010. Acting as the Company Secretary, Ms. CHEUNG Yuk Shan reports to the Board and is responsible for advising the Board on corporate governance matters. She has taken not less than 15 hours of relevant professional training during the Year in compliance with Rule 3.29 of the Listing Rules.

#### Board Meetings, Board Committee Meetings and General Meetings

##### *Board practices and conduct of meetings*

Notices of regular Board meetings were served to all Directors at least 14 days before the meetings during the Year. For other Board and committee meetings, reasonable notices were given.

### 董事會 (續)

#### 董事之就職及持續發展

本公司亦鼓勵董事出席坊間研討會及培訓課程，一切費用由本公司支付，以獲悉最新之法律及法規發展情況，以及業務及市場變化，協助其履行職責。本公司亦會於有需要時為董事安排簡介及專業發展培訓。

#### 董事專業培訓

各在任董事，即薛嘉麟先生、薛濟匡先生、吳惠群博士、陳焯材先生、黃新發先生、李國雲先生、賴世和先生、朱瑾沛先生及劉錦昌先生均向本公司確認，彼等於本年度已閱覽本公司之公司秘書（「公司秘書」）提供之所有資料，及／或出席由專業團體所舉辦、題目與上市規則新規定之更新有關的培訓，故已遵守企業管治守則第A.6.5條條文。

### 公司秘書

張玉珊小姐自二零一零年八月二十三日起加入本集團出任公司秘書。作為公司秘書，張玉珊小姐向董事會匯報，負責就企業管治事宜向董事會提供意見。彼已根據上市規則第3.29條於本年度接受不少於15個小時之相關專業培訓。

#### 董事會會議、董事委員會會議及股東大會

##### *董事會會議常規及程序*

於本年度召開之定期董事會會議於至少14天前向全體董事發出通知。至於其他董事會會議及委員會會議，亦已給予合理通知。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Meetings, Board Committee Meetings and General Meetings (Continued)

##### *Board practices and conduct of meetings (Continued)*

Board papers together with all appropriate, complete and reliable information were sent to all Directors at least three days before each Board meeting or committee meeting during the Year to keep the Directors apprised of the latest development and financial position of the Company and to enable them to make informed decisions. The Board and each Director also had separate and independent access to the senior management whenever necessary.

The Company Secretary is responsible for taking and keeping minutes of all Board meetings and committee meetings. During the Year, draft minutes were normally circulated to the Directors for comment within a reasonable time after each meeting and the final version was open for the Directors' inspection.

The Bye-laws contain provisions, with certain permitted exemptions, requiring Director(s) to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Director(s) or any of their respective associates have a material interest.

### 董事會 (續)

#### 董事會會議、董事委員會會議及股東大會 (續)

##### *董事會會議常規及程序 (續)*

董事會文件連同一切適當、完整及可靠之資料已於本年度董事會會議或委員會會議召開之前至少三天寄發予全體董事，以便董事獲悉本公司之最新發展及財政狀況，並在知情情況下作出決定。在有需要時董事會及每名董事，均可個別及自行接觸高級管理人員。

公司秘書負責記錄及保存所有董事會會議及委員會會議之記錄。於本年度，會議記錄初稿一般已於各會議完結後合理時間內分發予董事，以收集董事之意見，最終版本可供董事查閱。

細則載有條文及若干獲准許豁免，規定在批准董事或彼等各自之任何聯繫人擁有重大利益之交易之會議上，有關董事須放棄投票表決，亦不獲計算在有關會議之法定人數內。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Meetings, Board Committee Meetings and General Meetings (Continued)

##### *Directors' attendance records*

During the Year, the Board held four meetings, two of which were regular Board meetings for reviewing and approving the financial and operating performance of the Group. The Company did not announce its quarterly results and hence did not consider the holding of quarterly meetings necessary.

Provision A.6.7 of the CG Code requires the independent non-executive Directors and other non-executive Directors to attend general meetings of the Company and develop a balanced understanding of the views of the shareholders. During the Year, except Mr. LEE Kwok Wan who has not attended the special general meeting of the Company held on 13 July 2018, all independent non-executive Directors and other non-executive Directors have attended all general meetings during the Year.

### 董事會 (續)

#### 董事會會議、董事委員會會議及股東大會 (續)

##### *董事出席記錄*

於本年度，董事會曾舉行四次會議，其中兩次為董事會就審閱及批准本集團財務及營運業績所舉行之定期會議。本公司並無公佈季度業績，因此認為並無必要舉行季度會議。

企業管治守則第A.6.7條條文規定，獨立非執行董事及其他非執行董事須參加本公司股東大會並全面了解股東的意見。於本年度，除李國雲先生並無出席二零一八年七月十三日舉行的本公司股東特別大會外，所有獨立非執行董事及其他非執行董事已於本年度悉數出席所有股東大會。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Meetings, Board Committee Meetings and General Meetings (Continued)

##### Directors' attendance records (Continued)

The individual attendance record of each Director at the meetings of the Board, the Board committees and at the general meetings of the Company for the Year is set out below:

Name of Directors	Attendance/Number of meetings held during the Year 於本年度出席次數/會議次數					
	Board	Audit Committee	Remuneration Committee	Special General Meeting held on 13 July 2018 於二零一八年七月十三日 舉行之 股東特別大會	Annual General Meeting held on 20 June 2018 於二零一八年六月二十日 舉行之 股東週年大會	
董事姓名	董事會	審核委員會	薪酬委員會			
<b>Executive Directors</b>						
– Mr. SUEK Ka Lun, Ernie (Chairman)	執行董事 – 薛嘉麟先生 (主席)	4/4	N/A 不適用	N/A 不適用	0/1	1/1
– Mr. SUEK Chai Hong (Chief Executive Officer)	– 薛濟匡先生 (行政總裁)	4/4	N/A 不適用	N/A 不適用	1/1	1/1
<b>Non-executive Directors</b>	<b>非執行董事</b>					
– Dr. NG Wai Kwan (Note)	– 吳惠群博士 (附註)	3/4	N/A 不適用	N/A 不適用	1/1	1/1
– Mr. CHAN Kwing Choi, Warren	– 陳焯材先生	4/4	N/A 不適用	N/A 不適用	1/1	1/1
– Mr. WONG Sun Fat	– 黃新發先生	4/4	2/2	2/2	1/1	1/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
– Mr. LEE Kwok Wan	– 李國雲先生	4/4	2/2	2/2	0/1	1/1
– Mr. LAI Sai Wo, Ricky	– 賴世和先生	4/4	2/2	2/2	1/1	1/1
– Mr. CHU Gun Pui	– 朱瑾沛先生	4/4	N/A 不適用	N/A 不適用	1/1	1/1

#### Note:

The board meeting of the Company held on 31 August 2018 was attended by his alternate director.

### 董事會 (續)

#### 董事會會議、董事委員會會議及股東大會 (續)

##### 董事出席記錄 (續)

以下所載為各董事於本年度出席本公司董事會會議、董事委員會會議及股東大會之記錄：

#### 附註：

於二零一八年八月三十一日舉行之本公司董事會會議由其替任董事出席。



# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as the code of conduct regarding Directors’ securities transactions.

The Company has made specific enquiry of all Directors and the Directors have confirmed that they have complied with the required standards set out in the Model Code throughout the Year.

The Company has also established written guidelines on terms no less exacting than the Model Code (the “Employees Written Guidelines”) for securities transactions by employees who are likely to be in possession of unpublished inside information of the Company.

No incident of non-compliance of the Employees Written Guidelines was noted by the Company during the Year.

#### DIRECTORS’ INSURANCE

The Company has arranged for appropriate liability insurance for the directors and officers of the Group for indemnifying their liabilities arising from corporate activities. The insurance coverage is reviewed on an annual basis.

#### DELEGATION

In practice, the Board takes responsibility for decision making in all major matters of the Company including the approval and monitoring of all policy matters, the setting of objectives and overall strategies, internal controls and risk management systems, material transactions (in particular those may involve a conflict of interests), appointment of Directors and other significant financial and operational matters. The day-to-day management, administration and operation of the Company are delegated to the senior executives. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by these senior executives and the Board has the full support for them to discharge their responsibilities.

### 董事會 (續)

#### 證券交易之標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)，作為有關董事證券交易的行為守則。

本公司已向全體董事作出具體查詢，而董事確認彼等於本年度一直遵守標準守則所載的規定標準。

本公司亦已就有機會管有本公司未經公佈內幕消息之僱員進行之證券交易，按不比標準守則寬鬆之條款制訂書面指引(「僱員書面指引」)。

於本年度，本公司並未發現任何違反僱員書面指引之事件。

#### 董事保險

本公司已為本集團董事及高級人員安排適當之責任保險，就彼等因公司活動而引起之責任作出彌償。承保範圍每年進行檢討。

#### 權力轉授

實際上，董事會負責本公司一切重要決策，包括批准及監察所有政策事宜、釐定目標及整體策略、內部監控及風險管理系統、重大交易(尤其是可能涉及利益衝突之交易)、委任董事及其他有關財務及營運之重大事項。本公司之日常管理、行政及營運則交由高級行政人員主理。轉授之職能及工作定期作出檢討。高級行政人員訂立任何重大交易前必須獲得董事會批准，而董事會會全力支持彼等履行職責。

# Corporate Governance Report

## 企業管治報告

### DELEGATION (Continued)

All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulations are followed. Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

The Board has established three committees, namely, the Remuneration Committee, the Audit Committee and the investment management committee (the "Investment Management Committee") for overseeing particular aspects of the Company's affairs. All Board committees are established with defined written terms of reference.

### Remuneration Committee

As at the date of this Corporate Governance Report, the Remuneration Committee comprises two independent non-executive Directors, namely Mr. LEE Kwok Wan (chairman) and Mr. LAI Sai Wo, Ricky, and one non-executive Director, namely Mr. WONG Sun Fat, the majority of them was independent non-executive Directors.

The primary functions of the Remuneration Committee include making recommendations on the remuneration policy and structure and remuneration packages of the executive Directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding such Director's remuneration. Remuneration of each Director is determined by reference to the Group's operating results, the duties and responsibilities of the Director with the Company, the performance of the Director and the Company as well as market practice and conditions. The Remuneration Committee shall consult the Chairman and/or the Chief Executive Officer in relation to its proposals relating to the remuneration of the executive Directors and shall have access to professional advice at the Company's expense, if necessary.

### 權力轉授 (續)

全體董事均可隨時取得一切有關資料，以及得到公司秘書之意見及服務，務求確保遵從董事會規程及一切適用規則及規例。在適當情況下，各董事一般可向董事會提出要求尋求獨立專業意見，費用由本公司支付。

董事會已成立三個委員會，分別為薪酬委員會、審核委員會及投資管理委員會（「投資管理委員會」），以監察本公司特定層面之事務。所有董事委員會均以書面設定職權範圍。

### 薪酬委員會

於本企業管治報告日期，薪酬委員會由兩名獨立非執行董事，即李國雲先生（主席）及賴世和先生，以及一名非執行董事，即黃新發先生組成，大部分成員均為獨立非執行董事。

薪酬委員會之首要職責包括建議執行董事及高級管理人員之薪酬政策與架構及薪酬方案。薪酬委員會亦負責建立具透明度之程序以制訂該等薪酬政策與架構，從而確保董事或其任何聯繫人不會參與釐定有關董事之薪酬。每名董事之薪酬乃參考本集團之營運業績、董事於本公司的職責、董事之表現及本公司之業績以及市場慣例及市況釐定。薪酬委員會須就其有關執行董事之薪酬建議徵詢主席及／或行政總裁之意見，並可於有需要時尋求專業意見，費用由本公司支付。

# Corporate Governance Report

## 企業管治報告

### DELEGATION (Continued)

#### Remuneration Committee (Continued)

During the Year, the Remuneration Committee has held two meetings to review the remuneration of the existing Directors and senior management and made recommendation to the Board in relation thereto.

The written terms of reference for the Remuneration Committee is posted on the websites of the Company ([www.newwaygroup.com.hk](http://www.newwaygroup.com.hk)) and of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and is available to shareholders upon request.

#### Investment Management Committee

For the purpose of effective and timely management of the investment matters of the Company, and in order to cope with the Company's business development in the future, a committee of the Board known as Investment Management Committee was established in March 2014 for identifying, assessing and analysing all investment opportunities for the Group and to make recommendations on acquisition and/or disposal of the Group to the Board from time to time.

The Investment Management Committee comprises five members, namely Mr. SUEK Ka Lun, Ernie (Chairman), Mr. SUEK Chai Hong, Mr. CHAN Kwing Choi, Warren, Mr. CHOW Yun Cheung, and Ms. CHEUNG Yuk Shan throughout the Year and up to the date of this Corporate Governance Report, all of whom possess experience and familiarity with financial and investment analysis.

During the Year, the Investment Management Committee has held two meetings and all members of the Investment Management Committee attended such meetings.

### 權力轉授 (續)

#### 薪酬委員會 (續)

於本年度，薪酬委員會曾舉行兩次會議，以檢討在任董事及高級管理人員之薪酬，並就有關事項向董事會提供建議。

薪酬委員會之書面職權範圍已列載本公司網站([www.newwaygroup.com.hk](http://www.newwaygroup.com.hk))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))，股東亦可要求索閱。

#### 投資管理委員會

為有效及適時管理本公司之投資事宜，並應付本公司未來業務發展，董事會已於二零一四年三月成立名為投資管理委員會之董事會委員會，為本集團物色、評估及分析所有投資商機，以及不時就本集團的收購及／或出售事宜向董事會提供推薦建議。

於本年度全年及直至本企業管治報告日期，投資管理委員會由五名成員組成，分別為薛嘉麟先生（主席）、薛濟匡先生、陳焯材先生、周潤璋先生及張玉珊小姐，彼等均具備財務及投資分析經驗及知識。

於本年度，投資管理委員會曾舉行兩次會議，全體成員均有出席會議。

### NOMINATION OF DIRECTORS

The Board has not established a nomination committee which was in deviation of Provisions A.5.1 to A.5.5 of the CG Code. At present, the Company does not consider it necessary to have a nomination committee as the full Board is responsible for reviewing the structure, size and composition of the Board and the appointment of new Directors from time to time, so as to ensure that it has a balanced composition of candidates appropriate for the requirements of the businesses of the Company. The Board as a whole is also responsible for assessing the independence of the independent non-executive Directors and reviewing the succession plan for the Directors, in particular the chairman of the Board.

In December 2018, the Company has adopted a nomination policy (“Nomination Policy”) for the nomination of directors so as to ensure the Board has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of the Company’s business strategy and in order for the Board to be effective.

The Board has primary responsibility for identifying suitably qualified candidates to become members of the Board and making recommendations to shareholders of the Company for election as Directors at general meetings or appoint Directors to fill casual vacancies, and in carrying out this responsibility, will give adequate consideration to the Nomination Policy.

According to the Nomination Policy, Board appointments will be made on a merit basis and candidates will be considered against objective criteria. In assessing the suitability of a proposed Director, the Board will consider the candidate’s academic background and qualifications; experience in the industry; character and integrity; willingness and capacity to devote adequate time commitment in discharge of a director’s duties; and will also consider whether the candidate can contribute to the Board a diversity of perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

Any Board member may nominate or invite a candidate for appointment as a Director for consideration. The Board shall evaluate the personal profile of each of the candidates based on the criteria as set out in Nomination Policy. The Board shall also undertake adequate due diligence in respect of each candidate and make recommendation for the Board’s consideration and approval.

### 提名董事

董事會尚未成立提名委員會，此舉偏離企業管治守則第A.5.1條至第A.5.5條條文。目前，由於董事會負責不時審閱董事會之架構、人數及組成以及委任新董事，以確保董事會由具備配合本公司業務所需之人士組成，故本公司認為目前毋須設立提名委員會。董事會全體共同負責評估獨立非執行董事之獨立性及審訂董事（尤其是董事會主席）之繼任計劃。

於二零一八年十二月，本公司已就提名董事採納提名政策（「提名政策」），以確保董事會成員在技巧、經驗及觀點多樣化方面保持適當的平衡，以支持本公司業務策略的執行及令董事會有效運作。

董事會主要負責物色董事會成員之合適候選人並向本公司股東提出建議，以於股東大會上選舉董事或委任董事填補臨時空缺，而於履行此責任時亦將充分考慮提名政策。

根據提名政策，董事會所有委任均以用人唯才為原則，以客觀標準考慮候選人。在評估擬議董事是否適合時，董事會將考慮候選人的學術背景及資格、行業經驗、品格與品德、是否願意及能夠投入足夠的時間履行董事職責、亦將考慮候選人是否可以向董事會提供多元化觀點，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年限。

任何董事會成員均可提名或邀請候選人擔任董事以供審議。董事會須根據提名政策所載標準評估每位候選人的個人資料。董事會亦須對每位候選人進行充分之盡職審查，並提出推薦建議以供董事會審議及批准。



# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE FUNCTION

The Board has not established a corporate governance committee. Instead, the full Board is responsible for performing the corporate governance function such as developing and reviewing the policies and practices of the Company on corporate governance, reviewing and monitoring the training and continuous professional development of the Directors and senior management, reviewing the policies and practices of the Company on compliance with legal and regulatory requirements and developing and reviewing and monitoring the codes of conduct applicable to employees and Directors. During the Year, the Board reviewed the Company's compliance with the CG Code and the disclosure in this Corporate Governance Report.

### BOARD DIVERSITY

The Board has adopted a board diversity policy on 1 September 2013 (the "Board Diversity Policy"). In assessing the Board composition, the Board would consider various aspects set out in the Board Diversity Policy, including but not limited to gender, age, cultural and educational background, knowledge, professional experience and skills. The ultimate decision will be based on merit and the contribution that the selected candidates may bring to the Board. Despite the Board did not consist of any female members as at the date of this Corporate Governance Report, the Board considers that an appropriate balance of diversity in terms of experience and knowledge of the Board is maintained.

### ACCOUNTABILITY AND AUDIT

#### Directors' Responsibilities in respect of Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the Year.

The Board is responsible for presenting a balanced, clear and understandable assessment in annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The management provides such explanation and information to the Board so as to enable the Board to make an informed assessment of the financial information put to the Board for approval and the financial position of the Company.

### 企業管治職能

董事會並無成立企業管治委員會，惟由全體董事會負責履行企業管治職能，例如制訂及檢討本公司之企業管治政策及常規、檢討及監察董事及高級管理人員之培訓及持續專業發展、檢討本公司遵守法律及監管規定之政策及常規，以及制訂、檢討及監察適用於僱員及董事的行為守則。於本年度，董事會已檢討本公司有關企業管治守則之合規情況及於本企業管治報告中所作之披露。

### 董事會多元化

於二零一三年九月一日，董事會已採納董事會多元化政策（「董事會多元化政策」）。在評估董事會組成時，董事會會考慮董事會多元化政策所載之不同範疇，包括但不限於性別、年齡、文化及教育背景、知識、專業經驗及技能。最終決定將本着用人唯材，以及候選人可為董事會帶來之貢獻為宗旨。儘管於本企業管治報告日期董事會並無任何女性成員，但董事會認為就經驗及知識而言，董事會多元化維持了適當的平衡。

### 問責性及審計

#### 董事就財務報表須承擔之責任

董事確認彼等負有編製本公司於本年度之財務報表之責任。

董事會負責就年度及中期報告、股價敏感資料公告，以及上市規則與其他監管規定要求之其他披露事項作出中肯、清晰及易於理解之評估。

管理層已向董事會提供所需解釋及資料，使董事會得以對提呈予董事會以供批准之財務資料及本公司之財務狀況作出知情評估。



# Corporate Governance Report

## 企業管治報告

### ACCOUNTABILITY AND AUDIT (Continued)

#### Risk Management and Internal Control

During the Year, the Group has complied with Provision C.2 of the CG Code by maintaining appropriate and effective risk management and internal control systems. The management of the Company is responsible for the design, implementation and monitoring of such system while the Board oversees the management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described below:

#### *Risk Management System*

The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- Identification: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives;
- Evaluation: Analyse the likelihood and impact of risks and evaluate the risk portfolio accordingly; and
- Management: Consider the risk responses, ensure effective communication to the Board and monitor the residual risks on an on-going basis.

Based on the risk assessments conducted during the Year, no significant risk was identified.

#### *Internal Control System*

The Company has in place an internal control system which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO") 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follows:

- Control environment: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group;
- Risk assessment: A dynamic and iterative process for identifying and analysing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed;

### 問責性及審計 (續)

#### 風險管理及內部監控

於本年度，本集團遵從企業管治守則第C.2條條文，維持適當及高效的風險管理及內部監控系統。本公司管理層負責設計、執行及監督該等系統，而董事會則持續監督管理層履行其職責。風險管理及內部監控系統的主要特點如下：

#### *風險管理系統*

本集團採納風險管理系統以管理與其業務及經營有關的風險。該系統包括以下幾個階段：

- 識別：識別風險所屬、業務目標及可能影響達致目標之風險；
- 評估：分析風險的可能性及影響，並相應地評估風險組合；及
- 管理：考慮如何應付風險，確保與董事會有效溝通並按持續經營基準監督剩餘風險。

根據於本年度進行的風險評估，未有識別重大風險。

#### *內部監控系統*

本公司設有內部監控系統，與Committee of Sponsoring Organizations of the Treadway Commission (「COSO」)二零一三年框架相符。該框架使本集團能夠實現經營的效力及效率、財務報告的可靠性及適用法律法規的遵循之目標。該框架的組成如下所示：

- 控制環境：一套可作為本集團實施內部監控的基礎的標準、程序及架構；
- 風險評估：一個識別及分析風險的動態及迭代過程，以達致本集團的目標，為確定如何管理風險奠定基礎；

### ACCOUNTABILITY AND AUDIT (Continued)

#### Risk Management and Internal Control (Continued)

##### Internal Control System (Continued)

- Control activities: Actions established by policies and procedures to help ensure that management directives to mitigate risks for the achievement of objectives are carried out;
- Information and communication: Internal and external communications to provide the Group with the information needed to carry out day-to-day controls; and
- Monitoring: Ongoing and separate evaluations to ascertain whether each component of the internal control system is present and functioning.

In order to enhance the Group's system of handling inside information and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group also adopts and implements an inside information policy and procedures. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include:

- the access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality;
- confidentiality agreements are in place when the Group enters into significant negotiations; and
- the executive Directors are designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.

Based on the internal control reviews conducted during the Year, no significant control deficiency was identified.

### 問責性及審計 (續)

#### 風險管理及內部監控 (續)

##### 內部監控系統 (續)

- 監控活動：通過政策及程序制定行動，以確保管理層為實現目標而緩解風險的指令能落實執行；
- 資料及溝通：內部及外部的溝通為本集團提供進行日常監控所需的資料；及
- 監督：持續及獨立的評估以確定內部監控系統的各組成部分是否存在及產生作用。

為加強本集團處理內幕消息的系統，以及確保其公開披露的真實性、準確性、完整性及適時性，本集團亦採納及執行內幕消息政策及程序。本集團已不時採取若干合理措施，以確保有適當的防範措施以避免違反與本集團有關的披露要求，其中包括：

- 資料在需要知情的基礎上，僅限供少數僱員接觸。擁有內幕消息的僱員須充分認識彼等的保密義務；
- 本集團進行重大協商時，會簽訂保密協議；及
- 執行董事是與媒體、分析員或投資者等外界人士溝通時代表本公司發言的指定人士。

根據於本年度進行的內部監控檢討，並未發現監控顯著不足。

### ACCOUNTABILITY AND AUDIT (Continued)

#### Risk Management and Internal Control (Continued)

##### *Internal Audit Function*

The Group has an Internal Audit (“IA”) function, which consists of professional staff with relevant expertise (such as Certified Public Accountant). The IA function is independent of the Group’s daily operation and carries out appraisal of the risk management and internal control systems by conducting interviews, walkthroughs and tests of operating effectiveness.

An IA plan has been approved by the Board. According to the established plan, review of the risk management and internal control systems is conducted annually, covering a period of each financial year and the results are reported to the Board via Audit Committee afterwards.

##### *Effectiveness of the Risk Management and Internal Control Systems*

The Board is responsible for the risk management and internal control systems of the Group and ensuring review of the effectiveness of these systems has been conducted annually. Several areas have been considered during the Board’s review, which include but are not limited to (i) the changes in the nature and extent of significant risks since the last annual review and the Group’s ability to respond to changes in its business and the external environment; and (ii) the scope and quality of management’s on-going monitoring of risks and of the internal control systems.

The Board and the IA function had conducted a review of the effectiveness of the risk management and internal control systems during the Year. The Board, through its review and the review made by IA function and Audit Committee, concluded that the risk management and internal control systems were effective and adequate. Such systems, however, are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. It is also considered that the resources, qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

### 問責性及審計 (續)

#### 風險管理及內部監控 (續)

##### *內部審計職能*

本集團設有內部審計(「內部審計」)職能，由具備相關專業知識的專業員工(例如執業會計師)組成。內部審計職能獨立於本集團日常運作，並通過面談、巡視及效力測試，對風險管理及內部監控等系統進行評估。

董事會已批准一項內部審計計劃。根據既定的計劃，每年(指每個財政年度)對風險管理及內部監控系統進行審查，且之後通過審核委員會向董事會匯報結果。

##### *風險管理及內部監控系統的有效性*

董事會負責本集團的風險管理及內部監控系統，以確保每年審查該等制度的有效性。董事會進行審查時已作出多方面的考慮，其中包括(但不限於)：(i)自上次年度審查後，重大風險性質及程度的改變，以及本集團於其業務及外部環境中應對變化的能力；及(ii)管理層持續監督風險及內部監控系統的範圍及質量。

於本年度，董事會及內部審計職能已檢討風險管理及內部監控系統的有效性。董事會通過其審查和審計職能與審核委員會的審查，認定風險管理和內部監控系統均屬有效及適當。然而，該等制度旨在管理而非杜絕未能實現業務目標的風險，並且只能就防止重大失實陳述或損失提供合理而非絕對的保證。資源、相關員工的資歷及經驗視作足夠，提供的培訓項目及預算亦屬充裕。

# Corporate Governance Report

## 企業管治報告

### ACCOUNTABILITY AND AUDIT (Continued)

#### Audit Committee

As at the date of this Corporate Governance Report, the Audit Committee comprises two independent non-executive Directors, namely Mr. LEE Kwok Wan (chairman) and Mr. LAI Sai Wo, Ricky, and one non-executive Director, namely Mr. WONG Sun Fat, the majority of them was independent non-executive Directors (including at least one independent non-executive Director who possesses the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee was a former partner of the Company's existing external auditors.

The written terms of reference for the Audit Committee is published on the websites of the Company ([www.newwaygroup.com.hk](http://www.newwaygroup.com.hk)) and of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and is available to shareholders upon request.

The main duties of the Audit Committee include the following:

- to review the financial statements and reports of the Company and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function and external auditors before submission to the Board;
- to review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management systems via the IA function and their associated procedures; and
- to review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement and make recommendation to the Board on the appointment, re-appointment and removal of external auditors.

### 問責性及審計 (續)

#### 審核委員會

於本企業管治報告日期，審核委員會由兩名獨立非執行董事，即李國雲先生（主席）及賴世和先生，以及一名非執行董事，即黃新發先生組成，大部分成員均為獨立非執行董事（其中包括最少一名具備適當專業資歷或會計或相關財務管理專長之獨立非執行董事）。審核委員會之成員均非本公司現任外聘核數師之前度合夥人。

審核委員會之書面職權範圍已刊載於本公司網站([www.newwaygroup.com.hk](http://www.newwaygroup.com.hk))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))，股東亦可要求索閱。

審核委員會之主要職責包括：

- 於向董事會提交本公司財務報表與報告之前，先行審閱該等報表及報告，並考慮由本公司負責會計及財務申報職能之員工及外聘核數師提出之任何重大或不尋常事項；
- 通過內部審計職能檢討本公司之財務申報系統、內部監控系統及風險管理系統以及以上各項的相關程序是否足夠及有效；及
- 參考核數師執行之工作、其費用及聘用條款，以檢討與外聘核數師之關係，並就委聘、續聘及撤換外聘核數師向董事會作出推薦建議。



# Corporate Governance Report

## 企業管治報告

### ACCOUNTABILITY AND AUDIT (Continued)

#### Audit Committee (Continued)

During the Year, the Audit Committee has held two meetings and reviewed the Group's final results and annual report for the year ended 31 December 2017 and interim results for the six months ended 30 June 2018. The Audit Committee has also reviewed with the management the Group's accounting policies, the risk management and internal control systems via the IA function and the effectiveness of the Company's IA function. It has also discussed auditing, internal controls and financial reporting matters of the Group, reported to the Board on material issues, if any, and made recommendations to the Board. It has reviewed the work performed and fees charged by the external auditors and made recommendation to the Board on the re-appointment of external auditors.

The Company's final results for the Year have been reviewed by the Audit Committee. There is no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

There is no disagreement between the Board and the Audit Committee regarding the selection and appointment of external auditors.

#### External Auditors and Auditor's Remuneration

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 117 to 124.

For the Year, the remuneration paid/payable to the external auditors of the Company in respect of audit services and non-audit services amounted to HK\$2.0 million and HK\$1.0 million respectively. The non-audit services charged by the external auditors of the Company for the Year included (i) interim review of the financial statements of the Company for the six months ended 30 June 2018; (ii) filling of tax return of the Company and its subsidiaries; and (iii) professional services rendered on a very substantial disposal of the Company under Chapter 14 of the Listing Rules conducted during the Year.

### 問責性及審計 (續)

#### 審核委員會 (續)

於本年度，審核委員會曾召開兩次會議，審閱本集團截至二零一七年十二月三十一日止年度之全年業績及年報及截至二零一八年六月三十日止六個月之中期業績。審核委員會亦已聯同管理層通過內部審計職能審閱本集團之會計政策、風險管理及內部監控系統及本公司內部審計職能之成效，並就本集團之審核、內部監控及財務申報事宜進行討論，就重大事宜（如有）向董事會匯報並向董事會提供建議。審核委員會審閱外聘核數師之工作及其收費，並就續聘外聘核數師向董事會提供推薦建議。

本公司本年度之全年業績由審核委員會審閱。目前並無任何可能令本公司持續經營之能力存在重大疑問之重大不明朗事件或情況。

董事會與審核委員會之間並無就甄選及委任外聘核數師之事宜出現意見分歧。

#### 外聘核數師及核數師酬金

本公司外聘核數師有關其須就財務報表履行申報責任之聲明載於第117頁至第124頁「獨立核數師報告」內。

於本年度，就核數服務及非核數服務而向本公司外聘核數師已支付／應支付之酬金分別為2,000,000港元及1,000,000港元。於本年度，本公司外聘核數師收取的非核數服務之費用包括：(i)對本公司截至二零一八年六月三十日止六個月財務報表的中期審核；(ii)填寫本公司及其附屬公司之報稅表；及(iii)就本公司於本年度進行上市規則第十四章所指的非常重大出售事項提供專業服務。



# Corporate Governance Report

## 企業管治報告

### COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communications with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognises the importance of transparency and timely disclosure of corporate information to enable shareholders and investors to make the best investment decision.

The Company continues to enhance communications and relationships with its investors. Designated senior executives maintain regular dialogue with institutional investors and analysts to keep them abreast of the Company's developments. Investors may write directly to the Company at the principal place of business in Hong Kong for any enquiries. Enquiries from investors are dealt with in an informative and timely manner.

The general meetings of the Company provide a forum for communication between the Board and the shareholders. The Company encourages its shareholders to attend general meetings to ensure a high level of accountability to the shareholders and for the shareholders to stay informed of the Group's strategy and goals. External auditors, the Chairman as well as the chairmen of the Remuneration Committee and the Audit Committee or, in their absence, other members of the respective committees, normally attend the annual general meeting and other relevant general meetings of the Company to answer questions from the shareholders.

Pursuant to Bye-law 58 of the Company's Bye-laws, shareholders of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with Section 74(3) of the Companies Act 1981 of Bermuda, as amended from time to time. The written requisition must state the objects of the meeting, and must be signed by the relevant shareholder(s) and deposited to the Company Secretary at the Company's principal place of business.

### 與股東及投資者之溝通

本公司相信，與股東建立有效溝通，對於加強投資者關係以及投資者對本集團業務表現及策略的了解非常重要。本集團亦明白，具透明度及適時披露公司資料讓股東及投資者能作出最佳投資決定之重要性。

本公司不斷加強與投資者之間的溝通及關係。指定高級行政人員亦會與機構投資者及分析員保持定期對話，向彼等提供有關本公司發展之最新訊息。投資者如有任何查詢，可直接致函本公司在香港之主要營業地點。投資者提出之查詢將會儘快獲得圓滿答覆。

本公司之股東大會在董事會與股東之間提供了一個溝通平台。本公司鼓勵其股東出席股東大會，以確保對股東有高度之問責性，並讓股東緊貼本集團之策略和目標。外聘核數師、主席以及薪酬委員會及審核委員會之主席（倘主席未克出席，則指個別委員會之其他成員）一般會出席本公司股東週年大會及其他有關股東大會，以解答股東之提問。

根據本公司之公司細則第58條，於遞呈要求日期持有不少於本公司實繳股本（賦有於本公司股東大會上投票之權利）十分一之本公司股東，有權隨時透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會須於遞呈該要求後兩個月內舉行。倘於遞呈後二十一日期內，董事會未有召開該大會，則遞呈要求人士可根據百慕達一九八一年公司法（經不時修訂）第74(3)條之規定自行召開大會。書面要求必須載列大會目的，並須經相關股東簽署及送達公司秘書（地址為本公司主要營業地點）。

# Corporate Governance Report

## 企業管治報告

### COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS (Continued)

Pursuant to the Companies Act 1981 of Bermuda, (i) shareholders representing not less than one-twentieth of the total voting rights of all shareholders having a right to vote at the general meeting; or (ii) not less than one hundred shareholders, can submit a written requisition stating the resolution which is intended to be moved at a general meeting, or to submit a statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Shareholders who wish to put forward any enquiry to the Board may send such written enquiry to the Company's principal place of business in Hong Kong, to the attention of the Company Secretary.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, deals with shareholders' questions on their shareholdings and related share registration matters.

### SHAREHOLDERS' RIGHTS

To safeguard the shareholders' interests and rights, separate resolution is proposed at general meetings on each substantially separate issue, including the election of individual Director.

All resolutions put forward at a general meeting will be taken by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company ([www.newwaygroup.com.hk](http://www.newwaygroup.com.hk)) and of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) after the general meeting.

### CONSTITUTIONAL DOCUMENTS

During the Year, there was no significant change in the Company's constitutional documents.

### 與股東及投資者之溝通 (續)

根據百慕達一九八一年公司法，(i)佔有權在股東大會上投票所有股東之投票權總額不少於二十分之一之股東；或(ii)不少於一百名股東，可遞交呈請書闡明有意於股東大會上動議之決議案，或就任何將於大會上擬提呈之決議案或事務所提述之事項，遞交不多於一千字的聲明書。

有意向董事會作出任何查詢之股東，可將有關書面查詢寄往本公司於香港之主要營業地點，收件人註明為公司秘書。

本公司之香港股份過戶登記分處卓佳秘書商務有限公司負責處理股東有關本身股權及相關股份登記事宜之問題。

### 股東權利

為保障股東利益及權利，於股東大會上，各項重大事宜（包括推選個別董事）均會以獨立決議案之方式提呈大會。

所有於股東大會提呈之決議案將根據上市規則進行投票表決，投票結果將於股東大會後刊登於本公司網站 ([www.newwaygroup.com.hk](http://www.newwaygroup.com.hk))及聯交所網站 ([www.hkexnews.hk](http://www.hkexnews.hk))。

### 憲章

於本年度，本公司之憲章並無重大變更。

# Biographical Details of Directors and Senior Executives

## 董事及高級行政人員之簡歷

### EXECUTIVE DIRECTOR

**Mr. SUEK Ka Lun, Ernie**, aged 40, was appointed as the Chairman since August 2009. He has been an executive Director since July 2004 and the chief executive officer of the Company from November 2007 to 31 August 2009. He is also a director of a number of subsidiaries of the Company. Mr. SUEK Ka Lun, Ernie obtained an EMBA degree and a Master degree in marketing from The Chinese University of Hong Kong in 2008 and 2003 respectively. He had two years of experience in investment banking and subsequently moved to commercial sector and acted as a director of a private company for two years. Mr. SUEK Ka Lun, Ernie possesses sophisticated and professional management experience and is familiar with investment analysis. He is responsible for monitoring the Group's business development and to search for business opportunities in the PRC market and overseas. Mr. SUEK Ka Lun, Ernie has not entered into any service contract with the Company and there is no designated length of service but his appointment is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules. As at the date of this report, Mr. SUEK Ka Lun, Ernie is entitled to receive a remuneration of HK\$2,310,000 per annum.

Mr. SUEK Ka Lun, Ernie is the nephew of Mr. SUEK Chai Hong, an executive Director and the Chief Executive Officer, and Dr. NG Wai Kwan, a non-executive Director.

Mr. SUEK Ka Lun, Ernie, is a director of CNA Company Limited, which has an interest in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and Divisions 3 of Part XV of the Securities and Futures Ordinance.

**Mr. SUEK Chai Hong**, aged 57, was appointed as the Chief Executive Officer since August 2009 and has been appointed as an executive Director since 1992. He is also a director of a number of subsidiaries of the Company. Mr. SUEK Chai Hong obtained a Bachelor degree of Business Administration in Finance from the York University, Canada. He has more than 30 years of experience in marketing and is responsible for running the Company's businesses and developing and implementing the Group's strategic plans and business goals. Mr. SUEK Chai Hong has not entered into any service contract with the Company and there is no designated length of service but his appointment is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules. As at the date of this report, Mr. SUEK Chai Hong is entitled to receive a remuneration of HK\$1,386,000 per annum.

Mr. SUEK Chai Hong is the uncle of Mr. SUEK Ka Lun, Ernie, an executive Director and the Chairman.

### 執行董事

**薛嘉麟先生**，現年40歲，於二零零九年八月獲委任為主席，彼於二零零四年七月出任執行董事，並於二零零七年十一月至二零零九年八月三十一日期間擔任本公司行政總裁。彼亦為本公司多間附屬公司之董事。薛嘉麟先生分別於二零零八年及二零零三年獲香港中文大學頒授行政人員工商管理碩士學位及市場學碩士學位。彼曾任職於投資銀行界兩年，後轉投商界，於一間私人公司擔任董事兩年。薛嘉麟先生擁有豐富及專業管理經驗，亦熟悉投資分析。彼現負責監督本集團業務發展及開拓中外市場，尋求商機。薛嘉麟先生並未與本公司訂立任何服務合約，且無指定服務期限，惟彼須輪值退任及重選並遵守細則及上市規則訂明的其他相關條款。於本報告日期，薛嘉麟先生有權收取年薪2,310,000港元。

薛嘉麟先生為執行董事兼行政總裁薛濟匡先生之姪兒，亦為非執行董事吳惠群博士之外甥。

薛嘉麟先生為CNA Company Limited之董事，該公司於本公司的股份及相關股份中擁有權益，根據證券及期貨條例第XV部第2分部及第3分部之條文，須向本公司披露該等權益。

**薛濟匡先生**，現年57歲，於二零零九年八月獲委任為行政總裁，自一九九二年起獲委任為執行董事。彼亦為本公司若干附屬公司之董事。薛濟匡先生持有加拿大約克大學財務系工商管理學士學位，彼從事市場拓展工作逾30年，負責本公司業務之運作及制訂及執行本集團之策略計劃及落實業務目標。薛濟匡先生並未與本公司訂立任何服務合約，且無指定服務期限，惟彼須輪值退任及重選並遵守細則及上市規則訂明的其他相關條款。於本報告日期，薛濟匡先生有權收取年薪1,386,000港元。

薛濟匡先生為執行董事兼主席薛嘉麟先生之叔父。

## Biographical Details of Directors and Senior Executives 董事及高級行政人員之簡歷

### NON-EXECUTIVE DIRECTORS

**Dr. NG Wai Kwan**, aged 69, was appointed as a non-executive Director in March 2007. Dr. NG Wai Kwan holds an engineering doctorate degree from the University of Warwick in the United Kingdom. Dr. NG Wai Kwan has over 35 years' experience in supply management, logistics planning, innovation and executive and leadership development.

Pursuant to the letter of appointment entered into between Dr. NG Wai Kwan and the Group, Dr. NG Wai Kwan has been appointed for a term of three years commenced from 1 April 2016 until 31 March 2019 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. As at the date of this report, Dr. NG Wai Kwan is entitled to receive a remuneration of HK\$120,000 per annum.

Dr. NG Wai Kwan is the uncle of Mr. SUEK Ka Lun, Ernie, an executive Director and the Chairman.

**Mr. CHAN Kwing Choi, Warren**, aged 67, was appointed as an independent non-executive Director in February 2002 and was re-designated as a non-executive Director in November 2007. He is a director of a subsidiary of the Company. Mr. CHAN Kwing Choi, Warren is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Chartered Institute of Management Accountants (UK) and an associate member of the Institute of the Chartered Accountants in England and Wales, the Institute of Chartered Secretaries & Administrators (UK), the Hong Kong Institutes of Chartered Secretaries and the Chartered Global Management Accountant.

Mr. CHAN Kwing Choi, Warren has over 35 years of experience in financial management, corporate administration and corporate finance in several multinational corporations and listed public companies.

Pursuant to the letter of appointment entered into between Mr. CHAN Kwing Choi, Warren and the Group, Mr. CHAN Kwing Choi, Warren has been appointed for a term of three years commenced from 1 April 2016 until 31 March 2019 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. As at the date of this report, Mr. CHAN Kwing Choi, Warren is entitled to receive a remuneration of HK\$170,000 per annum.

### 非執行董事

**吳惠群博士**，現年69歲，於二零零七年三月獲委任為非執行董事。吳惠群博士持有英國華威大學工程學博士學位，於供應管理、物流規劃、創新、行政及領袖培訓方面具有逾35年經驗。

根據吳惠群博士與本集團訂立之委任函，吳惠群博士之任期由二零一六年四月一日起至二零一九年三月三十一日止，為期三年，惟須輪值退任並重選以及遵守細則及上市規則所訂明的其他有關條款以及其委任函之條款及條件。於本報告日期，吳惠群博士有權收取年薪120,000港元。

吳惠群博士為執行董事兼主席薛嘉麟先生之舅父。

**陳焯材先生**，現年67歲，於二零零二年二月獲委任為獨立非執行董事，並於二零零七年十一月調任非執行董事。彼為本公司一間附屬公司之董事。陳焯材先生為香港會計師公會及英國特許管理會計師公會之資深會員，以及英格蘭及威爾斯特許會計師公會、英國特許秘書及行政人員公會及香港特許秘書公會會員，亦為全球特許管理會計師。

陳焯材先生曾為多家跨國企業及上市公司服務，擁有超過35年財務管理、企業行政及企業融資經驗。

根據陳焯材先生與本集團訂立之委任函，陳焯材先生之任期由二零一六年四月一日起至二零一九年三月三十一日止，為期三年，惟須輪值退任並重選以及遵守細則及上市規則所訂明的其他有關條款以及其委任函之條款及條件。陳焯材先生有權收取年薪170,000港元。



## Biographical Details of Directors and Senior Executives 董事及高級行政人員之簡歷

**Mr. WONG Sun Fat**, aged 63, was appointed as an independent non-executive Director from December 1994 to August 2009 and re-designated as a non-executive Director in August 2009. He is currently a member of the Audit Committee and the Remuneration Committee. Mr. WONG Sun Fat holds a Bachelor degree of Arts from The University of Hong Kong and has over 30 years of experience in electronic products business and vast experience in manufacturing operations.

Pursuant to the letter of appointment entered into between Mr. WONG Sun Fat and the Group, Mr. WONG Sun Fat has been appointed for a term of three years commenced from 1 April 2016 until 31 March 2019 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. As at the date of this report, Mr. WONG Sun Fat is entitled to receive a remuneration of HK\$120,000 per annum.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. LEE Kwok Wan**, aged 51, was appointed as an independent non-executive Director in April 2013. He is currently the chairman of the Audit Committee and the Remuneration Committee. Mr. LEE Kwok Wan holds a MBA degree in Business Administration and a Bachelor degree in Commerce and Accountancy and is an associate member of the Hong Kong Institute of Certified Public Accountants, the CPA Australia, the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. Mr. LEE Kwok Wan has more than 20 years of accounting and management experience. He is the chief financial officer of a sizable company in Hong Kong engaging in the manufacturing of watches. He was once appointed as the company secretary of the Company from March 2007 to May 2008.

Pursuant to the letter of appointment entered into between Mr. LEE Kwok Wan and the Group, Mr. LEE Kwok Wan has been appointed for a term of three years commenced from 5 April 2016 until 4 April 2019 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. As at the date of this report, Mr. LEE Kwok Wan is entitled to receive a remuneration of HK\$120,000 per annum.

**黃新發先生**，現年63歲，曾於一九九四年十二月至二零零九年八月期間出任獨立非執行董事，並於二零零九年八月調任非執行董事。彼現為審核委員會及薪酬委員會成員。黃新發先生持有香港大學文學士學位，從事電子產品業務逾30年，對製造營運有豐富經驗。

根據黃新發先生與本集團訂立之委任函，黃新發先生之任期由二零一六年四月一日起至二零一九年三月三十一日止，為期三年，須輪值退任並重選以及遵守細則及上市規則所訂明的其他有關條款以及其委任函之條款及條件。於本報告日期，黃新發先生有權收取年薪120,000港元。

### 獨立非執行董事

**李國雲先生**，現年51歲，於二零一三年四月獲委任為獨立非執行董事。彼現時為審核委員會及薪酬委員會的主席。李國雲先生持有工商管理碩士學位及商業及會計學學士學位，並為香港會計師公會、澳洲會計師公會、英國特許秘書及行政人員公會及香港特許秘書公會會員。李國雲先生於會計及管理方面擁有逾20年經驗。彼現時於一家在香港從事腕錶製造業務、規模宏大之公司出任財務總監。彼曾於二零零七年三月至二零零八年五月期間獲委任為本公司公司秘書。

根據李國雲先生與本集團訂立之委任函，李國雲先生之任期由二零一六年四月五日起至二零一九年四月四日止，為期三年，惟須輪值退任並重選以及遵守細則及上市規則所訂明的其他有關條款以及其委任函之條款及條件。於本報告日期，李國雲先生有權收取年薪120,000港元。



## Biographical Details of Directors and Senior Executives 董事及高級行政人員之簡歷

**Mr. LAI Sai Wo, Ricky**, aged 45, was appointed as an independent non-executive Director in April 2017. He is currently a member of the Audit Committee and the Remuneration Committee. He holds a Master degree of Corporate Governance from The Hong Kong Polytechnic University and a Bachelor degree of Arts (Honours) in Accountancy from the City University of Hong Kong. Mr. LAI Sai Wo, Ricky is a practising accountant of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountant and an associate member of The Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries.

Mr. LAI Sai Wo, Ricky has more than 15 years of accounting and management experience. He is currently the financial controller and the company secretary of Jolimark Holdings Limited (Stock Code: 2028), whose shares are listed on the Main Board of the Stock Exchange. Mr. LAI Sai Wo, Ricky was once appointed as the company secretary of the Company from August 2006 to March 2007.

Pursuant to the letter of appointment dated 19 April 2017 made between Mr. LAI Sai Wo, Ricky and the Company, Mr. LAI Sai Wo, Ricky has been appointed for a term of three years commenced from 19 April 2017 to 18 April 2020 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. As at the date of this report, Mr. LAI Sai Wo, Ricky is entitled to receive a remuneration of HK\$120,000 per annum.

**Mr. CHU Gun Pui**, aged 39, was appointed as an independent non-executive Director in June 2017. Mr. CHU Gun Pui holds a Bachelor degree of Commerce majoring in marketing and a Bachelor degree of Science majoring in computer science from The University of Auckland. Mr. CHU Gun Pui has over 15 years of experience in sales and marketing field in entertainment industry.

Pursuant to the letter of appointment entered into between Mr. CHU Gun Pui and the Group, Mr. CHU Gun Pui has been appointed for a term of three years commenced from 23 June 2017 until 22 June 2020 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. As at the date of this report, Mr. CHU Gun Pui is entitled to receive a remuneration of HK\$120,000 per annum.

**賴世和先生**，45歲，於二零一七年四月獲委任為獨立非執行董事。彼現為審核委員會及薪酬委員會的成員。彼持有香港理工大學企業管治碩士學位及香港城市大學會計（榮譽）文學士學位。賴世和先生為香港會計師公會執業會計師及特許公認會計師公會資深會員，並為特許秘書及行政人員公會及香港特許秘書公會會員。

賴世和先生於會計及管理方面擁有逾15年經驗。彼現任映美控股有限公司（股份代號：2028）財務總監及公司秘書，該公司股份於聯交所主板上市。賴世和先生曾於二零零六年八月至二零零七年三月獲委任為本公司公司秘書。

根據賴世和先生與本公司訂立的日期為二零一七年四月十九日之委任函，賴世和先生之任期由二零一七年四月十九日起至二零二零年四月十八日止，為期三年，惟須輪值退任並重選以及遵守細則及上市規則所訂明的其他有關條款以及其委任函之條款及條件。於本報告日期，賴世和先生有權收取年薪120,000港元。

**朱瑾沛先生**，39歲，於二零一七年六月獲委任為獨立非執行董事。朱瑾沛先生持有奧克蘭大學商業學士學位（主修市場學）及理學學士學位（主修電腦科學）。朱瑾沛先生於娛樂業之銷售及市場推廣領域擁有逾15年經驗。

根據朱瑾沛先生與本集團訂立之委任函，朱瑾沛先生之任期由二零一七年六月二十三日起至二零二零年六月二十二日止，為期三年，惟須輪值退任並重選以及遵守細則及上市規則所訂明的其他有關條款以及其委任函之條款及條件。於本報告日期，朱瑾沛先生有權收取年薪120,000港元。

## Biographical Details of Directors and Senior Executives 董事及高級行政人員之簡歷

As at the date of this report, each of Mr. SUEK Ka Lun, Ernie, Mr. SUEK Chai Hong, Dr. NG Wai Kwan and Mr. WONG Sun Fat has an interest in the shares and underlying shares of the Company and/or its associated corporations which would fall to be disclosed to the Company under the provisions of Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong). For further details, please refer to the paragraphs headed "Directors' interests in shares, underlying shares and debentures" of the Directors' Report of this annual report. There is no change in such Director's interests in the shares and underlying shares of the Company and/or its associated corporations within the meaning of Part XV of the SFO from 31 December 2018 up to the date of this report.

### ALTERNATE DIRECTOR

**Mr. LAU Kam Cheong**, aged 56, was appointed as the alternate Director to Dr. NG Wai Kwan, a non-executive Director, in July 2008. He is a manager of Delight Source Limited. Mr. LAU Kam Cheong joined the Group in 2001. He holds a Master degree in Business Administration and a Master degree in Professional Accounting from The Open University of Hong Kong. He is a member of the Chartered Institute of Marketing in the United Kingdom and has over 30 years of experience in management, sales and marketing.

### SENIOR EXECUTIVES

**Ms. NG Wai Chi**, aged 59, has over 35 years of experience in label and silkscreen printing. She joined the Group in 1992 and is currently the vice president of Chung Tai Printing Company Limited and Chung Tai Printing (International) Company Limited. Ms. NG Wai Chi holds a Master of Science degree in Engineering Business Management jointly awarded by The Hong Kong Polytechnic University and the University of Warwick, United Kingdom. She is responsible for the corporate social responsibility and quality management of the Group and is currently a committee member of Green Council Certification Scheme (GCCS) of Green Council.

**Mr. WAN Kwok Leung, Nicholas**, aged 39, is a director of various companies under the Music and Entertainment Business of the Group. He joined the Group in 2009. He was the human resources manager of Neway Karaoke Box Limited for the period from 2001 to 2007 before being appointed as an executive director thereof. Mr. WAN Kwok Leung, Nicholas has over 15 years of experience in the related fields of management and holds a Bachelor degree in human resources management from the Hong Kong Baptist University and a Master of Science degree of management from The Hong Kong Polytechnic University.

於本報告日期，薛嘉麟先生、薛濟匡先生、吳惠群博士及黃新發先生各自於本公司及／或其相聯法團之股份及相關股份中享有權益，須根據香港法例第571章證券及期貨條例第XV部第7及第8分部之條文向本公司披露。有關進一步詳情，請參閱本年報中董事會報告內「董事於股份、相關股份及債券中之權益」各段。由二零一八年十二月三十一日起及直至本報告日期止，董事於本公司股份及相關股份之權益（定義見證券及期貨條例第XV部）並無變動。

### 替任董事

**劉錦昌先生**，現年56歲，於二零零八年七月獲委任為非執行董事吳惠群博士之替任董事。彼為亮燃有限公司之經理。劉錦昌先生於二零零一年加盟本集團，持有香港公開大學之工商管理碩士學位及專業會計碩士學位。彼為英國特許市務學會之會員，於管理、銷售及市場推廣方面擁有逾30年經驗。

### 高級行政人員

**吳惠芝女士**，現年59歲，從事標籤及絲網印刷業務逾35年。彼於一九九二年加入本集團，現為中大印刷有限公司及中大印刷（國際）有限公司之副總裁。吳惠芝女士持有香港理工大學與英國華威大學聯合頒授之工程商業管理理學碩士學位。彼負責本集團之企業社會責任及品質管理工作，現為環保促進會轄下環保促進會認證服務計劃委員會成員。

**溫國樑先生**，現年39歲，為本集團音樂及娛樂業務多家公司之董事。彼於二零零九年加入本集團。彼曾於二零零一年至二零零七年出任Neway Karaoke Box Limited之人力資源經理，隨後獲委任為該公司執行董事。溫國樑先生於相關管理工作方面擁有逾15年經驗，並持有香港浸會大學人力資源管理學士學位及香港理工大學管理學碩士學位。

# Directors' Report

## 董事會報告

The board (the "Board") of directors (the "Directors") of Newway Group Holdings Limited (the "Company", together with its subsidiaries, the "Group") present its annual report for the year ended 31 December 2018 (the "Year"). All cross-references mentioned in this Directors' Report form part of this Directors' Report.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. During the Year, the principal activities of the Group include (i) distribution of gaming machines; (ii) money lending; (iii) manufacturing and sales of printing products; (iv) artistes management, production and distribution of music albums and movies; (v) property development and investment; (vi) securities trading; and (vii) trading of printing products. The principal activities and other details of the principal subsidiaries of the Company are set out in note 48 to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 125 to 126.

No dividend was paid or proposed during the Year.

The Board did not recommend the payment of a final dividend for the Year (Year ended 31 December 2017 ("Year 2017"): Nil).

### BUSINESS REVIEW

A review of the Group's businesses with analysis using key performance indicators, the particulars of important events affecting the Group after the reporting period and the likely future development of the Group are set out in the section headed "Management Discussion and Analysis" on pages 6 to 31.

Newway Group Holdings Limited 中星集團控股有限公司\* (「本公司」, 連同其附屬公司, 統稱為「本集團」) 董事(「董事」)會(「董事會」)謹此提呈截至二零一八年十二月三十一日止年度(「本年度」)之年報。本董事會報告內之所有相互參照均構成本董事會報告之一部分。

### 主要業務

本公司為一家投資控股公司。於本年度, 本集團的主要業務包括: (i)分銷遊戲機; (ii)放貸; (iii)印刷品製造及銷售; (iv)藝人管理、唱片及電影製作及分銷; (v)物業發展與投資; (vi)證券買賣; 及(vii)印刷產品貿易。本公司各主要附屬公司之主要業務及其他詳情載於綜合財務報表附註48。

### 業績與分配

本集團本年度之業績載於第125頁至第126頁之綜合損益及其他全面收入報表內。

於本年度並無派付或建議派付股息。

董事會不建議就本年度派付末期股息(截至二零一七年十二月三十一日止年度(「二零一七年度」): 無)。

### 業務回顧

運用關鍵績效指標之本集團業務回顧分析、於報告期後影響本集團之重大事件之詳情及本集團未來可能之發展列載於第6頁至第31頁的「管理層討論與分析」一節。

\* 僅供識別

# Directors' Report

## 董事會報告

### PROPERTY, PLANT AND EQUIPMENT

The Group acquired property, plant and equipment at an aggregate cost of approximately HK\$48.0 million (Year 2017: approximately 13.6 million) during the Year in order to increase its production capacity. Details of such acquisitions and other movements in the property, plant and equipment of the Group during the Year are set out in note 14 to the consolidated financial statements.

### SHARE CAPITAL

There was no change in the share capital and capital structure of the Company during the Year.

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year.

### ISSUE OF SHARES OR DEBENTURES

During the Year, the Company has not issued any shares or debentures.

### DISTRIBUTABLE RESERVES

As at 31 December 2018, the reserves of the Company available for distribution to its shareholders were approximately HK\$634.1 million (Year 2017: approximately HK\$648.5 million), calculated in accordance with the Companies Act 1981 of Bermuda.

### FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the past five financial years is set out on page 308.

### 物業、廠房及設備

於本年度，本集團購置物業、廠房及設備合共支出約48,000,000港元（二零一七年度：約13,600,000港元），以增加生產力。該等購置之詳情及於本年度本集團之物業、廠房及設備之其他變動載於綜合財務報表附註14。

### 股本

本公司股本及資本架構於本年度並無變動。

於本年度，本公司及其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

### 發行股份或債券

於本年度，本公司概無發行任何股份或債券。

### 可供分派儲備

截至二零一八年十二月三十一日止，本公司可供分派予其股東之儲備約為634,100,000港元（二零一七年度：約648,500,000港元），此乃根據百慕達一九八一年公司法計算。

### 財務摘要

本集團過去五個財政年度之業績及資產與負債概要載於第308頁。

# Directors' Report

## 董事會報告

### DIRECTORS

The Board comprises the following Directors during the Year and up to the date of this Directors' Report:

#### Executive Directors:

Mr. SUEK Ka Lun, Ernie (*Chairman*)  
Mr. SUEK Chai Hong (*Chief Executive Officer*)

#### Non-executive Directors:

Dr. NG Wai Kwan  
(*alternate Director: Mr. LAU Kam Cheong*)  
Mr. CHAN Kwing Choi, Warren  
Mr. WONG Sun Fat

#### Independent non-executive Directors:

Mr. LEE Kwok Wan  
Mr. LAI Sai Wo, Ricky  
Mr. CHU Gun Pui

In accordance with Bye-law 87(1) of the Company's bye-laws (the "Bye-laws"), Mr. SUEK Ka Lun, Ernie, Dr. NG Wai Kwan and Mr. LAI Sai Wo, Ricky will retire at the forthcoming annual general meeting (the "2019 AGM") of the Company. Being eligible, each of Mr. SUEK Ka Lun, Ernie, Dr. NG Wai Kwan and Mr. LAI Sai Wo, Ricky will offer themselves for re-election at the 2019 AGM.

### DIRECTORS' SERVICE CONTRACTS

No Director being proposed for re-election at the 2019 AGM has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### 董事

於本年度及截至本董事會報告日期，董事會由下列董事組成：

#### 執行董事：

薛嘉麟先生 (主席)  
薛濟匡先生 (行政總裁)

#### 非執行董事：

吳惠群博士  
(替任董事：劉錦昌先生)  
陳焯材先生  
黃新發先生

#### 獨立非執行董事：

李國雲先生  
賴世和先生  
朱瑾沛先生

根據本公司之公司細則(「細則」)第87(1)條，薛嘉麟先生、吳惠群博士及賴世和先生將於本公司應屆股東週年大會(「二零一九年股東週年大會」)上退任。薛嘉麟先生、吳惠群博士及賴世和先生均符合資格並願意於二零一九年股東週年大會上膺選連任。

### 董事之服務合約

獲提名在二零一九年股東週年大會上重選之董事概無與本集團訂立任何不可於一年內終止而毋須作出補償(法定賠償除外)之服務合約。



# Directors' Report

## 董事會報告

### DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

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

(i) Long positions in the ordinary shares of HK\$0.01 each of the Company (the "Shares")

Name of director 董事姓名	Capacity 身份	Number of ordinary Shares held 持有普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Mr. SUEK Ka Lun, Ernie 薛嘉麟先生	Founder of a discretionary trust who can influence how the trustee exercises his discretion ( <i>Note</i> ) 可影響受託人行使酌情權的全權信託的創辦人 ( <i>附註</i> )	39,872,000	
	Beneficial owner 實益擁有人	1,210,000	
		41,082,000	16.20%
Mr. SUEK Chai Hong 薛濟匡先生	Beneficial owner 實益擁有人	700,000	0.28%
Dr. NG Wai Kwan 吳惠群博士	Beneficial owner 實益擁有人	8,000	0.01%
Mr. WONG Sun Fat 黃新發先生	Beneficial owner 實益擁有人	100,000	0.04%

*Note:* These Shares were held by CNA Company Limited ("CNA") which in turn is beneficially owned by Preserve Capital Trust, a discretionary trust set up by Mr. SUEK Ka Lun, Ernie, the beneficiaries of which include a family member of Mr. SUEK Ka Lun, Ernie and a charitable institution set up in Hong Kong.

*附註:* 該等股份乃由CNA Company Limited (「CNA」)持有，而該公司則由Preserve Capital Trust (一項由薛嘉麟先生成立之全權信託，其受益人包括薛嘉麟先生一名家族成員及一間於香港成立的慈善機構)實益擁有。

### 董事於股份、相關股份及債券中之權益

截至二零一八年十二月三十一日止，本公司之董事及最高行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第352條須予存置之登記冊所記錄，或根據上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之權益如下：

(i) 於本公司每股面值0.01港元之普通股（「股份」）之好倉

Number of ordinary Shares held 持有普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
41,082,000	16.20%
700,000	0.28%
8,000	0.01%
100,000	0.04%

# Directors' Report

## 董事會報告

### DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

#### (ii) Long positions in the shares of associated corporations

As at 31 December 2018, CNA beneficially owned deferred non-voting shares in the following subsidiaries of the Company:

Name of subsidiary 附屬公司名稱	Number of deferred non-voting shares held 持有無投票權遞延股數目
New Box Mini Storage Limited 中大迷你倉有限公司	2
Chung Tai Printing (China) Company Limited 中大印刷(中國)有限公司	100
Chung Tai Printing Company Limited 中大印刷有限公司	3,000
Profit Link Investment Limited 中大投資管理有限公司	2
The Greatime Offset Printing Company Limited 雅大柯式印刷有限公司	9,500

The rights and restrictions of such deferred non-voting shares are set out in note 48 to the consolidated financial statements.

CNA is beneficially owned by Preserve Capital Trust, a discretionary trust set up by Mr. SUEK Ka Lun, Ernie and the beneficiaries of which include a family member of Mr. SUEK Ka Lun, Ernie and a charitable institution set up in Hong Kong. Mr. SUEK Ka Lun, Ernie is deemed to be interested in all the deferred non-voting shares owned by CNA in the above subsidiaries of the Company.

Other than as disclosed above, no Directors nor chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 December 2018.

### 董事於股份、相關股份及債券中之權益(續)

#### (ii) 於相聯法團股份之好倉

截至二零一八年十二月三十一日止，CNA實益擁有本公司下列附屬公司之無投票權遞延股：

該等無投票權遞延股附帶之權利及限制載於綜合財務報表附註48。

CNA由Preserve Capital Trust(一項由薛嘉麟先生成立之全權信託，其受益人包括薛嘉麟先生一名家族成員及一間於香港成立的慈善機構)實益擁有。薛嘉麟先生被視為於CNA所擁有的上述本公司附屬公司全部無投票權遞延股中擁有權益。

除上文所披露者外，截至二零一八年十二月三十一日止，並無本公司之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第XV部)之任何股份、相關股份或債券中擁有任何權益或淡倉。

# Directors' Report

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS

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

#### Long Positions

Name of shareholder 股東名稱	Capacity 身份	Number of ordinary Shares held 持有普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
CNA <sup>1</sup>	Beneficial owner 實益擁有人	39,872,000	15.72%
Fiducia Suisse SA	Trustee 受託人	39,872,000 <sup>2</sup>	15.72%
David Henry Christopher Hill	Interest in a controlled corporation 於控制法團之權益	39,872,000 <sup>2</sup>	15.72%
Rebecca Ann Hill <sup>3</sup>	Interest of spouse 配偶權益	39,872,000 <sup>2</sup>	15.72%

#### Notes:

- CNA is beneficially owned by Preserve Capital Trust, a discretionary trust set up by Mr. SUEK Ka Lun, Ernie, the beneficiaries of which include a family member of Mr. SUEK Ka Lun, Ernie and a charitable institution set up in Hong Kong. Fiducia Suisse SA, which is wholly-owned by Mr. David Henry Christopher Hill, is the trustee of Preserve Capital Trust.
- These 39,872,000 Shares duplicate with those held by CNA.
- Spouse of Mr. David Henry Christopher Hill.

Save as disclosed above, the Directors are not aware of any other persons who had any interests or short positions in any Shares or underlying Shares as at 31 December 2018.

### 主要股東

截至二零一八年十二月三十一日止，各人士（本公司之董事或最高行政人員除外）於本公司按照證券及期貨條例第336條須予存置之登記冊中所記錄之股份及相關股份之權益或淡倉如下：

#### 好倉

Name of shareholder 股東名稱	Capacity 身份	Number of ordinary Shares held 持有普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
CNA <sup>1</sup>	Beneficial owner 實益擁有人	39,872,000	15.72%
Fiducia Suisse SA	Trustee 受託人	39,872,000 <sup>2</sup>	15.72%
David Henry Christopher Hill	Interest in a controlled corporation 於控制法團之權益	39,872,000 <sup>2</sup>	15.72%
Rebecca Ann Hill <sup>3</sup>	Interest of spouse 配偶權益	39,872,000 <sup>2</sup>	15.72%

#### 附註：

- CNA由Preserve Capital Trust（一項由薛嘉麟先生成立之全權信託，其受益人包括薛嘉麟先生一名家族成員及一間於香港成立的慈善機構）實益擁有。Fiducia Suisse SA（由David Henry Christopher Hill先生全資擁有）為Preserve Capital Trust的受託人。
- 該等39,872,000股股份指由CNA持有之同一批股份。
- David Henry Christopher Hill先生之配偶。

除上文所披露者外，董事概不知悉於二零一八年十二月三十一日有任何其他人士於任何股份或相關股份中擁有任何權益或淡倉。

### SHARE OPTION SCHEME

On 13 February 2014, a share option scheme (the "Share Option Scheme") was approved by shareholders of the Company and adopted by the Company. Unless otherwise cancelled or amended, the Share Option Scheme will remain in force for a period of 10 years commenced on the date on which the Share Option Scheme is adopted.

The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds an equity interest (the "Invested Entity").

The Directors may, subject to the provisions of the Share Option Scheme and the Listing Rules, invite any person belonging to any of the following classes of participants to take up the options:

- (a) any employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company, any of its subsidiary or any Invested Entity;
- (b) any non-executive Director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and

### 購股權計劃

於二零一四年二月十三日，本公司股東批准並採納一項購股權計劃（「購股權計劃」）。除非另行註銷或修訂，否則購股權計劃將由購股權計劃獲採納當日起計十年內有效。

購股權計劃旨在使本公司可向合資格參與者授出購股權，藉以獎勵或回報合資格參與者為本集團作出之貢獻，及／或有助本集團羅致及挽留優秀僱員，並招攬對本集團及本集團持有權益的任何實體（「被投資實體」）有價值之人力資源。

董事可在購股權計劃之條文及上市規則之規限下，邀請屬於以下任何類別參與者的人士接納購股權：

- (a) 本公司、任何附屬公司或任何被投資實體的任何僱員（不論全職或兼職，包括任何執行董事但不包括任何非執行董事）；
- (b) 本公司、其任何附屬公司或任何被投資實體的任何非執行董事（包括獨立非執行董事）；
- (c) 本集團任何成員公司或任何被投資實體的商品或服務之任何供應商；
- (d) 本集團任何成員公司或任何被投資實體的任何客戶；
- (e) 向本集團任何成員公司或任何被投資實體提供研究、開發或其他技術支援的任何人士或實體；
- (f) 本集團任何成員公司或任何被投資實體的任何股東，或本集團任何成員公司或任何被投資實體發行的任何證券的任何持有人；
- (g) 本集團任何成員公司或任何被投資實體的任何業務範疇或任何業務發展的任何顧問（專業或其他）或諮詢人；及

### SHARE OPTION SCHEME (Continued)

- (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangements to the development and growth of the Group.

and, for the purposes of the Share Option Scheme, the offer may be made to any company wholly owned by one or more persons belonging to any of the above classes of eligible participants.

The total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes must not in aggregate exceed 10% of the aggregate number of issued Shares at the day on which the Share Option Scheme was adopted, which was 10,193,545 Shares (restated to reflect the share consolidation effected on 5 April 2016), representing approximately 4.02% of the issued Shares as at the date of this Directors' Report. The maximum number of Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not in aggregate exceed 30% of aggregate number of issued Shares from time to time.

The total number of Shares issued and to be issued upon exercise of the options granted under the Share Option Scheme and any other schemes to each participant in any 12-month period shall not exceed 1% of the aggregate number of issued Shares from time to time. Share options granted to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Director who is a grantee of the options). Where any grant of options would result in the Shares issued or to be issued upon exercise of all options already granted to a substantial shareholder of the Company or an independent non-executive Director or any of their respective associate in excess of 0.1% of the aggregate number of issued Shares and having an aggregate value, based on the closing price of the Shares at the date of grant, in excess of HK\$5 million in the 12-month period up to and including the date of such grant, such further grant of options must be approved by the shareholders of the Company in general meeting.

### 購股權計劃 (續)

- (h) 通過合營企業、業務聯盟或其他業務安排對本集團的發展及增長已作出或可能作出貢獻的任何其他組別或類別的參與人士。

並且，就購股權計劃而言，可能會向由屬於任何一個或多個上述類別的合資格參與者全資擁有的任何公司作出要約。

根據購股權計劃及任何其他計劃將授出之所有購股權獲行使時，可予配發及發行之股份總數合計不得超過於採納購股權計劃之日已發行股份總數之10%（即10,193,545股股份，已重列以反映於二零一六年四月五日生效之股份合併，相當於截至本董事會報告日期為止已發行股份約4.02%）。所有根據購股權計劃及任何其他計劃已授出但尚未行使之購股權獲行使時，可予配發及發行之股份總數最多不得超過不時已發行股份總數之30%。

於任何十二個月內，根據購股權計劃及任何其他計劃向每名參與者授出之購股權獲行使時已發行及將予發行之股份總數不得超過不時已發行股份總數之1%。向本公司董事、最高行政人員或主要股東或彼等各自之任何聯繫人授出購股權必須獲獨立非執行董事（不包括身為該等購股權承授人之獨立非執行董事）批准。倘任何授出之購股權將導致於截至授出購股權當日（包括該日）止十二個月期間因行使向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人已授出之全部購股權後所發行或將予發行之股份數目超過已發行股份總數0.1%及總值（按於授出日期股份的收市價計算）超過5,000,000港元，則進一步授出該等購股權必須獲本公司股東於股東大會上批准。



### SHARE OPTION SCHEME (Continued)

The subscription price for Shares under the Share Option Scheme shall be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the offer date, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of a Share. A nominal consideration of HK\$1.00 is payable on acceptance of the grant of an option.

An option may be accepted by a participant within 21 days from the date of the offer for grant of the option.

Unless otherwise determined by the Directors and stated in the offer for the grant of options to grantees, there is no performance target and no minimum period for which an option must be held before it can be exercised under the Share Option Scheme.

No dividend will be payable and no voting rights will be exercisable in relation to an option that has not been exercised.

During the Year, no share option was granted, exercised, cancelled or lapsed under the Share Option Scheme. There was no outstanding share option under the Share Option Scheme as at 1 January 2018 and 31 December 2018.

### EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme, no equity-linked agreements were entered into by the Group during the Year or subsisted at the end of the Year.

### 購股權計劃 (續)

根據購股權計劃認購股份之認購價須為由董事釐定之價格，惟不得低於下列各項之最高者：(i)股份於要約日期（須為營業日）於聯交所每日報價表所列之收市價；(ii)股份於緊接要約日期前五個營業日在聯交所每日報價表所列之平均收市價；及(iii)一股股份之面值。接納所授出購股權時須支付象徵式代價1.00港元。

參與者可於購股權提呈授出日期後21日內接納購股權。

除非董事另行釐定並於向承授人提呈授出購股權時列明，否則購股權計劃概無有關績效目標及於行使前必須持有購股權之最短時間之規定。

尚未行使之購股權概不會獲派付任何股息，亦概無可行使之投票權。

於本年度，概無購股權根據購股權計劃授出、行使、註銷或失效。於二零一八年一月一日及二零一八年十二月三十一日，概無任何根據購股權計劃授出而尚未行使之購股權。

### 權益掛鈎協議

除購股權計劃外，於本年度內或本年度末本集團並無訂立與權益掛鈎之協議，亦無仍然有效之權益掛鈎協議。

# Directors' Report

## 董事會報告

### COMPETING INTERESTS

During the Year, none of the Directors had any interest in any business which competes or is likely to compete, either any directly or indirectly, with the business of the Group.

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

Save for the Share Option Scheme, at no time during the Year was the Company, or any of its subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Save as disclosed in note 42 to the consolidated financial statements, and the paragraphs headed "Connected Transactions and Continuing Connected Transactions" below, none of the Directors or an entity connected with a Director had a material interest, whether directly or indirectly, in any transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries or fellow subsidiaries was a party and which was subsisting as at the end of the Year or at any time during the Year.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the existing independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the existing independent non-executive Directors are independent.

### 競爭權益

於本年度，概無董事於任何與或可能與本集團業務直接或間接競爭之業務中擁有任何權益。

### 董事於交易、安排及合約之權益

除購股權計劃外，於本年度任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

除綜合財務報表附註42及下文題為「關連交易及持續關連交易」各段所披露者外，於本年度年末或本年度任何時間，概無董事或與董事相關之實體於本公司、其任何附屬公司或同系附屬公司所訂立的任何現存交易、安排或重大合約中直接或間接擁有重大權益。

### 獨立非執行董事

本公司已接獲各現任獨立非執行董事根據上市規則第3.13條就本身之獨立地位而發出之年度確認聲明。本公司認為，全體現任獨立非執行董事均具有獨立地位。

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the Year, the Group has engaged in certain connected transactions and continuing connected transactions which are subject to annual reporting requirement in Chapter 14A of the Listing Rules. Details of these transactions are set out below:

#### Connected Transactions

##### **Software Products Development and Software Technical Service**

On 1 May 2018, 中星皓天科技(深圳)有限公司, a company incorporated in the PRC and a wholly-owned subsidiary of the Company ("Zhongxing Haotian") (a wholly-owned subsidiary of the Company) entered into a software products development contract with Takara Gaming Solutions Limited ("Takara Gaming"), pursuant to which Zhongxing Haotian was engaged by Takara Gaming to develop certain software products and provide technical training and support for Takara Gaming at a fixed monthly fee of RMB175,000. The term of the software products development contract is from 1 May 2018 to 31 December 2018. The total service fees payable by Takara Gaming for the Year amounted to HK\$1,653,088.

On 31 July 2018, Zhongxing Haotian (a wholly-owned subsidiary of the Company) entered into the software technical service contract with 寶嘉瀚天科技發展(深圳)有限公司, a company incorporated in the PRC and a wholly-owned subsidiary of Takara Gaming ("Baojia Haotian"), pursuant to which Zhongxing Haotian shall provide technical consultancy service relating to multimedia application software to Baojia Haotian at a fixed monthly fee of RMB550,000. The term of the Software Technical Service Contract is from 1 August 2018 to 31 December 2018. The total service fees payable by Baojia Haotian for the Year amounted to HK\$3,042,082.

### 關連交易及持續關連交易

於本年度，本集團已從事若干關連交易及持續關連交易，有關交易須遵守上市規則第14A章內的年度報告規定。該等交易之詳情如下：

#### 關連交易

##### **軟件產品開發及軟件技術服務**

於二零一八年五月一日，一間於中國註冊成立之本公司全資附屬公司中星皓天科技(深圳)有限公司(「中星皓天」)(本公司之全資附屬公司)，與Takara Gaming Solutions Limited(「Takara Gaming」)訂立軟件產品開發合約，據此，Takara Gaming以固定月費人民幣175,000元聘請中星皓天開發若干軟件產品並為Takara Gaming提供技術培訓及支援。該軟件產品開發合約的期限為二零一八年五月一日至二零一八年十二月三十一日。Takara Gaming於本年度應付的服務費總額為1,653,088港元。

於二零一八年七月三十一日，中星皓天(本公司之全資附屬公司)與寶嘉瀚天科技發展(深圳)有限公司(「寶嘉瀚天」)訂立軟件技術服務合約，該公司於中國註冊成立，乃Takara Gaming之全資附屬公司，據此，中星皓天將以固定月費人民幣550,000元向寶嘉瀚天提供有關多媒體應用軟件的技術顧問服務。該軟件技術服務合約的期限為二零一八年八月一日至二零一八年十二月三十一日。寶嘉瀚天於本年度應付的服務費總額為3,042,082港元。

# Directors' Report

## 董事會報告

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

#### Connected Transactions (Continued)

##### **Software Products Development and Software Technical Service (Continued)**

The entire equity interest in Baojia Haotian is held by Takara Gaming, and approximately 73.61% of the entire issued share capital of Takara Gaming is held indirectly by Anchor Kapital Limited, a company which is wholly-owned by the trustee of a discretionary trust of which the immediate family member(s) of Mr. SUEK Ka Lun, Ernie (an executive Director and the chairman of the Company) is/are one of the discretionary objects. As such, Takara Gaming and Baojia Haotian are regarded as connected persons of the Company under the Listing Rules.

#### **Loan arrangement**

On 27 August 2018, Grand Prospects (a wholly-owned subsidiary of the Company) together with Free Harbour Limited ("Free Harbour") and 11 other co-lenders entered into a loan agreement with an independent borrower and guarantors, pursuant to which the lenders agreed to grant to the borrower a loan in the aggregate principal amount of HK\$380 million for a term of 12 months, bearing interest at the prime rate plus 8.05% per annum (i.e. 13.3% per annum) for the 1st month to the 5th month and at the prime rate plus 6.25% per annum (i.e. 11.5% per annum) for the 6th month to the 12th month. The principal amount contributed by Grand Prospects and Free Harbour to the loan is HK\$5 million and HK\$15 million respectively. Also on 27 August 2018, the lenders entered into a memorandum of cooperation which governs the rights and obligations among them in respect of the loan.

A family member of Mr. SUEK Ka Lun, Ernie (an executive Director and the chairman of the Company) is the sole ultimate beneficial owner of Free Harbour. As such, Free Harbour is a connected person of the Company under the Listing Rules.

### 關連交易及持續關連交易 (續)

#### 關連交易 (續)

##### **軟件產品開發及軟件技術服務 (續)**

寶嘉瀚天的全部股權由Takara Gaming持有，而Takara Gaming全部已發行股本中約73.61%由Anchor Kapital Limited間接持有，該公司由一個全權信託的信託人全資擁有。薛嘉麟先生（本公司執行董事兼主席）的直系家庭成員乃該全權信託對象之一。因此，根據上市規則，Takara Gaming及寶嘉瀚天被視為本公司的關連人士。

#### **貸款安排**

於二零一八年八月二十七日，華泰（本公司之全資附屬公司，連同瑋港有限公司（「瑋港」）及11名其他共同貸款人）與獨立借款人及擔保人訂立貸款協議，據此，該等貸款人同意向借款人授出該貸款，本金總額為380,000,000港元，為期12個月，由第一個月至第五個月按最優惠利率加年息8.05厘（即年利率為13.3厘）計息，以及由第六個月至第十二個月按最優惠利率加年息6.25厘（即年利率為11.5厘）計息。華泰及瑋港對該貸款出資之本金額分別為5,000,000港元及15,000,000港元。另外，於二零一八年八月二十七日，該等貸款人訂立合作備忘錄，其規限該等貸款人就該貸款之權利及義務。

本公司執行董事兼主席薛嘉麟先生之一名家庭成員為瑋港之唯一最終實益擁有人，故根據上市規則，瑋港為本公司之關連人士。

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

#### Continuing Connected Transactions

##### *Lease of commercial properties in Hong Kong*

The Group completed the acquisition of the entire issued share capital of Supreme Cycle Inc. ("Supreme Cycle") on 30 November 2016. The principal activities of Supreme Cycle are investment holding and property investment and its principal assets are units 21, 22, 23, 41 and 77 of 1/F and the whole of 3/F, Hop Yick Commercial Centre (Phase I), No. 33 Hop Choi Street, Yuen Long, New Territories, Hong Kong (the "Yuen Long Properties"). Pursuant to the tenancy agreement (the "Tenancy Agreement") dated 16 March 2016 entered into between Supreme Cycle as landlord and Well Dragon Limited ("Well Dragon") as tenant, the Yuen Long Properties have been leased to Well Dragon for an initial term of three years from 16 March 2016 to 15 March 2019. Since Well Dragon is wholly-owned by a trustee of a discretionary trust of which Mr. SUEK Ka Lun, Ernie is one of the discretionary objects, Well Dragon is a connected person of the Company under the Listing Rules and the transaction contemplated under the Tenancy Agreement constitutes a continuing connected transaction of the Company under the Listing Rules upon completion of the acquisition of Supreme Cycle on 30 November 2016.

### 關連交易及持續關連交易 (續)

#### 持續關連交易

##### 於香港租賃商用物業

本集團於二零一六年十一月三十日完成收購Supreme Cycle Inc. (「Supreme Cycle」)的全部已發行股本。Supreme Cycle之主要業務為投資控股及物業投資，其主要資產為香港新界元朗合財街33號合益商業中心(I期)一樓的21、22、23、41及77號單位及三樓全層(「元朗物業」)。根據Supreme Cycle作為業主與樺龍有限公司(「樺龍」)作為租戶訂立日期為二零一六年三月十六日之租賃協議(「租賃協議」)，元朗物業已租賃予樺龍，初步年期為三年，自二零一六年三月十六日至二零一九年三月十五日。由於樺龍乃由全權信託之一名受託人全資擁有，而薛嘉麟先生為該全權信託之全權受益人之一，因此，根據上市規則，樺龍為本公司的關連人士，且根據上市規則，於二零一六年十一月三十日完成收購Supreme Cycle後，按照租賃協議擬進行之交易構成本公司之持續關連交易。



### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

#### Continuing Connected Transactions (Continued)

##### ***Lease of commercial properties in Hong Kong (Continued)***

###### *Principal terms*

The terms of the Tenancy Agreement were determined after arm's length negotiations between the parties thereto. The principal terms of the Tenancy Agreement are set out below:

Use: Operation of a karaoke outlet or related business ancillary to karaoke operations conducted by Well Dragon and its affiliated companies.

Term: An initial fixed term of three years commenced from 16 March 2016 and ending on 15 March 2019 (both days inclusive) (the "Initial Term").

Subject to the terms and conditions of the Tenancy Agreement, Well Dragon has an option to renew the tenancy for a further term of three years from the expiration of the Initial Term (the "First Renewal Term") by giving Supreme Cycle prior written notice not less than six months before the expiration of the Initial Term.

Subject to the terms and conditions of the tenancy agreement for the First Renewal Term, Well Dragon has an option to renew the tenancy for a further term of three years from the expiration of the First Renewal Term (the "Second Renewal Term") by giving Supreme Cycle prior written notice not less than six months before the expiration of the First Renewal Term.

### 關連交易及持續關連交易 (續)

#### 持續關連交易 (續)

##### ***於香港租賃商用物業 (續)***

###### *主要條款*

租賃協議之條款乃由雙方經公平磋商釐定。租賃協議之主要條款載列如下：

用途：由樺龍及其聯屬公司經營卡拉OK專門店或經營卡拉OK之相關附屬業務。

年期：初步固定年期為三年，由二零一六年三月十六日起至二零一九年三月十五日止（包括首尾兩日）（「初步年期」）。

在租賃協議之條款及條件之規限下，樺龍有權選擇於初步年期屆滿前不少於六個月向 Supreme Cycle 發出事先書面通知，由初步年期屆滿起計，為租約再續期三年（「首次續租年期」）。

在首次續租年期的租賃協議之條款及條件之規限下，樺龍有權選擇於首次續租年期屆滿前不少於六個月向 Supreme Cycle 發出事先書面通知，由首次續租年期屆滿起計，為租約再續期三年（「第二次續租年期」）。

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

#### Continuing Connected Transactions (Continued)

##### *Lease of commercial properties in Hong Kong (Continued)*

###### *Principal terms (Continued)*

Rent: For the Initial Term, a monthly rent of HK\$370,000 exclusive of rates, government rent, management fee and air-conditioning expense.

For the First Renewal Term, a monthly rent as agreed by Supreme Cycle and Well Dragon and in any event the increase of monthly rent shall be within a range of 0% to 10% of the monthly rent of the Initial Term.

For the Second Renewal Term, a prevailing market rent to be agreed by Supreme Cycle and Well Dragon and in the absence of agreement, to be determined by an independent surveyor nominated by the president of the Hong Kong Institute of Surveyors.

The monthly rent under the Tenancy Agreement was arrived at after arm's length negotiations between the parties thereto with reference to the prevailing market rents in the same district.

During the Year, the rental income charged by the Group to Well Dragon was HK\$4,440,000 (Year 2017: HK\$4,440,000).

### 關連交易及持續關連交易 (續)

#### 持續關連交易 (續)

##### 於香港租賃商用物業 (續)

###### 主要條款 (續)

租金：就初步年期而言，每月租金為370,000港元，不包括差餉、地租、管理費及空調費用。

就首次續租年期而言，每月租金按Supreme Cycle與樺龍所協定，且無論如何，每月租金之增幅須為初步年期每月租金之0%至10%範圍內。

就第二次續租年期而言，Supreme Cycle與樺龍協定之當前市值租金，如未有協定，則由香港測量師學會會長提名之獨立測量師釐定。

租賃協議訂明之每月租金乃由各訂約方參考同區當前市值租金，經公平磋商後達致。

於本年度，本集團向樺龍收取之租金收入為4,440,000港元（二零一七年度：4,440,000港元）。

# Directors' Report

## 董事會報告

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

#### Continuing Connected Transactions (Continued)

##### *Lease of commercial properties in Hong Kong (Continued)*

###### *Annual caps*

The annual caps for the transactions contemplated under the Tenancy Agreement are set out below:

**For the year  
ended/ending 31 December**  
截至十二月三十一日止年度

		<b>Annual Caps amount</b> 年度上限金額 (HK\$) (港元)
2016	二零一六年	3,515,000
2017	二零一七年	4,440,000
2018	二零一八年	4,440,000
2019	二零一九年	4,791,500
2020	二零二零年	4,884,000
2021	二零二一年	4,884,000
2022	二零二二年	5,270,650
2023	二零二三年	5,372,400
2024	二零二四年	5,372,400
2025	二零二五年	1,119,250

The above annual caps were determined based on the rental income receivable by Supreme Cycle from Well Dragon under the Tenancy Agreement taking into account the maximum 10% increment of the monthly rent for the First Renewal Term as agreed under the Tenancy Agreement and a further 10% increment of the monthly rent estimated for the Second Renewal Term.

Details of the above transaction have been set out in the announcements of the Company dated 25 April 2016 and 30 November 2016 and the circular of the Company dated 20 July 2016.

The Company has followed the policies and guidelines when determining the prices and terms of the continuing connected transactions.

### 關連交易及持續關連交易 (續)

#### 持續關連交易 (續)

##### 於香港租賃商用物業 (續)

###### 年度上限

根據租賃協議擬進行之交易的年度上限載列如下：

上述年度上限乃基於Supreme Cycle根據租賃協議應收樺龍之租金收入而釐定，當中已計及根據租賃協議所協定首次續租年期之每月租金最高增幅10%，以及第二次續租年期估計每月租金之進一步增幅10%。

上述交易之詳情已載列於本公司日期為二零一六年四月二十五日及二零一六年十一月三十日之公告及日期為二零一六年七月二十日之通函。

於釐定持續關連交易之價格及條款時，本公司已遵守有關政策及指引。

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

#### Continuing Connected Transactions (Continued)

The continuing connected transactions have been reviewed by the independent non-executive Directors. The independent non-executive Directors have confirmed that the continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Company; (ii) on normal commercial terms; and (iii) in accordance with the Tenancy Agreement and on terms that are fair and reasonable and in the interest of the Company and the shareholders of the Company as a whole.

Pursuant to Rule 14A.56 of the Listing Rules, the Company has engaged the external auditors of the Company to perform certain agreed-upon procedures in respect of these continuing connected transactions of the Group. The auditors have reported to the Board that:

- (i) nothing has come to the external auditors' attention that causes them to believe that the non-exempt continuing connected transactions have not been approved by the Board;
- (ii) for transactions involving the provision of goods or services by the Group, nothing has come to external auditors' attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Company;
- (iii) nothing has come to the external auditors' attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the Tenancy Agreement; and
- (iv) with respect to the aggregate amount of the non-exempt continuing connected transactions, nothing has come to the external auditors' attention that causes them to believe that the non-exempt continuing connected transactions have exceeded the maximum aggregate annual caps disclosed in the relevant announcements of the Company in respect of the non-exempt continuing connected transactions.

The Directors confirmed that the related party transactions as disclosed in note 42 to the consolidated financial statements fall under the definition of "connected transaction" or "continuing connected transaction" (as the case may be) under Chapter 14A of the Listing Rules. The Directors confirmed that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of such transactions.

### 關連交易及持續關連交易 (續)

#### 持續關連交易 (續)

獨立非執行董事已審閱持續關連交易。獨立非執行董事已確認，持續關連交易乃：(i)於本公司日常及一般業務過程中訂立；(ii)按一般商業條款訂立；及(iii)根據租賃協議進行，而有關協議之條款屬公平合理，並符合本公司及本公司股東之整體利益。

根據上市規則第14A.56條，本公司已委聘本公司外聘核數師就該等本集團持續關連交易執行若干協定程序。核數師已向董事會報告：

- (i) 外聘核數師並無發現任何事宜會令彼等相信不獲豁免持續關連交易未獲董事會批准；
- (ii) 就涉及本集團提供貨品或服務之交易而言，外聘核數師並無發現任何事宜會令彼等相信有關交易在各重大方面未有遵守本公司之定價政策；
- (iii) 外聘核數師並無發現任何事宜會令彼等相信有關交易在各重大方面並非按照租賃協議訂立；及
- (iv) 就不獲豁免持續關連交易之總額而言，外聘核數師並無發現任何事宜會令彼等相信，不獲豁免持續關連交易已超出本公司有關不獲豁免持續關連交易之相關公告內所披露之年度總值上限。

董事確認，綜合財務報表附註42所披露之關連人士交易符合上市規則第14A章內有關「關連交易」或「持續關連交易」（視情況而定）之定義。董事確認，就有關交易而言，本公司已遵守上市規則第14A章之披露規定。

# Directors' Report

## 董事會報告

### EMOLUMENT POLICY

The emolument policy of the general staff of the Group is determined by the management of the Group with reference to the market conditions and qualifications of the employees. The reward packages for the staff are generally reviewed on an annual basis, depending on the staff's and the Group's performance.

The emoluments of the Directors and senior management of the Company are recommended by the Remuneration Committee and approved by the Board having regard to the Company's operating results, individual duties and responsibilities and performance and market practice and conditions.

Both Ms. NG Wai Chi and Mr. WAN Kwok Leung, Nicholas, the senior management of the Company received an emolument which falls within the band of HK\$0 to HK\$1,000,000 for the Year.

The Share Option Scheme as set out on pages 64 to 66 above was also adopted by the Company as a long-term incentive or rewards for the staff's contribution.

### CORPORATE GOVERNANCE

Throughout the Year, the Company applied the principles of and complied with all the provisions of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, save for certain deviations. Details of the corporate governance practices of the Group during the Year are set out in Corporate Governance Report on pages 32 to 52.

### PERMITTED INDEMNITY PROVISION

During the Year and as at the date of this Directors' Report, an indemnity provision was in force such that the Directors should be indemnified by Company against all actions, costs, charges, losses, damages and expenses they may incur or sustain in the execution of their duty.

The Company has arranged for appropriate liability insurance for the directors and officers of the Group for indemnifying their liabilities arising out of corporate activities of the Company.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws or the laws of Bermuda, which would oblige the Company to offer new Shares on a pro-rata basis to its existing shareholders.

### 薪酬政策

本集團一般員工之薪酬政策乃由本集團管理層參考市況及僱員資格後釐定。為員工提供之薪酬待遇一般會每年檢討，當中會因應員工及本集團的表現調整。

董事及高級管理人員之薪酬由薪酬委員會推薦及由董事會批准，並已考慮本公司之經營業績、個別人士之職責及表現及市場慣例及市況。

本公司高級管理層吳惠芝女士及溫國樑先生於本年度均已收取介乎零港元至1,000,000港元的薪酬。

本公司亦採納上文第64頁至第66頁所載之購股權計劃作為員工對本公司貢獻的一項長期激勵或獎勵。

### 企業管治

除若干偏離外，本公司於本年度一直應用上市規則附錄14所載企業管治守則之原則，並遵守所有條文。有關本集團本年度企業管治常規之詳情載於第32頁至第52頁之「企業管治報告」。

### 獲准許的彌償條文

於本年度及截至本董事會報告日期為止，彌償條文已生效，據此，董事獲本公司彌償彼等於履行職責時可能產生或面臨的所有訴訟、成本、費用、虧損、損失及開支。

本公司已為董事及本集團之高級人員安排合適之責任保險，以為彼等因本公司企業活動而產生之法律責任提供賠償保證。

### 優先認購權

本公司之公司細則或百慕達法律並無關於優先認購權，以規定本公司須按比例向其現有股東提呈新股份之條文。



# Directors' Report

## 董事會報告

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the date of this Directors' Report, at least 25% of the issued Shares were held by the public throughout the Year.

### DONATIONS

The Group made donations for charitable or other purposes totalling HK\$575,000 for the Year (Year 2017: HK\$192,000).

### SOCIAL RESPONSIBILITIES AND ENVIRONMENTAL POLICIES

The Group is committed to the long term sustainability of the environment and communities in which it engages. Acting in an environmentally responsible manner, the Group endeavours to identify and adopt effective measures to achieve efficient use of resources, energy saving and waste reduction. Please refer to the Environmental, Social and Governance Report on pages 80 to 116 for further information on the work done and efforts made by the Company on environmental protection and other aspects for sustainable growth and development of the business of the Group.

### PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial performance, operating results, business operation and prospects may be affected by a number of risks and uncertainties. The key risks and uncertainties identified by the Group are set out below. However, there may be other risks and uncertainties in addition to those shown below, which are not known to the Group or which may not be material now but could become material in the future. The management of the Company meets periodically to discuss these risks, and where appropriate, will monitor these risks closely and adopt any necessary risk mitigation measures. In respect of the details of the risk management system and internal audit function of the Company, please refer to the paragraphs headed "Risk Management and Internal Control" on pages 46 to 48.

### 足夠公眾持股量

基於本公司可公開獲得之資料及據董事所知悉，於本董事會報告日期前之最後實際可行日期，於本年度內公眾最少持有已發行股份之25%。

### 捐款

於本年度，本集團因慈善或其他目的所作的捐款總額為575,000港元（二零一七年度：192,000港元）。

### 社會責任及環境政策

本集團致力在所處環境及社區實現長期可持續發展。本集團以對環境負責的方式行事，努力物色及採取有效措施以有效地利用資源、節約能源及減少浪費。有關本公司為環境保護及本集團業務可持續增長及發展的其他方面所作的工作及努力，請參閱第80頁至第116頁所載之環境、社會及管治報告以進一步了解詳情。

### 主要風險及不明朗因素

本集團的財務表現、經營業績、業務營運及前景可能受多項風險及不明朗因素所影響。本集團已識別的主要風險及不明朗因素載於下文。然而，除下文所示者外，亦可能出現本集團所知以外，或現時並不重大但日後可能屬重大的其他風險及不明朗因素。本公司管理層定期會面討論該等風險，並將於適當時緊密監督該等風險，並採納任何必要的風險緩解措施。有關本公司風險管理系統及內部審計職能之詳情，請參閱第46頁至第48頁題為「風險管理及內部監控」各段。

# Directors' Report

## 董事會報告

### Business Risk

The Group currently has seven operating segments in various industries and each operating segment has its specific business risks. For the Manufacturing and Sales Business and the Trading Business, the Group is subject to intense competition in terms of product prices and production costs, and is also affected by seasonal factors prevailing in the countries of targeted and existing customers. For the Lending Business, the collectability of outstanding loans and the customer network of the Group are both affecting the financial performance of the segment. The Music and Entertainment Business may be affected by the economic environment of Hong Kong and the PRC as it will have impact on the consumption behaviors of both individual and corporate customers. With respect to the Property Business, alternatives can be found in the respective location of the Group's premises and thus the rentals of its units offered to customers are subject to fierce market competition. To maintain the competitiveness of the Group, the management of the Company will meet regularly with the head of the respective business units to update the business environment.

### Environmental Risk

The Group's Manufacturing and Sales Business is obliged to comply with a variety of environment protection laws and regulations on the discharge and disposal of waste materials, water and gas imposed by relevant governmental bodies in the PRC. These law and regulations govern the disposal of these wastes and impose fines and penalties for serious violation of environmental requirements, and any non-compliance may jeopardise the operating licences of the Group's subsidiaries engaged in the Manufacturing and Sales Business.

Moreover, environmental laws and regulations applicable to the Group are subject to change from time to time. It may be impracticable for the Group to continuously quantify the costs of complying with such laws and regulations, and any further change may also lead to a substantial increase in the operating costs of the Group. In this regard, the management of the Company regularly reviews adherence to relevant environmental laws and regulations with the head of the Manufacturing and Sales Business.

### 業務風險

本集團現時擁有七個不同行業的營運分部，各營運分部均面對特定的業務風險。就製造及銷售業務以及貿易業務而言，本集團面對產品價格及生產成本的激烈競爭，亦受目標客戶及現有客戶所在國家當前的季節性因素所影響。就放貸業務而言，未償還貸款的可收回性及本集團的客戶網絡均影響分部的財務表現。音樂及娛樂業務可能受香港及中國的經濟環境所影響，而中港兩地的經濟會影響個人及公司客戶的消費行為。就物業業務而言，本集團的物業各自所在的地點存在其他選擇，因而向客戶提供的單位租金面對激烈的市場競爭。為維持本集團的競爭力，本公司管理層將與各業務部門主管定期會面，以更新業務環境。

### 環境風險

本集團的製造及銷售業務有責任就排放及處理廢棄物料、廢水及廢氣遵守由中國相關政府機關頒佈的多項環保法例及規例。有關法例及規例監管此等廢棄物料處理方法，並對嚴重違反環保規定者施加罰款及處罰，而任何不合規情況可能會對本集團旗下從事製造及銷售業務的附屬公司的經營執照造成不利影響。

此外，適用於本集團之環保法例及規例可能不時變動。本集團持續計算遵守有關法例及規例的合規成本可能屬不切實際，而任何其他變動均可能令本集團的營運成本大增。就此而言，本公司管理層與製造及銷售業務主管定期審閱相關環境法例及規例的合規情況。

# Directors' Report

## 董事會報告

### Market Price Risk

The Group's Securities Trading Business is exposed to the risk of decreasing fair values of equity securities as a result of the volatile market changes. The management of the Company together with the Investment Management Committee of the Board monitor the changes of respective securities' prices and may change the investment portfolio held and investment strategy whenever necessary.

### COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are carried out both in Hong Kong and the PRC and are regulated by their laws and regulations accordingly. In particular, the Group's Manufacturing and Sales Business is obliged to comply with a variety of environmental protection laws and regulations on the discharge of waste, water and pollutants and the labour law in the PRC. While any non-compliance may attract fines and penalties and jeopardise the operating licenses of the Group, the imposition of more stringent regulations may also increase the operating costs of the business segment. For instance, the increased minimum wage in Shenzhen imposed by the PRC government during the Year has led to an increase in staff costs of the Group. To manage such increment, headcounts have been reduced and old machines have been replaced to maintain the staff cost to sales ratio of the Manufacturing and Sales Business for the Year.

During the Year and up to date of this Directors' Report, the Group has complied with the relevant laws and regulations that have significant impact in Hong Kong and the PRC. For details, please refer to the Environmental, Social and Governance Report on pages 80 to 116.

### 市場價格風險

本集團的證券買賣業務正面臨由於不穩定的市場變化而導致股本證券公平值下降的風險。本公司管理層連同董事會轄下的投資管理委員會監察各項證券價格的變動，並在有需要之情況下，可能會改變持有的投資組合及投資策略。

### 遵守法律及規例

本集團在香港及中國營運業務，因此受兩地法律及規例監管。本集團的製造及銷售業務尤其須遵守多項有關廢物、污水及污染物排放的環保法律及規例，以及中國的勞動法。任何違規可能會招致罰款及懲處，並會危及本集團的經營牌照，而實施更嚴謹的規管亦可能會令本業務分部的經營成本上升。例如，中國政府於本年度上調深圳的最低工資已導致本集團的員工成本上升。為控制有關成本上升，已於本年度削減人手，並已更換舊機器，以維持製造及銷售業務於本年度的員工成本對銷售比率。

於本年度及截至本董事會報告日期為止，本集團已遵守具重大影響力的香港及中國相關法律及規例。請參閱第80頁至第116頁之環境、社會及管治報告以進一步了解詳情。

# Directors' Report

## 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

The Group's largest supplier accounted for approximately 9.0% (Year 2017: approximately 11.5%) of total purchases for the Year while the Group's five largest suppliers accounted for approximately 24.4% (Year 2017: approximately 27.4%) of total purchases for the Year.

The Group's largest customer accounted for approximately 8.4% (Year 2017: approximately 8.0%) of total revenue for the Year while the Group's five largest customers were accounted for 27.4% (Year 2017: approximately 26.8%) of total revenue for the Year.

At no time during the Year did a Director, a close associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued Shares) had a beneficial interest in any of the Group's five largest customers and five largest suppliers.

### AUDITOR

The financial statements have been audited by Deloitte Touche Tohmatsu who shall retire and, being eligible, will offer themselves for re-appointment at the 2019 AGM. A resolution will be proposed at the 2019 AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as the auditors of the Company.

There has been no change of auditors of the Company in any of the preceding three financial years.

On behalf of the Board

**SUEK Ka Lun, Ernie**  
*Chairman*

Hong Kong, 28 March 2019

### 主要客戶及供應商

本集團最大供應商佔本年度總採購額約9.0%（二零一七年度：約11.5%），而本集團五大供應商則佔本年度總採購額約24.4%（二零一七年度：約27.4%）。

本集團最大客戶佔本年度總收益約8.4%（二零一七年度：約8.0%），而本集團五大客戶則佔本年度總收益27.4%（二零一七年度：約26.8%）。

於本年度內任何時間，本公司董事、董事之緊密聯繫人或股東（就董事所知擁有本公司已發行股份5%以上者）於本集團之五大客戶及五大供應商中任何一家均無擁有實益權益。

### 核數師

財務報表由德勤•關黃陳方會計師行審核。德勤•關黃陳方會計師行將退任，惟符合資格於二零一九年股東週年大會上膺選連任。本公司將於二零一九年股東週年大會上提呈續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

於過往三個財政年度，本公司之核數師並無變動。

代表董事會

主席  
**薛嘉麟**

香港，二零一九年三月二十八日

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ABOUT THIS REPORT

This is the third Environmental, Social and Governance (“ESG”) report of Newway Group Holdings Limited (the “Company”, together with its subsidiaries, the “Group”), presenting the environmental and social impacts of its business activities during the Year ended 31 December 2018, and its performance in measuring and managing these sustainability aspects during the Year.

The Board of Directors acknowledges its responsibility for ensuring the integrity of this report. To the best of its knowledge, this ESG Report addresses all relevant material issues and fairly presents the ESG performance of the Group. The Board of Directors confirms that it has reviewed and approved this ESG Report.

### Reporting Boundary and Scope

This ESG Report has been prepared in compliance with ESG Reporting Guide set out in Appendix 27 to the Listing Rules, focusing on environmental and social performance of business of the manufacturing and sales of printing products, being the largest business segment of the Group in terms of its contribution to the revenue for the Year.

The boundary of this ESG Report encompasses the ESG performance of (1) Chung Tai Printing (International) Company Limited, (2) its wholly-owned subsidiary, namely 中星中大印刷(深圳)有限公司 (unofficial English translation being Newway Chung Tai Printing (Shenzhen) Company Limited); and (3) 錦翰印刷(深圳)有限公司 (unofficial English translation being Kam Hon Printing (Shenzhen) Company Limited) (“Kam Hon Printing”). They are the three principal subsidiaries of the Group’s business of the manufacturing and sales of printing products. For governance section, please refer to the Corporate Governance Report on pages 32 to 52 of this Annual Report.

### 關於本報告

本報告為Newway Group Holdings Limited 中星集團控股有限公司\*（「本公司」，連同其附屬公司，統稱「本集團」）第三份環境、社會及管治的報告，呈列截至二零一八年十二月三十一日止財政年度業務活動對環境及社會的影響，以及於本年度在衡量和管理可持續發展議題方面的表現。

董事會知悉其有確保本報告真確的責任。據其所知，本環境、社會及管治報告涵蓋所有相關重大議題，並公允地呈列本集團的環境、社會及管治表現。董事會確認已審閱並通過本環境、社會及管治報告。

### 報告邊界及範圍

本環境、社會及管治報告乃根據上市規則附錄二十七所載《環境、社會及管治報告指引》而編製，集中披露印刷產品製造及銷售業務（以本年度對本集團的收益貢獻計算為本集團的最大業務分部）的環境及社會表現。

本環境、社會及管治報告的披露邊界包括：(1)中大印刷(國際)有限公司、(2)其全資附屬公司中星中大印刷(深圳)有限公司；及(3)錦翰印刷(深圳)有限公司（「錦翰印刷」）的環境、社會及管治表現。該三間公司為本集團印刷產品製造及銷售業務的主要附屬公司。有關管治的內容，請參閱本年報第32頁至第52頁的企業管治報告。

\* 僅供識別



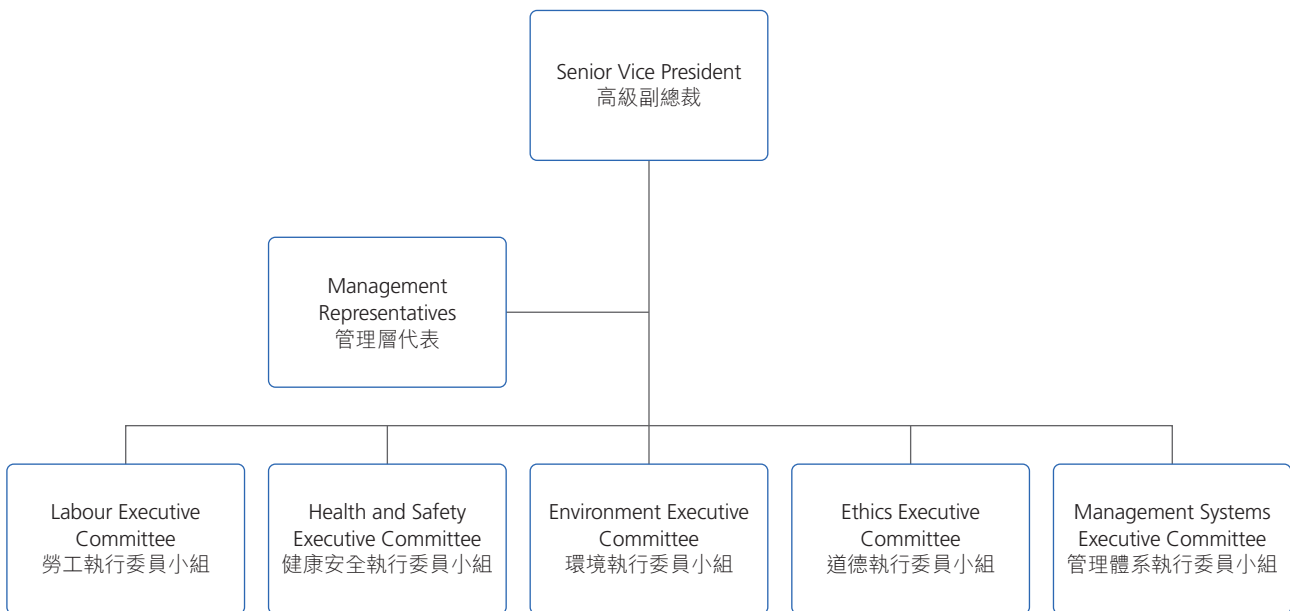
# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ESG MANAGEMENT APPROACH

Effective ESG management can be translated into operating efficiency, improved compliance, cost reduction and a better corporate image. The Group has set up internal policies, management systems and quantifiable targets to drive continuous improvements in its performance on the ESG front.

As a manufacturer principally engaging in production of paper goods, the Group understands its responsibility to ensure environmental and resources management while producing high-quality products for its customers. Spearheaded by the senior vice president, the sustainability agenda of the Group is driven towards environmental and social stewardship, overseen collectively by the top management and five executive committees as illustrated in the chart below.



The Management Systems Executive Committee (“MSEC”) coordinates efforts of every department of the Group to regularly carry out risk assessments and formulate control measures with reference to the assessment results. The MSEC also sets social responsibility targets and develops corresponding action plans to achieve them. The progress is monitored and reviewed by the MSEC every year to ensure progressive improvements towards the targets.

### 環境、社會及管治管理方法

有效的環境、社會及管治管理可轉化成營運效率、改善合規、節省成本及提升企業形象。本集團已制訂內部政策、管理系統及量化目標，推動其在環境、社會及管治方面持續改善表現。

作為一間主要生產紙類商品的製造商，本集團理解其有責任確保環境及資源管理；同時為客戶生產優質產品。在高級副總裁帶領下，本集團的可持續發展議程朝著致力管理環境及社會議題的方向邁進，並如下表闡述，由高級管理層及五個執行委員小組集體監督。

管理體系執行委員小組（「委員小組」）協調本集團各部門的工作，定期進行風險評估並根據評估結果制定控制措施。委員小組亦訂立社會責任目標及為達到目標制定相應行動計劃。委員小組每年監察及檢討進度，以確保可持續改善，邁向目標。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### STAKEHOLDER ENGAGEMENT

The Group understands that stakeholder engagement is vital to identifying the risks and opportunities associated with the ESG. The Group engages with stakeholders through a range of channels, identifying emerging issues of concern and act to respond to them.

The table below shows the communication channels that the Group uses for engagement with stakeholders and the issues that stakeholders are concerned about.

### 持份者參與

本集團明白持份者的參與對識別環境、社會及管治相關風險及機遇尤其重要。本集團透過不同渠道與持份者溝通，識別令人關注的新興事宜及應變措施。

下表載列本集團與持份者的溝通渠道及持份者的關注事項。

Our Stakeholders 我們的持份者					
Customers 客戶	Employees 僱員	Community 社區	Suppliers 供應商	Government 政府	Investors 投資者
Issues of Concern 關注事項					
<ul style="list-style-type: none"> <li>Customer satisfaction</li> <li>Data privacy</li> <li>客戶滿意程度</li> <li>數據隱私</li> </ul>	<ul style="list-style-type: none"> <li>Training and development</li> <li>Remuneration</li> <li>Occupational health and safety</li> <li>培訓及發展</li> <li>薪酬</li> <li>職業健康及安全</li> </ul>	<ul style="list-style-type: none"> <li>Environmental protection</li> <li>Contribution to the community</li> <li>環境保護</li> <li>對社區的貢獻</li> </ul>	<ul style="list-style-type: none"> <li>Third party risk management</li> <li>第三方風險管理</li> </ul>	<ul style="list-style-type: none"> <li>Legitimacy of service and business ethics</li> <li>Employee protection</li> <li>Tax compliance</li> <li>服務合法性及商業道德</li> <li>僱員保障</li> <li>稅務合規</li> </ul>	<ul style="list-style-type: none"> <li>Corporate governance</li> <li>Business operations</li> <li>Information disclosure</li> <li>企業管治</li> <li>業務運作</li> <li>資料披露</li> </ul>
Communication Channels 溝通渠道					
<ul style="list-style-type: none"> <li>Company website</li> <li>Feedback by phone</li> <li>Formal process for handling complaints</li> <li>本公司網站</li> <li>電話反饋意見</li> <li>處理投訴的正式程序</li> </ul>	<ul style="list-style-type: none"> <li>Staff meetings</li> <li>Annual appraisals</li> <li>員工會議</li> <li>年度評估</li> </ul>	<ul style="list-style-type: none"> <li>Compliance with applicable laws and regulations</li> <li>Support charitable institutions</li> <li>遵守適用法律法規</li> <li>支持慈善組織</li> </ul>	<ul style="list-style-type: none"> <li>Website for prospective suppliers</li> <li>Responses to supplier inquiries</li> <li>潛在供應商網站</li> <li>回應供應商查詢</li> </ul>	<ul style="list-style-type: none"> <li>Compliance with applicable laws and regulations</li> <li>遵守適用法律法規</li> </ul>	<ul style="list-style-type: none"> <li>Annual reports and interim reports</li> <li>Corporate communications and press releases</li> <li>年報及中期報告</li> <li>企業通訊及新聞稿</li> </ul>

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION

*The Group is committed to measuring, managing and minimising our environmental impact by implementing an environmental management system in accordance with international standards.*

#### Environmental Management

The management of the Group has the overall responsibility of assuring that the environmental management system requirements are incorporated into the Group's business processes and that required resources are allocated to support the implementation of the management system. It is also responsible for reviewing and ensuring compliance with relevant environmental laws and regulations in the PRC, including but not limited to the Environmental Protection Law, Law of the PRC on Conserving Energy and Law of the PRC on Promoting Clean Production.

The Environmental Executive Committee is appointed by the Group to periodically identify potential environmental impacts arising from the Group's operations through site inspections and reviewing documents. Through regularly reviewing performance objectives and management plans in accordance with the established guidelines, the Group ensures that the ISO 14001:2015 certified management system is always up-to-date, applicable and effective.

#### Environmental Factors Management

To better manage the environmental factors associated with the Group's operations, an Environmental Factors Management Manual which specifies the procedure to identify, evaluate, record, control and re-access the environmental factors is established. This process enables the Group to develop corrective action plans in case of an environmental emergency.

### 環境保護

本集團致力按照國際標準執行環境管理體系，以衡量、管理及減少我們對環境的影響。

#### 環境管理

本集團管理層全面負責確保將環境管理體系要求納入本集團的業務過程，並調撥資源以支持該管理體系。管理層亦負責檢討及確保符合中國的相關環境法律法規，包括但不限於《環境保護法》、《中華人民共和國節約能源法》及《中華人民共和國清潔生產促進法》。

由本集團委任的環境執行委員小組透過定期實地視察及審閱文件，識別本集團營運所產生的潛在環境影響。本集團按照既定指引定期檢討績效目標及管理計劃，確保ISO 14001:2015認證管理體系經常更新、適用及有效。

#### 環境因素管理

為更有效地管理營運相關的環境因素，本集團已制定環境因素管理手冊，載明識別、評估、記錄、控制及重新評估環境因素的程序。有關程序讓本集團能夠為緊急環境事故制定糾正行動方案。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

### 環境保護 (續)

#### Environmental Management (Continued)

#### 環境管理 (續)

##### Identify 識別

- Consider impact on the environment of all business activities  
考慮所有業務活動對環境的影響
- List the environmental factors and potential hazards that may arise from the Group's activities or products  
列出本集團活動或產品可能產生的環境因素及潛在危機

##### Evaluate 評估

- Conduct site inspections  
進行實地視察
- Conduct interviews with relevant operational staff and departments  
與相關營運員工及部門進行面談
- Determine the materiality of the identified factors/ hazards and the level of their impacts on the environment  
確定已識別因素/危機的重要程度及對環境的影響程度

##### Record 記錄

- Record the newly identified environmental factors in the "List of Environmental Factors"  
於「環境因素一覽表」記錄新識別的環境因素
- Classify the environmental factors into Group A (emissions), B (resources consumption and waste) and C (potential hazards that may lead to environmental accidents)  
將環境因素分類為A組(排放物)、B組(資源消耗及廢棄物)及C組(可能引起環境事故的潛在危機)

##### Control 控制

- Group A and C are considered as material environmental factors. The Group sets up procedures, indicators and targets for the management and evaluation of each material factor  
A組及C組被視為重要環境因素。本集團就管理及評估每項重大因素制定程序、指標及目標
- For Group B, the Group adopts a grading system to control the resources consumption pattern and avoid over-consumption  
本集團為B組採用評級制度，以控制資源消耗模式及避免過度消耗

##### Review 檢討

- The environmental factors are reassessed upon change in laws and regulations, introduction of new technology and measures, substantial change in operational procedures, and occurrence of severe environmental incidents  
在有法例及規例變動、新技術及措施的引入、營運程序的重大變動及嚴重環境事故發生時重新評估環境因素

### Environmental Target Setting

To better manage the Group's material environmental factors and its performance on those aspects, the Group has set quantifiable targets for 2018 covering emissions control, waste management and resources conservation, etc.

Among the objectives set for the Year, the Group has attained 100% achievement rate in six aspects, namely wastewater discharge, stationary source emissions, mobile source emissions, noise, hazardous waste and Polyvinyl Chloride (PVC) consumption. The Group will continue to improve operating efficiency, aiming to achieve target in all facets.

The table below shows the Group's progress towards the environmental targets set for the Year.

### 設立環境目標

為更有效地管理本集團的重大環境因素及在該等方面的表現，本集團已制定二零一八年的量化目標，涵蓋排放物控制、廢棄物管理及節約資源等範疇。

在本年度訂立的目標中，本集團在六個方面達到100%目標達成率，包括廢水排放、固定源氣體排放、移動源氣體排放、噪音、有害廢棄物及聚氯乙烯消耗。本集團將繼續改善營運效率，務求在各方面達成目標。

下表載列本集團在實現本年度環境目標方面取得的進度。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)










#### Environmental Management (Continued)

#### Environmental Target Setting (Continued)

### 環境保護 (續)

#### 環境管理 (續)

#### 設立環境目標 (續)

	Target of the Year 年度目標	Status 狀況
	<b>Paper Consumption</b> <b>紙張消耗</b> Consuming not more than 4 pieces of paper per thousand press pile boards of production units 每千印刷生產單位的耗紙量不超過四張	85% achieved 達標
	<b>PVC Consumption</b> <b>聚氯乙烯消耗</b> Reducing the purchase of PVC by more than 10% from the previous year 購買聚氯乙烯的數量較上一年減少超過10%	100% achieved 達標
	<b>Electricity Consumption</b> <b>電力消耗</b> Consuming not more than 30 kWh of electricity per thousand press pile boards of production units 每千印刷生產單位的耗電量不超過30千瓦時	79% achieved 達標
	<b>Water Consumption</b> <b>水資源消耗</b> Consuming not more than 0.23 tonnes of water per thousand press pile boards of production units 每千印刷生產單位的耗水量不超過0.23噸	69% achieved 達標
	<b>Stationary Source Emissions</b> <b>固定源排放</b> Total Volatile Organic Compounds (VOCs) emitted fewer or equal to 120.0mg/m <sup>3</sup> 揮發性有機化合物排放總量少於或等於每立方米120.0毫克	100% achieved 達標
	<b>Mobile Source Emissions</b> <b>移動源排放</b> Conduct annual test for vehicle exhaust gas 每年進行車輛廢氣測試	100% achieved 達標
	<b>Wastewater Discharge</b> <b>廢水排放</b> Parameters of discharged wastewater: pH value 6-9; Suspended solids ≤60mg/L; Chemical oxygen demand ≤90mg/L; Biochemical oxygen demand ≤20mg/L; Ammonia nitrogen ≤10mg/L; Colorimetric value ≤40 排放廢水系數：酸鹼值6-9；懸浮物≤60毫克／公升；化學需氧量≤90毫克／公升；生化需氧量≤20毫克／公升；氨氮≤10毫克／公升；色度≤40	100% achieved 達標
	<b>Hazardous Waste</b> <b>有害廢棄物</b> 100% transfer of hazardous waste 100%轉移有害廢棄物	100% achieved 達標
	<b>Noise</b> <b>噪音</b> Do not exceed 60 decibel (dB) during daytime and 50dB at night 日間不超過60分貝·晚間不超過50分貝	100% achieved 達標



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Environmental Management (Continued)

##### Environmental Target Setting (Continued)

During the Year, the Group was not aware of any non-compliance of relevant laws and regulations that have a significant impact on the Group relating to air and greenhouse gas (GHG) emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

#### Resources Conservation

##### Paper and Packaging Materials

Paper is a major materials used in printing operations. As a leading market player, the Group understands its responsibility to manage its paper consumption throughout the production process, from raw materials to finished paper products, to minimise paper wastage whenever practical. This year, the Group has set a target of using not more than 4 pieces of paper per thousand press pile boards of production units and attained an 85% achievement rate during the Year.

In its operations, the Group uses paper certified by the Forest Stewardship Council (FSC) Chain of Custody Certification to ensure that paper used in the production lines is from properly and responsibly managed forests, avoiding over-deforestation or other impacts that may lead to natural habitats destruction. In the office, the Group has implemented green office practices such as double-sided printing in order to minimise the use of paper. The Group's Administration Department monitors the paper consumption monthly and investigates any abnormal consumption behavior.

The Group consumes paper, plastics and metals in finished products packaging. During the Year, the Group consumed approximately 1,335 tonnes of paper, 584 tonnes of plastics and 2 tonnes of metals for packaging. The Group aims to gradually fade out the use of PVC and has targeted to reduce the purchase of PVC by more than 10% from the previous year. It has attained a 100% achievement rate for the Year. Besides, the Group also encouraged its clients to return carton boxes for reuse purpose in order to reduce packaging materials consumption.

### 環境保護 (續)

#### 環境管理 (續)

##### 設立環境目標 (續)

於本年度，本集團並不知悉任何違反有關廢氣及溫室氣體排放、向水及土地排污及產生有害及無害廢棄物的法律法規且對本集團造成重大影響的事宜。

#### 節約資源

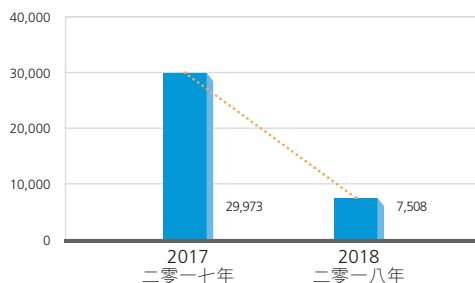
##### 紙張及包裝材料

紙張是印刷業務使用的主要資源。本集團作為業界領導者，明白有責任於原材料至紙類產品製成品的生產過程中管理紙張的消耗，並於可行情況下減少浪費紙張。本集團於本年度訂立目標，每千印刷生產單位的耗紙量不超過四張，在本年度已達標85%。

本集團於營運過程中使用經森林管理委員會(FSC)發出的產銷監管鏈證書認證的紙張，確保在生產線使用的紙張來自治當並獲負責任管理的森林，以避免過度砍伐或可使自然棲息地受破壞的其他影響。本集團在辦公室推行綠色辦公室措施，例如雙面印刷減少使用紙張。本集團行政部按月監測紙張消耗量，並調查任何異常消耗情況。

本集團在包裝製成品時會消耗紙張、塑料及金屬，本年度的包裝工作消耗約1,335噸紙張、584噸塑料及2噸金屬。本集團的目標是續步減少化聚氯乙烷的使用，並已訂立將購買量比去年減少10%的目標，且已在本年度100%達標。此外，本集團也鼓勵客戶退還包裝箱，以便重用及減少包裝材料耗量。

Purchase of PVC (kg)  
購買聚氯乙烷(公斤)



# Environmental, Social and Governance Report

## 環境、社會及管治報告

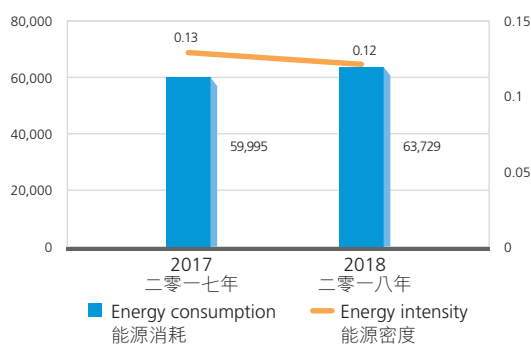
### ENVIRONMENTAL PROTECTION (Continued)

#### Resources Conservation (Continued)

##### Energy

The major sources of the Group's energy consumption include petrol for vehicles, purchased electricity for operation and natural gas consumed for boilers during production. The following table and chart show the energy consumption and consumption intensity during the Year under review and in 2017.

**Energy Consumption (gigajoules (GJ)) and Intensity (GJ/ '000 HKD revenue)**  
**能源消耗(千兆焦耳)及密度(千兆焦耳/千港元收益)**



	Unit 單位	2017 二零一七年	2018 二零一八年	Change% 變幅%
Electricity 電力	kWh 千瓦時	14,355,885	15,385,896	+7.17%
Petrol 汽油	Litres 公升	36,410	43,234	+18.74%
Diesel 柴油	Litres 公升	29,576	0	-100%
Natural Gas 天然氣	cubic metre (m <sup>3</sup> ) 立方米	156,537	178,818	+14.23%

The Group pursues higher energy performance by implementing various conservation measures. It has replaced the traditional water-intensive dispersers with energy efficient models, controlled the room temperature and enhanced ventilation to reduce energy consumption in daily operations. The non-invasive electromagnetic scale control systems installed in 2017 have significantly improved the overall efficiency of the boilers by reducing energy consumption up to 12%.

During the Year, the Group consumed 38.19 kWh of electricity per thousand press pile boards of production units, and is striving towards the target of 30 kWh in the next reporting cycle.

### 環境保護 (續)

#### 節約資源 (續)

##### 能源

本集團的能源消耗主要源自車輛使用汽油、購買電力以供營運及生產過程中鍋爐所消耗的天然氣。下列圖表載列本年度內及二零一七年的能源消耗量及能耗密度。

為追求更佳能源表現，本集團推行多項節約措施。我們以節能型號取代傳統高能耗飲水機，控制室溫及加強通風以減少日常營運的能源耗用。在二零一七年安裝的非嵌入式電磁波水垢清除系統顯著提升鍋爐的整體效益，能源消耗量因而減少12%。

於本年度，本集團每千印刷生產單位的用電量約為38.19千瓦時，並致力於下個報告週期達到30千瓦時的目標。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Resources Conservation (Continued)

##### Energy (Continued)

To raise the awareness of employees about energy conservation, the Group provides training to selected employees from each department on judicious use of resources. This training is a pre-requisite for employees who handle energy facilities, before their jobs commence.

##### Water

During the Year, the Group's total water consumption and water intensity were approximately 168,961 tonnes and approximately 0.32 tonnes per thousand Hong Kong Dollars revenue, respectively. The Group did not have any issue in sourcing water that is fit for purpose during the Year.

### 環境保護 (續)

#### 節約資源 (續)

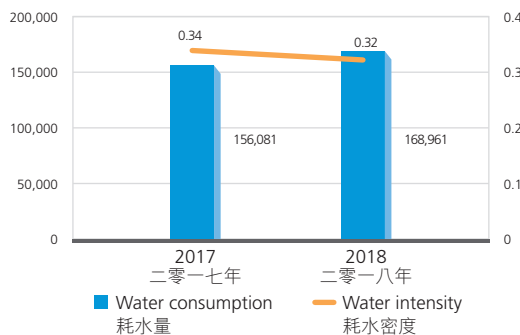
##### 能源 (續)

為提高僱員對節約能源的意識，本集團向各部門的選定僱員進行關於有效使用資源的培訓。參與處理能源設施工作的僱員必須在工作開始前接受節能培訓。

##### 水資源

於本年度，本集團的總耗水量及耗水密度分別約為168,961噸及每千港元收益約0.32噸。於本年度，本集團在取得適用水源方面並無任何問題。

**Water Consumption (tonne) and Intensity (tonnes/ '000 HKD revenue)**  
耗水量 (噸) 及密度 (噸/千港元收益)



The Group's water-saving initiatives include regularly inspecting and maintaining water facilities to prevent water leakage, and periodically tracking water usage to avoid excessive use. A target of consuming not more than 0.23 tonnes of water per thousand press pile boards of production units was established and during the Year, the Group has attained a 69.4% achievement rate. The Group will redouble its efforts in conserving water in operations and hope to make further progress next year.

本集團的節約用水措施包括定期檢查並保養水務設施以防止漏水，並通過定期檢查用水量防止過度使用。我們訂立了每千印刷生產單位的耗水量不超過0.23噸的目標，並於本年度達到69.4%的達標率。本集團將於營運方面加倍節約用水，寄望在來年取得更大進步。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Emission Control

##### Air Emissions

Air emissions from the Group's operations comprise of mobile source emissions from vehicles and stationary source emissions of VOCs from the production process. Based on usage, the Group's vehicles generated 0.64 kg, 82.01 kg and 7.30 kg of sulphur dioxides (SOx), nitrogen oxides (NOx) and particulate matters (PM) respectively during the Year.

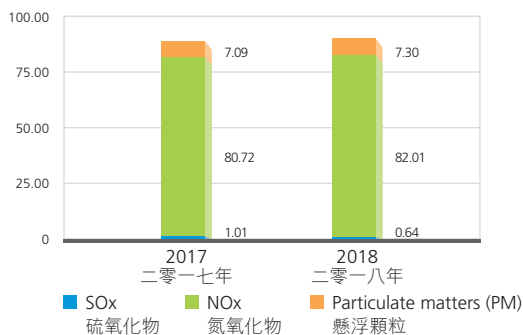
### 環境保護 (續)

#### 排放控制

##### 空氣排放物

本集團的空氣排放物包括車輛的移動源排放及從生產程序固定源排放的揮發性有機化合物。根據車輛使用量計算，本集團的車輛於本年度產生0.64公斤硫氧化物、82.01公斤氮氧化物及7.30公斤懸浮顆粒。

Air Emissions from Vehicles (kg)  
車輛廢氣排放(公斤)



To mitigate air emissions arising from vehicles, the Group maintains its vehicles' exhaust gas treatment systems annually. Some vehicles adopt high energy-efficiency fuel which helps reduce friction and increase dirt busting, eventually enhancing the engine performance. The Group also tests vehicles' exhaust gas annually to ensure strict compliance with the Shenzhen Motor Vehicle Exhaust Emission Standard during the Year.

為減少車輛的廢氣排放，本集團每年均會對車輛的廢氣處理系統進行維護，若干車輛已使用高效能燃料，該等燃料有助減少摩擦及加強除垢，最終提高發動機的性能。本集團亦每年測試汽車的廢氣排放，以確保本年度符合深圳機動車尾氣排放標準。

VOCs are generated from the use of ink in the production processes. To control and minimise VOCs emissions, the Group has installed an exhaust gas treatment facility to remove VOCs before the stream is discharged. This effectively reduces up to 90% of VOCs emissions. During the Year, the level of VOCs emitted from the Group was assured by a third party agency to meet the "Printing Industry Volatile Organic Compounds Emission Limits" (DB/815-2010).

揮發性有機化合物由生產過程使用的油墨產生。為控制及減少排放揮發性有機化合物，本集團已安裝廢氣處理設施，於排放前清除揮發性有機化合物。廢氣處理設施可有效去除高達90%揮發性有機化合物。於本年度，本集團的揮發性有機化合物排放量由第三方核證，確保符合《印刷行業揮發性有機化合物排放限值》(DB/815-2010)。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Emission Control (Continued)

##### GHG Emissions

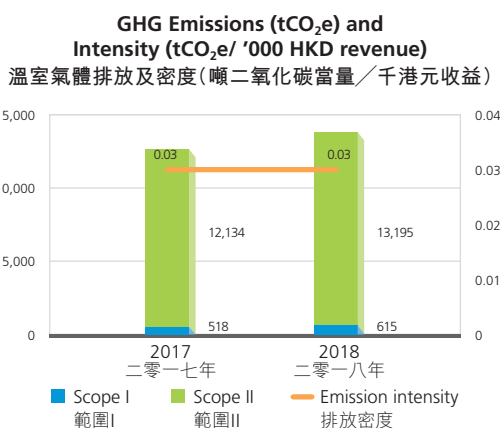
The Group generates direct GHG through the burning of petrol and natural gas by its vehicles and boilers. Indirect GHG emissions are generated from purchased electricity. For the Year, the total GHG emissions were 13,810.42 tonnes of carbon dioxide equivalent (tCO<sub>2</sub>e). Direct emissions (Scope I) amounted to 615.08 tCO<sub>2</sub>e while indirect emissions (Scope II) amounted to 13,195.34 tCO<sub>2</sub>e.

### 環境保護 (續)

#### 排放控制 (續)

##### 溫室氣體排放

本集團因車輛及鍋爐燃燒汽油及天然氣而直接產生溫室氣體，購買的電力則間接排放溫室氣體。本年度溫室氣體排放總量為13,810.42噸二氧化碳當量。直接排放量（範圍I）達615.08噸二氧化碳當量，間接排放量（範圍II）達13,195.34噸二氧化碳當量。



To minimise GHG emissions, the Group has used a cleaner fuel source (natural gas) for its boilers operation since 2012. The non-invasive electromagnetic scale control system installed in 2017 has greatly increased energy efficiency of the boilers, contributing to a total reduction of 53.63 tCO<sub>2</sub>e of GHG emissions per year.

為減少溫室氣體排放，本集團已由二零一二年起採用更清潔的燃料（天然氣）供鍋爐運作。於二零一七年安裝非嵌入式電磁波水垢清除系統後，鍋爐的能源效益得以大幅提升，每年合共減少排放53.63噸二氧化碳當量溫室氣體。

#### Effluent and Waste Management

In respect of effluent management, the Group ensures compliance with the Discharge Limits of Water Pollutants in Guangdong Province. The Group has appointed an external party to conduct regular testing of the discharged wastewater. During the Year, the total wastewater discharged amounted to approximately 29,502.3 tonnes. The Group has also obtained assurance from an external party regarding its compliance with laws and regulations during the Year.

#### 污水及廢棄物管理

在污水管理方面，本集團確保符合《廣東省水污染物排放限值》標準。本集團已委任外部人士定期測試排放廢水。於本年度，廢水排放總量為29,502.3噸。本集團已獲得外部人士對其於本年度遵守法律及法規的核證。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

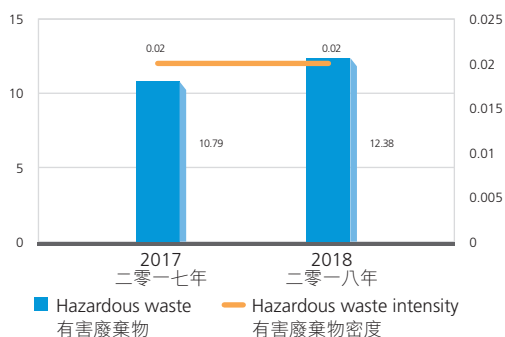
### ENVIRONMENTAL PROTECTION (Continued)

#### Effluent and Waste Management (Continued)

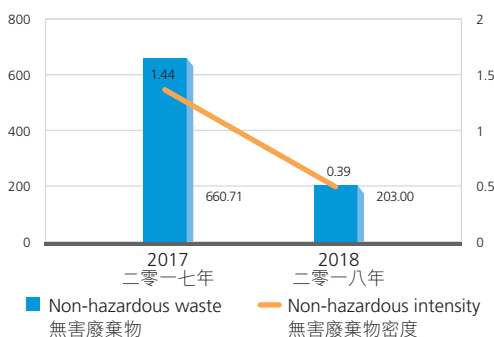
The Group has established a waste management procedure to classify and handle waste generated in its operations. Each type of waste is sorted into different categories, namely hazardous, non-hazardous, recyclables and non-recyclables. Hazardous wastes are further classified according to the National Hazardous Waste Inventory and are collected and handled by external agencies. The Group keeps records of all waste types identified and review each type of waste annually or under circumstances when there are changes in the production line, introduction of new products and facilities, etc.

During the Year, the Group's operations generated 12.38 tonnes of hazardous waste and recycled 203 tonnes of non-hazardous waste. The hazardous waste was 100% transferred and handled, with no leakage or contamination of the environment. With the installation of the non-invasive electromagnetic scale control system, hydrochloric acid waste was reduced by 8 tonnes per year. The Group strictly observes all relevant laws and regulations, including the Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste.

**Hazardous Waste Generation (tonnes) and Intensity (tonnes/ '000 HKD revenue)**  
有害廢棄物產生量(噸)及密度(噸/千港元收益)



**Non-hazardous Waste Generation (tonnes) and Intensity (tonnes/ '000 HKD revenue)**  
無害廢棄物產生量(噸)及密度(噸/千港元收益)



#### Noise Management

The Group realises that its machines may cause noise nuisance to the surrounding environment. In view of this, the Group has set a target that noise levels at locations where the Group has operations do not exceed 60dB during daytime and 50dB at night. The Group has obtained assurance an external party for compliance with the Emission Standard for Industrial Enterprises Noise at Boundary (GB12348 – 2008) during the Year.

### 環境保護 (續)

#### 污水及廢棄物管理 (續)

本集團制定廢物管理程序，將營運產生的廢物進行分類及處理。每類廢物將分為不同類別，包括有害廢棄物、無害廢棄物、可回收廢棄物及不可回收廢棄物。有害廢棄物根據《國家危險廢物名錄》進一步分類，並由外部機構收集及處理。本集團已記錄所有已識別的廢棄物類型，並每年審視各類別的廢物，或在生產線變動、引入新產品及設施等情況下進行檢討。

於本年度，本集團共產生12.38噸有害廢棄物及回收203噸無害廢棄物。有害廢棄物已100%轉移及處理，未有洩漏或污染環境。安裝非嵌入式電磁波水垢清除系統後，鹽酸廢物的每年排放量減少了8噸。本集團嚴格遵守《中國固體廢物污染環境防治法》等所有相關的國家及地方法律法規。

#### 噪音管理

本集團知悉其機器或會產生滋擾周圍環境的噪音。為此，本集團制定目標，在本集團營運業務的地點，日間音量不得超過60分貝，晚間不得超過50分貝。本集團已獲得外部機構對其本年度遵守《工業企業廠界環境噪聲排放標準》(GB12348-2008)的核證。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Promote Green Products

The Group continually seeks opportunities for promoting healthier and more environmentally-considerate products to its customers. The Group launches paper products that are accredited with FSC, in an effort to drive greener development and operations of customers and downstream industries. Kam Hon Printing, one of the Group's subsidiaries, targets to gradually increase the proportion of FSC products in its sales. It is expected to reach a 5% increase year-on-year in the next five years.

Practising the philosophy of "protecting the forests, caring for the environment, caring for the community and achieving sustainable growth", the Group is committed to protecting the forests and the animals living while sustaining its printing products manufacturing business. The Group adheres closely to the FSC Chain of Custody (COC) Management Manual, which standardises implementation of COC in the Group's printing business to ensure that raw materials of the purchased paper materials are from FSC-certified and protected forests and that the wood products produced in its production process are strictly controlled.

### 環境保護 (續)

#### 推廣綠色產品

本集團不斷尋求機會向客戶推廣更健康及更能保護環境的產品。本集團推出獲得FSC認證的紙類產品，以推動客戶及下游工業更注重綠色發展及營運。本集團其中一間附屬公司錦翰印刷已訂立目標，逐步在銷售中增加FSC產品的比例，預期在未來五年按年可增加5%。

為履行「保護森林，關心環境、關心社區、達到可持續增長」的理念，本集團致力在經營印刷商品製造業務之餘，同時保護森林及動物。本集團堅守FSC的《產銷監管鏈管理手冊》，作為其印刷業務執行產銷監管鏈的規範，確保購買的紙類物料

乃來自經FSC認證並獲負責任管理的森林，而其生產程序中產生的木類產品亦受到嚴格控制。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

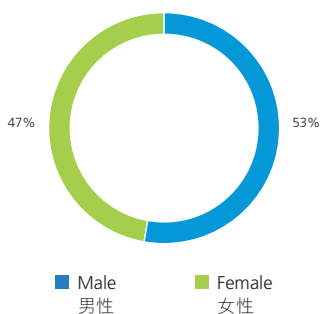
### OUR PEOPLE

The Group places great importance on employee management, not only by cultivating a healthy and safe working culture, but also protecting employees' rights and respecting individuals.

#### Employee Profile

As at 31 December 2018, the Group had approximately 1,600 full-time employees in both Hong Kong and the PRC, approximately 94% of whom were employed in the PRC. The proportion of male to female employees is approximately 53%:47%, which is similar with that of last year. Approximately 67% and 29% of its workforce aged 31-50 years and 30 years or below respectively. Regarding educational profile, approximately 14% have undergraduate degree or above. Approximately 23% of them are at managerial level.

**Gender Profile**  
性別情況



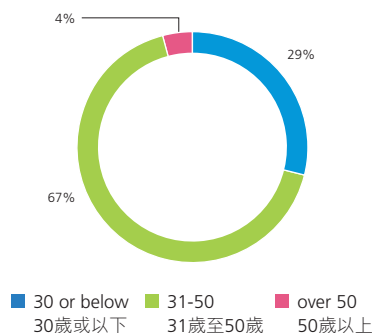
### 員工

本集團極為注重僱員管理，除培育健康及安全的工作文化外，更保障僱員權利及尊重個人。

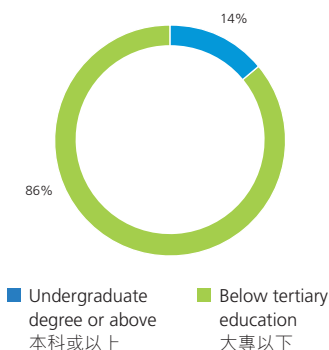
#### 僱員情況

截至二零一八年十二月三十一日，本集團於香港及中國有約1,600名全職僱員，當中約94%於中國僱用。男性僱員與女性僱員的比例約為53%：47%，與去年相若。31歲至50歲及30歲或以下者分別佔全體僱員約67%及29%。在教育情況方面，約14%擁有本科或以上程度。在所有員工中，約23%為管理層。

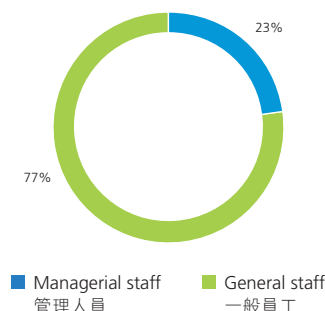
**Employee Distribution by Age**  
僱員的年齡分佈



**Educational Profile**  
教育情況



**Functional Profile**  
職能情況



# Environmental, Social and Governance Report

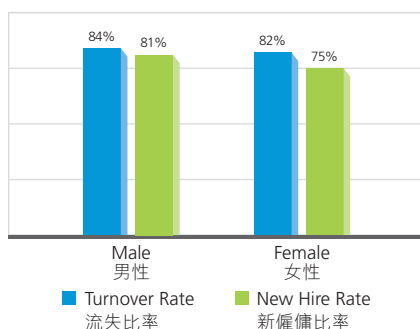
## 環境、社會及管治報告

### OUR PEOPLE (Continued)

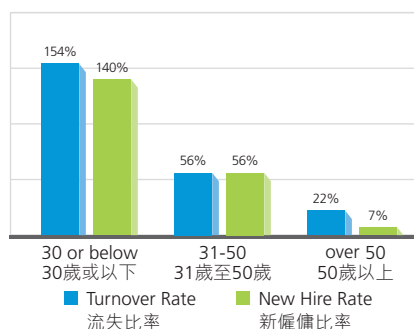
#### Employee Profile (Continued)

The turnover and new hire rates are approximately 83% and 78% respectively for the Year. Such high turnover rate is mainly due to relocation of one of our production plants in 2018. The proportion of employee turnover and new hire by age and gender in 2018 are presented in the graphs below.

Turnover and New Hire Rates  
by Gender Category  
按性別分類的流失比率及新僱傭比率



Turnover and New Hire Rates  
by Age Category  
按年齡分類的流失比率及新僱傭比率



#### Employment Practices

The Group strictly complies with all labour laws and regulations in both Hong Kong and the PRC related to labour standards, including but not limited to the Labour Law of the PRC, the Labour Contract Law of the PRC and the Employment Ordinance of Hong Kong. The Group is certified with SA8000:2014 Social Accountability Certification during the Year, demonstrating its efforts in social performance, especially employees' rights and welfare.

The Group protects human rights of its employees, including employment right, dismissal right, working overtime right, etc. The labour contracts and related policies are based on mutual agreements between the employees and the Group. They can refuse to work overtime or on holidays. For those who do so can receive allowance under the national law. Employees will not be asked to work overtime or at night and undertake work that involves high physical intensity during pregnancy, labour and lactation.

### 員工 (續)

#### 僱員情況 (續)

於本年度，流失比率及新僱傭比率分別約為83%及78%，流失率甚高的主要原因是本集團其中一個生產廠房於二零一八年搬遷。二零一八年按年齡及性別劃分的僱員流失及新僱傭比例如下圖所示。

#### 僱傭常規

本集團嚴格遵守勞工標準的相關香港及中國所有勞工法律及法規，包括但不限於《中華人民共和國勞動法》及《中華人民共和國勞動合同法》及香港《僱傭條例》。本集團於本年度獲得SA8000：2014社會責任認證，證明其在社會績效方面的努力，尤其在僱員權利及福利方面。

本集團保障僱員的人權，包括僱傭權利、解僱權利、加班權利等。僱傭合約及相關政策乃根據僱員與本集團雙方協議釐定。他們可拒絕加班或在假期工作。加班或在假期工作的僱員可按國家法例獲得津貼。懷孕、分娩期及哺乳期之女性僱員不會遭要求加班或夜間工作，及負責體力勞動的工作。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Employment Practices (Continued)

The Group respects each individual, creating a working atmosphere free of discrimination and harassment. Discriminatory acts or motives in all phases of employment on the grounds of race, social status, nationality, religion, gender and other legally protected status are strictly prohibited in the Group. Employees can report to the employee representative of the labour union, senior managerial staff or the Senior Vice President through the grievance redressal system. The personnel without any conflict of interest are assigned for case investigation. Immediate corrective measures are taken and retaliation under any circumstances is not tolerated.

Regarding employee dismissal, financial compensation and injury/disability subsidies are provided in accordance with relevant laws and regulations. In Hong Kong, subject to certain conditions under the Employment Ordinance of Hong Kong (Cap. 57, Laws of Hong Kong), employees employed under a continuous contract for not less than five years are eligible for long service payment. The way of calculating long service payment and the maximum entitlement of employees accord to the Employment Ordinance (Cap. 57, Laws of Hong Kong).

Hiring child labour is strictly prohibited in the Group. Identification documents of new-comers are checked to ensure they are aged 16 or above. If child labour is discovered, the Group schedules them for body check-ups and stop them from working. Such cases are reported to the local labour department. Those under 18 are not allowed to work in positions involving hazardous and dangerous operations or in night shifts.

During the Year, the Group was not aware of any non-compliance with laws and regulations that have a significant impact on the Group relating to employment and labour practices. Nor did the Group identify any incidents relating to the use of child or forced labour.

### 員工 (續)

#### 僱傭常規 (續)

本集團尊重每一個人，營造一個免受歧視及騷擾的工作環境。本集團絕不容忍就種族、社會地位、國籍、宗教、性別及其他受法律保障地位而在各個僱傭階段作出的所有歧視行為或動機。僱員可以透過申訴補救機制向工會僱員代表、高級管理人員或高級副總裁舉報。無利益衝突的人士會獲委派調查事件。本集團會立即採取修正措施，在任何情況下均絕不容許報復行為。

在解僱僱員方面，本集團會根據相關法律及法例提供經濟補償及意外／傷殘賠償。在香港，在香港法例第57章《僱傭條例》若干條件的規限下，按照連續性合約受僱不少於五年的僱員可獲發放長期服務金。僱員之長期服務金及有關最高金額乃根據香港法例第57章《僱傭條例》計算。

本集團絕對禁止聘用童工。新入職者須檢查身份證明文件以確保年齡足16歲或以上。若發現童工，本集團會安排他們接受身體檢查及停止其工作。該等事件會向地方勞工部門申報。18歲以下者不得負責涉及有害及危險工作的崗位或進行夜間工作。

於本年度，本集團並不知悉任何不遵守僱傭及勞工常規且對本集團造成重大影響的法律法規事宜。本集團亦未發現任何與聘用童工或強制勞工有關的事件。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Training and Development

The Group invests in training and development to keep its people abreast of the latest developments in the industry. Training programmes are developed by the Human Resources (HR) Department.

#### Types of Training Programme

Induction & Pre-job Training 就職及職前培訓	Transferee Training 員工轉職培訓	On-the-job Training 在職培訓
<ul style="list-style-type: none"> <li>Company background and policies 公司背景及政策</li> </ul>	<ul style="list-style-type: none"> <li>Operations of the new posts 新職位運作</li> </ul>	<ul style="list-style-type: none"> <li>Company annual targets 公司年度目標</li> </ul>
<ul style="list-style-type: none"> <li>International standards 國際標準</li> </ul>		<ul style="list-style-type: none"> <li>Green products 綠色產品</li> </ul>

The Group encourages internal knowledge transfer by experienced and qualified employees. The department heads deliver courses related to management skills and professional techniques. The trainings on ISO 9001 Quality Management are conducted by qualified professionals. The HR department is responsible for monitoring the completion status of each business unit monthly. The Group subsidises its employees to participate in qualified external training if the internal programmes cannot satisfy with the developmental needs.

In 2018, by both gender and position categories, approximately 96% of the workforce participated in training programmes and received 11 hours of training on average.

#### Occupational Health and Safety

It is the Group's responsibility to provide a safe and healthy working environment to employees. Having a comprehensive safety management system in place helps the Group effectively identify occupational hazards and implement controls to safeguard the well-being of its employees. The Group strictly complies with the occupational health and safety laws and regulations in the PRC, including but not limited to the Work Safety Law of the PRC, the Law of the PRC on the Prevention and Control of Occupational Diseases and the Fire Prevention Law of the PRC.

### 員工 (續)

#### 培訓及發展

本集團投資於培訓及發展，向僱員提供有關業界發展之最新訊息。培訓課程由人力資源部策劃。

#### 培訓課程種類

本集團鼓勵符合資格的資深僱員進行內部知識傳遞，部門主管會提供關於管理技巧及專業技術的課程。ISO 9001質量管理培訓由合資格專業人士負責。人力資源部負責按月監管每個業務部門的完成情況。若內部課程未能滿足發展需要，本集團將資助僱員參加符合資格的外部培訓。

於二零一八年，按性別及職位劃分，約96%員工曾參與培訓課程，平均參與11小時培訓。

#### 職業健康及安全

本集團有責任向僱員提供安全及健康的工作環境。周全而妥善的安全管理系統有助本集團有效識別職業危機及作出控制，以保障僱員身心健康。本集團嚴格遵守中國的職業健康及安全法律及法規，包括但不限於《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》及《中華人民共和國消防法》。

# Environmental, Social and Governance Report

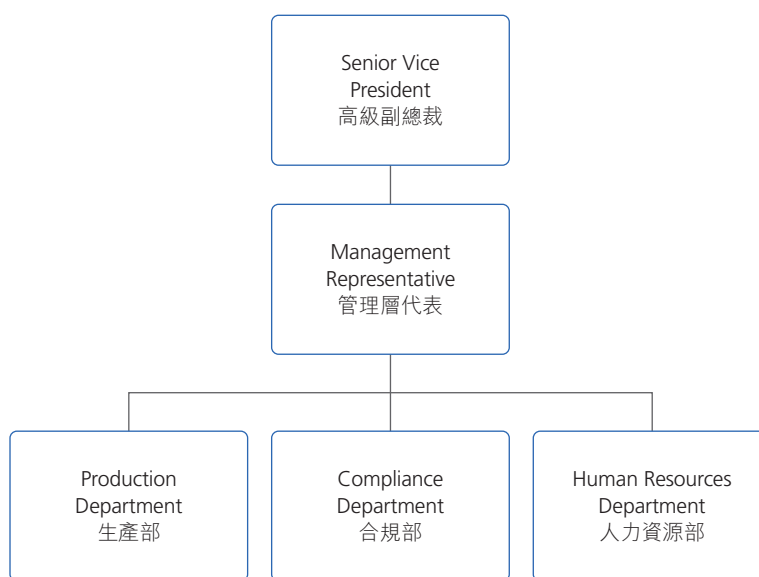
## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Occupational Health and Safety (Continued)

To manage safety related issues in operations, the Group has established an Occupational Health and Safety System, which comprises of representatives from different departments. The Senior Vice President and the Management Representative are responsible for approving the safety evaluation planning and making feasible suggestions based on the current situation respectively.

#### Occupational Health and Safety System Structure



The Management Representative organises the annual occupational safety management evaluation and sets up an Assessment Team. The evaluation is carried out by well-trained internal inspectors on a yearly basis. More frequent evaluations are arranged for special cases. The responsible departments have to adopt corrective and preventive measures if the assessment outcomes are unsatisfactory. The HR department will then follow up the implementation of the corresponding initiatives.

The Group's production sites are certified with Occupational Health and Safety Management System (OHSAS 18001:2007/GB/T 28001-2011). The Group has established an Environmental and Occupational Health and Safety Management Handbook with reference to the international standard.

One of the Group's priorities in promoting health and safety in the workplace is to identify occupational hazards at the early stage. Conducting internal evaluation and safety training carried out by the Production Department, Human Resources Department and Compliance Department respectively. Other departments have to cooperate with them to ensure the Group is in compliance with the relevant laws and regulations.

### 員工 (續)

#### 職業健康及安全 (續)

為管理營運安全的相關事宜，本集團已設立由不同部門代表組成的職業健康及安全系統。高級副總裁及管理層代表分別負責通過安全評估規劃及根據現行情況提供可行建議。

#### 職業健康及安全系統架構

管理層代表組織年度職業安全管理評估及成立評估小隊，由訓練有素的內部調查員進行年度評估，在特別情況下，會安排更頻密的評估。若評估結果欠佳，負責部門須採納修正及防範措施。人力資源部會跟進執行相應措施事宜。

本集團的生產場地符合職業健康及安全管理體系(OHSAS 18001:2007/GB/T 28001-2011)。本集團已參考國際標準制訂環境及職業健康及安全管理手冊。

本集團推廣工作場地健康及安全的首要工作之一是及早找出職業危機。生產部、人力資源部及合規部分別負責進行內部評估及安全培訓，其他部門須與該等部門合作，確保本集團符合相關法律及法規。

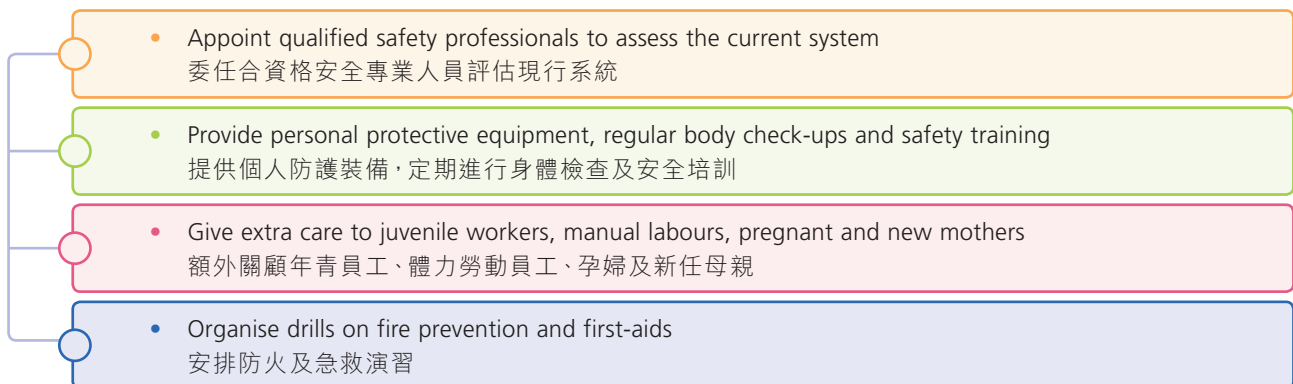
# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Occupational Health and Safety System Structure (Continued)

When there are critical changes in the production activities or there are new related laws and regulations, the Group evaluates the potential occupational hazards and implement the corresponding measures for minimising the risk. The Safety Officer is responsible for establishing and implementing the Safety Planning for the Group. It aims at safeguarding employees from occupational incidents. The key highlights of the planning are listed as below:



There were 14 work-related incidents and the number of lost days due to work injuries was 258 for 2018, which was higher than 2017 (5 incidents and 206 lost days). There were no work-related fatalities reported. During the Year, the Group was not aware of any non-compliance of relevant laws and regulations that have a significant impact on the Group relating to providing a safe working environment and protection of employees from occupational hazards.

### 員工 (續)

#### 職業健康及安全系統架構 (續)

當生產活動出現重大改變或出現相關新法律及法規，本集團會評估潛在職業危機並執行相應措施以減少風險。安全主任負責為本集團制訂及執行安全規劃，目的是保障員工免於發生職業意外。規劃的重點如下表所示：

於二零一八年，工作相關事故共14宗，因工傷損失工作日數共258天，高於二零一七年（事故共5宗及損失工作日數共206天）。未有發生工作相關死亡事故。於本年度，本集團並不知悉任何不遵守有關提供安全工作環境及保障僱員免受職業危害且對本集團造成重大影響的法律法規事宜。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

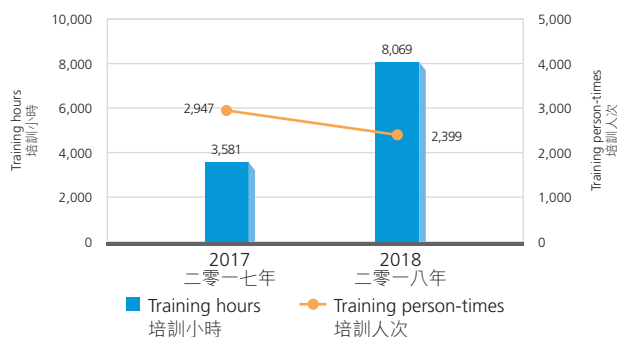
### OUR PEOPLE (Continued)

#### Occupational Health and Safety System Structure (Continued)

##### Safety Training

Safety training forms an integral part of the Group's safety management. Safety related issues are communicated both externally and internally. The Procurement Department delivers occupational health and safety policies to suppliers and contractors. The Group organises safety training on a regular basis and posts updates of the relevant internal policies promptly to employees.

Safety Training  
安全培訓



The HR department conducts safety training programmes for all employees on the Group's relevant policies regularly to ensure awareness about occupational safety is enhanced. The managerial staff have to understand the relevant laws and regulations before monitoring the internal safety system. The Group arranges specific training for employees working in positions with higher potential risks and new-comers so that they understand safety requirements of their respective positions and are well-prepared.

During the Year, the Group organised approximately a total of 2,399 person-times and 8,069 hours of safety training.

### 員工 (續)

#### 職業健康及安全系統架構 (續)

##### 安全培訓

安全培訓乃本集團安全管理的重要部份，而安全相關事宜會向內部及外界傳達。採購部向供應商及承包商講解職業健康及安全政策。本集團定期安排安全培訓並即時向僱員公布相關內部政策的更新。

人力資源部就本集團相關政策定期為全體僱員舉辦安全培訓課程，以確保加強職業安全意識。管理層員工須先行理解相關法律及法例，方可監察內部安全體系。本集團為在潛在危機較高崗位工作的僱員及新入職者安排特別培訓，讓他們理解相關崗位的安全要求及為此作充份準備。

於本年度，本集團共進行了約2,399人次及8,069小時的安全培訓。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Employee Engagement

The Group strives to ensure work-life balance for its employees. During the Year, the Group organised trips which helped strengthen the bonding among them as well as their sense of belonging to the Group.

The Group strives to fulfil its share of social responsibility amid the pursuit of business growth. During the Year, the Group donated approximately HK\$575,000 in community investment, of which approximately HK\$112,000 donated to the employment security fund for the disadvantaged group in the PRC supporting the development and employment of the physically disadvantaged. The Group will continue to implement the philosophy of “taking from society and giving back to society”.

### 員工 (續)

#### 員工參與

本集團積極確保員工在工作與生活達致平衡。於本年度，本集團安排了多次旅行，有助加強員工之間的聯繫及對本集團的歸屬感。

本集團致力追求業務增長之餘，亦履行其社會責任。於本年度，本集團於社區投資捐出約575,000港元，當中約112,000港元捐予中國殘疾人士組織的就業保障金，支援傷殘人士的發展及就業。本集團將繼續貫徹「取諸社會並用諸社會」的理念。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

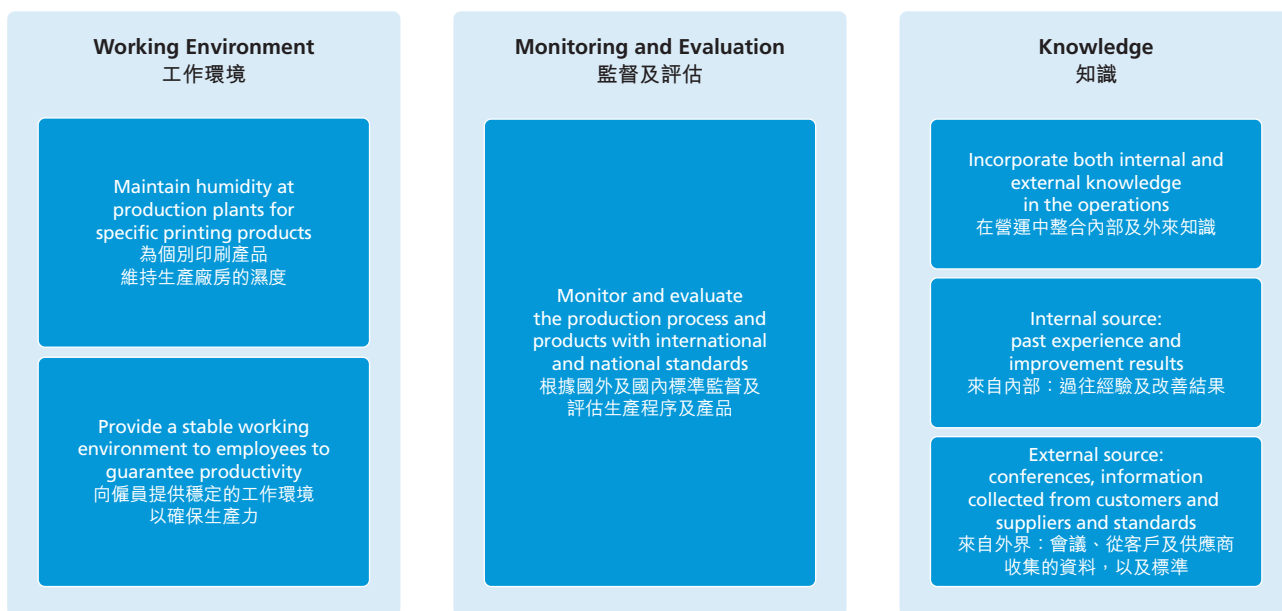
### OPERATING PRACTICES

The Group is dedicated to delivering consistent and quality products and services to customers and collaborating with suppliers to create win-win outcomes.

#### Product Responsibility

The Group has established an ISO 9001:2015 certified internal quality management system. Led by the Senior Vice President, the system covers three aspects, namely working environment, monitoring and evaluation and knowledge, regulating the Group's daily operations for the purpose of providing quality products and services to its customers.

#### Internal Quality Management System



A quality target is set annually for different departments, covering approximately 50 items. The Quality Management Department is responsible for collecting the related data on a monthly basis and suggesting corresponding corrective measures on aspects for which the targets are not met.

### 營運常規

本集團致力向客戶提供一致的優質產品及服務，並與供應商合作達致雙贏結果。

### 產品責任

本集團已成立內部質量管理系統，並獲 ISO 9001:2015 認證，由高級副總裁領導的系統分為三個範疇，包括工作環境、監察及評估，以及知識，以監管本集團日常營運，為客戶提供優質產品及服務。

### 內部質量管理系統

各部門每年訂立不同質量目標，涉及約 50 個項目。質量管理部負責按月收集有關資料，如有未能達標的項目，則會建議相應修正措施。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OPERATING PRACTICES (Continued)

#### Internal Quality Management System (Continued)

##### Customer Satisfaction

Regular communications with customers is essential for maintaining a high level of customer satisfaction. Before commencement of production, the Group understands its customers' environmental requirements and applies the one with higher standards when comparing with internal requirements. The Production Department verifies the working procedures and materials before production commences.

During the process, the Customer Service (CS) Department communicates closely with customers if the semi-finished or final products cannot meet their quality or environmental requirements. The CS Department then requests the responsible departments to reproduce the products and the quality assurance personnel carry out sample quality checking.

The Group has developed a recall system for handling cases of defective products. All recalled products are scrapped. Details of such cases are recorded for future reference and the Group will take proper corrective measures to prevent reoccurrence. In 2018, there were 21 complaints received and all were settled.

The Operations Department conducts surveys on a yearly basis to assess customer satisfaction on the Group's products, services, quality and timely delivery. The Group follows up to address areas with unsatisfactory performance promptly.

#### Customer Communications during the Sales Process



#### 營運常規 (續)

##### 內部質量管理系統 (續)

##### 客戶滿意度

與客戶定期溝通是令客戶感到稱心滿意的關鍵。於開始生產前，本集團會了解客戶的環境要求，並與內部要求比對後採用較高的標準。生產部在開始生產前會驗證工作程序及材料。

在此過程中，若半製成品或製成品未能符合客戶對質量或環境的要求，客戶服務部會與客戶緊密溝通，並會要求負責部門重新生產產品，由質量保證人員進行抽樣質量檢查。

本集團已制訂回收制度處理不合格產品。所有回收產品均會報廢。該等事件的資料會記錄作日後參考之用，而本集團將採取合適糾正措施以避免再次發生。於二零一八年，本集團接獲21宗投訴並已完全解決。

營運部按年進行調查，評估客戶對本集團產品、服務、質量及適時交付的滿意度。本集團會立即跟進處理表現未如理想的範疇。

#### 銷售過程期間與客戶溝通

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OPERATING PRACTICES (Continued)

#### Supply Chain Management

There were 815 suppliers and sub-contractors of the Group in 2018, and almost all of them are located in the PRC. The Group has formulated a comprehensive mechanism for selection and evaluation of suppliers and sub-contractors.

Recognising the social and environmental impacts that may ensue along the supply chain, the Group is committed to minimising such risks in collaboration with its suppliers. When selecting suppliers, the Group evaluates them based on criteria that include social responsibility, chemical safety, security management, green procurement and quality system assessment.

#### Supplier Assessment Criteria



The new suppliers and sub-contractors have to undergo the first quality check of samples by the Quality Management Department. An on-site evaluation is then carried out in order to become the Group's qualified suppliers and sub-contractors. They are assessed on their price competitiveness, timely delivery, technical support and partnership with the Group monthly. For the main raw materials suppliers and sub-contractors with lower risk, an on-site evaluation is conducted every two years, while it is on a yearly basis for those with higher risk.

The Quality Management Department engages with suppliers who have unsatisfactory results and maintains close evaluation. If the suppliers and sub-contractors do not make significant improvement within an assigned period of time, the Group terminates the cooperation relationship with them.

### 營運常規 (續)

#### 供應鏈管理

於二零一八年，本集團有815個供應商及分包商，絕大部份位處中國。本集團已制訂甄選及評估供應商及分包商的完善機制。

本集團知悉供應鏈可能會對社會及環境帶來衝擊，故致力與供應商合作儘量降低該等風險。本集團甄選供應商時會參照多項準則，包括社會責任、化學品安全、保安管理、綠色採購及品質系統評估。

#### 評估供應商的準則

- European and US Standards 歐洲及美國標準
- Sony Standard 索尼標準
- Panasonic Standard 松下標準
- Waste/rubbish classification 廢物／垃圾分類
- Emergency Plan 應急計劃
- Material Safety Data Sheet (MSDS) 物料安全數據表
- Security management system 保安管理系統
- Control the process of storage and transportation of goods 貨物儲存及運輸程序控制
- Control the personnel in and out of factory 人員進出工廠控制
- Certification of ISO 9001 ISO 9001 認證
- Quality management measures 品質管理措施
- Prohibition of child labour, forced labour and prison labour 禁止聘用童工、強制勞工及監獄勞工
- Safety Management 安全管理

新供應商及分包商須接受由質量管理部進行的首次抽樣質量檢查，而成為本集團合資格供應商及分包商前，須先行接受現場評估。本集團會按月評估該等供應商及分包商的價格競爭力、適時交付能力、技術支援及與本集團的合作關係。對於低風險的主要原材料供應商及分包商，則會每兩年進行現場評估一次，高風險者則每年一次。

質量管理部會與評核結果未如理想的供應商接觸並保持緊密評估。若供應商及分包商在指定時間內未有顯著改善，本集團會終止與該等的合作關係。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OPERATING PRACTICES (Continued)

#### Anti-corruption

The Group has high expectations of its staff in terms of integrity and honesty. In complying with the Anti-Unfair Competition Law of the PRC and the Criminal Law of the PRC, all forms of corruption such as bribery, extortion, fraud and money laundering are strictly prohibited in the Group.

Anti-corruption standards have been incorporated in the Group's policies and these are communicated to employees as well as external stakeholders. Employees are strictly prohibited from using any of the Group's information to exchange for personal benefits or receiving any forms of bribe from its business partners. In case of any monetary or non-monetary gifts received in consideration of the relationship with external parties that cannot be rejected, responsible persons must report the case to the HR Department and return the concerned gifts within a week.

The Group has established a whistle-blowing mechanism to allow stakeholders to report suspected activities in a confidential manner. Reported cases are subject to independent investigations and are followed up properly. The concerned person may be terminated if the cases are justified. Retaliation on the complainants is strictly prohibited. The respective departments have to formulate advice on improvement to prevent future incidents.

During the Year, the Group was not aware of any non-compliance relating to bribery, extortion, fraud and money laundering that have a significant impact to the Group.

#### Data Protection and Privacy

Data security is key to a trusting relationship between the Group and its business partners. Data privacy policies are applicable to both internal and external stakeholders. External parties, such as clients and suppliers, are prohibited to visit confidential production areas without being accompanied by staff, preventing leakage of products details which have not yet been launched. For every order received, the Group signs a confidentiality agreement with its clients. Responsible person from every department designates to follow up the whole production process.

### 營運常規 (續)

#### 反貪污

本集團對員工的誠信及忠誠期望甚高。除遵守《中華人民共和國反不正當競爭法》及《中華人民共和國刑法》外，本集團嚴禁賄賂、勒索、欺詐及洗錢等所有形式的貪污行為。

本集團的政策已加入反貪污標準，並已向僱員及外部持份者傳達有關資訊。僱員嚴禁利用本集團任何資訊與其商業夥伴換取個人利益或收受任何形式的賄賂。若因與外界各方的關係而收取不能拒絕的金錢或非金錢禮物，負責人士須向人力資源部報告事件並於一週內送回相關禮物。

本集團已設立舉報機制，容許持份者秘密舉報可疑活動。經舉報事件會進行獨立調查並妥為跟進。若事件屬實，涉事人物會被解僱，並嚴格禁止向舉報人報復。相關部門須制訂改善建議以免日後再發生同類事件。

於本年度，本集團並不知悉任何有關賄賂、勒索、欺詐及洗錢且對本集團產生重大影響的不合規事宜。

#### 資料保障及私隱

資料保安乃本集團與其商業夥伴建立互信的關鍵。資料私隱政策適用於內部及外部持份者。除非有職員陪同，否則客戶及供應商等外界人士不得參觀機密生產區域，以避免洩漏尚未推出市場產品的資料。就每張訂單而言，本集團與其客戶簽訂保密協議。每個部門均須指定一名負責人跟進整個生產過程。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OPERATING PRACTICES (Continued)

#### Anti-corruption (Continued)

##### *Data Protection and Privacy (Continued)*

Employees are subject to the Employee Code of Ethics which prohibits them from disclosing or publishing any confidential documents of the Group and the confidentiality obligation remains valid after termination of services also. Confidential products are handled by appointed personnel during the whole production process to protect them from data leakage. Training in relation to data protection and privacy is arranged by the HR department regularly to enhance their awareness.

##### *Intellectual Property Rights*

As part of the Group's ongoing efforts to stay ahead of market trends, the Group continually allocates resources for innovation. During the Year, the Group obtained 3 patents. The Group values intellectual property rights and exercises stern control for protecting intellectual properties of its own as well as those of other parties. The customers, suppliers and other related parties of the Group can only legally use the patents, trademarks, technologies and other intellectual property rights owned by the Group with its authorisation. The Group did not infringe any intellectual property rights during the Year.

During the Year, the Group was not aware of any incidents of non-compliance with laws and regulations that have a significant impact on the Group relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redressal.

#### 營運常規 (續)

#### 反貪污 (續)

##### *資料保障及私隱 (續)*

僱員須遵守《員工道德規範守則》，有關守則禁止他們披露或發佈本集團任何保密文件，且即使僱員已離職，保密責任仍然有效。機密產品在整個生產過程均由經委任人士處理，以免洩漏資料。人力資源部定期安排有關資料保障及私隱的培訓，以加強僱員的意識。

##### *知識產權*

本集團為保持領導市場走勢的能力，其中一項條件就是不斷配撥資源作創新之用。於本年度，本集團獲得3項專利。本集團重視知識產權，並為保護本身及其他各方之知識產權而嚴加管制。本集團的客戶、供應商及其他相關方須經本集團授權方可合法使用本集團擁有的專利、商標、技術及其他知識產權。於本年度內，本集團並無侵犯任何知識產權。

於本年度，本集團並不知悉任何有關所提供產品及服務的健康及安全、廣告、標籤、私隱事宜及補償方法且對本集團造成重大影響的違反法律法規事宜。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### PERFORMANCE DATA SUMMARY

### 表現數據概要

		Unit 單位	2018 二零一八年	2017 二零一七年
Environment 環境	<b>Total Energy Consumption</b> 能源消耗總量	GJ 千兆焦耳	63,728.60	59,994.75
	Energy consumption intensity 能耗密度	GJ/HKD ('000) 千兆焦耳/港元(千)	0.12	0.13
	Electricity 電力	kWh 千瓦時	15,385,896.00	14,355,885.00
	Natural gas 天然氣	m <sup>3</sup> 立方米	178,818.00	156,537.14
	Diesel 柴油	litres 公升	0.00	29,576.19
	Petrol 汽油	litres 公升	43,234.56	36,410.39
	<b>Water Consumption</b> 耗水量	tonnes 噸	168,961.25	156,081.00
	Water consumption intensity 耗水密度	tonnes/HKD ('000) 噸/港元(千)	0.32	0.34
	<b>Packaging Material</b> 包裝物料			
	Paper 紙張	tonnes 噸	1,335.18	9,511.84
	Plastic 塑料	tonnes 噸	584.18	553.62
	Metal 金屬	tonnes 噸	2.00	0.60
	<b>GHG Emissions</b> 溫室氣體排放			
	Scope I: direct carbon emissions 範圍I: 直接碳排放	tCO <sub>2</sub> e 噸二氧化碳當量	615.08	517.73
	Scope II: indirect carbon emissions 範圍II: 間接碳排放	tCO <sub>2</sub> e 噸二氧化碳當量	13,195.34	12,133.93
	Total GHG emissions 溫室氣體排放總量	tCO <sub>2</sub> e 噸二氧化碳當量	13,810.42	12,651.65
	Total GHG emission intensity 溫室氣體排放密度總量	tCO <sub>2</sub> e/HKD ('000) 噸二氧化碳當量/ 港元(千)	0.03	0.03
	<b>Air Pollutant</b> 空氣污染物			
	SO <sub>x</sub> 硫氧化物	kg 公斤	0.64	1.01
	NO <sub>x</sub> 氮氧化物	kg 公斤	82.01	80.72
PM 懸浮顆粒	kg 公斤	7.30	7.09	
VOCs 揮發性有機化合物	tonnes 噸	0.03	-	

# Environmental, Social and Governance Report

## 環境、社會及管治報告



### PERFORMANCE DATA SUMMARY (Continued)

### 表現數據概要 (續)

		Unit 單位	2018 二零一八年	2017 二零一七年
Environment 環境	<b>Waste</b> 廢棄物			
	Hazardous waste 有害廢棄物	tonnes 噸	12.38	10.79
	Hazardous waste intensity 有害廢棄物密度	kg/HKD ('000) 公斤/港元(千)	0.02	0.02
	Non-hazardous waste 無害廢棄物	tonnes 噸	203.00	660.71
	Non-hazardous waste intensity 無害廢棄物密度	kg/HKD ('000) 公斤/港元(千)	0.39	1.44
	Effluent 污水	tonnes 噸	29,502.30	25,688.00
	Effluent intensity 污水密度	tonnes/HKD ('000) 噸/港元(千)	0.06	0.06
Workforce Demographics 勞動力人數統計	<b>Total Headcount</b> 員工總額		1,597	1,537
	<b>By Geographical Region</b> 按地區			
	PRC 中國	no. of employees 僱員人數	1,498	1,460
	Hong Kong 香港		99	77
	<b>By Age</b> 按年齡			
	30 or Below 30歲或以下	no. of employees 僱員人數	467	362
	31-50 31歲至50歲		1,062	1,128
	Above 50 50歲以上		68	47
	<b>By Gender</b> 按性別			
	Male 男性	no. of employees 僱員人數	850	828
	Female 女性		747	709
	<b>By Educational Background</b> 按教育背景			
	Undergraduate degree or above 本科學位或以上	no. of employees 僱員人數	218	122
Below tertiary education 大專以下	1,379		1,415	

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### PERFORMANCE DATA SUMMARY (Continued)

### 表現數據概要 (續)

	Unit 單位	2018 二零一八年	2017 二零一七年	
Workforce Demographics 勞動力人數統計	<b>By Professional Profile</b> 按職能			
	Management 管理人員	no. of employees 僱員人數	364	286
	General staff 一般員工		1,233	1,251
	<b>Employee Turnover Rate</b> 僱員流失比率			
	Total 總額		83%	–
	<b>By Age</b> 按年齡			
	30 or Below 30歲或以下		154%	177%
	31-50 31歲至50歲		56%	44%
	Above 50 50歲以上		22%	66%
	<b>By Gender</b> 按性別			
	Male 男性		84%	–
	Female 女性		82%	–
	<b>Employee New Hire Rate</b> 僱員新僱備比率			
	Total 總額		78%	–
	<b>By Age</b> 按年齡			
	30 or Below 30歲或以下		140%	154%
	31-50 31歲至50歲		56%	42%
	Above 50 50歲以上		7%	9%
	<b>By Gender</b> 按性別			
	Male 男性		81%	68%
	Female 女性		75%	67%

# Environmental, Social and Governance Report

## 環境、社會及管治報告



### PERFORMANCE DATA SUMMARY (Continued)

### 表現數據概要 (續)

		Unit 單位	2018 二零一八年	2017 二零一七年
Training and Development 培訓及發展	Percentage of employees trained 受訓僱員百分比		96%	–
	Average training hours per person 每人平均培訓時數	hour 小時	11.00	–
Health and Safety 健康及安全	Work-related incident 工作相關事故	case 宗數	14.00	5.00
	Lost days due to work-related injury 工傷損失工作日數	day 天	258	206
	Work-related fatalities 工作相關死亡人數	no. of employees 僱員人數	0	0
	Number of employees participating in safety training 參與安全培訓僱員數目	person-times 人次	2,399	2,947
	Total safety training hour 安全培訓總時數	hour 小時	8,069	3,581
Community Investment 社區投資	Hours contributed to volunteer work 參與義工時數	hour 小時	–	1,600
	Donations 捐款	HK\$ 港元	575,000	192,000

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### HKEX ESG CONTENT INDEX

### 聯交所環境、社會及管治內容指引

Key Performance Indicators (KPIs) 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section/Remarks 章節／備註	
<b>A. Environmental</b> <b>A. 環境</b>			
<b>Aspect A1:</b> <b>Emissions</b> 層面A1： 排放物	<b>General Disclosure</b> Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. <b>一般披露</b> 有關氣體及溫室氣體排放、向水及土地排污、有害及無害廢棄物的產生的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Environmental Management 環境管理	
	<b>KPI A1.1</b> 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據	Emission Control – Air Emissions 排放控制－空氣排放物
	<b>KPI A1.2</b> 關鍵績效指標A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity. 溫室氣體總排放量（以噸計算）及密度（如適用）。	Emission Control – GHG Emissions 排放控制－溫室氣體排放
	<b>KPI A1.3</b> 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity. 所產生有害廢棄物總量（以噸計算）及密度（如適用）。	Effluent and Waste Management 污水及廢棄物管理
	<b>KPI A1.4</b> 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity. 所產生無害廢棄物總量（以噸計算）及密度（如適用）。	Effluent and Waste Management 污水及廢棄物管理
	<b>KPI A1.5</b> 關鍵績效指標A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Emission Control 排放控制
	<b>KPI A1.6</b> 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Effluent and Waste Management 污水及廢棄物管理



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### HKEX ESG CONTENT INDEX (Continued)

### 聯交所環境、社會及管治內容指引 (續)

Key Performance Indicators (KPIs) 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section/Remarks 章節／備註	
<b>Aspect A2: Use of Resources</b> 層面A2： 資源使用	<b>General Disclosure</b> Policies on the efficient use of resources, including energy, water and other raw materials. 一般披露 有效使用資源（包括能源、水及其他原材料）的政策。	Environmental Management 環境管理	
	<b>KPI A2.1</b> 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type in total (kWh in '000s) and intensity. 按類型劃分的直接及／或間接能源消耗量（以千個千瓦時計算）及密度。	Resources Conservation – Energy 節約資源－能源
	<b>KPI A2.2</b> 關鍵績效指標A2.2	Water consumption in total and intensity. 總耗水量及密度。	Resources Conservation – Water 節約資源－水資源
	<b>KPI A2.3</b> 關鍵績效指標A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Resources Conservation – Energy 節約資源－能源
	<b>KPI A2.4</b> 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源可有任何問題，以及提升用水效益計劃及所得成果。	Resources Conservation – Water 節約資源－水資源
	<b>KPI A2.5</b> 關鍵績效指標A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料總量（以噸計算）及每生產單位佔量（如適用）。	Resources Conservation – Paper and Packaging Materials 節約資源－紙張及包裝材料
<b>Aspect A3: The Environment and Natural Resources</b> 層面A3： 環境及天然資源	<b>General Disclosure</b> Policies on minimizing the issuers' significant impact on the environment and natural resources. 一般披露 減低發行人對環境及天然資源造成重大影響的政策。	Noise Management, Promote Green Products 噪音管理、推廣綠色產品	
	<b>KPI A3.1</b> 關鍵績效指標A3.1	Description of significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Noise Management, Promote Green Products 噪音管理、推廣綠色產品

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### HKEX ESG CONTENT INDEX (Continued)

### 聯交所環境、社會及管治內容指引 (續)

Key Performance Indicators (KPIs) 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section/Remarks 章節／備註
<b>B. Social</b> B. 社會		
<b>Aspect B1: Employment</b> 層面B1： 僱傭	<p><b>General Disclosure</b> Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.</p> <p><b>一般披露</b> 有關賠償及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	Employment Practices 僱傭常規
<b>KPI B1.1</b> 關鍵績效 指標B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	Employee Profile 僱員情況
<b>KPI B1.2</b> 關鍵績效 指標B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Employee Profile 僱員情況

# Environmental, Social and Governance Report

## 環境、社會及管治報告



### HKEX ESG CONTENT INDEX (Continued)

### 聯交所環境、社會及管治內容指引 (續)

Key Performance Indicators (KPIs) 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section/Remarks 章節／備註	
<b>Aspect B2: Health and Safety</b> 層面B2： 健康與安全	<b>General Disclosure</b> Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. <b>一般披露</b> 有關提供安全工作環境及保障僱員免受職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Occupational Health and Safety 職業健康及安全	
	<b>KPI B2.1</b> 關鍵績效指標B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率	Occupational Health and Safety 職業健康及安全
	<b>KPI B2.2</b> 關鍵績效指標B2.2	Lost days due to work injury. 因工傷損失工作日數	Occupational Health and Safety 職業健康及安全
	<b>KPI B2.3</b> 關鍵績效指標B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Occupational Health and Safety 職業健康及安全
<b>Aspect B3: Development and Training</b> 層面B3： 發展及培訓	<b>General Disclosure</b> Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. <b>一般披露</b> 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Training and Development 培訓及發展	
	<b>KPI B3.1</b> 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。	Training and Development 培訓及發展
	<b>KPI B3.2</b> 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成的受訓平均時數。	Training and Development 培訓及發展

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## 環境、社會及管治報告

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### 聯交所環境、社會及管治內容指引 (續)

Key Performance Indicators (KPIs) 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section/Remarks 章節／備註	
<b>Aspect B4: Labour Standards</b> 層面B4： 勞工準則	<b>General Disclosure</b> Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child or forced labour. <b>一般披露</b> 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Employment Practices 僱傭常規	
	<b>KPI B4.1</b> 關鍵績效 指標B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討僱傭常規的措施以避免童工及強制勞工。	Employment Practices 僱傭常規
	<b>KPI B4.2</b> 關鍵績效 指標B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Employment Practices 僱傭常規
<b>Aspect B5: Supply Chain Management</b> 層面B5： 供應鏈管理	<b>General Disclosure</b> Policies on managing environmental and social risks of the supply chain <b>一般披露</b> 管理供應鏈的環境及社會風險政策。	Supply Chain Management 供應鏈管理	
	<b>KPI B5.1</b> 關鍵績效 指標B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目	Supply Chain Management 供應鏈管理

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## 環境、社會及管治報告

### HKEX ESG CONTENT INDEX (Continued)

### 聯交所環境、社會及管治內容指引 (續)

Key Performance Indicators (KPIs) 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section/Remarks 章節／備註
<b>Aspect B6: Product Responsibility</b> 層面B6： 產品責任	<p><b>General Disclosure</b> Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.</p> <p><b>一般披露</b> 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	Product Responsibility 產品責任
<b>KPI B6.2</b> 關鍵績效 指標B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及處理方法。	Customer Satisfaction 客戶滿意度
<b>KPI B6.3</b> 關鍵績效 指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的常規。	Intellectual Property Protection 保障知識產權
<b>KPI B6.4</b> 關鍵績效 指標B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Customer Satisfaction 客戶滿意度
<b>KPI B6.5</b> 關鍵績效 指標B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Data Protection and Privacy 資料保障及私隱



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### HKEX ESG CONTENT INDEX (Continued)

### 聯交所環境、社會及管治內容指引 (續)

Key Performance Indicators (KPIs) 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section/Remarks 章節／備註	
<b>Aspect B7:</b> <b>Anti-corruption</b> 層面B7： 反貪污	<b>General Disclosure</b> Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. <b>一般披露</b> 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Anti-corruption 反貪污	
	<b>KPI B7.1</b> <b>關鍵績效指標B7.1</b>	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Anti-corruption 反貪污
	<b>KPI B7.2</b> <b>關鍵績效指標B7.2</b>	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	Anti-corruption 反貪污
<b>Aspect B8:</b> <b>Community Investment</b> 層面B8： 社區投資	<b>General Disclosure</b> Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. <b>一般披露</b> 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Employee Engagement 員工參與	
	<b>KPI B8.1</b> <b>關鍵績效指標B8.1</b>	Focus areas of contribution. 專注貢獻範疇。	Employee Engagement 員工參與
	<b>KPI B8.2</b> <b>關鍵績效指標B8.2</b>	Resources contributed to the focus area. 在專注範疇所動用資源。	Employee Engagement 員工參與

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

# Deloitte.

# 德勤

TO THE SHAREHOLDERS OF NEWAY GROUP HOLDINGS LIMITED  
(incorporated in Bermuda with limited liability)

致Neway Group Holdings Limited  
中星集團控股有限公司 \*股東  
(於百慕達註冊成立之有限公司)

## OPINION

We have audited the consolidated financial statements of Neway Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 125 to 305, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

## BASIS FOR OPINION

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

## 意見

本核數師(以下簡稱「我們」)已審計列載於第125頁至第305頁的Neway Group Holdings Limited中星集團控股有限公司\*(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於二零一八年十二月三十一日的綜合財務狀況報表與截至該日止年度的綜合損益及其他全面收入報表、綜合權益變動表及綜合現金流量報表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零一八年十二月三十一日的綜合財務狀況,以及其於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。

## 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則項下承擔的責任在本報告「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佈的《專業會計師道德守則》(「守則」),我們獨立於貴集團,並已履行守則中的其他道德責任。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。

\* 僅供識別

# Independent Auditor's Report

## 獨立核數師報告

### 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.

Key audit matter	How our audit addressed the key audit matter
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#### *Valuation of investment properties*

We identified the valuation of investment properties as a key audit matter due to the inherent level of complex and subjective judgement and estimates required in determining the fair values.

The Group's investment properties portfolio comprises commercial and industrial properties located in Hong Kong and the PRC and is stated at fair value of HK\$239,199,410 as at 31 December 2018 with a fair value gain of HK\$10,942,146 recognised in the consolidated statement of profit or loss and other comprehensive income for the year then ended.

Our procedures in relation to the valuation of investment properties included:

- Evaluating the competence, capabilities and objectivity of the valuers and obtaining an understanding of the valuers' scope of work and their terms of engagement;

### 關鍵審計事項

關鍵審計事項是我們的專業判斷，認為對審計本期綜合財務報表最為重要的事項。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。

關鍵審計事項	我們的審計如何對關鍵審計事項進行處理
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#### *投資物業的估值*

我們認為投資物業的估值為關鍵審計事項，此乃由於釐定公平值時需要無可避免地作出複雜及主觀的判斷及估計。

貴集團的投資物業組合包括位於香港及中國的商業及工業物業，並以於二零一八年十二月三十一日的公平值239,199,410港元列值，並於截至當日止年度的綜合損益及其他全面收入報表內確認公平值收益10,942,146港元。

我們有關投資物業的估值的程序包括：

- 評估估值師的資格、能力及客觀性，以及了解估值師的工作範圍及彼等的委聘條款；

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

Key audit matter	How our audit addressed the key audit matter
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#### *Valuation of investment properties* (Continued)

The Group's investment properties are measured using the fair value model based on a valuation performed by independent qualified professional valuers. As disclosed in notes 4 and 16 to the consolidated financial statements, in determining the fair values of the Group's investment properties, the valuers have applied income capitalisation approach or direct comparison approach, as appropriate, for respective properties, which involve, inter-alia, certain estimates, including appropriate capitalisation rates, reversionary income potential and market transactions of comparable properties, as appropriate.

- Evaluating the appropriateness of the valuers' valuation approaches to assess if they meet the requirements of the HKFRSs and industry norms;
- Challenging the reasonableness of the key assumptions and appropriateness of valuation models applied based on available market data and our knowledge of the property industry and whether the assumptions and methodologies are consistent with the bases used in prior year; and
- Assessing the reasonableness of key inputs used in the valuation, on a sample basis, by checking to the publicly available information on market transactions of comparable properties, comparing rental income, terms of existing leases to the existing lease summaries of the Group and evaluating whether capitalisation rates adopted are comparable to the market.

### 關鍵審計事項 (續)

關鍵審計事項	我們的審計如何對關鍵審計事項進行處理
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#### *投資物業的估值* (續)

貴集團的投資物業乃使用公平值模式，根據獨立合資格專業估值師所進行的估值計量。誠如綜合財務報表附註4及16所披露，於釐定貴集團投資物業的公平值時，估值師已對該等物業應用收入資本法或直接比較法（視何者適用），當中涉及（其中包括）若干估計（包括合適的資本化率、復歸收入潛力及可資比較物業之市場交易（如適用））。

- 評估估值師所採用的估值方法是否適當，以評估彼等是否符合香港財務報告準則及行業慣例；
- 根據可得的市場數據及我們對物業行業的認識以及假設及方法是否與上年所用基準一致，對所應用的主要假設的合理性及估值模型的適合性提出質疑；及
- 透過核對可資比較物業市場交易的公開可得資料、將現有租約租金收入、條款與貴集團現有租約概要進行比較，抽樣評定估值所使用的主要輸入數據的合理性，以及評估所採用的資本化率是否與市場可資比較者相若。

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

Key audit matter	How our audit addressed the key audit matter
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#### *Net realisable value assessment of properties under development for sale*

We identified the net realisable value assessment of properties under development for sale as a key audit matter because of the management's judgement and estimate involved in the net realisable value assessment for the relevant project.

Included in the consolidated statement of financial position are the properties under development for sale amounted to HK\$43,325,216 as at 31 December 2018, which is stated at the lower of cost and net realisable value.

As set out in note 4 to the consolidated financial statements, management has estimated the net realisable value assessment of the Group's properties under development for sale with reference to the comparable market transactions in similar locations.

Our procedures in relation to evaluating the appropriateness of the management's net realisable value assessment of properties under development for sale included:

- Discussing with management to obtain an understanding of the net realisable value assessment;
- Evaluating the appropriateness of the comparable market transactions in similar locations identified by the management; and
- Obtaining legal opinion on whether there is any restrictions for the Group to realise the properties under development for sale pursuant to the Updated Freeze Order (as defined in note 22 to the consolidated financial statements).

### 關鍵審計事項 (續)

關鍵審計事項	我們的審計如何對關鍵審計事項進行處理
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#### 對待售發展中物業的可變現淨值評估

我們認為待售發展中物業的可變現淨值為關鍵審計事項，因為相關項目的可變現淨值評估涉及管理層判斷及評估。

綜合財務狀況報表包括於二零一八年十二月三十一日的待售發展中物業43,325,216港元，其乃以成本及可變現淨值之較低者列賬。

誠如綜合財務報表附註4所載，管理層通過參考相若位置的可資比較市場交易，估計貴集團待售發展中物業的可變現淨值評估。

我們有關評估管理層對待售發展中物業的可變現淨值評估是否適當的程序包括：

- 與管理層討論，以了解可變現淨值評估；
- 評估管理層識別的相若位置可資比較市場交易是否適當；及
- 就貴集團根據更新凍結令（定義見綜合財務報表附註22）將待售發展中物業變現是否存在任何限制獲取法律意見。



# Independent Auditor's Report

## 獨立核數師報告

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### 其他資訊

貴公司董事對其他資訊負責。其他資訊包括刊載於年報內的資訊，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資訊，我們亦不對該等資訊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資訊，在此過程中，考慮其他資訊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，如果我們認為其他資訊存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事及管治層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《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，以及使用持續經營的會計基礎，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。

管治層須負責監督貴集團的財務報告過程。

# Independent Auditor's Report

## 獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, 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，並按照百慕達公司法第90條的規定僅向閣下（作為全體成員）出具包括我們意見的核數師報告。除此之外，我們的報告不可用作其他用途。本行並不就本報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，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，設計及執行審計程式以應對這些風險，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。
- 瞭解與審核相關的內部控制，以設計適當的審計程式，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及相關披露的合理性。

# Independent Auditor's Report

## 獨立核數師報告

### 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 those charged with governance 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 those charged with governance 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，則我們須修訂意見。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呈列方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內各實體或業務活動的財務資訊獲取充足、適當的審計憑證，以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，我們與管治層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們亦向管治層提交聲明，說明我們已符合有關獨立性的相關道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

# Independent Auditor's Report

## 獨立核數師報告

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

From the matters communicated with those charged with governance, 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 the independent auditor's report is Mr. CHAU Chi Ka.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*

Hong Kong  
28 March 2019

### 核數師就審計綜合財務報表承擔的責任（續）

從與管治層溝通的事項中，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，除非法律法規不容許公開披露這些事項，或在極罕見的情況下，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專案合夥人是周志嘉先生。

執業會計師  
德勤•關黃陳方會計師行

香港  
二零一九年三月二十八日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收入報表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		NOTES 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Total revenue	總收益		<b>592,625,942</b>	515,533,643
Gross proceeds from sale of held-for-trading investments	出售持作買賣投資之所得款項總額		<b>39,230,890</b>	118,243,982
			<b>631,856,832</b>	633,777,625
Revenue	收益			
Revenue from goods and services	來自貨品及服務之收益	5	<b>578,124,633</b>	504,422,237
Rental income	租金收入		<b>7,304,238</b>	6,500,175
Interest income from lending business	來自放貸業務之利息收入		<b>7,197,071</b>	4,611,231
Total revenue	總收益		<b>592,625,942</b>	515,533,643
Cost of sales	銷售成本		<b>(456,216,282)</b>	(356,859,195)
Gross profit	毛利		<b>136,409,660</b>	158,674,448
Other interest income	其他利息收入		<b>2,366,386</b>	1,932,508
Other income	其他收入		<b>13,195,256</b>	3,168,076
Selling and distribution expenses	銷售及經銷開支		<b>(29,784,530)</b>	(26,041,840)
Administrative expenses	行政開支		<b>(116,999,209)</b>	(123,099,454)
Other gains and losses	其他收益及虧損	7	<b>(25,899,343)</b>	40,167,450
Net (impairment losses) reversal of impairment losses on trade receivables and contract assets	貿易應收款項及合約資產之(減值虧損)減值虧損撥回淨額		<b>(11,402,625)</b>	1,150,168
Finance costs	融資成本	8	<b>(3,098,378)</b>	(2,509,172)
Share of results of joint ventures	應佔合營公司之業績		<b>(7,518)</b>	(1,349,720)
(Loss) profit before taxation	除稅前(虧損)溢利		<b>(35,220,301)</b>	52,092,464
Taxation	稅項	10	<b>(3,004,214)</b>	(4,142,567)
(Loss) profit for the year	本年(虧損)溢利	11	<b>(38,224,515)</b>	47,949,897



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收入報表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

	NOTE 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Other comprehensive (expense) income:</b>	<b>其他全面(開支)收入:</b>		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益之項目:</i>		
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	<b>(32,468,608)</b>	40,699,906
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目:</i>		
Surplus on transfer from property, plant and equipment to investment properties	將物業、廠房及設備轉撥至投資物業之盈餘	-	9,371,865
Deferred tax arising from transfer of property, plant and equipment to investment properties	將物業、廠房及設備轉撥至投資物業所產生之遞延稅項	-	(2,342,966)
Fair value loss on equity instruments at fair value through other comprehensive income ("FVTOCI")	透過其他全面收入按公平值列賬(「透過其他全面收入按公平值列賬」)之股本工具之公平值虧損	<b>(12,705,867)</b>	-
		<b>(45,174,475)</b>	47,728,805
Total comprehensive (expense) income for the year	本年全面(開支)收入總額	<b>(83,398,990)</b>	95,678,702
(Loss) profit for the year attributable to:	以下人士應佔本年(虧損)溢利:		
Owners of the Company	本公司擁有人	<b>(37,922,569)</b>	48,145,604
Non-controlling interests	非控股權益	<b>(301,946)</b>	(195,707)
		<b>(38,224,515)</b>	47,949,897
Total comprehensive (expense) income for the year attributable to:	以下人士應佔本年全面(開支)收入總額:		
Owners of the Company	本公司擁有人	<b>(82,359,444)</b>	94,849,265
Non-controlling interests	非控股權益	<b>(1,039,546)</b>	829,437
		<b>(83,398,990)</b>	95,678,702
(Loss) earnings per share	每股(虧損)盈利		
Basic	基本	13 <b>(14.95) HK cents</b> 港仙	18.98 HK cents港仙

# Consolidated Statement of Financial Position

## 綜合財務狀況報表

At 31 December 2018

於二零一八年十二月三十一日

		NOTES 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 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	14	69,187,841	125,412,446
Prepaid lease payments	預付租賃款項	15	56,729,796	63,444,314
Investment properties	投資物業	16	239,199,410	229,165,879
Equity instruments at FVTOCI	透過其他全面收入 按公平值列賬之 股本工具	17	11,573,728	–
Club membership	會所會籍		3,403,700	–
Prepayments and deposits	預付款項及訂金	24	4,411,600	–
Available-for-sale investments	可供出售投資	18	–	24,870,548
Interests in joint ventures	於合營公司之權益	20	413,750	421,268
Deposit paid for acquisition of property, plant and equipment	已付購置物業、廠房 及設備之訂金		24,871,390	5,543,984
			<b>409,791,215</b>	<b>448,858,439</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	21	32,510,153	42,551,931
Properties under development for sale	待售發展中物業	22	43,325,216	45,351,716
Held-for-trading investments	持作買賣投資	23	–	107,374,656
Derivative financial instrument	衍生金融工具		–	7,851,180
Financial assets at fair value through profit or loss (“FVTPL”)	透過損益按公平值 列賬（「透過損益 按公平值列賬」） 之金融資產	17	87,895,380	–
Equity instruments at FVTOCI	透過其他全面收入 按公平值列賬之 股本工具	17	14,679,744	–
Available-for-sale investments	可供出售投資	18	–	14,192,719
Trade and other receivables, prepayments and deposits	貿易及其他 應收款項、預付 款項以及訂金	24	167,372,625	200,166,882
Contract assets	合約資產	19	15,719,178	–
Loans to joint ventures	給予合營公司之貸款	20	3,215,059	3,874,009
Loans receivable	應收貸款	25	80,750,879	31,055,801
Prepaid lease payments	預付租賃款項	15	1,191,528	1,345,094
Amounts due from related companies	應收關連公司款項	26	2,433,094	1,310,456
Tax recoverable	可收回稅項		571,625	–
Short-term bank deposits	短期銀行存款	27	23,682,998	102,879,162
Cash and cash equivalents	現金及現金等值	27	185,786,206	199,687,987
			<b>659,133,685</b>	<b>757,641,593</b>
Assets classified as held for sale	分類為持作出售之資產	36	88,183,524	–
			<b>747,317,209</b>	<b>757,641,593</b>

# Consolidated Statement of Financial Position

## 綜合財務狀況報表

At 31 December 2018

於二零一八年十二月三十一日

		NOTES 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Current liabilities	流動負債			
Trade and other payables and accruals	貿易及其他應付款項 以及應計款項	28	108,141,167	102,238,651
Contract liabilities	合約負債	29	3,330,271	–
Tax liabilities	稅項負債		3,401,860	4,656,583
Amount due to a non-controlling shareholder of a subsidiary	應付一家附屬公司 一名非控股股東 款項	30	17,080,392	18,011,527
Amount due to a related company	應付一家關連公司 款項	31	129,334	903,191
Obligations under finance leases – due within one year	融資租賃責任 – 於一年內到期	33	–	182,179
Bank borrowings	銀行借貸	32	86,807,056	59,892,800
			<b>218,890,080</b>	185,884,931
Net current assets	流動資產淨值		<b>528,427,129</b>	571,756,662
Total assets less current liabilities	總資產減流動負債		<b>938,218,344</b>	1,020,615,101
Non-current liabilities	非流動負債			
Amount due to a related company	應付一家關連公司 款項	31	328,478	380,146
Deferred taxation	遞延稅項	34	10,607,945	10,722,401
			<b>10,936,423</b>	11,102,547
Net assets	資產淨值		<b>927,281,921</b>	1,009,512,554
Capital and reserves	資本及儲備			
Share capital	股本	35	2,536,395	2,536,395
Reserves	儲備		922,075,570	1,008,687,044
Amounts recognised in other comprehensive income and accumulated in equity relating to assets classified as held for sale	就分類為持作出售 之資產而於其他 全面收入中確認 並於權益中累計 之金額		5,420,387	–
Total attributable to owners of the Company	本公司擁有人應佔總額		<b>930,032,352</b>	1,011,223,439
Non-controlling interests	非控股權益		<b>(2,750,431)</b>	(1,710,885)
Total equity	權益總額		<b>927,281,921</b>	1,009,512,554

The consolidated financial statements on pages 125 to 305 were approved and authorised for issue by the Board of Directors on 28 March 2019 and are signed on its behalf by:

載於第125頁至第305頁之綜合財務報表已由董事會於二零一九年三月二十八日批准及授權刊發，並由以下董事代表簽署：

**SUEK Ka Lun, Ernie 薛嘉麟**  
Chairman 主席

**SUEK Chai Hong 薛濟匡**  
Director 董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital	Share premium	Deemed contribution from a shareholder	Capital redemption reserve	Contributed surplus	Properties valuation reserve	Investment revaluation reserve	Translation reserve	Retained profits	Sub-total	Non-controlling interests	Total	
		股本	股份溢價	視作一名股東之貢獻	資本贖回儲備	實繳盈餘	估價儲備	重估儲備	匯兌儲備	保留溢利	小計	非控股權益	總計	
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	
		港元	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元	
At 1 January 2017	於二零一七年一月一日	2,536,395	368,949,127	188,956,957	62,400	103,571,033	56,223,266	-	116,460	195,958,536	916,374,174	(2,540,322)	913,833,852	
Profit (loss) for the year	本年溢利(虧損)	-	-	-	-	-	-	-	-	48,145,604	48,145,604	(195,707)	47,949,897	
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	-	-	-	-	-	-	-	39,674,762	-	39,674,762	1,025,144	40,699,906	
Surplus on transfer from property, plant and equipment to investment properties (note 16)	將物業、廠房及設備轉撥至投資物業之盈餘(附註16)	-	-	-	-	-	9,371,865	-	-	-	9,371,865	-	9,371,865	
Deferred tax arising from transfer of property, plant and equipment to investment properties	將物業、廠房及設備轉撥至投資物業所產生之遞延稅項	-	-	-	-	-	(2,342,966)	-	-	-	(2,342,966)	-	(2,342,966)	
Other comprehensive income for the year	本年其他全面收入	-	-	-	-	-	7,028,899	-	39,674,762	-	46,703,661	1,025,144	47,728,805	
Total comprehensive income for the year	本年全面收入總額	-	-	-	-	-	7,028,899	-	39,674,762	48,145,604	94,849,265	829,437	95,678,702	
At 31 December 2017	於二零一七年十二月三十一日	2,536,395	368,949,127	188,956,957	62,400	103,571,033	63,252,165	-	39,791,222	244,104,140	1,011,223,439	(1,710,885)	1,009,512,554	
Adjustments (note 2)	調整(附註2)	-	-	-	-	-	-	(13,063,890)	-	14,232,247	1,168,357	-	1,168,357	
At 1 January 2018 (restated)	於二零一八年一月一日(經重列)	2,536,395	368,949,127	188,956,957	62,400	103,571,033	63,252,165	(13,063,890)	39,791,222	258,336,387	1,012,391,796	(1,710,885)	1,010,680,911	
Loss for the year	本年虧損	-	-	-	-	-	-	-	-	(37,922,569)	(37,922,569)	(301,946)	(38,224,515)	
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	-	-	-	-	-	-	-	(31,731,008)	-	(31,731,008)	(737,600)	(32,468,608)	
Fair value loss on equity investments at FVTOCI	透過其他全面收入按公平值列賬之股本投資之公平值虧損	-	-	-	-	-	-	(12,705,867)	-	-	(12,705,867)	-	(12,705,867)	
Other comprehensive expense for the year	本年其他全面開支	-	-	-	-	-	-	(12,705,867)	(31,731,008)	-	(44,436,875)	(737,600)	(45,174,475)	
Total comprehensive expense for the year	本年全面開支總額	-	-	-	-	-	-	(12,705,867)	(31,731,008)	(37,922,569)	(82,359,444)	(1,039,546)	(83,398,990)	
At 31 December 2018	於二零一八年十二月三十一日	2,536,395	368,949,127	188,956,957	62,400	103,571,033	63,252,165	(25,769,757)	8,060,214*	220,413,818	930,032,352	(2,750,431)	927,281,921	

\* As at 31 December 2018, translation reserve included the amount of HK\$5,420,387 recognised in other comprehensive income and accumulated in equity relating to assets classified as held for sale.

\* 於二零一八年十二月三十一日，匯兌儲備包括就分類為持作出售之資產而於其他全面收入中確認並於權益中累計之金額5,420,387港元。

# Consolidated Statement of Cash Flows

## 綜合現金流量報表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

	NOTE 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>OPERATING ACTIVITIES</b>	<b>經營業務</b>		
(Loss) profit before taxation	除稅前(虧損)溢利	<b>(35,220,301)</b>	52,092,464
Adjustments for:	已作出下列調整:		
Write-down of inventories	撇減存貨	<b>52,585</b>	543,411
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>14,349,985</b>	10,273,310
Amortisation of prepaid lease payments	預付租賃款項攤銷	<b>1,279,870</b>	1,031,454
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益淨額	<b>(260,845)</b>	(4,244,150)
Loss on disposal of a subsidiary	出售一家附屬公司之虧損	-	5,396,840
Gain on Land Swap Transaction (as defined in note 7)	土地置換交易之收益(在附註7內定義)	7	(46,611,407)
Change in fair value of investment properties	投資物業之公平值變動	<b>(10,942,146)</b>	(20,273,024)
Loss recognised in respect of loans to joint ventures	就給予合營公司貸款確認之虧損	<b>1,391,092</b>	2,874,868
Net impairment losses (reversal of impairment losses) on trade receivables	貿易應收款項之減值虧損(減值虧損撥回)淨額	<b>11,467,527</b>	(1,150,168)
Net reversal of impairment losses on contract assets	合約資產之減值虧損撥回淨額	<b>(64,902)</b>	-
Change in fair value of derivative financial instrument	衍生金融工具之公平值變動	-	2,837,217
Share of results of joint ventures	應佔合營公司之業績	<b>7,518</b>	1,349,720
Dividend income	股息收入	<b>(4,667,276)</b>	(1,518,823)
Interest expense	利息開支	<b>3,098,378</b>	2,509,172
Other interest income	其他利息收入	<b>(2,366,386)</b>	(1,932,508)
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	<b>(21,874,901)</b>	3,178,376
Increase in inventories	存貨增加	<b>(7,651,616)</b>	(6,379,932)
Decrease (increase) in trade and other receivables, prepayments and deposits	貿易及其他應收款項、預付款項以及訂金減少(增加)	<b>48,922</b>	(17,876,120)
Decrease in contract assets	合約資產減少	<b>3,133,084</b>	-
(Increase) decrease in amounts due from related companies	應收關連公司款項(增加)減少	<b>(1,122,638)</b>	171,090
Decrease in held-for-trading investments	持作買賣投資減少	-	24,872,700
Decrease in financial assets at FVTPL	透過損益按公平值列賬之金融資產減少	<b>27,330,456</b>	-
(Increase) decrease in loans receivable	應收貸款(增加)減少	<b>(49,695,078)</b>	5,729,542
Increase in trade and other payables and accruals	貿易及其他應付款項以及應計款項增加	<b>4,667,138</b>	171,290
Decrease in contract liabilities	合約負債減少	<b>(4,872,028)</b>	-
Cash (used in) from operations	經營(所耗)所得之現金	<b>(50,036,661)</b>	9,866,946
Dividend income	股息收入	<b>4,667,276</b>	1,518,823
Hong Kong Profits Tax paid	已付香港利得稅	<b>(2,056,171)</b>	(610,195)
Overseas tax paid	已付海外稅項	<b>(2,888,847)</b>	(2,897,465)
<b>NET CASH (USED IN) FROM OPERATING ACTIVITIES</b>	<b>經營業務(所耗)所得現金淨額</b>	<b>(50,314,403)</b>	7,878,109



# Consolidated Statement of Cash Flows

## 綜合現金流量報表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

	NOTES 附註	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Investment in available-for-sale investments	投資於可供出售投資	-	(3,505,900)
Purchases of equity investments at FVTOCI	購入透過其他全面收入按公平值列賬之股本投資	(3,134,800)	-
Repayment from loan to an available-for-sale investee	給予可供出售被投資方之貸款還款	-	32,362,460
Deposit paid for acquisition of property, plant and equipment	已付購置物業、廠房及設備訂金	(25,760,678)	(5,543,984)
Placement of short-term bank deposits	存置短期銀行存款	(78,317,944)	(64,101,510)
Withdrawal of short-term bank deposits	提取短期銀行存款	149,404,263	28,164,048
Disposal of a subsidiary	出售一家附屬公司	38	2,340,000
Loans to joint ventures	給予合營公司之貸款	(1,401,697)	(3,013,772)
Repayment from loan to a joint venture	給予一家合營公司之貸款還款	669,555	1,000,000
Purchase of property, plant and equipment	購入物業、廠房及設備	(42,530,339)	(12,257,936)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	4,647,166	4,268,943
Compensation received for Land Swap Transaction	就土地置換交易所收取的補償	7	52,022,307
Interest received	已收利息	2,366,386	1,932,508
Refundable deposit received for potential disposal	就潛在出售已收之可退還訂金	15,000,000	-
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>投資活動所得現金淨額</b>	<b>20,941,912</b>	<b>33,667,164</b>
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Repayment of bank borrowings	償還銀行借貸	(6,672,784)	(1,450,400)
New bank borrowings raised	新增銀行借貸	33,587,040	-
Repayment to a related company	向一家關連公司之還款	(825,525)	(10,675,637)
Repayment of obligations under finance leases	償還融資租賃責任	(182,179)	(236,890)
Interest paid	已付利息	(3,098,378)	(2,509,172)
<b>NET CASH FROM (USED IN) FINANCING ACTIVITIES</b>	<b>融資活動所得(所用)現金淨額</b>	<b>22,808,174</b>	<b>(14,872,099)</b>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值(減少)增加淨額</b>	<b>(6,564,317)</b>	<b>26,673,174</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>年初之現金及現金等值</b>	<b>199,687,987</b>	<b>165,573,968</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>匯率變動影響</b>	<b>(7,337,464)</b>	<b>7,440,845</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>年終之現金及現金等值</b>	<b>185,786,206</b>	<b>199,687,987</b>
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值結餘之分析</b>		
Bank balances and cash	銀行結餘及現金	185,786,206	199,687,987

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 1. GENERAL

Neway Group Holdings Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited. The addresses of the registered office and principal place of business of the Company are disclosed in Corporate Information to the annual report.

The Company acts as an investment holding company. The principal activities and other details of its subsidiaries are set out in note 48.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### New and amendments to HKFRSs that are mandatorily effective for the current year

The Company and its subsidiaries (collectively referred to as the “Group”) has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

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

### 1. 一般資料

Neway Group Holdings Limited 中星集團控股有限公司\*（「本公司」）於百慕達註冊成立為一家受豁免之有限責任公司，其股份在香港聯合交易所有限公司上市。本公司之註冊辦事處及主要營業地點的地址於本年報之公司資料內披露。

本公司為一家投資控股公司。其附屬公司的主要業務及其他詳情載列於附註48。

綜合財務報表以港元（「港元」）呈列，而港元亦為本公司之功能貨幣。

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂

#### 於本年度強制生效的新訂香港財務報告準則及準則修訂

本公司及其附屬公司（統稱為「本集團」）已於本年度首次應用下列由香港會計師公會（「香港會計師公會」）頒佈之新訂香港財務報告準則及準則修訂：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收益及有關修訂
香港（國際財務報告詮釋委員會）— 詮釋第22號	外幣交易及預付代價
香港財務報告準則第2號之修訂	以股份為基礎付款交易之分類及計量
香港財務報告準則第4號之修訂	一併應用香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合約
香港會計準則第28號之修訂	作為二零一四年至二零一六年週期香港財務報告準則之年度改進之一部分
香港會計準則第40號之修訂	轉讓投資物業

\* 僅供識別

# 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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### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

In addition, the Group has early applied Amendments to HKFRS 9 “Prepayment Features with Negative Compensation” which will be mandatorily effective for the Group for the financial year beginning on 1 January 2019.

Except as described below, the application of other new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

#### 2.1 HKFRS 15 “Revenue from Contracts with Customers”

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the 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 and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 “Revenue” and the related interpretations.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 於本年度強制生效的新訂香港財務報告準則及準則修訂（續）

此外，本集團已提早應用香港財務報告準則第9號「具有負補償之提前還款特性」之修訂，該修訂將於二零一九年一月一日開始的財政年度對本集團強制生效。

除下文所述者外，於本年度應用其他新訂香港財務報告準則及準則修訂對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載之披露並無重大影響。

#### 2.1 香港財務報告準則第15號「客戶合約收益」

本集團已於本年度首次應用香港財務報告準則第15號。香港財務報告準則第15號已取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而首次應用是項準則的累計影響於首次應用日期二零一八年一月一日確認。於首次應用日期的任何差額均會於期初保留溢利中確認，惟並無對比較資料進行重列。此外，根據香港財務報告準則第15號的過渡條文，本集團已選擇僅對於二零一八年一月一日尚未完成的合約追溯應用本準則。因此，若干比較資料可能未必能夠與根據香港會計準則第18號「收益」及相關詮釋所編製之比較資料進行比較。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.1 HKFRS 15 “Revenue from Contracts with Customers” (Continued)

The Group recognises revenue from the following major sources which arise from contracts with customers:

- Revenue from trading of printing products
- Revenue from manufacturing and sales of printing products

Rental income (within the scope of HKAS 17 “Leases”) and loan interest income (within the scope of HKFRS 9 “Financial instruments”) are not within the scope of HKFRS 15.

Information about the Group’s performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in notes 5 and 3 respectively.

#### *Summary of effects arising from initial application of HKFRS 15*

The following table summarises the impact of transition to HKFRS 15 on retained profits at 1 January 2018.

### 2. 應用新訂香港財務報告準則(「香港財務報告準則」)及準則修訂(續)

#### 2.1 香港財務報告準則第15號「客戶合約收益」(續)

本集團自下列主要來源確認客戶合約收益：

- 來自印刷產品貿易的收益
- 來自印刷產品製造及銷售的收益

租金收入(包括在香港會計準則第17號「租賃」之範圍)及貸款利息收入(包括在香港財務報告準則第9號「金融工具」之範圍)並不包括在香港財務報告準則第15號之範圍內。

有關本集團履約責任及應用香港財務報告準則第15號所導致的會計政策的資料分別於附註5及3披露。

#### *首次應用香港財務報告準則第15號造成的影響概要*

下列表格概述於二零一八年一月一日過渡至香港財務報告準則第15號對保留溢利之影響。

**Impact of adopting HKFRS 15 at 1 January 2018**  
於二零一八年一月一日  
採用香港財務報告準則第15號造成之影響  
HK\$  
港元

#### **Retained profits**

Manufacturing and sales of printing products recognised over time

#### **保留溢利**

隨時間確認之印刷產品製造及銷售

3,074,003

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.1 HKFRS 15 “Revenue from Contracts with Customers” (Continued)

##### Summary of effects arising from initial application of HKFRS 15 (Continued)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2018. Line items that were not affected by the changes have not been included.

			Carrying amounts previously reported at 31 December 2017	Reclassification	Remeasurement	Carrying amounts under HKFRS 15 at 1 January 2018*
		Notes 附註	先前於二零一七年十二月三十一日報告之賬面值 HK\$ 港元	重新分類 HK\$ 港元	重新計量 HK\$ 港元	根據香港財務報告準則第15號於二零一八年一月一日之賬面值* HK\$ 港元
<b>Current assets</b>	<b>流動資產</b>					
Inventories	存貨	(a)	42,551,931	-	(15,997,180)	26,554,751
Contract assets	合約資產	(a)	-	-	19,071,183	19,071,183
<b>Current liabilities</b>	<b>流動負債</b>					
Trade and other payables and accruals	貿易及其他應付款項以及應計款項	(b)	102,238,651	(8,202,299)	-	94,036,352
Contract liabilities	合約負債	(b)	-	8,202,299	-	8,202,299
<b>Capital and reserves</b>	<b>資本及儲備</b>					
Retained profits	保留溢利	(a)	244,104,140	-	3,074,003	247,178,143

\* The amounts in this column are before the adjustments from the application of HKFRS 9.

##### 首次應用香港財務報告準則第15號造成的影響概要 (續)

以下調整乃就於二零一八年一月一日之綜合財務狀況報表所確認之金額而作出。無受變動影響之項目未有包括在內。

\* 此欄為就應用香港財務報告準則第9號而作出調整前之金額。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.1 HKFRS 15 “Revenue from Contracts with Customers” (Continued)

##### *Summary of effects arising from initial application of HKFRS 15 (Continued)*

Notes:

- (a) The Group’s contracts with customers for manufacturing and sales of printing products are tailor-made based on customers’ specification with no alternative use to the Group. Taking into account the contract terms, the legal and regulatory environment in Hong Kong and the PRC, the contracts provide the Group enforceable rights to payment for performance completed to date and hence should be recognised over time upon application of HKFRS 15. Amounts of HK\$15,997,180 and HK\$3,074,003 have been adjusted from inventories and opening retained profits respectively with corresponding adjustment of HK\$19,071,183 to contract assets.
- (b) As at 1 January 2018, advances from customers of HK\$8,202,299 in respect of manufacturing and sales contracts for printing products previously included in trade and other payables and accruals were reclassified to contract liabilities.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.1 香港財務報告準則第15號「客戶合約收益」（續）

##### *首次應用香港財務報告準則第15號造成的影響概要（續）*

附註：

- (a) 本集團與客戶就製造及銷售印刷產品之合約為基於客戶之指定規格而訂製，產品對本集團無額外用途。有鑒於合約條款、香港及中國之法律及監管環境，合約提供本集團對迄今已完成之履約部分獲得付款的可執行權利，因而於應用香港財務報告準則第15號後應隨時間確認。已自存貨及期初保留溢利分別作出15,997,180港元及3,074,003港元調整，並對合約資產作出19,071,183港元之相應調整。
- (b) 於二零一八年一月一日，先前計入貿易及其他應付款項以及應計款項之客戶就製造及銷售印刷產品合約作出之墊款8,202,299港元已重新分類至合約負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.1 HKFRS 15 “Revenue from Contracts with Customers” (Continued)

##### Summary of effects arising from initial application of HKFRS 15 (Continued)

The following tables summarise the impacts of applying HKFRS 15 on the Group’s consolidated statement of financial position as at 31 December 2018 and its consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the current year for each of the line items affected. Line items that were not affected by the changes have not been included.

##### Impact on the consolidated statement of financial position

			As reported	Adjustments	Amounts without application of HKFRS 15
		Note	所呈報 HK\$ 港元	調整 HK\$ 港元	未應用 香港財務報告 準則第15號 之金額 HK\$ 港元
		附註			
<b>Current assets</b>	<b>流動資產</b>				
Inventories	存貨	(a)	32,510,153	13,281,749	45,791,902
Contract assets	合約資產	(a)	15,719,178*	(15,719,178)	-
<b>Current liabilities</b>	<b>流動負債</b>				
Trade and other payables and accruals	貿易及其他應付款項 以及應計款項	(a)	108,141,167	3,330,271	111,471,438
Contract liabilities	合約負債	(a)	3,330,271	(3,330,271)	-
<b>Capital and reserves</b>	<b>資本及儲備</b>				
Retained profits	保留溢利	(a)	220,413,818	(2,437,429)	217,976,389

\* This amount includes the adjustment of impairment of contract assets of HK\$218,921 from the application of HKFRS 9.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.1 香港財務報告準則第15號「客戶合約收益」（續）

##### 首次應用香港財務報告準則第15號造成的影響概要（續）

下表概括應用香港財務報告準則第15號對本集團於二零一八年十二月三十一日之綜合財務狀況表及其本年度之綜合損益及其他全面收入報表之影響以及受影響之各項目。無受變動影響之項目未有包括在內。

##### 對綜合財務狀況表的影響

	As reported	Adjustments	Amounts without application of HKFRS 15
	所呈報 HK\$ 港元	調整 HK\$ 港元	未應用 香港財務報告 準則第15號 之金額 HK\$ 港元

\* 此金額包括就應用香港財務報告準則第9號而對合約資產減值作出之調整218,921港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.1 HKFRS 15 “Revenue from Contracts with Customers” (Continued)

##### *Summary of effects arising from initial application of HKFRS 15 (Continued)*

##### *Impact on the consolidated statement of financial position (Continued)*

Note:

- (a) Under HKAS 18, the Group recognised the revenue from manufacturing and sales of printing products when the goods were delivered and title had passed. Upon the application of HKFRS 15, the contracts provide the Group enforceable right to payment for performance completed to date and hence should be recognised over time. Without the application of HKFRS 15, there would be no recognition of contract assets and revenue and cost of sales would be decreased by HK\$15,938,099 and HK\$13,281,749 respectively and inventories increased by HK\$13,281,749. In addition, contract liabilities of HK\$3,330,271 would have been classified as advances received from customers and is included in trade and other payables and accruals.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.1 香港財務報告準則第15號「客戶合約收益」（續）

##### *首次應用香港財務報告準則第15號造成的影響概要（續）*

##### *對綜合財務狀況表的影響（續）*

附註：

- (a) 根據香港會計準則第18號，本集團於交付貨品及擁有權已轉手時確認製造及銷售印刷產品的收益。於應用香港財務報告準則第15號時，合約訂明本集團對截至本日已完成的履約部份有可強制執行的付款權利，因而應隨時間確認。在未應用香港財務報告準則第15號的情況下，並無確認合約資產，而收益及銷售成本將分別減少15,938,099港元及13,281,749港元，存貨增加13,281,749港元。此外，合約負債3,330,271港元本已分類為已收客戶墊款，並計入貿易及其他應付款項以及應計款項。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.1 HKFRS 15 “Revenue from Contracts with Customers” (Continued)

##### Summary of effects arising from initial application of HKFRS 15 (Continued)

Impact on the consolidated statement of profit or loss and other comprehensive income

			As reported	Adjustments	Amounts without application of HKFRS 15
	Notes		所呈報	調整	未應用香港財務報告準則第15號的金額
	附註		HK\$	HK\$	HK\$
			港元	港元	港元
Revenue from goods and services	來自貨品及服務之收益	(a)	578,124,633	3,133,084	581,257,717
Rental income	租金收入		7,304,238	–	7,304,238
Interest income from lending business	來自放貸業務之利息收入		7,197,071	–	7,197,071
Total revenue	總收益		592,625,942	3,133,084	595,759,026
Cost of sales	銷售成本	(a)	(456,216,282)	(2,715,431)	(458,931,713)
Net impairment losses on trade receivables and contract assets	貿易應收款項及合約資產之減值虧損淨額	(b)	(11,402,625)	(64,902)	(11,467,527)

Notes:

(a) Without the application of HKFRS 15, revenue and costs of sales would be increased by of HK\$3,133,084 and HK\$2,715,431, respectively.

(b) The amount of HK\$64,902 represents the net reversal of impairment losses of contract assets from the application of HKFRS 9. This amount would not be recognised without the application of HKFRS 15.

附註：

(a) 在未應用香港財務報告準則第15號的情況下，收益及銷售成本將分別增加3,133,084港元及2,715,431港元。

(b) 由於應用香港財務報告準則第9號，金額為64,902港元的款項指合約資產之減值虧損撥回淨額。在未應用香港財務報告準則第15號的情況下，該筆款項將不會確認。

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.1 香港財務報告準則第15號「客戶合約收益」（續）

##### 首次應用香港財務報告準則第15號造成的影響概要（續）

對綜合損益及其他全面收入報表的影響

# 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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### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.1 HKFRS 15 “Revenue from Contracts with Customers” (Continued)

##### Summary of effects arising from initial application of HKFRS 15 (Continued)

Impact on the consolidated statement of cash flows

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.1 香港財務報告準則第15號「客戶合約收益」（續）

##### 首次應用香港財務報告準則第15號造成的影響概要（續）

對綜合現金流量報表的影響

		As reported	Adjustments	Amounts without application of HKFRS 15
	Notes	所呈報 HK\$ 港元	調整 HK\$ 港元	未應用 香港財務報告 準則第15號 的金額 HK\$ 港元
<b>OPERATING ACTIVITIES</b>	<b>經營業務</b>			
Loss before taxation	(a)	(35,220,301)	352,751	(34,867,550)
Net reversal of impairment losses on contract assets	(a)	(64,902)	64,902	-
Increase in inventories	(a)	(7,651,616)	2,715,431	(4,936,185)
Decrease in contract assets	(a)	3,133,084	(3,133,084)	-
Increase (decrease) in trade and other payables and accruals	(b)	4,667,138	(4,872,028)	(204,890)
Decrease in contract liabilities	(b)	(4,872,028)	4,872,028	-
<b>Cash used in operations</b>		<b>(50,036,661)</b>	<b>-</b>	<b>(50,036,661)</b>
<b>NET CASH USED IN OPERATING ACTIVITIES</b>		<b>(50,314,403)</b>	<b>-</b>	<b>(50,314,403)</b>



# 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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### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.1 HKFRS 15 “Revenue from Contracts with Customers” (Continued)

##### *Summary of effects arising from initial application of HKFRS 15 (Continued)*

##### *Impact on the consolidated statement of cash flows (Continued)*

Notes:

- (a) Without the application of HKFRS 15, the loss before taxation and increase in inventories would be decreased by HK\$352,751 and HK\$2,715,431 respectively and there would be no net reversal of impairment losses on contract assets and no decrease in contract assets.
- (b) Without the application of HKFRS 15, decrease in contract liabilities of HK\$4,872,108 which represents the decrease in advances received from customers of HK\$4,872,108 would be presented as decrease in trade and other payables and accruals.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.1 香港財務報告準則第15號「客戶合約收益」（續）

##### *首次應用香港財務報告準則第15號造成的影響概要（續）*

##### *對綜合現金流量報表的影響（續）*

附註：

- (a) 在未應用香港財務報告準則第15號的情況下，除稅前虧損及存貨增加將分別減少352,751港元及2,715,431港元，而本集團將並無合約資產之減值虧損撥回淨額，故合約資產不會減少。
- (b) 在未應用香港財務報告準則第15號的情況下，合約負債減少4,872,108港元指已收客戶墊款減少4,872,108港元，並呈列為貿易及其他應付款項以及應計款項減少。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.2 HKFRS 9 “Financial Instruments” and the related amendments

In the current year, the Group has applied HKFRS 9 “Financial Instruments”, Amendments to HKFRS 9 “Prepayment Features with Negative Compensation” and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities; 2) expected credit losses (“ECL”) for financial assets and contract assets; and 3) general 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 (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

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

Accounting policies resulting from application of HKFRS 9 are disclosed in note 3.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.2 香港財務報告準則第9號「金融工具」及其相關修訂

於本年度，本集團已應用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號之修訂「具有負補償之提前還款特性」及其他香港財務報告準則之相關後續修訂。香港財務報告準則第9號就1)金融資產及金融負債之分類及計量；就2)金融資產及合約資產的預期信貸虧損（「預期信貸虧損」）；及3)一般對沖會計引入了新規定。

本集團已按照香港財務報告準則第9號所載的過渡條文應用香港財務報告準則第9號，即對於二零一八年一月一日（首次應用日期）尚未取消確認的工具追溯應用有關分類及計量規定（包括預期信貸虧損模式下之減值），以及無對於二零一八年一月一日已取消確認的工具應用該等規定。二零一七年十二月三十一日之賬面值與二零一八年一月一日之賬面值間的差額於期初保留溢利及權益的其他部份中確認，並無對比較資料進行重列。

因此，由於比較資料乃根據香港會計準則第39號「金融工具：確認及計量」編製，若干比較資料未必可作比較。

應用香港財務報告準則第9號導致的會計政策於附註3披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.2 HKFRS 9 “Financial Instruments” and the related amendments (Continued)

##### Summary of effects arising from initial application of HKFRS 9

The table below illustrates the classification and measurement (including impairment) of financial assets and financial liabilities and other items subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 January 2018.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.2 香港財務報告準則第9號「金融工具」及其相關修訂（續）

##### 首次應用香港財務報告準則第9號造成的影響概要

下表闡述根據香港財務報告準則第9號及香港會計準則第39號適用於預期信貸虧損的金融資產及金融負債以及其他項目於首次應用日期（即二零一八年一月一日）的分類及計量（包括減值）。

		Available-for-sale investments	Held-for-trading investments	Derivative financial instrument	Financial assets at FVTPL	Equity investments at FVTOCI	Club membership	Amortised cost (previously classified as loans and receivables)	Contract assets	Investment revaluation reserve	Retained profits
	Notes	可供出售投資	持作買賣投資	衍生金融工具	透過損益按公平值列賬之金融資產	透過其他全面收入按公平值列賬之股本投資	會所會籍	攤銷成本（先前分類為貸款及應收款項）	合約資產	投資重估儲備	保留溢利
	附註	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Closing balance at 31 December 2017 – HKAS 39	於二零一七年十二月三十一日之期末結餘 – 香港會計準則第39號	39,063,267	107,374,656	7,851,180	-	-	-	528,654,206	-	-	244,104,140
Effect arising from initial application of HKFRS 15	首次應用香港財務報告準則第15號造成的影響	-	-	-	-	-	-	19,071,183	-	-	3,074,003
Effect arising from initial application of HKFRS 9:	首次應用香港財務報告準則第9號造成的影響:										
Reclassification	重新分類										
From available-for-sale	自可供出售	(a) (39,063,267)	-	-	-	35,659,567	3,403,700	-	-	(13,346,603)	13,346,603
From held-for-trading	自持作買賣	(b) -	(107,374,656)	-	107,374,656	-	-	-	-	-	-
From derivative financial instrument	自衍生金融工具	-	-	(7,851,180)	7,851,180	-	-	-	-	-	-
Remeasurement	重新計量										
Impairment under ECL model	預期信貸虧損模式下之減值	(c) -	-	-	-	-	-	(1,904,536)	(283,823)	-	(2,188,359)
From cost less impairment to fair value	自成本扣除減值至公平值	(a) -	-	-	-	282,713	-	-	-	282,713	-
Opening balance at 1 January 2018	於二零一八年一月一日之期初結餘	-	-	-	115,225,836	35,942,280	3,403,700	526,749,670	18,787,360	(13,063,890)	258,336,387

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.2 HKFRS 9 “Financial Instruments” and the related amendments (Continued)

##### *Summary of effects arising from initial application of HKFRS 9 (Continued)*

Notes:

(a) **Available-for-sale investments**  
*From available-for-sale investments to FVTOCI*

The Group elected to present in other comprehensive income (“OCI”) for the fair value changes of all its equity investments previously classified as available-for-sale. These investments are not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of HKFRS 9, HK\$35,659,567 related to unlisted equity securities previously measured at cost less impairment under HKAS 39 were reclassified from available-for-sale investments to equity instruments at FVTOCI. The fair value gain of HK\$282,713 relating to those unlisted equity securities were adjusted to equity instruments at FVTOCI and investment revaluation reserve as at 1 January 2018. In addition, impairment losses previously recognised of HK\$13,346,603 were transferred from retained profits to investment revaluation reserve as at 1 January 2018.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.2 香港財務報告準則第9號「金融工具」及其相關修訂（續）

##### *首次應用香港財務報告準則第9號造成的影響概要（續）*

附註：

(a) 可供出售投資  
*由可供出售投資變為透過其他全面收入按公平值列賬*

本集團選擇於其他全面收入（「其他全面收入」）中呈列所有過往分類為可供出售的股本投資的公平值變動。該等投資並非持作買賣，並預期不會於可見將來出售。於首次應用香港財務報告準則第9號之日，與過往根據香港會計準則第39號按成本扣除減值計量之非上市股本證券有關的35,659,567港元由可供出售投資重新分類為透過其他全面收入按公平值列賬的股本工具。與該等非上市股本證券有關的公平值收益282,713港元，已於二零一八年一月一日被調整至透過其他全面收入按公平值列賬之股本工具及投資重估儲備。此外，過往確認的減值虧損13,346,603港元已於二零一八年一月一日由保留溢利轉撥至投資重估儲備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.2 HKFRS 9 “Financial Instruments” and the related amendments (Continued)

##### *Summary of effects arising from initial application of HKFRS 9 (Continued)*

Notes: (Continued)

##### (b) Financial assets at FVTPL

The Group reassessed its investment in equity securities classified as held for trading under HKAS 39 as if the Group had purchased these investments at the date of initial application. Based on the facts and circumstances as at date of initial application, HK\$107,374,656 of the Group’s investments were held for trading and continued to be measured at FVTPL.

##### (c) Impairment under ECL model

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all contract assets, trade receivables and trade related amounts due from related companies. Except for those which had been determined as credit-impaired under HKAS 39, contract assets and trade receivables have been assessed individually with outstanding significant balances exceeding HK\$2,500,000 and trade related amounts due from related companies have been assessed individually, the remaining contract assets and trade receivables balances are grouped based on shared credit risk characteristics. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for the trade receivables and the contract assets on the same basis.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.2 香港財務報告準則第9號「金融工具」及其相關修訂（續）

##### *首次應用香港財務報告準則第9號造成的影響概要（續）*

附註：（續）

##### (b) 透過損益按公平值列賬之金融資產

根據香港會計準則第39號，本集團重新評估其分類為持作買賣之股本證券投資，猶如本集團於首次應用日期已購買該等投資。根據於首次應用日期之事實及情況，本集團之投資107,374,656港元為持作買賣，並會繼續透過損益按公平值計量。

##### (c) 根據預期信貸虧損模式的減值

本集團應用香港財務報告準則第9號簡化方法，就所有合約資產、貿易應收款項及應收關連公司貿易相關款項使用生命週期的預期信貸虧損計量預期信貸虧損。除根據香港會計準則第39號釐定為出現信貸減值的合約資產及貿易應收款項外，未償還重大結餘超過2,500,000港元的合約資產及貿易應收款項已進行單獨評估，且應收關連公司貿易相關款項已進行單獨評估，餘下合約資產及貿易應收款項結餘已根據共同信貸風險特點分類。合約資產涉及未入賬在製品，且與相同類型合約的貿易應收款項具有大致相同的風險特徵。因此，本集團認為，貿易應收款項及合約資產的預期虧損率基於相同基準。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.2 HKFRS 9 “Financial Instruments” and the related amendments (Continued)

##### *Summary of effects arising from initial application of HKFRS 9 (Continued)*

Notes: (Continued)

##### (c) Impairment under ECL model (Continued)

ECL for other financial assets at amortised cost mainly comprise of short-term bank deposits, cash and cash equivalents, loans receivable, loans to joint ventures and other receivables and deposits, are assessed on 12-month ECL basis as there had been no significant increase in credit risk since initial recognition.

As at 1 January 2018, the additional credit loss allowance of HK\$2,188,359 has been recognised against retained profits. The additional loss allowance is charged against the allowance account.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.2 香港財務報告準則第9號「金融工具」及其相關修訂（續）

##### *首次應用香港財務報告準則第9號造成的影響概要（續）*

附註：（續）

##### (c) 根據預期信貸虧損模式的減值（續）

其他按攤銷成本計量金融資產的預期信貸虧損主要包括短期銀行存款、現金及現金等值、應收貸款、給予合營公司之貸款及其他應收款項及訂金，按十二個月預期信貸虧損基準評估，原因是信貸風險自首次確認起並無大幅增加。

於二零一八年一月一日，額外信貸虧損撥備2,188,359港元已於保留溢利確認。額外虧損撥備於撥備賬扣除。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.2 HKFRS 9 “Financial Instruments” and the related amendments (Continued)

##### Summary of effects arising from initial application of HKFRS 9 (Continued)

Notes: (Continued)

#### (c) Impairment under ECL model (Continued)

All loss allowances for contract assets and trade receivables as at 31 December 2017 reconciled to the opening loss allowance as at 1 January 2018 is as follows:

		Contract assets 合約資產 HK\$ 港元	Trade receivables 貿易應收款項 HK\$ 港元
At 31 December 2017	於二零一七年 十二月三十一日		
– HKAS 39	– 香港會計準則 第39號	N/A 不適用	(3,127,071)
Amounts remeasured through opening retained profits	透過期初保留溢利 重新計量之金額	(283,823)	(1,904,536)
At 1 January 2018	於二零一八年一月一日	(283,823)	(5,031,607)

In the opinion of the directors of the Company, the ECL on the amounts due from related parties is insignificant as at 1 January 2018.

本公司董事認為，於二零一八年一月一日，應收關連人士款項之預期信貸虧損並不重大。

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.2 香港財務報告準則第9號「金融工具」及其相關修訂（續）

##### 首次應用香港財務報告準則第9號造成的影響概要（續）

附註：（續）

#### (c) 根據預期信貸虧損模式的減值（續）

於二零一七年十二月三十一日的合約資產及貿易應收款項的所有虧損撥備與二零一八年一月一日的期初虧損撥備對賬如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.3 Impacts on opening consolidated statement of financial position arising from the application of all new standards, amendments and interpretation

As a result of the changes in the entity’s accounting policies above, the opening consolidated statement of financial position had to be restated. The following table show the adjustments recognised for each individual line item.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.3 應用所有新訂準則、修訂及詮釋對期初綜合財務狀況表之影響

由於上述實體會計政策變動，期初綜合財務狀況表須予以重列。下表顯示就各項單獨細列項目確認的調整。

		At 31 December 2017 於二零一七年 十二月 三十一日 HK\$ 港元 (Audited) (經審核)	HKFRS 15 香港財務報告 準則第15號 HK\$ 港元	HKFRS 9 香港財務報告 準則第9號 HK\$ 港元	At 1 January 2018 於二零一八年 一月一日 HK\$ 港元 (Restated) (經重列)
<b>Non-current Assets</b>	<b>非流動資產</b>				
Property, plant and equipment	物業、廠房及設備	125,412,446	-	-	125,412,446
Prepaid lease payments	預付租賃款項	63,444,314	-	-	63,444,314
Investment properties	投資物業	229,165,879	-	-	229,165,879
Equity instruments at FVTOCI	透過其他全面收入按公平值 列賬之股本工具	-	-	21,749,561	21,749,561
Club membership	會所會籍	-	-	3,403,700	3,403,700
Available-for-sale investments	可供出售投資	24,870,548	-	(24,870,548)	-
Interests in joint ventures	於合營公司之權益	421,268	-	-	421,268
Deposits paid for acquisition of property, plant and equipment	已付購置物業、廠房及 設備訂金	5,543,984	-	-	5,543,984
		448,858,439	-	282,713	449,141,152

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## 綜合財務報表附註

For the year ended 31 December 2018

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### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### 2.3 Impacts on opening consolidated statement of financial position arising from the application of all new standards, amendments and interpretation (Continued)

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.3 應用所有新訂準則、修訂及詮釋對期初綜合財務狀況表之影響（續）

		At 31 December 2017 於二零一七年 十二月 三十一日 HK\$ 港元 (Audited) (經審核)	HKFRS 15 香港財務報告 準則第15號 HK\$ 港元	HKFRS 9 香港財務報告 準則第9號 HK\$ 港元	At 1 January 2018 於二零一八年 一月一日 HK\$ 港元 (Restated) (經重列)
<b>Current assets</b>	<b>流動資產</b>				
Inventories	存貨	42,551,931	(15,997,180)	-	26,554,751
Properties under development for sale	待售發展中物業	45,351,716	-	-	45,351,716
Held-for-trading investments	持作買賣投資	107,374,656	-	(107,374,656)	-
Derivative financial instrument	衍生金融工具	7,851,180	-	(7,851,180)	-
Financial assets at FVTPL	透過損益按公平值列賬之 金融資產	-	-	115,225,836	115,225,836
Equity instruments at FVTOCI	透過其他全面收入按公平值 列賬之股本工具	-	-	14,192,719	14,192,719
Available-for-sale investments	可供出售投資	14,192,719	-	(14,192,719)	-
Trade and other receivables, prepayments and deposits	貿易及其他應收款項、 預付款項以及訂金	200,166,882	-	(1,904,536)	198,262,346
Contract assets	合約資產	-	19,071,183	(283,823)	18,787,360
Loans to joint ventures	給予合營公司之貸款	3,874,009	-	-	3,874,009
Loans receivable	應收貸款	31,055,801	-	-	31,055,801
Prepaid lease payments	預付租賃款項	1,345,094	-	-	1,345,094
Amounts due from related companies	應收關連公司款項	1,310,456	-	-	1,310,456
Short-term bank deposits	短期銀行存款	102,879,162	-	-	102,879,162
Cash and cash equivalents	現金及現金等值	199,687,987	-	-	199,687,987
		757,641,593	3,074,003	(2,188,359)	758,527,237

# 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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### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

#### 2.3 Impacts on opening consolidated statement of financial position arising from the application of all new standards, amendments and interpretation (Continued)

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 2.3 應用所有新訂準則、修訂及詮釋對期初綜合財務狀況表之影響（續）

		At 31 December 2017 於二零一七年 十二月 三十一日 HK\$ 港元 (Audited) (經審核)	HKFRS 15 香港財務報告 準則第15號 HK\$ 港元	HKFRS 9 香港財務報告 準則第9號 HK\$ 港元	At 1 January 2018 於二零一八年 一月一日 HK\$ 港元 (Restated) (經重列)
<b>Current liabilities</b>	<b>流動負債</b>				
Trade and other payables and accruals	貿易及其他應付款項 以及應計款項	102,238,651	(8,202,299)	-	94,036,352
Contract liabilities	合約負債	-	8,202,299	-	8,202,299
Tax liabilities	稅項負債	4,656,583	-	-	4,656,583
Amount due to a non-controlling shareholder of a subsidiary	應付一家附屬公司 一名非控股股東款項	18,011,527	-	-	18,011,527
Amount due to a related company	應付一家關連公司款項	903,191	-	-	903,191
Obligations under finance leases - due within one year	融資租賃責任 - 於一年內到期	182,179	-	-	182,179
Bank borrowings	銀行借貸	59,892,800	-	-	59,892,800
		185,884,931	-	-	185,884,931
<b>Net current assets</b>	<b>流動資產淨值</b>	571,756,662	3,074,003	(2,188,359)	572,642,306
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	1,020,615,101	3,074,003	(1,905,646)	1,021,783,458
<b>Non-current liabilities</b>	<b>非流動負債</b>				
Amount due to a related company	應付一家關連公司款項	380,146	-	-	380,146
Deferred taxation	遞延稅項	10,722,401	-	-	10,722,401
		11,102,547	-	-	11,102,547
<b>Net assets</b>	<b>資產淨值</b>	1,009,512,554	3,074,003	(1,905,646)	1,010,680,911
<b>Capital and reserves</b>	<b>資本及儲備</b>				
Share capital	股本	2,536,395	-	-	2,536,395
Reserves	儲備	1,008,687,044	3,074,003	(1,905,646)	1,009,855,401
Total attributable to owners of the Company	本公司擁有人應佔總額	1,011,223,439	3,074,003	(1,905,646)	1,012,391,796
Non-controlling interests	非控股權益	(1,710,885)	-	-	(1,710,885)
<b>Total equity</b>	<b>權益總額</b>	1,009,512,554	3,074,003	(1,905,646)	1,010,680,911



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## 綜合財務報表附註

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### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 16	Leases <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>2</sup>
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>1</sup>
Amendments to HKFRS 3	Definition of a Business <sup>4</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>5</sup>
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement <sup>1</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle <sup>1</sup>

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

<sup>2</sup> Effective for annual periods beginning on or after a date to be determined

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

<sup>4</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2020

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 已頒佈但尚未生效之新訂香港財務報告準則及準則修訂

本集團並未提早應用下列已頒佈但尚未生效之新訂香港財務報告準則及準則修訂：

香港財務報告準則第16號	租賃 <sup>1</sup>
香港財務報告準則第17號	保險合約 <sup>2</sup>
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅處理之不确定性 <sup>1</sup>
香港財務報告準則第3號之修訂	業務之定義 <sup>4</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合資公司間之資產銷售或注資 <sup>2</sup>
香港會計準則第1號及香港會計準則第8號之修訂	重大之定義 <sup>5</sup>
香港會計準則第19號之修訂	計劃修訂、縮減或支付 <sup>1</sup>
香港會計準則第28號之修訂	於聯營公司及合營公司之長期權益 <sup>1</sup>
香港財務報告準則之修訂	二零一五年至二零一七年週期香港財務報告準則之年度改進 <sup>1</sup>

<sup>1</sup> 於二零一九年一月一日或之後開始之年度期間生效

<sup>2</sup> 於有待釐訂之日期或之後開始之年度期間生效

<sup>3</sup> 於二零二一年一月一日或之後開始之年度期間生效

<sup>4</sup> 適用於收購日期為於二零二零年一月一日或之後開始之首個年度期間開始時或之後之業務合併及資產收購

<sup>5</sup> 於二零二零年一月一日或之後開始之年度期間生效

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### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### HKFRS 16 “Leases”

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the Group’s financial position and performance in the foreseeable future.

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 “Leases” (“HKAS 17”) and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 香港財務報告準則第16號「租賃」

除下文所述之新訂香港財務報告準則及準則修訂外，本公司董事預期，應用所有其他新訂香港財務報告準則及準則修訂於可見將來不會對本集團財務狀況及表現造成重大影響。

香港財務報告準則第16號為出租人及承租人引入識別租賃安排的全面模式及會計處理。於香港財務報告準則第16號生效後，其將取代香港會計準則第17號「租賃」（「香港會計準則第17號」）及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。此外，香港財務報告準則第16號規定售後租回交易根據香港財務報告準則第15號有關轉讓相關資產是否應作為銷售入賬的規定而釐定。香港財務報告準則第16號亦包括有關分租及租賃修改的規定。

承租人會計處理中已毋須區分經營租賃及融資租賃，並以承租人須就所有租賃（短期租賃或低價值資產的租賃除外）確認使用權資產及相應負債的模式所取代。

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## 綜合財務報表附註

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### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### HKFRS 16 “Leases” (Continued)

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments under operating lease as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group, upfront prepaid lease payments will continue to be presented as investing or operating cash flows in accordance with the nature, as appropriate.

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement and prepaid lease payments for leasehold lands where the Group is an operating lease lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 香港財務報告準則第16號「租賃」（續）

使用權資產初步按成本計量，其後則按成本（若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。租賃負債初步按於該日尚未支付的租賃付款的現值計量。其後，租賃負債會就利息及租賃付款，以及租賃修訂等影響作出調整。至於現金流量分類，本集團現時將經營租賃項下預付租賃付款呈列為自用租賃土地及分類為投資物業的租賃土地的投資現金流量，而其他經營租賃付款則呈列為經營現金流量。於應用香港財務報告準則第16號後，有關租賃負債的租賃付款將就本金及利息部份作出分配，並將由本集團呈列為融資現金流量，預付租賃付款將繼續根據其性質（如適用）呈列為投資或經營現金流量。

根據香港會計準則第17號，本集團已就融資租賃安排確認一項資產及一項相關融資租賃負債，並就本集團作為經營租賃承租人的租賃土地確認預付租賃款項。視乎本集團的使用權資產乃分開呈列或與對應的相關資產（如擁有有關資產）所呈列的同一項目中呈列，應用香港財務報告準則第16號可能導致該等資產的分類出現潛在變動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### HKFRS 16 “Leases” (Continued)

Other than certain requirements which are also applicable to lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2018, the Group has non-cancellable operating lease commitments of HK\$91,298,180 as disclosed in note 39. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of HK\$1,847,067 and refundable rental deposits received of HK\$1,110,000 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustments to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets. Adjustments to refundable rental deposits received would be considered as advance lease payments.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 香港財務報告準則第16號「租賃」（續）

除亦適用於出租人的若干規定外，香港財務報告準則第16號大體上沿用香港會計準則第17號出租人會計處理方法的規定，並繼續規定出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求更詳盡的披露。

誠如附註39所披露，於二零一八年十二月三十一日，本集團有不可撤銷經營租賃承擔91,298,180港元。初步評估顯示，此等安排將符合租賃的定義。於應用香港財務報告準則第16號時，本集團將就所有此等租賃確認使用權資產及相應的負債，除非有關租賃符合低值或短期租賃之資格。

此外，本集團現時將已付的可退還租金按金1,847,067港元及已收的可退還租金按金1,110,000港元視為香港會計準則第17號所適用的租賃權利及責任。根據香港財務報告準則第16號項下租賃付款的定義，有關按金並非與相關資產使用權相關的款項，有關按金的賬面金額可調整至攤銷成本，而有關調整被視為額外租賃款項。對已付可退還租金按金作出的調整將被視為額外租賃付款並計入使用權資產的賬面值中。對已收可退還租金按金作出的調整將視作預付租賃付款。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### HKFRS 16 “Leases” (Continued)

Upon application of HKFRS 16, the Group will apply the requirements of HKFRS 15 to assess whether sales and leaseback transaction constitutes a sale. For a transfer that does not satisfy the requirements as a sale, the Group will account for the transfer proceeds as financial liabilities within the scope of HKFRS 9. In accordance with the transition provisions of HKFRS 16, sale and leaseback transactions entered into before the date of initial application will not be reassessed but the new requirements may impact the Group's future sale and leaseback transactions.

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) – Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC) – Int 4. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening retained profits without restating comparative information.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 香港財務報告準則第16號「租賃」（續）

於應用香港財務報告準則第16號後，本集團將應用香港財務報告準則第15號關於評估銷售及回租交易是否構成銷售之規定。對於不滿足銷售規定之轉讓，本集團將轉讓所得款項入賬作為香港財務報告準則第9號範圍內的金融負債。根據香港財務報告準則第16號的過渡條文，於首次應用日期前訂立的銷售及回租交易將不會重新評估，但新規定可能會影響本集團日後的銷售及回租交易。

應用新規定或會導致上文所示之計量、呈列及披露發生變動。本集團擬選擇可行權宜方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號「釐定安排是否包括租賃」識別為租賃之合約應用香港財務報告準則第16號，而並無對先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號並未識別為包括租賃之合約應用該準則。因此，本集團將不會重新評估合約是否為或包括於首次應用日期前已存在之租賃。此外，本集團（作為承租人）擬選擇經修訂追溯法應用香港財務報告準則第16號，並將確認首次應用對年初保留溢利的累計影響，而並無重列比較資料。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

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### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### Amendments to HKAS 1 and HKAS 8 “Definition of Material”

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgements. The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values at the end of the reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 香港會計準則第1號及香港會計準則第8號「重大的定義」的修訂

該等修訂透過載入作出重要性判斷時的額外指引及解釋提供重大的定義的修訂。該等修訂亦符合所有香港財務報告準則的定義並將於本集團於二零二零年一月一日開始的年度期間強制生效。預期應用該等修訂將不會對本集團的財務狀況及表現造成重大影響，惟可能影響綜合財務報表的呈列及披露。

### 3. 主要會計政策

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則及香港《公司條例》所規定之適用披露事項。

綜合財務報表乃按歷史成本基準編製，惟誠如下文所載會計政策所闡述，於報告期末按公平值計量之投資物業及若干金融工具除外。

歷史成本一般以就交換貨品及服務給予之代價之公平值為基礎。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets".

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

### 3. 主要會計政策 (續)

公平值指市場參與者之間在計量日期進行有序交易中出售一項資產所收取或轉移一項負債所支付之價格，而不論該價格是否可直接觀察或採用其他估值技術估計。在對資產或負債之公平值作出估計時，倘市場參與者在計量日期為該資產或負債定價時將會考慮有關該資產或負債之特點，則本集團亦會考慮該等特點。在此等綜合財務報表中就計量及／或披露用途而採用之公平值均按此基礎釐定，惟香港財務報告準則第2號「以股份為基礎付款」範圍界定之以股份為基礎付款交易、香港會計準則第17號範圍界定之租賃交易及與公平值部分相若但非公平值之計量（例如，香港會計準則第2號「存貨」中之可變現淨值或香港會計準則第36號「資產減值」中之使用價值）除外。

非金融資產之公平值計量會計及市場參與者將資產用於最高價值及最佳用途或售予會將資產用於最高價值及最佳用途之另一名市場參與者而產生經濟利益的能力。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

### 3. 主要會計政策 (續)

就按公平值轉撥，且需要使用不可觀察輸入數據的估計技術計量其後期間公平值的金融工具及投資物業而言，有關估值技術會作出調整以使估值技術的結果與交易價相同。

此外，就財務申報而言，公平值計量按照公平值計量之輸入數據可觀察程度及公平值計量輸入數據之整體重要性，分類為1級、2級或3級，情況如下所述：

- 1級輸入數據是實體於計量日期可取得之相同資產或負債於活躍市場之報價（未經調整）；
- 2級輸入數據是就資產或負債直接或間接地可觀察之輸入數據（1級包括之報價除外）；及
- 3級輸入數據是資產或負債之不可觀察輸入數據。

主要會計政策載列如下。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

Where necessary, adjustments are made to the financial statements of the subsidiaries to bring their accounting policies into line with the Group's accounting policies.

### 3. 主要會計政策 (續)

#### 綜合賬目基準

綜合財務報表包括本公司以及本公司及其附屬公司控制之實體財務報表。當本公司出現以下情況時，即取得控制權：

- 可向被投資方行使權力；
- 因參與被投資方事務而承擔風險或有權擁有被投資方之可變回報；及
- 有能力運用其對被投資方之權力影響回報。

倘事實及情況顯示上述三項控制權元素中一項或以上有所變動，則本集團會重新評估是否對被投資方擁有控制權。

附屬公司之綜合入賬自本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支自本集團取得控制權之日期起計入綜合損益及其他全面收入報表，直至本集團不再控制有關附屬公司之日期為止。

損益及其他全面收入之各項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

附屬公司之財務報表視乎需要作出調整，以使其會計政策與本集團之會計政策一致。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

#### Changes in the Group's interests in existing subsidiaries

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets and liabilities of the subsidiary attributable to the owners of the Company.

#### Interests in joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

### 3. 主要會計政策 (續)

#### 綜合賬目基準 (續)

本集團內各公司間所有資產及負債、權益、收入、開支及與本集團成員公司間交易有關的現金流量均於綜合賬目時悉數對銷。

附屬公司之非控股權益與本集團於附屬公司之權益分開呈列，指現時擁有之權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

#### 本集團於現有附屬公司權益之變動

當本集團失去一間附屬公司的控制權，則終止確認該附屬公司資產及負債。收益或虧損於損益中確認，並以(i)所收取代價之公平值及任何保留權益之公平值之總額與(ii)本公司擁有人應佔附屬公司之資產及負債之賬面值之差額計算。

#### 於合營公司之權益

合營公司指一項聯席安排，對安排擁有共同控制權之訂約方據此對聯席安排之資產淨值擁有權利。共同控制權指按照合約協定對一項安排所共有之控制權，僅在相關活動必須獲得共同享有控制權之各方一致同意方能決定時存在。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Interests in joint ventures (Continued)

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

### 3. 主要會計政策 (續)

#### 於合營公司之權益 (續)

合營公司之業績及資產與負債使用權益會計法計入綜合財務報表。就權益會計法所用合營公司之財務報表，採用本集團於類似情況下類似交易及事項所用之相同會計政策編製。根據權益法，於合營公司之投資初始於綜合財務狀況報表按成本確認，其後作出調整，以確認本集團應佔合營公司之損益及其他全面收入。倘本集團應佔合營公司虧損超出本集團於該合營公司之權益（包括大致上構成本集團於合營公司之投資淨額部分之長期權益），則本集團會終止確認應佔之進一步虧損。額外虧損僅於本集團產生法定或推定責任或代表合營公司付款時確認。

自被投資方成為一家合營公司當日起，於合營公司之投資採用權益法入賬。於收購一間合營公司之投資時，投資成本超出本集團分佔該被投資方可識別資產及負債公平淨值之任何差額會確認為商譽，並計入投資賬面值。本集團所佔可識別資產及負債於重新評估後之公平淨值與投資成本之任何差額，會於收購投資期間即時於損益確認。

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## 綜合財務報表附註

For the year ended 31 December 2018

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Interests in joint ventures (Continued)

The Group assesses whether there is an objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of investment (include goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

#### Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

### 3. 主要會計政策 (續)

#### 於合營公司之權益 (續)

本集團評估是否有客觀證據表明於合營公司之權益可能出現減值。倘存在任何客觀證據，該項投資之全部賬面值（包括商譽）會根據香港會計準則第36號「資產減值」，以單一資產方式進行減值測試，比較其可收回金額（即使用價值與公平值減出售成本之較高者）與賬面值。任何已確認減值虧損構成該項投資賬面值一部分。有關減值虧損之任何撥回乃於該項投資之可收回金額其後增加時根據香港會計準則第36號確認。

#### 持作出售的非流動資產

非流動資產及出售組別之賬面值如可透過出售交易而非透過持續使用而收回，則會分類為持作出售。此條件僅於資產（或出售組別）可以其現況供即時出售，出售條款僅屬出售該資產（或出售組別）之一般慣常條款，且極有可能出售時，方告達成。管理層必須承諾進行出售，即應預期於分類日期起計一年內合資格確認為一項已完成出售。

當本集團承諾進行涉及失去一間附屬公司控制權之出售計劃，倘符合上述條件，該附屬公司之所有資產及負債均分類為持作出售，不論本集團會否於出售後保留有關附屬公司之非控股權益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Non-current assets held for sale (Continued)

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate or joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale from the time when the investment (or a portion of the investment) is classified as held for sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs of disposal.

#### Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 2)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

### 3. 主要會計政策 (續)

#### 持作出售的非流動資產 (續)

當本集團承諾進行涉及出售於聯營公司或合營企業之投資或部分投資之出售計劃，倘符合上述條件，將予出售之該項投資或部分投資分類為持作出售，而本集團將由投資（或其部分）分類為持作出售之時起，終止就該分類為持作出售之部分使用權益法。

分類為持作出售之非流動資產（及出售組別）按其先前賬面值與公平值減出售成本之較低者計量。

#### 客戶合約收益（根據附註2的過渡條文應用香港財務報告準則第15號）

根據香港財務報告準則第15號，本集團於（或當）完成履約責任時（即於與特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時）確認收益。

履約責任指一項明確貨品或服務（或一批貨品或服務）或一系列大致相同的明確貨品或服務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 2) (Continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service (i.e. being at the point the printing products from Trading Business and albums are delivered to the customer's specific location).

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

### 3. 主要會計政策 (續)

#### 客戶合約收益 (根據附註2的過渡條文應用香港財務報告準則第15號) (續)

倘符合以下其中一項條件，則控制權為隨時間轉移，而收益則參考相關履約責任的完成進度隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益；
- 本集團的履約創建及增強客戶於本集團履約時控制的資產；或
- 本集團的履約未創造對本集團具有替代用途的資產，而本集團有強制執行權收取至今已履約部分的款項。

否則，收益於客戶獲得明確貨品或服務控制權（即貿易業務的印刷品及唱片交付客戶指定地點）時確認。

合約資產指本集團對就其向客戶轉讓貨品或服務所換取的代價但尚未成為無條件的權利。其按照香港財務報告準則第9號評估減值。相反，應收款項為本集團對代價的無條件權利，即代價到期支付前只須待時間流逝。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 2) (Continued)

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

#### Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

##### *Input method*

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

##### *Incremental costs of obtaining a contract*

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises such costs (sales commissions) as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

### 3. 主要會計政策 (續)

#### 客戶合約收益 (根據附註2的過渡條文應用香港財務報告準則第15號) (續)

合約負債指本集團就其已向客戶收取的代價 (或代價到期支付) 而向客戶轉讓貨品或服務的責任。

相同合約相關合約資產及合約負債按淨額基準入賬及呈列。

#### 按時間確認收益：計量完成履約責任的進度

##### *投入法*

完成履約責任的進度是根據投入法計量，此方法乃根據本集團為完成履約責任而付出的努力或投入，相對於完成該項履約責任而預期的總投入，以確認收益，亦最能反映本集團於轉讓貨品或服務控制權方面的表現。

##### *獲得合約的增量成本*

獲得合約的增量成本指本集團與客戶訂立合約產生之倘未獲得該合約則不會產生的成本。

倘預期可收回有關成本 (如銷售佣金)，則本集團確認該等成本為一項資產，隨後按與向客戶轉讓有關該資產之貨品或服務一致的系統基準於損益攤銷。

倘該等成本將在一年內悉數於損益攤銷，本集團將應用簡易實務處理方式把取得一項合約的所有增量成本列為開支。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition (prior to 1 January 2018)

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

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 and when specific criteria have been met for each of the Group's activities, as described below.

Revenue from sales of goods (including manufactured and trading printing products and gaming machines) is recognised when the goods are delivered and titles have passed.

Concerts and shows income is recognised on the completion of the relevant concerts and shows.

Service income is recognised when services are provided.

Deposits received from purchases prior to meeting the above criteria for revenue recognition are included in consolidated statement of financial position under current liabilities.

The Group's accounting policies for interest income and revenue from operating leases are described in the accounting policy for financial instruments and leases below.

### 3. 主要會計政策 (續)

#### 收益確認 (二零一八年一月一日前)

收益按已收或應收代價之公平值計量，乃於正常業務過程中就已售貨品及已提供服務所應收取之款項（扣除折扣及銷售相關稅項）。

收益於收益金額能可靠地計量時；未來經濟利益將有可能流入本集團時；及本集團各業務活動達致特定條件時確認，詳情參見下文。

銷售貨物（包括製造及買賣印刷產品及遊戲機）的收益於貨物交付及擁有權轉移時確認。

音樂會及表演收入於相關音樂會及表演完成時確認。

服務收入於提供服務時確認。

於符合上述收益確認條件前自買入收取之訂金會計入綜合財務狀況報表內流動負債項下。

本集團利息收入及經營租賃收益的會計政策已於下列金融工具及租賃會計政策中說明。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

### 3. 主要會計政策 (續)

#### 投資物業

投資物業乃指持有作為賺取租金及／或作為資本增值的物業。

投資物業初步按成本計量，包括任何直接相關支出。於初步確認後，投資物業按公平值計量。本集團就賺取租金或資本增值而根據經營租約持有之全部物業權益分類並作為投資物業入賬，且使用公平值模式計量。投資物業公平值變動產生的收益或虧損，已計入其產生期間的損益內。

投資物業於出售後或在投資物業永久不再使用及預期出售該等物業不會產生未來經濟利益時取消確認。取消確認物業所產生的任何收益或虧損（按出售所得款項淨額與資產賬面值的差額計算）將計入該項目取消確認期間的損益內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment

Property, plant and equipment including buildings, 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 construction in progress as described below, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Property, plant and equipment acquired in exchange for a non-monetary asset or assets, or a combination of monetary and non-monetary assets, was measured at fair value unless the exchange transaction lacks commercial substance or the fair value of neither the asset received nor the asset given up is reliably measurable.

### 3. 主要會計政策 (續)

#### 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行政用途的樓宇、租賃土地 (分類為融資租賃) 下文所述的在建物業工程除外) 乃於綜合財務狀況表按成本減其後累計折舊及累計減值虧損 (如有) 後列賬。

供生產、供應或行政用途之在建物業按成本減任何已確認減值虧損列賬。成本包括專業費用及 (就合資格資產而言) 按照本集團會計政策撥充資本之借貸成本。有關物業於竣工及已可作擬定用途時歸類為物業、廠房及設備之適當類別。該等資產在已可作擬定用途時按與其他物業資產相同之基準開始計算折舊。

以一項或多項非貨幣資產或貨幣資產加非貨幣資產所交換的物業、廠房及設備乃以公平值計量，除非交換交易缺乏商業實質或已收資產及已放棄資產的公平值無法合理地計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Depreciation is recognised so as to write off the cost of assets, other than construction in progress, less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in properties revaluation reserve. On the subsequent sale or retirement of the asset, the properties revaluation reserve will be transferred directly to retained profits.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### 3. 主要會計政策 (續)

#### 物業、廠房及設備 (續)

折舊乃根據資產(在建工程除外)之估計可使用年期以直線法確認,以撇銷其減去剩餘價值後之成本。估計可使用年期、剩餘價值及折舊方法會在各報告期末檢討,並按未來基準法將任何估計變更之影響入賬。

根據融資租賃持有之資產於預期可使用年期內按自有資產相同之基準折舊。然而,未能合理確定可於租期結束後獲得擁有權之資產,乃於租期及彼等之可使用年期(以較短者為準)計算折舊。

倘物業、廠房及設備項目不再作自用而顯示其用途已改變,則有關項目成為投資物業,該項目賬面值與其於轉變當日公平值的任何差額於其他全面收入內確認,並於物業重估儲備中累計。於其後出售或報廢該資產時,該等物業重估儲備將直接轉撥至保留溢利。

物業、廠房及設備項目於出售或當預期持續使用該資產將不會產生未來經濟利益時終止確認。出售物業、廠房及設備項目或將有關項目報廢所產生之任何收益或虧損乃以銷售所得款項與該資產之賬面值之差額釐定,並於損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

#### Properties under development for sale

Properties under development for sale are stated at the lower of cost and net realisable value. Cost comprises both the land use rights and development cost of the property. Net realisable value takes into account the price ultimately expected to be realised, less applicable selling expenses and the anticipated costs of completion.

Development cost of property comprises construction costs, borrowing costs capitalised according to the Group's accounting policy and directly attributable cost incurred during the development period.

#### Impairment on assets other than financial assets

At the end of the reporting period, the Group reviews the carrying amounts of its assets other than financial assets (including contract assets and rental deposits) to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of assets other than financial assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

### 3. 主要會計政策 (續)

#### 存貨

存貨以成本與可變現淨值兩者中之較低值入賬。存貨成本按先進先出方法釐定。可變現淨值指估計存貨售價減所有估計完成成本及銷售所需成本。

#### 待售發展中物業

待售發展中物業按成本與可變現淨值之較低者入賬。成本包括土地使用權及物業開發成本。可變現淨值考慮最終預期實現之價格，扣除適用銷售開支以及預期竣工成本。

物業開發成本包括建築成本、按照本集團會計政策資本化之借貸成本及發展期內產生之直接應佔成本。

#### 金融資產以外的資產之減值

於報告期末，本集團檢討其金融資產以外的資產（包括合約資產及租金按金）之賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則須估計相關資產之可收回金額，以釐定減值虧損（如有）之程度。

金融資產以外的資產的可收回金額可單獨估計。倘無法估計個別資產之可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。倘可識別合理及一致之分配基準，則企業資產亦會分配至個別現金產生單位，或分配至可識別合理及一致分配基準之最小組別現金產生單位。



# 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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment on assets other than financial assets (Continued)

Before the Group recognises an impairment loss for assets capitalised as contract costs under HKFRS 15, the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the cash-generating unit to which they belong for the purpose of evaluating impairment of that cash-generating unit.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

### 3. 主要會計政策 (續)

#### 金融資產以外的資產之減值 (續)

在本集團根據香港財務報告準則第15號將資本化資產減值虧損確認為合約成本前，本集團按適用準則評估和確認任何與相關合約有關的其他資產減值虧損。屆時，倘賬面值超過本集團預期收取以換取相關貨品或服務的代價餘額減與直接關於提供該等貨品或服務的成本（已確認為開支），則就作為合約成本的資本化資產而言之減值虧損（如有）得以確認。作為合約成本的資本化資產屆時就評估相關現金產生單位減值，而計入它們所屬的現金產生單位之賬面值。

可收回金額為公平值（減出售成本）與使用價值兩者中之較高值。於評估使用價值時，乃以反映目前市場對金錢時間價值及資產（或現金產生單位）於估計未來現金流量調整前之獨有風險之稅前折算率折算估計未來現金流量至其現值。

倘估計資產（或現金產生單位）之可收回金額少於其賬面值，資產（或現金產生單位）之賬面值被削減至其可收回金額。資產的賬面值不會被調低至低於其公平值減出售成本（如可計量）、其使用價值（如可釐定）及零（以較高者為準）。其他已分配至資產的減值虧損金額則按比例分配至該單位內的其他資產。減值虧損即時於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment on assets other than financial assets (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

#### 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 added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

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

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from (loss) profit before taxation because 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.

### 3. 主要會計政策 (續)

#### 金融資產以外的資產之減值 (續)

倘減值虧損於其後撥回，則該項資產（或現金產生單位）之賬面值會增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超出假設過往年度並無就該項資產（或現金產生單位）確認減值虧損原應釐定之賬面值。減值虧損撥回即時於損益確認。

#### 借貸成本

收購、建造或生產合資格資產（即需要長時間準備方可作擬定用途或銷售之資產）直接應佔之借貸成本，會加入該等資產之成本，直至該等資產已大致完成可作擬定用途或銷售為止。

所有其他借貸成本均於產生期間確認，並計入損益。

#### 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按本年內應課稅溢利計算。應課稅溢利與除稅前（虧損）溢利不同，乃由於在其他年度應課稅或可扣稅之收入或開支項目及從不課稅或扣稅之項目所致。本集團之即期稅項負債乃採用於報告期末經已生效或實際上已生效之稅率計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises 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 from investments in subsidiaries and interests in joint ventures, 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. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

### 3. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項乃就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基兩者間之臨時差額確認。遞延稅項負債通常會就所有應課稅臨時差額確認。遞延稅項資產通常會在有可能利用可扣稅臨時差額抵銷應課稅溢利時，就所有可扣稅臨時差額確認。若於一項交易中，因業務合併以外原因開始確認其他資產及負債而引致之臨時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等遞延稅項資產及負債。

遞延稅項負債會就於附屬公司之投資及合營公司之權益所產生之應課稅臨時差額確認，惟本集團能夠控制臨時差額之撥回，且臨時差額在可見將來可能不會撥回則作別論。與該等投資相關之可扣稅臨時差額所產生之遞延稅項資產於可能有足夠應課稅溢利可以使用臨時差額之益處，且預計於可見將來可以撥回時方會確認。

遞延稅項資產之賬面值於報告期末檢討，並在不大可能有足夠應課稅溢利抵銷將予收回之全部或部分資產時調減。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

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

The measurement of deferred tax liabilities and assets 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.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

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.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 3. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項資產及負債基於報告期末經已生效或實際上已生效之稅率(及稅法)按預期於清償負債或變現資產之期間適用之稅率計量。

遞延稅項負債及資產之計量方式反映本集團預期於報告期末收回資產或清償負債賬面值之方式所產生之稅務影響。

就使用公平值模式計量的投資物業而言，在計量其遞延稅項時，這些物業之賬面值乃假設是透過出售時全數收回，除非假設被推翻。當投資物業可予折舊及以一個商業模式持有，而有關模式的目的並非透過出售而是隨時間流逝耗用投資物業所包含的絕大部分經濟利益，則假設會被推翻。

當有合法執行權利許可將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關徵收之所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債時，則遞延稅項資產及負債可互相對銷。

即期及遞延稅項於損益中確認，惟在其與於其他全面收入或直接於權益內確認的項目有關的情況下，即期及遞延稅項亦會分別於其他全面收入或直接於權益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### *The Group as lessor*

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset. Other than investment properties measured under fair value model, such costs are recognised as an expense on a straight-line basis over the lease term.

#### *The Group as lessee*

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below).

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

### 3. 主要會計政策 (續)

#### 租賃

當租賃之條款實質上將擁有權所產生之絕大部分風險及回報轉移至承租人時，該等租賃被分類為融資租賃。所有其他租賃則分類為經營租賃。

#### *本集團作為出租人*

經營租賃之租金收入乃按相關租賃年期以直線法於損益內確認。磋商及安排經營租賃時產生的初步直接成本乃計入所租賃資產的賬面值。除按公平值模式計量之投資物業外，有關成本於租期內按直線法確認為開支。

#### *本集團作為承租人*

根據融資租賃持有的資產按有關資產於租約開始時之公平值或（如為較低者）最低租賃付款之現值確認為本集團之資產。對出租人的相關責任作為融資租賃責任計入綜合財務狀況報表。

租賃付款在融資開支及租賃責任扣減之間劃撥，以使責任餘額之利率維持一致。融資開支即時於損益中確認，除非有關開支由合資格資產直接產生，於該情況下，彼等根據本集團借款成本之一般政策撥充資本（見下文之會計政策）。

經營租賃款項於租期內按直線法確認為開支。

倘收取租賃獎勵以訂立經營租賃，則該等獎勵確認為負債。獎勵總利益按直線法確認為扣減租金開支。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

##### *Leasehold land and building*

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis, except for those that are classified and accounted for as investment properties under the fair value model.

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing on the dates of transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

### 3. 主要會計政策 (續)

#### 租賃 (續)

##### *租賃土地及樓宇*

當本集團為一項包括租賃土地及樓宇部分的物業權益付款時，則本集團會依照其所評估與各部分擁有權有關之絕大部分風險與回報是否已轉移至本集團，分別評定各部分應分類為融資或經營租賃，除非明顯兩個部分均為經營租賃，在此情況下則整項物業作為經營租賃入賬。具體而言，於初步確認時，整項代價（包括任何一次性預付款項）在租賃開始時，按租賃土地部分及樓宇部分租賃權益之相對公平值之比例分為土地及樓宇部分。

倘相關款項能可靠地分配，入賬列為經營租賃之租賃土地之權益會於綜合財務狀況報表呈列為「預付租賃款項」，並於租期內按直線法攤銷，惟根據公平值模式分類及入賬為投資物業之租賃土地之權益除外。

#### 外幣

於編製各集團實體之財務報表時，以該實體之功能貨幣以外貨幣（外幣）進行之交易按交易日期之通用匯率確認。於報告期末，以外幣列值之貨幣項目按該日之通用匯率重新換算。按公平值列賬及以外幣計值之非貨幣項目按釐定公平值當日之通用匯率重新換算。以外幣及按歷史成本計量之非貨幣項目不會重新換算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve (attributable to non-controlling interests as appropriate).

#### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Government grants related to subsidy income from government 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.

#### Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

### 3. 主要會計政策 (續)

#### 外幣 (續)

結算貨幣項目及貨幣項目之重新換算產生之匯兌差額於產生期間之損益內確認。

就呈列綜合財務報表而言，本集團之海外業務資產及負債按於報告期末之通用匯率換算為本集團之呈列貨幣（即港元），而其收入及開支則按該年度之平均匯率換算，惟倘期內之匯率大幅波動，則使用交易當日之通用匯率換算。所產生之匯兌差額（如有）於其他全面收入中確認及於匯兌儲備中的權益累計（計入非控股權益（如適用））。

#### 政府補助

政府補助於能合理確保本集團將會符合補助所附帶的條件及將會收到補助金前不予確認。

政府補助於本集團將本集團補助擬補償的相關成本確認為開支的期間內，有系統地於損益中確認。就為本集團提供即時財政援助而不涉及未來相關成本的政府補貼收入的政府補助金，均於應收的期間內在損益中確認。

#### 研發開支

研究活動開支於其產生期間確認為開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Retirement benefit costs

Payments to defined contribution retirement benefits scheme, state-managed retirement benefit scheme and Mandatory Provident Fund Scheme ("MPF Scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

#### Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries and annual leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

#### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. 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.

### 3. 主要會計政策 (續)

#### 退休福利成本

定額供款退休福利計劃、國家管理退休福利計劃及強制性公積金計劃(「強制性公積金計劃」)之供款均於僱員提供服務而使其有權享有供款時確認為開支。

#### 短期及其他長期僱員福利

短期僱員福利按預期於僱員提供服務時支付的福利的未貼現金額確認。除非另一項香港財務報告準則規定或允許將福利計入一項資產的成本中，否則所有短期僱員福利會確認為開支。

負債於扣除任何已付金額後就僱員的累計福利(如工資及薪金以及年假)確認。

就其他長期僱員福利確認的負債乃按本集團預期就僱員於截至本報告日期所提供之服務估計之未來現金流出之現值計量。負債賬面值因服務成本、利息及重新計量導致的變動乃於損益中確認，除非另一項香港財務報告準則規定或允許將有關變動計入一項資產的成本中。

#### 金融工具

當某集團實體成為工具合約條文之一方時，會確認金融資產及金融負債。所有以正規途徑購入或銷售之金融資產乃按交易日期基準確認及取消確認。正規途徑購入或銷售乃按市場法規或慣例所確定之時間框架內交付資產之金融資產購入或銷售。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers, including trade related amounts due from related companies, which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) 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 effective interest method is a method of calculating the amortised cost of a financial assets or financial liabilities and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial assets or financial liabilities, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income which are derived from the Group's ordinary course of business (i.e. Lending Business as defined in note 6) are presented as revenue.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

金融資產及金融負債在初始時以公平值計量，惟客戶合約所產生的貿易應收款項（包括自二零一八年一月一日起初步根據香港財務報告準則第15號計量之應收關連公司貿易相關款項）除外。購置或發行金融資產及金融負債（按公平值計入損益之金融資產或金融負債除外）直接應佔之交易成本在初始確認時計入或扣自各金融資產或金融負債（倘適用）之公平值。購置按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時在損益中確認。

實際利率法為一種計算相關期間內金融資產或金融負債之攤銷成本及利息收入及利息開支分配之方法。實際利率是準確地將金融資產或金融負債在預期可用年期（或（如適用）於初步確認時之賬面淨值則為較短期間）內，貼現所有預期未來現金收益及付款之比率（包括能構成整體實際利率之支付或收取所有費用、交易成本及其他溢價或折讓）。

本集團一般業務過程中（即放貸業務（定義見附註6））產生的利息收入呈列為收益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets

*Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2)*

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產

*金融資產的分類及其後計量 (根據附註2的過渡條文應用香港財務報告準則第9號)*

符合下列條件之金融資產其後按攤銷成本計量：

- 金融資產乃於一項目標為持有金融資產以收取合約現金流量的業務模式中持有；及
- 金融資產合約條款會導致於指定日期產生純為支付本金及未償還本金額的利息。

符合下列條件之金融資產其後透過其他全面收入按公平值列賬的方式計量：

- 金融資產同時以收取合約現金流量及出售為目的之業務模式下持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (Continued)*

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

*金融資產的分類及其後計量 (根據附註2的過渡條文應用香港財務報告準則第9號) (續)*

除於初次應用／初始確認金融資產日期本集團可能不可逆轉地選擇於其他全面收入呈列股本投資的公平值隨後變動外 (倘該股本投資並非持作買賣或收購人於香港財務報告準則第3號「業務合併」應用的業務合併確認的或然代價)，所有其他金融資產其後透過損益按公平值列賬計量。

倘符合下列條件，金融資產分類為持作買賣：

- 其獲收購乃主要為於短期內出售；或
- 於初始確認時，其為本集團共同管理之可識別金融工具組合的一部分，並具有短期套利的近期實際模式；或
- 其屬並非指定及作為對沖工具生效的衍生工具。

此外，倘如此可消除或大幅減少會計錯配，則本集團可不可撤銷地將須按攤銷成本或透過其他全面收入按公平值列賬計量之金融資產指定為透過損益按公平值列賬計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

###### *Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

###### *Equity instruments designated as at FVTOCI*

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits/will continue to be held in the investment revaluation reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

###### *攤銷成本及利息收入*

利息收入就其後按攤銷成本計量之金融資產採用實際利率法確認。利息收入透過將實際利率用於金融資產總賬面值來計算，惟其後已變為信貸減值的金融資產（見下文）除外。就其後已變為信貸減值的金融資產而言，利息收入透過將實際利率用於自下個報告期起計的金融資產攤銷成本來確認。倘信貸減值金融工具的信貸風險降低令金融資產不再維持信貸減值，則利息收入在斷定資產不再維持信貸減值後，透過將實際利率用於自報告期開始起計的金融資產總賬面值來確認。

###### *指定為透過其他全面收入按公平值列賬的股本工具*

透過其他全面收入按公平值列賬的股本工具投資其後按公平值計量，公平值變動所產生之收益及虧損於其他全面收入確認，並於投資重估儲備中累計；且毋須作減值評估。出售股本投資的累計收益或虧損將不會重新分類至損益，並將轉撥至保留溢利／繼續於投資重估儲備中持有。

該等股本工具投資之股息於本集團收取股息之權利獲確立時在損益中確認，惟股息明顯為收回部份投資成本則除外。股息計入損益中之「其他收入」一項。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

###### Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of the reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

###### Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2)

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables and deposits, loans to joint ventures, loans receivable, trade related amounts due from related companies, short-term bank deposits and cash and cash equivalents) and contract assets. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done 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 conditions at the reporting date as well as the forecast of future conditions.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

###### 透過損益按公平值列賬之金融資產

並不符合按攤銷成本或透過其他全面收入按公平值列賬計量或指定為透過其他全面收入按公平值列賬的金融資產乃透過損益按公平值列賬計量。

透過損益按公平值列賬的金融資產按於報告期末的公平值計量，而任何公平值收益或虧損均於損益內確認。於損益內確認的淨收益或虧損不包括就金融資產賺取的任何股息或利息，並計入「其他收益及虧損」項目。

###### 金融資產減值 (根據附註2的過渡條文應用香港財務報告準則第9號)

本集團就根據香港財務報告準則第9號面臨減值的金融資產 (包括貿易及其他應收款項以及訂金、給予合營公司之貸款、應收貸款、應收關連公司貿易相關款項、短期銀行存款以及現金及現金等值) 的預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映自初始確認起的信貸風險變動。

生命週期預期信貸虧損指在相關工具預期年期內所有可能出現的違約事件所產生的預期信貸虧損。相反，十二個月預期信貸虧損指預期自可能於報告日期後十二個月內出現的違約事件所產生的生命週期預期信貸虧損的部份。有關評估乃根據本集團過往的信用損失經驗作出，並就債務人的特定因素、整體經濟環境，以及對於報告日期的當前情況及未來情況的預測所作出的評估作出調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2) (Continued)*

The Group always recognises lifetime ECL for trade receivables, contract assets and trade related amounts due from related companies without significant financing component. Contract assets and trade receivables have been assessed individually with outstanding significant balances exceeding HK\$2,500,000 and trade related amounts due from related companies have been assessed individually, the remaining contract assets and trade receivables balances are assessed collectively using a provision matrix grouped with internal credit rating. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for the trade receivables and the contract assets on the same basis.

For all other instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

##### *Significant increase in credit risk*

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. 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.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

*金融資產減值 (根據附註2的過渡條文應用香港財務報告準則第9號) (續)*

本集團一直就貿易應收款項、合約資產及無重大金融部件之應收關連公司貿易相關款項確認生命週期預期信貸虧損。未償還重大結餘超過2,500,000港元的合約資產及貿易應收款項已進行單獨評估，且應收關連公司貿易相關款項已進行單獨評估，餘下合約資產及貿易應收款項結餘已採用按內部信貸評級分類的撥備矩陣進行集體評估。合約資產涉及未入賬在製品，且與相同類型合約的貿易應收款項具有大致相同的風險特徵。因此，本集團認為，貿易應收款項及合約資產的預期虧損率基於相同基準。

至於所有其他工具，本集團計算的虧損撥備與十二個月預期信貸虧損相同，除非自首次確認以來信用風險大幅增加，則本集團會確認生命週期預期信貸虧損。評估是否需要確認生命週期預期信貸虧損乃以自首次確認以來出現違約的可能性或風險是否大幅上升而定。

##### *信貸風險大幅增加*

於評估信貸風險自首次確認以來是否大幅增加時，本集團會將報告日期金融工具的違約風險與首次確認日期金融工具的違約風險進行比較。於作出有關評估時，本集團會考慮合理及有理據支持的定量及定性資料，包括無須不必要的成本或努力即可獲得的過往經驗及前瞻性資料。



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## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Significant increase in credit risk (Continued)

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

- 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, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- 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;
- 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 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.

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.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 信貸風險大幅增加 (續)

此外，於評估信貸險是否已大幅增加時，會考慮下列資料：

- 金融工具的外部（如有）或內部信用評級出現或預期出現重大惡化；
- 外部市場的信貸風險指標重大惡化，如信用息差大幅擴大、應收款項的信用違約掉期價格大幅上升；
- 業務、財務或經濟狀況現時或預期的不利變動，預期會令債務人履行其債務責任的能力大幅下跌；
- 債務人的營運業績出現或預期出現重大惡化；
- 債務人所在的監管、經濟或科技環境出現或預期出現重大不利變動，導致債務人履行其債務責任的能力大幅下跌。

不論上述評估的結果，當合約付款已逾期超過30日，本集團會假定信用風險自首次確認以來已大幅增加，除非本集團具有合理及有理據支持的資料顯示情況並非如此。

本集團定期監控用以識別信貸風險有否大幅增加的標準之有效性，且修訂標準（如適當）來確保標準能在金額逾期前識別信貸風險大幅增加。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

###### Definition of default

For internal credit risk management, the Group considers an event of default occurs when 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, the Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

###### Credit-impaired financial assets

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

- significant financial difficulty of the issuer of the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probably that the borrower will enter bankruptcy or other financial reorganisation.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

###### 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人（包括本集團）還款（未計及本集團所持任何抵押品）時發生。

無論上述情形如何，本集團認為，當工具逾期超過90天，則發生違約，除非本集團有合理且可支持的資料證明更滯後的違約標準屬更合適。

###### 信貸減值金融資產

當一項或多項對金融資產估計未來現金流量有負面影響的事件發生時，金融資產會被視為出現「信貸減值」。金融資產出現信貸減值的證據包括以下事件的可觀察數據：

- 借款人之發行人面臨重大財政困難；
- 違約，例如拖欠或逾期還款；
- 借款人之放款人因與借款人有關之經濟或合約原因，向借款人授出放款人在其他情況下不會考慮授出之優惠；或
- 借款人可能將會破產或進行其他財務重組。

# Notes to the Consolidated Financial Statements

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### *Financial assets (Continued)*

##### *Write-off policy*

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the relevant financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition event. The Group usually writes off when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables and trade related amounts due from related companies, when the amounts are over one year 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 when appropriate. Any recoveries are recognised in profit or loss.

##### *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. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 撇銷政策

當本集團並無合理預期收回全部或部份金融資產，則會撇銷相關金融資產。撇銷構成取消確認事項。倘有資料顯示對手方面對嚴重財務困難，且實際上並無收回款項的前景（如對手方被清盤或進入破產程序，或（如為貿易應收款項及應收關連公司貿易相關款項）金額已逾期超過一年（以較早發生者為準）），本集團一般會進行撇銷。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。

##### 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前瞻性資料調整的歷史數據評估。預期信貸虧損的預估乃無偏概率加權平均金額，以發生違約的風險為權重確定。

一般而言，預期信貸虧損按本集團根據合約應收的所有合約現金流量與本集團預計收取的現金流量之間的差額估計，並按初始確認時釐定的實際利率貼現。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Measurement and recognition of ECL (Continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables and contract assets are each assessed as a separate group. Loans to joint ventures, loans receivable and trade related amounts due from related companies are assessed for ECL on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- external credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, contract assets, trade related amounts due from related companies and loans receivable where the corresponding adjustment is recognised through a loss allowance account.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 預期信貸虧損的計量及確認 (續)

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具之性質（即本集團貿易應收款項及合約資產均評估為一個單一類別。給予合營公司之貸款、應收貸款及應收關連公司貿易相關款項對個別基準的預期信貸虧損進行評估）；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級（倘可獲得）。

分組工作經管理層定期檢討，以確保各組別成份繼續具備類似信貸風險特性。

利息收入按金融資產的總賬面值計算，惟倘金融資產信貸減值，則利息收入按金融資產的攤銷成本計算。

本集團通過調整所有金融工具的賬面值於損益確認彼等之減值收益或虧損，惟貿易應收款項、合約資產、應收關連公司貿易相關款項及應收貸款除外，此種情況下透過虧損撥備賬確認相應調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018)*

Financial assets are classified into the following specified categories: Financial assets at FVTPL, available-for-sale financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

#### Held-for-trading investments

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- on initial recognition it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Held-for-trading investments are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned in the financial assets and is included in the "other gains and losses" line item. Fair value is determined in the manner described in note 44.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

*金融資產的分類及其後計量 (於二零一八年一月一日應用香港財務報告準則第9號前)*

金融資產分類為以下指定類別：透過損益按公平值列賬之金融資產、可供出售金融資產以及貸款及應收款項。該分類取決於金融資產的性質及目的，並於初始確認時釐定。

#### 持作買賣投資

倘金融資產屬以下性質，則分類為持作買賣：

- 收購之主要目的為於不久將來出售；或
- 於初步確認時，屬於本集團合併管理之已識別金融工具組合之一部分，並於近期具有短期獲利之實際模式；或
- 並非指定及實質為對沖工具之衍生工具。

持作買賣投資按公平值列賬，因重新計量產生之損益於損益確認。於損益確認之收益或虧損淨額不包括金融資產所賺取之任何股息或利息，並計入「其他收益及虧損」一項。公平值乃以附註44所述方式釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)*

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investment.

Equity securities held by the Group that are classified as available-for-sale financial assets and are measured at fair value at the end of the reporting period except for unlisted equity securities whose fair value cannot be reliably measured. Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established. Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of the reporting period.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

金融資產的分類及其後計量 (於二零一八年一月一日應用香港財務報告準則第9號前) (續)

可供出售金融資產

可供出售金融資產乃指定為或並非分類為透過損益按公平值列賬之金融資產、貸款及應收款項或持至到期投資之非衍生工具。

本集團所持的股本證券分類為可供出售金融資產，並於報告期末按公平值計量，惟公平值不能可靠地計量的非上市股本證券除外。可供出售股本工具之股息於本集團收取股息之權利確立時在損益確認。可供出售金融資產賬面值之其他變動於其他全面收益確認，並於投資重估儲備累計。

至於並無活躍市場報價且公平值不能可靠地計量之可供出售股本投資而言，乃於報告期末按成本減任何已識別減值虧損計量。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)*

##### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including loans to joint ventures, trade and other receivables and deposits, loans receivable, amount due from a related company, short-term bank deposits and cash and cash equivalents) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

*Impairment of financial assets (before application of HKFRS 9 on 1 January 2018)*

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

*金融資產的分類及其後計量 (於二零一八年一月一日應用香港財務報告準則第9號前) (續)*

##### 貸款及應收款項

貸款及應收款項為有固定或可釐定款項、且並無在活躍市場報價之非衍生金融資產。於初始確認後，貸款及應收款項 (包括給予合營公司之貸款、貿易及其他應收款項以及訂金、應收貸款款項、應收一家關連公司款項、短期銀行存款以及現金及現金等值) 以實際利率法按攤銷成本減任何已識別減值虧損 (詳見下文有關金融資產減值之會計政策) 列賬。

利息收入以實際利率確認，惟所確認權益並不重大的短期應收款項除外。

*金融資產減值 (於二零一八年一月一日應用香港財務報告準則第9號前)*

本集團會於各報告期末評估金融資產 (透過損益按公平值列賬者除外) 有否跡象顯示出現減值。倘有客觀證據顯示金融資產之估計未來現金流量因初始確認後發生之一宗或多宗事件而受影響，則該等金融資產被視為已減值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Impairment of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)*

For available-for-sale equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For loans and receivables, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

*金融資產減值 (於二零一八年一月一日應用香港財務報告準則第9號前) (續)*

至於可供出售權益投資，證券之公平值大幅或持續低於其成本亦可被視為出現減值之客觀證據。

就貸款及應收款項而言，減值之客觀證據可包括：

- 發行人或對手方出現重大財政困難；或
- 違反合約，如逾期或拖欠利息及本金還款；或
- 借款人有可能破產或進行財務重組。

應收款項組合之客觀減值證據可包括本集團之過往收款經驗，以及與應收款項逾期有關之全國或地方經濟狀況之明顯改變。

就按攤銷成本列賬之金融資產而言，所確認的減值虧損金額乃為按該資產之賬面值與以原實際利率折算之估計未來現金流量現值之間的差額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Impairment of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)*

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, contract assets, trade related amounts due from related companies and loans receivable where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable, contract asset, amount due from a related company and loan receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available-for-sale equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

*金融資產減值 (於二零一八年一月一日應用香港財務報告準則第9號前) (續)*

所有金融資產之賬面值均直接按減值虧損減少，惟貿易應收款項、合約資產、應收關連公司貿易相關款項及應收貸款則透過使用撥備賬扣減賬面值。撥備賬之賬面值變動於損益確認。倘貿易應收款項、合約資產、應收一間關連公司款項及應收貸款被視為無法收回，則自撥備賬撇銷。其後收回之過往已撇銷款項乃計入損益。

當可供出售金融資產被視為出現減值時，過往於其他全面收益確認之累計收益或虧損會重新分類至期內的損益。

就按攤銷成本計量之金融資產而言，倘減值虧損金額於往後期間減少，且減少可客觀地與確認減值虧損後發生之事件連繫，則先前確認之減值虧損乃透過損益撥回，惟該資產於撥回減值當日之賬面值不得超過在並無確認減值之情況下應有之攤銷成本。

就可供出售股本投資而言，過往於損益確認的減值虧損不會透過損益撥回。至於在確認減值虧損後出現的任何公平值增加，則於其他全面收益確認及投資重估儲備累計。

# 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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### *Financial assets (Continued)*

##### *Derecognition of financial asset*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI upon application of HKFRS 9, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

On derecognition of an available-for-sale financial asset, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

##### *Financial liabilities and equity instruments*

##### *Classification as debt or equity*

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### *Equity instruments*

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

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產終止確認

僅當自資產收取現金流量之合約權利屆滿時，本集團方會取消確認金融資產。

於取消確認按攤銷成本計量的金融資產時，該資產賬面值與已收及應收代價總和之差額於損益內確認。

於應用香港財務報告準則第9號後終止確認一項在初始確認時選擇透過其他全面收入按公平值列賬之股本工具投資時，先前在投資重估儲備中累計的累計損益不會重新分類至損益，而會轉入保留溢利。

於取消確認一項可供出售金融資產時，之前於投資重估儲備中累積之累計損益將重新分類至損益。

##### 金融負債及股本工具

##### 分類為債務或股本

由集團實體發行之債務及股本工具按照合約安排之實質內容以及金融負債及股本工具之定義歸類為金融負債或權益。

##### 股本工具

股本工具指能證明擁有本集團在減除其所有負債後之資產中之剩餘權益之任何合約。本公司發行之股本工具按已收所得款項減除直接發行成本後確認。

# 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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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### *Financial liabilities and equity instruments (Continued)*

##### *Financial liabilities at amortised cost*

Financial liabilities including trade and other payables and accruals, bank borrowings and amounts due to a non-controlling shareholder of a subsidiary and a related company are subsequently measured at amortised cost, using the effective interest method.

##### *Derivative financial instrument*

Derivative is initially recognised at fair value at the dates when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Forward contracts to dispose an equity investment at a future disposal date are accounted for as derivative financial instruments. Changes in fair value of such contracts are recognised in profit or loss up to the completion of the disposal.

##### *Derecognition of financial liabilities*

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 is recognised in profit or loss.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融負債及股本工具 (續)

##### *按攤銷成本計量之金融負債*

金融負債(包括貿易及其他應付款項以及應計款項、銀行借貸及應付一家附屬公司一名非控股股東及一家關聯公司款項)於其後以實際利率法按攤銷成本計量。

##### *衍生金融工具*

衍生工具於訂立衍生工具合約時按公平值初始確認,其後按報告期結束時之公平值重新計量。由此產生的損益立即於損益確認,惟倘該衍生工具被指定為有效對沖工具則除外,在該情況下,於損益賬確認之時間乃視乎對沖關係之性質而定。

於未來出售日期出售股本投資的遠期合約作為衍生金融工具入賬。有關合約截至出售完成前的公平值變動於損益確認。

##### *終止確認金融負債*

本集團僅會在本集團之責任解除、取消或到期時,方會終止確認金融負債。已終止確認之金融負債賬面值與已付及應付代價兩者間之差額會於損益中確認。



# 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. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Critical judgements in applying accounting policies

The followings are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### *Deferred tax arising from fair value changes in investment properties*

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted.

### 4. 關鍵會計判斷及估計不確定因素之主要來源

在應用附註3所述本集團之會計政策期間，本公司董事須對不可隨時從其他來源取得之資產及負債賬面值作出判斷、估計及假設。該等估計乃基於過往經驗及其他視為相關之因素作出。實際結果可能與該等估計不同。

有關估計會持續予以檢討。倘會計估計之修訂僅影響作出修訂之期間，則於修訂估計期間確認有關修訂；倘修訂同時影響當前及未來期間，則於修訂期間及未來期間確認有關修訂。

#### 應用會計政策時作出之關鍵判斷

以下是本公司董事在應用本集團之會計政策過程中所作出，且對綜合財務報表中確認之金額產生的影響最為重大之關鍵判斷（涉及估計者除外（見下文））。

#### *投資物業公平值變動產生的遞延稅項*

為計量使用公平值模式計量之投資物業所產生之遞延稅項，本公司董事已審閱本集團之投資物業組合，並斷定本集團之投資物業並非按目的為隨時間消耗投資物業所體現之絕大部分經濟利益之業務模式持有。因此，在釐定本集團之投資物業遞延稅項時，本公司董事確定全數透過出售收回使用公平值模式計量之投資物業之賬面值這個假定不被推翻。

# 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. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Key sources of estimation uncertainty

The following are 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 within the next financial year.

#### *Fair value of investment properties*

As at the end of the reporting period, the Group's investment properties are stated at fair value based on the valuation performed by independent qualified professional valuers. In determining the fair value, the valuers have based its valuation on income capitalisation approach or direct comparison, as appropriate for respective investment properties, which involves certain estimates, including appropriate capitalisation rates, reversionary income potential and market transactions of comparable properties, as appropriate. In relying on the valuation, management has exercised its judgement and is satisfied that the methods of valuation adopted are appropriate for the relevant property and reflective of current market conditions. As at 31 December 2018, the aggregate fair value of investment properties is HK\$239,199,410 (2017: HK\$229,165,879). Details of the valuation methodology are disclosed in note 16.

#### *Net realisable value assessment of properties under development for sale*

As at 31 December 2018, properties under development for sale of HK\$43,325,216 (2017: HK\$45,351,716) is stated at lower of cost and net realisable value. The management uses their judgement and estimates in determining the net realisable value of properties under development for sale with reference to the comparable market transactions in similar locations. Where there are any changes to the market conditions in the PRC causing the net realisable value of the properties under development for sale below its cost the properties under development for sale is written down to its net realisable value. As at 31 December 2018, the carrying amount of properties under development for sale is HK\$43,325,216 (2017: HK\$45,351,716).

### 4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

#### 估計不確定因素之主要來源

下文載述之未來主要假設及於報告期末存在之其他估計不確定因素主要來源存在重大風險，可能導致須於下一財政年度對資產之賬面值作出重大調整。

#### *投資物業公平值*

於報告期末，本集團的投資物業乃根據獨立專業估值師所進行的估值按公平值列值。於釐定公平值時，估值師已根據收入資本化法或直接比較法（視何者適用）對各項投資物業進行估值，當中涉及若干估計，包括合適的資本化率、復歸收入潛力，以及可資比較物業的市場交易（如適用）。於依賴估值時，管理層已作出判斷，並信納所採納的估值方法就相關物業而言屬合適，並可反映當前市場狀況。於二零一八年十二月三十一日，投資物業公平值總額為239,199,410港元（二零一七年：229,165,879港元）。估值方法的詳情已於附註16內披露。

#### *待售發展中物業的可變現淨值評估*

於二零一八年十二月三十一日，待售發展中物業之價值為43,325,216港元（二零一七年：45,351,716港元），乃按成本及可變現淨值之較低者列賬。管理層於釐定待售發展中物業的可變現淨值時運用了彼等之判斷及估計，並參考相若位置的可比較市場交易。倘中國市場狀況出現任何變動，令待售發展中物業之可變現淨值低於其成本，則待售發展中物業撇減至其可變現淨值。於二零一八年十二月三十一日，待售發展中物業之賬面值為43,325,216港元（二零一七年：45,351,716港元）。

# 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. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Key sources of estimation uncertainty (Continued)

#### **Valuation of interests in Sichuan Yinghua Real Estate Company Limited (四川英華房地產有限公司) (“Yinghua”)**

The valuation of the interests in Yinghua included the fair value of 16.67% equity interest of Yinghua recorded as equity instruments at FVTOCI amounting to HK\$14,679,744 (2017: available-for-sale unlisted equity investment amounting to HK\$14,192,719) as at 31 December 2018. Details of the valuation methodology are disclosed in note 44.

During the assessment of the fair value of equity interest of Yinghua, the directors of the Company use their judgement in selecting appropriate valuation inputs for the valuation of financial instruments not quoted in an active market. The Group engaged independent qualified professional valuers to perform the valuation. The fair value of equity instrument at FVTOCI in Yinghua is based on asset-based approach which incorporated key inputs including estimated fair value on its properties and application of marketability discount of 10%. The fair value on the properties is assessed based on the income capitalisation approach with reference to market rental value and appropriate capitalisation rate. The marketability discount represents the discount exists between the value of a listed company's stock and unlisted company's stock. Those inputs are subject to uncertainty and might materially differ from the actual results. Where there are any changes in the assumptions due to the market conditions, the estimate of fair value of equity instrument at FVTOCI in Yinghua may be significantly affected.

### 4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

#### 估計不確定因素之主要來源 (續)

#### **對四川英華房地產有限公司 (「英華房地產」) 權益進行的估值**

於二零一八年十二月三十一日，英華房地產權益的估值金額包括作為透過其他全面收入按公平值列賬之股本工具入賬的英華房地產16.67%股本權益的公平值14,679,744港元(二零一七年：作為可供出售非上市權益投資入賬的公平值14,192,719港元)。估值方法於附註44披露。

於評估英華房地產股本權益的公平值時，本公司董事於對並無活躍市場報價的金融工具的估值選擇合適的估值輸入數據時作出判斷。本集團已委聘一名獨立合資格專業估值師進行估值。英華房地產透過其他全面收入按公平值列賬之股本工具的公平值乃根據資產法評定，有關方法的主要輸入數據包括物業的估計公平值，以及採用的市場流通性折讓10%。物業的公平值乃根據收入資本化法評定，當中會參考市場租金價值及合適的資本化率。市場流通性折讓指上市公司股票及非上市公司股票間價值所存在的折讓。倘假設因市場狀況而出現任何變動，則可能會對英華房地產透過其他全面收入按公平值列賬之股本工具公平值的估計造成重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Key sources of estimation uncertainty (Continued)

##### *Fair value of derivative financial instrument*

As at 31 December 2018 and 2017, the obligation to deliver the Group's entire equity interests in Yinghua in the future in return of cash is considered as derivative and measured at fair value. The Group engaged independent qualified professional valuers to perform the valuation. The fair value of the derivative financial instrument is based on discounted cash flow method which incorporated key inputs of the fair value of the Group's interests in Yinghua and appropriate discount rate. The fair value estimation of the Group's interests in Yinghua is disclosed above. The discount rate represents a rate that reflects current market assessments of the time value of money. Those inputs are subject to uncertainty and might materially differ from the actual results. Where there are any changes in the assumptions due to the market conditions, the estimate of fair value of derivative financial instrument may be significantly affected.

As at 31 December 2018, the fair value of forward contract measured at fair value was HK\$6,651,180 (2017: HK\$7,851,180). Details of the valuation methodology are disclosed in note 44.

### 4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

#### 估計不確定因素之主要來源 (續)

##### *衍生金融工具公平值*

於二零一八年及二零一七年十二月三十一日，為換取現金而於未來釋放本集團於英華房地產全部股權的責任被視為衍生工具，並按公平值計量。本集團已委聘獨立合資格專業估值師進行估值。衍生金融工具的公平值乃根據貼現現金流量法釐定，當中包括本集團於英華房地產權益公平值的主要輸入數據及適用的貼現率。本集團於英華房地產權益之公平值估計乃於上文披露。貼現率指反映當前市場對金錢時間價值評估的比率。該等輸入數據涉及不確定性，可能會與實際業績有重大不同。倘假設因市場狀況而出現任何變動，則可能會對衍生金融工具公平值的估計造成重大影響。

於二零一八年十二月三十一日，按公平值計量的遠期合約的公平值為6,651,180港元（二零一七年：7,851,180港元）。估值方法之詳情於附註44內披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 5. REVENUE FROM GOODS AND SERVICES

Revenue represents the amounts received and receivable for goods sold and services provided by the Group, less discounts and sales related taxes during the year.

#### (i) For the year ended 31 December 2018

An analysis of the Group's revenue from goods and services by segment for the year is as follows:

		HK\$ 港元
Types of goods or services:	貨品或服務類型：	
Gaming Distribution Business*	遊戲分銷業務*	
– Sales of gaming machines	– 遊戲機銷售	462,499
Manufacturing and Sales Business*	製造及銷售業務*	
– Income from manufacturing and sales of printing products	– 來自印刷品製造及銷售之收入	525,690,488
Music and Entertainment Business*	音樂及娛樂業務*	
– Artistes management fee income	– 藝人管理費收入	1,412,566
– Concerts and shows income	– 演唱會及表演收入	7,580,861
– Income from the licensing of the musical works	– 音樂作品特許收入	5,887,796
– Promotion income	– 宣傳收入	991,841
– Sales of albums	– 銷售唱片	2,116,211
– Other music and entertainment services	– 其他音樂及娛樂服務	144,219
		18,133,494
Trading Business*	貿易業務*	
– Sales of printing products	– 印刷品銷售	33,838,152
		578,124,633

\* The segment names are defined in the section "Segment information" in note 6.

\* 分類名稱之定義見附註6「分類資料」一節。

### 5. 來自貨品及服務之收益

收益指本集團年內就售出貨品及提供服務所收及應收之款項（減折扣及銷售相關稅項）。

#### (i) 截至二零一八年十二月三十一日止年度

本集團本年來自貨品及服務之收益按分類分析如下：



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 5. REVENUE FROM GOODS AND SERVICES (Continued)

#### (i) For the year ended 31 December 2018 (Continued)

		HK\$ 港元
<hr/>		
Geographical markets:	地區市場：	
Hong Kong	香港	243,757,094
The PRC	中國	212,393,622
Europe	歐洲	39,016,945
United States	美國	57,217,365
Others	其他	25,739,607
<hr/>		
		578,124,633
<hr/>		

Information about the Group's revenue from external customers is presented based on the locations of the shipments of goods or the services provided.

有關本集團來自外部客戶之收益之資料按所提供貨品或服務之付運地區呈列。

		HK\$ 港元
<hr/>		
Timing of revenue recognition:	收益確認時間：	
Over time	隨時間	525,690,488
A point in time	於某個時間點	52,434,145
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		578,124,633
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# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 5. REVENUE FROM GOODS AND SERVICES (Continued)

#### (i) For the year ended 31 December 2018 (Continued)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

### 5. 來自貨品及服務之收益 (續)

#### (i) 截至二零一八年十二月 三十一日止年度(續)

下文載列客戶合約收益與分類資料所披露金額的對賬。

		<b>Segment revenue</b>
		分類收益
		HK\$
		港元
Gaming Distribution Business	遊戲分銷業務	462,499
Manufacturing and Sales Business	製造及銷售業務	525,690,488
Music and Entertainment Business	音樂及娛樂業務	18,133,494
Trading Business	貿易業務	33,838,152
<b>Revenue from contracts with customers</b>	<b>客戶合約收益</b>	<b>578,124,633</b>
Rental income	租金收入	7,304,238
Interest income from lending business	來自放貸業務之利息收入	7,197,071
		<b>592,625,942</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 5. REVENUE FROM GOODS AND SERVICES (Continued)

#### (i) For the year ended 31 December 2018 (Continued)

##### ***Performance obligations for contracts with customers***

##### *Revenue from trading of printing products/sales of albums*

Revenue from trading of printing products/sales of albums is recognised when control of the printing products, which are not manufactured by the Group, and albums has been transferred to the customers, being at the point the goods are delivered to the customer's specific location. Transportation and other related activities that occur before customers obtains control of the related good are considered as fulfilment activities. A receivable is recognised by the Group when the goods are delivered to the customers 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. The normal credit term is 60 to 90 days upon delivery, which is approximate the time of issuing the invoices to the customers.

##### *Revenue from manufacturing and sales of printing products*

The Group provides tailored-manufacturing of printing products to the customers. Such revenue from manufacturing and sales of printing products are recognised as this performance obligation satisfied over time because the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

### 5. 來自貨品及服務之收益 (續)

#### (i) 截至二零一八年十二月 三十一日止年度 (續)

##### ***與客戶合約之履約責任***

##### *來自印刷產品貿易／唱片之銷售之收益*

買賣印刷產品／唱片之銷售之收益於並非由本集團生產的印刷產品及唱片之控制權轉移至客戶，即貨品運送至客戶指定之目的地時確認。在客戶取得相關貨品控制權前進行的交通及其他相關活動被視為履約活動。本集團於貨品交付予客戶時確認應收款項，原因為待付款到期前僅須時間過去，此代表收取代價之權利成為無條件之時間點。一般信貸期限為交付（即與向客戶開發票的時間相若）後60至90日。

##### *製造及銷售印刷產品之收益*

本集團向客戶提供特定製造的印刷產品。製造及銷售印刷產品之有關收益於有關履約責任隨時間履行時確認，原因為本集團的履約並無創造對本集團而言具替代用途的資產，且本集團對迄今完成的履約的付款有強制執行的權利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 5. REVENUE FROM GOODS AND SERVICES (Continued)

#### (i) For the year ended 31 December 2018 (Continued)

##### **Performance obligations for contracts with customers (Continued)**

##### *Revenue from manufacturing and sales of printing products (Continued)*

The progress towards completing satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts (i.e. materials costs, direct staff costs and other direct overhead costs incurred) to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depicts the Group's performance in transferring control of products. Contract assets arise when the Group has right to consideration for satisfaction of a performance obligation under the relevant contracts, and the right is conditioned on factors other than passage of time. Contract assets are reclassified to trade receivables when such right become unconditional other than the passage of time. Invoices to the customers were issued upon the delivery of manufactured printing products to the customers. The normal credit term is 60 to 120 days upon the issuance of invoices to the customers. The Group requires certain customers to provide upfront deposits range from 10% to 50% of total contract sum, when the Group receives a deposit before manufacturing of printing products commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

### 5. 來自貨品及服務之收益 (續)

#### (i) 截至二零一八年十二月 三十一日止年度 (續)

##### **與客戶合約之履約責任 (續)**

##### *製造及銷售印刷產品之收益 (續)*

完成履約責任的進度按輸入法計量，即根據本集團完成履約責任所付出的努力（即所產生的物料成本、直接員工成本及其他直接的經常性開支）對完成履約責任預期所需的輸入確認收益，此方法能最有效地反映本集團於轉讓商品控制權時的履約情況。當本集團有權就完成有關合約的履約責任收取代價，且該權利的條件為隨時間流逝以外的因素時產生合約資產。合約資產在有關權利成為無條件（隨時間流逝除外）時重新分類至貿易應收款項。於向客戶交付製造印刷產品後向客戶開發票。一般信貸期限為向客戶開發票後60至120日。本集團要求若干客戶按合約總金額的10%至50%提供預付訂金。當本集團於製造印刷產品開始前收到訂金，則此將於合約開始時產生合約負債，直至就指定合約確認的收益超過訂金金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 5. REVENUE FROM GOODS AND SERVICES (Continued)

#### (i) For the year ended 31 December 2018 (Continued)

##### **Performance obligations for contracts with customers (Continued)**

###### *Income from licensing of the musical works*

Revenue is recognised at a point in time when licenses of the Group's musical works were granted to the customers, being at the point the customer has the rights to use the musical works at their own desires. A receivable is recognised by the Group when the licenses of the Group's musical works are granted to the customers 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.

###### *Concerts and show income*

Concerts and show income are recognised at the point of completion of concerts and show to the customers. Full payments from customers before the start of the concerts and show are recognised as contract liabilities by the Group until the concerts and show have been performed to the customers.

##### **Transaction price allocated to the remaining performance obligations**

All the Group's contracts with customers with unsatisfied performance obligations have original expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to the remaining performance obligations (unsatisfied or satisfied) as at 31 December 2018 is not disclosed.

### 5. 來自貨品及服務之收益 (續)

#### (i) 截至二零一八年十二月 三十一日止年度 (續)

##### **與客戶合約之履約責任 (續)**

###### *音樂作品特許收入*

收益當本集團音樂作品特許權授予客戶(即客戶有權按其意願使用音樂作品)之時間點確認。本集團於本集團音樂作品特許權授予客戶時確認應收款項, 因為為此舉表明有權收取代價的時間點成為無條件, 即到期支付前只須待時間流逝。

###### *演唱會和表演收入*

演唱會和表演收入於向客戶提供的演唱會和表演服務完成的時間點確認。客戶於演唱會及表演開始前悉數支付的款項由本集團確認為合約負債, 直至已向客戶提供演唱會和表演服務。

##### **分配至餘下履約責任的交易價**

本集團所有未完成履約的責任的客戶合約收益的原有預期期限為一年或以下。根據香港財務報告準則第15號所批准, 於二零一八年十二月三十一日, 分配至(未履行或履行的)餘下履約責任的交易價並未披露。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 5. REVENUE FROM GOODS AND SERVICES (Continued)

#### (ii) For the year ended 31 December 2017

An analysis of the Group's revenue from goods and services by segment for the year is as follows:

### 5. 來自貨品及服務之收益 (續)

#### (ii) 截至二零一七年十二月三十一日止年度

本集團本年來自貨品及服務之收益按分類分析如下：

		For the year ended 31 December 2017 截至二零一七年 十二月三十一日 止年度 HK\$ 港元
Types of goods or services:	貨品或服務類型：	
Gaming Distribution Business*	遊戲分銷業務*	
– Sales of gaming machines	– 遊戲機銷售	1,513,933
Manufacturing and Sales Business*	製造及銷售業務*	
– Income from manufacturing and sales of printing products	– 來自印刷產品製造及銷售之收入	458,620,260
Music and Entertainment Business*	音樂及娛樂業務*	
– Artistes management fee income	– 藝人管理費收入	1,578,804
– Concerts and shows income	– 演唱會及表演收入	2,189,293
– Income from the licensing of the musical works	– 音樂作品特許收入	3,698,379
– Promotion income	– 宣傳收入	1,055,143
– Sales of albums	– 銷售唱片	1,815,456
– Other music and entertainment services	– 其他音樂及娛樂服務	176,505
		10,513,580
Trading Business*	貿易業務*	
– Sales of printing products	– 印刷產品銷售	33,774,464
		504,422,237

\* The segment names are defined in the section "Segment information" in note 6.

\* 分類名稱之定義見附註6「分類資料」一節。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION

#### Segment revenue and results

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purposes of resources allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

The Group's reportable and operating segments are therefore as follows:

- (a) Distribution of gaming machines ("Gaming Distribution Business");
- (b) Money lending ("Lending Business");
- (c) Manufacturing and sales of printing products ("Manufacturing and Sales Business");
- (d) Artistes management, production and distribution of music albums and movies ("Music and Entertainment Business");
- (e) Property development and investment ("Property Business"), including properties development projects and properties leasing and investments in the PRC, mini storage business and office leasing and properties leasing and investment in Hong Kong;
- (f) Securities trading ("Securities Trading Business"); and
- (g) Trading of printing products ("Trading Business").

### 6. 分類資料

#### 分類收益及業績

就資源分配及分類表現評估而向本公司執行董事（即主要經營決策者）報告之資料，主要按所交付貨品或所提供服務類型劃分。

因此，本集團之可報告及經營分類如下：

- (a) 分銷遊戲機（「遊戲分銷業務」）；
- (b) 放貸（「放貸業務」）；
- (c) 印刷產品製造及銷售（「製造及銷售業務」）；
- (d) 藝人管理、製作及發行音樂唱片及電影（「音樂及娛樂業務」）；
- (e) 物業發展及投資（「物業業務」）（包括於中國之物業發展項目及物業租賃及投資，以及於香港之迷你倉業務、辦公室租賃、物業租賃及投資業務）；
- (f) 證券買賣（「證券買賣業務」）；及
- (g) 印刷產品貿易（「貿易業務」）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

The following is an analysis of the Group's revenue and results by operating and reportable segment.

### 6. 分類資料 (續)

#### 分類收益及業績 (續)

本集團按經營及可報告分類劃分之收益及業績分析如下：

		Revenue 收益		Segment (loss) profit 分類(虧損)溢利	
		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Gaming Distribution Business	遊戲分銷業務	462,499	1,513,933	(7,079,906)	(27,552,115)
Lending Business	放貸業務	7,197,071	4,611,231	4,207,173	2,211,095
Manufacturing and Sales Business	製造及銷售業務	525,690,488	458,620,260	2,779,057	43,407,080
Music and Entertainment Business	音樂及娛樂業務	18,133,494	10,513,580	(2,819,534)	(2,882,781)
Property Business	物業業務	7,304,238	6,500,175	12,127,985	16,140,229
Securities Trading Business	證券買賣業務	-	-	(36,052,451)	(17,682,487)
Trading Business	貿易業務	33,838,152	33,774,464	2,206,490	2,332,176
<b>Total</b>	<b>總計</b>	<b>592,625,942</b>	<b>515,533,643</b>	<b>(24,631,186)</b>	<b>15,973,197</b>
Bank interest income	銀行利息收入			2,366,386	1,339,407
Unallocated corporate expenses	未分配企業開支			(12,947,983)	(11,828,168)
Gain on Land Swap Transaction	土地置換交易收益			-	46,611,407
Unallocated share of results of joint ventures	未分配之應佔合營公司業績			(7,518)	(3,379)
(Loss) profit before taxation	除稅前(虧損)溢利			<b>(35,220,301)</b>	<b>52,092,464</b>

All of the segment revenue reported above is from external customers.

上文所報告之所有分類收益均來自外部客戶。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies described in note 3. Segment (loss) profit represents the profit earned/loss incurred by each segment without allocation of bank interest income, unallocated corporate expenses, gain on Land Swap Transaction (as defined in note 7 to the consolidated financial statements), unallocated share of results of joint ventures and taxation. This is the measure reported to the Group's management for the purpose of resources allocation and performance assessment.

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segment:

As at 31 December 2018

		Gaming Distribution Business	Lending Business	Manufacturing and Sales Business	Music and Entertainment Business	Property Business	Securities Trading Business	Trading Business	Segment total	Elimination	Consolidated
		遊戲分銷業務	放貸業務	製造及 銷售業務	音樂及 娛樂業務	物業業務	證券買賣 業務	貿易業務	分類總計	對銷	綜合
		HKS 港元	HKS 港元	HKS 港元	HKS 港元	HKS 港元	HKS 港元	HKS 港元	HKS 港元	HKS 港元	HKS 港元
Segment assets	分類資產	2,250,228	82,627,111	355,428,243	15,384,072	316,381,882	81,904,293	16,288,169	870,263,998	-	870,263,998
Other assets	其他資產										286,844,426
Consolidated assets	綜合資產										1,157,108,424
Segment liabilities	分類負債	537,296	961,664	159,124,424	4,192,576	42,560,880	15,000	6,396,715	213,788,555	-	213,788,555
Inter-group liabilities	集團間負債	-	72,506,397	-	-	-	92,759,907	-	165,266,304	(165,266,304)	-
Total	合計	537,296	73,468,061	159,124,424	4,192,576	42,560,880	92,774,907	6,396,715	379,054,859	(165,266,304)	213,788,555
Other liabilities	其他負債										16,037,948
Consolidated liabilities	綜合負債										229,826,503

### 6. 分類資料 (續)

#### 分類收益及業績 (續)

經營及可報告分類之會計政策與附註3所述之本集團之會計政策相同。分類(虧損)溢利指各分類賺取之溢利/產生之虧損,當中並無分配銀行利息收入、未分配企業開支、土地置換交易收益(定義見綜合財務報表附註7)、未分配之應佔合營公司業績及稅項。此為就資源分配及表現評估向本集團管理層報告之計量方法。

#### 分類資產及負債

本集團按經營及可報告分類劃分之資產及負債分析如下:

於二零一八年十二月三十一日

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities (Continued)

As at 31 December 2017

		Gaming Distribution Business	Lending Business	Manufacturing and Sales Business	Music and Entertainment Business	Property Business	Securities Trading Business	Trading Business	Segment total	Elimination	Consolidated
		遊戲分銷業務 HK\$ 港元	放貸業務 HK\$ 港元	製造及 銷售業務 HK\$ 港元	音樂及 娛樂業務 HK\$ 港元	物業業務 HK\$ 港元	證券買賣 業務 HK\$ 港元	貿易業務 HK\$ 港元	分類總計 HK\$ 港元	對銷 HK\$ 港元	綜合 HK\$ 港元
Segment assets	分類資產	3,537,434	32,539,044	308,153,073	10,825,137	309,532,191	130,840,443	17,854,635	813,281,957	-	813,281,957
Other assets	其他資產										393,218,075
Consolidated assets	綜合資產										1,206,500,032
Segment liabilities	分類負債	764,250	1,898,622	117,970,294	3,971,587	45,109,287	130,000	10,060,787	179,904,827	-	179,904,827
Inter-group liabilities	集團間負債	-	23,030,578	-	-	-	105,498,221	-	128,528,799	(128,528,799)	-
Total	合計	764,250	24,929,200	117,970,294	3,971,587	45,109,287	105,628,221	10,060,787	308,433,626	(128,528,799)	179,904,827
Other liabilities	其他負債										17,082,651
Consolidated liabilities	綜合負債										196,987,478

For the purposes of monitoring segment performance and allocating resources among segments:

- all assets are allocated to operating and reportable segments other than certain interest in a joint venture, certain loan to a joint venture, certain equity instruments at FVTOCI (2017: certain available-for-sale investments), club membership, certain other receivables, prepayments and deposits, tax recoverable, short-term bank deposits and cash and cash equivalents.
- all liabilities are allocated to operating and reportable segments other than certain other payables and accruals, tax liabilities and deferred taxation.

### 6. 分類資料 (續)

#### 分類資產及負債 (續)

於二零一七年十二月三十一日

就監察分類表現及於分類間分配資源而言：

- 除於一間合營公司之若干權益、給予合營公司之若干貸款、透過其他全面收入按公平值列賬之若干股本工具（二零一七年：若干可供出售投資）、會所會籍、若干其他應收款項、預付款項及訂金、可收回稅項、短期銀行存款以及現金及現金等值外，所有資產會分配至經營及可報告分類。
- 除若干其他應付款項及應計款項、稅項負債及遞延稅項外，所有負債會分配至經營及可報告分類。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

#### Other segment information

For the year ended 31 December 2018

### 6. 分類資料 (續)

#### 其他分類資料

截至二零一八年十二月三十一日止年度

	Gaming Distribution Business	Lending Business	Manufacturing and Sales Business	Music and Entertainment Business	Property Business	Securities Trading Business	Trading Business	Segment total	Unallocated	Consolidated
	遊戲分銷業務	放貸業務	製造及 銷售業務	音樂及 娛樂業務	物業業務	證券買賣 業務	貿易業務	分類總計	未分配	綜合
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元
Amounts included in the measure of segment results or segment assets:										
Interest income (exclusion of interest income from Lending Business)	-	-	-	-	-	-	-	-	(2,366,386)	(2,366,386)
Interest expenses	-	94,696	2,257,328	-	744,204	-	2,150	3,098,378	-	3,098,378
Amortisation of prepaid lease payments	-	-	1,279,870	-	-	-	-	1,279,870	-	1,279,870
Depreciation of property, plant and equipment	1,451,013	74,518	11,245,268	56,712	1,178,528	-	220,835	14,226,874	123,111	14,349,985
Write-down of inventories	-	-	-	-	-	-	52,585	52,585	-	52,585
Net impairment losses (reversal of impairment losses) on trade receivables	-	-	11,469,155	16,662	-	-	(18,290)	11,467,527	-	11,467,527
Net reversal of impairment losses on contract assets	-	-	(64,902)	-	-	-	-	(64,902)	-	(64,902)
Gain on disposal of property, plant and equipment	-	-	(260,845)	-	-	-	-	(260,845)	-	(260,845)
Additions to property, plant and equipment	404,934	935	47,315,382	139,078	8,052	-	113,641	47,982,022	-	47,982,022
Loss recognised in respect of loans to joint ventures	-	-	-	-	1,391,092	-	-	1,391,092	-	1,391,092
Change in fair value of financial assets at FVTPL	-	-	-	-	1,200,000	35,457,753	-	36,657,753	-	36,657,753
Change in fair value of investment properties	-	-	-	-	(10,942,146)	-	-	(10,942,146)	-	(10,942,146)

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## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

#### Other segment information (Continued)

For the year ended 31 December 2017

### 6. 分類資料 (續)

#### 其他分類資料 (續)

截至二零一七年十二月三十一日止年度

	Gaming Distribution Business	Lending Business	Manufacturing and Sales Business	Music and Entertainment Business	Property Business	Securities Trading Business	Trading Business	Segment total	Unallocated	Consolidated
	遊戲分銷業務	放貸業務	製造及 銷售業務	音樂及 娛樂業務	物業業務	證券買賣 業務	貿易業務	分類總計	未分配	綜合
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元
Amounts included in the measure of segment results or segment assets:										
Interest income (exclusion of interest income from Lending Business)	-	-	-	-	(593,101)	-	-	(593,101)	(1,339,407)	(1,932,508)
Interest expenses	-	778,046	1,116,192	-	606,052	-	8,882	2,509,172	-	2,509,172
Amortisation of prepaid lease payments	-	-	1,031,454	-	-	-	-	1,031,454	-	1,031,454
Depreciation of property, plant and equipment	540,101	81,716	7,728,082	12,766	1,170,033	-	740,612	10,273,310	-	10,273,310
Write-down of inventories	146,121	-	-	397,290	-	-	-	543,411	-	543,411
Net reversal of impairment losses on trade receivables	-	-	(1,150,168)	-	-	-	-	(1,150,168)	-	(1,150,168)
Gain on disposal of property, plant and equipment	-	-	(4,244,150)	-	-	-	-	(4,244,150)	-	(4,244,150)
Additions to property, plant and equipment	681,710	1,180	12,891,815	5,000	18,040	-	30,852	13,628,597	-	13,628,597
Loss recognised in respect of loans to joint ventures	-	-	-	-	2,874,868	-	-	2,874,868	-	2,874,868
Change in fair value of derivative financial instrument	-	-	-	-	2,837,217	-	-	2,837,217	-	2,837,217
Change in fair value of held-for-trading investments	-	-	-	-	-	19,173,556	-	19,173,556	-	19,173,556
Change in fair value of investment properties	-	-	-	-	(20,273,024)	-	-	(20,273,024)	-	(20,273,024)
Loss on disposal of a subsidiary	5,396,840	-	-	-	-	-	-	5,396,840	-	5,396,840

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

#### Revenue from major products and services

The following is an analysis of the Group's revenue from its major products and services:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Sales of printing products	印刷產品銷售	559,528,640	492,394,724
Artistes management fee income	藝人管理費收入	1,412,566	1,578,804
Concerts and shows income	演唱會及表演收入	7,580,861	2,189,293
Income from the licensing of the musical works	音樂作品特許收入	5,887,796	3,698,379
Loan interest income from Lending Business	來自放貸業務之貸款 利息收入	7,197,071	4,611,231
Other music and entertainment services	其他音樂及娛樂服務	144,219	176,505
Promotion income	宣傳收入	991,841	1,055,143
Rental income	租金收入	7,304,238	6,500,175
Sales of albums	唱片銷售	2,116,211	1,815,456
Sales of gaming machines	銷售遊戲機	462,499	1,513,933
		592,625,942	515,533,643

#### Geographical information

The Group's operation of Gaming Distribution Business, Manufacturing and Sales Business and Property Business are located in Hong Kong and the PRC. The Group's operation of Lending Business, Trading Business, Music and Entertainment Business and Securities Trading Business are located in Hong Kong.

### 6. 分類資料 (續)

#### 來自主要產品及服務之收益

以下為本集團來自其主要產品及服務之收益分析：

	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Sales of printing products	559,528,640	492,394,724
Artistes management fee income	1,412,566	1,578,804
Concerts and shows income	7,580,861	2,189,293
Income from the licensing of the musical works	5,887,796	3,698,379
Loan interest income from Lending Business	7,197,071	4,611,231
Other music and entertainment services	144,219	176,505
Promotion income	991,841	1,055,143
Rental income	7,304,238	6,500,175
Sales of albums	2,116,211	1,815,456
Sales of gaming machines	462,499	1,513,933
	592,625,942	515,533,643

#### 地區資料

本集團之遊戲分銷業務、製造及銷售業務及物業業務均在香港及中國經營。本集團之放貸業務、貿易業務、音樂及娛樂業務以及證券買賣業務則在香港經營。

# 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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### 6. SEGMENT INFORMATION (Continued)

#### Geographical information (Continued)

The Group's revenue from external customers and information about non-current assets by geographical location of the customers and assets respectively are set out below:

		Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Hong Kong	香港	257,927,242	244,837,558	241,874,638	225,561,412
The PRC	中國	212,724,783	139,952,285	156,342,849	198,426,479
Europe	歐洲	39,016,945	45,446,256	-	-
United States	美國	57,217,365	49,270,510	-	-
Others	其他	25,739,607	36,027,034	-	-
		592,625,942	515,533,643	398,217,487	423,987,891

Note: Non-current assets exclude equity instruments at FVTOCI (2017: available-for-sale investments).

附註：非流動資產不包括透過其他全面收入按公平值列賬之股本工具（二零一七年：可供出售投資）。

#### Information about major customers

There was no customer contributing over 10% of total sales of the Group for the year ended 31 December 2018 and 2017.

#### 主要客戶資料

於截至二零一八年及二零一七年十二月三十一日止年度，概無客戶貢獻佔本集團銷售總額超過10%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 7. OTHER GAINS AND LOSSES

### 7. 其他收益及虧損

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Net foreign exchange gain (loss)	外匯收益(虧損)淨額	946,511	(678,650)
Change in fair value of investment properties (note 16)	投資物業之公平值變動(附註16)	10,942,146	20,273,024
Loss on disposal of a subsidiary (note 38)	出售一家附屬公司之虧損(附註38)	-	(5,396,840)
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益淨額	260,845	4,244,150
Gain on Land Swap Transaction (note)	土地置換交易之收益(附註)	-	46,611,407
Loss recognised in respect of loans to joint ventures	就給予合營公司貸款確認之虧損	(1,391,092)	(2,874,868)
Change in fair value in financial assets at FVTPL	透過損益按公平值列賬之金融資產之公平值變動	(36,657,753)	-
Change in fair value of held-for-trading investments	持作買賣投資之公平值變動	-	(19,173,556)
Change in fair value of derivative financial instrument	衍生金融工具之公平值變動	-	(2,837,217)
		<b>(25,899,343)</b>	40,167,450

Note: On 17 March 2017, a wholly-owned subsidiary of the Company, Qingyuan Hi-tech Zone Management Committee (the "Committee") and the Qingyuan government entered into a compensation agreement and a state-owned land swap agreement (國有土地置換協議書) pursuant to which the Committee agreed to compensate the subsidiary of the Company with the amount of Renminbi ("RMB") 45,010,000 (equivalent to HK\$52,022,307) in cash together with certain land use rights located in Qingyuan in exchange of the deposits for land use rights with carrying amount of HK\$18,161,279, certain construction in progress with carrying amount of HK\$15,144,396 and certain land use rights with carrying amount of HK\$32,576,792 held by the subsidiary of the Company (the "Land Swap Transaction"). The fair value of the land use rights located in Qingyuan is RMB52,320,000 (equivalent to HK\$60,471,567), which is arrived at on the basis of valuations carried out by RHL Appraisal Limited who is independent qualified professional valuers not related to the Group. Accordingly, the Group recognised a gain of HK\$46,611,407 on the Land Swap Transaction.

附註：於二零一七年三月十七日，本公司一間全資附屬公司與清遠高新區管理委員會（「委員會」）及清遠政府訂立一項補償協議及國有土地置換協議書，據此，委員會同意向該本公司附屬公司支付現金補償人民幣（「人民幣」）45,010,000元（相當於52,022,307港元）連同位於清遠的若干土地使用權，以交換該本公司附屬公司所持有賬面值為18,161,279港元之土地使用權訂金、賬面值為15,144,396港元之若干在建工程及賬面值為32,576,792港元之若干土地使用權（「土地置換交易」）。位於清遠的土地使用權的公平值為人民幣52,320,000元（相當於60,471,567港元），乃以與本集團並無關連之獨立合資格專業估值師永利行評值顧問有限公司所進行之估值為依據得出。因此，本集團就土地置換交易確認收益46,611,407港元。



# 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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### 8. FINANCE COSTS

### 8. 融資成本

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Interest on:	以下項目之利息：		
Bank borrowings	銀行借貸	3,001,532	1,722,244
Amount due to a related company	應付一間關連公司款項	94,696	778,046
Obligations under finance leases	融資租賃責任	2,150	8,882
		<b>3,098,378</b>	<b>2,509,172</b>

### 9. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

### 9. 董事、行政總裁及僱員酬金

#### Directors' and chief executive's remuneration

#### 董事及行政總裁酬金

The emoluments paid or payable to each of the nine (2017: eleven) directors are as follows:

以下為已付或應付予九名(二零一七年: 11名)董事之酬金:

	Executive directors 執行董事		Non-executive directors 非執行董事			Independent non-executive directors 獨立非執行董事			Alternate director 替任董事	Total 總計
	SUEK Ka Lun, Ernie 薛嘉麟 HK\$ 港元	SUEK Chai Hong Ernie 薛濟匡 HK\$ 港元 <i>(note i)</i> <i>(附註i)</i>	CHAN Kwing Choi, Warren 陳炯材 HK\$ 港元	WONG Sun Fat 黃新發 HK\$ 港元	NG Wai Kwan 吳惠群 HK\$ 港元	LEE Kwok Wan 李國雲 HK\$ 港元	CHU Gun Pui 朱瑞沛 HK\$ 港元	LAI Sai Wo, Ricky 賴世和 HK\$ 港元	LAU Kam Cheong 劉錦昌 HK\$ 港元	
2018	二零一八年									
Fees	袍金									
Other emoluments	其他酬金									
- Salaries and other benefits	- 薪金及其他福利									
- Bonus <i>(note vi)</i>	- 花紅 <i>(附註vi)</i>									
- Contributions to retirement benefits schemes	- 退休福利計劃供款									
	-	-	156,744	115,000	115,000	115,000	115,000	115,000	-	731,744
	2,292,000	1,368,000	-	-	-	-	-	-	474,115	4,134,115
	2,887,500	346,500	-	-	-	-	-	-	-	3,234,000
	18,000	18,000	8,250	-	-	-	-	-	18,000	62,250
Total emoluments	酬金總額									
	5,197,500	1,732,500	164,994	115,000	115,000	115,000	115,000	115,000	492,115	8,162,109

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## 綜合財務報表附註

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### 9. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### Directors' and chief executive's remuneration (Continued)

	Executive directors 執行董事		Non-executive directors 非執行董事			Independent non-executive directors 獨立非執行董事				Alternate director 替任董事	Total 總計		
	SUEK Ka Lun, Ernie 薛嘉麟 HK\$ 港元	SUEK Chai Hong 薛濟匡 HK\$ 港元	CHAN Kwing Choi, Warren 陳炳材 HK\$ 港元	WONG Sun Fat 黃新發 HK\$ 港元	NG Wai Kwan 吳惠群 HK\$ 港元	TSE Tin Tai 謝天泰 HK\$ 港元	LEE Kwok Wan 李國雲 HK\$ 港元	LUI Lai Ping, Cecily 呂麗萍 HK\$ 港元	CHU Gun Pui 朱瑾沛 HK\$ 港元	LAI Sai Wo, Ricky 賴世和 HK\$ 港元		LAU Kam Cheong 劉錦昌 HK\$ 港元	
<b>2017</b>	<b>二零一七年</b>												
Fees 袍金	-	-	142,500	100,000	100,000	41,667	100,000	44,167	52,222	70,000	-	650,556	
Other emoluments 其他酬金													
- Salaries and other benefits —薪金及其他福利	2,134,500	1,273,500	-	-	-	-	-	-	-	-	452,392	3,860,392	
- Bonus (note vii) —花紅 (附註vii)	1,050,000	315,000	-	-	-	-	-	-	-	-	-	1,365,000	
- Contributions to retirement benefits schemes —退休福利計劃供款	18,000	18,000	7,500	-	-	-	-	-	-	-	18,000	61,500	
<b>Total emoluments</b>	<b>酬金總額</b>	<b>3,202,500</b>	<b>1,606,500</b>	<b>150,000</b>	<b>100,000</b>	<b>100,000</b>	<b>41,667</b>	<b>100,000</b>	<b>44,167</b>	<b>52,222</b>	<b>70,000</b>	<b>470,392</b>	<b>5,937,448</b>

#### Notes:

- (i) Mr. Suek Chai Hong is also the chief executive of the Company and his remuneration disclosed above included those for services rendered by him as chief executive.
- (ii) The emoluments of executive directors were for their services in connection with the management of the affairs of the Company and the Group. The emoluments of non-executive directors and independent non-executive directors were for their services as the directors of the Company.
- (iii) Mr. Tse Tin Tai resigned as an independent non-executive director of the Company on 1 June 2017.
- (iv) Ms. Lui Lai Ping, Cecily retired as an independent non-executive director on 9 June 2017.
- (v) Mr. Chu Gun Pui was appointed as an independent non-executive director of the Company on 23 June 2017.
- (vi) Mr. Lai Sai Wo, Ricky was appointed as an independent non-executive director of the Company on 19 April 2017.
- (vii) Incentive performance bonuses for the years ended 31 December 2018 and 2017 were determined by the remuneration committee of the Company and approved by the board of directors having regard to the performance and duties of directors.

#### 附註:

- (i) 薛濟匡先生亦為本公司之行政總裁，其於上文披露之酬金已包括其身為行政總裁所提供服務之酬金。
- (ii) 執行董事之薪酬乃就彼等管理本公司及本集團的事宜所提供之服務發放。非執行董事及獨立非執行董事之薪酬乃就彼等作為本公司董事所提供之服務而發放。
- (iii) 謝天泰先生於二零一七年六月一日辭任本公司獨立非執行董事。
- (iv) 呂麗萍女士於二零一七年六月九日退任獨立非執行董事。
- (v) 朱瑾沛先生於二零一七年六月二十三日獲委任為本公司獨立非執行董事。
- (vi) 賴世和先生於二零一七年四月十九日獲委任為本公司獨立非執行董事。
- (vii) 截至二零一八年及二零一七年十二月三十一日止年度的獎勵表現花紅乃由本公司薪酬委員會釐定，並經董事會批准，當中已考慮董事的表現及職務。

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## 綜合財務報表附註

For the year ended 31 December 2018

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### 9. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### Directors' and chief executive's remuneration (Continued)

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

No emoluments were paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office in any of the year.

#### Employees' emoluments

Of the five individuals with the highest emoluments in the Group, two (2017: two) were directors of the Company whose emoluments are set out above. The emoluments of the remaining three (2017: three) highest paid employees who were neither a director nor chief executive of the Company are as follows:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Salaries and other benefits	薪金及其他福利	3,079,240	3,439,000
Bonus (note)	花紅(附註)	325,724	162,500
Contributions to retirement benefits schemes	退休福利計劃供款	54,000	54,000
		<b>3,458,964</b>	<b>3,655,500</b>

Note: Bonus was determined based on their duties and responsibilities of the relevant individuals within the Group and the Group's performance.

### 9. 董事、行政總裁及僱員酬金 (續)

#### 董事及行政總裁酬金 (續)

於本年度，概無董事或行政總裁放棄或同意放棄任何薪酬之安排。

於任何有關年度，本集團概無向本公司董事支付任何酬金，作為加入本集團或加盟後之獎勵或失去職位之補償。

#### 僱員酬金

在本集團五名最高薪人士中，兩名(二零一七年：兩名)為本公司董事，彼等酬金之詳情已載於上文。其餘三名(二零一七年：三名)並非本公司董事或行政總裁之最高薪人士之酬金如下：

附註：花紅乃根據彼等各自於本集團的職責及責任以及本集團的業績釐定。

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## 綜合財務報表附註

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### 9. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### Employees' emoluments (Continued)

The number of the highest paid employees who were not the directors of the Company and whose remuneration fell within the following bands is as follows:

		2018 二零一八年 Number of employees 僱員人數	2017 二零一七年 Number of employees 僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	2	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	-	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	1	1
		<b>3</b>	<b>3</b>

No emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office in any of the years.

### 9. 董事、行政總裁及僱員酬金 (續)

#### 僱員酬金 (續)

並非本公司董事之最高薪僱員的酬金屬於以下範圍之人數如下：

於任何年度，本集團概無向五名最高薪人士支付任何酬金，作為加入本集團或加盟後之獎勵或失去職位之補償。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 10. TAXATION

### 10. 稅項

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
The taxation comprises:	稅項包括：		
Hong Kong Profits Tax	香港利得稅		
Charge for the year	本年支出	1,574,200	1,687,471
Overprovision in prior years	過往年度超額撥備	(159,049)	-
		1,415,151	1,687,471
PRC Enterprise Income Tax	中國企業所得稅		
Charge for the year	本年支出	1,673,941	5,918,521
		3,089,092	7,605,992
Deferred tax credit for the year (note 34)	本年遞延稅項抵免 (附註34)	(84,878)	(3,463,425)
		3,004,214	4,142,567

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

於二零一八年三月二十一日，香港立法會通過《2017年稅務（修訂）（第7號）條例草案》（「草案」），引入兩級利得稅稅率制度。草案於二零一八年三月二十八日獲簽署成為法律，並於翌日刊憲。根據兩級利得稅稅率制度，合資格集團實體的首2,000,000港元溢利將按8.25%徵稅，而超過2,000,000港元的部份則按16.5%徵稅。不符合兩級利得稅稅率制度的集團實體，其溢利將繼續劃一按16.5%徵稅。

本公司董事認為，實行兩級利得稅稅率制度所涉及的金額對綜合財務報表而言並不重大。香港利得稅乃根據兩個年度之估計應課稅溢利按稅率16.5%計算。

根據《中國企業所得稅法》（「《企業所得稅法》」）及《企業所得稅法實施條例》，中國附屬公司於兩個年度之稅率均為25%。



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## 綜合財務報表附註

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### 10. TAXATION (Continued)

The taxation for the year can be reconciled to the (loss) profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

### 10. 稅項 (續)

年內稅項可與綜合損益及其他全面收入報表所示除稅前溢利對賬如下:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
(Loss) profit before taxation	除稅前(虧損)溢利	<b>(35,220,301)</b>	52,092,464
Tax at the income tax rate of 16.5% (2017: 16.5%)	按所得稅稅率16.5% 計算之稅項 (二零一七年: 16.5%)	<b>(5,811,350)</b>	8,595,257
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之 稅務影響	<b>2,334,726</b>	1,605,907
Tax effect of income not taxable for tax purposes	毋須課稅收入之 稅務影響	<b>(3,045,762)</b>	(10,850,045)
Tax effect of tax losses/deductible temporary differences not recognised	未獲確認稅務虧損/ 可扣減臨時差額之 稅務影響	<b>4,157,814</b>	3,742,361
Overprovision in prior years	過往年度撥備不足	<b>(159,049)</b>	-
Utilisation of tax losses previously not recognised	動用先前未確認 稅務虧損	<b>(202,030)</b>	(299,642)
Tax effect of recognition of tax losses previously not recognised	先前未確認稅務虧損之 稅務影響	-	(329,015)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之 附屬公司不同稅率之 影響	<b>728,625</b>	1,455,040
Tax effect of share of results of joint ventures	分佔合營公司業績之 稅務影響	<b>1,240</b>	222,704
Tax effect of deferred tax liabilities resulting from withholding tax on undistributed profits	未分配溢利的預扣稅 產生的遞延稅項負債 的稅務影響	<b>5,000,000</b>	-
Taxation for the year	年內稅項	<b>3,004,214</b>	4,142,567

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### 11. (LOSS) PROFIT FOR THE YEAR

### 11. 本年(虧損)溢利

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
(Loss) profit for the year has been arrived at after charging (crediting):	計算本年(虧損)溢利時已扣除(計入):		
Auditor's remuneration	核數師酬金	2,000,000	1,900,000
Cost of inventories recognised as an expense (including write-down of inventories of HK\$52,585 (2017: HK\$543,411))	確認為開支之存貨成本(包括撇減存貨52,585港元(二零一七年: 543,411港元))	213,110,596	356,859,195
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14,349,985	10,273,310
Less: capitalised in inventories included in cost of sales	減: 撥充資本之存貨計入銷售成本	-*	(5,901,425)
		<b>(9,265,323)*</b>	N/A 不適用
		5,084,662	4,371,885
Amortisation of prepaid lease payments	預付租賃款項攤銷	1,279,870	1,031,454
Minimum lease payments in respect of office/factory premises	辦公室/工廠物業之最低租金	16,589,853	12,540,307
Staff costs including directors' emoluments	員工成本(包括董事酬金)	165,753,655	149,899,872
– Salaries, wages and other benefits	– 薪金、工資及其他福利	9,544,501	7,416,030
– Contributions to retirement benefits schemes	– 退休福利計劃供款	-*	(78,907,026)
Less: capitalised in inventories included in cost of sales	減: 撥充資本之存貨計入銷售成本	<b>(102,824,847)*</b>	N/A 不適用
Total staff costs	總員工成本	72,473,309	78,408,876
Research expenses (included in administrative expenses)	研究開支(計入行政開支內)	3,541,487	2,595,935
Bank interest income (included in other interest income)	銀行利息收入(計入其他利息收入內)	(2,366,386)	(1,339,407)
Interest income on loan to an available-for-sale investee (included in other interest income)	來自給予可供出售投資方之貸款之利息收入(計入其他利息收入內)	-	(593,101)
Technical consultancy services income (included in other income)	技術顧問服務收入(計入其他收入內)	(4,695,170)	-
Dividend income (included in other income)	股息收入(計入其他收入內)	(4,667,276)	(1,518,823)
Government grants (included in other income)	政府補助(計入其他收入內)	(1,267,175)	(1,034,443)
Net impairment losses (reversal of impairment losses) on trade receivables of impairment losses on contract assets	合約資產減值虧損之貿易應收款項減值虧損淨額(撥回減值虧損)	11,467,527	(1,150,168)
Net reversal of impairment losses on contract assets	撥回合約資產減值虧損淨額	(64,902)	-
Gross rental income from investment properties	來自投資物業之租金收入總額	(7,304,238)	(6,500,175)
Less: Direct operating expenses incurred for investment properties that generated rental income during the year	減: 本年產生租金收入之投資物業之直接經營開支	12,248	9,838
		<b>(7,291,990)</b>	(6,490,337)

\* Upon the application of HKFRS 15, revenue relating to manufacturing and sales of printing products were recognised over time and the relevant expenses were charged to the cost of sales directly.

\* 於應用香港財務報告準則第15號後，製造及銷售印刷產品之收益已隨時間確認，而相關開支直接自銷售成本扣除。

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### 12. DIVIDENDS

No dividend was paid or proposed for the year ended 31 December 2018 (2017: Nil), nor has any dividend been proposed since the end of the reporting period.

### 13. (LOSS) EARNINGS PER SHARE

The calculation of the basic (loss) earnings per share attributable to owners of the Company for the year is based on the following data:

		<b>2018</b> 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
(Loss) profit for the year attributable to owners of the Company for the purpose of calculating basic (loss) earnings per share	用於計算每股基本(虧損)盈利之本公司擁有人應佔本年(虧損)溢利	<b>(37,922,569)</b>	48,145,604
		<b>2018</b> 二零一八年	2017 二零一七年
Number of ordinary shares in issue for the purpose of calculating basic (loss) earnings per share	用於計算每股基本(虧損)盈利之已發行普通股數目	<b>253,639,456</b>	253,639,456

No separate diluted (loss) earnings per share information has been presented as there were no potential ordinary shares outstanding issue for both years.

### 12. 股息

截至二零一八年十二月三十一日止年度內並無派付或建議派發任何股息(二零一七年:無),自報告期末以來亦無建議派發任何股息。

### 13. 每股(虧損)盈利

本年本公司擁有人應佔每股基本(虧損)盈利乃基於以下數據計算:

由於兩個年度均並無發行在外之潛在普通股,故並無獨立呈列每股攤薄(虧損)盈利之資料。

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### 14. PROPERTY, PLANT AND EQUIPMENT

### 14. 物業、廠房及設備

		Construction in progress	Leasehold land and buildings	Leasehold improvements	Furniture, fixtures and office equipment	Machinery and equipment	Motor vehicles	Total
		在建工程	租賃土地 及樓宇	租賃 物業裝修	傢俬、裝置及 辦公室設備	機器及設備	汽車	總計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元
<b>COST</b>	<b>成本</b>							
At 1 January 2017	於二零一七年一月一日	15,566,137	150,515,601	59,734,135	44,810,185	454,682,884	14,370,306	739,679,248
Exchange adjustments	匯兌調整	517,325	6,227,410	458,744	2,607,473	4,319,768	93,866	14,224,586
Additions	添置	-	-	2,723,408	2,595,310	7,566,385	743,494	13,628,597
Transfer	轉撥	(939,066)	939,066	-	-	-	-	-
Disposals	出售	-	-	-	(232,375)	(3,421,091)	(198,000)	(3,851,466)
Disposal upon Land Swap Transaction	於土地置換交易時出售	(15,144,396)	-	-	-	-	-	(15,144,396)
Transfer to investment properties (note 16)	轉撥至投資物業 (附註16)	-	(10,319,925)	-	-	-	-	(10,319,925)
At 31 December 2017	於二零一七年十二月三十一日	-	147,362,152	62,916,287	49,780,593	463,147,946	15,009,666	738,216,644
Exchange adjustments	匯兌調整	(312,682)	-	(927,360)	(357,997)	(6,250,505)	(144,609)	(7,993,153)
Additions	添置	8,773,065	-	13,894,720	2,172,935	22,045,475	1,095,827	47,982,022
Disposals	出售	-	-	-	(549,509)	(4,701,550)	-	(5,251,059)
Reclassified as held for sale (note 36)	重新分類為持作銷售 (附註36)	-	(126,255,706)	-	-	-	-	(126,255,706)
Written-off	撇銷	-	-	(18,056,093)	-	-	-	(18,056,093)
At 31 December 2018	於二零一八年十二月三十一日	8,460,383	21,106,446	57,827,554	51,046,022	474,241,366	15,960,884	628,642,655
<b>DEPRECIATION AND IMPAIRMENT</b>	<b>折舊及減值</b>							
At 1 January 2017	於二零一七年一月一日	-	50,488,595	59,249,720	43,449,875	438,593,051	11,676,842	603,458,083
Exchange adjustments	匯兌調整	-	1,604,089	326,130	1,347,137	1,177,746	41,285	4,496,387
Provided for the year	本年撥備	-	3,870,437	1,050,513	1,061,033	3,289,682	1,001,645	10,273,310
Eliminated on disposals	出售時對銷	-	-	-	(207,582)	(3,421,091)	(198,000)	(3,826,673)
Transfer to investment properties (note 16)	轉撥至投資物業 (附註16)	-	(1,596,909)	-	-	-	-	(1,596,909)
At 31 December 2017	於二零一七年十二月三十一日	-	54,366,212	60,626,363	45,650,463	439,639,388	12,521,772	612,804,198
Exchange adjustments	匯兌調整	-	-	(394,014)	(139,895)	(2,197,196)	(90,531)	(2,821,636)
Provided for the year	本年撥備	-	1,944,348	4,190,165	2,459,258	4,580,611	1,175,603	14,349,985
Eliminated on disposals	出售時對銷	-	-	-	(415,481)	(449,257)	-	(864,738)
Reclassified as held for sale (note 36)	重新分類為持作銷售 (附註36)	-	(45,956,902)	-	-	-	-	(45,956,902)
Eliminated on written-off	撇銷時對銷	-	-	(18,056,093)	-	-	-	(18,056,093)
At 31 December 2018	於二零一八年十二月三十一日	-	10,353,658	46,366,421	47,554,345	441,573,546	13,606,844	559,454,814
<b>CARRYING VALUES</b>	<b>賬面值</b>							
At 31 December 2018	於二零一八年十二月三十一日	8,460,383	10,752,788	11,461,133	3,491,677	32,667,820	2,354,040	69,187,841
At 31 December 2017	於二零一七年十二月三十一日	-	92,995,940	2,289,924	4,130,130	23,508,558	2,487,894	125,412,446

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

The above items of property, plant and equipment, other than construction in progress, are depreciated on a straight-line basis at the following rates per annum:

Leasehold land and buildings	Over the shorter of the lease terms or 30 – 50 years
Leasehold improvements	12.5% – 20%
Furniture, fixtures and office equipment	10% – 25%
Machinery and equipment	10% – 25%
Motor vehicles	25% – 33 1/3%

### 14. 物業、廠房及設備（續）

上述物業、廠房及設備項目（在建工程除外）之折舊乃採用以下年率按直線法計算：

租賃土地及樓宇	按租約期限或30至50年（以較短者為準）
租賃物業裝修傢俬、裝置及辦公室設備	12.5% – 20%
機器及設備	10% – 25%
汽車	25% – 33 1/3%

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
The carrying values of leasehold land and buildings shown above comprise:	上述租賃土地及樓宇之賬面值包括：		
Leasehold land and buildings in Hong Kong	位於香港之租賃土地及樓宇	10,752,788	11,174,918
Buildings in the PRC	位於中國之樓宇	–	81,821,022
		<b>10,752,788</b>	92,995,940

Property, plant and equipment with an aggregate carrying value of HK\$10,752,788 (2017: HK\$11,174,918) has been pledged to banks to secure general banking facilities granted to the Group (2017: banking facilities granted to the Group and obligations under finance leases).

賬面值合共10,752,788港元（二零一七年：11,174,918港元）之物業、廠房及設備已質押予銀行，作為本集團獲授之一般銀行信貸（二零一七年：本集團獲授之銀行信貸及融資租賃責任）之抵押。

Leasehold improvements with an aggregate cost of HK\$41,449,182 (2017: HK\$60,173,029) were fully depreciated are still in use as at 31 December 2018.

成本合共41,449,182港元（二零一七年：60,173,029港元）的租賃物業裝修已悉數折舊，並於二零一八年十二月三十一日仍然使用。

At 31 December 2017, the carrying values of motor vehicles included an amount of HK\$370,885 in respect of assets held under finance leases.

於二零一七年十二月三十一日，汽車的賬面值包括涉及根據融資租賃持有之資產之款額370,885港元。



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#### 15. PREPAID LEASE PAYMENTS

#### 15. 預付租賃款項

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
The Group's prepaid lease payments comprise:	本集團之預付租賃款項包括：		
Leasehold land in the PRC	位於中國之租賃土地	<b>57,921,324</b>	64,789,408
Analysed for reporting purposes as:	就報告用途分析為：		
Current asset	流動資產	<b>1,191,528</b>	1,345,094
Non-current asset	非流動資產	<b>56,729,796</b>	63,444,314
		<b>57,921,324</b>	64,789,408

During the year ended 31 December 2017, the Group has an addition to prepaid lease payments as a result of Land Swap Transaction with details in note 7.

The carrying amount of the leasehold land is charged to consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the remaining term of the leases.

於截至二零一七年十二月三十一日止年度，本集團因土地置換交易（詳情見附註7）而有額外預付租賃款項。

租賃土地之賬面值乃按直線法於剩餘租約期內自綜合損益及其他全面收入報表扣除。

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## 綜合財務報表附註

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### 16. INVESTMENT PROPERTIES

### 16. 投資物業

		HK\$ 港元
At 1 January 2017	於二零一七年一月一日	190,125,000
Transfer from property, plant and equipment	轉撥自物業、廠房及設備	18,094,881
Fair value change recognised in profit or loss	於損益確認之公平值變動	20,273,024
Exchange adjustments	匯兌調整	672,974
At 31 December 2017	於二零一七年十二月三十一日	229,165,879
Fair value change recognised in profit or loss	於損益確認之公平值變動	10,942,146
Exchange adjustments	匯兌調整	(908,615)
At 31 December 2018	於二零一八年十二月三十一日	239,199,410
Unrealised gain on property revaluation included in other gains and losses – for the year ended 31 December 2018	包含於其他損益內的 未變現物業重估收益 – 截至二零一八年 十二月三十一日止年度	10,942,146
– for the year ended 31 December 2017	– 截至二零一七年 十二月三十一日止年度	20,273,024

During the year ended 31 December 2017, the use of certain premises of the Group have been changed from owner-occupation to leasing out for rental income. The properties with carrying amount of HK\$8,723,016 are transferred from property, plant and equipment to investment properties and the fair value of the properties was HK\$18,094,881 at the date of transfer. The difference between the carrying amount and the fair value of the properties of HK\$9,371,865 is recognised in other comprehensive income and accumulated in "properties valuation reserve".

於截至二零一七年十二月三十一日止年度，本集團若干物業的用途已由自用改為出租以換取租金收入。賬面值8,723,016港元的物業由物業、廠房及設備轉撥至投資物業，而物業的公平值於轉讓當日為18,094,881港元。物業賬面值與公平值間的差異9,371,865港元於其他全面收益中確認，並於「物業估值儲備」中累計。

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### 16. INVESTMENT PROPERTIES (Continued)

The fair value of investment properties has been arrived at on the basis of valuations carried out by Peak Vision Appraisals Limited and Citiland Surveyors Limited for properties located in Hong Kong as at 31 December 2018 and 2017 respectively and 北京市洪州資產評估有限責任公司 for properties located in the PRC at date of transfer and as at 31 December 2018 and 2017. They are independent qualified professional valuers not related to the Group.

Investment properties with fair value of HK\$116,199,410 (2017: HK\$110,165,879) as at 31 December 2018 are determined based on the direct comparison approach assuming sale of each of these properties in existing state and by making reference to comparable sales transactions as available in the relevant market and adjusted for differences in the nature and location.

Investment properties with fair value of HK\$123,000,000 (2017: HK\$119,000,000) as at 31 December 2018 are determined based on the income capitalisation approach, where the market rentals of all lettable units of the properties are assessed and discounted at the market yield expected by investors for this type of properties. The market rentals are assessed based on estimates of future cash flows, supported by the terms of existing lease and the market rentals of the similar properties in the neighbourhood. The capitalisation rate is determined by reference to the yields derived from analysing the sales transactions of similar properties and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties.

In estimating the fair value of the investment properties, the highest and best use of the properties is their current use. At the end of the reporting period, the financial controller works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs into the model. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to management of the Group.

There were no transfers into or out of Level 3 during the year.

### 16. 投資物業 (續)

投資物業公平值乃根據滙鋒評估有限公司及天俊測量師行就位於香港的物業分別於二零一八年及二零一七年十二月三十一日的價值所進行的估值及北京市洪州資產評估有限責任公司就位於中國的物業於轉讓日期及二零一八年及二零一七年十二月三十一日的價值所進行的估值得出。該等公司均為與本集團並無關連的獨立合資格專業估值師。

於二零一八年十二月三十一日之公平值為116,199,410港元(二零一七年: 110,165,879港元)之投資物業乃按直接比較法釐定, 當中假設各項物業按現狀出售, 並已參考相關市場上可得之可資比較銷售交易以及就性質及位置差異作出調整。

於二零一八年十二月三十一日之公平值為123,000,000港元(二零一七年: 119,000,000港元)之投資物業乃按收入資本化法釐定, 所有物業可出租單位的市場租金按照投資者對該類型物業的預期市場收益率進行評估及貼現。市場租金乃根據未來現金流量預測進行評估, 並以現存租賃條款及附近相似物業的市值租金作證明。資本化率及參考分析類似物業銷售交易得出的收益率釐定, 並考慮到物業投資者的市場預期進行調整, 以反映本集團投資物業的獨有因素。

於估計投資物業之公平值時, 有關物業之最高及最佳用途即為其當前用途。於報告期末, 財務總監與外部合資格估值師緊密合作, 選定合適的估值技術及輸入模式之數據。倘資產的公平值出現重大變動, 將向本集團管理層匯報波動的原因。

年內, 概無第三級別轉入或轉出。

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### 16. INVESTMENT PROPERTIES (Continued)

#### Information about fair value measurements using significant unobservable inputs

The following table shows the valuation techniques used in the determination of fair values for investment properties and unobservable inputs used in the valuation models.

Description 概述	Fair value as at 公平值		Fair value hierarchy 公平值層級	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range of significant unobservable inputs 重大不可觀察輸入數據範圍		Inter relationship between significant unobservable inputs and fair value measurement 重大不可觀察輸入數據與公平值計量之間的相互關係
	31 December 2018 於二零一八年十二月三十一日 HK\$ 港元	31 December 2017 於二零一七年十二月三十一日 HK\$ 港元				2018 二零一八年	2017 二零一七年	
Industrial properties in Fanling, Hong Kong 於香港粉嶺之工業物業	99,710,000	92,195,000	Level 3	Direct comparison approach 直接比較法	(i) Based on market observable transactions of comparable properties 根據可比較物業之市場可觀察交易 (ii) Level adjustments 級別調整	HK\$2,927 to HK\$4,144 per square feet 每平方呎 2,927港元至 4,144港元 0% to 4% 0%至4%	HK\$2,845 to HK\$3,795 per square feet 每平方呎 2,845港元至 3,795港元 0% to 4% 0%至4%	The higher the market price, the higher the fair value. 市價愈高，公平值愈高。 The increase/decrease in level adjustment/location adjustment, the higher or lower the fair value. 級別調整/位置調整愈高/愈低，公平值愈高/愈低。
Properties in the PRC 位於中國的物業	16,489,410	17,970,879	Level 3	Direct comparison approach 直接比較法	(i) Based on market observable transactions of comparable properties 根據可比較物業之市場可觀察交易 (ii) Level adjustments 級別調整	RMB73,378 to RMB88,519 per square meter 每平方米 人民幣73,378元至 人民幣88,519元 0% to 1% 0%至1%	RMB84,661 to RMB85,752 per square meter 每平方米 人民幣84,661元至 人民幣85,752元 0% to 1% 0%至1%	The higher the market price, the higher the fair value. 市價愈高，公平值愈高。 The increase/decrease in level adjustment/location adjustment, the higher or lower the fair value. 級別調整/位置調整愈高/愈低，公平值愈高/愈低。
Commercial properties in Yuen Long, Hong Kong 於香港元朗之商用物業	123,000,000	119,000,000	Level 3	Income capitalisation approach 收入資本化法	(i) Capitalisation rate taking into account the capitalisation of market rental value 資本化率 (計入市場租金價值的資本化) (ii) Market rental value 市場租金價值	4% 4% HK\$34 to HK\$89 per square feet 每平方呎 34港元至 89港元	4% 4% HK\$40 to HK\$76 per square feet 每平方呎 40港元至 76港元	The lower the capitalisation rate, the higher the fair value. 資本化率越低，公平值愈高。 The higher the market rental value, the higher the fair value. 市場租金價值越高，公平值愈高。

### 16. 投資物業 (續)

#### 使用重大不可觀察輸入數據之公平值計量之資料

下表列示釐定投資物業公平值所使用估值技術及估值模式中所使用之不可觀察輸入數據。

# 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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### 16. INVESTMENT PROPERTIES (Continued)

The Group's investment properties are located in Hong Kong and the PRC. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

As at 31 December 2018, investment properties with aggregate carrying value of HK\$222,710,000 (2017: HK\$211,195,000) were pledged to banks to secure bank borrowings as stated in note 32 and general banking facilities granted to the Group.

### 17. EQUITY INSTRUMENTS AT FVTOCI/FINANCIAL ASSETS AT FVTPL

#### Equity instruments at FVTOCI

### 16. 投資物業 (續)

本集團投資物業乃位於香港及中國。本集團就賺取租金或資本增值而根據經營租賃持有之所有物業權益乃以公平值模式計量，並分類及作為投資物業入賬。

於二零一八年十二月三十一日，總賬面值222,710,000港元(二零一七年：211,195,000港元)之投資物業已質押予銀行，作為附註32所述銀行借款及本集團獲授之一般銀行信貸之擔保。

### 17. 透過其他全面收入按公平值列賬之股本工具／透過損益按公平值列賬之金融資產

透過其他全面收入按公平值列賬之股本工具

		2018 二零一八年 HK\$ 港元
Unlisted equity securities established in the PRC (note i)	於中國成立之非上市股本證券 (附註i)	14,679,744
Unlisted equity securities established in Hong Kong, the PRC and overseas (note ii)	於香港、中國及海外成立之非上市股本證券 (附註ii)	11,573,728
		26,253,472
Analysed for reporting purposes as:	就報告用途分析為：	
Non-current asset	非流動資產	11,573,728
Current asset	流動資產	14,679,744
		26,253,472



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## 綜合財務報表附註

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### 17. EQUITY INSTRUMENTS AT FVTOCI/FINANCIAL ASSETS AT FVTPL (Continued)

#### Equity instruments at FVTOCI (Continued)

Notes:

- (i) As at 31 December 2018, the Group has an obligation to dispose of an indirect wholly-owned subsidiary which holds 16.67% equity interest in Yinghua in cash in the future. The disposal of Yinghua is expected to be completed within one year from the end of the reporting period and thus this equity investment at FVTOCI is classified as current asset as at 31 December 2018. Yinghua is principally engaged in the property development in the PRC.
- (ii) During the year ended 31 December 2018, there was an additional investment of HK\$3,134,800 in an unlisted equity security established in overseas. As at 31 December 2018, the Group has investments in six unlisted equity securities established in the PRC, two unlisted equity securities established in overseas and one unlisted equity security incorporated in Hong Kong which were held for an identified long term strategic purpose.

These investments in equity instruments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

Details of the fair value measurement on equity instruments at FVTOCI are disclosed in note 44.

### 17. 透過其他全面收入按公平值列賬之股本工具／透過損益按公平值列賬之金融資產（續）

#### 透過其他全面收入按公平值列賬之股本工具（續）

附註：

- (i) 於二零一八年十二月三十一日，本集團有責任於未來出售持有英華房地產的16.67%股本權益的間接全資附屬公司以換取現金。出售英華房地產預期於報告期末起計一年內完成，因此，是項透過其他全面收入按公平值列賬的股本投資於二零一八年十二月三十一日分類為流動資產。英華房地產主要於中國從事物業開發。
- (ii) 於截至二零一八年十二月三十一日止年度，有一項對在海外成立的非上市股本證券所作之額外投資3,134,800港元。於二零一八年十二月三十一日，本集團對在中國成立的六家非上市股本證券、在海外成立的兩家非上市股本證券及於香港註冊成立的一家非上市股本證券進行投資，該等投資乃持有作認定的長遠策略用途。

該等股本工具投資並非持作買賣，相反，彼等乃持作中長期策略用途。因此，本公司董事已選擇將該等股本工具投資指定為透過其他全面收入按公平值列賬，原因為彼等認為，確認該等投資於損益反映的公平值的短期波動與本集團為長遠目的持有該等投資及實現其長遠潛在表現的策略不符。

透過全面收入按公平值列賬之股本工具之公平值計量詳情於附註44披露。

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## 綜合財務報表附註

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### 17. EQUITY INSTRUMENTS AT FVTOCI/FINANCIAL ASSETS AT FVTPL (Continued)

#### Financial assets at FVTPL

		2018 二零一八年 HK\$ 港元
Listed equity investments in Hong Kong	於香港之上市股本投資	81,244,200
Derivative financial instrument (note)	衍生金融工具(附註)	6,651,180
		87,895,380

*Note:* Derivative financial instrument represents the Group's obligation to dispose of the indirect wholly-owned subsidiary which holds 16.67% equity interest in Yinghua in the future. Such forward contract is classified as financial asset at FVTPL in accordance with HKFRS 9.

Details of the fair value measurement on financial assets at FVTPL are disclosed in note 44.

### 17. 透過其他全面收入按公平值列賬之股本工具／透過損益按公平值列賬之金融資產(續)

透過損益按公平值列賬之金融資產

*附註：* 衍生金融工具指本集團有責任於未來出售持有英華房地產16.67%股本權益的間接全資附屬公司以換取現金。有關遠期合約根據香港財務報告準則第9號分類為透過損益按公平值列賬之金融資產。

透過損益按公平值列賬之金融資產之公平值計量詳情於附註44披露。

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## 綜合財務報表附註

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### 18. AVAILABLE-FOR-SALE INVESTMENTS

### 18. 可供出售投資

2017  
二零一七年  
HK\$  
港元

Available-for-sale investments comprise:	可供出售投資包括：	
Club membership	會所會籍	3,403,700
Unlisted equity securities established in the PRC measured at fair value	於中國成立按公平值計量之非上市股本證券	14,192,719
Unlisted equity securities established in the PRC measured at cost (note)	於中國成立按成本計量之非上市股本證券 (附註)	12,007,685
Unlisted equity securities established in Hong Kong and overseas measured at cost (note)	於香港及海外成立按成本計量之非上市股本證券 (附註)	9,459,163
		39,063,267
Analysed for reporting purposes as:	就報告用途分析為：	
Current asset	流動資產	14,192,719
Non-current asset	非流動資產	24,870,548
		39,063,267

*Note:* As at 31 December 2017, the Group has investments in six unlisted equity securities issued by private entities which were held for an identified long term strategic purpose. The available-for-sale investments are measured at cost less impairment at the end of the reporting period because the ranges of reasonable fair value estimates are so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

*附註：* 於二零一七年十二月三十一日，本集團投資於由私人實體發行的六項非上市股本證券，並持有作已識別長期策略用途。可供出售投資乃按成本扣除報告期末之減值計量，原因為合理公平值估算範圍太大，令本公司董事認為其公平值不能可靠地計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 18. AVAILABLE-FOR-SALE INVESTMENTS (Continued)

Note: (Continued)

During the year ended 31 December 2017, there was an additional investment of HK\$3,114,400 in an unlisted equity security established in overseas. Also, the Group subscribed for 8.27% of the total issued share capital of an unlisted equity issued by a private entity incorporated in Hong Kong, which is principally engaged in E-sports business at a cash consideration of HK\$391,500.

On 5 May 2017, the Group disposed of an investment in an unlisted equity securities established in Hong Kong through disposal of a subsidiary as disclosed in note 38.

### 19. CONTRACT ASSETS

		<b>31 December 2018 二零一八年 十二月三十一日 HK\$ 港元</b>	1 January 2018* 二零一八年 一月一日* HK\$ 港元
Contract assets from Manufacturing and Sales Business	製造及銷售業務的合約資產	<b>15,938,099</b>	19,071,183
Less: allowance for credit loss	減：信貸虧損撥備	<b>(218,921)</b>	(283,823)
		<b>15,719,178</b>	18,787,360

\* the amounts in this column are after the adjustments from the application of HKFRS 9 and HKFRS 15.

附註：(續)

於截至二零一七年十二月三十一日止年度，有一項對在海外成立的非上市股本證券所作之額外投資3,114,400港元。本集團亦以現金代價391,500港元認購一間於香港註冊成立的私人實體所發行的非上市股權已發行股本總額之8.27%，該實體主要從事電子競技業務。

於二零一七年五月五日，本集團透過出售一間附屬公司出售一項於香港成立的非上市股本證券的投資（見附註38所披露）。

### 19. 合約資產

\* 於本欄之金額經應用香港財務報告準則第9號及香港財務報告準則第15號之調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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截至二零一八年十二月三十一日止年度

### 19. CONTRACT ASSETS (Continued)

The contract assets primarily relate to the Group's right to consideration from the customers for the manufacturing and sales of printing products. Contract assets arise when the Group has right to consideration for the work completed under relevant contracts and their right is conditioned on factors other than passage of time. The contract assets are transferred to trade receivables upon the delivery and acceptance of products by customers.

Typical payment terms is 60 to 120 days upon delivery.

The Group classifies these contract assets as current assets because the Group expects to realise them in its normal operating cycle which is within 12 months after the end of the reporting period.

Detail of the impairment assessment are set out in note 44.

### 19. 合約資產 (續)

合約資產主要有關本集團就製造及銷售印刷產品向客戶收取代價之權利。合約資產於本集團有權取得根據有關合約所完成工作的代價，且彼等的權利須以時間流逝以外的因素為條件時產生。合約資產於客戶交付及接納產品時轉撥至貿易應收款項。

一般付款期限為交付後60至120日。

本集團將該等合約資產分類為流動資產，原因為本集團預期於正常營運週期（即報告期末後十二個月內）將該等資產變現。

減值評估詳情於附註44披露。



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## 綜合財務報表附註

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### 20. LOANS TO JOINT VENTURES/INTERESTS IN JOINT VENTURES

### 20. 給予合營公司之貸款／於合營公司之權益

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Costs of investments in unlisted joint ventures	於非上市合營公司之投資成本	16	16
Share of post-acquisition profit and other comprehensive income	應佔收購後溢利及其他全面收入	413,734	421,252
		<b>413,750</b>	421,268
Loan to Reliance Partner Limited ("Reliance Partner") (note i)	給予Reliance Partner Limited (「Reliance Partner」)之貸款(附註i)	3,215,059	3,874,009
Loan to Estate Summit Limited ("Estate Summit") (note ii)	給予Estate Summit Limited (「Estate Summit」)之貸款(附註ii)	13,945,477	12,554,385
Share of post-acquisition losses and other comprehensive expense	應佔收購後虧損及其他全面開支	(4,411,177)	(4,411,177)
Loss recognised (note ii)	已確認虧損(附註ii)	(9,534,300)	(8,143,208)
		<b>3,215,059</b>	3,874,009
Less: Amount repayable within one year shown under current asset	減：流動資產項下所顯示須於一年內償還之金額	(3,215,059)	(3,874,009)
Amount repayable after one year	須於一年後償還之金額	-	-

#### Notes:

- (i) Loan to Reliance Partner is classified as current assets as the directors of the Company consider that the loan will be repaid within twelve months as at 31 December 2018.
- (ii) Loan to Estate Summit is considered as a net investment, the Group has recognised its share of loss of Estate Summit in excess of the cost of investment against its loan as at 31 December 2018 and 2017. During the year ended 31 December 2018, the Group has recognised loss of HK\$1,391,092 (2017: HK\$2,874,868) for the loan to a joint venture.

Details of impairment assessment of loan to a joint venture for the year ended 31 December 2018 are set out in note 44.

#### 附註：

- (i) 於二零一八年十二月三十一日，給予Reliance Partner之貸款已分類為流動資產，原因是本公司董事認為有關貸款將於十二個月內償還。
- (ii) 給予Estate Summit之貸款被認為是淨投資，於二零一八年及二零一七年十二月三十一日，本集團已確認其分佔之Estate Summit虧損超過於其貸款的投資成本。截至二零一八年十二月三十一日止年度，本集團已確認給予合營公司之貸款虧損1,391,092港元（二零一七年：2,874,868港元）。

截至二零一八年十二月三十一日止年度給予合營公司之貸款的減值評估詳情載列於附註44。

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## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 20. LOANS TO JOINT VENTURES/INTERESTS IN JOINT VENTURES (Continued)

As at 31 December 2018 and 2017, the Group had interests in the following joint ventures:

Name of entity 實體名稱	Form of business structure 業務結構形式	Country of incorporation 註冊成立國家	Principal place of operation 主要營業地點	Class of share held 所持股份類別	Proportion of nominal value of issued capital held by the Group 本集團所持已發行股本面值比例		Proportion of voting power held 所持投票權比例		Principal activities 主要業務
					2018 二零一八年 %	2017 二零一七年 %	2018 二零一八年 %	2017 二零一七年 %	
Reliance Partner Limited	Incorporated 註冊成立	Anguilla 安圭拉	Hong Kong 香港	Ordinary 普通股	50	50	50	50	Investment holding 投資控股
Estate Summit	Incorporated 註冊成立	British Virgin Islands ("BVI") 英屬處女群島	Hong Kong 香港	Ordinary 普通股	50	50	50	50	Office sub-leasing at Hong Kong 於香港進行辦公室租賃

#### Summarised financial information of material joint venture

Summarised financial information in respect of the Group's material joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRSs.

The joint ventures are accounted for using the equity method in these consolidated financial statements.

#### Estate Summit

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Non-current assets 非流動資產		—	2,011,912
Current assets 流動資產		3,363,168	2,775,721
Current liabilities 流動負債		(15,311,757)	(13,609,986)
Net liabilities 負債淨值		(11,948,589)	(8,822,353)

### 20. 給予合營公司之貸款／於合營公司之權益（續）

於二零一八年及二零一七年十二月三十一日，本集團於以下合營公司擁有權益：

#### 重大合營公司之財務資料概要

本集團重大合營公司之財務資料概要載列如下。以下財務資料概要反映該等合營公司按照香港財務報告準則編製之財務報表所示金額。

於此等綜合財務報表內，該等合營公司乃使用權益法入賬。

#### Estate Summit

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### 綜合財務報表附註

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#### 20. LOANS TO JOINT VENTURES/INTERESTS IN JOINT VENTURES (Continued)

##### Summarised financial information of material joint venture (Continued)

##### *Estate Summit (Continued)*

The above amounts of assets and liabilities include the following:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Cash and cash equivalents	現金及現金等值	1,824,778	1,577,157
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債 (不包括貿易及 其他應付款項及撥備)	13,919,389	12,554,585
Income	收入	4,419,266	3,666,478
Loss for the year	年度虧損	(3,126,236)	(2,692,682)
Cumulative unrecognised share of loss	累積未確認應佔虧損	(1,563,118)	-

The above loss for the year includes the following:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	919,341	1,195,017
Impairment of property, plant and equipment	物業、廠房及設備減值	1,092,571	-

#### 20. 給予合營公司之貸款／於合營公司之權益 (續)

##### 重大合營公司之財務資料概要 (續)

##### *Estate Summit (續)*

上述資產及負債金額包括下列各項：

上述本年度虧損包括以下項目：

## 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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#### 20. LOANS TO JOINT VENTURES/INTERESTS IN JOINT VENTURES (Continued)

##### Summarised financial information of material joint venture (Continued)

##### *Estate Summit (Continued)*

Reconciliation of the above summarised financial information to the carrying amount of the interest in Estate Summit:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Net liabilities of Estate Summit	Estate Summit負債淨值	<b>(11,948,589)</b>	(8,822,353)
Proportion of the Group's ownership interest in Estate Summit	本集團於Estate Summit之擁有權權益比例	<b>50%</b>	50%
Group's share of net liabilities of Estate Summit	本集團應佔Estate Summit之負債淨額	<b>(5,974,295)</b>	(4,411,177)

##### Aggregate information of joint venture that is not individually material

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
The Group's share of loss	本集團應佔虧損	<b>7,518</b>	3,379

#### 20. 給予合營公司之貸款／於合營公司之權益 (續)

##### 重大合營公司之財務資料概要 (續)

##### *Estate Summit (續)*

上述財務資料概要與於Estate Summit權益之賬面值對賬：

##### 個別並不重大之合營公司總計資料

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 21. INVENTORIES

#### 21. 存貨

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Raw materials	原材料	20,053,326	14,539,020
Work in progress	在製品	-	3,216,232
Finished goods	製成品	12,456,827	24,796,679
		<b>32,510,153</b>	42,551,931

During the year ended 31 December 2018, certain finished goods were damaged and as a result, a write-down of inventories of HK\$52,585 (2017: HK\$543,411) has been recognised and included in cost of sales in the current year.

於截至二零一八年十二月三十一日止年度，若干製成品被損壞。因此，已確認存貨撇減52,585港元（二零一七年：543,411港元），並計入本年度的銷售成本中。

#### 22. PROPERTIES UNDER DEVELOPMENT FOR SALE

#### 22. 待售發展中物業

		HK\$ 港元
Carrying amount at 1 January 2017	於二零一七年一月一日的賬面值	42,309,793
Exchange differences	匯兌差額	3,041,923
Carrying amount at 31 December 2017	於二零一七年十二月三十一日的賬面值	45,351,716
Exchange differences	匯兌差額	(2,026,500)
Carrying amount at 31 December 2018	於二零一八年十二月三十一日的賬面值	43,325,216

The properties under development for sale of the Group are situated on the land located in the PRC.

本集團之待售發展中物業位於中國之土地上。



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## 綜合財務報表附註

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### 22. PROPERTIES UNDER DEVELOPMENT FOR SALE (Continued)

The properties under development for sale are developed on the land in the PRC owned by 清遠市中清房地產開發有限公司 (“中清房地產”), a non-wholly-owned subsidiary of the Company. On 18 June 2014, 深圳市中星國盛投資發展有限公司 (“中星國盛”), a wholly-owned subsidiary of the Company and the immediate holding company of 中清房地產, initiated civil proceedings against 中清房地產 in the 深圳市寶安區人民法院 (“People’s Court of Baoan District”) for the repayment of the shareholder’s loan owing by 中星國盛 of RMB23,479,330. On 19 June 2014, pursuant to an application made by 中星國盛 to freeze and preserve assets of 中清房地產 in the total value of RMB23,400,000, an order was granted by the People’s Court of Baoan District to freeze and preserve the lands owned by 中清房地產 during the period from 24 June 2014 to 23 June 2016 (“Freeze Order”).

On 15 October 2014, the Group received the civil mediation document (民事調解書) issued by the People’s Court of Baoan District that (i) both 中清房地產 and the Group confirmed the shareholder’s loan was in sum of RMB23,479,330; (ii) 中清房地產 agreed to repay to 中星國盛 the sum of RMB23,479,330 together with the interests accrued from 18 June 2014 until the date of repayment within 15 days after the effective date of the civil mediation document (i.e. 15 October 2016); and (iii) if 中清房地產 fails to repay the amount stated in (ii) in full on time, the Group has the right to request 中清房地產 to pay default interests calculated at two times of the lending rate of the People’s Bank of China over the same period.

On 27 May 2016, the Group received the assistance execution notice (協助執行通知書) issued by the People’s Court of Baoan District to freeze and preserve the land owned by 中清房地產 during the period from 13 June 2016 to 12 June 2019 (the “Updated Freeze Order”).

### 22. 待售發展中物業 (續)

待售發展中物業於由清遠市中清房地產開發有限公司(「中清房地產」,本公司之非全資附屬公司)於中國擁有之土地上發展。於二零一四年六月十八日,深圳市中星國盛投資發展有限公司(「中星國盛」,本公司之全資附屬公司及中清房地產之直接控股公司)就償還結欠中星國盛之股東貸款人民幣23,479,330元向深圳市寶安區人民法院(「寶安區人民法院」)對中清房地產提出民事訴訟。於二零一四年六月十九日,因應中星國盛申請凍結及保存中清房地產價值合共人民幣23,400,000元之資產,寶安區人民法院頒令,於二零一四年六月二十四日至二零一六年六月二十三日期間凍結及保存中清房地產擁有之土地(「凍結令」)。

於二零一四年十月十五日,本集團收到由寶安區人民法院所發出之民事調解書,內容為(i)中清房地產及本集團均確認股東貸款為人民幣23,479,330元;(ii)中清房地產已同意於民事調解書生效日期後15天(即二零一六年十月十五日)內向中星國盛償還人民幣23,479,330元,連同由二零一四年六月十八日起至還款日期止累計之利息;及(iii)倘中清房地產未能準時全數償還(ii)所載之款項,則本集團有權要求中清房地產支付違約利息,金額乃按同一期間中國人民銀行借貸利率之兩倍計算。

於二零一六年五月二十七日,本集團收到由寶安區人民法院發出的協助執行通知書,以於二零一六年六月十三日至二零一九年六月十二日期間凍結及保存中清房地產擁有之土地(「更新凍結令」)。

# 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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### 22. PROPERTIES UNDER DEVELOPMENT FOR SALE (Continued)

At the date of this report, the shareholder's loan has not yet been settled by 中清房地產. In the opinion of the directors of the Company, the Updated Freeze Order is for the purpose of securing the Group's rights and to ensure that 中清房地產 has sufficient assets to repay the shareholder's loan to the 中星國盛. Therefore, the directors of the Company considered there is no impairment on both the properties under development for sale and the shareholder's loan. 中星國盛 can withdraw the court order for the repayment of the shareholder's loan and then release the Updated Freeze Order from the People's Court of Baoan District at any time and 中星國盛 remains in control over 中清房地產 as its operation other than the construction on the land owned by 中清房地產 is not affected by the Freeze Order or the Updated Freeze Order.

### 23. HELD-FOR-TRADING INVESTMENTS

### 22. 待售發展中物業 (續)

於本報告日期，中清房地產尚未清償股東貸款。本公司董事認為，更新凍結令旨在保障本集團之權利，確保中清房地產備有足夠資產向中星國盛償還股東貸款。因此，本公司董事認為待售發展中物業及股東貸款概無減值。中星國盛可以撤回法院就償還股東貸款作出的頒令，然後解除寶安區人民法院頒佈的更新凍結令，中星國盛仍可控制中清房地產，因為除於中清房地產所擁有土地上的建造外，其營運不受凍結令或更新凍結令的影響。

### 23. 持作買賣投資

2017  
二零一七年  
HK\$  
港元

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Equity securities listed in Hong Kong

香港上市股本證券

107,374,656

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## 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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#### 24. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

#### 24. 貿易及其他應收款項、預付款項以及訂金

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Trade receivables	貿易應收款項：	<b>163,487,237</b>	155,249,460
Less: allowance for credit loss	減：信貸虧損撥備	<b>(16,430,691)</b>	(3,127,071)
		<b>147,056,546</b>	152,122,389
Receivables with brokers' houses	經紀行應收款項	<b>634,093</b>	23,277,909
Deposits and other receivables	訂金及其他應收款項	<b>7,244,996</b>	10,065,553
Other tax recoverable	其他可收回稅項	<b>3,436,230</b>	4,974,956
Prepayments	預付款項	<b>13,412,360</b>	9,726,075
		<b>171,784,225</b>	200,166,882
Analysed for reporting purposes as:	就報告用途分析為：		
Current assets	流動資產	<b>167,372,625</b>	200,166,882
Non-current assets	非流動資產	<b>4,411,600</b>	-
		<b>171,784,225</b>	200,166,882

As at 31 December 2018 and 1 January 2018, trade receivables from contracts with customers amounted to HK\$147,056,546 and HK\$152,122,389, respectively.

The Group's credit terms on Manufacturing and Sales Business and Trading Business generally range from 60 to 90 days. Credit period of 120 days is granted to a few customers from the Manufacturing and Sales Business with whom the Group has a good business relationship and who are in sound financial condition. The Group allows an average credit period of 60 to 90 days to its customers of Music and Entertainment Business. The following is an ageing analysis of the trade receivables net of allowance for credit losses presented based on the invoice date at the end of the reporting period.

於二零一八年十二月三十一日及二零一八年一月一日，應收客戶合約貿易款項分別為147,056,546港元及152,122,389港元。

本集團之製造以及銷售業務及貿易業務之信貸期限一般為60至90日。少數與本集團有良好業務關係且財務狀況良好之製造以及銷售業務客戶可享有信貸期限120日。本集團之音樂及娛樂業務客戶之信貸期限平均為60至90日。以下為於報告期末根據發票日期呈列之貿易應收款項（已扣除信貸虧損）賬齡分析。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

#### 24. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

#### 24. 貿易及其他應收款項、預付款項以及訂金（續）

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Manufacturing and Sales Business and Trading Business: 製造及銷售業務及貿易業務：			
0 – 30 days	0至30日	<b>76,230,986</b>	68,616,555
31 – 60 days	31至60日	<b>36,395,013</b>	36,088,683
61 – 90 days	61至90日	<b>24,413,368</b>	17,694,689
Over 90 days	超過90日	<b>7,817,443</b>	26,024,733
		<b>144,856,810</b>	148,424,660
Music and Entertainment Business: 音樂及娛樂業務：			
0 – 30 days	0至30日	<b>1,379,153</b>	2,093,211
31 – 60 days	31至60日	<b>245,948</b>	932,720
61 – 90 days	61至90日	<b>24,136</b>	144,096
Over 90 days	超過90日	<b>550,499</b>	527,702
		<b>2,199,736</b>	3,697,729
Total trade receivables	貿易應收款項總額	<b>147,056,546</b>	152,122,389

Trade receivables of approximately HK\$32,481,000 (2017: HK\$1,951,000) were denominated in United States dollars ("USD") as at 31 December 2018 and approximately HK\$171,000 were denominated in RMB as at 31 December 2017, the currencies other than the functional currency of the respective group entities.

於二零一八年十二月三十一日及二零一七年十二月三十一日，為數約32,481,000港元（二零一七年：1,951,000港元）及約171,000港元之貿易應收款項分別以美元（「美元」）及人民幣為單位，該等貨幣並非個別集團實體之功能貨幣。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 24. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

As at 31 December 2018, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$8,367,942 which are past due as at the reporting date. Out of the past due balances, HK\$2,038,551 has been past due 90 days or more and is not considered as in default. With reference to the historical records, past experience and also available reasonable and supportive forward-looking information to those customers, the directors of the Company do not consider these receivables as credit-impaired as these customers have a good business relationship with the Group and recurring overdue records of these customers with satisfactory settlement history.

As at 31 December 2017, included in the Group's trade receivables are debtors with aggregate carrying amount of HK\$26,552,435, which are past due at the end of the reporting period for which the Group has not provided for impairment loss as there has not been a significant change in credit quality of the trade receivables and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

As at 31 December 2017, trade receivables with carrying amount of HK\$125,569,954 are neither past due nor impaired. The Group considers that the amounts are recoverable because the counterparties have the best credit scoring attributable under the internal credit scoring system used by the Group based on good repayment records by the counterparties.

### 24. 貿易及其他應收款項、預付款項以及訂金（續）

於二零一八年十二月三十一日，本集團之貿易應收款項結餘中，包括賬面總額8,367,942港元之應收款項，該等應收款項於報告期末已逾期。在逾期結餘中，2,038,551港元已逾期90日或以上，且並非視為違約。經參考該等客戶的歷史記錄、過往經驗以及可獲得的合理及有依據前瞻性資料，本公司董事並不認為該等應收款項已出現信貸減值，原因為該等客戶與本集團維持良好業務關係，且該等客戶的經常性逾期記錄表明其還款記錄理想。

於二零一七年十二月三十一日，本集團之貿易應收款項中，包括賬面總額26,552,435港元之應收款項，該等應收款項於報告期末已逾期，但本集團並無就此提撥減值虧損撥備，原因是有關貿易應收款項之信貸質素並無重大變動，且有關款項仍被視為可收回。本集團並無就該等結餘持有任何抵押品。

於二零一七年十二月三十一日，賬面值為125,569,954港元的貿易應收款項既未逾期，亦未減值。本集團認為該等款項可收回，原因是對手方具有最佳信貸評級，該評級乃根據本集團所採用之內部信貸評級系統按對手方之良好還款記錄釐定。



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## 綜合財務報表附註

For the year ended 31 December 2018

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### 24. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

Ageing of trade receivables which are past due but not impaired

### 24. 貿易及其他應收款項、預付款項以及訂金（續）

已逾期但無減值之貿易應收款項之賬齡

		2017 二零一七年 HK\$ 港元
Manufacturing and Sales Business and Trading Business:	製造及銷售業務及貿易業務：	
91 – 180 days	91至180日	24,682,737
181 – 365 days	181至365日	1,341,996
Music and Entertainment Business:	音樂及娛樂業務：	
91 – 180 days	91至180日	–
181 – 365 days	181至365日	527,702
Total	總計	26,552,435

### Movement in the allowance for doubtful debts

### 呆賬撥備之變動

		2017 二零一七年 HK\$ 港元
Balance at beginning of the year	年初結餘	4,336,405
Impairment losses recognised on receivables	就應收款項確認之減值虧損	1,268,862
Impairment losses reversed	減值虧損撥回	(2,419,030)
Written off as uncollectible	因不可收回而撇銷	(124,951)
Exchange realignment	匯兌調整	65,785
Balance at end of the year	年末結餘	3,127,071

As at 31 December 2017, included in the allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of approximately HK\$3,127,071 which have been in severe financial difficulties in repaying their outstanding balances. The Group does not hold any collateral over these balances.

於二零一七年十二月三十一日，呆賬撥備包括個別已減值貿易應收款項，結餘總額約為3,127,071港元，且於償還未付餘款出現嚴重財務困難。本集團並無就該等結餘持有任何抵押品。

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## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 24. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

#### Movement in the allowance for doubtful debts (Continued)

Details of impairment assessment of trade and other receivables and deposits for the year ended 31 December 2018 are set out in note 44.

### 25. LOANS RECEIVABLE

Fixed-rate loans receivable                      應收定息貸款

2018  
二零一八年  
HK\$  
港元

2017  
二零一七年  
HK\$  
港元

80,750,879                      31,055,801

The loans receivable has contractual maturity dated within one year as at 31 December 2018 and 2017. The average interest rate for the fixed-rate loans receivable was ranging from 5% to 20% (2017: 5% to 20%) per annum.

There is no loans receivable which was past due but not impaired at the end of the reporting period.

Loans receivable of HK\$76,553,412 (2017: HK\$31,031,032) as at 31 December 2018 is secured by properties located in Hong Kong. The fair values of these properties are higher than the carrying amounts of the respective loans receivable. The Group is not permitted to sell or repledge the properties in the absence of default by the borrower. There has not been any significant changes in the quality of the collateral held for the loans receivable.

Details of impairment assessment of loans receivable for the year ended 31 December 2018 are set out in note 44.

### 24. 貿易及其他應收款項、預付款項以及訂金 (續)

#### 呆賬撥備之變動 (續)

截至二零一八年十二月三十一日止年度的貿易及其他應收款項以及訂金的減值評估詳情載於附註44。

### 25. 應收貸款

於二零一八年及二零一七年十二月三十一日，應收貸款的合約到期日為一年內。定息應收貸款之平均年利率介乎5%至20%（二零一七年：5%至20%）。

於報告期末，並無已逾期但尚未減值之應收貸款。

二零一八年十二月三十一日應收貸款76,553,412港元（二零一七年：31,031,032港元）已由位於香港的物業作出抵押。該等物業的公平值較相關應收貸款的賬面值為高。在借款人未違約的情況下，本集團不得出售或再抵押該等物業。就該等應收貸款所持有的抵押品質素並無任何重大變動。

截至二零一八年十二月三十一日止年度的應收貸款的減值評估詳情載於附註44。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 26. AMOUNTS DUE FROM RELATED COMPANIES

The amounts due from related companies represent trade related balances from two related companies. One of the related companies is controlled by Dr. SUEK Chai Kit, Christopher ("Dr. SUEK") and another one is held as to 73.61% by the trustee of a discretionary trust of which the immediate family member of Mr. SUEK Ka Lun, Ernie is one of the discretionary objects. The Group's credit term of 30 days has been granted to the related companies.

As at 31 December 2018 and 1 January 2018, amounts due from related companies amounted to HK\$2,433,094 and HK\$1,310,456, respectively.

The following is an ageing analysis of the amounts due from related companies presented based on the invoice date at the end of the reporting period.

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
0 – 30 days	0至30日	876,200	336,397
31 – 60 days	31至60日	592,086	230,000
61 – 90 days	61至90日	150,000	208,000
91 – 180 days	91至180日	330,000	302,630
Over 180 days	超過180日	484,808	233,429
		<b>2,433,094</b>	1,310,456

As at 31 December 2018, included in the Group's amounts due from related companies balance with aggregate carrying amount of HK\$1,556,894 which are past due as at the reporting date. Out of the past due balances, HK\$484,808 has been past due 90 days or more and is not considered as in default as the Group has good understanding on the financial position of the related companies and recurring overdue records of the related companies with satisfactory settlement history. Thus, no allowance for ECL is provided as the amount is insignificant.

### 26. 應收關連公司款項

應收關連公司款項指兩家關連公司的貿易相關結餘。其中一家關連公司由薛濟傑博士（「薛博士」）控制，而另一家關連公司由一項全權信託之受託人擁有73.61%權益，而薛嘉麟先生的直系家庭成員乃該全權信託對象之一。本集團向關連公司授予信貸期限為30日。

於二零一八年十二月三十一日及二零一八年一月一日，應收關連公司款項分別為2,433,094港元及1,310,456港元。

以下為於報告期末根據發票日期呈列之應收關連公司款項之賬齡分析。

於二零一八年十二月三十一日，應收關連公司款項結餘中，包括於報告期末已逾期的賬面總額1,556,894港元之應收關連公司款項。在逾期結餘中，484,808港元已逾期90日或以上，且並非視為違約，原因為本集團對該等關連公司的財務狀況瞭如指掌，且該等關連公司的經常性逾期記錄表明其還款記錄理想。因此，並無就預期信貸虧損計提撥備，原因為該筆款項並不重大。

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### 26. AMOUNTS DUE FROM RELATED COMPANIES (Continued)

As at 31 December 2017, included in the amounts due from related companies with an aggregate carrying amount of HK\$974,059, which are past due at the end of the reporting period for which the Group has not provided for impairment loss as the amounts are subsequently settled. The Group does not hold any collateral over these balances.

#### Ageing of amount due from a related company which are past due but not impaired

		2017 二零一七年 HK\$ 港元
31 – 60 days	31至60日	230,000
61 – 90 days	61至90日	208,000
91 – 180 days	91至180日	302,630
Over 180 days	超過180日	233,429
Total	總計	974,059

Details of impairment assessment of trade related amounts due from related companies for the year ended 31 December 2018 are set out in note 44.

### 26. 應收關連公司款項 (續)

於二零一七年十二月三十一日，應收關連公司款項中，包括賬面總額974,059港元於報告期末已逾期，但本集團並無就此計提減值虧損撥備之款項，原因是有關款項其後已清償。本集團並無就該等結餘持有任何抵押品。

#### 已逾期但無減值之應收一家 關連公司款項之賬齡

截至二零一八年十二月三十一日止年度的應收關連公司的貿易相關款項減值評估詳情載於附註44。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 27. SHORT-TERM BANK DEPOSITS/CASH AND CASH EQUIVALENTS

Short-term bank deposits and cash and cash equivalents comprise cash held by the Group and bank deposits with an original maturity of three months or less. Bank balances and short-term bank deposits of approximately HK\$19,073,000 (2017: HK\$26,435,000), HK\$4,607,000 (2017: HK\$10,002,000), HK\$613,000 (2017: HK\$549,000) and HK\$258,000 (2017: HK\$669,000) were denominated in USD, HK\$ and Euro ("EURO") and RMB respectively, the currencies other than the functional currency of the respective group entities.

Furthermore, included in the short-term bank deposits and cash and cash equivalents are amounts denominated in RMB of approximately HK\$119,321,000 (2017: HK\$193,582,000), which are not freely convertible into other currencies.

The bank balances and short-term bank deposits carry interest rates with a range from 0.1% to 2.5% (2017: 0.1% to 2.5%) per annum.

For the year ended 31 December 2018, the Group performed impairment assessment on short-term bank deposits and cash and cash equivalents and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided.

Details of impairment assessment of short-term bank deposits and cash and cash equivalents for the year ended 31 December 2018 are set out in note 44.

### 27. 短期銀行存款／現金及現金等值

短期銀行存款、現金以及現金等值包括本集團所持現金及原到期日為三個月或以下之銀行存款。為數約19,073,000港元（二零一七年：26,435,000港元）、4,607,000港元（二零一七年：10,002,000港元）、613,000港元（二零一七年：549,000港元）及258,000港元（二零一七年：669,000港元）之銀行結餘及短期銀行存款分別以美元、港元、歐元（「歐元」）及人民幣計值，有關貨幣均非個別集團實體之功能貨幣。

此外，短期銀行存款、現金以及現金等值包括約119,321,000港元（二零一七年：193,582,000港元）以人民幣計值之款項，該筆款項不可自由兌換為其他貨幣。

銀行結餘及短期銀行存款按年利率介乎0.1%至2.5%（二零一七年：0.1%至2.5%）計息。

於截至二零一八年十二月三十一日止年度，本集團對銀行短期存款及現金及現金等值進行減值評估，並斷定對手方銀行違約的可能性甚微。因此，並無就信貸虧損計提撥備。

截至二零一八年十二月三十一日止年度的銀行短期存款及現金及現金等值的減值評估詳情載於附註44。



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## 綜合財務報表附註

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### 28. TRADE AND OTHER PAYABLES AND ACCRUALS

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period.

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
0 – 30 days	0至30日	38,980,474	47,258,847
31 – 60 days	31至60日	11,879,341	6,512,279
61 – 90 days	61至90日	4,100,484	2,064,705
Over 90 days	超過90日	4,092,557	1,901,104
Accrued expenses and other payables	應計開支及其他應付款項	59,052,856	57,736,935
Refundable deposit received for potential disposal of a subsidiary	就可能出售一家 附屬公司所收取的 可退還訂金	34,088,311 15,000,000	44,501,716 –
		108,141,167	102,238,651

The credit period ranges from 90 days to 120 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

Trade and other payables of approximately HK\$4,180,000 (2017: HK\$3,984,000) and HK\$956,000 (2017: HK\$727,000) were denominated in RMB and USD respectively, the currencies other than the functional currency of the respective group entities, as at 31 December 2018.

Rental deposit received of HK\$1,110,000 (2017: HK\$1,110,000) in respect of the non-cancellable operating leases with a related party as disclosed in note 39 is included in other payables as at 31 December 2018.

### 28. 貿易及其他應付款項以及應計款項

以下為於報告期末根據發票日期載列之貿易應付款項的賬齡分析。

信貸期介乎90日至120日。本集團已制定財務風險管理政策，以確保所有應付款項按期支付。

於二零一八年十二月三十一日，為數約4,180,000港元（二零一七年：3,984,000港元）及956,000港元（二零一七年：727,000港元）之貿易應付款項分別以人民幣及美元計值，而有關貨幣均並非個別集團實體之功能貨幣。

附註39所披露就與一名關連人士所訂立的不可撤銷經營租賃收取的租金按金1,110,000港元（二零一七年：1,110,000港元）已計入於二零一八年十二月三十一日之其他應付款項中。

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### 29. CONTRACT LIABILITIES

### 29. 合約負債

	31.12.2018 二零一八年 十二月三十一日 HK\$ 港元	1.1.2018* 二零一八年 一月一日* HK\$ 港元
Contract liabilities from Manufacturing and Sales Business 來自製造及銷售業務的合約負債	<b>3,330,271</b>	8,202,299

\* The amounts in this column are after the adjustments from the application of HKFRS 15.

\* 此欄為就應用香港財務報告準則第15號而作出調整後之金額。

Contract liabilities are classified as current liabilities because the Group expects to settle them within 12 months after the end of the reporting period.

合約負債分類為流動負債，原因為本集團預期於報告期末後十二個月內償付合約負債。

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

對已確認合約負債金額產生影響的一般支付條款如下：

When the Group receives a deposit before the manufacturing of printing product commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit. The Group receives a 10% to 50% deposit on acceptance of manufacturing orders from certain customers. Reduction in contract liabilities as at 31 December 2018 is mainly due to the decrease in contracts outstanding as at year end.

當本集團於製造印刷產品開始前收到訂金，則此將於合約開始時產生合約負債，直至就指定合約確認的收益超過訂金金額。本集團於自若干客戶收到製造訂單後收取10%至50%的訂金。於二零一八年十二月三十一日降低合約負債乃主要因為年末未完成合約減少。

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

下表列示於本年度確認的收益金額，涉及結轉合約負債。

	Income from manufacturing and sales of printing products 來自印刷產品製造 及銷售之收入 HK\$ 港元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘的 已確認收益 8,202,299

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### 綜合財務報表附註

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#### 30. AMOUNT DUE TO A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

The amount is unsecured, interest-free and repayable on demand.

#### 31. AMOUNT DUE TO A RELATED COMPANY

#### 30. 應付一家附屬公司一名非控股股東款項

該筆款項為無抵押、免息及須按要求償還。

#### 31. 應付一家關連公司款項

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Carrying amount that is repayable:	應償還賬面值：		
– within one year	– 一年內	129,333	903,191
– over one year but less than two years	– 超過一年但少於兩年	62,552	51,804
– over two years but less than five years	– 超過兩年但少於五年	140,114	149,412
– over five years	– 超過五年	125,813	178,930
		<b>457,812</b>	1,283,337
Less: Amount due for settlement within one year (shown under current liabilities)	減：一年內到期償還款項（於流動負債項下列示）	<b>(129,334)</b>	(903,191)
Amount due for settlement after one year	一年後到期償還款項	<b>328,478</b>	380,146

The amount is unsecured and fixed-interest bearing at a range from 18% – 20% per annum (2017: 18% – 20% per annum). The related company is controlled by Mr. SUEK Ka Lun, Ernie, who is a director of the Company.

該筆款項為無抵押、按固定年利率介乎18%至20%（二零一七年：18%至20%）計息。該關連公司由本公司董事薛嘉麟先生控制。

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### 綜合財務報表附註

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#### 32. BANK BORROWINGS

#### 32. 銀行借貸

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Secured bank borrowings	有抵押銀行借貸	<b>86,807,056</b>	59,892,800
The carrying amount of bank borrowings (shown under current liabilities) contains a repayment on demand clause:	包含按要求償還條款之銀行借貸之賬面值（於流動負債項下列示）：		
– Within one year	– 一年內	<b>46,053,281</b>	36,449,600
– Within a period of more than one year, but not exceeding two years	– 超過一年但不超過兩年的期間內	<b>1,449,600</b>	1,449,600
– Within a period of more than two years, but not exceeding five years	– 超過兩年但不超過五年的期間內	<b>39,304,175</b>	21,993,600
		<b>86,807,056</b>	59,892,800
Less: Amount due within one year shown under current liabilities	減：於流動負債項下列示之一年內到期款項	<b>(86,807,056)</b>	(59,892,800)
Amount due after one year	一年後到期款項	–	–

Details of the pledged assets for the secured bank borrowings are disclosed in notes 14 and 16.

有抵押銀行借貸的抵押資產詳情於附註14和16披露。

The secured bank borrowings carry interest at Hong Kong Interbank Offered Rate (“HIBOR”) plus 1.85% to 2.5% (2017: 1.85% to 2.5%) per annum.

有抵押銀行借貸按香港銀行同業拆息加1.85%至2.5%（二零一七年：1.85%至2.5%）之年利率計息。

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### 33. OBLIGATIONS UNDER FINANCE LEASES

### 33. 融資租賃責任

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Analysis for reporting purposes as:	就呈報用途作出之分析：		
Current liabilities	流動負債	-	182,179

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款現值	
		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Amounts payable under finance leases: 融資租賃應付款項：					
Within one year 一年內		-	184,329	-	182,179
Less: Future finance charges 減：未來租賃開支		-	(2,150)	-	-
Present value of lease obligations 租賃責任現值		-	182,179	-	182,179
Less: Amounts due from settlement within one year (shown as current liabilities) 減：一年內到期償還款項（於流動負債項下列示）				-	(182,179)
Amounts due for settlement after one year 一年後到期償還款項				-	-

The Company leased certain of its motor vehicles under finance leases. The lease term was 3 years. The borrowing rate was 2.8% per annum as at 31 December 2017. Interest rate was fixed at the contract date. The lease was on a fixed repayment basis.

本公司根據融資租賃租賃其若干汽車。租期為三年。於二零一七年十二月三十一日的借貸年利率為2.8%。利率於合同日確定。租賃乃以固定還款為基礎。



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## 綜合財務報表附註

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### 34. DEFERRED TAXATION

The following are the major deferred tax liabilities (asset) recognised and movements thereon during the current year and prior years:

		Accelerated tax depreciation	Tax losses	Change in fair value of financial assets at FVTPL/ held-for- trading investments 透過損益 按公平值 列賬之 金融資產/ 持作買賣 投資之 公平值變動	Others	Total
		加速 稅務折舊 HK\$ 港元	稅務虧損 HK\$ 港元	公平值變動 HK\$ 港元	其他 HK\$ 港元 (Note) (附註)	總計 HK\$ 港元
At 1 January 2017	於二零一七年一月一日	2,894,594	(3,679,176)	12,627,442	-	11,842,860
Charge (credit) to profit or loss for the year	扣自(撥入)本年損益	534,153	(1,909,511)	(2,088,067)	-	(3,463,425)
Charge to other comprehensive income for the year	扣自本年其他全面收入	-	-	-	2,342,966	2,342,966
At 31 December 2017	於二零一七年十二月三十一日	3,428,747	(5,588,687)	10,539,375	2,342,966	10,722,401
Charge (credit) to profit or loss for the year	扣自(撥入)本年損益	170,120	(679,063)	(4,432,721)	4,856,786	(84,878)
Exchange adjustments	匯兌調整	-	-	-	(29,578)	(29,578)
At 31 December 2018	於二零一八年十二月三十一日	3,598,867	(6,267,750)	6,106,654	7,170,174	10,607,945

*Note:* The deferred tax liabilities are arising from the revaluation of investment properties upon change of use of certain premises from owner-occupation to leasing out for rental income amounting to HK\$2,170,174 (2017: HK\$2,342,966) and the temporary difference arising from withholding tax on undistributed profits in relation to the potential disposal of a subsidiary as disclosed in note 36 amounting to HK\$5,000,000 (2017: nil).

### 34. 遞延稅項

以下為於本年度及過往年度確認之主要遞延稅項負債(資產)及其變動:

*附註:* 遞延稅項負債乃於若干物業的用途由自用轉為出租以賺取租金收入2,170,174港元(二零一七年: 2,342,966港元)時對投資物業進行重估時產生,而臨時差額於與附註36所披露之可能出售一家附屬公司有關的未分配溢利之預扣所得稅5,000,000港元(二零一七年:無)時產生。

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## 綜合財務報表附註

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### 34. DEFERRED TAXATION (Continued)

At the end of the reporting period, the Group has estimated unused tax losses of approximately HK\$231,101,000 (2017: HK\$203,011,000) available to offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$37,986,000 (2017: HK\$33,871,000) of the tax losses. No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$193,115,000 (2017: HK\$169,140,000) due to the unpredictability of future profit streams. Included in unused tax losses of HK\$24,101,000 (2017: HK\$23,531,000) that can be carried forward for five years from the year in which the losses arose. Other losses may be carried forward indefinitely.

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries amounting to approximately HK\$54,341,000 (2017: HK\$53,533,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

### 34. 遞延稅項 (續)

於報告期末，本集團可供抵銷未來溢利之估計未動用稅務虧損約為231,101,000港元（二零一七年：203,011,000港元）。本集團已就為數約37,986,000港元（二零一七年：33,871,000港元）之稅務虧損確認遞延稅項資產。由於難以預測未來溢利流量，故並無就其餘稅務虧損193,115,000港元（二零一七年：169,140,000港元）確認遞延稅項資產。計入未動用稅項虧損24,101,000港元（二零一七年：23,531,000港元），有關虧損可由虧損產生年度起結轉五年。其他虧損可無限期結轉。

根據中國企業所得稅法，中國附屬公司以由二零零八年一月一日起賺取之溢利宣派之股息須繳納預扣稅。由於本集團可控制中國附屬公司累計溢利所產生之臨時差額之撥回時間，且臨時差額不大可能於可見將來撥回，故並無於綜合財務報表內就約54,341,000港元（二零一七年：53,533,000港元）之臨時差額作出遞延稅項撥備。

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### 35. SHARE CAPITAL

### 35. 股本

		Number of shares 股份數目	HK\$ 港元
Shares of HK\$0.01 each	每股面值0.01港元之股份		
Authorised:	法定：		
At 1 January 2017, 31 December 2017 and 2018	於二零一七年一月一日、 二零一七年及 二零一八年 十二月三十一日	50,000,000,000	500,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2017, 31 December 2017 and 2018	於二零一七年一月一日、 二零一七年及 二零一八年 十二月三十一日	253,639,456	2,536,395

There was no movement in the Company's share capital for both years.

本公司股本於兩個年度並無變動。

### 36. ASSETS CLASSIFIED AS HELD FOR SALE

On 16 March 2018, a wholly-owned subsidiary of the Company entered into a sale and purchase agreement with an independent third party pursuant to which the wholly-owned subsidiary of the Company agreed to dispose of 100% equity interest in Zen Vantage Limited to the independent third party at an aggregate consideration of HK\$153 million which shall be adjusted according to a completion account of Zen Vantage Limited. The disposal was approved by the Company's shareholders on 13 July 2018. The disposal has not yet been completed as at the date of approval for issuance of the consolidated financial statements for the year ended 31 December 2018.

In the opinion of the directors of the Company, the disposal is expected to be completed within twelve months, the assets attributable to the disposal have been classified as a disposal group held for sale and are presented separately in the consolidated statement of financial position (see below).

### 36. 分類為持作出售之資產

於二零一八年三月十六日，本公司之全資附屬公司與獨立第三方訂立買賣協議，據此，本公司之全資附屬公司同意向獨立第三方出售Zen Vantage Limited之100%股權，總代價為153,000,000港元，其須根據Zen Vantage Limited之完成賬目予以調整。出售事項已於二零一八年七月十三日獲本公司股東批准。於截至二零一八年十二月三十一日止年度，出售事項尚未於批准刊發綜合財務報表之日完成。

本公司董事認為，出售事項預期於十二個月內完成，出售事項應佔資產已分類為持作出售之出售組別，並於綜合財務狀況報表內分開呈列（見下文）。

# 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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### 36. ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

The major classes of assets classified as held for sale are as follows:

		HK\$ 港元
Property, plant and equipment	物業、廠房及設備	80,298,804
Prepaid lease payments	預付租賃款項	2,409,720
Other receivables	其他應收款項	5,475,000
Total assets classified as held for sale	分類為持作出售之總資產	88,183,524

Cumulative amount of HK\$5,420,387 relating to the assets classified as held for sale has been recognised in other comprehensive income and included in equity.

### 36. 分類為持作出售之資產 (續)

分類為持作出售之主要資產類別如下：

與分類為持作出售之資產有關的累計金額5,420,387港元已於其他全面收入確認，並計入權益。

### 37. SHARE OPTION SCHEME

On 13 February 2014, a share option scheme (the "Share Option Scheme") was approved by shareholders of the Company and adopted by the Company. The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme is adopted.

The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any invested entity.

Under the Share Option Scheme, the directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares of the Company. Additionally, the Company may, from time to time, grant share options to outside third parties for settlement in respect of goods or services provided to the Company. Details of the share option scheme are disclosed in the directors' report of this annual report.

No share options have been granted since the adoption of the Share Option Scheme.

### 37. 購股權計劃

於二零一四年二月十三日，本公司股東批准一項購股權計劃（「購股權計劃」），並由本公司採納。購股權計劃將由購股權計劃獲採納當日起計十年內有效。

購股權計劃旨在使本公司可向合資格參與者授出購股權，作為彼等對本集團作出貢獻的激勵及獎勵，及／或讓本集團可羅致及挽留優秀僱員，並招攬對本集團及任何被投資實體有價值之人力資源。

根據購股權計劃，本公司董事可向合資格僱員授出購股權，包括本公司及其附屬公司的董事，以認購本公司的股份。此外，本公司可不時就結算向本公司提供的商品或服務向外部第三方授出購股權。有關購股權計劃的詳情載於本年報的董事會報告中。

自採納購股權計劃當日起並無授出購股權。

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## 綜合財務報表附註

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### 38. DISPOSAL OF A SUBSIDIARY

On 5 May 2017, Dream Class Limited (“Dream Class”), a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with a related company, which is owned by Mr. SUEK, Ka Lun, Ernie, to dispose of the entire equity interest in Power Rank International Limited (“Power Rank”) at a cash consideration of HK\$2,340,000. The disposal was completed on the same date. The net assets of Power Rank and its subsidiaries on the date of disposal were as follows:

### 38. 出售一家附屬公司

於二零一七年五月五日，本公司的全資附屬公司Dream Class Limited（「Dream Class」）與一家關連公司（由薛嘉麟先生擁有）訂立一項買賣協議，以現金代價2,340,000港元出售於Power Rank International Limited（「Power Rank」）的全部股本權益。該項出售已於同日完成。Power Rank及其附屬公司於出售日期的資產淨值如下：

		HK\$ 港元
Net assets disposed of:	出售之資產淨值：	
Available-for-sale investments	可供出售投資	7,071,969
Other receivables	其他應收款項	1,652,477
Other payables	其他應付款項	(987,606)
		7,736,840
Loss on disposal of a subsidiary:	出售一家附屬公司之虧損：	
Cash consideration	現金代價	2,340,000
Net assets disposed of	出售之資產淨值	(7,736,840)
		(5,396,840)
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration	現金代價	2,340,000



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## 綜合財務報表附註

For the year ended 31 December 2018

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### 38. DISPOSAL OF A SUBSIDIARY (Continued)

The results of Power Rank for the period from 1 January 2017 to 5 May 2017, which have been included in the consolidated statement of profit or loss and other comprehensive income, were as follows:

		HK\$ 港元
Loss from the operation of Power Rank and its subsidiaries	來自經營Power Rank及其附屬公司的虧損	-
Loss on disposal of Power Rank (included in other gains and losses)	出售Power Rank的虧損 (計入其他收益及虧損)	(5,396,840)
		(5,396,840)

During the year ended 31 December 2017, Power Rank and its subsidiaries did not contribute any operating cash flows to the Group.

### 38. 出售一家附屬公司 (續)

Power Rank於二零一七年一月一日至二零一七年五月五日止期間的業績(已計入綜合損益及其他全面收入報表中)如下:

於截至二零一七年十二月三十一日止年度, Power Rank及其附屬公司並無為本集團之經營現金流量帶來任何貢獻。

### 39. LEASE COMMITMENTS

#### The Group as lessee

At the end of the reporting period, the Group has commitments for future minimum lease payments under non-cancellable operating leases in respect of premises which fall due as follows:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Within one year	一年內	9,428,283	8,125,712
In the second to fifth year inclusive	第二至第五年內 (包括首尾兩年)	27,649,897	8,905,282
Over five years	超過五年	54,220,000	40,351,389
		91,298,180	57,382,383

Operating lease payments represent rentals payable by the Group for land use rights, factory premises and staff quarters in the PRC. Leases for land use rights, factory premises and staff quarters are negotiated for terms of one to fifty years. Rentals are fixed for one to fifty years.

### 39. 租賃承擔

#### 本集團作為承租人

於報告期末, 本集團就物業之不可撤銷經營租賃於以下期間到期繳付之未來最低租賃款項承擔:

經營租賃款項指本集團就位於中國之土地使用權、工廠物業及員工宿舍應付之租金。土地使用權、工廠物業及員工宿舍之租期議定為1至50年不等。租金於1至50年內固定不變。

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## 綜合財務報表附註

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### 39. LEASE COMMITMENTS (Continued)

#### The Group as lessor

All of the Group's properties held for rental purposes have committed tenants for the next one to three years. At the end of the reporting period, the Group has contracted with tenants for the future minimum lease payments under non-cancellable operating leases in respect of rented premises which fall due as follows:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Within one year	一年內	1,554,780	7,693,931
In the second to fifth year inclusive	第二至第五年內 (包括首尾兩年)	–	1,294,300
		<b>1,554,780</b>	<b>8,988,231</b>

At the end of the reporting period, the Group has contracted with a related party of HK\$1,110,000 (2017: HK\$5,550,000) for the future minimum lease payments.

### 39. 租賃承擔 (續)

#### 本集團作為出租人

本集團所有持作出租用途之物業於未來一至三年均有租客承租。於報告期末，本集團與租戶訂約，就出租物業之不可撤銷經營租賃於下列期間到期收取之未來最低租賃款項：

於本報告期末，本集團已與一名關連人士就未來最低租賃付款1,110,000港元（二零一七年：5,550,000港元）訂約。

### 40. CAPITAL COMMITMENTS

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of: – acquisition of property, plant and equipment	以下各項已訂約但未在綜合財務報表中提撥準備之資本開支： – 購置物業、廠房及設備	5,736,034	7,799,676

### 40. 資本承擔

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## 綜合財務報表附註

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### 41. RETIREMENT BENEFITS SCHEMES

The Group participates in both a defined contribution scheme which is registered under the Occupational Retirement Schemes Ordinance (the ORSO Scheme) and a Mandatory Provident Fund Scheme (the MPF Scheme) established under the Mandatory Provident Fund Schemes Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the Scheme, which contribution is matched by the employee.

The ORSO Scheme is funded by monthly contributions from both employees and the Group at a rate of 5% of the employee's basic salary, depending on the length of service with the Group.

The employees of the Group's subsidiaries in PRC are members of a state-managed retirement benefit scheme operated by the local municipal government of Shenzhen. The subsidiary is required to contribute 5% of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

At 31 December 2018 and 2017, there were no significant forfeited contributions which arose upon employees leaving the schemes before they are fully vested in the contributions and which are available to reduce the contributions payable by the Group in the future.

The total expenses recognised in profit or loss of HK\$9,544,501 (2017: HK\$7,416,030) represent contributions payable to these plans by the Group at rates specified in the rules of the plans.

### 41. 退休福利計劃

本集團參與一項定額供款計劃（「ORSO計劃」，該計劃已根據職業退休計劃條例註冊）及一項強制性公積金計劃（「強積金計劃」，該計劃乃根據強積金條例於二零零零年十二月設立）。該等計劃之資產乃與本集團之資產分開持有，存於信託人控制之基金。於強積金計劃設立前為ORSO計劃成員之僱員，可選擇繼續參加ORSO計劃或轉至強積金計劃，而所有於二零零零年十二月一日或之後加入本集團的新僱員須參與強積金計劃。

對於強積金計劃之成員而言，本集團按有關工資成本之5%向該計劃供款，有關供款額與僱員相同。

ORSO計劃乃根據僱員於本集團服務之年期，由僱員及本集團按月供款，供款數額為僱員基本薪金之5%。

本集團在中國附屬公司聘用之僱員為由深圳地方市政府營辦之國營退休福利計劃之成員。該附屬公司須按僱員工資成本之5%撥入退休福利計劃內作為供款，以提供僱員福利所需之資金。本集團於有關退休福利計劃中僅有之責任為作出指定之供款。

於二零一八年及二零一七年十二月三十一日，概無因僱員於供款全數歸屬前退出該等計劃而沒收，並可用以扣減本集團之未來應繳供款之重大沒收供款。

於損益內確認的開支總額為9,544,501港元（二零一七年：7,416,030港元）指本集團按該等計畫規定訂明之供款率的應付之供款。

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## 綜合財務報表附註

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### 42. RELATED PARTY TRANSACTIONS

- (a) Save as disclosed in elsewhere of the consolidated financial statements, the Group has entered into significant transactions between related parties and subsidiaries of the Company as follows:

	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Licensed fee income (note 1) 特許費收入 (附註1)	1,490,000	2,040,000
Sales of goods (note 1) 出售貨品 (附註1)	-	18,010
Sales of goods (note 2) 出售貨品 (附註2)	448,746	-
Rental income (note 1) 租金收入 (附註1)	4,440,000	4,440,000
Rental income (note 2) 租金收入 (附註2)	170,126	-
Technical consultancy services income (note 2) 技術諮詢服務收入 (附註2)	4,695,170	-
Office rental expenses (note 1) 辦公室租金開支 (附註1)	360,000	360,000
Finance costs (note 1) 融資成本 (附註1)	94,696	778,046
Sales of property, plant and equipment (note 2) 出售物業、廠房及設備 (附註2)	200,000	-
Consultancy services expenses (note 2) 諮詢服務開支 (附註2)	500,000	-

Notes:

- (1) The transactions were carried out with related companies which are controlled by Dr. SUEK.
- (2) The transaction was carried out with a related company which is held as to 73.61% by the trustee of a discretionary trust of which the immediate family member of Mr. SUEK Ka Lun, Ernie is one of the discretionary objects.

附註：

- (1) 該等交易乃與由薛博士控制之關連公司進行。
- (2) 該交易乃與一家關連公司進行，該公司由一項全權信託之受託人擁有73.61%權益，而薛嘉麟先生的直系家庭成員為該全權信託的受益人之一。

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## 綜合財務報表附註

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### 42. RELATED PARTY TRANSACTIONS (Continued)

#### (b) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Short-term benefits	短期福利	12,147,424	10,320,630
Post-employment benefits	離職後福利	157,260	167,990
		<b>12,304,684</b>	10,488,620

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

### 43. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, which includes amount due to a related company, bank borrowings as at 31 December 2018 and 2017 and obligations under finance leases as at 31 December 2017 disclosed in notes 31, 32 and 33, respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising share capital and reserves.

The management of the Group reviews the capital structure on a continuous basis taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through new share issues, repurchase of shares and the issue of new debt or the redemption of the existing debt.

The Group's overall strategy remains unchanged from prior year.

### 42. 關連人士交易 (續)

#### (b) 主要管理人員之報酬

以下為董事及其他主要管理人員於年內之薪酬：

	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Short-term benefits	12,147,424	10,320,630
Post-employment benefits	157,260	167,990
	<b>12,304,684</b>	10,488,620

董事及主要行政人員之薪酬乃由薪酬委員會按個別人士之表現及市場趨勢釐定。

### 43. 資本風險管理

本集團管理其資本以確保本集團旗下各實體能持續經營，同時透過維持良好的債項及權益平衡，盡量提高擁有人回報。

本集團之資本架構由債項（包括附註31、32及33分別披露之於二零一八年及二零一七年十二月三十一日之應付一家關連公司款項、銀行借貸及於二零一七年十二月三十一日之融資租賃責任，扣除現金及現金等值）及本公司擁有人應佔權益（包括股本及儲備）組成。

本集團之管理層持續檢討資本架構，當中會考慮資本成本及與資本相關之風險。本集團將透過發行新股、購回股份及發行新債或贖回現有債項平衡其整體資本架構。

本集團之整體策略與上年度維持不變。



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## 綜合財務報表附註

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### 44. FINANCIAL INSTRUMENTS

#### Categories of financial instruments

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Equity instruments at FVTOCI	透過其他全面收入按 公平值列賬之股本工具	<b>26,253,472</b>	–
Financial assets at FVTPL	透過損益按公平值列賬之 金融資產	<b>87,895,380</b>	–
Financial assets at amortised cost	按攤銷成本計量金融資產	<b>448,956,804</b>	–
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值)	–	528,654,206
Held-for-trading investments	持作買賣投資	–	107,374,656
Available-for-sale investments	可供出售投資	–	39,063,267
Derivative financial instrument	衍生金融工具	–	7,851,180
Financial liabilities	金融負債		
Amortised cost	攤銷成本	<b>192,069,681</b>	170,884,016

#### Financial risk management objectives and policies

The Group's major financial instruments include equity instruments at FVTOCI, financial assets at FVTPL (2017: available-for-sale investments, held-for-trading investments, derivative financial instrument), loans to joint ventures, trade and other receivables and deposits, loans receivable, trade related amounts due from related companies, short-term bank deposits, cash and cash equivalents, trade and other payables and accruals, amount due to a non-controlling shareholder of a subsidiary, amount due to a related company and bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk, currency risk and other price risk), credit risk and liquidity risk and the policies on how to mitigate these risks are set out below. The directors of the Company manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### 財務風險管理目標及政策

本集團之主要金融工具包括透過其他全面收入按公平值列賬之股本工具、透過損益按公平值列賬之金融資產(二零一七年:可供出售投資、持作買賣投資、衍生金融工具)、給予合營公司之貸款、貿易及其他應收款項以及訂金、應收貸款、應收關連公司貿易相關款項、短期銀行存款、現金及現金等值、貿易及其他應付款項以及應計款項、應付一家附屬公司一名非控股股東款項、應付一家關連公司款項及銀行借貸。此等金融工具之詳情於有關附註披露。與此等金融工具有關之風險包括市場風險(利率風險、貨幣風險及其他價格風險)、信貸風險及流動資金風險,以及減低有關風險之政策載於下文。本公司董事管理及監察該等風險,確保及時採取適當有效措施。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk

##### (i) Currency risk

Several subsidiaries of the Group have foreign currency sales and purchases, which expose the Group to foreign currency risk. In addition, certain trade receivables, bank balances, short-term bank deposits, trade payables of the Group are denominated in RMB, USD, HK\$ and EURO, the currencies other than the functional currency of the respective group entities as disclosed in notes 24, 27 and 28 respectively. Approximately 25% (2017: 31%) of the Group's total revenue are denominated in currencies other than the functional currency of the group entity making the sale, whilst almost 11% (2017: 18%) of costs are denominated in currencies other than the functional currency of the group entity's functional currency.

The Group currently does not have a foreign currency hedging policy. However, directors of the Company monitor foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險

##### (i) 貨幣風險

本集團旗下多家附屬公司以外幣進行買賣交易，因而令本集團須承受外幣風險。此外，本集團有若干貿易應收款項、銀行結餘、短期銀行存款、貿易應付款項以人民幣、美元、港元及歐元（均非有關集團實體之功能貨幣）計值，分別於附註24、27及28披露。本集團約25%（二零一七年：31%）之總收益以進行銷售之集團實體之功能貨幣以外之貨幣計值，而接近11%（二零一七年：18%）之成本以集團實體功能貨幣以外之貨幣計值。

本集團目前並無實施外幣對沖政策。然而，本公司董事監察外匯風險，在有需要時將會考慮對沖重大外幣風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (i) Currency risk (Continued)

The Group's intra-group balances do not form part of the net investment in foreign operations. The carrying amounts of the foreign currency denominated intra-group balances which have been eliminated in the consolidated financial statements of certain subsidiaries of which the functional currency is HK\$ and RMB at the end of the reporting period are as follows:

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Net amounts due from (to) companies denominated in RMB against HK\$	應收(應付)公司按人民幣兌港元計值的淨款項	1,824,000	(7,177,000)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are approximately as follows:

		Assets 資產		Liabilities 負債	
		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
USD against HK\$	美元兌港元	51,554,000	28,386,000	956,000	727,000
HK\$ against RMB	港元兌人民幣	4,607,000	10,002,000	-	-
RMB against HK\$	人民幣兌港元	258,000	840,000	4,180,000	3,984,000
EURO against HK\$	歐元兌港元	613,000	549,000	-	-

### 44. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (i) 貨幣風險(續)

本集團集團間結餘不構成海外業務淨投資的一部份。已於若干在報告期末以港元及人民幣為功能性貨幣的若干附屬公司的綜合財務報表中對銷的以外幣計值的集團間結餘的賬面值如下：

本集團以外幣計值之貨幣資產及貨幣負債於報告期末之概約賬面值載列如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (i) Currency risk (Continued)

##### Sensitivity analysis

Since the exchange rate of HK\$ is pegged with USD, the Group does not expect any significant movements in the USD/HK\$ exchange rates.

The following table details the Group's sensitivity to a 10% (2017: 10%) increase and decrease in functional currency of respective group entity against relevant foreign currencies (other than USD) and all other variables were held constant. 10% (2017: 10%) is the sensitivity rate used and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 10% (2017: 10%) change in foreign currency rates. A positive number below indicates an increase in post-tax loss (2017: decrease in post-tax profit) for the year where functional currency of respective group entity strengthen 10% (2017: 10%) against foreign currencies. For a 10% (2017: 10%) weakening of functional currency of respective group entity against foreign currencies, there would be an equal and opposite impact on the result for the year.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (i) 貨幣風險 (續)

##### 敏感度分析

由於港元匯率與美元掛鈎，本集團預期美元／港元之匯率不會出現任何重大變動。

下表詳列在一切其他可變因素不變的情況下，本集團對個別集團實體之功能貨幣兌有關外幣（不包括美元）升值及貶值10%（二零一七年：10%）之敏感度。所用敏感度比率為10%（二零一七年：10%），乃管理層所評估匯率可能出現之合理變動。敏感度分析只包括以外幣計值之未償還貨幣項目，並就匯率出現10%（二零一七年：10%）變動調整彼等於報告期末之換算金額。下文正數反映在個別集團實體之功能貨幣兌外幣升值10%（二零一七年：10%）之情況下，本年除稅後虧損有所增加（二零一七年：除稅後溢利減少）。倘個別集團實體之功能貨幣兌外幣貶值10%（二零一七年：10%），則對本年業績有相同數額但相反之影響。

		Impact of HK\$ 港元之影響 HK\$ 港元	Impact of EURO 歐元之影響 HK\$ 港元	Impact of RMB 人民幣之影響 HK\$ 港元
<b>2018</b>	<b>二零一八年</b>			
<b>Increase (decrease) in loss for the year</b>	<b>年度虧損增加(減少)</b>	<b>385,000</b>	<b>51,000</b>	<b>(327,000)</b>
<b>2017</b>	<b>二零一七年</b>			
<b>Decrease (increase) in profit for the year</b>	<b>年度溢利減少(增加)</b>	<b>835,000</b>	<b>46,000</b>	<b>(263,000)</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (ii) Interest rate risk

The Group is exposed to cash flow interest rate risk primarily relates to variable-rate short-term bank deposits, bank balances and bank borrowings as at 31 December 2018 and 2017. The Group is also exposed to fair value interest rate risk relates primarily to the fixed-rate loans receivable, amount due to a related company, interest-free loans to joint ventures and amount due to a non-controlling shareholder of the subsidiary as at 31 December 2018 and 2017 and obligations under finance leases as at 31 December 2017. The Group has not used any derivative instruments in order to mitigate its exposure associated with fluctuations relating to interest cash flows. However, the directors of the Company monitor interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated.

Total interest revenue/income from financial assets that are measured at amortised cost during the year ended 31 December 2018 is as follows:

		HK\$ 港元
Interest revenue	利息收益	
Financial assets at amortised cost	按攤銷成本計量之金融資產	7,197,071
Other income	其他收入	
Financial assets at amortised cost	按攤銷成本計量之金融資產	2,366,386
Total interest income	利息收入總額	9,563,457

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (ii) 利率風險

於二零一八年及二零一七年十二月三十一日，本集團承受之現金流量利率風險主要與浮息短期銀行存款、銀行結餘及銀行借貸相關。本集團亦承受主要與定息應收貸款、應付一家關連公司款項、給予合營公司之免息貸款及二零一八年及二零一七年十二月三十一日的應付一家附屬公司一名非控股股東之款項以及二零一七年十二月三十一日的融資租賃責任相關之公平值利率風險。本集團並無採用任何衍生工具減低所承受與利息現金流量波動有關之風險。然而，本公司董事監察利率風險，並將考慮於預期須承受重大利率風險時採取其他所需行動。

於截至二零一八年十二月三十一日止年度，來自按攤銷成本計量之金融資產之利息收益／收入總額如下：



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Market risk (Continued)

#### (ii) Interest rate risk (Continued)

Total interest income from financial assets that are measured at amortised cost during the year ended 31 December 2017 is as follows:

		HK\$ 港元
Interest revenue	利息收益	
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值)	4,611,231
Other income	其他收入	
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值)	1,932,508
<b>Total interest income</b>	<b>利息收入總額</b>	<b>6,543,739</b>

Interest expense on financial liabilities not measured at fair value through profit or loss:

並非透過損益按公平值計量之金融負債利息開支：

		<b>2018</b> 二零一八年 <b>HK\$</b> 港元	2017 二零一七年 HK\$ 港元
Financial liabilities at amortised cost	按攤銷成本計量之 金融負債	<b>3,096,228</b>	2,500,290

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 市場風險 (續)

#### (ii) 利率風險 (續)

於截至二零一七年十二月三十一日止年度，來自按攤銷成本計量之金融資產之利息收入總額如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (ii) Interest rate risk (Continued)

###### Sensitivity analysis

The management of the Group considers that the Group's exposure to future cash flow risk on variable-rate bank balances as a result of the change of market interest rate is insignificant and thus variable-rate bank balances are not included in the sensitivity analysis.

The impact on the Group's cash flow is due in part to its sensitivity to interest rate which has been determined based on the exposure to the variable-rate short-term bank deposits and bank borrowings. The analysis is prepared assuming the amount of asset outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used which represents management's assessment of the reasonable possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax loss (2017: post-tax profit) for the year would increase/decrease (2017: decrease/increase) by approximately HK\$264,000 (2017: HK\$179,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate short-term bank deposits and bank borrowings.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (ii) 利率風險 (續)

###### 敏感度分析

本集團管理層認為，本集團因市場利率變動而就浮息短期銀行結餘承受之未來現金流量風險輕微，因此，浮息銀行結餘並未包括在敏感度分析內。

對本集團現金流量造成的影響部分是由於其對利率之敏感度所致，該敏感度乃根據所承受之浮息短期銀行存款及銀行借貸風險而釐定。該分析乃假設於報告期末未償還之資產金額於整個年度亦為未償還而得出。所採用之50個基點上落幅度乃管理層所評估利率可能出現之合理變動。

倘利率上升／下降50個基點，而所有其他可變因素不變，本集團本年之除稅後虧損（二零一七年：除稅後溢利）將增加／減少（二零一七年：減少／增加）約264,000港元（二零一七年：179,000港元）。有關變化主要來自本集團就浮息短期銀行存款及銀行借貸所承受之利率風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (iii) Other price risk

The Group is exposed to price risk in respect of:

- equity instruments at FVTOCI (2017: available-for-sale investments) in relation to 16.67% equity interest in Yinghua as at 31 December 2018;
- held-for-trading investments in listed equity securities as at 31 December 2018 and 2017; and
- derivative financial instrument in relation to the forward contract to dispose the Group's equity interest in Yinghua as at 31 December 2018 and 2017.

##### Sensitivity analysis

The sensitivity analyses on held-for-trading investments in relation to listed equity investments in Hong Kong during the year have been determined based on the exposure to equity price risks at the end of the reporting period. For sensitivity analysis purpose, the sensitivity rate considers at 10% in the current year. If the prices of the respective equity instruments had been 10% higher/lower and all other variables were held constant, the Group's post-tax loss (2017: post-tax profit) for the year would decrease/increase (2017: increase/decrease) by approximately HK\$6,784,000 (2017: HK\$8,966,000) as a result of the changes in fair value of held-for-trading investments.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (iii) 其他價格風險

本集團須就以下方面承受價格風險：

- 於二零一八年十二月三十一日與英華房地產16.67%股本權益有關的透過其他全面收入按公平值列賬之股本工具(二零一七年：可供出售投資)
- 二零一八年及二零一七年十二月三十一日之上市股本證券之持作買賣投資；及
- 於二零一八年及二零一七年十二月三十一日與出售本集團於英華房地產的股本權益的遠期合約有關的衍生金融工具。

##### 敏感度分析

年內之與香港上市股本投資有關的持作買賣投資敏感度分析乃根據於報告期末之股本價格風險釐定。就敏感度分析而言，敏感度比率於本年度被視為10%。倘各項股本工具之價格上升／下跌10%，而所有其他可變因素不變，則本集團本年之除稅後虧損(二零一七年：除稅後溢利)將因持作買賣投資公平值變動而減少／增加(二零一七年：增加／減少)約6,784,000港元(二零一七年：8,966,000港元)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (iii) Other price risk (Continued)

##### Sensitivity analysis (Continued)

No sensitivity analysis is provided on equity instruments at FVTOCI and financial assets in FVTPL in relation to the derivative financial instrument (2017: available-for-sale investments in relation to 16.67% equity interest in Yinghua and derivative financial instrument) as the management of the Group considers that the effect of the price fluctuation on the fair value of equity instruments at FVTOCI and financial assets in FVTPL in relation to the derivative financial instrument (2017: available-for-sale investments in relation to 16.67% equity interest in Yinghua and derivative financial instrument) is considered as insignificant and they will offset with each other.

##### Credit risk and impairment assessment

The Group's credit risk is primarily attributable to trade and other receivables, loans receivable, amounts due from related companies, loans to joint ventures, short-term bank deposits and bank balances as at 31 December 2018 and 2017.

As at 31 December 2018, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risks associated with loans receivable is mitigated because they are secured over properties located in Hong Kong.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (iii) 其他價格風險 (續)

##### 敏感度分析 (續)

並未就透過其他全面收入按公平值列賬之股本工具及有關衍生金融工具之透過損益按公平值列賬之金融資產(二零一七年:有關英華房地產16.67%股本權益的可供出售投資及衍生金融工具)提供敏感度分析,因為本集團管理層認為價格波動對透過其他全面收入按公平值列賬之股本工具及有關衍生金融工具之透過損益按公平值列賬之金融資產(二零一七年:有關英華房地產16.67%股本權益的可供出售投資及衍生金融工具)公平值的影響並不重大,並可相互對銷。

##### 信貸風險及減值評估

本集團之信貸風險主要來自於二零一八年及二零一七年十二月三十一日之貿易及其他應收款項、應收貸款、應收一家關連公司款項、給予合營公司之貸款、短期銀行存款及銀行結餘。

於二零一八年十二月三十一日,本集團因對手方未能履行責任將蒙受財務損失而承受之最高信貸風險,為綜合財務狀況報表所載個別已確認金融資產之賬面值。本集團並無持有任何抵押品或其他信貸增強措施以為其金融資產相關之信貸風險提供保障。惟應收貸款有關之信貸風險減低除外,原因為該等應收貸款未以位於香港的物業作抵押。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### **Credit risk and impairment assessment (Continued)**

*Trade receivables and contract assets arising from contracts with customers and trade related amounts due from related companies*

In order to minimise the credit risk, the directors of the Company have delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit rating system to assess the potential customer's credit quality and defines credit limits by customer. Except for (i) debtors who are credit-impaired; (ii) customers with outstanding significant balances exceeding HK\$2,500,000 and relevant contract assets; and (iii) trade related amounts due from related companies, which are assessed for impairment individually, the remaining trade receivables and contract assets are grouped under a provision matrix into four internal credit rating buckets (namely: low risk, medium risk, high risk and doubtful) based on shared credit risk characteristics by reference to repayment histories for recurring customers and current past due exposure for the new customers. The contract assets have substantially the same risk characteristics as the trade receivables for the same type of contracts. Limits and scoring attributed to customers are reviewed twice a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 (2017: incurred loss model) on trade balances individually or based on provision matrix.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### **信貸風險及減值評估 (續)**

*客戶合約產生之貿易應收款項及合約資產以及應收關連公司貿易相關款項*

為盡量減低信貸風險，本集團董事已指派團隊負責釐定信貸限額及批核信貸。於接受任何新客戶前，本集團採用內部信貸評級系統評估潛在客戶之信貸質素及界定客戶之信貸額度，惟(i)應收賬款出現信貸減值；(ii)未償還重大結餘超過2,500,000港元的客戶及有關合約；及(iii)應收關連公司貿易相關款項已進行單獨減值評估，餘下貿易應收款項及合約資產根據撥備矩陣，參照經常性客戶的償還歷史及新客戶現時已逾期的金額所得出的共同信貸風險等質分為四個內部信貸評級組別（即低風險、中風險、高風險及存疑）除外。合約資產與相同類型合約的貿易應收款項具有大致相同的風險特徵。每年兩次審閱客戶信貸額度及評級。亦有制訂其他監控程序確保有採取跟進行動收回逾期債務。此外，本集團於採納香港財務報告準則第9號後就貿易結餘根據預期信貸虧損模式（二零一七年：已產生虧損模式）單獨或按撥備矩陣進行減值評估。



# 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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### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment (Continued)

###### Loans receivable

In order to minimise the credit risk, the directors of the Company have delegated a team responsible for determination of credit limits, interest rate offered to customers and collaterals received. Monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. The Group has concentration of credit risk as 62% (2017: 76%) of the total loans receivable was due from three (2017: three) independent third parties of total HK\$50,000,000 (2017: HK\$23,600,000). The Group performs impairment assessment under 12-month ECL model upon application of HKFRS 9 (2017: incurred loss model) on balances individually.

The directors of the Company estimate the estimated loss rates of loans receivable based on historical credit loss experience of the debtors as well as the fair value of the collateral pledged by the customers to the loans receivable. Based on assessment by the directors of the Company, the loss given default is low in view of the fair value of the collaterals and the directors of the Company considers the 12-month ECL for loans receivable is insignificant. Thus no loss allowance was recognised. In this regard, the Group considers that the Group's credit risk are significantly reduced.

###### Loan to a joint venture

The Group has concentration of credit risk on loan to Reliance Partner as at 31 December 2018 and 2017. The directors of the Company continuously monitor the credit quality and financial position of the counterparty and the level of exposure to ensure that the follow-up action is taken to recover the debt. The Group performs impairment assessment under 12-month ECL model upon application of HKFRS 9 (2017: incurred loss model). For the year ended 31 December 2018, the Group assessed the ECL for loan to Reliance Partner is insignificant. Thus no loss allowance was recognised.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 信貸風險及減值評估 (續)

###### 應收貸款

為盡量減低信貸風險，本集團董事已指派團隊負責釐定客戶享有的信貸限額、利率及收取的抵押品。已制訂監控程序確保有採取跟進行動收回逾期債務。由於向三位 (二零一七年：三位) 獨立第三方借予總額為50,000,000港元 (二零一七年：23,600,000港元) 之款項，佔應收貸款總額的62% (二零一七年：76%)，本集團面對信貸集中風險之情況。本集團於採納香港財務報告準則第9號後就貿易結餘根據十二個月預期信貸虧損模式 (二零一七年：已產生虧損模式) 單獨進行減值評估。

本公司董事根據應收賬款過往信貸虧損經驗以及客戶就應收貸款抵押的抵押品公平值估計應收貸款的估計虧損率。根據本公司董事作出的評估，違約損失率因抵押品的公平值而較低，故本公司董事認為應收貸款的十二個月預期信貸虧損並不重大。因此並無確認虧損撥備。就此，本集團認為本集團的信貸風險已大幅減少。

###### 給予一家合營公司之貸款

於二零一八年及二零一七年十二月三十一日，本集團就給予 Reliance Partner 之貸款而有集中信貸風險。本公司董事持續監察信貸質素及對手方之財務狀況以及風險水平，以確保有採取跟進行動收回債項。本集團於採納香港財務報告準則第9號後根據十二個月預期信貸虧損模式 (二零一七年：已產生虧損模式) 進行減值評估。截至二零一八年十二月三十一日止年度，本集團評估向 Reliance Partner 貸款的預期信貸虧損不重大。因此並無確認虧損撥備。

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## 綜合財務報表附註

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### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

##### Other receivables and deposits

For other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information starting from 1 January 2018. The directors of the Company believe that there is no material credit risk inherent in the Group's outstanding balance of other receivables and deposits. The Group performs impairment assessment under 12-month ECL model upon application of HKFRS 9 (2017: incurred loss model). For the year ended 31 December 2018, the Group assessed the ECL for other receivables and deposits were insignificant. Thus no loss allowance was recognised.

##### Short-term bank deposits/cash and cash equivalents

The Group only transacts with reputable banks with high credit ratings assigned by international credit-rating agencies and therefore the directors of the Company consider the risk of default is low. The Group uses 12-month ECL to perform the assessment under ECL model upon application of HKFRS 9 (2017: incurred loss model) on balances individually based on the average loss rate by reference to credit ratings assigned by international credit-rating agencies. For the year ended 31 December 2018, the Group assessed the ECL for short-term bank deposits and cash and cash equivalents were insignificant. Thus no loss allowance was recognised.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

##### 其他應收款項及訂金

至於其他應收款項及訂金，本公司董事自二零一八年一月一日起會定期根據歷史償還記錄、過往經驗以及合理及有理據支持的定量及定性資料以及前瞻性資料對其他應收款項及訂金的可收回性進行個別評估。本公司董事認為本集團其他應收款項及訂金的未償還結餘並無固有的重大信貸風險。本集團於應用香港財務報告準則第9號後按十二個月預期信貸虧損模式（二零一七年：已產生虧損模式）進行減值評估。於截至二零一八年十二月三十一日止年度，本集團評估其他應收款項及訂金的預期信貸虧損不重大。因此並無確認虧損撥備。

##### 短期銀行存款／現金及現金等值

本集團僅會與獲國際信貸評級機構給予高信貸評級且信譽良好的銀行交易，因此，本公司董事認為違約風險不高。本集團於應用香港財務報告準則第9號後按十二個月預期信貸虧損模式（二零一七年：已產生虧損模式）對個別結餘進行減值評估，基於平均虧損率並參照國際信貸評級機構之信貸評級。於截至二零一八年十二月三十一日止年度，本集團評估短期銀行存款及現金及現金等值的預期信貸虧損不重大。因此並無確認虧損撥備。

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## 綜合財務報表附註

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### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

#### Short-term bank deposits/cash and cash equivalents (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables/ contract assets/trade related amounts due from related parties 貿易應收款項/ 合約資產/ 應收關連公司 貿易相關款項	Other financial assets
內部信貸評級	描述		其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方的違約風險較低，且並無任何逾期款項	Lifetime ECL – not credit-impaired 全期預期信貸虧損－ 未出現信貸減值	12-month ECL 十二個月預期信貸虧損
Medium risk 中風險	New customer which has no repayment history over the past year and debtor repays after due dates but usually settle in full within 90 days after due date over the past year 新客戶於去年無償還歷史以及債務人於到期日後償還，且通常於去年到期日後90內悉數償付	Lifetime ECL – not credit-impaired 全期預期信貸虧損－ 未出現信貸減值	12-month ECL 十二個月預期信貸虧損
High risk 高風險	Debtor has history in repayment of the balance which has been overdue for more than 90 days over the past year 債務人曾於去年償還逾期超過90日的結餘	Lifetime ECL – not credit-impaired 全期預期信貸虧損－ 未出現信貸減值	12-month ECL 十二個月預期信貸虧損
Doubtful 存疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 信貸風險自初始確認以來顯著增加（透過內部或外部資源開發之信息）	Lifetime ECL – not credit-impaired 全期預期信貸虧損－ 未出現信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損－ 未出現信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示有關資產已出現信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損－ 已出現信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損－ 已出現信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重的財務困難且本集團不認為日後可收回有關款項	Amount is written off 撇銷有關金額	Amount is written off 撇銷有關金額

### 44. 金融工具（續）

#### 財務風險管理目標及政策（續）

#### 信貸風險及減值評估（續）

#### 短期銀行存款／現金及現金等值（續）

本集團內部信貸等級評估包括以下類別：

# 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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### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets (trade receivables, other receivables and deposits, loan to a joint venture, loans receivable, trade related amounts due from related companies, short-term bank deposits, cash and cash equivalents and contract assets), which are subject to ECL assessment:

2018	二零一八年	Notes 附註	External credit rating 外部 信貸評級	Internal credit rating 內部 信貸評級	12-month or lifetime ECL 十二個月或全期預期信貸虧損	Gross carrying amounts 賬面總額 HK\$ 港元
<b>Financial assets at amortised cost</b>	<b>按攤銷成本計量 金融資產</b>					
Trade receivables – goods and services	貿易應收款項 – 貨品及服務	24	N/A 不適用	(note 1) (附註1) Low risk 低風險	Lifetime ECL (provision matrix) 全期預期信貸虧損 (撥備矩陣) Lifetime ECL 全期預期信貸虧損 Credit-impaired Loss 已出現信貸減值	93,279,148 56,194,179 14,013,910
Other receivables and deposits	其他應收款項及訂金	24	N/A 不適用	(note 2) (附註2)	12-month ECL 十二個月預期信貸虧損	6,032,022
Loans to joint ventures	給予合營公司之貸款	20	N/A 不適用	Low risk 低風險	12-month ECL 十二個月預期信貸虧損	3,215,059
Loans receivable	應收貸款	25	N/A 不適用	Low risk 低風險	12-month ECL 十二個月預期信貸虧損	80,750,879
Amounts due from related companies	應收關連公司款項	26	N/A 不適用	Low risk 低風險	Lifetime ECL 全期預期信貸虧損	2,433,094
Short-term bank deposits	短期銀行存款	27	BBB	N/A 不適用	12-month ECL 十二個月預期信貸虧損	23,682,998
Cash and cash equivalents	現金及現金等值	27	BBB	N/A 不適用	12-month ECL 十二個月預期信貸虧損	53,692,368
			A or above A或以上	N/A 不適用	12-month ECL 十二個月預期信貸虧損	132,093,838
<b>Other items</b>	<b>其他項目</b>					
Contract assets	合約資產	19	N/A 不適用	(note 1) (附註1) Low risk 低風險	Lifetime ECL (provision matrix) 全期預期信貸虧損 (撥備矩陣) Lifetime ECL 全期預期信貸虧損	9,265,852 6,672,247
Rental deposits	租金按金	24	N/A 不適用	(note 2) (附註2)	12-month ECL 十二個月預期信貸虧損	1,847,067

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

下表詳細列出本集團金融資產 (貿易應收款項、其他應收款項及訂金、給予一家合營公司之貸款、應收貸款、應收關連公司貿易相關款項、短期銀行存款、現金及現金等值及合約資產) 的信貸風險敞口，該等金融資產須進行預期信貸虧損評估：

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## 綜合財務報表附註

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### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Notes:

1. For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Apart of debtors with credit-impaired and customers with outstanding significant balances exceeding HK\$2,500,000 and relevant contract assets, the Group determines the ECL on these items using a provision matrix grouped with reference to past default experience for recurring customers and current past due exposure for new customers.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to its Group's operation. Debtors with credit-impaired, customers with outstanding significant balances exceeding HK\$2,500,000 and relevant contract assets with gross carrying amounts of HK\$14,013,910, HK\$56,194,179 and HK\$6,672,247 respectively as at 31 December 2018 were assessed individually. The following table provides information about the exposure to credit risk for trade receivables and contract assets which are assessed based on provision matrix as at 31 December 2018 within lifetime ECL (not credit-impaired).

#### Gross carrying amount

Internal credit rating	內部信貸評級	Average loss rate 平均虧損率 %	Trade receivables 貿易應收款項 HK\$ 港元	Contract assets 合約資產 HK\$ 港元
Low risk	低風險	0.1	24,691,433	1,357,606
Medium risk	中風險	1.5	18,463,435	1,409,017
High risk	高風險	3.75	50,124,280	6,499,229
			93,279,148	9,265,852

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

附註:

1. 至於貿易應收款項及合約資產，本集團採用香港財務報告準則第9號的簡易方法按全期預期信貸虧損計量虧損撥備。除已出現信貸減值的應收賬款及未償還重大結餘超過2,500,000港元的客戶及有關合約外，本集團就該等項目根據參照經常性客戶的過往違約經歷及新客戶現時已逾期的金額分類的撥備矩陣釐定預期信貸虧損。

作為本集團信貸風險管理之一部分，本集團就本集團業務有關的客戶採用內部信貸評級。已出現信貸減值的應收賬款及未償還重大結餘超過2,500,000港元的客戶及有關合約的賬面總額於二零一八年十二月三十一日分別為14,013,910港元、56,194,179港元及6,672,247港元，並進行單獨評估。下表提供有關貿易應收款項及合約資產（於二零一八年十二月三十一日根據撥備矩陣按全期預期信貸虧損（未出現信貸減值）進行評估）的信貸風險敞口的詳情。

#### 賬面總額



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Notes: (Continued)

1. (Continued)

The estimated loss rates on trade receivables are estimated based on historical credit loss of the debtors and study of other corporates' default and recovery data from international credit-rating agencies including Moody's and Standard and Poor's, and are adjusted for forward-looking information (for example, the current and forecasted economic growth rates in Hong Kong, the PRC, Europe and the United States, which reflect the general economic conditions of the industry in which the debtors operate) that is available without undue cost or effort. The contract assets have the same risk characteristics as the trade receivables for the same type of contracts would apply the same internal credit rating and loss rate. The grouping is regularly reviewed by management to ensure relevant information about specific debtors and contract assets is updated.

During the year ended 31 December 2018, the Group provided impairment allowance of HK\$563,905 and reversal of impairment allowance of HK\$65,386 for trade receivables and contract assets respectively, based on the provision matrix during the year ended 31 December 2018. Reversal of impairment allowance of HK\$3,196 and impairment allowance of HK\$484 was provided respectively for trade receivables and contract assets which are assessed individually with outstanding significant balances exceeding HK\$2,500,000. Reversal of impairment allowance and impairment allowance of HK\$2,152,800 and HK\$13,059,618 respectively were made on credit-impaired debtors during the year ended 31 December 2018.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

附註: (續)

1. (續)

貿易應收款項的估計虧損率乃基於應收賬款於預期年期的債務人過往信貸虧損及對國際信貸評級機構(包括穆迪和標準普爾)發佈的其他公司違約及收回數據進行的研究而估計,並按毋需花費過多成本或精力可取得的前瞻性資料(例如,香港、中國、歐洲及美國的當前及預測經濟增長率,該增長率可反映債務人經營所處行業的整體經濟狀況)予以調整。合約資產與相同類型合約的貿易應收款項具有大致相同的風險特徵,並應用相同國際信貸評級及虧損率。管理層定期審閱該類別以確保更新有關具體應收賬款及合約資產的相關資料。

於截至二零一八年十二月三十一日止年度,本集團根據截至二零一八年十二月三十一日止年度的撥備矩陣就貿易應收款項及合約資產分別計提減值撥備563,905港元及減值撥備撥回65,386港元。就貿易應收款項及合約資產計提的減值撥備撥回及減值撥備分別為3,196港元及484港元。未償還重大結餘超過2,500,000港元的貿易應收款項及合約資產單獨進行評估,而於截至二零一八年十二月三十一日止年度,就已出現信貸減值的應收賬款計提的減值撥備撥回及減值撥備分別為2,152,800港元及13,059,618港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Notes: (Continued)

- For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

附註：(續)

- 就內部信貸風險管理而言，本集團應用逾期資料評估信貸風險自首次確認以來是否顯著增加。

		Past due	Not past due/ no fixed repayment terms	Total
		逾期	未逾期/ 無固定償還條款	總計
		HK\$	HK\$	HK\$
		港元	港元	港元
<b>Financial assets at amortised cost</b>	<b>按攤銷成本計量金融資產</b>			
Other receivables and deposits	其他應收款項及訂金	–	6,032,022	6,032,022
<b>Other items</b>	<b>其他項目</b>			
Rental deposits	租金按金	–	1,847,067	1,847,067

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables and contract assets under the simplified approach.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

下表列示根據簡易方法就貿易應收款項及合約資產確認的全期預期信貸虧損變動。

		Trade receivables under lifetime ECL (credit impaired)	Trade receivables under lifetime ECL (not credit impaired)	Contract assets under lifetime ECL (not credit impaired)	Total
		按全期預期信貸虧損 (已出現信貸減值) 列賬的貿易應收款項	按全期預期信貸虧損 (未出現信貸減值) 列賬的貿易應收款項	按全期預期信貸虧損 (未出現信貸減值) 列賬的合約資產	總計
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
As at 31 December 2017 under HKAS 39	於二零一七年十二月三十一日根據香港會計準則第39號	3,127,071	-	-	3,127,071
Adjustment upon application of HKFRS 9	應用香港財務報告準則第9號時的調整	-	1,904,536	283,823	2,188,359
As at 1 January 2018	於二零一八年一月一日	3,127,071	1,904,536	283,823	5,315,430
Changes due to financial instruments recognised as at 1 January:	因於一月一日確認的金融工具出現的變動				
- Impairment loss reversed	- 已撥回減值虧損	(2,152,800)	(1,904,536)	(283,823)	(4,341,159)
New financial assets originated	新增源生金融資產	13,059,618	2,465,245	218,921	15,743,784
Exchange adjustments	匯兌調整	(19,979)	(48,464)	-	(68,443)
As at 31 December 2018	於二零一八年十二月三十一日	14,013,910	2,416,781	218,921	16,649,612

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Changes in the loss allowance for trade receivables during the year ended 31 December 2018 are mainly due to:

		Not credit- impaired 未出現 信貸減值 HK\$ 港元	Credit- impaired 已出現 信貸減值 HK\$ 港元
Settlement in full of trade debtors with a gross carrying amount of HK\$2,152,800	悉數結算賬面總額為 2,152,800港元的 貿易應收賬款	-	(2,152,800)
Impairment allowance recognised for trade receivables	就貿易應收款項確認 減值撥備	2,465,245	13,059,618

During the year ended 31 December 2018, impairment loss of HK\$13,059,618 was recognised for a credit-impaired debtor who was defaulted in repayment continuously and no settlement was made for the sales to this debtor during the second half of the year ended 31 December 2018. The Group has taken legal action against this debtor to recover the amount due.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

截至二零一八年十二月三十一日止年度的貿易應收款項虧損撥備變動主要由於：

#### (Decrease) increase in lifetime ECL

全期預期信貸虧損 (減少) 增加

	Not credit- impaired 未出現 信貸減值 HK\$ 港元	Credit- impaired 已出現 信貸減值 HK\$ 港元
--	--	--

於截至二零一八年十二月三十一日止年度，就持續拖欠支付的已出現信貸減值的應收賬款確認減值虧損13,059,618港元，且截至二零一八年十二月三十一日止年度的下半年內並無結算該應收賬款的銷售。本集團已對該債務人採取法律行動，以收回應收款項。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Changes in the loss allowance for contract assets during the year ended 31 December 2018 are mainly due to:

Settlement in full of contract assets	悉數結算合約資產	(283,823)
Impairment allowance recognised for contract assets	就合約資產確認的減值撥備	218,921

#### Liquidity risk

The Group manages its liquidity risk by monitoring and maintaining a level of cash and cash equivalents secured adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensure compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the financial institutions choosing to exercise their rights. The maturity dates for other financial liabilities are based on the agreed repayment dates.

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

於截至二零一八年十二月三十一日止年度，合約資產的虧損撥備變動主要由於：

(Decrease) increase  
in lifetime ECL  
Not credit-  
impaired  
全期預期信貸虧損  
(減少)增加  
未出現信貸減值  
HK\$  
港元

#### 流動資金風險

本集團管理流動資金風險之方法乃由管理層監控及維持充裕之現金及現金等值水平，以撥付本集團業務經營所需資金及減低現金流量波動之影響。管理層監控銀行借貸之使用情況，確保遵循貸款契約。

下表詳述本集團根據其須付款之最早日期釐定之金融負債餘下合約到期情況。具體而言，附帶按要求償還條款之銀行借貸均計入最早償還時間範圍，而不論財務機構選擇行使其權利之可能性。其他金融負債之到期日根據協定還款日期釐定。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Liquidity risk (Continued)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from prevailing market rate at the end of the reporting period.

##### Liquidity tables

		Weighted average effective interest rate	On demand	Within 3 months	3 months to 1 year	1 year to 2 years	2 years to 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at the end of the reporting period
2018	二零一八年									
Trade payables	貿易應付款項	N/A	-	59,052,856	-	-	-	-	59,052,856	59,052,856
Other payables and accruals	其他應付款項及應計款項	N/A	-	28,671,565	-	-	-	-	28,671,565	28,671,565
Amount due to a non-controlling shareholder of a subsidiary	應付一家附屬公司一名非控股股東款項	N/A	17,080,392	-	-	-	-	-	17,080,392	17,080,392
Amount due to a related company	應付一家關連公司款項	Note 1	87,285	19,514	87,813	117,084	248,782	148,641	709,119	457,812
Secured bank borrowings	有抵押銀行借貸	Note 2	86,807,056	-	-	-	-	-	86,807,056	86,807,056
			103,974,733	87,743,935	87,813	117,084	248,782	148,641	192,320,988	192,069,681

		Weighted average effective interest rate	On demand	Within 3 months	3 months to 1 year	1 year to 2 years	2 years to 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at the end of the reporting period
2017	二零一七年									
Trade payables	貿易應付款項	N/A	-	57,736,935	-	-	-	-	57,736,935	57,736,935
Other payables and accruals	其他應付款項及應計款項	N/A	-	33,959,417	-	-	-	-	33,959,417	33,959,417
Amount due to a non-controlling shareholder of a subsidiary	應付一家附屬公司一名非控股股東款項	N/A	18,011,527	-	-	-	-	-	18,011,527	18,011,527
Amount due to a related company	應付一家關連公司款項	Note 1	870,040	19,514	87,813	117,084	284,646	229,724	1,608,821	1,283,337
Secured bank borrowings	有抵押銀行借貸	Note 2	59,892,800	-	-	-	-	-	59,892,800	59,892,800
Obligations under finance leases	融資租賃責任	2.8	-	61,443	122,886	-	-	-	184,329	182,179
			78,774,367	91,777,309	210,699	117,084	284,646	229,724	171,393,829	171,066,195

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 流動資金風險 (續)

下表包括利息及本金現金流量。倘利息流為按浮動利率計息，則未折算金額按報告期末之當前市場利率計算。

##### 流動資金表

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Liquidity risk (Continued)

##### Liquidity tables (Continued)

Notes:

- (1) The amount due to a related company carried at interest rate ranging from 18% to 20% (2017: 18% to 20%) per annum.
- (2) The secured bank borrowings carry at HIBOR plus 1.85% to 2.5% (2017: HIBOR plus 1.85% to 2.5%) per annum.

Bank borrowings with a repayment on demand clause as at 31 December 2018 and 2017 are included in the "on demand" time band in the above maturity analysis. The carrying amount of the bank borrowings amounted to HK\$86,807,056 (2017: HK\$59,892,800) as at 31 December 2018. Taking into account the Group's financial position and assets pledged for the bank borrowings, the directors of the Company do not believe that it is probable that the financial institution would exercise the discretionary rights to demand immediate payment. As at 31 December 2018, the directors of the Company believed that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. The aggregate principal and interest cash outflows amounted to HK\$91,084,901 (2017: HK\$62,044,890) as at 31 December 2018. The repayment schedule based on the scheduled repayment dates is set out below:

### 44. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 流動資金風險 (續)

##### 流動資金表 (續)

附註:

- (1) 應付一家關連公司款項按介乎18%至20% (二零一七年: 18%至20%) 之年利率計息。
- (2) 有抵押銀行借貸按香港銀行同業拆息加1.85%至2.5% (二零一七年: 香港銀行同業拆息加1.85%至2.5%) 之年利率計息。

於二零一八年及二零一七年十二月三十一日附帶按要求償還條款之銀行借貸在上述到期日分析中計入「按要求」之時間範圍內。於二零一八年十二月三十一日，銀行借貸的賬面約為86,807,056港元 (二零一七年: 59,892,800港元)。考慮到本集團之財務狀況及就銀行借貸質押之資產，本公司董事相信，財務機構不可能行使酌情權要求即時付款。於二零一八年十二月三十一日，本公司董事相信，該等銀行借貸將根據貸款協議所載預定還款日期償還。於二零一八年十二月三十一日，本金及利息現金流出總額為91,084,901港元 (二零一七年: 62,044,890港元)。根據預定還款日期，還款時間表如下：

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Within one year	一年內	<b>47,346,334</b>	37,227,121
Over one year but less than two years	超過一年但少於兩年	<b>2,330,784</b>	1,926,402
Over two years but less than five years	超過兩年但少於五年	<b>41,407,783</b>	22,891,367
		<b>91,084,901</b>	62,044,890

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 44. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets.

#### Fair value measurement and valuation process

The financial controller of the Company is responsible to determine the appropriate valuation techniques and key inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engaged independent qualified professional valuers to perform the valuation. The financial controller works closely with independent qualified professional valuers to establish the appropriate valuation techniques and key inputs to the model. Financial controller reports to executive directors semi-annually to explain the cause of fluctuations in the fair value of the assets.

Information about the valuation techniques and key inputs used in determining the fair value of various assets are disclosed above.

### 44. 金融工具 (續)

#### 金融工具之公平值計量

此附註提供本集團如何釐訂各項金融資產公平值之資料。

#### 公平值計量及估值程序

本公司財務總監負責釐定適當的估值方法及公平值計量主要輸入數據。

於估計資產或負債的公平值時，本集團在其可獲得的情況下使用市場可觀察數據。未能獲得第一級輸入數據時，本集團委聘第三方獨立合資格專業估值師進行估值。財務總監與獨立合資格專業估值師緊密合作確立適當的估值方法及模式的主要輸入數據。財務總監每半年向執行董事匯報以闡釋資產公平值波動的原因。

有關釐定不同資產公平值所用的估值方法及主要輸入數據的資料於上文披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments (Continued)

#### Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and key inputs used).

Financial assets 金融資產	Fair value as at 31 December 於十二月三十一日之公平值		Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Sensitivity 敏感度
	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元			
Held-for-trading non-derivative financial assets classified as financial assets at FVTPL 分類為透過損益按公平值列賬之金融資產之持作買賣非衍生金融資產	81,244,200	107,374,656	Level 1 第1層	Quoted bid prices in an active market 活躍市場上之買入報價	N/A 不適用
Investments in equity securities established in the PRC, Hong Kong and overseas measured at FVTOCI (2017: classified as available-for-sale investments) 透過全面收入按公平值列賬計量之於中國、香港及海外成立之股本證券投資 (二零一七年：分類為可供出售投資)	26,253,472	14,192,719	Level 3 第3層	Asset-based approach with key inputs of 資產法，主要輸入數據為  (i) Fair value of the underlying assets of the investees; and (i) 被投資方的相關資產公平值；及  (ii) Marketability discount of 10% (ii) 10%的流通性折讓	A significant increase in the comparable market transactions price used would result in a significant increase in fair value, and vice versa. 可資比較市場交易價格大幅上升，導致公平值大幅上升，反之亦然。

### 44. 金融工具 (續)

#### 金融工具之公平值計量 (續)

#### 本集團按照經常性基準按公平值計量之金融資產之公平值

本集團部分金融資產於報告期末按公平值計量。下表列出有關釐定該等金融資產公平值方法之資料 (尤其是所用估值技術及主要輸入數據)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments (Continued)

*Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)*

Financial assets 金融資產	Fair value as at 31 December 於十二月三十一日之公平值		Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Sensitivity 敏感度
	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元			
Forward contract classified as financial assets at FVTPL	6,651,180	7,851,180	Level 3	Discounted cash flow method and discount rate (note)	A significant increase in the discount rate used would result in a significant decrease in fair value, and vice versa.
分類為透過損益按公平值列賬之金融資產之遠期合約			第3層	貼現現金流法及折讓率 (附註)	折讓率大幅上升，導致公平值大幅下跌，反之亦然。

Notes: The Group has an obligation to dispose of the indirect wholly-owned subsidiary which holds 16.67% equity interest in Yinghua in cash in the future. Such forward contract is classified as financial asset at FVTPL in accordance with HKFRS 9. Forward contract is calculated on a discounted cash flow approach with discount factor of 24.6% on agreed price of disposal of the indirect wholly-owned subsidiary which holds 16.67% equity interest in Yinghua.

There were no transfers between Level 1, 2 and 3 during the years.

### 44. 金融工具 (續)

#### 金融工具之公平值計量 (續)

本集團按照經常性基準按公平值計量之金融資產之公平值 (續)

附註：本集團有責任於未來出售持有英華房地產的16.67%股本權益的間接全資附屬公司以換取現金。有關遠期合約根據香港財務報告準則第9號分類為透過損益按公平值列賬的金融資產。遠期合約根據出售持有英華房地產16.67%股本權益的間接全資附屬公司的協定價格以24.6%的折讓因素按貼現現金流法計算。

於本年度，第一層、第二層及第三層間並無轉讓情況。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments (Continued)

#### Reconciliation of Level 3 fair value measurements

During the year ended 31 December 2018

		Equity instruments at FVTOCI 透過其他全面收入 按公平值列賬 之股本工具 HK\$ 港元	Financial assets at FVTPL 透過損益 按公平值列賬 之金融資產 HK\$ 港元
At 1 January 2018	於二零一八年一月一日	35,942,280	7,851,180
Purchase of equity investments at FVTOCI	購入透過其他全面收入按公平值列賬之股本工具	3,134,800	-
Unrealised loss in other comprehensive income	其他全面收入中未變現虧損	(12,705,867)	-
Unrealised loss in profit or loss	損益中未變現虧損	-	(1,200,000)
Exchange difference	匯兌差額	(117,741)	-
At 31 December 2018	於二零一八年十二月三十一日	26,253,472	6,651,180

During the year ended 31 December 2017

		Available- for-sale investments 可供出售投資 HK\$ 港元	Derivative financial instrument 衍生金融工具 HK\$ 港元
At 1 January 2017	於二零一七年一月一日	14,142,889	10,416,328
Unrealised loss in profit or loss	損益中未變現虧損	-	(2,837,217)
Exchange difference	匯兌差額	49,830	272,069
At 31 December 2017	於二零一七年十二月三十一日	14,192,719	7,851,180

### 44. 金融工具 (續)

#### 金融工具之公平值計量 (續)

#### 第三層公平值計量之對賬

於截至二零一八年十二月三十一日止年度

	Equity instruments at FVTOCI 透過其他全面收入 按公平值列賬 之股本工具 HK\$ 港元	Financial assets at FVTPL 透過損益 按公平值列賬 之金融資產 HK\$ 港元
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At 1 January 2018	於二零一八年一月一日	35,942,280	7,851,180
Purchase of equity investments at FVTOCI	購入透過其他全面收入按公平值列賬之股本工具	3,134,800	-
Unrealised loss in other comprehensive income	其他全面收入中未變現虧損	(12,705,867)	-
Unrealised loss in profit or loss	損益中未變現虧損	-	(1,200,000)
Exchange difference	匯兌差額	(117,741)	-
At 31 December 2018	於二零一八年十二月三十一日	26,253,472	6,651,180

於截至二零一七年十二月三十一日止年度

	Available- for-sale investments 可供出售投資 HK\$ 港元	Derivative financial instrument 衍生金融工具 HK\$ 港元
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At 1 January 2017	於二零一七年一月一日	14,142,889	10,416,328
Unrealised loss in profit or loss	損益中未變現虧損	-	(2,837,217)
Exchange difference	匯兌差額	49,830	272,069
At 31 December 2017	於二零一七年十二月三十一日	14,192,719	7,851,180

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments (Continued)

##### *Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis*

The directors of the Company estimate the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their fair values.

### 44. 金融工具 (續)

#### 金融工具之公平值計量 (續)

##### *本集團並非按照經常性基準 按公平值計量之金融資產及 金融負債之公平值*

本公司董事採用貼現現金流量分析估計按攤銷成本計量之金融資產及金融負債之公平值。

本公司董事認為，按攤銷成本列入綜合財務狀況報表之金融資產及金融負債之賬面值與其公平值相若。

# 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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### 45. 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.

		Amount due to a related company 應付一家 關連公司款項 HK\$ 港元	Obligations under finance leases 融資租賃 責任 HK\$ 港元	Bank borrowings 銀行借貸 HK\$ 港元	Total 總額 HK\$ 港元
At 1 January 2017	於二零一七年一月一日	11,958,974	419,069	61,343,200	73,721,243
Financing cash flows (note)	融資現金流量 (附註)	(11,453,683)	(245,772)	(3,172,644)	(14,872,099)
Finance costs	融資成本	778,046	8,882	1,722,244	2,509,172
At 31 December 2017	於二零一七年 十二月三十一日	1,283,337	182,179	59,892,800	61,358,316
Financing cash flows (note)	融資現金流量 (附註)	(920,221)	(184,329)	23,912,724	22,808,174
Finance costs	融資成本	94,696	2,150	3,001,532	3,098,378
At 31 December 2018	於二零一八年 十二月三十一日	457,812	-	86,807,056	87,264,868

Note: The cash flows in relation to repayments to a related company, repayments for obligations under finance leases and bank borrowings and finance costs.

附註：與向一家關連公司還款、融資租賃責任及銀行貸款還款相關的現金流量以及融資成本。

### 46. NON-CASH TRANSACTION

Under the Land Swap Transaction, the Committee compensated the Group with the land use rights located in Qingyuan and cash compensation in exchange of deposits for land use rights, certain construction in progress and certain land use rights during the year ended 31 December 2017. Details of which are set out in note 7.

### 45. 融資活動所產生負債的對賬

下表載列本集團來自融資活動的負債的變動詳情，包括現金及非現金變動。融資活動所產生的負債為現金流量或未來現金流量會於本集團綜合現金流量表中被分類為融資活動現金流量的負債。

### 46. 非現金交易

於截至二零一七年十二月三十一日止年度，根據土地置換交易，委員會以位於清遠的土地使用權及現金代價作為對本集團的補償，以交換土地使用權訂金、若干在建工程及若干土地使用權。詳情載於附註7。

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## 綜合財務報表附註

For the year ended 31 December 2018

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### 47. EVENT AFTER THE REPORTING PERIOD

On 28 March 2019, (i) Dream Class, (ii) Grand Prospects Finance International Limited (“Grand Prospects”), a wholly-owned subsidiary of the Company, (iii) Kwong Da Enterprises Limited (“Kwong Da”), a company which should acquire the entire issued share capital of a subsidiary of the Group, Star Rank Limited (“Star Rank”) which indirectly owns 16.67% of Yinghua pursuant to the exercise of put option by the Group on 24 July 2017, (iv) Kada Capital Investments Limited (“Kada”), a company which indirectly owns approximately 83.33% equity interest of Yinghua and (v) Mr. Lam Mau Tat (the “Guarantor”), the director of Kwong Da and Kada, entered into a confirmation deed to agree on a loan arrangement and the completion arrangement for the disposal of Star Rank to Kwong Da. Grand Prospects shall sign a loan agreement with Kada and the Guarantor to provide a 2-year loan bearing interest rate of 10.5% per annum to Kada with principal amount of not more than RMB21,953,589 (equivalent to approximately HK\$25,663,700). Upon signing of the loan agreement, the completion of the disposal shall take place and Dream Class shall cease to have control on Star Rank. The provision of loan by Grand Prospects is subject to shareholder’s approval of the Company as at the date of approval for issuance of these consolidated financial statements. Details of the disposal and the loan arrangement are disclosed in the announcement of the Company dated 28 March 2019.

### 47. 報告期後事項

於二零一九年三月二十八日，(i) Dream Class、(ii)華泰財務國際有限公司(「華泰」)(本公司之全資附屬公司)、(iii)坤達實業投資有限公司(「坤達」)(將收購本集團附屬公司Star Rank Limited(「Star Rank」)，根據本集團在二零一七年七月二十四日行使之認沽期權，其間接擁有英華房地產16.67%股權)之全部已發行股本)、(iv)匯金資本投資有限公司(「匯金」)(間接擁有英華83.33%權益之公司)及(v)坤達與匯金之董事林懋達先生(「擔保人」)訂立確認契據，以協定一項貸款安排及完成向坤達出售Star Rank之安排。華泰將與匯金及擔保人簽訂貸款協議，以向匯金提供一筆為期兩年之貸款，其本金金額不超過人民幣21,953,589元(相當於約25,663,700港元)，按年利率10.5%計息。於簽署貸款協議後，該出售事項將會完成，而Dream Class將不再對Star Rank有控制權。截至此等綜合財務報表批准刊發當日，華泰之貸款撥備尚待本公司股東批准。有關該出售事項及貸款安排之詳情已於本公司日期為二零一九年三月二十八日之公告中披露。

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## 綜合財務報表附註

For the year ended 31 December 2018

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### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the subsidiaries of the Company at 31 December 2018 and 2017.

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/registered share capital 實繳已發行/ 註冊股本	Effective percentage of issued share capital/ registered capital held by the Company 本公司所持已發行 股本/註冊資本 實際百分比		Principal activities 主要業務
			2018 二零一八年 %	2017 二零一七年 %	
Chung Tai Printing Holdings Limited 中大印刷集團有限公司	BVI 英屬處女群島	HK\$10,000 ordinary 10,000港元普通股	100	100	Investment holding 投資控股
Chung Tai Printing Company Limited 中大印刷有限公司	Hong Kong 香港	HK\$1,000 ordinary HK\$500,000 deferred non-voting 1,000港元普通股 500,000港元 無投票權遞延股	100	100	Investment holding 投資控股
深圳精準檢測技術有限公司 (note 1) (附註1)	The PRC 中國	RMB1,000,000 registered capital 人民幣1,000,000元 註冊資本	100	100	Testing of printing products 印刷品檢測
錦翰印刷(深圳)有限公司 (note 1) (附註1)	The PRC 中國	HK\$30,000,000 registered capital 30,000,000港元 註冊資本	100	100	Label and paper products printing 標籤及紙製品印刷
Chung Tai Printing (China) Company Limited 中大印刷(中國)有限公司	Hong Kong 香港	HK\$1,000 ordinary HK\$10,000 deferred non-voting 1,000港元普通股 10,000港元 無投票權遞延股	100	100	Trading of label, packaging and paper products and printing products 買賣標籤、包裝和 紙製品及印刷品
Chung Tai Smart Labelling Company Limited 中大標籤科技有限公司	Hong Kong 香港	HK\$1 1港元	100	100	Trading of label and printing products 買賣標籤及印刷品

### 48. 主要附屬公司之詳情

本公司附屬公司於二零一八年及二零一七年十二月三十一日之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/registered share capital 實繳已發行/ 註冊股本	Effective percentage of issued share capital/ registered capital held by the Company 本公司所持已發行 股本/註冊資本 實際百分比		Principal activities 主要業務
			2018 二零一八年 %	2017 二零一七年 %	
Chung Tai Printing Holdings Limited 中大印刷集團有限公司	BVI 英屬處女群島	HK\$10,000 ordinary 10,000港元普通股	100	100	Investment holding 投資控股
Chung Tai Printing Company Limited 中大印刷有限公司	Hong Kong 香港	HK\$1,000 ordinary HK\$500,000 deferred non-voting 1,000港元普通股 500,000港元 無投票權遞延股	100	100	Investment holding 投資控股
深圳精準檢測技術有限公司 (note 1) (附註1)	The PRC 中國	RMB1,000,000 registered capital 人民幣1,000,000元 註冊資本	100	100	Testing of printing products 印刷品檢測
錦翰印刷(深圳)有限公司 (note 1) (附註1)	The PRC 中國	HK\$30,000,000 registered capital 30,000,000港元 註冊資本	100	100	Label and paper products printing 標籤及紙製品印刷
Chung Tai Printing (China) Company Limited 中大印刷(中國)有限公司	Hong Kong 香港	HK\$1,000 ordinary HK\$10,000 deferred non-voting 1,000港元普通股 10,000港元 無投票權遞延股	100	100	Trading of label, packaging and paper products and printing products 買賣標籤、包裝和 紙製品及印刷品
Chung Tai Smart Labelling Company Limited 中大標籤科技有限公司	Hong Kong 香港	HK\$1 1港元	100	100	Trading of label and printing products 買賣標籤及印刷品



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## 綜合財務報表附註

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### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

### 48. 主要附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/registered share capital 實繳已發行/註冊股本	Effective percentage of issued share capital/ registered capital held by the Company 本公司所持已發行股本/註冊資本實際百分比		Principal activities 主要業務
			2018 二零一八年 %	2017 二零一七年 %	
Chung Tai Printing (International) Company Limited 中大印刷(國際)有限公司	Hong Kong 香港	HK\$1 ordinary 1港元普通股	100	100	Investment holding 投資控股
中星中大印刷(深圳)有限公司 (note 1) (附註1)	The PRC 中國	HK\$98,000,000 registered capital 98,000,000港元 註冊資本	100	100	Label, packaging and paper products printing 標籤、包裝及紙製品印刷
Delight Source Limited 亮燃有限公司	Hong Kong 香港	HK\$200,000 ordinary 200,000港元普通股	100	100	Trading of printing products 買賣印刷產品
Profit Link Investment Limited 中大投資管理有限公司	Hong Kong 香港	HK\$100 ordinary HK\$2 deferred non-voting 100港元普通股 2港元 無投票權遞延股	100	100	Property investment 物業投資
New Box Mini Storage Limited 中大迷你倉有限公司	Hong Kong 香港	HK\$100 ordinary HK\$2 deferred non-voting 100港元普通股 2港元 無投票權遞延股	100	100	Provision of mini storage services 提供迷你倉儲存服務
Star Entertainment (Universe) Limited 星娛樂(環宇)有限公司	Hong Kong 香港	HK\$1 Ordinary 1港元普通股	100	100	Provision of artistes management and music licensing services and sales of music albums 提供藝人管理及音樂特許服務及銷售音樂唱片

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## 綜合財務報表附註

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### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

### 48. 主要附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/registered share capital 實繳已發行/ 註冊股本	Effective percentage of issued share capital/ registered capital held by the Company 本公司所持已發行 股本/註冊資本 實際百分比		Principal activities 主要業務
			2018 二零一八年 %	2017 二零一七年 %	
Neway Smart Technology (International) Company Limited 中星智能科技(國際)有限公司	Hong Kong 香港	HK\$10,000 ordinary 10,000港元普通股	100	100	RFID printing products and RFID label 無線射頻印刷產品及 無線射頻標籤
Neway Star Limited 新時代星工廠有限公司	Hong Kong 香港	HK\$10,000 ordinary 10,000港元普通股	100	100	Provision of music licensing services, sales of music albums and investment holding 提供音樂特許服務、 銷售音樂唱片及 投資控股
Neway Star Artiste Management Limited 新時代藝員管理有限公司	Hong Kong 香港	HK10,000 ordinary 10,000港元普通股	100	100	Provision of artistes management services 提供藝人管理服務
Showtimes (Asia) Limited 演藝時代(亞洲)有限公司	Hong Kong 香港	HK\$1 ordinary 1港元普通股	100	100	Organisation of concerts and shows 籌辦演唱會及表演
Kingbay Investments Limited 始昇投資有限公司	Hong Kong 香港	HK\$1 ordinary 1港元普通股	100	100	Securities trading 買賣證券

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## 綜合財務報表附註

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### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

### 48. 主要附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/registered share capital 實繳已發行/ 註冊股本	Effective percentage of issued share capital/ registered capital held by the Company 本公司所持已發行 股本/註冊資本 實際百分比		Principal activities 主要業務
			2018 二零一八年 %	2017 二零一七年 %	
Fruitful Global Co., Limited 豐蒼國際有限公司	Hong Kong 香港	HK\$1 ordinary 1港元普通股	100	100	Trading of printing products 買賣印刷品
Grand Prospects 華泰	Hong Kong 香港	HK\$100,000 ordinary 100,000港元普通股	100	100	Money lending 放貸
Supreme Cycle	BVI 英屬處女群島	US\$1 ordinary 1美元普通股	100	100	Property investment 物業投資
上海中星富達融資租賃有限公司 (note 1) (附註1)	The PRC 中國	US\$20,000,000 registered capital 20,000,000美元 註冊資本	100	100	Financial leasing 融資租賃
Zhongxing Guosheng (note 2) 中星國盛 (附註2)	The PRC 中國	RMB2,000,000 registered capital 人民幣2,000,000元 註冊資本	100	100	Investment holding 投資控股
Zhongqing (note 2) 中清 (附註2)	The PRC 中國	RMB2,000,000 registered capital 人民幣2,000,000元 註冊資本	60	60	Property development 物業發展

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## 綜合財務報表附註

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### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

### 48. 主要附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/registered share capital 實繳已發行/註冊股本	Effective percentage of issued share capital/ registered capital held by the Company 本公司所持已發行股本/註冊資本實際百分比		Principal activities 主要業務
			2018 二零一八年 %	2017 二零一七年 %	
中星嘉盛信息諮詢(深圳)有限公司 (note 1) (附註1)	The PRC 中國	RMB1,000,000 人民幣1,000,000元	100	100	Investment holding 投資控股
Takara Global Development Limited 皓天環球發展有限公司	Hong Kong 香港	HK\$1 ordinary 1港元普通股	100	100	Gaming distribution 遊戲分銷
中星皓天科技(深圳)有限公司 (Note 1) (附註1)	The PRC 中國	HK\$5,000,000 registered capital 5,000,000港元 註冊資本	100	100	Design, research and development of multi-media technology 多媒體技術的設計、 研究及開發

*Notes:*

- (1) These subsidiaries are wholly foreign owned enterprises in the PRC.
- (2) These subsidiaries are domestic-invested enterprises established in the PRC.

The operations of all subsidiaries are carried out principally in Hong Kong and the PRC.

Except for Chung Tai Printing Holdings Limited, which is directly owned by the Company, all other subsidiaries are indirectly owned by the Company.

*附註:*

- (1) 該等附屬公司乃中國之外商獨資企業。
- (2) 該等附屬公司乃於中國成立之內資企業。

所有附屬公司的業務主要於香港及中國進行。

除中大印刷集團有限公司由本公司直接擁有外，所有其他附屬公司由本公司間接擁有。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

The above table only includes those subsidiaries which, in the opinion of the directors of the Company, principally affected the results of the Group for the year or formed a substantial portion of the net assets of the Group. To give details of all subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length. The deferred non-voting shares, which are not held by the Group, practically carry no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of the relevant companies or to participate in any distribution on winding up.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the years.

The table below shows details of non-wholly-owned subsidiaries of the Group that have non-controlling interests:

Name of subsidiaries 附屬公司名稱	Place of establishment and principal place of business 成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持擁有權權益及投票權之比例		Loss allocated to non-controlling interests 分配至非控股權益之虧損		Accumulated non-controlling interests 累計非控股權益	
		2018 二零一八年	2017 二零一七年	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元	2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Zhongqing 中清	The PRC 中國	40%	40%	(299,862)	(194,578)	(2,300,887)	(1,263,425)
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益之個別不重大附屬公司				(2,084)	(1,129)	(449,544)	(447,460)
				(301,946)	(195,707)	(2,750,431)	(1,710,885)

### 48. 主要附屬公司之詳情 (續)

上表僅包括本公司董事認為主要影響本集團本年度業績或構成本集團淨資產主要部分的附屬公司。董事認為詳述所有附屬公司將導致資料過於冗長。無投票權遞延股（非由本集團持有）實質上並無附有權利獲派股息及接收有關公司之股東大會通告或出席任何股東大會或於會上投票，或於清盤時參與任何分派。

附屬公司於年終或年內任何時間概無任何尚未償還之債務證券。

下表顯示本集團擁有非控股權益之非全資附屬公司詳情：



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Summarised financial information for the year ended 31 December 2018 and 2017 in respect of the Group's subsidiaries that have material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

#### Zhongqing

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Non-current assets	非流動資產	15,965	9,894
Current assets	流動資產	44,410,619	43,118,675
Current liabilities	流動負債	(55,517,709)	(51,626,039)
<b>Total equity</b>	<b>權益總額</b>	<b>(11,091,125)</b>	(8,497,470)
Equity attributable to owners of the Company	本公司擁有人應佔權益	(6,654,675)	(5,098,482)
Non-controlling interests of Zhongqing	中清非控股權益	(4,436,450)	(3,398,988)
		<b>(11,091,125)</b>	(8,497,470)
Expenses	開支	(749,655)	(486,446)
Loss for the year	本年虧損	(749,655)	(486,446)
Other comprehensive (expense) income for the year	本年其他全面(開支)收入	(1,844,000)	2,562,861
<b>Total comprehensive (expense) income for the year</b>	<b>本年全面(開支)收入總額</b>	<b>(2,593,655)</b>	2,076,415

### 48. 主要附屬公司之詳情 (續)

本集團擁有重大非控股權益之附屬公司截至二零一八年及二零一七年十二月三十一日止年度之財務資料概要載列如下。以下財務資料概要指未作出集團內公司間撇銷前之金額。

#### 中清

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

#### Zhongqing (Continued)

### 48. 主要附屬公司之詳情 (續)

#### 中清(續)

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Loss for the year since acquisition attributable to	以下人士應佔自收購以來本年虧損		
– owners of the Company	– 本公司擁有人	<b>(449,793)</b>	(291,868)
– non-controlling interests of Zhongqing	– 中清非控股權益	<b>(299,862)</b>	(194,578)
Loss for the year	本年虧損	<b>(749,655)</b>	(486,446)
Other comprehensive (expense) income for the year attributable to	以下人士應佔本年其他全面(開支)收入		
– owners of the Company	– 本公司擁有人	<b>(1,106,400)</b>	1,537,717
– non-controlling interests of Zhongqing	– 中清非控股權益	<b>(737,600)</b>	1,025,144
Other comprehensive (expense) income for the year	本年其他全面(開支)收入	<b>(1,844,000)</b>	2,562,861
Total comprehensive (expense) income for the year attributable to	以下人士應佔自收購以來本年全面(開支)收入總額		
– owners of the Company	– 本公司擁有人	<b>(1,556,193)</b>	1,245,849
– non-controlling interests of Zhongqing	– 中清非控股權益	<b>(1,037,462)</b>	830,566
Total comprehensive (expense) income for the year	本年全面(開支)收入總額	<b>(2,593,655)</b>	2,076,415

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

#### 48. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

##### Zhongqing (Continued)

#### 48. 主要附屬公司之詳情 (續)

##### 中清(續)

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
Net cash outflow from operating activities	經營業務現金流出淨額	<b>(824,778)</b>	(654,667)
Net cash inflow from financing activities	融資活動現金流入淨額	<b>843,074</b>	735,090
Net cash inflow	現金流入淨額	<b>18,296</b>	80,423
Dividend paid to non-controlling shareholder of Zhongqing	已付中清非控股股東股息	-	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 49. 本公司財務狀況表

		2018 二零一八年 HK\$ 港元	2017 二零一七年 HK\$ 港元
<b>Assets</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	42,671,967	42,671,967
Amounts due from subsidiaries	應收附屬公司款項	758,453,145	755,767,407
		<b>801,125,112</b>	798,439,374
<b>Current assets</b>	<b>流動資產</b>		
Other receivables, deposits and prepayments	其他應收款項、訂金及預付款項	209,526	289,785
Loans to joint ventures	給予合營公司之貸款	50,000	50,000
Bank balances and cash	銀行結餘及現金	15,754,704	24,447,822
		<b>16,014,230</b>	24,787,607
<b>Liabilities</b>	<b>負債</b>		
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables and accrued charges	其他應付款項及應計費用	755,154	890,154
Amounts due to subsidiaries	應付附屬公司款項	56,286,425	47,843,340
		<b>57,041,579</b>	48,733,494
<b>Net current liabilities</b>	<b>流動負債淨額</b>	<b>(41,027,349)</b>	(23,945,887)
<b>Total assets less total liabilities</b>	<b>總資產減總負債</b>	<b>760,097,763</b>	774,493,487
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	2,536,395	2,536,395
Reserves (note)	儲備 (附註)	757,561,368	771,957,092
<b>Total equity</b>	<b>權益總額</b>	<b>760,097,763</b>	774,493,487

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

Note:

#### Reserves

		Share premium 股份溢價 HK\$ 港元	Capital redemption reserve 資本贖回儲備 HK\$ 港元	Contributed surplus 實繳盈餘 HK\$ 港元	Reorganisation reserve 重組儲備 HK\$ 港元	Retained profits 保留盈利 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2017	於二零一七年一月一日	368,949,127	62,400	103,571,033	19,782,427	281,497,395	773,862,382
Loss and total comprehensive expense for the year	本年虧損及全面開支總額	-	-	-	-	(1,905,290)	(1,905,290)
At 31 December 2017	於二零一七年十二月三十一日	368,949,127	62,400	103,571,033	19,782,427	279,592,105	771,957,092
Adjustments arising from initial application of HKFRS 9	首次應用香港財務報告準則 第9號產生的調整	-	-	-	-	(16,557,674)	(16,557,674)
At 1 January 2018 (restated)	於二零一八年一月一日 (經重列)	368,949,127	62,400	103,571,033	19,782,427	263,034,431	755,399,418
Profit and total comprehensive income for the year	本年溢利及全面收入總額	-	-	-	-	2,161,950	2,161,950
At 31 December 2018	於二零一八年十二月三十一日	368,949,127	62,400	103,571,033	19,782,427	265,196,381	757,561,368

Note: As at 1 January 2018, non-current amounts due from subsidiaries of HK\$650,269,186 is classified as financial assets at amortised cost and are assessed on 12m ECL basis as there had been no significant increase in credit risk since initial recognition. As at 1 January 2018, the management estimated credit loss allowance to be HK\$6,502,692 and has been recognised against retained profits.

As at 1 January 2018, non-current amounts due from subsidiaries of HK\$105,498,221 are not held for the purpose of cash flows that are solely payments of principal and interest on the principal amount outstanding. Accordingly, the balance is reclassified as financial assets at FVTPL from financial assets at amortised cost upon application of HKFRS on 1 January 2019 and fair value loss of HK\$10,054,982 has been recognised against retained profits.

There is no material impact upon application of HKFRS 15 on 1 January 2018.

### 49. 本公司財務狀況表 (續)

附註:

#### 儲備

附註: 於二零一八年一月一日, 應收附屬公司的非流動款項650,269,186港元分類為按攤銷成本計量之金融資產, 並按十二個月預期信貸虧損基準評估, 因為自初步確認後信貸風險並無顯著增加。於二零一八年一月一日, 管理層估計信貸虧損撥備為6,502,692港元, 並已確認為保留溢利。

於二零一八年一月一日, 應收附屬公司的非流動款項105,498,221港元並非作為純粹為支付本金及尚未償還本金之利息之現金流量持有。因此, 於二零一九年一月一日應用香港財務報告準則後, 結餘從按攤銷成本計量之金融資產重新分類為透過損益按公平值列賬計量之金融資產, 公平值虧損10,054,982港元已確認為保留溢利。

於二零一八年一月一日應用香港財務報告準則第15號並無重大影響。



## Principal Properties 主要物業

At 31 December 2018

於二零一八年十二月三十一日

### A. INVESTMENT PROPERTIES

### A. 投資物業

Location 地點	Group's effective interest in the properties 本集團於物業中之實際權益	Approximate gross floor area 概約總樓面面積 (sq. m) (平方米)	Usage 用途	Category of lease 租約類別
Lot. No. 5378 IN D.D.51, G/F-2/F, 4/F, Chung Tai Printing Group Building No. 11 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong 香港新界粉嶺安樂工業村業暢街11號 中大印刷集團大廈丈量約分51號 地段5378號、地下至2樓及4樓	100%	4,859	Industrial 工業	Medium-term lease 中期租約
Yuen Long Town Lot No. 292, Units 21, 22, 23, 41 and 77 of 1/F and the whole of 3/F, Hop Yick Commercial Centre (Phase I), No. 33 Hop Choi Street, Yuen Long, New Territories, Hong Kong 香港新界元朗合財街33號 合益商業中心(一期)一樓之21、22、 23、41及77號單位及三樓全層 元朗市地段292號	100%	1,063.82	Commercial 商業	Medium-term lease 中期租約
No. 1801, 15th floor, Block 4, Yard 89, 89 Jianguo Road, Chaoyang District, Beijing, the PRC 中國北京朝陽區建國路89號 89號院4號樓15層1801室	100%	175.66	Commercial 商業	Medium-term lease 中期租約

## Principal Properties 主要物業

At 31 December 2018

於二零一八年十二月三十一日

### B. PROPERTIES UNDER DEVELOPMENT FOR SALE

### B. 待售發展中物業

Location 地點	Group's effective interest in the properties 本集團於物業中 之實際權益	Approximate site area 概約地盤面積 (sq. m) (平方米)	Usage 用途	Category of lease 租約類別
Two parcels of land designated located at Lot No. B19001-1*1 and No. B19001-2*1 of Villagers Committee of Lian Tang Village, Dong Cheng Sub-district Office, Qingcheng District, Qingyuan City, the PRC 位於中國清遠市清城區東城街辦事處蓮塘村民委員會之兩幅土地（地段編號第B19001-1*1號及第B19001-2*1號）	60%	3,406.67	Commercial and Residential 商業及住宅	Medium-term lease 中期租約

# Financial Summary

## 財務概要

### RESULTS

### 業績

		For the year ended 31 March 2014	For the period from 1 April 2014 to 31 December 2014	2015	For the year ended 31 December 截至十二月三十一日止年度		2018*
		截至 二零一四年 三月三十一日 止年度 HK\$'000 千港元	二零一四年 四月一日至 二零一四年 十二月三十一日 止期間 HK\$'000 千港元	二零一五年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一八年* HK\$'000 千港元
Revenue	收益	613,269	419,513	521,256	562,911	515,534	592,626
(Loss) profit before taxation	除稅前(虧損)溢利	(20,531)	(79,577)	(68,269)	86,724	52,092	(35,220)
Taxation	稅項	(1,219)	734	726	(12,720)	(4,142)	(3,004)
(Loss) profit for the year	本年(虧損)溢利	(21,750)	(78,843)	(67,543)	74,004	47,950	(38,224)
Attributable to:	以下人士應佔:						
Owners of the Company	本公司擁有人	(21,016)	(78,637)	(67,262)	74,206	48,146	(37,922)
Non-controlling interests	非控股權益	(734)	(206)	(281)	(202)	(196)	(302)
		(21,750)	(78,843)	(67,543)	74,004	47,950	(38,224)

### ASSETS AND LIABILITIES

### 資產及負債

		As at 31 March 2014	2014	2015	As at 31 December 於十二月三十一日		2018*
		於 二零一四年 三月三十一日 HK\$'000 千港元	二零一四年 HK\$'000 千港元	二零一五年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一八年* HK\$'000 千港元
Total assets	資產總值	897,928	940,561	1,004,702	1,116,246	1,206,500	1,157,108
Total liabilities	負債總額	(125,160)	(119,165)	(157,626)	(202,412)	(196,987)	(229,826)
Total equity	權益總額	772,768	821,396	847,076	913,834	1,009,513	927,282
Equity attributable to owners of the Company	本公司擁有人 應佔權益	772,880	821,636	848,461	916,374	1,011,224	930,032
Non-controlling interests	非控股權益	(112)	(240)	(1,385)	(2,540)	(1,711)	(2,750)
		772,768	821,396	847,076	913,834	1,009,513	927,282

\* The amounts for the year ended 31 December 2018 were presented upon the application of HKFRS 9 and HKFRS 15, which the comparative financial information was not restated.

\* 於截至二零一八年十二月三十一日止年度之金額於應用香港財務報告準則第9號及香港財務報告準則第15號後呈列，其比較財務資料並無經重列。

**Neway Group Holdings Limited**  
**中星集團控股有限公司**

Chung Tai Printing Group Building, 11 Yip Cheong Street,  
On Lok Tsuen, Fanling, N.T., H.K.

香港新界粉嶺安樂工業村業暢街11號中大印刷集團大廈

Tel 電話: (852) 2669 6111 Fax 傳真: (852) 2677 6556

Website 網址: [www.newaygroup.com.hk](http://www.newaygroup.com.hk)

