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Corporate Information

公司資料

EXECUTIVE DIRECTORS

Mr. Ho Tsu Kwok, Charles (*Chairman*)
Mr. Siu Sai Wo (*Chief Executive Officer*)
Mr. Ho Kent Ching Tak
Mr. Jia Hongping
Mr. Lau Chung Man, Louis
Mr. Lo Wing Hung

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Judy Chan
Ms. Ho Chiu King, Pansy Catilina
Mr. King Richard Yun Zing
Mr. Lee Cho Jat

QUALIFIED ACCOUNTANT

Mr. Lau Chung Man, Louis

COMPANY SECRETARY

Ms. Ip Ka Yee

AUTHORISED REPRESENTATIVES

Mr. Siu Sai Wo
Ms. Ip Ka Yee

PLACE OF INCORPORATION

Bermuda

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL OFFICE IN HONG KONG

Sing Tao News Corporation Building
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Tseung Kwan O, New Territories
Hong Kong

AUDITOR

Ernst & Young
Certified Public Accountants
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1 Tim Mei Avenue
Central
Hong Kong

執行董事

何柱國先生(主席)
蕭世和先生(行政總裁)
何正德先生
賈紅平先生
劉仲文先生
盧永雄先生

獨立非執行董事

陳芳女士
何超瓊女士
金元成先生
李祖澤先生

合資格會計師

劉仲文先生

公司秘書

葉嘉儀女士

授權代表

蕭世和先生
葉嘉儀女士

註冊成立地點

百慕達

註冊辦事處

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Hamilton HM 11
Bermuda

香港總辦事處

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將軍澳工業邨
駿昌街7號
星島新聞集團大廈

核數師

安永會計師事務所
執業會計師
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BERMUDA LEGAL ADVISER

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Central
Hong Kong

百慕達法律顧問

Conyers Dill & Pearman
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交易廣場第1期29樓

**PRINCIPAL SHARE REGISTRAR AND
TRANSFER OFFICE**

MUFG Fund Services (Bermuda) Limited
4th floor, North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4th floor, North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

**HONG KONG BRANCH SHARE REGISTRAR AND
TRANSFER OFFICE**

Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

PRINCIPAL BANKERS

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

主要往來銀行

渣打銀行(香港)有限公司
香港上海滙豐銀行有限公司

STOCK CODE

1105

股份代號

1105

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Chairman's Statement

主席報告

Hong Kong went through a difficult year in 2019. The economy decelerated in the first half amid sluggish global economic growth and elevated US-Mainland trade tensions, only to worsen sharply in the second half as the repeated social incidents brought many economic activities to a standstill. The labour market came under pressure with the deterioration in economic conditions in the second half. The local stock market exhibited considerable volatility in 2019, while the property market quietened visibly since June. Overall, the Hong Kong economy entered recession in 2019 and experienced its first annual contraction since a decade ago.

Against this bleak economic backdrop, the Hong Kong advertising market saw a decline of 8% in 2019. According to admanGo, all media categories (with the exception of mobile and social) experienced negative growth, especially in the second half. The newspaper and outdoor categories' declines were the most severe on record, and the radio category saw its first drop on record. Given these industry circumstances, the Group was not immune from the difficulties and the 2019 results were adversely affected.

Despite the depressing market conditions, the Group remained resolute and continued to focus on its core businesses. The Group maintained its lead in the print media market, including Chinese and English newspapers, magazines and recruitment publications. In each of these media segments, the Group was committed to providing excellent content and high added-value services to our readers and advertisers, to continue to be their media of choice. In 2019, Headline Daily remained as the number 1 newspaper in Hong Kong as well as the most cost-effective print advertising medium, while Sing Tao Daily enjoyed consistent growth in circulation with readership reaching a recent year high. The Standard was able to buck the trend and improved its profitability, while the Magazine unit made further progress in achieving a sustainable business model. Meanwhile, the Group continued to invest in new media businesses which have generated growth in revenue.

On 1 and 5 November 2019, it was announced that preliminary discussions were being held with an independent potential purchaser regarding, amongst others, a possible sale of an interest in the Company, and monthly update announcements have been made thereafter to keep shareholders informed. Please refer to the relevant section in the "Report of the Directors" of this annual report for details.

香港於二零一九年經歷困難的一年。隨著環球經濟增長偏軟及美國與內地貿易摩擦升溫，本港上半年經濟出現放緩的情況，下半年更因持續不斷的社會事件導致經濟活動冷卻而進一步減弱。勞工市場於下半年經濟情況惡化時承受的壓力增加，年內本地股票市場出現大幅波動，地產市場自六月起明顯轉趨淡靜。總體而言，香港經濟於二零一九年步入衰退，是十年來首次錄得年度收縮。

在經濟黯淡的形勢下，香港廣告市場於二零一九年下跌8%。根據admanGo的統計，除流動廣告及社交媒體外，其他所有媒體類別均出現負增長，尤以下半年為甚。報章及戶外媒體錄得有記錄以來最大的跌幅，廣播媒體首次錄得下跌。業內形勢嚴峻，本集團亦未能倖免，二零一九年的業績因此大受影響。

儘管市況艱難，本集團依然堅定不移，專注經營其核心業務。本集團繼續保持其於印刷媒體市場的領先地位，無論在中文報章、英文報章、雜誌及招聘刊物等媒體範疇，均致力為讀者及廣告客戶提供精彩的內容和高增值服務，持續成為他們的首選媒體。於二零一九年，《頭條日報》仍然穩佔香港第一報章之位，提供最具成本效益的印刷媒體廣告平台。《星島日報》的發行量穩步上揚，讀者人數更創近年新高。《英文虎報》在市場一片低潮下仍能提升其盈利能力，而雜誌業務在建立可持續發展的業務模式取得進一步成功。與此同時，本集團繼續投資新媒體業務，帶來收入增長。

本公司於二零一九年十一月一日及五日公佈，正與一位獨立潛在買家就(包括)可能出售本公司之權益進行初步階段磋商，其後亦每月作出公告，向股東提供更新資料。詳情請參考本年報「董事會報告」中之相關部份。

Entering 2020, the spread of the novel coronavirus infection has become a new cause for deep concern. The disruption to economic activities and damage on economic sentiment will exert downward pressure on the global and local economy, increasing the probability of another year of economic contraction in Hong Kong. However, we must respond to the challenges with determination, vision and prudence. The Group will stay strong on its competitive edge and remain committed as a provider of high-quality media platforms. Given our strengths built over the years, we are confident that we can overcome the challenges and turn crises into opportunities.

Taking this opportunity, I would like to thank our directors, management and staff for their dedication and hard work, as well as our advertisers, readers and shareholders for their continuing support.

Ho Tsu Kwok, Charles

Chairman

Hong Kong, 30 March 2020

踏入二零二零年，新型冠狀病毒的蔓延已成為新一項嚴重憂慮。疫情對經濟活動的打擊和對經濟信心造成的損害，將會對全球及本地經濟構成下行壓力，增加香港再次出現全年經濟衰退的可能。但我們務必秉持堅定的決心和明確的理念，目光放遠，靈活部署，沉著應對各項挑戰。本集團立足自身優勢，繼續致力提供高水準的媒體平台，憑藉我們多年來建立及累積的實力，定能弘濟時艱，化危為機。

本人藉此機會感謝各董事、管理層及員工的貢獻和辛勤工作，以及各廣告客戶、讀者和股東一直以來的支持。

何柱國

主席

香港，二零二零年三月三十日

Major Events of the Year 年度大事紀要



「2019年傑出領袖選舉」榮幸邀得周松崗爵士擔任評審委員會主席，連同陳永棋先生、陳南祿先生、蔡元雲醫生、梁君彥先生、李國章教授、李國棟醫生及徐立之教授擔任評審委員，從「工商/金融」、「社區/公共事務/環境保育」、「教育/專業/科技及創新」、「體育/文化/演藝」及「青年企業家」五個組別選出傑出領袖。頒獎典禮因新型冠狀病毒疫情影響延期舉行。

The winners of the five categories of "Leader of the Year 2019", namely Commerce & Industry / Finance, Community / Public Affairs / Environment & Conservation, Education / Professions / Technology & Innovation, Sports / Culture / Performing Arts and Young Entrepreneur, have been selected by the judging panel chaired by Sir CK Chow and comprising Mr. Chan Wing-kee, Mr. Philip Chen Nan-lok, Dr. Choi Yuen-wan, Honourable Andrew Leung, Professor Arthur Li Kwok-cheung, Dr. Donald Li and Professor Tsui Lap-chee. In view of the novel coronavirus outbreak, the award presentation ceremony has been rescheduled.



為慶祝「中華人民共和國建國七十周年」，《星島日報》及《頭條日報》特別出版珍藏圖片集，以珍貴歷史圖片記錄中華人民共和國七十周年的歷程。《英文虎報》亦同時出版精美書冊，記載近代中國發展的七十年。

To commemorate the 70th anniversary of the People's Republic of China, Sing Tao Daily and Headline Daily published a special memorial photobook as a record of the country's journey over seven decades. At the same time, The Standard published "Standing Tall on the World Stage" to celebrate China's 70 years of development.

Major Events of the Year 年度大事紀要



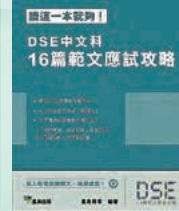
「星島第三十四屆全港校際辯論比賽」由《星島日報》及《英文虎報》合辦；另外，《星島日報》在「巴士的報」舉辦的第三屆「中國歷史校際精英問答比賽」擔任傳媒夥伴。

The "34th Sing Tao Inter-School Debating Competition" was jointly organised by Sing Tao Daily and The Standard; Sing Tao Daily also partnered with Bastille Post in the 3rd "Inter-School Chinese History Competition".



《星島日報》一向致力提供高質教育及升學資訊，涵蓋各種各樣入學指南及講座，服務幼稚園至大學學生。

Sing Tao Daily is committed to providing high-quality content in the education / student sector, covering a variety of practical guidebooks and seminars to serve students from kindergarten to university levels.



《英文虎報》亦積極舉辦連串教育及學生相關活動，包括「第四屆英文故事創作比賽暨第八屆英文寫作比賽」頒獎典禮、「國際學校教育展」及「幼兒教育展」。

The Standard was also active in organising a number of events in the education / student sector, including the "4th Story Writing Competition and 8th English Writing Competition" award ceremony, "International Schools Fair" and "Kindergarten Fair".



《親子王》連續第七年獲《Marketing Magazine》推選為「年度最佳雜誌」(親子育兒類別)。

Smart Parents was voted as Magazine of the Year (Local Parenting Magazine) by Marketing Magazine for the 7th consecutive year.

Major Events of the Year 年度大事紀要

於年內，《頭條日報》首次主辦「頭條No.1大獎2019」，又舉辦「冬遊嘉年華2019」及「No.1 汽車大獎2019」等活動，迎合市場需要。為慶祝創刊，除了「開心尋尋」及禮品換購外，《頭條日報》更出動雪糕車大派軟雪糕。

Headline Daily organised the first "Headline No.1 Awards 2019", as well as "Winter Tour Carnival 2019" and "No.1 Car Awards 2019". Its anniversary celebration included "Guess and Win Game", special gift redemption and ice-cream giveaways.



「頭條Jetso」應用程式為用戶帶來連串活動，包括「勁獎圍威喂」、《頭條日報》「生日三重賞」、「分類Jetso」及「全城著數大募集」；並榮獲「The Spark Awards 2019」兩項金獎，是全場唯一連奪兩項金獎的手機應用程式，及於「Mob-Ex Awards 2019」獲「Best App - News」銀獎。

根據牛津大學路透社新聞研究所發表的「數碼新聞報告2019」，《頭條日報》在報章類別繼續名列全港之冠。

Headline Daily "Jetso" app offered "Prizes for Everyone", Headline Daily's anniversary promotion, "Classified Jetso" and "Jetso of the Town". In "The Spark Awards 2019", Headline Daily "Jetso" app was the only mobile app awarded with two gold prizes. It also won the silver prize in "Best App - News" presented by "Mob-Ex Awards 2019".

According to the Digital News Report 2019 by The University of Oxford's Reuters Institute, Headline Daily was again ranked the top brand newspaper in Hong Kong.

除了「卓越僱主大獎2019」，《JobMarket求職廣場》亦舉辦了為畢業生提供升學資訊及投身職場之優質選擇的活動，包括「展翅高飛 - 青年升學及職業博覽2019」及「青雲有志優質企業招聘及嘉許計劃2019」。

In addition to "The Employer of Choice Award 2019", JobMarket also hosted events relating to graduate students to provide education information and promote job opportunities for them, including "The Higher Education & Youth Career Expo 2019" and "The Best Graduate Employers 2019".



Major Events of the Year 年度大事紀要



本集團旗下一站式親子及教育平台「Oh! 爸媽」於《Marketing Magazine》公佈的媒體報告中獲選2019「年度最佳親子數碼媒體」，並於「The Spark Awards 2019」頒獎禮中勇奪三項大獎。於年內，「Oh! 爸媽」籌辦多項嶄新活動包括「BB·孕婦嘉年華」及「幼小教育博覽」等。

Ohpama.com, the Group's one-stop parenting and education platform, was awarded "No.1 Parenting Digital Media of the Year" by Marketing Magazine's Media Report 2019, and won three awards in "The Spark Awards 2019". During the year, it organised a range of pioneering activities including "Expectant Mothers & BB Carnivals" and "Kindergarten and Primary Expo".

星島雜誌集團舉辦多項活動，包括《東周刊》的「傑出企業策略大獎2019」、「香港服務大獎2019」及第六屆「全港兒童繪畫分齡比賽」，而《Caz Buyer車買家》亦主辦「2019年度香港汽車及服務大獎」。

The Magazine unit organised a range of events including East Week's "Outstanding Corporate Strategy Awards 2019", "Hong Kong Service Awards 2019" and the 6th "Kids Drawing Contest", as well as Caz Buyer's "The Best of Cars 2019".



《星島日報》海外辦事處一直致力為各地華人服務，年內各個地區海外辦事處舉辦多項文化活動，與海外華人社區建立緊密的連繫。

Sing Tao Daily's overseas offices have been an integral part of overseas Chinese communities, and have been enthusiastic in organising various cultural activities, to foster a strong network with readers and advertisers.

Major Awards of the Year 年度主要獎項



Hong Kong News Awards 2019 2019 年香港最佳新聞獎

Best News Writing (Chinese) 最佳新聞寫作 (中文組)

- Winner: Sing Tao Daily
冠軍:《星島日報》
主題:收容無依生養死葬 李武凡有求必助
- 2nd Runner-up: Sing Tao Daily
季軍:《星島日報》
主題:港護內地拓舒緩治療 讓重病童一路好走

Best Scoop 最佳獨家新聞

- 1st Runner-up: Sing Tao Daily
亞軍:《星島日報》
主題:內地豬瘟引發本港豬肉危機
- 2nd Runner-up: Sing Tao Daily
季軍:《星島日報》
主題:披露新盤招標銷售欠透明 政府跟進出招規範化



Best Photograph (Sports) 最佳圖片 (體育組)

- 1st Runner-up: Sing Tao Daily
亞軍:《星島日報》
主題:力臂彎劍
- 2nd Runner-up: Sing Tao Daily
季軍:《星島日報》
主題:OH! My God

Best Young Reporter 最佳新人

- 1st Runner-up: Sing Tao Daily
亞軍:《星島日報》
主題:1. 器官捐贈宣傳呆板 新登記人數創新低
2. 海外醫生風雲系列
3. 豬肉食安系列



Best Photograph (News) 最佳圖片 (新聞組)

- 1st Runner-up: Headline Daily
亞軍:《頭條日報》
主題:大「磚」生
- 2nd Runner-up: Sing Tao Daily
季軍:《星島日報》
主題:實施蒙面法



Best Headline (English) 最佳標題 (英文組)

- 1st Runner-up: The Standard
亞軍:《英文虎報》
主題:Palace caught with pants down as gold toilet stolen

Best Business News Writing (Chinese) 最佳經濟新聞寫作 (中文組)

- Merit: Sing Tao Daily
優異:《星島日報》
主題:面世 20 年舉步維艱 創業板併主板成出路

"Focus At The Frontline 2018" Photo Contest 《前線·焦點 2018》新聞攝影比賽

Sports 體育組

- 1st Runner-up: Sing Tao Daily
亞軍:《星島日報》
主題:險象輪下



General News 一般新聞組

- 2nd Runner-up: Sing Tao Daily
季軍:《星島日報》
主題:大橋雄姿
- Honorable Mention: Sing Tao Daily
優異獎:《星島日報》
主題:燭光悼念陳瑞臨

Spot News 突發新聞組

- Honorable Mention: Sing Tao Daily
優異獎:《星島日報》
主題:山竹狂瀉



Major Awards of the Year 年度主要獎項



Consumer Rights Reporting Awards 2019 第十九屆消費權益新聞報道獎

Category : Press Photo
組別：新聞攝影

- Silver Award : Headline Daily
銀獎：《頭條日報》
主題：入表期限

The Society for News Design 40th Best of News Design Creative Competition 國際新聞設計協會 第四十屆世界最佳報章 設計創作大賽

Category : Special News Topics
組別：特別新聞題材類

- Award of Excellence : Sing Tao Daily
優秀獎：《星島日報》
主題：別有洞天



Reader's Digest Hong Kong Trusted Brand 2019 《讀者文摘》香港信譽品牌 2019

Finance & Media - Free Newspaper
金融和媒體類 — 免費報紙

- Gold : Headline Daily
金獎：《頭條日報》



The Spark Awards 2019 Best Use of App

- Gold : Headline Daily "Jetso" App
金獎：「頭條 Jetso」應用程式
主題：「頭條 Jetso」應用程式

Best Media Campaign - Mobile

- Gold : Headline Daily "Jetso" App
金獎：「頭條 Jetso」應用程式
主題：著數圍威喂送獎活動



Best Media Campaign - Social

- Gold : Ohpama.com
金獎：「Oh! 爸媽」
主題：數學思維教室「數學是咁的 2018」

Best Fast-Growing Media

- Silver : Ohpama.com
銀獎：「Oh! 爸媽」
主題：「Oh! 爸媽」強大資訊平台

Best Influential Media

- Bronze : Ohpama.com
銅獎：「Oh! 爸媽」
主題：「Oh! 爸媽」強大資訊平台



2018 HSUHK Business Journalism Awards 2018 恒大商業新聞獎

**Best Business News Series
Reporting (Text)**

最佳商業新聞系列報道獎 (文字組)

- Gold Award : Sing Tao Daily
金獎：《星島日報》
主題：港創科後後困局系列



Best Economic & Financial Policy News Reporting (Text)

最佳經濟及金融政策新聞報道獎 (文字組)

- Silver Award : Sing Tao Daily
銀獎：《星島日報》
主題：新經濟股路向系列

Mob-Ex Awards 2019

Best App - News

- Silver : Headline Daily "Jetso" App
銀獎：「頭條 Jetso」應用程式
主題：升級版「頭條 Jetso」應用程式



The Hong Kong O2O E-Commerce Federation 2019 O2O Award 香港 O2O 電子商務總會 2019 O2O 領先典範大獎

- Winner : Shimba Digital Limited
大獎：放閃網絡推廣有限公司
主題：「頭條 Jetso」應用程式

Asian Americans Advancing Justice Annual Awards 2019 亞美公義促進中心年度大獎 2019

Community Impact Award
社區影響力獎

- Winner : Sing Tao Daily Los Angeles Office
大獎：《星島日報》洛杉磯辦事處



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FINANCIAL RESULTS

The consolidated revenue of Sing Tao News Corporation Limited (the “Company”) and its subsidiaries (the “Group”) for the financial year ended 31 December 2019 (the “Year”) amounted to approximately HK\$1,262 million as compared with approximately HK\$1,432 million last year. Loss attributable to owners of the Company amounted to approximately HK\$23 million as compared with profit attributable to owners of the Company of approximately HK\$24 million last year.

Given the continued volatility and the unclear trend during the Year, the Group’s treasury investment has been conducted cautiously.

The board of directors of the Company (the “Board”) did not recommend the payment of final and special dividends for the Year. The Company paid the interim dividend of HK3.5 cents per ordinary share to shareholders on 24 September 2019.

FINANCIAL REVIEW

Liquidity, Financial Resources, Gearing Ratio and Charges on Group’s Assets

The Group maintained a strong financial position with a cash position throughout the Year. During the Year, the Group paid approximately HK\$31 million for deposits and purchases of items of property, plant and equipment. As at 31 December 2019, the Group had a cash balance of approximately HK\$480 million (31 December 2018: approximately HK\$528 million).

The gearing ratio, defined as long-term borrowings (including non-current lease liabilities) to equity, was 0.8% as at 31 December 2019 (31 December 2018: zero). As at 31 December 2019 and 2018, the Group did not pledge any asset.

Capital Structure, Exposure to Fluctuations in Exchange Rates

The Group adopts a prudent approach in managing its treasury function and uses different hedging methods to minimise the impact of foreign exchange fluctuations on its financial performance.

Contingent Liabilities

As at 31 December 2019, the Group did not have any contingent liability or claim which the directors of the Company (the “Directors”) considered to be material.

財務業績

截至二零一九年十二月三十一日止財政年度(「本年度」)，星島新聞集團有限公司(「本公司」)及其附屬公司(「本集團」)之綜合收入為約1,262,000,000港元，去年則約1,432,000,000港元。本公司擁有人應佔虧損為約23,000,000港元，去年本公司擁有人應佔溢利則約24,000,000港元。

有鑑於本年度內持續波動，亦並無清晰的趨勢，本集團的庫務投資已審慎進行。

本公司董事會(「董事會」)不建議就本年度派發末期及特別股息。本公司已於二零一九年九月二十四日向股東派發中期股息每股普通股3.5港仙。

財務回顧

流動資金、財務資源、資本負債比率及本集團資產抵押

於本年度，本集團之財務狀況維持穩健，全年保持現金狀況。於本年度內，本集團已就按金及購買物業、廠房和設備支付約31,000,000港元。於二零一九年十二月三十一日，本集團之現金結餘約480,000,000港元(二零一八年十二月三十一日：約528,000,000港元)。

於二零一九年十二月三十一日，資本負債比率(即長期借款與權益之比率(包括非流動租賃負債))為0.8%(二零一八年十二月三十一日：零)。於二零一九年及二零一八年十二月三十一日，本集團並無抵押任何資產。

資本結構、匯率波動風險

本集團審慎管理其司庫功能，並採用不同的對沖方法，務求將外匯波動對其財務表現造成之影響減至最低。

或然負債

於二零一九年十二月三十一日，本集團並無任何本公司董事(「董事」)認為屬重大的或然負債或索償。

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Significant Investments, Material Acquisitions and Disposals of Subsidiaries and Affiliated Companies

The Group did not have any significant investments, material acquisitions and disposals of subsidiaries and affiliated companies during the Year.

BUSINESS REVIEW

The Hong Kong economy sank into recession in 2019, with negative 1.2% growth which was the first annual decline since 2009. Decelerated growth in the first half amid an austere global economic environment worsened to sharp contractions in the third and fourth quarters as the local social incidents dealt a heavy blow to economic sentiment and consumption-related activities. In terms of Hong Kong's advertising market in 2019, what set out to be a relatively stable first half (with 1% year-on-year growth) turned downhill sharply with the second half reversing to a decline of 17%. According to admanGo, for 2019 as a whole, total advertising spending in Hong Kong dropped by 8% and all media categories including online (with the exception of social and mobile) experienced negative growth. Given this poor industry environment, the Group reported a decrease in consolidated revenue from approximately HK\$1,431.7 million in 2018 to approximately HK\$1,261.8 million in 2019, and consolidated loss attributable to owners of the Company of approximately HK\$22.7 million in 2019 as compared with consolidated profit of approximately HK\$24.2 million in 2018.

Newspapers

According to admanGo, the total newspaper advertising market suffered a 14% decline in 2019, with marked deteriorations in the second half as the continuous social incidents took its toll on Hong Kong's economic activities and consequently advertising spending.

Headline Daily continued to be Hong Kong's number 1 free newspaper, established as the industry leader in terms of circulation, readership and advertising. According to Ipsos Media Atlas 2019Q3 report, Headline Daily's average daily readership of 1,066,000 was the highest amongst all newspapers in Hong Kong. Headline Daily was the only Chinese free daily that did not record a drop in readership in this report. Read by 78% of total Chinese free newspaper readers, Headline Daily commanded a readership that was 28% more than the net total of the other three Chinese free newspapers combined, and remained as the only newspaper in Hong Kong with a readership of over one million. Although the overall free newspaper market recorded a 13% fall in advertising revenue in 2019, Headline Daily managed to

重大投資、重大收購及出售附屬公司及聯屬公司

本集團於本年度內並無任何重大投資、重大收購及出售附屬公司及聯屬公司。

業務回顧

於二零一九年，香港經濟步入衰退，錄得1.2%收縮，是二零零九年以來首次出現年度負增長。上半年環球經濟環境疲弱，增長放緩，其後第三、四季度由於本地社會事件嚴重打擊經濟氣氛及消費相關活動，形勢急劇轉差。香港廣告市場於二零一九年上半年相對平穩，錄得按年增長1%，但於下半年逆轉反錄得下跌17%。根據admanGo的統計，二零一九年全年，香港廣告總開支減少8%，所有媒體類別皆出現跌幅，當中包括網上媒體，惟社交媒體及流動廣告除外。鑒於行業環境欠佳，本集團的綜合收入由二零一八年約十四億三千一百七十萬港元下跌至二零一九年約十二億六千一百八十萬港元，本公司擁有人應佔綜合虧損於二零一九年為約二千二百七十萬港元，而二零一八年則錄得綜合溢利約二千四百二十萬港元。

報章

根據admanGo的統計，於二零一九年，整體報章廣告市場下跌14%，下半年明顯惡化，持續不斷的社會事件重挫香港經濟活動，廣告開支因而大幅被削。

《頭條日報》仍然穩踞香港第一免費報章之位，在發行量、讀者人數和廣告方面均領先業界。根據Ipsos Media Atlas二零一九年第三季的調查結果，《頭條日報》的平均每日讀者人數達1,066,000人，為香港各份報章之冠，亦是涵蓋在報告內之中文免費日報當中唯一沒有錄得讀者人數下跌的一份。《頭條日報》讀者人數佔中文免費報章讀者總人數的78%，較其他三份中文免費報章的讀者人數淨總和超出28%，並保持為香港唯一擁有讀者人數超過一百萬的報章。根據admanGo的統計，儘管二零一九年整體免費報章市場的廣告收入下跌13%，《頭條日報》仍能盡量減低其廣告收入跌幅，為各份中文免費日報之中最輕微。《頭條日報》繼續佔據最大的市場份額，在不同廣告類別領先其他香港報章，而在當中包括

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minimise its decrease which was the mildest among Chinese daily free newspapers (according to admanGo). Headline Daily continued to occupy the largest portion of the market and remained the market leader in a range of categories, while also recording growth in some of them including Property, Restaurants and Media. As the free newspaper most-recognised by advertisers and readers alike, Headline Daily was again ranked by The University of Oxford's Reuters Institute's Digital News Report 2019 as the top brand newspaper in Hong Kong. In addition, Headline Finance paper recorded a 4% growth in readership (according to Ipsos Media Atlas 2019Q3 report) and continued to be the most widely-read finance newspaper in Hong Kong.

Paid newspapers in Hong Kong saw a decline in advertising revenue of 14% in 2019, similar to free newspapers, with the second half being worse than the first half due to the negative impact of the social incidents which started in June. According to admanGo, paid newspapers' advertising revenue fell by 9% year-on-year in the first half of 2019, worsening to 19% year-on-year in the second half. All major paid newspapers saw a drop in advertising revenue in 2019 and Sing Tao Daily was not exempted from this blow on the market. On the other hand, the circulation sales and revenue of Sing Tao Daily increased in 2019, as it continued to enhance and diversify its content to satisfy readers' needs, such as in its Sports and Horseracing sections. Its dedication as a high-quality newspaper offering reliable and objective content won the support and loyalty of readers, especially those who increasingly looked to trustworthy media to keep them abreast of the social events. According to Ipsos Media Atlas 2019Q3 report, Sing Tao Daily increased its readership by 8%, the highest growth out of all Hong Kong newspapers. To provide the best value to its readers, Sing Tao Daily maintained its cover price at HK\$8 when all other paid newspapers have raised their prices in 2019. In addition, Smart Parents was again voted as the number 1 parenting magazine in Hong Kong by Marketing Magazine in 2019.

The Standard achieved satisfactory financial performance in 2019. According to Ipsos Media Atlas 2019Q3 report, readership of The Standard increased by 7%, one of the highest among all newspapers in that survey. It was also one of very few daily newspapers that recorded growth in advertising revenue in 2019, according to admanGo. It recorded a significant increase in Overseas Property which continued to be a major advertising category for The Standard. Government advertisements also increased substantially. With efforts on broadening its income base, coupled with initiatives on cost saving, The Standard managed to improve its profitability in 2019.

地產、餐廳和媒體等類別更錄得增長。《頭條日報》作為最受廣告客戶和讀者認同的免費報章，在牛津大學路透社新聞研究所發表的「數碼新聞報告2019」報章類別再次名列全港之冠。此外，《頭條財經報》繼續為全港讀者人數最多的財經報章，根據Ipsos Media Atlas二零一九年第三季的調查結果，其讀者人數錄得4%增長。

於二零一九年，香港收費報章的廣告收入下跌14%，與免費報章相若，下半年受到自六月開始的社會事件造成的負面影響因而尤其遜色。根據admanGo的統計，二零一九年上半年收費報章的廣告收入按年減少9%，下半年更惡化至按年下跌19%。各份主要收費報章的廣告收入均見下跌，《星島日報》亦不能倖免。另一方面，隨著《星島日報》為迎合讀者需求而持續提供更強及更多元化的內容，例如於其體育及馬經版，《星島日報》於二零一九年的發行銷售量和收入同告上升。作為一份致力為讀者提供可靠客觀內容的優質報章，《星島日報》持續獲得讀者擁戴和支持，尤其不少希望透過值得信賴的媒體緊貼社會事件。根據Ipsos Media Atlas二零一九年第三季的調查結果，《星島日報》的讀者人數上升8%，增幅為全港報章之冠。所有其他收費報章於二零一九年相繼加價，《星島日報》維持零售價八港元，為讀者帶來最高價值。另外，《親子王》於二零一九年再度獲《Marketing Magazine》選為香港第一的育兒雜誌。

《英文虎報》於二零一九年的財務表現理想。根據Ipsos Media Atlas二零一九年第三季的調查結果，《英文虎報》的讀者人數增加7%，為在此項調查中錄得最高升幅的報章之一。根據admanGo的統計，《英文虎報》亦是二零一九年少數錄得廣告收入增長的日報之一。海外地產廣告錄得可觀增長，為《英文虎報》其中主要廣告類別，而政府廣告亦有顯著增加。《英文虎報》憑著努力拓闊收入來源及控制開支，於二零一九年的盈利能力得以提高。

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In 2019, the overseas operations of Sing Tao Daily remained under pressure from the global economic slowdown and the industry's shift to digital media, which adversely affected advertising and circulation revenue. To mitigate against the negative impact on financial performance, restructuring of the overseas operations continued including rigorous measures to streamline work flow and control cost, while new income sources were opened up leveraging on the established market presence and reputation of the Sing Tao brand. Taking into account the overall overseas operational environment, in February 2020 Sing Tao Daily ceased its operations in Australia as part of a business adjustment to focus on segments with development potential.

Magazines

According to admanGo, the magazine advertising market in Hong Kong continued to weaken in 2019, especially in the second half, and recorded a 23% decline. Nevertheless, the Group's flagship magazine East Week maintained relatively stable financial results, thanks to its committed efforts on managing costs and developing new revenue models. It achieved an increase of 4% in readership in 2019, according to Ipsos Media Atlas 2019Q3 report, and was one of only few weekly magazines of the genre that recorded readership growth in that survey. As part of an overall restructuring of the Group's magazine unit to focus on the infotainment category, the operations of the Group's monthly magazines, namely JET and Spiral, were outsourced under licence from the beginning of 2020.

Recruitment Media

The Group remained as the market leader in Hong Kong's recruitment print media industry in 2019. JobMarket continued to be the top recruitment publication with a readership more than doubling that of the next competitor, according to Ipsos Media Atlas 2019Q3 report. According to admanGo, in 2019 the Group's recruitment publications including JobMarket and "Headline Hot Jobs" continued to occupy the largest share of advertising spending among recruitment publications. However, the recruitment advertising market in Hong Kong generally underwent a decline in the 2019 which adversely affected the financial performance of the Group's recruitment media business.

New Media Business Development

During the year, the Group's new media business continued to grow and increased its contribution to the Group's revenue, complementing the traditional media business to expand their combined presence in the media industry.

於二零一九年，《星島日報》的海外業務繼續面對全球經濟放緩及媒體行業電子化的壓力，因此對廣告及發行收入造成不利影響。為了減輕對財務業績的影響，海外業務繼續進行重組，包括精簡工作流程和控制成本等嚴格措施，同時善用星島品牌已確立的市場地位及聲譽開拓新收入來源。《星島日報》於二零二零年二月起結束其澳洲業務，行動是因應整體海外經營環境而作出商業調整的一部分，以專注於具前景之分部發展。

雜誌

根據admanGo的統計，香港的雜誌廣告市場於二零一九年繼續疲弱，錄得23%跌幅，情況在下半年尤為明顯。儘管如此，本集團的旗艦雜誌《東周刊》由於貫徹管理成本及開拓新收入來源的措施奏效，財務業績保持相對穩定。根據Ipsos Media Atlas二零一九年第三季的調查結果，《東周刊》的讀者人數於二零一九年錄得4%增長，為在此項調查中同類型雜誌少數錄得讀者人數增幅的周刊之一。為整體重組本集團旗下雜誌，專注發展綜合性周刊，本集團由二零二零年起將月刊《JET》及《游絲腕錶雜誌》的營運以許可形式外判。

招聘媒體

於二零一九年，本集團繼續高踞本港平面招聘媒體市場的首席。根據Ipsos Media Atlas二零一九年第三季的調查結果，在讀者市場方面，《JobMarket求職廣場》繼續名列招聘刊物之冠，讀者人數超出第二的競爭對手逾一倍。根據admanGo的統計，於二零一九年，本集團旗下招聘刊物包括《JobMarket求職廣場》及「頭條日報筍工金榜」所佔的廣告開支份額在招聘刊物當中繼續為最大。然而，香港的招聘廣告市場整體於二零一九年出現下跌，對本集團的招聘媒體業務的財務表現產生不利影響。

新媒體業務發展

於年內，本集團的新媒體業務繼續發展，加強對本集團收入的貢獻，與傳統媒體業務相輔相成，共同拓展媒體行業內的市場地位。

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The Group's newspaper websites achieved significant growth in traffic in 2019, attributable to the teams' active efforts on enriching the content and improving the sites' user experience, interest and engagement. The emergence of a number of prominent happenings during the year also attracted readers' attention and helped to boost traffic. Headline Daily's website (hd.stheadline.com) saw year-on-year increases of 70% or above in both monthly browsers and monthly pageviews in 2019; whereas monthly browsers and monthly pageviews grew by 71% and 67%, respectively, for Sing Tao Daily's website (std.stheadline.com). The video site "Headline POPNews" also recorded an increase of 67% in video views.

Ohpama.com, the one-stop education and parenting media platform, continued to strengthen its business performance in 2019. New sections on the website including "Trial Centre", "Product Safety Testing Centre" and "Pretty Mama" were launched in early and mid 2019, and received good response from users and clients. In addition to expanding its client base to cover a variety of industry categories, Ohpama.com also continued to draw a larger target audience. Web traffic in the second half improved against the first half in terms of both monthly browsers and monthly pageviews. Social media followers continued to increase solidly, with total Facebook fans (Ohpama.com and 24parent.com) reaching 546,000 as of December 2019. Since the launch of its mobile app in late 2018, offering location-specific information and personalised calendars for parenting activities, downloads have continued to grow and accumulated up to 38,000 as of December 2019. As the number 1 parenting digital media in Hong Kong, Ohpama.com was awarded the "No.1 Parenting Digital Media of the Year" by Marketing Magazine's Media Report 2019, the second time in two consecutive years. It also won three awards in "The Spark Awards 2019", namely "Best Influential Media", "Best Fast-Growing Media" and "Best Media Campaign – Social". These accolades confirmed Ohpama.com's reputation and popularity among readers and advertisers as a leading education and parenting media platform.

In 2019, the Headline Daily "Jetso" app continued to expand its market presence, having achieved cumulative downloads of over 490,000 and a membership base exceeding 90,000 up to the end of 2019. During the year, it hosted over 150 campaigns with over 80 brands and partners, attracting up to 4 million participations. Following a major campaign "Prizes for Everyone" in March and April 2019, the app was ranked Top 5 in Google Play Trending Apps. In the first quarter of 2019, the "Headline Daily Jetso App eShop" was launched, providing a new online sales channel to brands and clients. Renowned for its creativity and popularity, the Headline Daily "Jetso" app won two gold awards in "The Spark Awards 2019", namely "Best Use of App" and "Best Media Campaign – Mobile"; it was also awarded the silver prize in "Best App – News" presented by "Mob-Ex Awards 2019".

於二零一九年，本集團的報章網站流量取得顯著增長，團隊積極努力增添豐富內容以及提升網站的用戶體驗、興趣及參與度實在功不可沒。於年內，本港發生許多吸引讀者注意的突出事件，亦有助推高流量。二零一九年，《頭條日報》網站(hd.stheadline.com)的每月訪客量和每月瀏覽量皆按年上升70%或以上，而《星島日報》網站(std.stheadline.com)的每月訪客量和每月瀏覽量則分別上升71%和67%。「頭條POPNews」視頻網站的影片收看量亦上升67%。

一站式升學及親子媒體平台「Oh! 爸媽」於二零一九年繼續加強業務表現。於二零一九年年初及年中在網站推出「試用中心」、「安全檢測中心」及「靚媽頻道」等新專欄，獲得使用者和客戶的正面回響。除開拓客戶群以涵蓋各行各業外，「Oh! 爸媽」亦持續吸引更多目標受眾。就每月訪客量和每月瀏覽量而言，下半年的網站流量較上半年有所上升。其社交媒體粉絲亦穩步增長，截至二零一九年十二月，「Oh! 爸媽」及「廿四孝父母」Facebook粉絲的總數達546,000人。自二零一八年年底推出手機應用程式，提供各區親子活動位置即時檢閱及個人化活動時間表等功能以來，該應用程式的下載量不斷增長，截至二零一九年十二月，已累計錄得38,000個下載。作為香港首屈一指的電子親子媒體，「Oh! 爸媽」於二零一九年在《Marketing Magazine》公佈的「媒體報告2019」中獲選為「年度最佳親子數碼媒體」，為連續兩年獲得該項殊榮。「Oh! 爸媽」亦在「The Spark Awards 2019」勇奪三個獎項，分別為「最具影響力媒體」、「最高增長媒體」及「最佳社交媒體宣傳策略」。該些獎項反映「Oh! 爸媽」作為領先的教育及親子媒體平台，深受讀者及廣告客戶的認可和歡迎。

於二零一九年，「頭條Jetso」應用程式進一步拓展其市場地位，截至二零一九年年底，已累計錄得逾490,000個下載，會員人數超過90,000人。於年內，該應用程式聯同逾80個品牌和合作夥伴舉辦超過150個活動，吸引多達4,000,000參加人次。該應用程式自於二零一九年三、四月推出大型宣傳活動「勁獎圍威喂」後，晉升Google Play熱門排行榜頭五位。「頭條Jetso App eShop」於二零一九年第一季度面世，為品牌及客戶提供全新的網上銷售渠道。「頭條Jetso」應用程式憑著其創意而大受歡迎，一再榮獲業界重要獎項，分別在「The Spark Awards 2019」奪得「Best Use of App」和「Best Media Campaign – Mobile」兩項金獎，以及在「Mob-Ex Awards 2019」中榮獲「Best App – News」銀獎。

Management Discussion and Analysis

管理層討論及分析

The digital marketing company, Shimba Digital Limited, achieved revenue growth in revenue in 2019 by effectively bringing together the sales and marketing of the Group's cross-media platforms, offering advertisers a total reach in excess of 139 million monthly pageviews and 1.9 million Facebook fans (as at December 2019). It also extended its network by working in affiliation with third-party digital marketing platforms, and enhanced its one-stop digital marketing solutions encompassing content development and production, social media account management, and media placement. As a recognition by the industry for its achievement in combining offline and online businesses, Shimba Digital Limited won the "O2O Award" from the Hong Kong O2O E-Commerce Federation in March 2019.

PROSPECTS

Global economic growth in 2019 was the weakest since the financial crisis of 2009, and the 2020 outlook is now under threat especially from the global pandemic of the novel coronavirus infection, in addition to uncertainty surrounding US-Mainland trade tensions, Brexit and geopolitical tensions in the Middle East. For the Hong Kong economy, already hard hit by months of social unrest, the outlook in 2020 will hinge critically on control of the coronavirus infection as well as development of the social incidents. The Group's prospects for 2020 are subject to these factors and their impact on the advertising market.

Under the current difficult business conditions, which are not expected to improve soon, the Group is continuing its efforts on expenditure saving and streamlining its operations to achieve an efficient and sustainable cost structure. Savings on production costs can also be expected from the softening of newsprint prices. We shall remain focused on our core strengths in providing high-quality content and cost-effective advertising platforms to serve the needs of our readers and advertisers.

EMPLOYEES

As at 31 December 2019, the Group had approximately 1,425 employees.

The Group remunerates its employees based on individual and business performance. Competitive salaries and benefits are paid to attract and retain quality staff. Other employee benefits include medical insurance, discretionary bonus, share options and provident fund schemes.

於二零一九年，電子市場推廣公司 – 放閃網絡推廣有限公司 – 通過有效協調本集團旗下跨媒體平台的銷售及市場推廣業務實現收入增長，為廣告客戶提供廣大接觸面包括每月瀏覽量逾139,000,000次及Facebook粉絲逾1,900,000人(截至二零一九年十二月)。其亦與第三方電子平台結盟合作擴大業務網絡，並提升一站式電子市場推廣方案，涵蓋內容開發和製作、社交媒體賬戶管理及媒體廣告等服務。放閃網絡推廣有限公司結合網下網上業務的成就備受行業認可，於二零一九年三月獲得香港O2O電子商務總會頒發「O2O領先典範大獎」。

展望

二零一九年全球經濟增長是自二零零九年金融海嘯以來最弱。新型冠狀病毒的全球蔓延是目前對二零二零年前景的重大威脅，同時美國與內地的貿易爭議、英國脫歐及中東地緣政治局勢緊張等因素更增添隱憂，展望二零二零年將充斥壓力。香港經濟本已受到多月來的社會動盪打擊，而二零二零年的前景將取決於疫情會否受控及社會事件的發展。以上各項因素及其對廣告市場的影響，都會左右本集團二零二零年的前景。

當前營商環境艱難，預計短期內亦難有改善。本集團將繼續致力削減開支，精簡營運，務求達致有效率且可持續的成本結構。白報紙價格回軟，預計亦有助減省生產成本。我們將一如既往，專注發揮核心優勢，提供優質內容及具成本效益的廣告平台，滿足讀者及廣告客戶的需要。

僱員

於二零一九年十二月三十一日，本集團共有約1,425名員工。

本集團根據其僱員之個人表現及其業績，給予僱員具吸引力之薪酬及福利，以吸引及挽留優質員工。其他僱員福利包括醫療保險、酌情花紅、認股權及公積金計劃。

Directors and Senior Management

董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Ho Tsu Kwok, Charles, GBM (70) has been the Chairman and an Executive Director of the Company and a director of various subsidiaries of the Company since 2000. Mr. Ho was awarded the “Grand Bauhinia Medal” by The Government of the HKSAR in 2014. He is also an independent non-executive director of Shun Tak Holdings Limited, a company whose shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Mr. Ho contributes much to public affairs. He is a member of the Standing Committee of the National Committee of the Chinese People’s Political Consultative Conference. In addition, Mr. Ho is an honorary general committee member of The Chinese Manufacturers’ Association of Hong Kong, an economic consultant of Shandong Provincial Government of the People’s Republic of China, an honorary trustee of Peking University, and a trustee of University of International Business and Economics in China. He is the father of Mr. Ho Kent Ching Tak, an Executive Director of the Company.

Mr. Siu Sai Wo, (57) has been an Executive Director and the Chief Executive Officer of the Company and a director of various subsidiaries of the Company since 2013. Mr. Siu has joined the Group for more than 20 years and was the Chief Executive Officer and the Chief Editor of Sing Tao Daily and Headline Daily prior to his appointment as the Chief Executive Officer of the Company. He joined the Group as the Executive Chief Editor of Sing Tao Daily in 1999. Prior to joining the Group, he held various senior positions at a number of leading Chinese newspaper companies in Hong Kong. He has worked in the print media industry over 30 years. Mr. Siu is the vice chairman of The Newspaper Society of Hong Kong and the vice chairman of The Chinese Language Press Institute. He is active in joining social services. He is currently a member of the Steering Committee on Promotion of Volunteer Service of the Social Welfare Department of The Government of the HKSAR. He obtained a Bachelor of Journalism and Communication Degree from The Chinese University of Hong Kong in 1985.

執行董事

何柱國先生，GBM(70)自二零零零年起擔任本公司主席兼執行董事及本公司多間附屬公司之董事。何先生於二零一四年獲香港特別行政區政府頒授「大紫荊勳章」。彼亦擔任信德集團有限公司之獨立非執行董事，該公司之股份於香港聯合交易所有限公司（「聯交所」）上市。何先生參與多項公共事務。彼現為中國人民政治協商會議全國常務委員會委員。此外，何先生亦為香港中華廠商聯合會名譽會董、中國山東省人民政府經濟顧問、北京大學名譽校董、及對外經濟貿易大學校董。彼為本公司執行董事何正德先生之父親。

蕭世和先生(57)自二零一三年起擔任本公司之執行董事兼行政總裁及本公司多間附屬公司之董事。蕭先生加入本集團逾二十年，在被委任為本公司行政總裁前曾擔任《星島日報》和《頭條日報》行政總裁兼總編輯。彼於一九九九年加入本集團擔任《星島日報》執行總編輯。於加盟本集團前，彼曾於香港多間主要的中文報章公司擔任高級職位，已在印刷媒體業工作逾三十年。蕭先生現為香港報業公會副主席及世界中文報業協會副主席。彼活躍於參與社會事務，現為香港特別行政區政府社會福利署之義工服務推廣及宣傳小組委員。彼於一九八五年獲取香港中文大學新聞與傳播學學士學位。

Directors and Senior Management

董事及高級管理層

Mr. Ho Kent Ching Tak (39) has been an Executive Director of the Company since 2014. He is responsible for development of digital media and related businesses for the Group. Mr. Ho was a Non-executive Director of the Company from 2010 to 2014; and worked for Sing Tao Newspaper in San Francisco. He has years of experience in media business development, technology investments and wealth management. Mr. Ho is the Founder and Chief Executive Officer of s28 Capital, a US\$170 million technology venture capital fund based in Silicon Valley. Previously, he worked for Goldman Sachs and was the founding partner of Harbor Pacific Capital. Mr. Ho serves on the board of directors of Hong Kong Science and Technology Parks Corporation (HKSTP), and the Innovation and Technology Advisory Committee of Hong Kong Trade Development Council (HKTDC), and is also an honorary trustee at Peking University. He has been appointed as an independent non-executive director of Grace Wine Holdings Limited, a company whose shares are listed on the Stock Exchange, since June 2018. Mr. Ho has also been named a 2018 Young Global Leader by the World Economic Forum (WEF). Mr. Ho holds a Bachelor of Science Degree in Economics from Duke University and a Master of Business Administration Degree from Stanford Graduate School of Business. He is the son of Mr. Ho Tsu Kwok, Charles, the Chairman and an Executive Director of the Company.

Mr. Jia Hongping (56) has been an Executive Director of the Company since 2000. He is the Chief Representative of the Beijing office of the Group and also a director of various subsidiaries of the Company. Mr. Jia brings with him a wealth of experience in management, investment and government relations to the Group. Prior to joining the Group, he worked in various capacities in the government departments under the China State Council. In 1998, Mr. Jia joined the Lear Corporation China Limited as executive director and chief representative of its Beijing office. He holds a Bachelor's Degree from the Beijing Institute of Technology University.

何正德先生(39)自二零一四年起擔任本公司之執行董事，負責拓展本集團數碼媒體及相關業務。於二零一零年至二零一四年期間，何先生曾出任本公司非執行董事；並曾於美國三藩市星島報業工作。彼於媒體業務發展、科技投資及資產管理方面擁有多年經驗。何先生為s28 Capital的創始人兼首席執行官，一個位於美國矽谷共掌管170,000,000美元的科技創業投資基金。在此之前，彼曾於高盛工作，亦為Harbor Pacific Capital的創始人。何先生現為香港科技園公司之董事會成員及香港貿易發展局創新科技諮詢委員會委員，以及北京大學名譽校董。彼自二零一八年六月起擔任怡園酒業控股有限公司之獨立非執行董事，該公司之股份於聯交所上市。何先生亦被世界經濟論壇選入二零一八年「全球青年領袖」百人榜。何先生持有美國杜克大學經濟學學士學位，以及美國史丹福商學研究所工商管理碩士學位。彼為本公司主席及執行董事何柱國先生之兒子。

賈紅平先生(56)自二零零零年起擔任本公司之執行董事，現任本集團北京代表處之首席代表兼本公司多間附屬公司之董事。賈先生將其管理、投資及政府關係等各方面之豐富經驗帶到本集團。於加盟本集團前，彼曾在隸屬於中國國務院的多個部門歷任要職。一九九八年，賈先生擔任美國李爾中國有限公司執行董事兼其北京代表處首席代表。彼持有北京理工大學工科學士學位。

Directors and Senior Management

董事及高級管理層

Mr. Lau Chung Man, Louis (61) has been an Executive Director of the Company since 2005. He is the Chief Financial Officer of the Company and also a director of various subsidiaries of the Company. He is primarily responsible for overseeing the finance and overall operations of the Group. He is a Chartered Accountant and holds a Bachelor's degree in Commerce and Administration from Victoria University of Wellington in New Zealand. He is a member of the Institute of Chartered Accountants Australia and New Zealand, a certified public accountant of the Hong Kong Institute of Certified Public Accountants and has extensive experience in corporate management, accounting and finance. Mr. Lau was an independent non-executive director of AviChina Industry & Technology Company Limited, a company whose shares are listed on the Stock Exchange, for the period from August 2006 to June 2018.

Mr. Lo Wing Hung, (57) has been an Executive Director of the Company since 2002. From 2005 to 2013, Mr. Lo was the Chief Executive Officer of the Company. He joined the Group as Chief Editor of Sing Tao Daily in 1999. He was the Chief Executive Officer of the newspaper group of the Company prior to his appointment as the Chief Executive Officer of the Company. Mr. Lo has extensive experience in the media industry. Prior to joining the Group, he worked for a number of major newspaper and television companies in Hong Kong. He is a spokesman of The Newspaper Society of Hong Kong. Mr. Lo graduated from the School of Journalism and Communication at The Chinese University of Hong Kong and holds a Master's degree in Government and Public Administration from The Chinese University of Hong Kong.

劉仲文先生(61)自二零零五年起擔任本公司之執行董事，現任本公司之首席財務總監兼本公司多間附屬公司之董事，專責管理本集團財務及整體的營運。劉先生為特許會計師，並持有新西蘭威靈頓維多利亞大學工商管理學士學位。彼為澳洲及新西蘭特許會計師公會會員及於香港會計師公會註冊為會計師，並在企業管理、會計及財務方面擁有豐富的經驗。劉先生曾於二零零六年八月至二零一八年六月期間擔任中國航空科技工業股份有限公司之獨立非執行董事，該公司之股份於聯交所上市。

盧永雄先生(57)自二零零二年起擔任本公司之執行董事。於二零零五年至二零一三年期間，盧先生曾出任本公司之行政總裁。彼於一九九九年加入本集團出任《星島日報》之總編輯，在被委任為本公司之行政總裁前曾任本集團報章業務之行政總裁。盧先生於傳媒業界擁有豐富經驗，在加盟本集團前，曾在多家香港主要報章及電視台工作。彼為香港報業公會的新聞發言人。盧先生畢業於香港中文大學新聞傳播學院並持有香港中文大學政治與行政學碩士學位。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Judy Chan (42) has been an Independent Non-executive Director of the Company since 2013. Ms. Chan is the chairlady, chief executive officer and an executive director of Grace Wine Holdings Limited (“GWH”), a company whose shares are listed on the Stock Exchange since 27 June 2018. She is also a director of Shanxi Grace Vineyard Company Limited (“GV”), an indirect wholly-owned subsidiary of GWH, responsible for the business development and operations for the winery and wine business. Under her leadership, GV is considered as one of the best wine producers from China. Ms. Chan is also a director of Origin Holdings (HK) Limited, responsible for the management and financial operations of its businesses of power generation, waste-water treatment plant, property development and investments in Indonesia. She was an independent and non-executive director and a member of the remuneration committee of Memories Group Limited, a company whose shares are listed on Singapore Exchange Limited, for the period from December 2017 to November 2018. Ms. Chan has extensive experience in marketing, branding and trading in the Asia Pacific Region. Prior to joining GV since 2002, she had worked in the human resources department of Goldman Sachs in Hong Kong. She currently serves as a member of the Shanxi Provincial Committee of the Chinese People’s Political Consultative Conference. Ms. Chan holds a Bachelor of Arts Degree from The University of Michigan. She was awarded the Ernst & Young – Emerging Entrepreneur of the Year in 2010 and Entrepreneur of the Year 2010 for China Hong Kong/Macau Region, and the Asian Wine Personality of the Year 2012 by *the drinks business* and the Institute of Masters of Wine. Ms. Chan was included in Fortune’s “Asia’s 25 hottest people in business” rankings in 2012 and was ranked among the 50 most influential persons in the global wine industry by Decanter Magazine in 2013. Ms. Chan was also honoured with the “Outstanding Women Entrepreneurs Award 2017” from Hong Kong Women Professionals & Entrepreneurs Association.

獨立執行董事

陳芳女士(42)自二零一三年起擔任本公司之獨立非執行董事。陳女士現為怡園酒業控股有限公司(「怡園控股」)之主席、行政總裁及執行董事，該公司之股份自二零一八年六月二十七日起於聯交所上市。彼亦為山西怡園酒莊有限公司(「怡園」)(一間由怡園控股間接全資擁有之附屬公司)之董事，負責葡萄酒酒莊及葡萄酒業務的發展和運作。在其領導下，怡園被譽為中國最佳的葡萄酒生產商之一。陳女士現亦為魏華集團(香港)有限公司之董事，負責該集團於印尼的發電、污水處理廠、物業發展及投資的業務管理及財務運作。彼曾於二零一七年十二月至二零一八年十一月期間擔任Memories Group Limited之獨立及非執行董事，以及薪酬委員會成員，該公司之股份於新加坡交易所上市。陳女士擁有市場推廣、建立品牌及於亞太區貿易的豐富經驗。自二零零二年加入怡園前，彼曾於香港高盛人力資源部工作。彼現為中國人民政治協商會議山西省委員會委員。陳女士持有美國密芝根大學文學士學位。彼於二零一零年榮獲安永中國「新興企業家獎」和「企業家獎2010香港／澳門地區大獎」，以及獲*the drinks business*及葡萄酒大師協會頒授「2012亞洲葡萄酒年度人物大獎」。陳女士於二零一二年獲美國雜誌《Fortune》評選為「亞洲最炙手可熱的25位商界人物」之一，以及二零一三年位列權威雜誌《Decanter》的「全球葡萄酒界50位影響力人物」之一。於二零一七年，陳女士榮獲由香港女工商及專業人員聯會所頒發的「傑出女企業家大獎」。

Directors and Senior Management

董事及高級管理層

Ms. Ho Chiu King, Pansy Catilina, JP (57) has been an Independent Non-executive Director of the Company since 2001. She runs key offices at various public listed and private enterprises, including group executive chairman and managing director of Shun Tak Holdings Limited, chairman, chief executive officer and director of Shun Tak – China Travel Shipping Investments Limited, director of Sociedade de Turismo e Diversões de Macau, S.A., chairman of Macau Tower Convention & Entertainment Centre, executive director of Air Macau Company Limited, vice-chairman of the board of directors of Macau International Airport Co. Ltd. as well as co-chairperson and executive director of MGM China Holdings Limited. Besides gearing her efforts in business endeavors, Ms. Ho actively serves on a host of economic, social and public services. In mainland China, she is a standing committee member of Beijing Municipal Committee of the Chinese People's Political Consultative Conference, an executive president of the Chamber of Tourism and a vice president of the Women's Chamber of Commerce under All-China Federation of Industry & Commerce. In Hong Kong, she is the chairperson of Hong Kong Federation of Women, and is extensively involved in supporting educational programs through her roles as founding honorary advisor and a member of the board of directors of The University of Hong Kong Foundation for Educational Development and Research, court member of The Hong Kong Polytechnic University, and advisory committee member on Hotel and Tourism Management at The Chinese University of Hong Kong. Internationally, she is an executive member of the World Travel and Tourism Council, and was appointed as Tourism Ambassador of The World Tourism Organisation (UNWTO) in 2018.

Ms. Ho holds a Bachelor's Degree in Marketing and International Business Management from the Santa Clara University in the United States. She was appointed Justice of the Peace by the Government of the HKSAR in 2015.

何超瓊女士，JP(57)自二零零一年起擔任本公司之獨立非執行董事。彼於多間上市及私人機構擔任主要職務，包括信德集團有限公司集團之行政主席及董事總經理、信德中旅船務投資有限公司之主席、行政總裁兼董事、澳門旅遊娛樂股份有限公司之董事，亦為澳門旅遊塔會展娛樂中心之主席、澳門航空股份有限公司之執行董事，澳門國際機場專營股份有限公司之董事局副主席，及美高梅中國控股有限公司聯席董事長兼執行董事。除專注業務發展外，何女士亦積極推動經濟發展及參與社會公益事務。在國內，何女士擔任中國人民政治協商會議北京市委員會常務委員、中華全國工商業聯合會屬下全聯旅遊業商會執行會長及全國工商聯女企業家商會副會長。在香港，彼為香港各界婦女聯合協進會主席；同時亦透過擔任香港大學教研發展基金創會名譽顧問及董事局成員、香港理工大學顧問委員會委員，以及香港中文大學酒店及旅遊管理學諮詢委員會委員，廣泛參與及支持教育活動。國際上，彼亦是世界旅遊及旅行理事會執行委員會委員，並於二零一八年獲委任為「聯合國世界旅遊組織」旅遊大使。

何女士擁有美國加州聖克萊大學市場學及國際商業管理學士學位。彼於二零一五年獲香港特別行政區政府委任為太平紳士。

Directors and Senior Management

董事及高級管理層

Mr. King Richard Yun Zing (52) has been an Independent Non-executive Director of the Company since 2004. Mr. King is a vice chairman, corporate client solutions – Asia at UBS AG. He is principally responsible for providing corporate finance services to clients in China and Hong Kong. Mr. King has over 20 years of investment banking experience in advising corporations, governments and entrepreneurs in financing strategies. Previously, he was a senior member of JP Morgan's investment banking team in Asia, and was a member of the board of directors of J.P. Morgan Securities (Asia Pacific) Limited. Prior to joining JP Morgan, he held senior positions at various renowned institutions including Credit Lyonnais Securities Asia Limited and CITIC Pacific Limited, a Hong Kong listed conglomerate. Mr. King holds a Bachelor's Degree in Economics from Columbia University in New York.

Mr. Lee Cho Jat, GBS, SBS (87) has been an Independent Non-executive Director of the Company since 2005. Mr. Lee was awarded the "Silver Bauhinia Star" and the "Gold Bauhinia Star" by The Government of the HKSAR in 1998 and 2013 respectively. He is currently director and founder member of Hong Kong News-Expo Limited, president of The Newspaper Society of Hong Kong, president of The Chinese Language Press Institute, permanent honorary chairman of the Hong Kong Publishing Federation and honorary chairman of Sino United Publishing (Holdings) Limited, The Commercial Press (Hong Kong) Limited and Hong Kong Commercial Newspapers Company Limited. He is also the vice chairman of Board of Governors, Chu Hai College. Mr. Lee started his career in newspaper publishing industry after graduated from secondary school in 1952 and has over 50 years of experience in the media industry devoting to promote Chinese culture. He was awarded Outstanding Achievement Award of Hong Kong Print Awards in 1997. Mr. Lee successfully changed traditional state-owned companies such as The Commercial Press (Hong Kong) Limited, Joint Publishing (Hong Kong) Company Limited, Chung Hwa Book Company (Hong Kong) Limited and C & C Joint Printing Company (H.K.) Limited, into fast-developing modernised international enterprises, which, under his leadership, become paragons of the industry. Mr. Lee was appointed a committee member of The Preliminary Working Committee for The Preparatory Committee for the HKSAR of The Standing Committee of The National People's Congress in 1994 and was further appointed as a member of The Preparatory Committee for the HKSAR of The National People's Congress, participated in the preparation of the establishment of The Government of the HKSAR. He was appointed as a member of the Antiquities Advisory Board of the HKSAR in 1999. Mr. Lee was appointed a member of 8th, 9th and 10th National Committee of the Chinese People's Political Consultative Conference. In 2009, Mr. Lee has been elected the "Hundred of the Greats of Publishing in the 60 years of New China" which is the greatest honor in the publishing industry in China. He was granted an Honorary Doctorate of Arts from Chu Hai College in July 2011.

金元成先生(52)自二零零四年起擔任本公司之獨立非執行董事。金先生現為瑞士銀行投資銀行事務之副主席，亞洲投資銀行部，主要負責為中國及香港客戶提供企業融資服務。金先生在投資銀行界累積逾二十年經驗，專為集團、政府及企業提供融資策劃。彼曾出任摩根大通亞洲投資銀行組之高級人員，以及摩根大通證券(亞太)有限公司之董事會成員。彼於加盟摩根大通前，曾於多家知名機構出任要職，包括里昂證券有限公司及香港上市集團中信泰富有限公司。金先生持有紐約哥倫比亞大學經濟學學士學位。

李祖澤先生, GBS, SBS(87)自二零零五年起擔任本公司之獨立非執行董事。李先生分別於一九九八年及二零一三年榮獲香港特別行政區政府頒授「銀紫荊星章」及「金紫荊星章」。彼現為香港新聞博覽館有限公司董事和創辦成員、香港報業公會會長、世界中文報業協會首席會長、香港出版總會永遠榮譽會長、以及聯合出版(集團)有限公司、商務印書館(香港)有限公司及香港商報有限公司之名譽董事長。彼亦為珠海學院校董會副主席。李先生自一九五二年中學畢業後投身報章出版業，在傳媒業界累積逾五十年經驗，致力推動中國文化。彼於一九九七年榮獲香港印製大獎之「傑出成就大獎」。李先生成功將商務印書館(香港)有限公司、三聯書店(香港)有限公司、中華書局(香港)有限公司及中華商務聯合印刷(香港)有限公司等傳統國營公司轉變為發展迅速之現代化國際企業，而該等公司在其領導下亦成為業界翹楚。李先生曾於一九九四年獲委任為全國人民代表大會常務委員會香港特別行政區籌委會預備工作委員會委員，及後獲委任為全國人民代表大會香港特別行政區籌備委員會委員，參與籌備成立香港特別行政區政府。彼曾於一九九九年獲委任為香港特別行政區政府古物諮詢委員會委員。李先生為中國人民政治協商會議第八、第九及第十屆委員。二零零九年，李先生當選為「新中國60年百名優秀出版人物」，是中國出版界的最高榮譽。彼於二零一一年七月獲珠海書院頒授「名譽文學博士」。

Directors and Senior Management

董事及高級管理層

SENIOR MANAGEMENT

Mr. Kwong King Lim (64) is the Chief Executive Officer of the Group's China operations (Publications), the Chief Executive Officer of Sing Tao Daily overseas region, the Editor-in-Chief of Sing Tao Daily overseas, and a director of various subsidiaries of the Company. Mr. Kwong graduated from the Department of Chinese Language and Literature of Jinan University. He joined the Group in 2003. Prior to joining the Group, he was the vice chairman of The Newspaper Society of Hong Kong and held senior positions in various media companies. He has extensive experience in editorial, operations and administration.

Mr. Lai Ting Yiu (68) has been the Chief Executive Officer and the Chief Editor of Sing Tao Daily and Headline Daily since 2013, responsible for the operation and business of these two newspapers, and also a director of various subsidiaries of the Company. For the period from 2004 to 2013, Mr. Lai was an Executive Director of the Company. Prior to his re-designation as the Chief Executive Officer of Sing Tao Daily and Headline Daily, he was the Chief Executive Officer of the magazine group responsible for overseeing the publication of magazines of the Group. He joined the Group in 1999 as the Vice Editor-in-Chief and afterwards, was promoted to the Executive Chief Editor of Sing Tao Daily. Prior to joining the Group, Mr. Lai held key positions in various renowned media companies.

Mr. Yang Yiu Chong, Ronald Jeffrey (53) is a Director (Printing Operations) of the Group and also a director of various subsidiaries of the Company, responsible for developing the Group's printing operations and other investments. For the period from 2001 to 2013, Mr. Yang was an Executive Director of the Company. He gained wealth of experience in finance and investment arena, and had participated in numerous corporate finance activities for several listed companies in Hong Kong as well as worked at a leading international bank. Prior to joining the Group, Mr. Yang held senior positions in Leefung Asco Printers Holdings Limited, responsible for the group's financial affairs and business development.

高級管理層

鄭景廉先生(64)現任本集團的中國業務總裁(刊物)兼《星島日報》海外區行政總裁及海外版總編輯，以及本公司多間附屬公司之董事。鄭先生畢業於暨南大學中文系。彼於二零零三年加盟本集團，在加盟本集團前，曾擔任香港報業公會副主席，並在多間媒體擔任過高層要職，在編採、經營及行政方面均擁有豐富的經驗。

黎廷瑤先生(68)自二零一三年起擔任《星島日報》和《頭條日報》行政總裁兼總編輯，負責該兩份報章之運作及業務，彼亦為本公司多間附屬公司之董事。於二零零四年至二零一三年期間，黎先生曾出任本公司之執行董事。於調任為《星島日報》和《頭條日報》行政總裁前，他曾出任本集團雜誌業務之行政總裁，專責管理本集團雜誌出版業務。彼於一九九九年加盟本集團擔任《星島日報》副總編輯，後升任為執行總編輯。於加盟本集團前，黎先生曾於多家著名的傳媒公司擔任要職。

楊耀宗先生(53)現任本集團之董事(印刷業務)及本公司多間附屬公司之董事，負責拓展本集團之印刷業務及其他投資。於二零零一年至二零一三年期間，楊先生曾出任本公司之執行董事。彼在財務及投資領域累積多年豐富經驗，期間參與不少香港上市公司的企業融資活動，並曾在一家知名的國際銀行任職。於加盟本集團前，楊先生曾在利豐雅高印務集團有限公司擔任高級職位，負責管理該集團之財政事務及業務發展。

Corporate Governance Report

企業管治報告

The Directors believe that good corporate governance practices serve as an effective risk management for the Company and hence, the shareholders of the Company (the “Shareholders”) will benefit from the high standard of corporate governance.

The Company has adopted the code provisions set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and complied with the CG Code throughout the review period with deviations from certain code provisions of the CG Code specified and explained below.

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 of the Listing Rules as the code for dealings in securities of the Company by the Directors. The Company has made specific enquiries to all Directors who have confirmed that, during the Year, they have complied with the required standard set out in the Model Code.

THE BOARD

As at 31 December 2019, the Board consists of ten directors including six executive directors (the “ED(s)”) and four independent non-executive directors (the “INED(s)”). Names and biographical details of the Directors, which include relationship(s) between the Directors, are set out under the section headed “Directors and Senior Management” on pages 18 to 24.

The Board is responsible for leadership and control of the Company. The Board reviews and approves the objectives, strategies, direction and policies of the Group, the annual budget and the management structure of the Company. The Board also reviews the Group’s performance in light of the Group’s objectives, business plans and budgets.

The Board has delegated the responsibility of the day-to-day operations of the Group to the management of the Company.

The Chairman of the Board is Mr. Ho Tsu Kwok, Charles and the Chief Executive Officer (the “CEO”) of the Group is Mr. Siu Sai Wo. The roles of the Chairman and the CEO are separate, and their respective roles and responsibilities were clearly established and set out in writing. The Chairman is primarily responsible for the management and effective performance of the Board. The CEO is primarily responsible for the day-to-day management of the business of the Group.

董事相信，良好的企業管治常規對本公司來說即有效之風險管理。因此，本公司之股東（「股東」）將受惠於高水平之企業管治。

本公司在審閱期間內已採納並遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之《企業管治守則》（「《企業管治守則》」）的守則條文，惟下文列明及闡釋當中有偏離《企業管治守則》之部分守則條文。

本公司已採納上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》（「《標準守則》」）作為董事買賣本公司證券之守則。經本公司進行特定查詢後，全體董事均已確認於本年度內，彼等已遵守《標準守則》所列明之規定標準。

董事會

於二零一九年十二月三十一日，董事會由十位董事組成，包括六位執行董事（「執行董事」）及四位獨立非執行董事（「獨立非執行董事」）。董事姓名及其簡介（包括董事之間的關係）載於第18至24頁之「董事及高級管理層」一節內。

董事會肩負領導及監控本公司的責任。董事會檢討及批准本集團之目標、策略、方向及政策，以及本公司之年度預算及管理架構。董事會並會根據本集團之目標、業務計劃及預算，從而檢討本集團之表現。

董事會將本集團之日常業務工作委派予本公司之管理層負責。

董事會主席為何柱國先生，本集團行政總裁（「行政總裁」）則為蕭世和先生。主席和行政總裁的角色分開，而其各自之角色及職責已清楚界定並以書面列載，主席主要負責管理及有效地運作董事會，行政總裁則主要負責本集團業務的日常管理。

Corporate Governance Report

企業管治報告

All INEDs were appointed for a fixed term ending on 31 December 2020 with renewal option subject to retirement and re-election by rotation under the Bye-laws of the Company (the “Bye-laws”).

In compliance with the code provision A.6.5, all Directors should participate in continuous professional development (the “CPD”) to develop and refresh their knowledge and skills. The Company has adopted its own policy on Directors’ CPD. During the Year, the Company encouraged all Directors to attend or give speeches at training courses, seminars or conferences which were relevant to their respective duties and responsibilities at the Company’s expenses, and provided relevant materials and updates for their viewing. According to the records provided by the Directors, the Directors participated in the following CPD programmes during the Year:

所有獨立非執行董事之任期均為固定任期，並將於二零二零年十二月三十一日終止。任期屆滿後，可選擇連任，惟須根據本公司之公司細則（「公司細則」）輪值告退及重選。

為遵守守則條文A.6.5，所有董事應參與持續專業發展（「持續專業發展」）以發展並更新其知識及技能。本公司已就董事的持續專業發展自行採納了其政策。於本年度內，本公司鼓勵所有董事出席與其職務及責任相關的培訓課程、研討會或會議，或於該等培訓課程、研討會或會議發表演說，費用由本公司支付；以及本公司亦向董事提供了相關的材料和更新資料以供他們觀閱。根據董事提供所接受培訓的紀錄，彼等於本年度內參與了以下持續專業發展項目：

Directors	董事	Type of CPD programmes 持續專業發展項目類型	
		Attending training courses, seminars or conferences 出席培訓課程、研討會或會議	Viewing online video, materials or updates 觀閱網上視頻、材料或更新資料
<i>Executive Directors:</i>	<i>執行董事：</i>		
Ho Tsu Kwok, Charles (<i>Chairman</i>)	何柱國 (<i>主席</i>)		✓
Siu Sai Wo (<i>CEO</i>)	蕭世和 (<i>行政總裁</i>)		✓
Ho Kent Ching Tak	何正德		✓
Jia Hongping	賈紅平		✓
Lau Chung Man, Louis	劉仲文		✓
Lo Wing Hung	盧永雄		✓
<i>Independent Non-executive Directors:</i>	<i>獨立非執行董事：</i>		
Judy Chan	陳芳		✓
Ho Chiu King, Pansy Catilina	何超瓊		✓
King Richard Yun Zing	金元成	✓	✓
Lee Cho Jat	李祖澤		✓

Corporate Governance Report

企業管治報告

The Board held two regular meetings instead of four as required by the code provision A.1.1 for efficiency consideration during the Year. Due to the civil unrest and the escalating trade tensions between China and the United States, the Board meeting on the annual budget of the Group was postponed to January 2020. The regular Board meetings were held to consider and approve, among other things, the final results for the year ended 31 December 2018 and the interim results for the six months ended 30 June 2019. The Board considered that sufficient meetings had been held as business operations were under the management and the supervision of the EDs. The Board was consulted for every crucial decision and the written resolutions were also circulated to all Directors to obtain the Board's consents.

According to the code provisions A.6.7 and E.1.2, the Chairman of the Board and all INEDs shall attend the annual general meeting (the "AGM") of the Company. The Chairman of the Board and all INEDs, except Ms. Ho Chiu King, Pansy Catilina, were unable to attend the Company's AGM held in 2019 due to prior or unexpected business or overseas engagements.

Attendance record of each Director in 2019 is set out below:

因效益的考慮，董事會於本年度內舉行了兩次定期會議而非守則條文A.1.1所規定的四次。由於社會動盪及中美貿易戰不斷升級，有關集團年度預算之董事會會議已延期至二零二零年一月。董事會舉行的定期會議考慮及批准(其中包括)截至二零一八年十二月三十一日止年度之全年業績及截至二零一九年六月三十日止六個月之中期業績。董事會認為已舉行足夠會議，因業務營運乃由執行董事負責管理及監督。所有重大決策均已向董事會諮詢，亦已向全體董事傳閱書面決議以取得董事會許可。

根據守則條文A.6.7及E.1.2，董事會主席及所有獨立非執行董事須出席本公司之股東週年大會(「股東週年大會」)。董事會主席及除何超瓊女士外的所有獨立非執行董事因較早前已安排或有未能預計之商業或海外事務而未能出席本公司於二零一九年舉行之股東週年大會。

二零一九年各董事的出席紀錄如下：

		Board	Audit Committee	Remuneration Committee	Nomination Committee	Corporate Governance Committee	AGM
		董事會	審核委員會	薪酬委員會	提名委員會	企業管治委員會	股東週年大會
Number of meetings held in 2019	二零一九年舉行的會議次數	2	2	1	1	1	1
Directors	董事						
<i>Executive Directors:</i>	<i>執行董事:</i>						
Ho Tsu Kwok, Charles (<i>Chairman</i>)	何柱國(<i>主席</i>)	2/2					0/1
Siu Sai Wo (<i>CEO</i>)	蕭世和(<i>行政總裁</i>)	2/2		1/1	1/1		1/1
Ho Kent Ching Tak	何正德	2/2					1/1
Jia Hongping	賈紅平	1/2					0/1
Lau Chung Man, Louis	劉仲文	2/2				1/1	1/1
Lo Wing Hung	盧永雄	2/2					0/1
<i>Independent Non-executive Directors:</i>	<i>獨立非執行董事:</i>						
Judy Chan	陳芳	2/2					0/1
Ho Chiu King, Pansy Catilina	何超瓊	1/2	2/2	1/1	0/1		1/1
King Richard Yun Zing	金元成	2/2	2/2	1/1	1/1		0/1
Lee Cho Jat	李祖澤	2/2	2/2		1/1		0/1

Corporate Governance Report

企業管治報告

REMUNERATION COMMITTEE

The Board has established a remuneration committee and its terms of reference are available on both websites of the Company and the Stock Exchange. The Remuneration Committee comprised three members and a majority of the members are INEDs. The Committee is chaired by Ms. Ho Chiu King, Pansy Catilina, with Mr. King Richard Yun Zing and Mr. Siu Sai Wo as members.

The Committee's principal roles and functions are:

- (i) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's (if any) remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (ii) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and
- (iii) determine, with delegated responsibilities, the remuneration packages of individual Directors and senior management.

Summary of the work performed by the Committee during the Year:

- approved the discretionary bonus for the EDs and senior management based on their performances.

The remuneration of each Director are set out in this annual report on pages 150 to 152.

NOMINATION COMMITTEE

The Board has established a nomination committee and its terms of reference are available on both websites of the Company and the Stock Exchange. The Nomination Committee comprised four members and a majority of the members are INEDs. The Committee is chaired by Mr. Lee Cho Jat, with Ms. Ho Chiu King, Pansy Catilina, Mr. King Richard Yun Zing and Mr. Siu Sai Wo as members.

薪酬委員會

董事會已成立薪酬委員會，其職權範圍載於本公司及聯交所網站。薪酬委員會由三名委員組成，大部分委員為獨立非執行董事。委員會主席為何超瓊女士，委員包括金元成先生及蕭世和先生。

委員會的主要角色及職能：

- (i) 就董事及高級管理層(若有)的全體薪酬政策及架構，以及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
- (ii) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；及
- (iii) 獲轉授責任釐定個別董事及高級管理層的薪酬待遇。

於本年度內委員會的工作概要：

- 已按各執行董事及高級管理層之表現批准彼等之酌情花紅。

各董事之酬金列載於本年報第150至152頁。

提名委員會

董事會已成立提名委員會，其職權範圍載於本公司及聯交所網站。提名委員會由四名委員組成，大部分委員為獨立非執行董事。委員會主席為李祖澤先生，委員包括何超瓊女士、金元成先生及蕭世和先生。

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The Committee's principal roles and functions are:

- (i) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board;
- (iii) to assess the independence of INEDs; and
- (iv) to review the Nomination Policy (as defined below) and the Board Diversity Policy (the "BDP") and make recommendations on any proposed revisions to the Board, and monitor its implementation so as to ensure its effectiveness.

The Company's nomination policy is constituted by the provisions set out in paragraphs (i) and (ii) above, as the key nomination criteria and principles of the Company for the nomination of Directors (the "Nomination Policy"). The nomination procedures for the appointment and re-appointment of Directors are summarised as below:

- (i) For appointment of Directors, the Committee shall identify and upon receipt an appointment proposal, evaluate such individual(s), having due regard to the Nomination Policy and BDP, and assess the independence of the proposed INED(s) as appropriate, then make recommendation(s) to the Board. The Board may confirm the appointment of such individual(s) as Director(s) or recommend such individual(s) to stand for election at a general meeting. Individual(s) appointed by the Board to fill a casual vacancy or as an addition to the Board shall be subject to re-election by the Shareholders at the next general meeting after initial appointment in accordance with the Bye-laws.
- (ii) For re-appointment of Directors, the Committee shall review the overall contribution and service to the Company of each retiring Director, having due regard to the Nomination Policy and BDP, and assess the independence of each retiring INED, then make recommendation(s) to the Board. The Board may recommend such retiring Director to stand for re-election at the AGM in accordance with the Bye-laws.

委員會的主要角色及職能：

- (i) 檢討董事會的架構、人數、組成及多元化(包括但不限於性別、年齡、文化和教育背景、專業經驗、技能、知識及服務任期)，並就任何為配合本公司的企業策略而擬對董事會作出的變動提出建議；
- (ii) 物色具備合適資格可擔任董事的人士，並挑選或就此向董事會提供意見；
- (iii) 評定獨立非執行董事的獨立性；及
- (iv) 檢討委任政策(定義見下文)及董事會成員多元化政策(「董事會多元化政策」)，就該等政策的修訂向董事會提出建議，及監察實施情況以確保其有效性。

本公司之委任政策由上述第(i)及(ii)段所載條文構成，為本公司有關提名董事之主要提名標準及原則(「委任政策」)。有關委任及重新委任董事之提名程序概述如下：

- (i) 於委任董事而言，當委員會收到委任建議時將考慮提名政策及董事會多元化政策，以評估該名人士，及評定建議成為獨立非執行董事之人士的獨立性(如適用)，並隨後向董事會提出推薦建議。董事會將確認該名人士為董事或建議其於股東大會上參選董事。獲董事會委任以填補臨時空缺或作為董事會增補成員之人士，須根據公司細則於首次委任後的下屆股東大會上由股東重選。
- (ii) 於重新委任董事而言，委員會將檢討每名退任董事對本公司之整體貢獻及服務，考慮提名政策及董事會多元化政策，及評定每名退任獨立非執行董事的獨立性，並隨後向董事會提出推薦建議。董事會將建議退任董事根據公司細則於股東週年大會上膺選連任。

Corporate Governance Report

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The Board has adopted its own BDP. The BDP aims to set out the approach to achieve diversity on the Board. Selection of candidates on the Board will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. All Board appointments will be based on meritocracy, and candidates will be considered against objective selection criteria, having due regard for the benefits of diversity. The Committee will monitor the implementation of the BDP and from time to time review it, as appropriate, to ensure its effectiveness.

Summary of the work performed by the Committee during the Year:

- reviewed the structure, size, composition and diversity of the Board, the Nomination Policy and the BDP;
- assessed the independence of the INEDs, including those served more than 9 years and subject to re-election at the AGM; and
- recommended to the Board on the re-appointment of Directors for Shareholders' approval at the AGM.

CORPORATE GOVERNANCE COMMITTEE

The Board has established a corporate governance committee which comprises two members. The Committee is chaired by Mr. Lau Chung Man, Louis, with the Company Secretary, Ms. Ip Ka Yee as a member.

The Committee's principal roles and functions are:

- (i) to develop, review, implement and monitor the Company's policies and practices on corporate governance and make recommendations to the Board so as to comply with the legal and regulatory requirements;
- (ii) to review and monitor the training and CPD of Directors;
- (iii) to review the contribution required from a Director to perform his/her responsibilities to the Company;
- (iv) to develop, review, implement and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees; and
- (v) to review the Company's annual Corporate Governance Report.

董事會已自行採納了其董事會多元化政策。該董事會多元化政策旨在列載董事會為達致其成員多元化而採取的方針。甄選董事會人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化和教育背景、專業經驗、技能、知識及服務任期，最終將按人選的長處及可為董事會帶來貢獻而作決定。所有董事會成員的任命將以用人唯才為原則，並在考慮人選時按客觀甄選準則充分顧及多元化的裨益。委員會將監察該董事會多元化政策的執行及不時(在適當時候)檢討該政策，以確保該政策行之有效。

於本年度內委員會的工作概要：

- 檢討董事會的架構、人數、組成及多元化、委任政策，以及董事會多元化政策；
- 評定獨立非執行董事的獨立性，包括服務超過9年並須於股東週年大會上重選之獨立非執行董事；及
- 向董事會提出重新委任董事之建議以供股東於股東週年大會上批准。

企業管治委員會

董事會已成立企業管治委員會，由兩名委員組成，委員會主席為劉仲文先生，委員包括公司秘書葉嘉儀女士。

委員會的主要角色及職能：

- (i) 制定、檢討、執行及監察本公司的企業管治政策及常規，並向董事會提出建議，以遵守法律及監管的規定；
- (ii) 檢討及監察董事的培訓及持續專業發展；
- (iii) 檢討董事履行其職責為本公司帶來所需的貢獻；
- (iv) 制定、檢討、執行及監察董事及僱員的操守準則及合規手冊(如有)；及
- (v) 檢討本公司的年度《企業管治報告》。

Corporate Governance Report

企業管治報告

Summary of the work performed by the Committee during the Year:

- reviewed the annual Corporate Governance Report contained in the Company's 2018 annual report; and
- prepared materials and updates relevant to the Company's business for Directors' viewing in compliance with the code provision A.6.5 on Directors' CPD.

AUDIT COMMITTEE

The Board has established an audit committee and its terms of reference are available on both websites of the Company and the Stock Exchange. The Audit Committee comprised three members and all of them are INEDs. The Committee is chaired by Mr. King Richard Yun Zing, with Ms. Ho Chiu King, Pansy Catilina and Mr. Lee Cho Jat as members.

The Committee's principal roles and functions are:

- (i) to make recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor and assessing their independence and performance;
- (ii) to review the Group's financial information and compliance; and
- (iii) to review the Group's financial reporting system, risk management and internal control systems and their effectiveness.

Summary of the work performed by the Committee during the Year:

- reviewed the consolidated financial statements for the year ended 31 December 2018;
- reviewed the interim report for the six months ended 30 June 2019; and
- reviewed the internal audit reports including the review and evaluation of risk management and internal control systems.

The Committee met with the Group's external auditor once during the Year instead of twice as required by the code provision C.3.3, due to the postponement of the Board meeting to January 2020.

於本年度內委員會的工作概要：

- 檢討附於本公司二零一八年年報的年度《企業管治報告》；及
- 為遵守守則條文A.6.5規定董事的持續專業發展，編纂了與本公司業務相關的材料和更新資料以供董事觀閱。

審核委員會

董事會已成立審核委員會，其職權範圍載於本公司及聯交所網站。審核委員會由三名委員組成，所有委員均為獨立非執行董事。委員會主席為金元成先生，委員包括何超瓊女士及李祖澤先生。

委員會的主要角色及職能：

- (i) 就委任、重新委任及罷免外聘核數師向董事會提出建議、批准外聘核數師的酬金及聘用條款以及評估其獨立性及表現；
- (ii) 審閱本集團之財務資料及合規情況；及
- (iii) 檢討本集團之財務匯報系統、風險管理及內部監控系統，以及其成效。

於本年度內委員會的工作概要：

- 審閱截至二零一八年十二月三十一日止年度之綜合財務報表；
- 審閱截至二零一九年六月三十日止六個月之中期業績報告；及
- 審閱內部審核報告，包括對風險管理及內部監控系統作出之檢討及評核。

委員會於本年度內與本集團之外聘核數師舉行了一次會議而非守則條文C.3.3所規定的兩次，歸因董事會會議延期至二零二零年一月。

Corporate Governance Report

企業管治報告

AUDITOR'S REMUNERATION

During the Year, the remuneration payable to the Group's external auditor, Messrs. Ernst & Young, is set out below:

Services rendered	提供之服務	Fee payable 應付費用
		HK\$'000 千港元
Audit services	審計服務	4,743
Non-audit services	非審計服務	55
Total	合計	4,798

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the financial statements for each financial year which give a true and fair view of the state of affairs of the Group and in presenting balanced and clear interim and annual financial statements, other financial statements and announcements of inside information disclosures. The reporting responsibilities of the external auditor are set out in this annual report on pages 73 to 81.

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems 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.

The Board has delegated to management in the design, implementation and monitoring of the risk management and internal control systems. Our risk management approach combines a top down strategic review with a complementary bottom up operational process to identify, evaluate and manage significant risks.

核數師酬金

於本年度內，應付予本集團之外聘核數師安永會計師事務所之酬金列載如下：

責任承擔及核數

董事確認就每年財政年度編製財務報表為其職責，該等財務報表真實與公允地反映本集團之財務狀況，以及提呈平衡及清晰之中期及年度財務報表、其他財務報表及披露內幕消息的公告亦為其職責。外聘核數師之申報職責載述於本年報第73至81頁內。

董事會確認其對風險管理及內部監控系統，以及對檢討該等系統成效的責任。該等系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

董事會將風險管理及內部監控系統的設計、實施及監察的責任轉授管理層。本公司風險管理的方法結合由上至下的策略性檢討並以由下至上的運作過程作補充，以辨認、評估及管理重大風險。

Corporate Governance Report

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The Board through its Audit Committee oversees and reviews regularly the effectiveness of the risk management and internal control systems, practices and compliance procedures.

The Internal Audit Department independently reviews major operating, financial and compliance control and risk management system of the Group on an on-going basis and covered all major operations of the Group on a rotational basis. The Internal Audit Department reports twice each year to the Audit Committee and the Directors on significant findings on risk management and internal control systems.

During the Year, the Board has conducted an annual review of the risk management and internal control systems of the Group and their effectiveness and considers the systems are adequate and effective.

The Company has adopted its policy and procedures for disclosure of inside information including but not limited to restricting access to inside information to a limited number of employees on a need-to-know basis so as to ensure the disclosure requirement of inside information in compliance with the Securities and Futures Ordinance.

COMPANY SECRETARY

Ms. Ip Ka Yee has been the Company Secretary of the Company since 2012. She is a full-time employee of the Group, has day-to-day knowledge of the Company and has complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

董事會透過審核委員會監督及定期檢討風險管理及內部監控系統、常規及合規程序的成效。

內部審核部門獨立地持續檢討本集團之主要營運、財務與合規監控及風險管理系統，並已以循環基準涵蓋本集團之所有主要營運。內部審核部門每年兩次向審核委員會及董事匯報有關風險管理及內部監控系統的重大發現。

於本年度內，董事會完成就本集團的風險管理及內部監控系統及其成效的年度檢討，並認為該等系統足夠及有效。

本公司已就內幕消息的披露採納自身的政策及程序，包括但不限於限制少數有需要知道的僱員取得內幕消息，以確保內幕消息的披露符合證券及期貨條例的要求。

公司秘書

葉嘉儀女士自二零一二年起擔任本公司之公司秘書。彼為本集團全職僱員，對本公司的日常事務有所認識，並已遵守上市規則第3.29條有關專業培訓的規定。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

The Company sets out the Shareholders' rights on:

- (a) How Shareholders can convene a special general meeting (the "SGM")

Pursuant to the bye-law 58 of the Bye-laws and section 74 of the Bermuda Companies Act 1981 (as amended) (the "Act"), Shareholders holding not less than one-tenth of the paid up capital of the Company with voting right can submit a written requisition to convene a SGM for the transaction of any business specified in such requisition.

The written requisition must:

- (i) state the purposes of such SGM;
- (ii) be signed by the requisitionists (which may consist of several documents in like form each signed by one or more requisitionists); and
- (iii) be deposited at the registered office of the Company at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda for the attention of the Board or the Company Secretary.

Such SGM shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such SGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a SGM.

- (b) How to put forward proposals at Shareholders' meetings

Pursuant to sections 79 and 80 of the Act, Shareholders can submit a written requisition to move a resolution at a general meeting (the "GM") if they:

- (i) represent not less than one-twentieth of the total voting rights of all Shareholders having at the date of the requisition a right to vote at the GM; or
- (ii) are not less than 100 Shareholders.

股東權利

本公司列出股東權利對：

- (a) 股東如何可以召開股東特別大會（「股東特別大會」）

根據公司細則第58條及百慕達一九八一年公司法（經修訂）（「公司法」）第74條，持有本公司已繳足股本不少於十分之一賦予表決權的股東可提出書面要求召開股東特別大會以處理於該請求書中所指的任何事項。

該請求書必須：

- (i) 列明該股東特別大會的目的；
- (ii) 由請求人士簽署（可包含數份同樣格式的文件並由一位或多位請求人士簽署）；及
- (iii) 送交本公司位於 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda之註冊辦事處，註明董事會或公司秘書收啟。

該股東特別大會須於在接獲請求書後2個月內舉行。若董事會未能在接獲該請求書後21天內開展召開該股東特別大會，則該等請求人士或佔全體請求人士一半以上總表決權的請求人士，可自行召開股東特別大會。

- (b) 如何在股東大會上提出建議

根據公司法第79及80條，股東可提出書面要求在股東大會（「股東大會」）上動議一項決議案，如彼等：

- (i) 佔在該請求書提出的日期有權在股東大會上表決的所有股東的總表決權中不少於二十分之一的股東；或
- (ii) 是不少於100名股東。

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The written requisition must:

- (1) state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with at the GM;
- (2) be signed by the requisitionists (which may be contained in one document or in several documents in like form);
- (3) be deposited at the registered office of the Company at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda for the attention of the Company Secretary not less than 6 weeks before such GM in the case of a requisition requiring notice of a resolution and not less than 1 week before such GM in the case of any other requisition, however, if after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, a GM is called for a date 6 weeks or less after the copy has been deposited, the copy though not deposited within the time required as referred to in the above shall be deemed to have been properly deposited for the purposes thereof; and
- (4) be accompanied by a sum of money reasonably sufficient to meet the Company's expenses in giving effect thereto.

- (c) How Shareholders can propose a person for election as a Director

As regards proposing a person for election as a Director at a GM, please refer to the procedures available on both websites of the Company and the Stock Exchange.

該請求書必須：

- (1) 列明有關決議案，連同一份不多於1,000字的陳述書，內容有關擬動議的決議案所提述的事宜，或有關將在股東大會上處理的事務；
- (2) 由請求人士簽署(可包含於一份或數份同樣格式的文件內簽署)；
- (3) 送交本公司位於 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda之註冊辦事處，註明公司秘書收啟。如屬須發出決議案通知的情況，該請求書須在該股東大會舉行前不少於6個星期送達；如屬任何其他情況，則須在該股東大會舉行前不少於1個星期送達，但如須發出決議案通知的請求書在送達本公司的註冊辦事處後，有關方面在該請求書送達後6個星期或較短期間的某一日召開股東大會，則該請求書雖然並非在上述所規定的時間內送達，但就此而言，亦須當作已恰當地送達；及
- (4) 連同款項，合理地足以支付本公司就此施行所作出的開支。

- (c) 股東如何可以推薦人選參選董事

關於推薦人選在股東大會上參選董事的事宜，請參閱載於本公司及聯交所網站的有關程序。

Corporate Governance Report

企業管治報告

(d) How enquiries be put forward to the Board

The Company has already adopted an effective and efficient way of receiving enquiries from its Shareholders through the corporate e-mail as well as its principal office in Hong Kong and therefore, will continue these channels of communication.

Shareholders may send their enquiries to the Board by addressing them to the Company Secretary (whose contact details are set out below). The Company Secretary will properly forward the enquiries to the Board for appropriate action:

The Company Secretary
Sing Tao News Corporation Limited
Sing Tao News Corporation Building, 7 Chun Cheong Street
Tseung Kwan O Industrial Estate, Tseung Kwan O
New Territories, Hong Kong
Email: investor@singtaonewscorp.com

DIVIDEND POLICY

The Board has approved and adopted a dividend policy during the Year (the “Dividend Policy”) which is available on the website of the Company. The Dividend Policy aims to provide relatively steady dividend payout ratio and sustainable returns to Shareholders, linked to the Group’s earnings performance, financial position, cash flows position, expenditure plans and investments requirements as well as the business environment and strategies, and future prospects.

The Board may determine and pay to the Shareholders interim dividends as it considers appropriate, and may recommend the payment of final dividends to the Shareholders for approval at the GM, subject to any restrictions under the Bye-laws and all applicable laws, rules and regulations.

Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial conditions, contractual restrictions, other internal or external factors that may have an impact on the business or financial performance and position of the Company, and other factors that the Board deems appropriate.

INVESTOR RELATIONS

There is no significant change in the Company’s constitutional documents during the Year. The memorandum of association and the Bye-laws are available on both websites of the Company and the Stock Exchange.

(d) 如何向董事會提出查詢

本公司已採用有效率和有效益的方法，透過公司電郵及其香港的總辦事處接收其股東的查詢。因此，本公司會繼續使用這些溝通途徑。

股東可透過公司秘書(其聯絡資料如下)向董事會提出查詢，公司秘書會轉交該等查詢給董事會作恰當處理：

公司秘書
星島新聞集團有限公司
香港新界
將軍澳將軍澳工業邨
駿昌街7號星島新聞集團大廈
電郵：investor@singtaonewscorp.com

股息政策

董事會於本年度內通過並採納股息政策(「股息政策」)，載於本公司網站。股息政策旨在按本集團之盈利表現、財務狀況、現金流狀況、支出計劃與投資需求，以及業務環境與策略，及未來前景，提供相對穩定之派息比率及可持續回報予股東。

董事會可能決定及派付中期股息予股東(在認為適當的情況下)，以及可能建議派發末期股息(須經股東於股東大會上批准)，惟受公司細則，以及所有適用法例、規則與法規所規限。

即使董事會決定建議及派付股息，其形式、頻率及金額將視乎本公司之經營及盈利、資本要求及盈餘、整體財務狀況、合約限制、影響本公司業務或財務表現之其他內在或外在因素，以及董事會認為合適之其他因素。

投資者關係

於本年度內，本公司的組織章程文件沒有重大變動。本公司的組織章程大綱及公司細則載於本公司及聯交所網站。

Environmental, Social and Governance Report

環境、社會及管治報告

As a major media organisation in Hong Kong, the Group attaches great importance to corporate social responsibility, complies with relevant laws and regulations, and is committed to ensuring that it conducts its business in a manner that takes into account the impact on our people, the communities we serve and the environment around us. Through implementing practical policies and responsible business practices, we establish ourselves as a responsible and reliable corporate citizen for sustainable business growth and development while safeguarding stakeholders' interests and creating long-term value for our shareholders.

SCOPE OF THE REPORT

This report focuses on the Group's core activities in Hong Kong, namely newspaper and magazine publishing and related digital media operations (which represents the majority of the Group's revenue and cash flow) and covers information on how we address the most significant environmental and social impact arising from our business operations here. The reporting framework adopted is in accordance with the disclosure requirements set forth in the Environmental, Social and Governance Reporting Guide (the "ESG Guide") contained in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The reporting period is from 1 January 2019 to 31 December 2019. In compliance with the ESG Guide, the Board has overall responsibility for the Group's Environmental, Social and Governance strategy and reporting, including evaluating and determining the Group's Environmental, Social and Governance-related risks and ensuring that appropriate and effective Environmental, Social and Governance risk management and internal control systems are in place.

ENGAGEMENT WITH STAKEHOLDERS

In preparing this report, we identify Environmental, Social and Governance subject areas and aspects that are of particular importance and relevance by engaging with stakeholders who have an interest in or are affected by our operations. We define our key stakeholders as our staff, customers, suppliers, shareholders, investors, and business partners. Our engagement activities include focus groups, questionnaires and surveys conducted with employees, readers, suppliers and shareholders, to collect views from both internal and external stakeholders so as to better understand their expectations and identify opportunities and challenges in our operations. The results of the stakeholder engagement are taken into consideration when we assess and prioritise our issues. Health and safety, anti-corruption and product responsibility were ranked as the more important aspects by our stakeholders, while environment-related issues and community investment were ranked as relatively less relevant to the Group's business operations.

作為香港主要媒體機構，本集團十分重視企業社會責任，遵守相關法律及法規，並致力確保其經營業務時顧及對人員、社會及環境所造成的影響。通過實際可行的政策及負責任的商業守則，我們履行作為可靠盡責企業公民的社會責任，在爭取可持續的業務增長及發展的同時，亦保障持份者利益及為股東締造長遠價值。

報告範圍

本報告集中於本集團在香港的核心業務，包括報章及雜誌出版與及相關的電子媒體業務（該等業務代表本集團主要收入及現金流量），報告內容涵蓋業務營運上所產生對環境及社會重要影響的資料。本報告根據香港聯合交易所有限公司證券上市規則附錄二十七所載之《環境、社會及管治報告指引》（「ESG 指引」）之匯報框架編製。報告期為二零一九年一月一日至二零一九年十二月三十一日。為遵守 ESG 指引，董事會對本集團的環境、社會及管治策略和匯報整體負責，包括評估及釐定本集團於環境、社會及管治相關的風險，以及確保設有適當且有效的環境、社會及管治風險管理和內部監控系統。

持份者參與

於編製本報告時，我們通過與受我們業務營運影響或帶有利益的持份者的溝通而辨識對本集團至為重要及切合的範疇和層面。我們的主要持份者包括員工、客戶、供應商、股東、投資者及業務夥伴。持份者的參與形式包括我們與僱員、讀者、供應商及股東進行小組討論及問卷調查以收集內外持份者的意見，從而了解他們的期望及識別我們營運中的機遇與挑戰。持份者參與的意見有助我們評定相關的議題及其優次。我們的持份者將健康及安全、反貪污及產品責任等議題評為最重要；另一方面，環境相關及社區投資的議題則被視為與本集團的業務營運有較少關連。

Environmental, Social and Governance Report

環境、社會及管治報告

A. ENVIRONMENTAL

A1. Emissions

Consistent with our approach to long-term sustainable business development, the Group takes active steps to adopt good environmental practices and comply with relevant laws and regulations regarding environmental protection. Our businesses continually seek ways to improve energy efficiency, prevent pollution and reduce, reuse and recycle wastes. It is the Group's policy to ensure that our business activities are carried out in a manner that causes minimum adverse impact on the environment, to strive to continually improve our environmental performance and to enhance environmental protection awareness among our staff especially those involved in our printing processes.

The Group's production operations do not result in significant air and greenhouse gas emissions, discharges into water and land or generation of hazardous and non-hazardous waste. The Group is committed to reducing these emissions, discharges or waste insofar as they exist. The Group's operations, including its newspaper printing operations, comply with all applicable environmental and related legislations. The Group outsources the printing of magazines to third-party printers and has no data on emissions from such activities. The Group is not aware of any confirmed non-compliance incidents in relation to emissions, discharges into water and land or generation of hazardous and non-hazardous waste in 2019 that had a significant impact.

KPI A1.1

The Group's operations do not result in significant air emissions. Emissions of nitrogen oxides (NO_x), sulphur oxides (SO_x) and respiratory suspended particles (RSP, also known as Particulate Matter ("PM")) from the use of vehicles owned by the Group are not significant. For the year ended 31 December 2019, the amount of NO_x emissions, SO_x emissions and PM emissions generated by the use of vehicles owned by the Group in Hong Kong were 38,808 g, 655 g and 3,117 g, respectively. The decrease in emissions in 2019 was due to a reduction in the Group's usage of vehicles.

A. 環境

A1. 排放物

為貫徹我們長遠可持續發展業務的方針，本集團積極實行良好的環境措施及遵守環境保護的相關法律及法規。我們的業務不斷尋求方法提升能源效益、避免污染和減少、重用及回收廢棄物。我們的政策旨在確保將我們的商業行為對環境產生的不利影響減至最低，努力持續改善我們在環保方面的表現，並增強員工(尤其是從事印刷工序的員工)的環保意識。

本集團的生產運作不會導致大量廢氣及溫室氣體排放、向水及土地的排污或有害及無害廢棄物的產生。本集團致力減少如有出現的排放、排污或廢棄物。本集團的運作(包括報章印刷運作)遵守所有適用的環境及相關法規。本集團將雜誌印刷外判予第三方印刷商，並無其相關的排放數據。於二零一九年，本集團並不知悉任何有關排放物、向水及土地的排污或有害及無害廢棄物的產生之已證實違規事宜以致造成重大影響。

關鍵績效指標 A1.1

本集團的業務運作不會導致大量廢氣排放。因使用本集團所擁有車輛而排放的氮氧化物(NO_x)、硫氧化物(SO_x)及懸浮顆粒(RSP，或稱為顆粒物(PM))並不顯著。截至二零一九年十二月三十一日止年度，使用本集團在香港所擁有車輛所產生的氮氧化物、硫氧化物及顆粒物排放量分別為38,808克、655克及3,117克。二零一九年的排放量減少，是由於本集團之車輛使用量減低。

		2019 二零一九年	2018 二零一八年
NO _x emissions (g)	氮氧化物排放量(克)	38,808	44,867
SO _x emissions (g)	硫氧化物排放量(克)	655	692
PM emissions (g)	懸浮顆粒排放量(克)	3,117	3,570

Environmental, Social and Governance Report

環境、社會及管治報告

Note: The emissions data above is calculated based on the formulae and emission factors set out in “How to prepare an ESG Report, Appendix 2: Reporting Guidance on Environmental KPIs” contained in the website of The Stock Exchange of Hong Kong Limited. The data only includes the use of vehicles owned by the Group.

KPI A1.2

The Group’s greenhouse gas emissions are primarily “energy indirect” emissions resulting from the generation of purchased electricity for consumption by the Group’s printing plant and office (Scope 2), as reported on below. Greenhouse gas emissions resulting from combustion of fuels by vehicles owned by the Group (Scope 1) are also reported on below. Other greenhouse gas emissions such as from business air travel by employees (Scope 3) are not material and therefore are not reported on.

For the year ended 31 December 2019, greenhouse gas emissions from the use of vehicles owned by the Group in Hong Kong amounted to 120,359 kg of total CO₂ equivalent emissions (including CO₂, CH₄ and N₂O). Indirect greenhouse gas emissions from purchased electricity in Hong Kong amounted to 5,865,563 kg of total CO₂ equivalent emissions. The decrease in Scope 1 emissions in 2019 was due to the reduction in the usage of vehicles, and the decrease in Scope 2 emissions was due to a reduction in electricity consumption.

CO ₂ equivalent emissions	二氧化碳當量排放	2019	2018
		二零一九年	二零一八年
Scope 1 (kg)	範圍一(公斤)	120,359	127,164
Scope 2 (kg)	範圍二(公斤)	5,865,563	6,612,509
Scope 3 (kg)	範圍三(公斤)	N/A不適用	N/A不適用

Note: The emissions data above is calculated based on the formulae and emission factors set out in “How to prepare an ESG Report, Appendix 2: Reporting Guidance on Environmental KPIs” contained in the website of The Stock Exchange of Hong Kong Limited. For electricity purchased from CLP Power Hong Kong Limited, the emission factor is based on the 2018 sustainability report of CLP Power Hong Kong Limited.

附註： 以上排放數據是根據香港聯合交易所有限公司網站內所載的《如何編備環境、社會及管治報告之附錄二：環境關鍵績效指標匯報指引》中公式及排放系數計算得出。以上數據僅包括本集團所擁有車輛的使用。

關鍵績效指標A1.2

本集團的溫室氣體排放主要為「能源間接」排放，是由本集團的印刷廠房及辦公室消耗所購入電力而產生(範圍二)，報告如下。由本集團所擁有車輛燃燒燃料所產生的溫室氣體排放(範圍一)亦列出於以下報告。其他溫室氣體排放如僱員航空商務行程等所產生之溫室氣體排放(範圍三)並不重大，因此並無載列於報告當中。

截至二零一九年十二月三十一日止年度，由使用本集團在香港所擁有車輛所產生的溫室氣體排放之總二氧化碳當量(包括二氧化碳、甲烷及氧化亞氮)為120,359公斤。於香港購入電力所產生的間接溫室氣體排放之總二氧化碳當量為5,865,563公斤。二零一九年的溫室氣體排放(範圍一)減少，是由於本集團之車輛使用量減低，而溫室氣體排放(範圍二)減少則是由於電力消耗下降。

附註： 以上排放數據是根據香港聯合交易所有限公司網站內所載的《如何編備環境、社會及管治報告之附錄二：環境關鍵績效指標匯報指引》中公式及排放系數計算得出。有關購自中華電力有限公司的電力，其排放系數乃參照中華電力有限公司二零一八年可持續發展報告。

Environmental, Social and Governance Report

環境、社會及管治報告

KPI A1.3

The hazardous waste generated by the Group's newspaper printing operations in Hong Kong include spent developer, spent ink and scrap zinc plates. For the year ended 31 December 2019, a total amount of approximately 92 tonnes of hazardous waste were generated, including 14.9 tonnes of spent developer, 3.2 tonnes of spent ink and 74 tonnes of scrap zinc plates. The increase in spent developer was due to an adjustment in the mix of plates used (which resulted in savings in the total quantity of plates consumed as well as cost savings).

Spent developer (tonnes)	使用過的顯影劑(公噸)
Spent ink (tonnes)	廢油墨(公噸)
Scrap zinc plates (tonnes)	使用過的印刷鋅板(公噸)

關鍵績效指標A1.3

本集團於香港的報章印刷運作所產生的有害廢棄物包括使用過的顯影劑、廢油墨及使用過的印刷鋅板。截至二零一九年十二月三十一日止年度，所產生有害廢棄物合共約92公噸，包括使用過的顯影劑14.9公噸、廢油墨3.2公噸及使用過的印刷鋅板74公噸。使用過的顯影劑有所增加是由於使用板材組合的改變(此舉能減少鋅板的消耗總量及節省成本)。

	2019 二零一九年	2018 二零一八年
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		14.9	13.5
		3.2	4.4
		74.0	82.1

KPI A1.4

The non-hazardous waste generated by the Group, including domestic waste, office waste and renovation waste, was not material in 2019.

KPI A1.5

The Group adopts appropriate measures to mitigate emissions. In particular, the Group's printing plant adopts appropriate environmentally-friendly measures and assign appropriate responsible staff in charge of reducing emissions. Electricity consumption at our printing plant and office account for the majority of indirect greenhouse gas emissions in our operations and we have implemented initiatives to increase energy efficiency so as to control or reduce emissions. These include the use of LED spotlights and T5 fluorescent tubes to replace traditional lamps at the production premises, using timers and automatic shut-off for outdoor lighting systems, and regular cleaning of the air-conditioning units and chiller plants to maximise their efficiency and reduce energy loss. More of the Group's general energy use efficiency initiatives are described under KPI A2.3 below. In addition, the waste paper, used printing plates and waste ink generated by our printing operations are collected by reputable recycling companies, as described in more detail under KPI A1.6 below, to reduce emissions from these sources.

關鍵績效指標A1.4

於二零一九年，本集團產生的無害廢棄物(包括日常廢棄物、辦公室廢棄物及裝修廢棄物)並不重大。

關鍵績效指標A1.5

本集團採取適當措施以減少排放物。具體而言，本集團的印刷廠房採用適當的環境友善措施，並由專責員工負責減排事宜。印刷廠房及辦公室的電力使用是我們業務運作中間接溫室氣體排放的最大來源，而我們通過實施提升能源效益的舉措，以控制或減少排放物，當中包括，在印刷廠房使用LED燈及T5節能光管取代傳統燈管；室外照明系統使用定時器及自動關閉功能；定期清洗空調及製冷設備以提升其效能並減少能源耗損。有關本集團一般能源使用效益計劃，詳列於關鍵績效指標A2.3中。此外，如關鍵績效指標A1.6中所詳述，本集團的印刷業務運作所產生的廢紙、使用過的印刷鋅板及廢油墨，一概由信譽良好的回收公司收集，以減少由該等來源所產生的排放。

Environmental, Social and Governance Report

環境、社會及管治報告

KPI A1.6

Chemical wastes including spent developer are generated during the Group's printing processes and our printing plant is registered as a chemical waste producer with the Environmental Protection Department. Spent developer and other chemical wastes are collected by licensed chemical waste collectors in compliance with the Waste Disposal (Chemical Waste) (General) Regulation (Cap. 354C of the Laws of Hong Kong). To reduce waste from source, our printing plant adopts non-alcohol printing method to reduce the use of chemicals.

Waste paper and used printing plates generated by our printing operations are collected by a reputable recycling company who specialises in waste management and waste recycling. The recycling company, under an annual contract with the Group, collects waste paper from our printing plant for unloading to the allocated depots. After sorting and packing, the baled waste materials are shipped overseas or to mainland China for further recycling. Similarly, used printing plates are collected by the recycling company, sorted, packed, and shipped to mainland China for further recycling. In addition, waste ink is collected by the ink supplier for resource recycling treatment.

The Group engages environmental recyclers to handle scrapped electronic parts, and used printer cartridges are collected by suppliers for recycling. Waste paper generated by our office operations and other recyclable office materials are also collected for recycling.

A2. Use of Resources

The Group is committed to use resources efficiently and minimise waste generation in our operations. We strive to strengthen our environmental protection efforts to conserve resources and manage wastes when conducting our business activities. In managing its use of resources, it is the Group's policy to:

- Meet or exceed all applicable environmental standards;
- Choose suppliers and sub-contractors that follow appropriate environmentally-friendly practices;
- Promote environmental awareness among staff, business partners and the public.

關鍵績效指標 A1.6

本集團的印刷過程中會產生化學廢物，包括使用過的顯影劑，我們的印刷廠房已向環境保護署註冊為化學廢物產生者。使用過的顯影劑及其他化學廢物遵從《廢物處置(化學廢物)(一般)規例》(香港法例第354C章)由持牌化學廢物回收公司統一收集。為了從源頭減廢，我們的印刷廠採用無酒精印刷方法，致力減少使用化學物質。

本集團的印刷運作所產生的廢紙及使用過的印刷鋅板，皆由專門從事廢物管理及廢物回收之信譽良好的回收公司收集。回收公司依照每年與本集團簽訂之合約，從本集團的印刷廠房收集廢紙，然後運送至所分配倉庫。經過分類及包裝後，成捆的廢棄物會運送到海外或中國內地作進一步回收。同樣，使用過的印刷鋅板由回收公司收集、分類及包裝，然後運送到中國內地作進一步回收。此外，廢油墨由油墨供應商回收作再生產用途。

本集團委聘環保回收商處理廢棄的電子零件，而使用過的碳粉匣則由供應商回收。本集團的辦公室運作所產生的廢紙和其他可回收的辦公室用品亦會收集作回收用途。

A2. 資源使用

本集團致力於有效善用資源，並力求將營運中產生的廢棄物減至最低。我們努力加強環保工作，在開展業務活動時保護資源及管理廢棄物。本集團於管理資源時採取以下政策：

- 嚴格執行或超越所有適用環保作業守則；
- 優先聘用實行適當環境友善措施的供應商或承包商；
- 促進環保意識普及化，積極推動員工、商業夥伴及社會大眾愛護環境。

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Paper and ink are the major raw materials used in the printing of the Group's publications. Caring for the environment and optimising production cost are the two main considerations in the selection and use of these materials. Our aim is to use environmentally-friendly products as much as possible, and at the same time minimise consumption and wastage.

In 2019, the Group used 33,162 tonnes of newsprint for the production of its newspapers in Hong Kong, and 3,102 tonnes of newsprint was collected for recycling. Around 50% of the paper used by the Group for printing newspapers in Hong Kong in 2019 was recycled paper or contained recycled paper. The paper used was supplied by reputable manufacturers in Europe, Australasia and North America, all of whom are members of the Forest Stewardship Council and adhere strictly to manufacturing processes that create minimal impact on the environment. Stringent supervision and control on the efficient use of newsprint were exercised at all times. The Group used organic-based printing ink for printing newspapers in Hong Kong. This ink consists of a composite of resin and vegetable oil that fulfils environmental conservation objectives. All ink used was supplied by manufacturers in Korea who comply with ISO14000 and 14001 Environmental Management System Standards as well as the ISO9000 and 9001 Quality Management System Standards.

紙張及油墨為印副本集團刊物所用的主要原材料。於甄選及使用該等材料時，我們的兩大主要考慮因素為對環境友善及善用生產成本。我們的目標是盡量採用環境友善產品，同時將消耗及廢棄減至最少。

於二零一九年，本集團於香港印刷報章所消耗的白報紙為33,162公噸，並收集3,102公噸的白報紙作回收用途。本集團於二零一九年用於香港印刷報章的紙張，約50%為再造紙或含再造紙成分。使用的紙張由信譽良好的製造商提供，分佈歐洲、澳紐及北美洲，該等製造商均屬森林管理委員會的會員，並謹守對環境造成最少影響的製造程序。本集團嚴格監控和控制白報紙運用得宜。此外，本集團用於香港印刷報章的油墨為有機油墨。此油墨由樹脂及植物油的合成物組成，符合環境保育的目標。所有使用的油墨由符合ISO14000及14001環境管理體系標準及ISO9000及9001質量管理體系標準的韓國製造商提供。

		2019 二零一九年	2018 二零一八年
Newsprint used (tonnes)	白報紙消耗(公噸)	33,162	42,090
Newsprint collected for recycling (tonnes)	白報紙回收(公噸)	3,102	4,640

KPI A2.1

Electricity used in the newspaper printing process at its printing plant and in the office operations account for the majority of the Group's electricity consumption. The Group purchases electricity from CLP Power Hong Kong Limited. The electricity consumption by the Group in Hong Kong for the year ended 31 December 2019 was 11,501,103 kWh.

關鍵績效指標A2.1

本集團主要電力消耗為印刷廠房印刷報章以及辦公室運作所用的電力。本集團向中華電力有限公司購入電力。截至二零一九年十二月三十一日止年度，本集團在香港的電力消耗總量為11,501,103千瓦時。

		2019 二零一九年	2018 二零一八年
Electricity consumption (kWh)	電力消耗總量(千瓦時)	11,501,103	12,965,600

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KPI A2.2

The Group's major water consumption is for its printing operations and office operations. Water consumption by the Group in Hong Kong for the year ended 31 December 2019 was approximately 29,071 cubic metres. The water consumption figure for 2019 is an estimate only based on water bills up to October/November as the Water Supplies Department has not yet provided water bills for the remainder of the year.

關鍵績效指標A2.2

本集團主要用水為印刷運作及辦公室運作所用的水。截至二零一九年十二月三十一日止年度，本集團在香港的耗水總量為約29,071立方米。二零一九年的耗水總量數字是根據截至該年十月及十一月的水費單估算得出的約數，因本集團尚未收到由水務署發出該年餘下時間的水費單。

		2019* 二零一九年	2018 二零一八年
Water consumption (cubic metres)	耗水總量(立方米)	29,071	37,794

*Estimate 約數

KPI A2.3

As mentioned under KPI A1.5, the Group adopts appropriate environmentally-friendly measures for energy use efficiency and assigns appropriate responsible staff in charge of energy saving matters. In general, the Group deploys energy-saving lightings, uses natural sunlight as much as possible and urges staff to switch off idle lightings, air-conditioning, computers and other electrical equipment; in addition, staff are encouraged to use recycled paper and to use telephone or video conferencing to reduce local and overseas travelling. Reminders and notices are regularly issued to staff to remind them to use energy smartly as well as to save water and to reduce sewage from the source.

關鍵績效指標A2.3

如關鍵績效指標A1.5所述，本集團採取適當的環境友善措施以提高能源使用效益，並由專責員工負責節能事宜。大致上，本集團使用節能照明，儘可能採用自然光，並敦促員工在沒有人使用時關閉照明設備、空調、電腦及其他電子器材；此外，我們鼓勵員工循環使用紙張及利用電話或視像會議以減少本地及海外公幹。我們定期發出提示及通知，提醒員工善用能源、節約用水及從源頭減廢。

KPI A2.4

Water is not a significant element in the Group's business operations and generation of waste water is minimal.

關鍵績效指標A2.4

水在本集團的業務營運中並非重大元素，因此產生廢水不多。

KPI A2.5

The packaging materials used by the Group for its finished products are immaterial.

關鍵績效指標A2.5

本集團用於包裝製成品的材料不多，並視為不重要。

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A3. The Environment and Natural Resources

The Group is committed to environmental protection. It is the Group's policy to minimise the impact of its business activities on the environment and natural resources.

KPI A3.1

The Group's activities do not have a significant impact on the environment and natural resources. Other than the measures to mitigate emissions mentioned under KPI A1.5 and the energy use efficiency initiatives mentioned under KPI A2.3 above, the Group continually monitors and reviews its operations and processes to minimise any impact on the environment. For example, in 2019, a self-developed automated e-Photo system was implemented to facilitate the selection, editing and delivery of photos by the editorial and production departments, thereby significantly reducing the physical printing of photos as well as increasing workflow efficiency. In addition, the Group's IT Department deployed "Virtual Patching" solution to avoid the need for replacement of a large quantity of desktop computers arising from Microsoft Windows 10 upgrade. These initiatives represent optimising the use of resources and reducing waste while minimising any negative impact on the environment.

B. SOCIAL

B1. Employment

It is the Group's policy to recruit the best qualified people and to maintain a pool of human resources according to different businesses' manpower requirements and planning. It is also the Group's policy to transfer or promote well performing and capable employees to fill vacancies so that employees are provided with opportunities to widen their exposure and further their career development within the Group.

A3. 環境及天然資源

本集團致力於環境保護，其政策旨在將本集團的商業行為對環境及天然資源所造成的影響減至最低。

關鍵績效指標A3.1

本集團的業務不會對環境及天然資源造成重大影響。除了上述關鍵績效指標A1.5中提及的減少排放物措施及關鍵績效指標A2.3中提及的提高能源使用效益措施之外，本集團將持續監控和檢視其運營及流程，以將對環境的影響減至最少。例如，於二零一九年，本集團開始採用自主開發的電子發相系統，以協調編輯部及生產部進行編輯及傳送圖片的流程，從而大幅減少列印圖片，同時提升工作流程上的效率。此外，本集團的資訊科技部採用「虛擬補丁」方案，以避免因微軟Windows 10升級而需要更換大量桌上型電腦。這些舉措可更有效利用現有資源及減少浪費，並將環境的負面影響減至最少。

B. 社會

B1. 僱傭

本集團的政策旨在根據不同業務的人力需求及計劃招聘最具資格的人才及保留人才資源。本集團亦會將表現優秀及有能力的僱員調任或晉升以填補職位空缺，為僱員提供於本集團內拓闊閱歷及事業發展的機會。

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The Group is dedicated to employment diversity and anti-discrimination in the workplace, and adopts an Equal Employment Opportunity policy. All applicants for the Group's positions have equal opportunities of employment irrespective of their age, sex, marital status, family status, disability, race, nationality or religion (provided that these do not impede the abilities of the prospective appointees to carry out normal job duties or affect the health and safety of fellow employees). Job applicants are treated fairly and equally. Employment is offered only to the best qualified applicants with reference to their merits and abilities to meet the requirements of the jobs irrespective of whether they are referrals or direct applicants.

The Group's Human Resources Department provides recruitment advice and related services to all departments and line managers are responsible for ensuring that these policies are implemented in their operations. The Human Resources Department is consulted before any action is taken in relation to any employee and confirmation of full time and part-time employment is offered by the Human Resources Department.

We offer remuneration packages to staff taking into account their performance, contribution and the level of responsibility/empowerment pertinent to the specific jobs. Remuneration packages are reviewed according to individual performance, business unit performance as well as the Group's overall business performance. We attract, retain and motivate high-performing employees with incentive payments, such as allowances, performance driven commissions and bonuses, discretionary year-end bonuses and share option scheme. We offer a comprehensive range of employee benefits to full-time staff including insurance and medical coverage, maternity and paternity benefits, long service recognition awards, etc.; and we provide mandatory provident fund schemes for all staff including part-time staff.

Staff employment policies are adopted with approval by management and confirmed by the Group's Legal Department to ensure compliance with relevant laws and regulations including the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), Employment Ordinance (Cap. 57 of the Laws of Hong Kong) and Employees' Compensation Ordinance (Cap. 282 of the Laws of Hong Kong). Updates to the relevant laws and regulations, policies and procedures are posted to staff via memoranda or company intranet.

本集團致力於在工作環境奉行多元化及反歧視的僱傭原則，採納平等僱傭機會政策。所有應徵本集團職位的人士均具有平等的受僱機會，不論其年齡、性別、婚姻狀況、家庭狀況、殘障、種族、國籍或宗教信仰(除非妨礙可能獲聘者履行正常工作職責或影響其他僱員的健康及安全)。應徵者獲公平及平等對待。本集團任人唯賢，僱傭最具有工作所要求的能力及資格的應徵者，不論其為引薦人士或直接應聘者。

本集團人力資源部向所有部門提供招聘意見及相關服務，部組經理負責確保在營運過程中執行該等政策。在採取任何與僱員相關行動之前須諮詢人力資源部，而所有全職和兼職僱傭皆由人力資源部確認。

我們經考慮員工及其具體工作相關的表現、貢獻及權責後提供薪酬待遇。薪酬待遇根據個人表現、業務單位表現及本集團的整體業務表現作出檢討。為吸引、挽留或激勵表現優異的僱員，我們提供津貼、表現佣金及花紅、年終酌情花紅及購股權計劃等獎酬。我們向全職僱員提供全面的僱員福利，包括保險及醫療保障、產假及侍產假、長期服務獎金等。我們亦為全體員工包括兼職員工提供強制性公積金計劃。

員工僱傭政策經管理層批核後方可採用，並由法律部確認，以確保遵守相關法律及法規，包括《公司條例》(香港法例第622章)、《僱傭條例》(香港法例第57章)及《僱員補償條例》(香港法例第282章)。相關的法規、政策及程序的更新會透過備忘錄或公司內聯網向員工傳達。

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The collection, access, update, retention and/or transfer of employees' data for the process of employment are conducted strictly in accordance with designated procedures which are subject to regular reviews in compliance with the Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong).

The Group's Human Resources Department has appropriate systems and processes in place to ensure compliance with the above policies and with Hong Kong statutory provisions. It gives appropriate advice to all operating units in following the standard procedures and practices. All employment letters, time-sheets, overtime forms, regular compensation, mandatory provident fund contributions, sick leave and injury compensation, and arrangements regarding working hours and rest periods are subject to annual audit and regular review to ensure compliance with relevant laws and regulations.

KPI B1.1

As at 31 December 2019, the Group employed a total of 1,316 full-time employees including 1,006 in Hong Kong and 310 in the Group's mainland China and overseas offices.

僱傭過程中收集、獲取、更新、保留及／或轉移的僱員資料會嚴格按照指定程序進行，該等程序依照《個人資料(私隱)條例》(香港法例第486章)定期覆核。

本集團人力資源部設有適當系統及程序，確保遵守上述政策及香港法定條文。人力資源部會向所有營運單位提供關於遵循該等程序及慣例的適當意見。所有僱傭函件、出勤表、超時工作表、固定補償、強制性公積金供款、病假、工傷補償、工作時數及休假安排必須進行年度審核及定期覆核，以確保遵守法律及法規。

關鍵績效指標 B1.1

於二零一九年十二月三十一日，本集團共聘用全職僱員1,316人，當中包括香港僱員1,006人及中國大陸和海外僱員310人。

		2019 二零一九年	2018 二零一八年
Full-time employees in Hong Kong	全職僱員(香港)	1,006	1,044
Full-time employees in mainland China and overseas	全職僱員(中國大陸和海外)	310	336
Total number of full-time employees	總全職僱員	1,316	1,380

The table below shows a breakdown of the Group's employees in Hong Kong by age group and by gender:

Full time employees by age group:

Age Group	年齡組別	2019 二零一九年	2018 二零一八年
29 or under	29歲或以下	17.6%	21.6%
30-39	30歲至39歲	15.9%	16.0%
40-49	40歲至49歲	34.8%	33.4%
50 or above	50歲或以上	31.7%	29.0%

下表為本集團按年齡組別及性別劃分的香港僱員：

按年齡組別劃分的全職僱員人數：

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Full time employees by gender:

按性別劃分的全職僱員人數：

Gender	性別	2019 二零一九年	2018 二零一八年
Male	男性	57.2%	57.7%
Female	女性	42.8%	42.3%

KPI B1.2

The Group's employee turnover rate in Hong Kong in 2019 was 22.8%. The table below shows the Group's employee turnover rate by age group and by gender:

關鍵績效指標B1.2

於二零一九年，本集團的香港僱員流失比率為22.8%。下表為本集團按年齡組別及性別劃分的僱員流失比率：

Employee turnover rate by age group:

按年齡組別劃分的僱員流失比率：

Age Group	年齡組別	2019 二零一九年	2018 二零一八年
29 or under	29歲或以下	77.5%	66.4%
30-39	30歲至39歲	26.0%	31.1%
40-49	40歲至49歲	8.2%	12.1%
50 or above	50歲或以上	4.3%	5.1%

Employee turnover rate by gender:

按性別劃分的僱員流失比率：

Gender	性別	2019 二零一九年	2018 二零一八年
Male	男性	15.1%	15.0%
Female	女性	33.2%	40.0%

B2. Health and Safety

The Group takes measures to provide and maintain a safe and healthy workplace for our employees through establishing an Occupational Health and Safety Management System. We pledge to follow and observe the following principles in implementing the system:

- To recognise that safety and health at work is an integral part of our business performance and to endeavor to achieve a high level of safety performance;
- To accept the responsibility of providing and maintaining a safe workplace for our employees and contractors/suppliers working within our premises;

B2. 健康及安全

本集團設有職業安全及健康管理體系，為僱員提供一個安全及健康的工作環境。我們於推行該體系時依照並遵循下列原則：

- 認同安全及健康工作場所是業務表現的其中一部分，並致力達到高水平的職業安全及健康表現；
- 承擔責任為員工及在本集團所屬管理的地方工作的承包商及供應商提供及保持一個安全及健康的工作場所；

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- To comply with the occupational health and safety regulations and relevant legal requirements where appropriate;
 - To define safety organisational structure and responsibilities and provide adequate and appropriate resources for developing and implementing the system;
 - To provide appropriate training for our employees in order to ensure the system is properly implemented;
 - To ensure our employees and contractors/suppliers working within our premises implement the system;
 - To periodically review the system and its performance and implement appropriate follow up actions in order to achieve continual improvement.
- 遵守職業安全及健康相關的法例要求及指引；
 - 訂立安全管理架構及權責，並提供足夠及合適的資源，以建立及推行職業安全及健康管理體系；
 - 為員工提供適當的培訓，以確保能恰當地推行職業安全及健康管理體系；
 - 確保員工及在本集團所屬管理地方的承包商及供應商推行職業安全及健康管理體系；
 - 定期評審職業安全及健康管理體系的推行情況，並執行相應的跟進活動，從而達至持續改善職業安全及健康的表現。

KPI B2.1 and KPI B2.2

For the year ended 31 December 2019, there were a total of 5 cases of work-related injuries representing an average injury rate of 4.97 per 1,000 employees (defined according to Occupational Safety and Health Branch, Labour Department). There were a total of 164 days lost due to work-related injuries. No work-related fatal incidents occurred in 2019.

KPI B2.3

The Group complies with relevant laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards. For example, in compliance with the Fire Services Ordinance (Cap. 95 of the Laws of Hong Kong) and the Occupational Safety and Health Ordinance (Cap. 509 of the Laws of Hong Kong), the Group has installed adequate fire sprinklers and extinguishers in our workplaces and emergency exit floor plans are clearly posted; all emergency exits are checked frequently to ensure no obstacles and we hold fire evacuation drills and safety talks at regular intervals. All workplaces are also equipped with first aid boxes and the printing plant is equipped with an AED (automated external defibrillator). In compliance with the Factories and Industrial Undertakings Ordinance (Cap. 59 of the Laws of Hong Kong) and Factories and Industrial Undertakings (Safety Management) Regulation (Cap. 59AF of the Laws of Hong Kong), we have set up a Safety Management Committee and a Safety Management System to monitor all safety issues in the workplace, audited by a registered safety auditor annually. In addition, we hold regular factory-related drills (e.g. chemical spillage) at our printing plant.

關鍵績效指標 B2.1 及 關鍵績效指標 B2.2

截至二零一九年十二月三十一日止年度，共錄得5宗工傷，以每千名僱員計的傷亡率為4.97（根據勞工處職業安全及健康部的定義計算）。因工傷而引致損失工作日數合共為164日。於二零一九年內並沒有工作引致死亡的個案。

關鍵績效指標 B2.3

本集團遵守有關提供安全工作環境及保護僱員免受職業危害的法律及法規。例如，根據《消防條例》(香港法例第95章)及《職業安全及健康條例》(香港法例第509章)，本集團於工作場所安裝足夠的消防噴頭及滅火器，並清楚張貼緊急出口平面圖；我們經常檢查所有緊急出口，確保無障礙物，並定期舉行消防疏散演習及安全講座。所有工作場所亦配備急救箱，同時印刷廠房也配備AED（自動體外心臟去顫器）。根據《工廠及工業經營條例》(香港法例第59章)以及《工廠及工業經營(安全管理)規例》(香港法例第59AF章)，我們已設立安全管理委員會及安全管理系統，監察工作場所的安全事宜，每年由註冊安全審核員審核。此外，我們定期在印刷廠房舉行與工廠相關(例如化學品洩漏)的演習。

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B3. Development and Training

We encourage our staff members to improve their job capabilities and career prospects by providing them with opportunities for professional and personal growth and development, through various training programmes, workshops and seminars.

An induction training is organised for new employees to apprise them of the Group's businesses and the industry in which we operate. In addition, on-the-job training is offered to employees, including management and directors, for the purpose of refreshing and developing their knowledge and skills. These include training related to compliance with relevant laws and regulations such as the Personal Data (Privacy) Ordinance, the Trade Descriptions Ordinance (Cap. 362 of the Laws of Hong Kong) as well as other advertising and media laws. Work safety and anti-bribery training is also provided on a regular basis. To ensure that our staff are kept abreast of the developments in the media industry, we also offer training on the latest editorial management systems, office automation, online media technology as well as digital sales and marketing, according to the roles and responsibilities of the employees.

KPI B3.1 and KPI B3.2

For the year ended 31 December 2019, a total of 865 employees attended training through both internal and external training course (representing 86% of full-time employees), with a total of 45,036 hours of training.

B3. 發展及培訓

我們透過舉辦不同的培訓計劃、工作坊及講座，向員工提供專業及個人成長及發展的機會，鼓勵員工提升工作能力及職業前途。

我們為新員工提供入職培訓，讓他們了解本集團業務及所在行業的狀況。此外，我們向僱員(包括管理層及董事)提供在職培訓，旨在提升及發展其知識與技能。該等培訓包括有關遵守相關法律及法規，如《個人資料(私隱)條例》、《商品說明條例》(香港法例第362章)及其他廣告及媒體法例。我們亦定期提供工作安全及反賄賂培訓。為確保我們的員工了解媒體行業的最新發展，我們亦根據僱員的職位及職責提供編輯管理系統、辦公自動化、線上媒體技術、數碼化銷售及市場推廣的培訓。

關鍵績效指標B3.1及關鍵績效指標B3.2

截至二零一九年十二月三十一日止年度，共有865名員工出席內部及外部培訓課程(相當於全職僱員的86%)，接受共45,036小時的培訓。

		2019 二零一九年	2018 二零一八年
Number of employees who attended training	受培訓員工人數	865	950
Total hours of training	總員工培訓時數	45,036	47,410

B4. Labour Standards

The Group adopts a "No Child Labour and No Forced Labour" policy which:

- Ensures that no person below the age of 15 is employed in the workplace;
- Prohibits the use of forced or compulsory labour;

B4. 勞工準則

本集團採納「不僱傭童工及不強逼勞動」政策：

- 確保不僱傭十五歲以下的人士工作；
- 禁止強逼或強制勞動；

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- Ensures that no employee is made to work against his/her will or to work as bonded/forced labour, or subjected to corporal punishment or coercion of any kind related to work;
- Refrains from engaging with vendors and suppliers who use child labour and forced labour in their operations.

The Human Resources Department as well as department heads will ensure implementation of this policy, in compliance with Employment of Children Regulations (Cap. 57B of the Laws of Hong Kong) and Employment of Young Persons (Industry) Regulations (Cap. 57C of the Laws of Hong Kong), throughout the process of recruitment and employment registration. Any violation of related regulations and procedures will be subject to warning, re-education or disciplinary action and such other appropriate measures as the Group's management may decide to take.

KPI B4.1 and KPI B4.2

The Group has taken necessary measures to prevent child labour and such measures are communicated regularly to all departments and suppliers. The Human Resources Department maintains appropriate procedures to verify the date of birth of new joiners. Work time sheets with details on job nature are required and kept to ensure that young persons (as defined under the Employment Ordinance) do not engage in night shifts or hazardous jobs, and to ensure that minimum wages are adhered to. Limits for working hours and overtime are set taking into consideration the age of employees.

During the year ended 31 December 2019, the Group was not aware of any non-compliance with relevant laws and regulations on preventing child labour or forced labour.

B5. Supply Chain Management

It is the Group's policy to source materials from sustainable sources managed or operated by environmentally reputable suppliers who are in line with the Group's view to social responsibility and these suppliers are diversified geographically to ensure the source materials supply is not affected by change of environmental policy of individual country or individual region.

- 確保沒有僱員違背其自身意願工作或遭強逼勞動或遭到與工作有關的體罰或脅逼；
- 不會採用聘用童工及使用強逼勞動的供應商。

人力資源部及部門主管確保執行本政策，於招聘及僱傭登記過程中遵守《僱用兒童規例》(香港法例第57B章)及《僱用青年(工業)規例》(香港法例第57C章)。如有觸犯相關法規及程序，將予以警告、再教育或紀律處分，以及本集團管理層決定採取之其他適當措施。

關鍵績效指標B4.1及關鍵績效指標B4.2

本集團已採取必要措施以防止僱傭童工，並定期通知各部門及供應商其相關措施。人力資源部定有合適程序以核實新加入員工的出生日期，並要求及保存附有工作性質詳情的出勤表，以確保青年(按《僱傭條例》的定義)未有從事夜班或危險性工作，且確保遵守最低工資條例。在制訂工作時間限制及加班時會考慮到員工的年齡。

截至二零一九年十二月三十一日止年度，本集團並不知悉任何違反有關防止僱用童工或強逼勞動的法律及法規之事宜。

B5. 供應鏈管理

本集團的政策是向與本集團具有一致社會責任理念的供應商採購材料，該等供應商須具有良好環保聲譽並提供來自可持續來源的材料。該等供應商來自全球不同地區，以確保原材料供應不受任何個別國家或個別地區之環境政策變動所影響。

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KPI B5.1 and KPI B5.2

In 2019, the top 10 suppliers for the Group's regular business operations in Hong Kong (being suppliers of products and/or services with an annual total contract amount of HK\$10 million or above) accounted for approximately 36% of the Group's total purchases of products and/or services. These are mainly suppliers of newsprint, ink, printing services and delivery services and approximately 34%, 11%, 18% and 37% of them are located, respectively, in Hong Kong, Asia, North America and the rest of the world including Europe and Australasia.

Newsprint and ink are the major materials consumed by the Group. Senior management staff responsible for this role visits existing and potential suppliers (who individually accounts for 20% or more of total consumption) to examine and assess whether they fulfil the industry's expectations in the social and environmental aspects, especially concerning the raw materials and the natural resources they use to produce their products.

B6. Product Responsibility

The Group aims to provide products (inter alia, newspapers, magazines, recruitment media and other publications) and services (inter alia, advertising, promotional events, printing and publishing services) of the highest standards. As a content provider, the Group aims to produce high quality content to make its products preferred and valued by readers. As an advertising medium, the Group aims to be an effective platform for advertisers to reach their target audience. Also, the Group is committed to protecting the privacy of individuals with respect to personal data.

關鍵績效指標B5.1及關鍵績效指標B5.2

於二零一九年，本集團於香港日常業務運作的十大供應商(為年內合約總額一千萬港元或以上的產品及／或服務供應商)佔本集團產品及／或服務採購總額約36%。該等供應商主要供應白報紙、油墨、印刷服務及運送服務，來自香港、亞洲、北美洲及包括歐洲與澳紐的其他地區的佔比分別約34%、11%、18%和37%。

白報紙及油墨為本集團主要使用的材料。對個別佔總消耗量兩成或以上的現有或潛在供應商，負責的高級管理人員會通過現場視察，檢查及評估其有否符合行業在社會及環境方面的期望，尤其是其於製造產品時所用的原材料及天然資源。

B6. 產品責任

本集團旨在提供最高質素的產品(其中包括報章、雜誌、招聘媒體及其他刊物)及服務(其中包括廣告、推廣活動、印刷及出版服務)。本集團作為內容供應商，旨在製作優質的內容，使其產品受到讀者的青睞及重視。本集團同時作為廣告媒介，旨在為廣告商提供聯繫其目標受眾的高效平台。此外，在處理個人資料方面，本集團致力保護個人私隱。

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KPI B6.1, KPI B6.2, KPI B6.3 and KPI B6.4

For the year ended 31 December 2019, none of our products sold or shipped was subject to recalls for safety and health reasons, and the Group was not aware of any products and service related complaints that would have significant impact on the Group. It is the Group's policy to respect intellectual property rights (which is also one of its valuable assets as a content provider), not to use infringing articles in our business and only use licensed software on office equipment. All staff are required to strictly comply with the Copyright Ordinance (Cap. 528 of the Laws of Hong Kong) as stipulated in the Employee Handbook, and are required to report any suspected intellectual property rights infringement of the Group. In terms of quality assurance, regular review meetings are held by relevant staff to ensure provision of high quality content to readers.

KPI B6.5

Brief updates and/or training are provided to keep the relevant staff in pace with the developments in the advertising and media laws, and the Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong). Regarding advertising service, advertisements of suspicious nature are reviewed and commented before publication so as to minimise the possibility of any claims, allegations and/or contravention of the relevant laws. In relation to privacy, a personal data policy is set out in the Employee Handbook to which staff are required to strictly adhere when handling personal data. In compliance with the Personal Data (Privacy) Ordinance, privacy policy statements are also included in the Group's websites and mobile applications, and Personal Information Collection Statements are made whenever personal data is collected. All personal data is maintained with care and can only be accessed by authorised staff, and protected by appropriate security measures.

關鍵績效指標B6.1、關鍵績效指標B6.2、關鍵績效指標B6.3及關鍵績效指標B6.4

截至二零一九年十二月三十一日止年度，我們既無已售或已運送的產品因安全與健康理由而須回收，本集團並不知悉任何有關產品及服務的投訴且會對本集團造成重大影響。本集團的政策為尊重知識產權（此亦為本集團作為內容供應商之其中一項珍貴資產），在我們的業務中不採用侵權物品，以及於辦公室設備上只使用授權軟件。全體員工須按僱員手冊中規定，嚴格遵守《版權條例》（香港法例第528章），並須匯報任何懷疑侵犯本集團知識產權的情況。就品質保證而言，相關員工定期舉行檢討會，以確保為讀者提供優質內容。

關鍵績效指標B6.5

我們提供更新概要及／或培訓予相關員工，致使其持續了解有關廣告及媒體之法例以及《個人資料（私隱）條例》（香港法例第486章）的最新發展。就廣告服務而言，性質可疑的廣告會於刊登前進行審閱及批閱，以減低招致任何申索、指控及／或違反相關法律的可能性。就私隱而言，員工於處理個人資料時須嚴格遵守載於僱員手冊的個人資料政策。為符合《個人資料（私隱）條例》，私隱政策聲明亦載於本集團的網站及流動應用程式，而於收集個人資料時則會作出個人資料收集聲明。所有個人資料會審慎保管，而僅有獲授權員工方可查閱，並採用合適保安措施加以保護。

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B7. Anti-corruption

It is the Group's policy to ensure that its business operates according to the highest standards of ethical conduct and professional competence. All staff are required to strictly comply with the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong) and the code of conduct contained in the Employee Handbook, in particular the conflict of interest and anti-bribery provisions. Guidelines have been issued to provide a practical guidance in relation to the operation of the above anti-bribery provisions.

KPI B7.1

For the year ended 31 December 2019, the Group was not aware of any concluded legal cases regarding corrupt practices brought against the Group or its employees.

KPI B7.2

The Group encourages the reporting of any suspected breach of the aforesaid to the Human Resources Department through the whistle-blowing mechanism. Such reports are kept confidential and the identity of the reporting employee will not be divulged. The Group will take all reasonable steps to ensure that the reporting employee suffers no detriment. Also, different internal audit assignments are conducted from time to time.

B8. Community Investment

As a media organisation, the Group strives to provide high quality journalism and an effective advertising medium to ensure business success, while at the same time the Group is committed to fulfilling its social responsibility as a good corporate citizen that brings benefits to the communities in which it operates. Our community investment strategy is to leverage on and align the resources of the Group (including our readers and staff) with the needs of the communities we serve. We focus on two core areas where we believe our understanding of the needs and our support can best contribute to the long term development and sustainability of the community, namely, Education and Charity & Community Care.

B7. 反貪污

本集團的政策為確保其業務遵循最高標準的道德規範及專業質素。所有員工須嚴格遵守《防止賄賂條例》(香港法例第201章)及僱員手冊所載的行為守則，尤其是利益衝突及反賄賂條文。本集團已就上述反賄賂條文的操作提供實務性指引。

關鍵績效指標B7.1

截至二零一九年十二月三十一日止年度，本集團並不知悉任何對本集團或其員工提出並已審結的貪污訴訟案件。

關鍵績效指標B7.2

對於任何疑似違反上述各項的情況，本集團鼓勵透過舉報機制向人力資源部作舉報。該舉報內容會保密處理，而作出舉報的僱員身份不會被披露。本集團將採取一切合理程序以確保作出舉報的僱員不會受傷害。此外，本集團會不時進行不同的內部審核工作。

B8. 社區投資

本集團作為媒體機構，致力提供高質素新聞資訊及有效廣告渠道，每天發掘及報道社會時事，同時關心社區，負上良好企業公民的責任。本集團的社區投資策略是集中善用集團的資源(包括其讀者及員工)，於教育與慈善及社區關懷兩方面投入心力，務求對社會的持續發展帶來正面貢獻。

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KPI B8.1 and KPI B8.2

Education

It is our belief to support and nurture today's young people who are our future, by providing them with opportunities to formal education as well as personal development. This section outlines our key educational initiatives:

— Students' Loan Fund and Scholarship under Sing Tao Charitable Foundation

Sing Tao Charitable Foundation was established in 1976 with the aim of providing financial assistance to those in need, including student loans and scholarships, which comprise:

- Sing Tao Charitable Foundation Students' Loan Fund

Sing Tao Charitable Foundation Students' Loan Fund seeks to assist, by way of interest-free loans, students who face financial difficulty and are nominated by their education institutes. The Loan Fund is composed of two parts – loans to students of the eight University Grants Committee-funded universities and Hong Kong Shue Yan University, and emergency loans to students of the aforementioned nine universities, certain other tertiary institutions and secondary schools recognised by the Education Bureau. In addition to providing funding to the Loan Fund, the Group also participates in its selection committee. In the 2018/2019 academic year, Sing Tao Charitable Foundation Students' Loan Fund provided loans of approximately HK\$660,000 to 58 students.

- Sing Tao Charitable Foundation Scholarships

Sing Tao Charitable Foundation Scholarships was set up to offer one-off scholarships to outstanding students studying Journalism and Communication at The Chinese University of Hong Kong, in order to nurture future journalists and talents in the news industry. In the 2018/2019 academic year, Sing Tao Charitable Foundation Scholarships provided scholarships of HK\$40,000 to 8 students.

關鍵績效指標B8.1及關鍵績效指標B8.2

教育

我們堅信支持及培養年青人為社會的長遠發展帶來動力，透過協助他們獲得正統教育及個人發展機會，年青人將能成為未來的社會棟樑。以下是我們於教育方面的主要項目：

— 「星島慈善基金」屬下助學金及獎學金

「星島慈善基金」成立於一九七六年，目的為社會上有需要人士提供財務上的支援，包括提供助學金及獎學金，當中有以下項目：

- 「星島慈善基金貸款助學金」

「星島慈善基金貸款助學金」以免息貸款形式，為有經濟困難並獲得院校推薦的學生伸出援手。「星島慈善基金貸款助學金」分為兩部分，除了向受大學教育資助委員會資助的八間院校及香港樹仁大學提供助學貸款，亦設有緊急援助貸款，後者的支援對象包括上述九間大學、其他專上學院及教育局認可中學的學生，助他們在遭逢巨變時可以渡過難關，繼續學業。本集團因應需要向基金捐款注資，同時亦派員參與遴選委員會的工作。於二零一八／二零一九學年，「星島慈善基金貸款助學金」共向58名學生借出貸款助學金約660,000港元。

- 「星島慈善基金獎學金」

「星島慈善基金獎學金」每年向香港中文大學新聞與傳播系中成績優異的學生頒發一筆過的獎學金，為新聞行業培育人才。於二零一八／二零一九學年，「星島慈善基金獎學金」共向8名學生頒發獎學金合共40,000港元。

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- The Standard/Sing Tao “Fat Choy” Drive Medical Students Loan Fund

The Standard/Sing Tao “Fat Choy” Drive Medical Students Loan Fund aims to provide financial assistance, by way of interest-free loans, to students in Medicine, Nursing and Chinese Medicine at The University of Hong Kong. In the 2018/2019 academic year, The Standard/Sing Tao “Fat Choy” Drive Medical Students Loan Fund approved loans of approximately HK\$220,000 to 12 students.

— Education-related Activities

- Since 1994 the Group has organised the annual “Leader of the Year” Award to acknowledge outstanding leaders and thereby encourage the younger generation to strive for excellence and contribute to the development of Hong Kong. Up to 2018, a total of 121 awards have been presented to individuals and groups in recognition of their achievements in a range of categories spanning Community/Public Affairs to Education and Research. A new award category “Young Entrepreneur” was added in 2017 to recognise young leaders and foster the spirit of entrepreneurship and creativity. The “Leader of the Year 2019” award presentation ceremony will be held in June 2020.
- The Group co-organises the annual “Sing Tao Inter-School Debating Competition” with the Education Bureau and the event reached its 34th year in 2019. The competition provides an opportunity for students to hone their skills in use of language, debating, analytical thinking and organisation, as well as to raise their awareness of current affairs and enrich their experience in extra-curricular activities. In 2019, the competition attracted participation by 208 schools and approximately 2,500 students and teachers.

- 「虎報／星島發財醫科生助學金」

「虎報／星島發財醫科生助學金」旨在為香港大學醫學系、護理學院及中藥學院的學生提供免息貸款，助他們完成學業，為香港培育醫學專才。於二零一八／二零一九學年，「虎報／星島發財醫科生助學金」共向12名學生批出貸款約220,000港元。

— 教育相關活動

- 本集團自一九九四年起，每年舉辦「傑出領袖選舉」，表揚貢獻香港的領袖，並藉此鼓勵年青人以這些傑出領袖為榜樣，發奮圖強。截至二零一八年，共頒發121項獎項予個人或機構，他們來自社會多個界別，遍及社區／公共事務、教育及科研等。於二零一七年新增設「青年企業家」獎項組別，以嘉許年青領袖並促進企業精神和創意。「2019年傑出領袖選舉」頒獎典禮將於二零二零年六月舉行。
- 本集團與教育局合辦「星島全港校際辯論比賽」，至二零一九年已踏入第三十四屆。活動旨在全面訓練學生雙語能力、辯才、思考力及組織能力，提升學生的時事觸覺，豐富學生的課外活動經驗。於二零一九年，「星島全港校際辯論比賽」有208間學校及約2,500位師生參與。

Environmental, Social and Governance Report

環境、社會及管治報告

- In order to raise students' interest in journalism and allow young people to better understand the operations of a newspaper, the Group regularly organises visits from schools and non-profit organisations. During the visits, staff from the Group's Editorial Department, Art Department, Printing Department and Information Centre interact with students to explain and demonstrate their operations in addition to answering questions from students. In 2019, the Group hosted 14 visits by 390 visitors from schools and organisations.
- The book publication and distribution unit of the Group makes donations of books to schools, in order to promote healthy reading habits among students to broaden their knowledge, or cash donations from charity book sales to charitable organisations. In addition, the Group's publications organise various education-related activities regularly, including seminars and fairs on school admissions, contests on story writing and drawing as well as other competitions which encourage students to understand and participate in their communities.
- 為引發學生對傳理學的興趣，同時讓他們對報業營運有更深入的了解，從而為傳媒業培養人才，本集團定期舉辦報館參觀活動，接待學校及非牟利團體。本集團於活動期間安排編輯部、美術部、印刷部及資料室的人員簡介及示範工作流程，解答學生的提問，同時帶領學生參觀實際的工作場所。於二零一九年，本集團舉辦14次參觀活動並接待共390位到訪者。
- 本集團旗下圖書出版及發行業務舉辦贈書活動，向中小學校捐贈圖書，推廣閱讀文化並豐富學生的知識，或將圖書義賣所得現金捐贈予慈善機構。此外，本集團旗下刊物亦定期舉辦各類教育相關活動，包括升學講座及展覽、寫作比賽及繪畫比賽與其他鼓勵學生了解及參與社區的比賽。

Charity & Community Care

The Group is committed to “giving back to society” by supporting charitable activities and caring for those in need. In our day-to-day news gathering and reporting activities, the Group is frequently in touch with and aware of the special and urgent needs in the community. This section outlines our key charity and community care initiatives:

— Charity projects under Sing Tao Charitable Foundation

In addition to education-related financial assistance, Sing Tao Charitable Foundation also provides aid to victims of accidents or disasters.

慈善及社區關懷

本集團堅守「取諸社會，用諸社會」的信念，一直支持慈善活動，關懷有需要人士。本集團的媒體業務以嚴謹的編採態度，每天走入社區發掘事實真相，亦因此對社會的狀況有深入認知，了解有需要人士及團體的迫切需要，及時向他們伸出援手。以下是我們於慈善及社區關懷方面的主要項目：

— 「星島慈善基金」屬下慈善項目

除教育方面的財務支援，「星島慈善基金」亦在突發事故或災難情況為不幸人士提供援助。

Environmental, Social and Governance Report

環境、社會及管治報告

- Sing Tao Charitable Foundation – Readers' Donations

Through the reporting in the Group's publications, readers become aware of the needs of individuals and families struck by adversities and want to provide financial assistance to them. Sing Tao Charitable Foundation serves as a channel to coordinate readers' donations and ensure that the process is systematic and accountable. Readers can choose to donate on a one-off or ongoing basis and over the years the Foundation has helped many individuals and families in need to tide over their worst times. In 2019, Sing Tao Charitable Foundation participated in 12 cases and directed over HK\$860,000 in donations from our benevolent readers.

- Sing Tao Charitable Foundation – Disaster Relief

Another role played by Sing Tao Charitable Foundation is disaster relief – the Foundation has taken the lead to organise fund raising and donation activities in times of major calamities to help victims recover from their misfortune and return to their normal lives. For example, after the 2008 Sichuan Earthquake, Sing Tao Charitable Foundation worked with Sowers Action to rebuild 7 schools in the affected areas with a view to assisting the victims to improve their long term livelihood through better education. In 2019, Sing Tao Charitable Foundation and Sowers Action jointly continued to sponsor ancillary facilities for 3 schools in Sichuan.

- 「星島慈善基金 — 讀者捐款」

不少讀者通過本集團旗下刊物的報道獲悉不幸人士或其家庭的需要，並希望提供經濟上的援助。為協調讀者捐助及使捐款程序規範化，「星島慈善基金」設立讀者捐款項目，清晰管理賬目，讓善心讀者有渠道一次性或持續捐助有需要人士，多年來幫助了很多受困人士渡過難關。於二零一九年，讀者捐款項目共有12宗援助個案，捐款數字逾860,000港元。

- 「星島慈善基金 — 救災」

「星島慈善基金」於發生重大災難時帶頭發起籌款及捐助活動救災及幫助災民盡快恢復正常生活。例如，於二零零八年四川大地震後，「星島慈善基金」聯同苗圃行動成立基金為當地7所中小學重建校舍，希望透過良好的教育長遠改善災民的生活。於二零一九年，「星島慈善基金」繼續聯同苗圃行動資助四川3所學校的配套設備。

Environmental, Social and Governance Report

環境、社會及管治報告

— Charity and Community Care Activities

- As a newspaper, Sing Tao Daily is at the forefront in encountering happenings in society and the needy. In 2009, it set up an Adversity Support Scheme with Yan Oi Tong to provide emergency financial assistance to those who face sudden mishaps and hardships. Sing Tao Daily's reporters refer cases and contact the individuals and families concerned, and the Scheme also arranges support services by professional social workers. In addition, Sing Tao Daily is also the media sponsor of the Scheme and assists in publicising the cases requiring assistance to encourage the public to care and donate. In 2019, the Scheme participated in 4 cases and provided HK\$100,000 in donations.
- Since 2011 Headline Daily has been a media sponsor for The Community Chest Rainbow Fund, which is involved in providing immediate and short term financial assistance to individuals and families with urgent and critical needs. Headline Daily supports by devoting editorial space to publish relevant cases and to appeal for donations from readers, as well as by referring cases to the Fund for approval. In 2019, the Fund provided donations of HK\$595,000 to 9 cases.
- We also encourage our employees to participate in charitable activities, including blood donation days, second-hand books donation and charity book sales. In 2019, the Group received a "Generous Giving Angel Bronze Award" and "Long-term Giving Award" from The Hong Kong Society for the Blind.
- The Group's education and parenting media platform Ohpama.com has organised a volunteers' team to encourage parents and children to do voluntary service together, such as visiting and helping the elderly people. In 2019, a total of 90 volunteers participated in 2 visits to the elderly.
- The Group's different business units regularly support various charitable activities by organising, sponsoring or acting as a media partner to promote the events among the public, including the HKGCC Free Ride Day, the 7th "Because I am a Girl - Donate a Pencil" Campaign, Orbis Walk for Sight 2019, Lok Sin Tong Charity Walk 2019, Hok Yau Club Flag Day 2019, World Vision 30-Hour Famine, amongst others.

— 慈善及社區關懷項目及活動

- 傳媒站在社會事件的最前線，最快接觸有需要人士，故此，《星島日報》早於二零零九年起與仁愛堂合作籌辦「仁間有愛應急錢計劃」，旨在為面對突如其來、受天災人禍影響的人士及其家庭提供即時應急金錢以渡過難關。除了由《星島日報》記者主動聯絡有需要人士提供臨時經濟援助，計劃更設有支援服務，專業社工會為有需要的受助人士或家庭提供跟進及支援。另外，《星島日報》亦同時擔任計劃的媒體贊助商，刊登受助個案，宣揚互助精神。於二零一九年，該計劃共向4個個案提供100,000港元的善款。
- 《頭條日報》自二零一一年起為「公益金及時雨基金」擔任媒體贊助商。該基金主要為因不幸而身陷財困的人士或其家庭，提供迅速的短期過渡性援助，讓他們盡快重回生活軌道。《頭條日報》撥出版位報道該基金的援助個案，呼籲讀者捐款為善，並轉介個案至基金審核。於二零一九年，該基金共向9個個案提供595,000港元的經濟援助。
- 我們亦鼓勵員工參與慈善活動，其中包括捐血日、二手書捐贈及圖書義賣。於二零一九年，本集團獲得香港盲人輔導會頒發「樂善天使 — 銅獎」及「恒善大獎」。
- 本集團教育及親子平台的「Oh! 爸媽」組織義工隊，鼓勵家長及孩子一同參與義工服務，如探訪及幫助長者。於二零一九年，共有90人參與2次探訪長者義工服務。
- 本集團旗下不同業務單位亦會定期以主辦、贊助或媒體合作夥伴方式支持各類慈善活動，向公眾宣揚關懷社區，其中包括「香港總商會全程為您」、第七屆「愛·女孩」行動之鉛筆捐贈活動、奧比斯「步步獻光明」慈善步行2019、「樂善堂萬人行2019」、「學友社七十周年賣旗日」及世界宣明會「饑饉三十」等。

The Directors present their report and the audited financial statements of the Group for the year ended 31 December 2019 (the “Year”).

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. Details of the principal activities of the Company’s principal subsidiaries are set out in note 39 to the financial statements. There were no significant changes in the nature of the Group’s principal activities during the Year.

A fair review of the Group’s business as required by Schedule 5 to the Hong Kong Companies Ordinance, including an indication of likely future development in the Group’s business, can be found in the “Management Discussion and Analysis” set out on pages 12 to 17 of this annual report. In respect of the discussion on the Group’s environmental policies and performance, its compliance with the relevant laws and regulations and relationships with stakeholders are set out in “Environmental, Social and Governance Report” on pages 37 to 58 of this annual report. These discussions form part of the directors’ report.

The Group is committed to enhancing governance, promoting employee benefits and development, protecting the environment and giving back to society in order to fulfill social responsibility and achieve sustainable growth. The Group has complied with the relevant laws and regulations that have significant impact on the operations of the Group.

PRINCIPAL RISK AND UNCERTAINTIES

Principal risk and uncertainties of the Group can be found in the “Management Discussion and Analysis” set out on pages 12 to 17 of this annual report.

董事謹提呈本集團截至二零一九年十二月三十一日止年度(「本年度」)之年報及經審核財務報表。

主要業務及業務回顧

本公司之主要業務為投資控股，其主要附屬公司之主要業務詳情載於財務報表附註39。本集團之主要業務性質於本年度內並無重大變動。

根據香港公司條例附表5所規定，對本集團業務的中肯審視，包括對本集團業務相當可能有的未來發展的揭示，載於本年報第12至17頁「管理層討論及分析」內。有關本集團的環境政策及表現，其對相關法律及法規的遵守情況，以及與持份者關係之討論載於本年報第37至58頁「環境、社會及管治報告」內。該等討論屬於本董事會報告的一部分。

本集團致力提升管治、促進僱員福利與發展、保護環境及回饋社會，從而履行社會責任並實現可持續增長。本集團已遵守對本集團營運構成重大影響之相關法律及法規。

主要風險及不明朗因素

本集團的主要風險及不明朗因素載於本年報第12至17頁「管理層討論及分析」內。

Report of the Directors

董事會報告

RESULTS AND DIVIDENDS

The Group's financial performance for the Year and the Group's financial position at that date are set out in this annual report on pages 82 to 221.

The Directors do not recommend the payment of final dividend (2018: HK2 cents per ordinary share) and special dividend (2018: HK10 cents per ordinary share) for the Year. The Company paid the interim dividend of HK3.5 cents (2018: HK2 cents) per ordinary share to shareholders on 24 September 2019.

SUMMARY OF FINANCIAL INFORMATION

A summary of the published results, and of assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements, is set out on page 224 of this annual report. The summary does not form part of the audited financial statements.

SHARE CAPITAL AND SHARE OPTIONS

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

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.

業績及股息

本集團於本年度之財務狀況及本集團於當日之財務狀況載於本年報第82至221頁。

董事不建議就本年度派發末期股息(二零一八年：每股普通股2港仙)及特別股息(二零一八年：每股普通股10港仙)。本公司已於二零一九年九月二十四日向股東派發中期股息每股普通股3.5港仙(二零一八年：2港仙)。

財務資料概要

本集團過去五個財政年度之已公布業績、以及資產及負債概要(乃摘錄自經審核財務報表)載於本年報第224頁。此概要並不屬於經審核財務報表的一部份。

股本及購股權

本公司之股本及購股權於本年度內之變動詳情分別載於財務報表附註28及29。

購回、出售或贖回本公司之上市證券

於本年度內本公司或其任何附屬公司並無購回、出售或贖回本公司之任何上市證券。

優先購買權

本公司之公司細則或百慕達法律中並無優先購買權之規定，強制本公司須按比例向其現時股東提呈發售新股。

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company's reserves available for cash distribution and/or distribution in specie, calculated in accordance with the provisions of the Bermuda Companies Act 1981 (as amended), amounted to approximately HK\$1,152,637,000 (2018: approximately HK\$1,291,355,000).

CHARITABLE CONTRIBUTIONS

During the Year, the Group made charitable contributions totalling HK\$182,000 (2018: Nil).

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the aggregate amount of revenue attributable to the Group's five largest customers represented less than 30% of the Group's total revenue. The aggregate amount of purchases attributable to the Group's five largest suppliers represented less than 30% of the Group's total purchases.

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

DIRECTORS

The Directors during the Year and up to the date of this report were:

Executive directors:

Mr. Ho Tsu Kwok, Charles
Mr. Ho Kent Ching Tak
Mr. Jia Hongping
Mr. Lau Chung Man, Louis
Mr. Lo Wing Hung
Mr. Siu Sai Wo

Independent non-executive directors:

Ms. Judy Chan
Ms. Ho Chiu King, Pansy Catilina
Mr. King Richard Yun Zing
Mr. Lee Cho Jat

可供分派儲備

於二零一九年十二月三十一日，本公司根據百慕達一九八一年公司法（經修訂）規定計算可供現金分派及／或實物分派之儲備為約1,152,637,000港元（二零一八年：約1,291,355,000港元）。

慈善捐款

本集團於本年度內捐出慈善捐款合共182,000港元（二零一八年：無）。

主要客戶及供應商

於本年度內，本集團五大客戶之營業總額佔本集團營業總額不足30%。本集團五大供應商之採購總額佔本集團採購總額不足30%。

於本年度內，董事、彼等之緊密聯繫人或股東（據董事所知擁有本公司已發行股本超過5%），一概無擁有本集團五大客戶或供應商之任何實益權益。

董事

於本年度內及直至本報告日期止，董事為：

執行董事：

何柱國先生
何正德先生
賈紅平先生
劉仲文先生
盧永雄先生
蕭世和先生

獨立非執行董事：

陳芳女士
何超瓊女士
金元成先生
李祖澤先生

Report of the Directors

董事會報告

According to bye-law 87 of the Company's Bye-laws, Mr. Jia Hongping, Mr. Lo Wing Hung, Ms. Judy Chan and Mr. King Richard Yun Zing will retire by rotation, and being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company (the "2020 AGM"). Details of the Directors' standing for re-election are set out in the circular to the shareholders of the Company sent together with this annual report.

The Company has received annual confirmations of independence from Ms. Judy Chan, Ms. Ho Chiu King, Pansy Catilina, Mr. King Richard Yun Zing and Mr. Lee Cho Jat, and as at the date of this report still considers them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 18 to 24 of this annual report.

DIRECTORS' SERVICE CONTRACTS

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

MANAGEMENT CONTRACT

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

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in the Hong Kong Companies Ordinance) for the benefit of the Directors is currently in force and was in force throughout the Year. The Company has maintained directors and officers liability insurance cover for the Directors and officers of the Group.

DIRECTORS' REMUNERATION

The Directors' fees are subject to shareholders' approval at general meetings of the Company every year. Other emoluments are determined and approved by the Board with reference to Directors' duties, responsibilities and performance, and the results of the Group.

根據本公司之公司細則第87條，賈紅平先生、盧永雄先生、陳芳女士及金元成先生將於本公司即將舉行之股東週年大會（「二零二零年股東週年大會」）上輪值告退，彼等符合資格在股東週年大會上膺選連任。預備重選的董事資料載於連同本年報寄發予本公司股東之通函內。

本公司已接獲陳芳女士、何超瓊女士、金元成先生及李祖澤先生之年度獨立確認書，並於本報告日期仍然認為彼等確屬獨立人士。

董事及高級管理層履歷

董事及本集團高級管理層之履歷載於本年報第18至24頁。

董事之服務合約

董事概無與本公司或其任何附屬公司訂立本集團不可於一年內免付補償（法定賠償除外）而予以終止之服務合約。

管理合約

本公司於本年度內並無就全部或任何重大部份業務的管理及行政訂立或存在任何合約。

獲准許的彌償條文

惠及董事之獲准許的彌償條文（定義見香港公司條例）於目前及本年度內有效。本公司已為本集團之董事及要員投購董事及要員責任保險。

董事酬金

董事之袍金須在本公司每年之股東大會上獲股東批准後方可作實。其他酬金乃由董事會參照董事之職務、責任與表現，以及本集團業績而釐定及批准。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS

As at 31 December 2019, the interests of the Directors and the chief executive of the Company in the shares and underlying shares 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 by the Company under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), were as follows:

(a) Interests in the Company**董事及最高行政人員的權益**

於二零一九年十二月三十一日，董事及本公司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)之股份及相關股份中，擁有根據證券及期貨條例第352條本公司須予備存的登記冊所記錄或根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十所載之《上市發行人董事進行證券交易的標準守則》(「標準守則」)須另行知會本公司及香港聯合交易所有限公司(「聯交所」)的權益如下：

(a) 在本公司的權益

**Number of ordinary shares and underlying shares held,
capacity and nature of interest**
所持普通股及相關股份數目、身份及權益性質

Name of director	Note	Personal interests	Corporate interests	Interests in underlying shares	Total	Percentage of the Company's issued voting shares	
				(Note 2) 在相關股份中的權益 (附註2)			
董事姓名	附註	個人權益	公司權益		總數	佔本公司已發行的有投票權股份之百分比	
Mr. Ho Tsu Kwok, Charles	何柱國先生	1	—	426,197,500	4,230,000	430,427,500	49.10%
Mr. Ho Kent Ching Tak	何正德先生	—	—	—	6,000,000	6,000,000	0.68%
Mr. Jia Hongping	賈紅平先生	2,000,000	—	—	4,500,000	6,500,000	0.74%
Mr. Lau Chung Man, Louis	劉仲文先生	3,000,000	—	—	6,000,000	9,000,000	1.03%
Mr. Lo Wing Hung	盧永雄先生	18,000,000	—	—	1,500,000	19,500,000	2.22%
Mr. Siu Sai Wo	蕭世和先生	7,872,500	—	—	8,900,000	16,772,500	1.91%

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(b) Interests in associated corporations of the Company

As at 31 December 2019, Mr. Lo Wing Hung (“Mr. Lo”), a director of the Company, held the corporate interests in shares of the following associated corporations of the Company:

Name of associated corporation		Notes	Total number of shares held	Percentage of the associated corporation's issued voting shares
相聯法團名稱		附註	持有之股份數目總數	佔該相聯法團已發行的有投票權股份之百分比
Bastille Heat Book Store Limited	巴士的熱火書店有限公司	4	1	100%
Bastille JC Bookcity Limited	巴士的精彩書城有限公司	4	2	100%
Bastille Post Company Limited (“BPCL”)	巴士的報有限公司(「巴士的報」)	3	25,400,000	70%
Bravo Link Limited (“BLL”)	貝萊新媒體有限公司(「貝萊」)	4	1	100%
Bravo Link (HK) Limited (“BLHKL”)	貝萊新媒體(香港)有限公司(「貝萊香港」)	5	1	100%
Bravo Link New Media Limited	貝萊新媒體有限公司	7	2	100%
eDescartes Digital (HK) Limited	笛卡兒數碼香港有限公司	4	10,000,000	100%
Ticker Asia Limited		4	155	77.5%
Ticker International Limited		6	2,500	20%
Wanquren Company Limited (formerly known as BasBuy Company Limited)	灣區人有限公司 (前稱巴士的優惠站有限公司)	4	2	100%

Notes:

- The corporate interests of 426,197,500 shares were held by Luckman Trading Limited (“Luckman”), which was beneficially owned by Mr. Ho Tsu Kwok, Charles.
- These interests represented share options granted under the share option scheme of the Company which was adopted on 23 May 2012, details of which are set out in note 29 to the financial statements.
- The corporate interests of 25,400,000 shares were held by Bastille Post Holdings Limited (“BPHL”), which was beneficially owned by Mr. Lo.
- Mr. Lo was deemed to be interested in these shares held through BPCL, which was owned by BPHL and the Group as to 70% and 30% respectively.
- Mr. Lo was deemed to be interested in the one share held through BLL, which was wholly-owned by BPCL.
- Mr. Lo was deemed to be interested in 2,500 shares held through Ticker Asia Limited, which was owned by BPCL as to 77.5%.
- Mr. Lo was deemed to be interested in these shares held through BPCL and BLHKL as to 90% and 10% respectively. BLHKL was wholly-owned by BLL.

(b) 在本公司之相聯法團中的權益

於二零一九年十二月三十一日，本公司董事盧永雄先生(「盧先生」)於下列本公司之相聯法團的股份中持有之公司權益：

	Notes	Total number of shares held	Percentage of the associated corporation's issued voting shares
	附註	持有之股份數目總數	佔該相聯法團已發行的有投票權股份之百分比
		1	100%
		2	100%
		25,400,000	70%
		1	100%
		1	100%
		2	100%
		10,000,000	100%
		155	77.5%
		2,500	20%

附註：

- 公司權益之股份426,197,500股由Luckman Trading Limited(「Luckman」)持有，該公司由何柱國先生實益擁有。
- 該等權益指本公司根據於二零一二年五月二十三日採納的購股權計劃而授出之購股權，有關詳情載於財務報表附註29。
- 公司權益之股份25,400,000股由Bastille Post Holdings Limited(「BPHL」)持有，該公司由盧先生實益擁有。
- 盧先生被視為擁有透過巴士的報所持有該等股份權益，該公司分別由BPHL及本集團擁有70%及30%權益。
- 盧先生被視為擁有透過貝萊所持有的一股股份權益，該公司由巴士的報全資擁有。
- 盧先生被視為擁有透過Ticker Asia Limited所持有2,500股股份權益，該公司由巴士的報擁有77.5%權益。
- 盧先生被視為擁有透過巴士的報及貝萊香港分別持有90%及10%的股份權益。貝萊香港由貝萊全資擁有。

Save as disclosed herein, none of the Directors and the chief executive of the Company had or were deemed to have any interest and short positions in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed in the share option schemes disclosures in note 29 to the financial statements, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement 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.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

As at 31 December 2019, those persons, other than the Directors or chief executive of the Company, who had interested or were deemed to be interested in 5% or more of the issued voting shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO, were as follows:

除本文所披露者外，概無董事及本公司最高行政人員擁有或被視為擁有本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份及相關股份中，而根據證券及期貨條例第352條本公司須予備存的登記冊所記錄，或根據《標準守則》須另行知會本公司及聯交所之任何權益及淡倉。

董事認購股份的權利

除購股權計劃於財務報表附註29披露外，本公司或其任何附屬公司概無於本年度內任何時候參與任何安排，以使董事能藉購入本公司或任何其他法人團體之股份或債權證而獲取利益。

主要股東與其他人士的權益

於二零一九年十二月三十一日，根據證券及期貨條例第336條本公司須予備存的登記冊所記錄，下列人士(董事或本公司最高行政人員除外)擁有或被視為擁有本公司已發行的有投票權股份5%或以上之權益：

Name	Notes	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued voting shares
名稱	附註	身份及權益性質	所持普通股數目	佔本公司已發行的有投票權股份之百分比
Luckman	(1)	Beneficial owner 實益擁有人	426,197,500	48.62%
Hong Kong Tobacco Company Limited ("HK Tobacco")	(2)	Deemed interest 被視為擁有之權益	426,197,500	48.62%
Stagelight Group Limited		Beneficial owner 實益擁有人	81,959,500	9.35%

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Notes:

- (1) The interests of Mr. Ho Tsu Kwok, Charles, held through a controlled corporation, duplicate with those disclosed in the section “Directors’ and Chief Executive’s Interests” above.
- (2) Pursuant to an option agreement dated 20 June 2001 and ten supplemental agreements entered into between Luckman and HK Tobacco on 19 July 2002, 19 July 2003, 19 July 2006, 19 July 2007, 19 July 2008, 19 July 2010, 19 July 2012, 19 July 2014, 19 July 2016 and 19 July 2018 respectively, HK Tobacco was granted an option to purchase from Luckman 33,000,000 ordinary shares of the Company. Under sections 317 and 318 of the SFO, HK Tobacco is deemed to be interested in all the 426,197,500 ordinary shares of the Company held by Luckman.

Save as disclosed herein, the Company had not been notified of any other interests or short positions being held by any person in the shares and underlying shares of the Company.

CONNECTED TRANSACTIONS

BPHL is a company wholly-owned by Mr. Lo, an executive director of the Company. Mr. Lo, through BPHL, holds 70% interest in BPCL. The Group indirectly holds the remaining 30% interest in BPCL. BPHL and BPCL (together with its subsidiaries and associates, the “BP Group”) are therefore connected persons of the Company as defined under Chapter 14A of the Listing Rules.

During the Year, the Group had the following transactions with BPCL and the BP Group (as the case may be):

1. On 11 December 2017, the Group and the BP Group entered into a Group Master Services Agreement for a term of three years commencing from 19 December 2017 and expiring on 18 December 2020 (the “Group Master Services Agreement”) pursuant to which the Group agreed to, from time to time, provide the BP Group with various services, including but not limited to the following categories:
 - (a) Sharing of administrative services relating to accounting services support, office administration support, human resources support, information technology support, general company secretarial support and legal support between the Group and the BP Group;

附註：

- (1) 何柱國先生透過一家控制法團持有之權益與上文「董事及最高行政人員的權益」一節內所披露之權益相同。
- (2) 根據Luckman與香港煙草於二零零一年六月二十日訂立之購股權協議及分別於二零零二年七月十九日、二零零三年七月十九日、二零零六年七月十九日、二零零七年七月十九日、二零零八年七月十九日、二零一零年七月十九日、二零一二年七月十九日、二零一四年七月十九日、二零一六年七月十九日及二零一八年七月十九日訂立之十份補充協議，香港煙草獲授購股權，可向Luckman購入本公司普通股33,000,000股。根據證券及期貨條例第317及318條，香港煙草被視為擁有Luckman所持有之全部426,197,500股本公司普通股之權益。

除本文所披露者外，本公司並不獲悉任何人士持有本公司之股份及相關股份的任何其他權益或淡倉。

關連交易

BPHL為一間由本公司執行董事盧先生全資擁有的公司。盧先生透過BPHL持有巴士的報70%權益。本集團間接持有巴士的報餘下之30%權益。因此，BPHL及巴士的報（連同其附屬公司及聯營公司，統稱「巴士的報集團」）按上市規則第十四A章定義下為本公司之關連人士。

於本年度內，本集團與巴士的報及巴士的報集團（視屬何情況而定）有以下交易：

1. 於二零一七年十二月十一日，本集團與巴士的報集團訂立自二零一七年十二月十九日起計為期三年至二零二零年十二月十八日屆滿的本集團總服務協議（「本集團總服務協議」）。據此，本集團同意不時向巴士的報集團提供各種服務，包括但不限於以下類別：
 - (a) 本集團與巴士的報集團之間共用有關會計服務支援、辦公室行政支援、人力資源支援、資訊科技支援、一般公司秘書服務支援及法律支援的行政服務；

- (b) Provision of office space by the Group to the BP Group to accommodate its employees;
- (c) Provision of advertising spaces by the Group to the BP Group for its own use;
- (d) Provision of advertising spaces by the Group to the BP Group (as an advertising agent) for its sale;
- (e) Distribution of books published by the BP Group through the Group;
- (f) Provision of information technology system services by the Group to the BP Group for the development of websites, mobile sites and mobile applications;
- (g) Provision of content being owned by the Group to the BP Group;
- (h) Provision of editorial services (including art and production) by the Group to the BP Group; and
- (i) Provision of marketing related services and products by the Group to the BP Group.
2. On 11 December 2017, the Group and the BP Group also entered into a BP Group Master Services Agreement for a term of three years commencing from 19 December 2017 and expiring on 18 December 2020 (the “BP Group Master Services Agreement”) pursuant to which the BP Group agreed to, from time to time, provide the Group with various services, including but not limited to the following categories:
- (a) Provision of advertising spaces by the BP Group to the Group for its own use;
- (b) Provision of advertising spaces by the BP Group to the Group (as an advertising agent) for its sale;
- (c) Distribution of books published by the Group through the BP Group;
- (d) Provision of content being owned by the BP Group to the Group;
- (e) Provision of editorial services (including art and production) by the BP Group to the Group; and
- (f) Provision of marketing related services and products by the BP Group to the Group.
- (b) 本集團供應辦公室空間予巴士的報集團以容納其員工；
- (c) 本集團提供廣告版面予巴士的報集團以供其自用；
- (d) 本集團提供廣告版面予巴士的報集團(作為廣告代理)以供銷售；
- (e) 透過本集團分銷巴士的報集團出版之書籍；
- (f) 本集團提供資訊科技系統服務予巴士的報集團以供開發網站、行動版網站及流動應用程式；
- (g) 本集團向巴士的報集團提供其擁有之內容；
- (h) 本集團向巴士的報集團提供編輯服務(包括美術和生產製作)；及
- (i) 本集團向巴士的報集團提供與推廣有關的服務及產品。
2. 於二零一七年十二月十一日，本集團與巴士的報集團亦訂立自二零一七年十二月十九日起計為期三年至二零二零年十二月十八日屆滿的巴士的報集團總服務協議(「巴士的報集團總服務協議」)。據此，巴士的報集團同意不時向本集團提供各種服務，包括但不限於以下類別：
- (a) 巴士的報集團提供廣告版面予本集團以供其自用；
- (b) 巴士的報集團提供廣告版面予本集團(作為廣告代理)以供銷售；
- (c) 透過巴士的報集團分銷本集團出版之書籍；
- (d) 巴士的報集團向本集團提供其擁有之內容；
- (e) 巴士的報集團向本集團提供編輯服務(包括美術和生產製作)；及
- (f) 巴士的報集團向本集團提供與推廣有關的服務及產品。

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As stated in the announcements of the Company dated 11 December 2017 and 22 December 2017, the pricing policy under the Group Master Services Agreement and the BP Group Master Services Agreement will be based on the nature of transactions from time to time entered into between the Group and the BP Group as follows:

- (a) relating to the transactions on provision of office space by the Group to the BP Group, the Group will have regard to the then prevailing market licence fee for similar type and size of space in the nearby locations, and/or consult reputable agents for benchmarks of assessment for at least two comparables;
- (b) relating to the transactions on provision of advertising spaces by the Group to the BP Group and by the BP Group to the Group for its own use by way of booking, the price will be determined by the business team of the Group based on the then prevailing market conditions, industry practices and rate offered to independent third parties; and
- (c) relating to the other transactions, the Group will from time to time obtain quotations from suppliers and/or make price enquiries for the same or similar type of service for at least two comparables so as to offer the same or more favourable terms in the Group's perspective, to the BP Group.

Proper internal control measures have been in place to review, approve and access all these transactions.

At any time during the terms of the Group Master Services Agreement and the BP Group Master Services Agreement, the Group and the BP Group may enter into individual agreement(s) in relation to any of the services contemplated thereunder upon and subject to the terms and conditions thereof.

The Company set the annual caps for each of the following categories of the transactions for the three years from 19 December 2017 to 18 December 2020 (both dates inclusive):

- (a) Provision of various services by the Group to the BP Group; and
- (b) Provision of various services by the BP Group to the Group.

誠如本公司日期為二零一七年十二月十一日及二零一七年十二月二十二日的公告內所述，本集團總服務協議及巴士的報集團總服務協議之定價政策將會以本集團與巴士的報集團不時訂立之交易性質為基礎，詳情如下：

- (a) 有關本集團供應辦公室空間予巴士的報集團之交易，本集團將會參考鄰近地區相似類別及空間之現行市場許可費及／或諮詢聲譽良好之代理以獲取可比參考指標，最少兩個可比性個案；
- (b) 有關以預訂形式由本集團向巴士的報集團及由巴士的報集團向本集團提供廣告版面作自用的交易，定價將由本集團業務團隊經參考當時現行市況、行業慣例及向獨立第三方提供之價格後釐定；及
- (c) 有關其他交易，本集團將會就相同或近似類別的服務不時向供應商取得報價及／或以詢價方式進行(最少兩個可比性個案)，以便提供相同或相對較有利之條款(以本集團角度)予巴士的報集團。

本集團已有適當的內部監控措施以審閱、批准及存取所有該等交易。

於本集團總服務協議及巴士的報集團總服務協議年期內之任何時間，本集團與巴士的報集團可根據有關協議的條款及條件就所預期提供的任何服務訂立個別協議。

本公司就以下每項交易類別訂立年度上限，由二零一七年十二月十九日至二零二零年十二月十八日(包括首尾兩天)止為期三年：

- (a) 本集團向巴士的報集團提供各種服務；及
- (b) 巴士的報集團向本集團提供各種服務。

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During the Year, the approximate aggregate service fees received or paid by the Group and the annual caps in respect of each category of the transactions are set out below:

於本年度內，本集團就各項交易類別收取或支付概約總服務費用及年度上限載列如下：

Category	Approximate aggregate services fees for the financial year ended 31 December 2019 概約總服務費用 截至二零一九年十二月三十一日止 財政年度	Annual cap for the financial year ended 31 December 2019 年度上限 截至二零一九年十二月三十一日止 財政年度
類別	HK\$'000 千港元	HK\$'000 千港元
Provision of various services by the Group to the BP Group	1,354	10,000
Provision of various services by the BP Group to the Group	1,440	7,600

The Directors considered that the transactions mentioned in sub-paragraphs 1 and 2 above will benefit the Group in maximising operational efficiency and management effectiveness, enhance versatility in content production and distribution, and provide increased exposure in the internet related media business, to further strengthen the Group's operations and maximise the Group's media business value.

董事認為就上文第1及2分段所述之交易將有利於本集團提高營運效率及管理效能、提高內容產量及分銷的多樣性，以及在互聯網相關媒體業務上提升展示，藉以進一步鞏固本集團的業務運作及提高本集團媒體業務的價值。

Under Chapter 14A of the Listing Rules, the transactions mentioned in sub-paragraphs 1 and 2 above constituted continuing connected transactions ("CCT") of the Group for the Year which require disclosures in this annual report. Details of such transactions were disclosed in the announcements of the Company dated 11 December 2017 and 22 December 2017.

根據上市規則第十四A章，就上文第1及2分段所述之交易構成本集團於本年度之持續關連交易（「持續關連交易」），並須於本年報披露。該等交易的詳情已於本公司日期為二零一七年十二月十一日及二零一七年十二月二十二日之公告中披露。

Report of the Directors

董事會報告

The Company's auditor were engaged to report on the Group's CCT for the Year in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor have issued a letter containing their findings and conclusions in respect of the Group's CCT mentioned above in accordance with Rule 14A.56 of the Listing Rules confirming that nothing has come to their attention that causes them to believe the continuing connected transactions:

- (i) have not been approved by the Board;
- (ii) were not, in all material respects, in accordance with the pricing policies of the Group; and
- (iii) have exceeded the maximum aggregate annual caps disclosed in previous announcements of the Company.

All independent non-executive directors of the Company have reviewed the Group's CCT for the Year and the Group's internal audit report, and confirmed that the Group's CCT for the Year were entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company confirms that it has complied with the disclosure requirements applicable for the CCT in accordance with Chapter 14A of the Listing Rules.

Save as disclosed above, there were no connected transactions or CCT, which were required to be disclosed under the Listing Rules, entered into between the Company or its subsidiaries and a connected person during the Year.

本公司之核數師已按照香港會計師公會頒佈之香港核證聘用準則第3000號「歷史財務資料審計或審閱以外的核證聘用」及參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，獲聘報告本集團於本年度之持續關連交易。核數師已根據上市規則第14A.56條發函，當中載有其對上文所述本集團之持續關連交易之發現及結論，確認沒有任何不得為他們所知悉事宜致使他們相信該等持續關連交易：

- (i) 並未獲得董事會批准；
- (ii) 在各重大方面沒有按照本集團的定價政策進行；及
- (iii) 超逾於本公司之前公告中披露的年度上限最高總額。

本公司所有獨立非執行董事已審閱本集團於本年度之持續關連交易及本集團之內部審核報告，並確認本集團於本年度所訂立的持續關連交易是：

- (i) 在本集團的日常業務中訂立；
- (ii) 按照一般商業條款進行；及
- (iii) 根據有關協議進行，條款屬公平合理，並符合本公司股東的整體利益。

本公司確認已遵守適用於該持續關連交易之上市規則第十四A章的披露規定。

除上文所披露外，本公司或其附屬公司於本年度內並無與關連人士訂立根據上市規則須予披露之關連交易或持續關連交易。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Details of the Group's connected transaction and CCT subsisting at any time during or at the end of the Year are disclosed in the section "Connected Transactions" above. Save as disclosed above, none of the Directors or his or her connected entity had a material interest, whether directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company or any of its subsidiaries was a party at any time during or at the end of the Year.

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken in normal course of business during the Year are set out in note 34 to the financial statements. In relation to those related party transactions that constituted connected transactions as defined under Chapter 14A of the Listing Rules are disclosed in the section "Connected Transactions" above.

PUBLIC FLOAT

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

AUDITOR

Ernst & Young retire and a resolution for their reappointment as auditor of the Company will be proposed at the 2020 AGM.

OTHER INFORMATION AND EVENTS AFTER THE REPORTING PERIOD

Change of Address of Hong Kong Branch Share Registrar and Transfer Office

As announced on 25 June 2019, the address of Tricor Tengis Limited, the Company's Hong Kong branch share registrar and transfer office, was changed to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 11 July 2019.

董事之交易、安排或合約權益

本集團於本年度任何時間內或年結時仍然生效的關連交易及持續關連交易已於上文「關連交易」一節內披露。除上文所披露外，董事或與彼有關連的實體概無於本年度任何時間內或年結時訂立對本集團業務有重大影響，而本公司或其任何附屬公司為合約方之一，且直接或間接擁有重大權益的任何重要交易、安排或合約。

關連人士交易

於本年度內在日常業務過程中進行關連人士交易的詳情載於財務報表附註34。有關該等關連人士交易構成按上市規則第十四A章定義下的關連交易已於上文「關連交易」一節內披露。

公眾持股量

按照本公司公開可得之資料及就董事所知，於本報告日期，本公司之已發行股份總數至少25%乃由公眾人士持有。

核數師

安永會計師事務所將於二零二零年股東週年大會上退任，會上將提呈一項決議案續聘安永會計師事務所為本公司之核數師。

其他資料及報告期後事項

更改香港股份過戶登記分處地址

誠如二零一九年六月二十五日發出之公告，自二零一九年七月十一日起，本公司的香港股份過戶登記分處卓佳登捷時有限公司的地址已更改為香港皇后大道東183號合和中心54樓。

Report of the Directors

董事會報告

Change of Address of Principal Share Registrar and Transfer Office in Bermuda

As announced on 19 July 2019, the address of MUFG Fund Services (Bermuda) Limited, the Company's principal share registrar and transfer office in Bermuda, was changed to 4th Floor North, Cedar House, 41 Cedar Avenue, Hamilton HM 12, Bermuda with effect from 19 July 2019.

Potential Disposal of Shares

Reference is made to the Company's announcements dated 1 November 2019, 5 November 2019, 5 December 2019, 3 January 2020, 4 February 2020 and 4 March 2020 respectively (the "Previous Announcements"). As disclosed in the Previous Announcements, Mr. Ho Tsu Kwok, Charles ("Mr. Ho"), an executive director of the Company, the chairman of the Board and a controlling shareholder of the Company, was in preliminary discussion with an independent potential purchaser (the "Potential Purchaser") regarding, amongst others, a possible sale of an interest in the Company (the "Possible Transaction"). The discussion between Mr. Ho and the Potential Purchaser in relation to the Possible Transaction are still ongoing, and Mr. Ho has not entered into any formal or legally binding agreement in respect of the Possible Transaction. Please refer to the Previous Announcements for further details of the Possible Transaction.

Liquidation of a Subsidiary in Australia

Details of liquidation of Sing Tao Newspapers Pty. Limited, an indirect wholly-owned subsidiary of the Company and incorporated in Australia, are set out in note 38 to the financial statements and disclosed in the Company's announcement dated 26 February 2020.

ON BEHALF OF THE BOARD

Ho Tsu Kwok, Charles

Chairman

Hong Kong, 30 March 2020

更改於百慕達之主要股份過戶登記處地址

誠如二零一九年七月十九日發出之公告，自二零一九年七月十九日起，本公司於百慕達之主要股份過戶登記處MUFG Fund Services (Bermuda) Limited的地址已更改為4th Floor North, Cedar House, 41 Cedar Avenue, Hamilton HM 12, Bermuda。

潛在股份出售

茲提述本公司日期分別為二零一九年十一月一日、二零一九年十一月五日、二零一九年十二月五日、二零二零年一月三日、二零二零年二月四日及二零二零年三月四日的公告(「早前公告」)。誠如早前公告中披露，本公司之執行董事、董事會主席兼本公司控股股東何柱國先生(「何先生」)正與一位獨立潛在買家(「潛在買家」)就(包括)可能出售本公司之權益(「潛在交易」)進行初步階段磋商。何先生與潛在買家就潛在交易之磋商仍在進行，以及何先生並未就潛在交易訂立任何正式或具法律約束力之協議。更多潛在交易之詳情可參閱早前公告。

澳洲附屬公司之清盤

有關一間間接全資擁有並於澳洲註冊成立之附屬公司Sing Tao Newspapers Pty. Limited之清盤的詳情，載於財務報表附註38及本公司日期為二零二零年二月二十六日之公告內。

代表董事會

何柱國

主席

香港，二零二零年三月三十日

Independent Auditor's Report

獨立核數師報告



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To the shareholders of Sing Tao News Corporation Limited
(Incorporated in Bermuda with limited liability)

致星島新聞集團有限公司全體股東
(於百慕達註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Sing Tao News Corporation Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 82 to 221, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, 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

我們已審核載於第82至221頁的星島新聞集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一九年十二月三十一日的綜合財務狀況表，與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括重大會計政策概要)。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實及公平地提供 貴集團於二零一九年十二月三十一日的綜合財務狀況，及其截至該日止年度的綜合財務表現及綜合現金流量，並已根據香港公司條例的披露規定妥為編製。

意見基礎

我們已根據香港會計師公會頒佈的香港審核準則(「香港審核準則」)進行審核。在這些準則下，我們的責任會在我們報告中核數師就審核綜合財務報表須承擔的責任一節中進一步闡述。根據香港會計師公會的專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已遵循守則履行其他專業道德責任。我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核本期間綜合財務報表中最重要的事項。我們在審核綜合財務報表和就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。我們於審核中就下列各事項的處理方法的描述載於下文。

我們已履行載於我們報告中核數師就審核綜合財務報表須承擔的責任一節所述包括與該等事項有關的責任。因此，我們的審核包括執行旨在回應對綜合財務報表重大錯報風險評估的程序。我們審核程序的結果，包括為處理以下事項所履行的程序已為我們就隨附的綜合財務報表而作的審核意見提供基礎。



KEY AUDIT MATTERS (continued)

關鍵審核事項(續)

Key audit matter 關鍵審核事項	How our audit addressed the key audit matter 於審核中處理關鍵審核事項的方法
<p><i>Valuation of properties</i> 物業估值</p>	
<p>As at 31 December 2019, property, plant and equipment, and investment properties held by the Group amounted to approximately HK\$1,305,676,000 in aggregate, of which HK\$915,757,000 related to owner-occupied land and buildings measured at fair value, HK\$23,050,000 related to prepaid land lease payments measured at fair value and HK\$119,122,000 related to investment properties. The valuation process was inherently subjective and dependent on a number of estimates. The Group engaged an external valuer to perform the valuation for the properties measured at fair value.</p> <p>於二零一九年十二月三十一日，貴集團持有物業、廠房及設備以及投資物業合共約1,305,676,000港元，其中915,757,000港元與按公平值計量的自用土地及樓宇有關，23,050,000港元與按公平值計量的預付土地租賃款項有關，119,122,000港元則與投資物業有關。估值程序本身具主觀性，並取決於多項估計。貴集團已聘請外聘估值師對按公平值計量的物業進行估值。</p> <p>The related disclosures are included in notes 3, 13 and 14 to the financial statements.</p> <p>有關披露載於財務報表附註3、13及14。</p>	<p>Our audit procedures included considering the independence and competence of the external valuer employed by the Group; evaluating the valuation methodology and the assumptions adopted by the valuer, with the assistance from our internal valuation expert; evaluating the data used as inputs for the valuation and comparing such data with market data of comparable properties; and discussing with management on key assumptions and judgements used in the valuation.</p> <p>我們的審核程序包括考慮由貴集團所聘請的外聘估值師的獨立性及勝任能力；在我們的內部估值專家的協助下評估了估值師所採納的估值方法及假設；評估用作估值輸入值的數據，並與類似物業的市場數據作比較；及與管理層討論其用於估值的關鍵假設和判斷。</p>

Independent Auditor's Report

獨立核數師報告



KEY AUDIT MATTERS (continued)

關鍵審核事項(續)

Key audit matter 關鍵審核事項	How our audit addressed the key audit matter 於審核中處理關鍵審核事項的方法
<i>Impairment assessment on trade receivables</i> 應收賬款減值評估	
<p>As at 31 December 2019, the Group recorded trade receivables of approximately HK\$298,403,000 before impairment of HK\$12,667,000. The Group's accounting for impairment on trade receivables was based on a forward-looking expected credit loss ("ECL") approach, and the measurement on the Group's trade receivables under such approach was estimated by management through an application of judgement and use of highly subjective assumptions. The impact of economic factors, both current and future, and forward-looking factors specific to the debtors were also considered in management's assessment of the likelihood of recovery from customers.</p> <p>於二零一九年十二月三十一日，貴集團錄得應收賬款約298,403,000港元(扣除減值12,667,000港元前)。貴集團按照前瞻性的預期信用損失(「預期信用損失」)模式為應收賬款減值入賬，而在此模式下，對貴集團應收賬款的計量涉及管理層作出的估計及判斷，均非常主觀。管理層評估從客戶收回可能性時，亦已考慮目前及未來經濟因素的影響以及具體適用於債務人的前瞻因素。</p> <p>Due to the significance of trade receivables and the uncertainty inherent in such estimates, we considered this as a key audit matter.</p> <p>由於應收賬款的重要性及該等估計固有的不確定性，我們認為此乃一關鍵審核事項。</p> <p>The related disclosures are included in notes 3 and 21 to the financial statements.</p> <p>有關披露載於財務報表附註3及21。</p>	<p>Our audit procedures included assessing the controls over the monitoring of trade receivables; evaluating the methodologies, inputs and assumptions used by the Group in calculating the expected credit loss impairment allowance, understanding and discussing with management for judgements used under the ECL approach; assessing historical loss pattern and management's basis of judgement applied on this data under the ECL approach; and assessing the adequacy of the impairment allowance recorded by reviewing subsequent settlements after the year end. We also evaluated whether the historical loss rates are appropriately adjusted based on the current economic conditions and forward-looking information.</p> <p>我們的審核程序包括評估對監察應收賬款的監控；評估貴集團於計算預期信用損失減值撥備時所使用的方法、輸入值及假設；了解並與管理層討論預期信用損失模式下所使用之判斷；評估歷史虧損模式及管理層根據預期信用損失模式對該等數據進行判斷的依據；及透過檢討年結日後的後續付款，評估已入賬的減值撥備是否充足。我們亦已評估歷史虧損率是否已根據現時經濟情況及前瞻性資料作出適當調整。</p>



OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

年報所載的其他資料

貴公司董事須對其他資料承擔責任。其他資料包括年報中所包含的資料，但不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表發表的意見並未考慮其他資料，我們並不對其他資料發表任何形式的核證結論。

就審核綜合財務報表而言，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲取的資料存在重大不符，或似乎存在重大錯誤陳述。倘若我們基於已完成的工作認為其他資料出現重大錯誤陳述，我們須報告此一事實。我們就此並無須要報告的事項。

董事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規定編製及真實而公允地列報該等綜合財務報表，並負責董事認為就確保綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的有關內部監控。

Independent Auditor's Report

獨立核數師報告



RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, 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.

董事就綜合財務報表須承擔的責任(續)

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)。除非貴公司董事有意將貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。

貴公司董事獲審核委員會協助履行其監督貴集團財務申報流程的責任。

核數師就審核綜合財務報表須承擔的責任

我們的目標是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們的報告根據百慕達一九八一年公司法第90條僅向閣下(作為整體)編製，而並不可作其他目的。我們概不就本報告的內容對其他任何人士負責或承擔責任。

合理確定屬高層次的核證，但不能擔保根據香港審核準則進行的審核工作總能發現所有存在的重大錯誤陳述。重大錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，會被視為重大錯誤陳述。



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

(continued)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審核綜合財務報表須承擔的責任(續)

我們根據香港審核準則進行審核的工作之一，是運用專業判斷，在整個審核過程中抱持專業懷疑態度。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，設計及執行審核程序以應對該等風險，以及取得充足和適當的審核憑證，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，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部監控，以設計適當的審核程序，但目的並非對貴集團內部監控的效能發表意見。
- 評價董事所採用會計政策的恰當性及所作出會計估計和相關披露的合理性。
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有可能對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘若我們總結認為有重大不確定因素，我們需要在核數師報告中提請注意綜合財務報表內的相關披露，或如果相關披露不足，則修訂我們的意見。我們的結論是基於截至核數師報告日期所獲得的審核憑證。然而，未來事件或情況可能導致貴集團不再具有持續經營的能力。

Independent Auditor's Report

獨立核數師報告



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

(continued)

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

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

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

核數師就審核綜合財務報表須承擔的責任(續)

- 評估綜合財務報表(包括資料披露)的整體列報、架構和內容，以及綜合財務報表是否已公允地列報相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足及恰當的審核憑證，以就綜合財務報表發表意見。我們須負責指導、監督及執行集團的審核工作。我們須為我們的審核意見承擔全部責任。

我們就審核工作的計劃範圍和時間、在審核過程中的主要審核發現(包括內部監控的重大缺失)及其他事項與審核委員會進行溝通。

我們亦向審核委員會作出聲明，確認我們已遵守有關獨立性的專業道德要求，並就所有被合理認為可能影響核數師獨立性的關係和其他事宜以及相關保障措施(如適用)，與審核委員會進行溝通。



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

(continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Ki Wing Yee, Winnie.

Ernst & Young
Certified Public Accountants
Hong Kong
30 March 2020

核數師就審核綜合財務報表須承擔的責任(續)

我們通過與審核委員會溝通，確定哪些是本期間綜合財務報表審核工作的最重要事項，即關鍵審核事項。除非法律或法規不容許公開披露此等事項，或在極罕有的情況下，我們認為披露此等事項可合理預期的不良後果將超過公眾知悉此等事項的利益而不應在報告中予以披露，否則我們會在核數師報告中描述此等事項。

負責此審核項目與簽發本獨立核數師報告的項目合夥人為祁詠儀。

安永會計師事務所
執業會計師
香港
二零二零年三月三十日

Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
REVENUE	收入	5	1,261,779	1,431,704
Cost of sales	銷售成本		(794,656)	(895,401)
Gross profit	毛利		467,123	536,303
Other income and gains, net	其他收入及收益淨額	5	18,579	18,528
Distribution expenses	分銷開支		(213,569)	(235,176)
Administrative expenses	行政開支		(275,180)	(280,636)
Other expenses	其他開支		(11,971)	(5,358)
Finance costs	融資成本	6	(2,418)	(1)
Share of profits and losses of:	應佔下列公司溢利及虧損：			
Joint ventures	合營企業		(3,204)	4,238
Associates	聯營公司		3,873	7,137
PROFIT/(LOSS) BEFORE TAX	除稅前溢利／(虧損)	7	(16,767)	45,035
Income tax expense	所得稅開支	10	(5,909)	(20,792)
PROFIT/(LOSS) FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔 本年度溢利／(虧損)		(22,676)	24,243
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY – (HK cents)	本公司普通股權持有人應佔 每股溢利／(虧損) —(港仙)	12		
Basic	基本		(2.61)	2.80
Diluted	攤薄		(2.61)	2.80

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

	Notes 附註	2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
PROFIT/(LOSS) FOR THE YEAR	本年度溢利／(虧損)	(22,676)	24,243
OTHER COMPREHENSIVE INCOME	其他全面收益		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	以後期間可能重新分類進損益的其他全面收益／(虧損)：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	2,725	(7,286)
Reclassification adjustment for a foreign operation deregistered during the year	年內就海外業務註銷登記作出之重新分類調整	(1,677)	-
Net other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods	以後期間可能重新分類進損益的其他全面收益／(虧損)淨額	1,048	(7,286)
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:	以後期間不能重新分類進損益的其他全面收益／(虧損)：		
Gains on property revaluation	物業重估收益	13	71,344
Income tax effect	所得稅影響	27	(11,239)
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	以後期間不能重新分類進損益的其他全面收益淨額	9,730	60,105
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	除稅後年度其他全面收益	10,778	52,819
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔年度全面收益／(虧損)總額	(11,898)	77,062

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2019 二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	1,186,554	1,256,862
Investment properties	投資物業	14	119,122	65,526
Other intangible assets	其他無形資產	16	100	100
Investments in joint ventures	於合營企業之投資	17	56,661	57,666
Investments in associates	於聯營公司之投資	18	20,572	16,997
Equity investments designated at fair value through other comprehensive income	指定為按公平值計入其他全面收益之權益性投資	19	47	47
Financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產	23	10,651	11,249
Deferred tax assets	遞延稅項資產	27	3,179	3,900
Other deposits paid	其他已繳按金	22	75,903	65,953
Total non-current assets	非流動資產總值		1,472,789	1,478,300
CURRENT ASSETS	流動資產			
Inventories	存貨	20	35,574	59,475
Trade receivables	應收賬款	21	285,736	363,186
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	22	35,335	34,306
Financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產	23	76,439	85,129
Loan to an associate	向一間聯營公司提供的貸款	18	-	4,543
Tax recoverable	可收回稅項		5,050	2,433
Cash and cash equivalents	現金及現金等值項目	24	479,840	527,627
Total current assets	流動資產總值		917,974	1,076,699
CURRENT LIABILITIES	流動負債			
Trade and bills payables	應付賬款及票據	25	37,579	86,660
Other payables and accruals	其他應付款項及應計款項	26	183,028	201,201
Lease liabilities	租賃負債	15	29,328	-
Tax payable	應付稅項		1,577	13,299
Total current liabilities	流動負債總值		251,512	301,160
NET CURRENT ASSETS	流動資產淨值		666,462	775,539
TOTAL ASSETS LESS CURRENT LIABILITIES	已減流動負債之資產總值		2,139,251	2,253,839

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2019 二零一九年十二月三十一日

	<i>Notes 附註</i>	2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	<i>HK\$'000 千港元</i>
TOTAL ASSETS LESS CURRENT LIABILITIES	已減流動負債之 資產總值	2,139,251	2,253,839
NON-CURRENT LIABILITIES	非流動負債		
Deferred tax liabilities	遞延稅項負債	27 120,188	117,543
Lease liabilities	租賃負債	15 15,715	-
Total non-current liabilities	非流動負債總值	135,903	117,543
Net assets	資產淨值	2,003,348	2,136,296
EQUITY	股權		
Equity attributable to owners of the Company	本公司擁有人應佔股權		
Issued capital	已發行股本	28 175,325	173,222
Reserves	儲備	30 1,828,023	1,963,074
Total equity	股權總額	2,003,348	2,136,296

Siu Sai Wo
蕭世和
Director
董事

Lau Chung Man, Louis
劉仲文
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2019 截至二零一九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							
	Notes 附註	Issued ordinary share capital 已發行 普通股本	Share premium account 溢價賬	Contributed surplus 繳入盈餘	Share option reserve 購股權 儲備	Asset revaluation reserve 資產 重估儲備	Exchange fluctuation reserve 匯兌波動 儲備	Retained profits 保留溢利	Total equity 股權總額
		HK\$'000 千港元 (Note 28) (附註28)	HK\$'000 千港元 (Note 28) (附註28)	HK\$'000 千港元 (Note 30) (附註30)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	173,222	25,442	407,890	22,732	233,490	(37,591)	1,316,347	2,141,532
Profit for the year	本年度溢利	-	-	-	-	-	-	24,243	24,243
Other comprehensive income for the year:	年度其他全面收益：								
Gains on property revaluation, net of tax	物業重估收益，扣除稅項	-	-	-	-	60,105	-	-	60,105
Exchange differences related to foreign operations	與海外業務有關的匯兌差額	-	-	-	-	-	(7,286)	-	(7,286)
Total comprehensive income/(loss) for the year	年度全面收益/(虧損)總額	-	-	-	-	60,105	(7,286)	24,243	77,062
Equity-settled share option arrangements	股權結算購股權安排	29	-	-	4,312	-	-	-	4,312
Transfer of share option reserve upon the forfeiture of share options	於沒收購股權後轉撥購股權 儲備	-	-	-	(991)	-	-	991	-
Final 2017 dividend paid	已派付二零一七年末期股息	11	-	-	-	-	-	(34,644)	(34,644)
Special 2017 dividend paid	已派付二零一七年特別股息	11	-	-	-	-	-	(34,644)	(34,644)
Interim 2018 dividend	二零一八年中期股息	11	-	-	-	-	-	(17,322)	(17,322)
At 31 December 2018	於二零一八年十二月三十一日	173,222	25,442*	407,890*	26,053*	293,595*	(44,877)*	1,254,971*	2,136,296

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2019 截至二零一九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							
	Notes 附註	Issued ordinary share capital 已發行 普通股本	Share premium account 股份 溢價賬	Contributed surplus 繳入盈餘	Share option reserve 購股權 儲備	Asset revaluation reserve 資產 重估儲備	Exchange fluctuation reserve 匯兌波動 儲備	Retained profits 保留溢利	Total equity 股權總額
		HK\$'000 千港元 (Note 28) (附註28)	HK\$'000 千港元	HK\$'000 千港元 (Note 30) (附註30)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	173,222	25,442	407,890	26,053	293,595	(44,877)	1,254,971	2,136,296
Loss for the year	本年度虧損	-	-	-	-	-	-	(22,676)	(22,676)
Other comprehensive income for the year:	年度其他全面收益：								
Gains on property revaluation, net of tax	物業重估收益，扣除稅項	-	-	-	-	9,730	-	-	9,730
Exchange differences related to foreign operations	與海外業務有關的匯兌差額	-	-	-	-	-	2,725	-	2,725
Reclassification adjustment for a foreign operation upon deregistration	就海外業務註銷登記作出 之重新分類調整	-	-	-	-	-	(1,677)	-	(1,677)
Total comprehensive income/(loss) for the year	年度全面收益/(虧損)總額	-	-	-	-	9,730	1,048	(22,676)	(11,898)
Issue of ordinary shares	發行普通股	28	2,103	13,219	-	(3,725)	-	-	11,597
Equity-settled share option arrangements	股權結算購股權安排	29	-	-	1,625	-	-	-	1,625
Transfer of share option reserve upon the forfeiture of share options	於沒收購股權後轉撥購股權 儲備	-	-	-	(276)	-	-	251	(25)
Final 2018 dividend paid	已派付二零一八年末期股息	11	-	-	-	-	-	(17,322)	(17,322)
Special 2018 dividend paid	已派付二零一八年特別股息	11	-	-	-	-	-	(86,611)	(86,611)
Interim 2019 dividend	二零一九年中期股息	11	-	-	-	-	-	(30,314)	(30,314)
At 31 December 2019	於二零一九年十二月三十一日	175,325	38,661*	407,890*	23,677*	303,325*	(43,829)*	1,098,299*	2,003,348

* These reserve accounts comprise the consolidated reserves of HK\$1,828,023,000 (2018: HK\$1,963,074,000) in the consolidated statement of financial position.

* 這些儲備賬目構成了綜合財務狀況表中的綜合儲備1,828,023,000港元(二零一八年: 1,963,074,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務產生之現金流量		
Profit/(loss) before tax	除稅前溢利/(虧損)	(16,767)	45,035
Adjustments for:	已作出下列調整:		
Finance costs	融資成本	2,418	1
Share of profits and losses of joint ventures	應佔合營企業溢利及虧損	3,204	(4,238)
Share of profits and losses of associates	應佔聯營公司溢利及虧損	(3,873)	(7,137)
Bank interest income	銀行利息收入	(5,372)	(4,046)
Investment income	投資收入	(3,955)	(3,781)
Dividend income from equity investments	來自權益性投資之股息收入	(190)	(1,752)
Fair value losses/(gains), net on:	公平值虧損/(收益), 淨額:		
Investment properties	投資物業	2,959	(7,211)
Financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產	832	3,376
Derivative financial instruments	衍生金融工具		
- transactions not qualifying as hedges	- 不符合對沖資格之交易	397	(302)
Gain on deregistration of a subsidiary	註銷登記一間附屬公司之收益	(1,677)	—
Gain on disposal of an investment property	出售一間投資物業之收益	—	(4,786)
Loss on disposal of an unlisted equity investment	出售非上市權益性投資之虧損	1,222	—
Loss/(gain) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損/(收益)	(2,029)	1,752
Depreciation of property, plant and equipment (other than right-of-use assets)	物業、廠房及設備折舊 (使用權資產除外)	85,466	86,690
Depreciation of right-of-use assets	使用權資產折舊	32,075	—
Impairment of trade receivables	應收賬款減值	8,198	6,827
Impairment of items of property, plant and equipment (other than right-of-use assets)	物業、廠房及設備項目減值 (使用權資產除外)	1,160	—
Impairment of inventories	存貨減值	5	—
Impairment of right-of-use assets	使用權資產減值	4,401	—
Reversal of impairment of a loan to an associate	撥回向一間聯營公司提供的貸款之減值	(1,057)	—
Write-off of trade receivables	應收賬款撇銷	160	—
Write-off of lease liabilities	租賃負債撇銷	(4,610)	—
Reversal of long outstanding payables	撥回長期未付應付款項	(6,006)	—
Recovery of a loan receivable	收回應收貸款	—	(1,500)
Equity-settled share option expense	股權結算購股權開支	1,625	4,312
		98,586	113,240
Decrease/(increase) in inventories	存貨減少/(增加)	23,896	(3,815)
Decrease in trade receivables, prepayments, other receivables and other assets	應收賬款、預付款項、其他應收款項及其他資產減少	80,078	53,196
Decrease in financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產減少	3,932	10,198
Decrease/(increase) in derivative financial instruments	衍生金融工具減少/(增加)	(397)	302
Decrease in trade and bills payables, other payables and accruals	應付賬款及票據、其他應付款項及應計款項減少	(73,322)	(40,032)

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

	Notes 附註	2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Cash generated from operations	經營業務所產生現金	132,773	133,089
Hong Kong profits tax paid	已繳香港利得稅	(18,472)	(16,424)
Overseas tax refunded/(paid)	已退/(已繳)海外稅項	(515)	1,407
Interest element on lease liabilities	租賃負債之利息部份	(2,418)	—
	6		
Net cash flows from operating activities	經營業務產生之 現金流量淨額	111,368	118,072
CASH FLOWS FROM INVESTING ACTIVITIES 投資業務產生之現金流量			
Interest received	已收利息	5,372	4,046
Investment income	投資收入	3,955	3,781
Dividends received from joint ventures	已收合營企業之股息	—	6,488
Dividends received from listed equity investments	已收上市權益性投資之股息	190	1,752
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(21,221)	(25,450)
Deposits paid for purchases of items of property, plant and equipment	購買物業、廠房及設備項目之 已繳按金	(9,950)	(10,458)
Proceeds from disposal of an investment property	出售一間投資物業所得款項	—	10,436
Proceeds from disposal of an equity investment designed at fair value through profit or loss	出售指定為按公平值計入損益賬 之權益性投資所得款項	3,302	—
Repayment of a loan from an associate	向一間聯營公司提供的 貸款之還款	5,600	—
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目 所得款項	3,213	3,736
Decrease/(increase) in non-pledged time deposits with original maturity of more than three months when acquired	於取得時原到期日超過三個月 之無抵押定期存款 減少/(增加)	(40,612)	2,578
Net cash flows used in investing activities	投資業務使用之現金流量淨額	(50,151)	(3,091)
CASH FLOWS FROM FINANCING ACTIVITIES 融資活動產生之現金流量			
Proceeds from issue of ordinary shares	發行普通股所得款項	11,597	—
Principal portion of lease payments	租賃付款之本金部份	(29,371)	—
Interest paid	已繳利息	—	(1)
Dividends paid	已派股息	(134,247)	(86,610)
	11		
Net cash flows used in financing activities	融資活動使用之 現金流量淨額	(152,021)	(86,611)

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目 增加/(減少)淨額	(90,804)	28,370
Cash and cash equivalents at beginning of year	年初之現金及現金等值項目	496,470	483,582
Effect of foreign exchange rate changes, net	匯率變動之影響淨額	2,405	(15,482)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終之現金及現金等值項目	408,071	496,470
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目結餘分析		
Cash and bank balances	現金及銀行結餘	24 231,787	282,600
Non-pledged time deposits	無抵押定期存款	24 248,053	245,027
Cash and cash equivalents as stated in the statement of financial position	財務狀況表內所述的現金及現金等值項目	479,840	527,627
Non-pledged time deposits with original maturity of more than three months when acquired	於取得時原到期日超過三個月之無抵押定期存款	24 (71,769)	(31,157)
Cash and cash equivalents as stated in the statement of cash flows	現金流量表內所述的現金及現金等值項目	408,071	496,470

Notes to Financial Statements

財務報表附註

31 December 2019 二零一九年十二月三十一日

1. CORPORATE INFORMATION

Sing Tao News Corporation Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

During the year, the Group was involved in the following principal activities:

- media
- property holding
- investment holding

In the opinion of the directors, Luckman Trading Limited, which is incorporated in the British Virgin Islands, is the Company's controlling shareholder.

2.1 BASIS OF PREPARATION

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

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

1. 公司資料

星島新聞集團有限公司(「本公司」)為在百慕達註冊成立之有限公司。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本集團年內從事之主要業務如下：

- 媒體
- 物業持有
- 投資控股

董事認為於英屬處女群島註冊成立之Luckman Trading Limited為本公司之控股股東。

2.1 編製之基準

本財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(其亦包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)編製，並符合香港公認會計原則及香港公司條例之披露規定。財務報表乃以歷史成本法編製，惟投資物業、土地及樓宇、若干衍生金融工具、權益性投資及債務證券以及按公平值計量之財務資產則按公平值計量。本財務報表以港元呈列，除另有註明者外，所有數值均四捨五入至千位數。

綜合賬目之基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一九年十二月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團通過參與被投資方的相關活動而承擔可變回報的風險或享有可變回報，並且有能力運用對被投資方的權力(即使本集團目前有能力主導被投資方的相關活動的現時權利)影響該等回報時，即取得控制權。

Notes to Financial Statements

財務報表附註

31 December 2019 二零一九年十二月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

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

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

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

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

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

2.1 編製之基準(續)

綜合賬目之基準(續)

當本公司直接或間接擁有少於被投資方大多數的表決或類似權利，在評估其是否擁有對被投資方的權力時，本集團會考慮所有相關事實及情況，包括：

- (a) 與被投資方其他表決權持有人的合同安排；
- (b) 其他合同安排產生的權利；及
- (c) 本集團的表決權及潛在表決權。

附屬公司與本公司之財務報表於相同報告期間採用一致會計政策編製。附屬公司之業績由本集團取得控制權之日起計綜合入賬，並繼續綜合入賬至該等控制權終止之時為止。

損益及其他全面收益的各組成部分會歸屬於本集團母公司擁有人及非控股權益，即使此舉引致非控股權益結餘為負數。本集團內部各公司之間交易有關的所有資產及負債、權益、收入、開支及現金流量於綜合賬目時全數抵銷。

如果事實及情況顯示上述控制的三項元素中一項或多項有變，則本集團會重新評估其是否仍然控制被投資方。一間附屬公司之所有權權益發生變動(並未失去控制權)，則按權益交易入賬。

Notes to Financial Statements

財務報表附註

31 December 2019 二零一九年十二月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 9 HKFRS 16	<i>Prepayment Features with Negative Compensation</i> <i>Leases</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements to HKFRSs 2015-2017 Cycle</i>	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Except for the amendments to HKFRS 9 and HKAS 19, and *Annual Improvements to HKFRSs 2015-2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs, are described below:

2.1 編製之基準(續)

綜合賬目之基準(續)

倘本集團失去對一間附屬公司之控制權，則其撤銷確認(i)該附屬公司之資產(包括商譽)及負債，(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計換算差額；及確認(i)所收代價之公平值，(ii)所保留任何投資之公平值及(iii)損益賬中任何因此產生之盈餘或虧損。先前於其他全面收益內確認之本集團應佔部份重新分類為損益或保留溢利(如適用)，基準與倘若本集團直接出售有關資產或負債所需者相同。

2.2 會計政策和披露之變動

本集團編製本年度財務報表時首次採納以下新訂及經修訂香港財務報告準則。

香港財務報告準則第9號修訂	具有負補償的提前償付特徵
香港財務報告準則第16號	租賃
香港會計準則第19號修訂	計劃調整、削減或結算
香港會計準則第28號修訂	在聯營公司和合營企業中的長期權益
香港(國際財務報告詮釋委員會)一詮釋第23號	所得稅不確定性的會計處理
二零一五年至二零一七年週期香港財務報告準則的年度改進	對香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號的修訂

除香港財務報告準則第9號修訂、香港會計準則第19號修訂及二零一五年至二零一七年週期香港財務報告準則的年度改進與編製本集團之財務報表無關外，新訂及經修訂香港財務報告準則的性質及影響說明如下：

Notes to Financial Statements

財務報表附註

31 December 2019 二零一九年十二月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (a) HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17.

The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 January 2019. Under this method, the standard is applied retrospectively with right-of-use ("ROU") assets equal to the lease liabilities, adjusted by any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position immediately before the date of initial application, and the comparative information for 2018 was not restated and continues to be reported under HKAS 17.

New definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

2.2 會計政策和披露之變動(續)

- (a) 香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)一詮釋第4號釐定安排是否包含租賃、香港(常務詮釋委員會)一詮釋第15號經營租約一優惠及香港(常務詮釋委員會)一詮釋第27號評估涉及租賃法律形式交易的內容。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人在單一資產負債表模式中計算所有租賃。香港財務報告準則第16號大致沿用香港會計準則第17號項下的出租人會計處理方法。出租人將繼續採用與香港會計準則第17號類似的原則將租賃分類為經營租約或融資租約。

本集團使用經修訂追溯應用法採納香港財務報告準則第16號，初始應用日期為二零一九年一月一日。根據該方法，該準則已獲追溯應用至使用權資產相等於租賃負債，並於緊接首次應用日期前就該租賃於財務狀況表確認的預付或應計租賃付款作出調整，惟二零一八年比較資料並無重列，並繼續根據香港會計準則第17號呈報。

租賃之新定義

根據香港財務報告準則第16號，倘合約為換取代價而給予在若干時段內控制使用已識別資產之權利，則該合約為租賃或包含租賃。當客戶有權從使用已識別資產獲得絕大部分經濟利益以及指示使用已識別資產時，即有控制權。本集團選擇使用過渡性實際權宜之方法，以令該準則僅適用於先前已於初始應用日期根據香港會計準則第17號及香港(國際財務報告詮釋委員會)一詮釋第4號識別為租賃之合約。根據香港會計準則第17號及香港(國際財務報告詮釋委員會)一詮釋第4號尚未識別為租賃之合約並無重新評估。因此，香港財務報告準則第16號項下之租賃定義已僅應用於在二零一九年一月一日或之後訂立或更改之合約。

Notes to Financial Statements

財務報表附註

31 December 2019 二零一九年十二月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

As a lessee – Leases previously classified as operating leases

Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for various items of land and buildings, motor vehicles and furniture, fixtures, equipment and others. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying assets). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

Impact on transition

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019. The Group elected to present the lease liabilities separately in the statement of financial position. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019.

The right-of-use assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to include the right-of-use assets in the balance of property, plant and equipment in the statement of financial position.

2.2 會計政策和披露之變動(續)

(a) (續)

作為承租人—先前分類為經營租約之租賃

採納香港財務報告準則第16號之影響性質

本集團擁有各類土地及樓宇、汽車及傢俬、裝置、設備及其他之租賃合約。作為承租人，本集團先前根據有關租賃是否將資產所有權之絕大部分回報及風險轉移至本集團之評估，將租賃分類為融資租約或經營租約。根據香港財務報告準則第16號，本集團採用單一方法確認及計量所有租賃之使用權資產及租賃負債，惟低價值資產租賃(按個別租賃基準選擇)及租期12個月或以下之租賃(「短期租賃」)(按相關資產類別選擇)之兩項選擇性豁免除外。本集團自二零一九年一月一日起為使用權資產及未償付租賃負債應計之利息確認折舊(及減值，如有)(作為融資成本)，而不在租期內以直線法確認經營租約項下之租金開支。

過渡影響

於二零一九年一月一日之租賃負債按剩餘租賃付款的現值，經使用二零一九年一月一日的增量借貸利率貼現後予以確認。本集團選擇在財務狀況表內分開列報租賃負債。使用權資產按租賃負債金額計量，並就有關緊接於二零一九年一月一日前於財務狀況表所確認租賃的任何預付或應計租賃款項金額作出調整。

使用權資產於該日根據香港會計準則第36號就任何減值進行評估。本集團已選擇將使用權資產計入財務狀況表內之物業、廠房及設備結餘。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

As a lessee – Leases previously classified as operating leases (continued)

Impact on transition (continued)

For the leasehold land and buildings (that were held to earn rental income and/or for capital appreciation) previously included in investment properties and measured at fair value, the Group has continued to include them as investment properties at 1 January 2019. They continue to be measured at fair value applying HKAS 40.

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 January 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application;
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease; and
- Applying a single discount rate to a portfolio of leases with similar characteristics when measuring the lease liabilities at 1 January 2019.

Financial impact at 1 January 2019:

The impact arising from the adoption of HKFRS 16 as at 1 January 2019 was as follows:

	Increase
	增加
	<i>HK\$'000</i>
	千港元
Assets	
Increase in property, plant and equipment and total assets	74,532
Liabilities	
Increase in lease liabilities and total liabilities	74,532

The Group's leasehold land previously included in property, plant and equipment of HK\$23,100,000 was reclassified to right-of-use assets included in property, plant and equipment upon initial adoption of HKFRS 16 on 1 January 2019.

2.2 會計政策和披露之變動(續)

(a) (續)

作為承租人—先前分類為經營租約之租賃(續)

過渡影響(續)

對於過往包括在投資物業項下且按公平值計量並持有以賺取租金收入及/或資本增值之租賃土地及樓宇，本集團於二零一九年一月一日繼續將其包括在投資物業項下及仍採用香港會計準則第40號按公平值計量。

於二零一九年一月一日應用香港財務報告準則第16號時，本集團已採用以下有選擇性之可行簡化方案：

- 將短期租賃豁免應用於租賃期限由首次應用日期起計12個月內終止之租賃；
- 倘合同包含延長/終止租賃選擇權，利用事後所知來釐定租賃期限；及
- 計量於二零一九年一月一日的租賃負債時，對於特點類似的租賃組合應用單一貼現率。

於二零一九年一月一日之財務影響：

於二零一九年一月一日採納香港財務報告準則第16號的影響如下：

	Increase
	增加
	<i>HK\$'000</i>
	千港元
Assets	
Increase in property, plant and equipment and total assets	74,532
Liabilities	
Increase in lease liabilities and total liabilities	74,532

於二零一九年一月一日首次應用香港財務報告準則第16號時，本集團將以往分類為物業、廠房及設備的租賃土地23,100,000港元，重新分類為物業、廠房及設備內之使用權資產。

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31 December 2019 二零一九年十二月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

Financial impact at 1 January 2019: (continued)

The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 are as follows:

		HK\$'000 千港元
Operating lease commitments as at 31 December 2018	於二零一八年十二月三十一日之經營租約承擔	14,425
Less:	減:	
Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 December 2019	短期租賃及剩餘租期於二零一九年十二月三十一日或之前結束之租賃之相關承擔	(174)
Add:	加:	
Payments for optional extension periods not recognised as at 31 December 2018	未於二零一八年十二月三十一日確認之選擇性延長期間付款	64,554
		78,805
Discounted at the Group's incremental borrowing rate as at 1 January 2019	於二零一九年一月一日按本集團之增量借貸利率折現	3.88%
Lease liabilities as at 1 January 2019	於二零一九年一月一日之租賃負債	74,532

(b) Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group assessed its business model for its long-term interests in associates and joint ventures upon adoption of the amendments on 1 January 2019 and concluded that the long-term interests in associates and joint ventures continued to be measured at amortised cost in accordance with HKFRS 9. Accordingly, the amendments did not have any significant impact on the financial position or performance of the Group.

2.2 會計政策和披露之變動(續)

(a) (續)

於二零一九年一月一日之財務影響：(續)

於二零一九年一月一日之租賃負債與於二零一八年十二月三十一日之經營租約承擔對賬如下：

(b) 香港會計準則第28號修訂澄清，香港財務報告準則第9號的範圍例外僅包括應用權益法的在聯營公司或合營企業中的權益，而不包括實質上構成聯營公司或合資企業淨投資的一部分的長期權益(其並無應用權益法)。因此，實體對該等長期權益的會計處理，應用香港財務報告準則第9號，包括香港財務報告準則第9號下對減值的要求，而非香港會計準則第28號。然而，僅在確認聯營公司或合營企業的虧損以及聯營公司或合營企業淨投資的減值時，才應用香港會計準則第28號於淨投資，包括長期權益。本集團於二零一九年一月一日採納修訂後，已評估其聯營公司及合營企業長期權益的商業模式，並總結認為聯營公司及合營企業的長期權益持續根據香港財務報告準則第9號按攤銷成本計量。因此，該等修訂並無對本集團的財務狀況或表現產生任何重大影響。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(c) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup sales. Based on the Group’s tax compliance and transfer pricing study, the Group determined that it is probable that its transfer pricing policy will be accepted by the tax authorities. Accordingly, the interpretation did not have any significant impact on the financial position or performance of the Group.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 3	<i>Definition of a Business</i> ¹
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i> ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
HKFRS 17	<i>Insurance Contracts</i> ²
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> ¹

2.2 會計政策和披露之變動(續)

(c) 香港(國際財務報告詮釋委員會) — 詮釋第23號針對稅務處理涉及影響香港會計準則第12號的應用的不確定性(通常稱為「不確定納稅狀況」)時的所得稅(當期及遞延)會計。詮釋不適用於香港會計準則第12號範圍以外的稅項或徵稅，有關具有不確定性的稅務處理的利息及罰款的相關要求這方面亦並無包括在內。詮釋具體處理：(i)實體是否分開考慮具有不確定性的稅務處理；(ii)實體就稅務機關檢查稅務處理所作出的假設；(iii)實體如何釐定應課稅利潤或稅務虧損、計稅基礎、未利用稅務虧損及稅率；及(iv)實體如何考慮事實和情況的改變。採用該詮釋後，本集團已考慮其是否因集團內公司間銷售的轉讓定價而產生任何不確定納稅狀況。根據本集團的稅務合規及轉讓定價研究，本集團認定其轉讓定價政策很可能會獲稅務機關接納。因此，該詮釋並無對本集團之財務狀況或表現產生任何重大影響。

2.3 已頒佈但尚未生效之香港財務報告準則

本集團尚未於該等財務報表中採納以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則第3號修訂	業務的定義 ¹
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號修訂	利率基準改革 ¹
香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂	投資者與其聯營公司或合營企業之間的銷售或資產注入 ³
香港財務報告準則第17號	保險合同 ²
香港會計準則第1號及香港會計準則第8號修訂	重大的定義 ¹

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

- ¹ Effective for annual periods beginning on or after 1 January 2020
- ² Effective for annual periods beginning on or after 1 January 2021
- ³ No mandatory effective date yet determined but available for adoption

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

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

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

- ¹ 於二零二零年一月一日或以後開始的年度期間生效
- ² 於二零二一年一月一日或以後開始的年度期間生效
- ³ 並無強制生效日期但已確定可採用

預期適用於本集團之該等香港財務報告準則之進一步資料載於下文。

香港財務報告準則第3號修訂闡明業務的定義，並就其提供額外指引。該等修訂澄清，就可視為業務的一組整合活動及資產而言，其必須至少包括一項投入及一項重要過程，而兩者必須對形成產出的能力有重大貢獻。業務的存在毋須包括形成產出所需的所有投入及過程。該等修訂取消了評估市場參與者是否有能力收購業務並持續獲得產出的規定，轉為重點關注所取得的投入和重要過程是否共同對形成產出的能力有重大貢獻。該等修訂亦已收窄產出的定義，重點關注向客戶提供的貨物或服務、投資收入或日常活動產生的其他收入。此外，該等修訂提供有關評估所取得過程是否重大的指引，並新增公平值集中度測試選項，允許對所取得的一組活動及資產是否不屬於業務進行簡化評估。本集團預期將自二零二零年一月一日起採納該等修訂。由於修訂會按未來準則應用至首次應用日期或之後發生的交易或其他活動，該等修訂於過渡日期將不會對本集團產生任何影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments are effective for annual periods beginning on or after 1 January 2020. Early application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

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

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

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號修訂處理銀行同業拆息對財務報告的影響。該等修訂提供可在替換現有利率基準前的不確定期限內繼續進行對沖會計處理的暫時性補救措施。此外，該等修訂規定公司須向投資者提供有直接接受該等不確定因素影響的對沖關係的額外資料。該等修訂於二零二零年一月一日或以後開始的年度期間生效，並可提早應用。預期該等修訂將不會對本集團的財務報表造成任何重大影響。

香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂處理香港財務報告準則第10號與香港會計準則第28號(二零一一年)處理投資者與其聯營公司或合營企業之間出售或注入資產相關規定的不一致。該等修訂要求當投資者與其聯營公司或合營企業進行買賣或資產注入構成商業交易時須全面確認收益或虧損。對於不構成商業交易的涉及資產交易而言，該交易產生的收益或虧損確認為投資者的盈利或虧損(惟僅限於投資者於該聯營公司或合營企業的不相關權益)。該等修訂應用於未來期間。香港會計師公會於二零一六年一月已取消香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂的先前強制生效日期，於完成更廣泛的聯營公司及合營企業會計方法檢討後將釐定新的強制生效日期。然而，該等修訂現時可採用。

香港會計準則第1號及香港會計準則第8號修訂為重大的定義提供了新的定義。新定義指出，倘可合理預期漏報、錯報或掩蓋信息將影響通用目的財務報表的主要使用者基於該等財務報表作出的決策，則該信息具有重要性。該修訂澄清，重要性將取決於信息的性質或規模。倘可合理預期對信息的錯報會對主要使用者的決策造成影響，則該錯報為重大錯報。本集團預期將自二零二零年一月一日起採納該修訂。該修訂預期不會對本集團的財務報表產生任何重大影響。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates and joint ventures

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

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

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

2.4 重大會計政策概要

於聯營公司及合營企業之投資

聯營公司乃本集團長期整體持有其不少於20%之股本投票權並可對其發揮重大影響力之公司。重大影響是指參與決定被投資方的財務及經營政策的權力，而非控制或共同控制該等政策。

合營企業是一種合營安排，據此，對安排享有共同控制的各方對合營企業的資產淨值享有權益。共同控制指在合約上同意分享安排的控制權，這只有在關於相關活動的決定需要分享控制權各方一致同意時存在。

本集團於聯營公司及合營企業之投資，乃以權益會計法，按本集團應佔之資產淨值減去任何減值虧損後，列於綜合財務狀況表內。可能存在的不同會計政策已經調整一致。本集團應佔聯營公司及合營企業之收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益表。此外，當直接在聯營公司或合營企業的權益中確認變動時，本集團會在綜合權益變動表內確認其應佔的任何變動（如適用）。本集團與其聯營公司或合營企業進行交易而出現的未實現損益會互相抵銷，金額以本集團於聯營公司或合營企業的投資為限，但如果未實現虧損證明所轉讓資產發生減值則除外。收購聯營公司或合營企業產生之商譽包括在本集團於聯營公司或合營企業之投資內。

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財務報表附註

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in associates and joint ventures (continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in associate and joint is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discounted Operations*.

Business combinations and goodwill

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

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

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

2.4 重大會計政策概要(續)

於聯營公司及合營企業之投資(續)

如果於聯營公司之投資變為於合營企業之投資(反之亦然)，則不會重新計量保留權益。取而代之，該項投資會繼續根據權益法核算。在所有其他情況下，本集團不再對聯營公司有重大影響力或對合營企業有共同控制權時，本集團會按其公平值計量及確認任何保留投資。聯營公司或合營企業於喪失重大影響力或共同控制權時的賬面金額與所保留投資的公平值及出售所得款項兩者之間的任何差額會在損益中確認。

於聯營公司及合營企業之投資分類為持作出售時，即根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務入賬。

業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期的公平值計算，該公平值為本集團轉讓的資產於收購日期的公平值、本集團自被收購方之前度擁有人承擔的負債及本集團發行以換取被收購方控制權的股本權益的總和。於各業務合併中，有關為目前所有者權益及賦予其持有人在清盤時可按比例分得資產淨值的於被收購方的非控股權益，本集團可選擇以公平值或被收購方可識別資產淨值的應佔比例計算。非控股權益的所有其他組成部分均按公平值計量。收購相關成本於產生時列為開支。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將承接的財務資產及負債，以作出適合的分類及標示，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

如企業合併分階段進行，之前持有的股權按其於收購日期的公平值重新計量，產生的任何收益或虧損在損益中確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

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

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

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

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

2.4 重大會計政策概要(續)

業務合併及商譽(續)

收購方將轉讓的任何或然代價按收購日期的公平值確認。分類為資產或負債的或然代價按公平值計量，其公平值變動在損益中確認。分類為權益的或然代價不重新計量，其往後的結算在權益中入賬。

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前由持有的被收購方股權的公平值總額，超逾與所收購可識別資產淨值及所承擔負債的差額。如總代價及其他項目低於所收購資產淨值的公平值，於重新評估後其差額將於損益內確認為議價購買收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行檢討。本集團於十二月三十一日進行商譽之年度減值測試。為進行減值測試，因業務合併而購入的商譽自購入之日被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或現金產生單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。

減值乃通過評估與商譽有關的現金產生單位(或現金產生單位組別)的可收回金額釐定。當現金產生單位(或現金產生單位組別)的可收回金額低於賬面金額時，減值虧損便予以確認。已就商譽確認的減值虧損不得於未來期間撥回。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

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

Fair value measurement

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

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

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

2.4 重大會計政策概要(續)

業務合併及商譽(續)

倘商譽分配至現金產生單位(或現金產生單位組別)而該單位的部份業務已出售，則在釐定出售收益或虧損時，與所出售業務相關的商譽會計入該業務的賬面值。在該等情況下出售的商譽，乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

公平值計量

本集團在每個報告期末按公平值計量其土地及樓宇、投資物業、衍生金融工具、權益性投資及債務證券。公平值是指市場參與者在計量日的有序交易中，出售一項資產所能收到或者轉移一項負債所需支付的價格。公平值計量乃基於出售資產或者轉移負債的交易在相關資產或負債的主要市場進行，或在不存在主要市場的情況下，則在相關資產或負債的最有利市場進行的假定。主要市場(或最有利市場)應當是本集團能夠進入的市場。資產或負債的公平值乃按市場參與者在對該資產或負債定價時(假設市場參與者以實現其經濟利益最大化的方式行事)所採用的假設計量。

非財務資產的公平值計量會考慮市場參與者透過以最大限度使用該資產達致最佳用途，或透過將該資產出售給能夠以最大限度使用該資產達致最佳用途的其他市場參與者產生經濟利益的能力。

本集團採用在當前情況下適用並且有足夠可利用數據支持的估值技術去計量公平值，盡量使用相關可觀察輸入值及盡量減少使用不可觀察輸入值。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

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

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

Impairment of non-financial assets

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

2.4 重大會計政策概要(續)

公平值計量(續)

在財務報表內計量或披露公平值的所有資產及負債，均根據對公平值計量整體而言具有重要意義的最低層次輸入值在下述公平值等級內進行分類：

等級一 – 基於相同資產或負債在活躍市場上(未經調整)的報價

等級二 – 基於對公平值計量而言具有重要意義的最低層次輸入值乃直接或間接可觀察的估值技術

等級三 – 基於對公平值計量而言具有重要意義的最低層次輸入值乃不可觀察的估值技術

就持續於財務報表確認的資產及負債而言，本集團於每個報告期末透過(按對公平值計量整體而言具有重要意義的最低層次輸入值)重新評估分類，以決定等級中各個級別間是否有轉換。

非財務資產之減值

倘有顯示出現減值，或當需要對資產(存貨、遞延稅項資產、財務資產及投資物業除外)每年作減值測試，則估計資產之可收回金額。資產之可收回金額按資產或現金產生單位之使用價值，以及其公平值減出售成本之較高者計算，並就各個別資產而釐定，除非資產並未能在大致獨立於其他資產或組別資產之情況下賺取現金流入，則在此情況下，將釐定資產所屬之現金產生單位之可收回金額。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

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

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

2.4 重大會計政策概要(續)

非財務資產之減值(續)

減值虧損只於資產之賬面值超過其可收回金額時確認。於估計使用價值時，估計未來現金流量用反映當時市場對貨幣時間價值以及與資產相關特定風險之評估之除稅前貼現率而貼現出其現值。減值虧損於其產生期間在損益表中支銷，除非資產乃按重估價值列賬，則減值虧損乃根據該項重估資產之有關會計政策入賬。

於各報告期末，將評估是否有跡象顯示之前確認之減值虧損已不會出現或可能已減少。倘出現有關顯示，則估計可收回金額。之前確認之資產(商譽及若干財務資產除外)減值虧損只於用以釐定資產之可收回金額之估計出現變動始能撥回，惟該數額不得超過有關資產於過往年度並未有確認減值虧損而予以釐定之賬面值(扣除任何折舊/攤銷)。撥回之該減值虧損乃於其產生之期間計入損益表，除非資產仍按重估價值列賬，則撥回減值虧損，乃根據該項重估資產之有關會計政策入賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

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

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

or

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

2.4 重大會計政策概要(續)

關連人士

在下列情況下，則一方被視為與本集團有關：

- (a) 個人或與該個人關係密切的家庭成員，如果該個人
 - (i) 對本集團實施控制或共同控制；
 - (ii) 對本集團實施重大影響；或
 - (iii) 是本集團或其母公司的關鍵管理人員的成員；

或

- (b) 有關人士為符合以下任何條件的實體：
 - (i) 該實體和本集團是同一集團的成員；
 - (ii) 某一實體是另一實體(或是該另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營企業；
 - (iii) 該實體及本集團都是相同第三方的合營企業；
 - (iv) 某一實體是第三方的合營企業並且另一實體是該第三方的聯營公司；
 - (v) 該實體是為本集團或與本集團關聯的實體的僱員福利而設的離職後福利計劃；
 - (vi) 該實體受(a)項所述個人的控制或共同控制；
 - (vii) (a)(i)項所述的個人對該實體實施重大影響或是該實體(或其母公司)的關鍵管理人員的成員；及
 - (viii) 實體、或實體屬某一集團之任何成員公司向本集團或本集團之母公司提供主要管理人員服務。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

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

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

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

2.4 重大會計政策概要(續)

物業、廠房及設備及折舊

物業、廠房及設備按成本值或估值減去累計折舊及任何減值虧損列賬。物業、廠房及設備項目之成本值包括其購買價及促使有關資產達致其營運狀況及地點作擬定用途所產生之任何直接應計成本。

物業、廠房及設備項目投產後所產生之支出，例如維修及保養，通常於產生支出期間自損益表扣除。在符合確認準則的情況下，主要檢查的支出會視為更換而資本化為資產賬面值。如果物業、廠房及設備的主要部分須不時重置，則本集團會將有關部分確認為獨立資產，具有指明的可使用年期及據此折舊。

進行估值之頻率應足以確保重估資產之公平值不會與其賬面值有重大差異。物業、廠房及設備價值之變動乃作為資產重估儲備變動處理。倘若重估儲備總數不足以填補其虧絀(按個別資產基準計)，則多出之虧絀會於損益表內扣除。其後如有任何重估盈餘，會以先前扣除之虧絀為限，計入損益表。每年會按資產重估賬面值計提之折舊與按資產原來成本計提之折舊兩者之差額，從資產重估儲備轉撥至保留溢利。重新估值之資產如予出售，資產重估儲備中就先前估值所變現之有關部份會轉至保留溢利，作為儲備變動。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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

Freehold land	Not depreciated
Leasehold land	Over the shorter of the lease terms and 2% to 5%
Buildings	2% to 5%
Plant and machinery	6% to 50%
Leasehold improvements	Over the shorter of the lease terms and 20% to 33%
Furniture, fixtures, equipment and others	10% to 30%
Motor vehicles	20% to 25%

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

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

2.4 重大會計政策概要(續)

物業、廠房及設備及折舊(續)

折舊乃以直線法按各項物業、廠房及設備之估計可使用年期撇銷其成本值或估值至其餘值。折舊就此使用之主要年率如下：

永久業權土地	無
租賃土地	按租賃期及2%至5%之較短者
樓宇	2%至5%
廠房及機器	6%至50%
租賃物業裝修	按租賃期及20%至33%之較短者
傢俬、裝置、設備及其他	10%至30%
汽車	20%至25%

倘物業、廠房及設備項目之各部份有不同可使用年期，則有關項目之成本值或估值將按各部份之合理基礎分配，而每部份將作個別折舊。餘值、可使用年期及折舊法乃於各財政年度結算日予以檢討，並作調整(如適用)。

物業、廠房及設備項目(包括初始確認的任何重大部分)於出售或當預期不會從其使用或出售獲取未來經濟利益時不再確認。出售或報廢所產生之任何收益或損失於不再確認之年度於損益表中確認，為有關資產出售所得款項淨額與賬面值之間的差額。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset (2018: leasehold property under an operating lease) which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

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

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

If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" for owned property and/or accounts for such property in accordance with the policy stated under "Right-of-use assets" for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above.

Intangible assets

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

2.4 重大會計政策概要(續)

投資物業

投資物業為於持作賺取租金收入及／或資本增值(而非用於生產或供應貨品或服務或行政目的)或作日常業務過程中出售之土地及樓宇之權益(包括持有作為使用權資產之租賃物業(二零一八年:原應符合投資物業定義之根據經營租約而持有之租賃物業))。該等物業初步以成本(包括交易成本)計量。於初步確認後,投資物業以反映於報告期末之市況之公平值列賬。

投資物業之公平值之變動所產生之收益或虧損,計入所產生年度之損益表。

報廢或出售投資物業之任何收益或虧損,於報廢或出售年度在損益表中確認。

倘本集團作為自用物業佔用之物業成為投資物業,截至改變用途日期,本集團按照「物業、廠房及設備及折舊」所列政策就自有物業為該物業入賬,及／或按照「使用權資產」所列政策就持有作為使用權資產之物業為該物業入賬,而物業賬面值與公平值於該日之任何差異,則按照上文「物業、廠房及設備及折舊」所列政策入賬作為重估。

無形資產

單獨取得的無形資產在初始確認時按成本計量。業務合併中取得的無形資產的成本是其在購買日的公平值。無形資產之可使用年期評估為有限或無限。有限年期之無形資產其後按可使用經濟年期內攤銷,並評估是否有跡象顯示無形資產可能出現減值。可使用年期有限之無形資產之攤銷年期及攤銷方法至少於各財政年度末檢討一次。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets (continued)

Intangible assets with finite useful lives represent purchased data library, copyrights, trademarks and domain names which are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 to 20 years.

An intangible asset with an indefinite useful life represents a motor vehicle registration mark, which is tested for impairment annually individually. Such intangible asset is not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Leases (applicable from 1 January 2019)

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2.4 重大會計政策概要(續)

無形資產(續)

有限可使用年期之無形資產指所購入之資料庫、版權、商標及域名，按成本值扣減任何減值虧損列賬，並以直線法按估計可使用年期10至20年攤銷。

無限可使用年期之無形資產指汽車登記號碼，於每年按個別作減值測試。該無形資產不予攤銷。具無限年期之無形資產之可使用年期於每年作檢討，以釐定無限年期之評估是否持續可靠。如不可靠，則可使用年期之評估自此由按無限年期更改為有限年期計量。

租賃(自二零一九年一月一日起適用)

本集團於合約開始時評估合約是否屬於或包含租賃。倘合約為換取代價而轉易在一段時期內控制已識別資產用途的權利，則該合約屬於或包含租賃。

本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable from 1 January 2019) (continued)

Group as a lessee (continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

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

2.4 重大會計政策概要(續)

租賃(自二零一九年一月一日起適用)(續)

本集團作為承租人(續)

(a) 使用權資產

使用權資產於租賃開始日期(即相關資產可供使用當日)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債款額、初步已產生直接成本及於開始日期或之前作出的租賃付款減任何已收取租賃獎勵。

進行估值之頻率應足以確保重估資產之公平值不會與其賬面值有重大差異。使用權資產價值之變動乃作為資產重估儲備變動處理。倘若重估儲備總數不足以填補其虧絀(按個別資產基準計)，則多出之虧絀會於損益表內扣除。其後如有任何重估盈餘，會以先前扣除之虧絀為限，計入損益表。每年會按資產重估賬面值計算之折舊與按資產原來成本計算之折舊兩者之差額，從資產重估轉撥至保留溢利。重新估值之資產如予出售，資產重估儲備中就先前估值所變現之有關部份會轉至保留溢利，作為儲備變動。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable from 1 January 2019) (continued)

Group as a lessee (continued)

(a) Right-of-use assets (continued)

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets are as follows:

Leasehold land	28½ years
Buildings	1 to 5 years
Furniture, fixtures, equipment and others	1 to 5 years
Motor vehicles	1 to 3 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2.4 重大會計政策概要(續)

租賃(自二零一九年一月一日起適用)(續)

本集團作為承租人(續)

(a) 使用權資產(續)

使用權資產於租期及資產之以下估計可使用年期(以較短者為準)按直線法折舊:

租賃土地	28½年
樓宇	1至5年
傢俬、裝置、設備及其他	1至5年
汽車	1至3年

倘租賃資產之擁有權於租期結束前轉讓予本集團，或成本反映購買選擇權之行使，則按資產之估計可使用年期計算折舊。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable from 1 January 2019) (continued)

Group as a lessee (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

2.4 重大會計政策概要(續)

租賃(自二零一九年一月一日起適用)(續)

本集團作為承租人(續)

(b) 租賃負債

租賃負債於租賃開始日期按租期內作出的租賃付款現值確認。租賃付款包括定額付款(含實質定額付款)減任何應收租賃獎勵、取決於指數或利率的可變租賃付款以及預期在剩餘價值擔保下支付的金額。租賃付款亦包括本集團合理確定行使的購買選擇權的行使價及在租期反映本集團行使終止選擇權時，有關終止租賃的罰款。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為支出。

計算租賃付款的現值時，由於租賃內含利率無法確定，因此本集團應用租賃開始日期的增量借貸利率計算。於開始日期後，租賃負債金額的增加反映了利息的增長，其減少則關乎所作出的租賃付款。此外，倘存在修訂、租期變動、租賃付款變動(如因指數或利率變動引起的未來租賃付款變動)或購買相關資產的選擇權的評估變動，則重新計量租賃負債的賬面值。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable from 1 January 2019) (continued)

Group as a lessee (continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of office equipment and car park spaces (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

2.4 重大會計政策概要(續)

租賃(自二零一九年一月一日起適用)(續)

本集團作為承租人(續)

(c) 短期租賃及低價值資產租賃

本集團為辦公室設備及停車位的短期租賃應用短期租賃確認豁免(即自開始日期起計租期為12個月或以下，且不包含購買選擇權的租賃)。倘本集團就低價值資產訂立租賃，本集團會決定是否按逐份租賃基準將租賃資本化。

短期租賃及低價值資產租賃的租賃付款在租期內按直線法確認為開支。

本集團作為出租人

在本集團為出租人的情況下，其各租賃會於租賃開始時(或如有租賃修訂時)分類為經營租約或融資租約。

凡本集團並未轉讓資產擁有權附帶之絕大部分風險及回報之租賃，均分類為經營租約。如租賃包含租賃及非租賃部分，本集團則按相對獨立售價向各部分分配合約中之代價。租金收入於租期內按直線法入賬，並基於其經營性質而計入損益表之收入內。於磋商及安排經營租約時產生的初步直接成本乃加入租賃資產的賬面值，並於租期內按相同基準確認為租金收入。或然租金乃於賺取期間確認為收入。

凡相關資產擁有權(除法定業權外)附帶之絕大部分風險及回報轉讓予承租人，入賬作為融資租約。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable before 1 January 2019)

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

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

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

2.4 重大會計政策概要(續)

租賃(適用於二零一九年一月一日前)

凡資產擁有權(除法定業權外)所涉之絕大部分回報及風險轉讓予本集團之租賃，入賬作為融資租約。於融資租約開始時，租賃資產之成本按最低租金之現值撥充資本，並連同債務(不包括利息部份)記錄，以反映採購及融資。根據已撥充資本之融資租約所持有之資產(包括融資租約之預付土地租賃款項)計入物業、廠房及設備，並按租期與資產估計可使用年期之較短者計算折舊。此等租約之融資成本自損益表扣除，用以為租期內提供一個固定定期扣除率。

經營租約乃指資產擁有權所涉之絕大部份回報及風險仍屬於出租人之租約。倘本集團為出租人，本集團根據經營租約所租賃之資產乃計入非流動資產，經營租約之應收租金乃於租期內以直線法形式計入損益表。倘本集團為承租人，經營租約之應付租金(扣除已收出租人提供之任何獎勵)於租期內以直線法自損益表扣除。

經營租約之預付土地租賃款項，初步以成本列賬，並隨後於租期內以直線法確認。若租賃付款無法在土地及樓宇部份之間可靠分配，整筆租賃付款則計入土地及樓宇之成本，作為物業、廠房及設備內之融資租約。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets

Initial recognition and measurement

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

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

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.4 重大會計政策概要(續)

投資及其他財務資產

初步確認和計量

財務資產於初步確認時分類，後續按攤銷成本、按公平值計入其他全面收益及按公平值計入損益賬計量。

於初步確認時，財務資產分類取決於財務資產的合約現金流量特點及本集團管理該等財務資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法而毋須就重大融資成分的影響作出調整的應收賬款外，本集團初步按公平值加上(倘財務資產並非按公平值計入損益賬)交易成本計量財務資產。並無重大融資成分或本集團已應用可行權宜方法的應收賬款根據下文「收入確認」所載政策按香港財務報告準則第15號釐定的交易價格計量。

為使財務資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金利息(「純粹為支付本金及利息」)的現金流量。附有並非純粹為支付本金及利息之現金流量之財務資產，乃按公平值計入損益賬分類及計量，而不論業務模式如何。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

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

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

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

2.4 重大會計政策概要(續)

投資及其他財務資產(續)

初步確認和計量(續)

本集團管理財務資產的業務模式指其如何管理其財務資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售財務資產，或兩者兼有。按攤銷成本分類及計量之財務資產於旨在持有財務資產以收取合約現金流量的業務模式中持有，而按平值計入其他全面收益分類及計量之財務資產則於旨在持有財務資產以收取合約現金流量及出售財務資產的業務模式中持有。並非於上述業務模式中持有的財務資產則按公平值計入損益賬分類及計量。

所有定期購買及出售財務資產乃於交易日(即本集團承諾購買或出售資產之日)確認。定期購買或出售乃購買或出售財務資產，並要求於市場上按規則或慣例一般設定之時間內付運資產。

其後計量

財務資產的其後計量視乎其如下分類：

按攤銷成本計量之財務資產(債務工具)

按攤銷成本計量的財務資產其後採用實際利率法計量，並可能受減值影響。當資產終止確認、修改或減值時，收益及虧損於損益表中確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

2.4 重大會計政策概要(續)

投資及其他財務資產(續)

其後計量(續)

指定為按公平值計入其他全面收益之財務資產(權益性投資)

初步確認後，本集團可選擇不可撤銷地將其權益性投資分類為指定為按公平值計入其他全面收益之權益性投資，惟其符合香港會計準則第32號金融工具：呈列項下股本定義，且並非持作買賣用途。分類以具體工具為基礎予以釐定。

該等財務資產的收益及虧損概不會被重新計入損益表。當確立支付權，且與股息有關的經濟利益可能流入本集團及股息金額能可靠計量，股息於損益表內確認為其他收入，惟當本集團於作為收回財務資產部分成本的所得款項中獲益時則除外，於此等情況下，該等收益於其他全面收益入賬。指定為按公平值計入其他全面收益之權益性投資不受減值評估影響。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

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

2.4 重大會計政策概要(續)

投資及其他財務資產(續)

其後計量(續)

按公平值計入損益賬之財務資產

按公平值計入損益賬之財務資產按公平值於財務狀況表列賬，而公平值變動淨額於損益表中確認。

該分類包括本集團並無不可撤銷地選擇按公平值計入其他全面收益進行分類的衍生工具及權益性投資。當確立支付權，且與股息有關的經濟利益可能流入本集團及股息金額能可靠計量，分類為按公平值計入損益賬之財務資產的權益性投資股息亦於損益表內確認為其他收入。

不再確認之財務資產

財務資產(或倘適用，作為財務資產或類似財務資產組別之一部份)主要在下列情況不再確認(即從本集團的綜合財務狀況表移除)：

- 從資產收取現金流量之權利已屆滿；或
- 本集團已轉讓其從資產收取現金流量之權利，或已承擔根據「過手」安排而在沒有重大延誤下悉數將已收取現金流量支付有關第三者之責任；且(a)本集團已經將資產之絕大部分風險及回報轉讓，或(b)本集團並無轉讓或保留資產之絕大部分風險及回報，但已轉讓資產之控制權。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

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

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

Impairment of financial assets

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

General approach

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

2.4 重大會計政策概要(續)

不再確認之財務資產(續)

倘本集團已轉讓從資產收取現金流量之權利或已經訂立過手安排，其評估其是否保留與該資產擁有權所涉之風險和回報以及有關程度。如果其沒有轉讓或保留資產之絕大部分風險及回報亦無轉讓資產之控制權，本集團會視乎持續參與的程度繼續確認已轉讓資產。在該情況下，本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團保留的權利和責任的基準計量。

如果持續參與形式為對已轉讓資產提供擔保，則持續參與程度的計量是下述兩者中的較低者：資產的原賬面金額和本集團可以被要求償還的代價的最大金額。

財務資產減值

本集團就並非按公平值計入損益賬持有的所有債務工具確認預期信用損失(「預期信用損失」)撥備。預期信用損失乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押品的現金流量或組成合約條款的其他信貸提升措施。

一般法

預期信用損失分兩個階段進行確認。就自初步確認起信貸風險未有大幅增加的信貸敞口而言，在未來12個月內可能發生違約事件而導致的信用損失(12個月預期信用損失)須計提預期信用損失。就自初步確認起信貸風險大幅增加的信貸敞口而言，不論何時發生違約，於敞口餘下年期內的預期信用損失均須計提虧損撥備(全期預期信用損失)。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

2.4 重大會計政策概要(續)

財務資產減值(續)

一般法(續)

於各報告日期，本集團評估金融工具信貸風險是否自初步確認起大幅增加。本集團於進行評估時將報告日期金融工具出現違約事件的風險與初步確認日期金融工具出現違約事件的風險進行比較，並考慮毋須過高成本或太多努力便可供查閱的合理及可證實的資料(包括歷史及前瞻性資料)。

本集團會在合約付款逾期90日時考慮財務資產違約。然而，在若干情況下，倘內部或外部資料反映，在沒有計及本集團持有的任何信貸提升措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為財務資產將會違約。財務資產於無法合理預測收回合約現金流量時撇銷。

按攤銷成本列賬之財務資產均根據一般法減值，且按以下階段分類，以計量預期信用損失，惟下文所詳述應用簡易法的應收賬款除外。

第一階段 – 信貸風險自初步確認起並未大幅增加的金融工具，其虧損撥備按等於12個月預期信用損失的金額計量

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財務報表附註

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

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

Financial liabilities

Initial recognition and measurement

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

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

The Group's financial liabilities include lease liabilities, trade and bills payables, other payables and certain accruals.

2.4 重大會計政策概要(續)

財務資產減值(續)

一般法(續)

第二階段 – 信貸風險自初步確認起大幅增加但並非信貸減值財務資產的金融工具，其虧損撥備按等於全期預期信用損失的金額計量

第三階段 – 在報告日期已發生信貸減值的財務資產(但並非購買或初始信貸減值的財務資產)，其虧損撥備按等於全期預期信用損失的金額計量

簡易法

對於並無重大融資成分或本集團已應用可行權宜方法而毋須就重大融資成分的影響作出調整的應收賬款，本集團在計算預期信用損失時採用簡易法。根據簡易法，本集團不跟蹤信貸風險的變化，而是在每個報告日期根據全期預期信用損失確認虧損撥備。本集團根據其歷史信用損失經驗建立撥備矩陣，並就債務人具體的前瞻性因素和經濟環境作出調整。

財務負債

初步確認和計量

財務負債於初始確認時分類為按公平值計入損益賬之財務負債、貸款和借款、應付款項，或有效對沖中指定為對沖工具的衍生工具(如適用)。

所有財務負債初始按公平值確認，如屬貸款和借款及應付款項，則減去直接應佔交易成本。

本集團的財務負債包括租賃負債、應付賬款及票據、其他應付款項及若干應計款項。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

2.4 重大會計政策概要(續)

財務負債(續)

其後計量

財務負債的後續計量視乎其如下分類：

按公平值計入損益賬之財務負債

按公平值計入損益賬的財務負債包括持作買賣之財務負債和初始確認時指定為按公平值計入損益賬的財務負債。

倘產生之財務負債乃旨在短期內購回，則分類為持作買賣。這類別包括本集團所訂立而並非指定為香港財務報告準則第9號所界定的對沖關係中對沖工具的衍生金融工具。除個別嵌入衍生工具指定為有效對沖工具，否則亦分類為持作買賣。持作買賣之負債之盈虧在損益表中確認。在損益表內確認的公平值損益淨額不包括就該等財務負債而收取的任何利息。

只有滿足香港財務報告準則第9號的標準，在初始確認時指定為按公平值計入損益賬之財務負債才可在初始確認之日指定。指定為按公平值計入損益賬之負債之收益或虧損乃於損益表確認，惟因本集團本身之信貸風險產生之收益或虧損除外，該等收益或虧損在其他全面收益呈列，其後不會重新分類至損益表。在損益表內確認的公平值損益淨額不包括就該等財務負債而收取的任何利息。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Subsequent measurement (continued)

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

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

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.4 重大會計政策概要(續)

財務負債(續)

其後計量(續)

按攤銷成本計量之財務負債(貸款和借款)

初始確認後，計息貸款和借款其後以實際利率法按攤銷成本計量，惟倘貼現之影響並不重大，於此情況下，則按成本列賬。倘負債不再確認，則盈虧在損益表中透過實際利率法攤銷程序確認。

攤銷成本計算時會考慮任何收購折讓或溢價以及構成實際利率整體部分的費用或成本。實際利率法攤銷計入損益表內的融資成本。

不再確認財務負債

倘負債下之責任獲履行或註銷或屆滿，財務負債不再確認。

當現有財務負債被同一貸款人以明顯不同之條款提供之另一財務負債取代，或現有負債之條款大幅修訂，該交換或修訂，則被視為不再確認原負債而確認新負債，而相關之賬面值之差額，在損益表中確認。

金融工具的抵銷

倘目前有強制執行之法律權利將確認的金額互相抵銷，並有意按淨額基準結算，或同時變現該資產和清償該負債，則財務資產和財務負債會互相抵銷，在財務狀況表報告淨額。

Notes to Financial Statements

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derivative financial instruments

Initial recognition and subsequent measurement

The Group invests in certain derivative financial instruments, such as forward currency contracts and equity, for trading purposes. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

Inventories

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

Cash and cash equivalents

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

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

2.4 重大會計政策概要(續)

衍生金融工具

初步確認和其後計量

本集團就買賣用途而投資於若干衍生金融工具，例如遠期貨幣合約以及股本權益。該等衍生金融工具初步於訂立衍生合約之日以公平值確認，並隨後以公平值再計算。倘公平值為正數，衍生工具以資產入賬，而公平值倘為負數，則以負債入賬。

衍生工具之公平值變動所產生之任何盈虧，直接計入損益表。

存貨

存貨按成本值與可變現淨值兩者中之較低者列賬。成本值乃根據實際成本、先入先出法或加權平均法(取適用者)計算。就在製品及製成品而言，成本值包括直接材料、直接人工及適當比例之經常性費用。可變現淨值以估計售價扣除完成及出售時所產生之任何估計成本計算。

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括手頭現金及活期存款以及可隨時轉換為已知數額現金、並無重大價值變動風險及一般於購入時三個月內到期之短期高流動性投資，減須於要求時即時償還之銀行透支，並構成本集團現金管理方面不可或缺之一部份。

就綜合財務狀況表而言，現金及現金等值項目包括並無限制用途之手頭及銀行現金(包括定期存款)。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

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

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

Income tax

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

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

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

2.4 重大會計政策概要(續)

撥備

倘因過往事項而產生現時責任(法律或推定)，且將來極可能需有資源流出以應付有關責任時，則確認撥備，惟責任所涉及之數額必須能可靠地估計。

倘貼現之影響屬重大，所確認撥備之數額乃為預期須支付有關責任之未來開支於報告期末之現值。因時間流逝而導致所貼現之現值增加之數額，乃計入損益表之融資成本中。

所得稅

所得稅包括當期及遞延稅項。有關在損益以外確認的項目的所得稅，在損益以外(或在其他全面收益或直接在股權中)確認。

即期稅務資產及負債，以在報告期末已執行的或實質上已執行的稅率(和稅法)為基礎，根據本集團經營所在國家的現行詮釋和常規，按預期從稅務機關收回或向稅務機關支付之款項計算。

遞延稅項，按負債法，就於報告期末之資產及負債之稅基及其用作財務報告用途之賬面值之所有暫時性差異作出撥備。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

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

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

2.4 重大會計政策概要(續)

所得稅(續)

除以下情況外，所有應課稅暫時性差異均被確認為遞延稅項負債：

- 倘若遞延稅項負債之產生是由於並非業務合併之交易中初次確認之資產或負債及交易時不影響會計溢利或應計稅利潤或虧損；及
- 有關從附屬公司、聯營公司及合營企業之投資中產生之應課稅暫時性差異，倘若撥回暫時性差異之時間是可受控制及暫時性差異於可預見之將來可能不會撥回。

所有可被扣減暫時性差異及未被動用之稅項抵免與任何未被動用之稅務虧損之結轉均被確認為遞延稅項資產。確認遞延稅項資產只限於有可能出現之應課稅利潤用以抵扣可扣減暫時性差異，及未被動用之稅項抵免及未被動用之稅務虧損之結轉，除：

- 倘若遞延稅項資產是有關於並非業務合併之交易中初次確認之資產或負債之可扣減暫時性差異及交易時不影響會計溢利或應課稅利潤或虧損；及
- 有關從附屬公司、聯營公司及合營企業之投資中產生之可扣減暫時性差異，遞延稅項資產只限於暫時性差異有可能於可預見將來撥回及應課稅利潤將會出現以抵扣暫時性差異時確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

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

2.4 重大會計政策概要(續)

所得稅(續)

遞延稅項資產之賬面值於每個報告期末審閱，並扣減至當不再可能有足夠之應課稅利潤讓所有或部份遞延稅項資產被動用為止。未確認遞延稅項資產於每個報告期末重作評估，並在有可能有足夠應課稅利潤讓所有或部份遞延稅項資產被收回時確認。

遞延稅項資產及負債以預期當資產被變現或負債被清還時之適用稅率衡量，並根據於報告期末已頒佈或大致上頒佈之稅率及稅務法例為基準。

如果及只有如果本集團有法定行使權以當期稅項資產抵銷當期稅項負債，並且符合以下條件，才可以抵銷遞延稅項資產和遞延稅項負債：遞延稅項資產與遞延稅項負債與同一稅務機關就同一應納稅實體或不同的應納稅實體徵收的所得稅有關，而這些實體計劃在日後每個預計有大額遞延稅項負債需要結算或大額遞延稅項資產可以收回的期間內，按淨額基準結算當期稅項負債與資產，或同時變現該資產和結算該負債。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

Revenue from contracts with customers

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

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

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

2.4 重大會計政策概要(續)

收入確認

來自客戶合約的收益

倘貨品或服務的控制已按可反映代價的金額轉讓至客戶，對此本集團預期將擁有交換該等貨品或服務的權利，來自客戶合約的收益則獲確認。

倘合約代價包括可變金額，代價金額估計為本集團將貨品或服務轉讓予客戶而有權收取者。可變代價於合約開始時估計並受到約束，直至其後消除可變代價相關不確定因素時不太可能以已確認累計收入金額撥回重大收入為止。

倘合約中包含為客戶提供向客戶轉讓貨品或服務超過一年的重大融資利益的融資部分，則收入按應收款項的現值計量，並使用本集團與客戶於合約開始時進行的單獨融資交易所反映的貼現率貼現。倘合約中包含為本集團提供重大融資利益超過一年的融資部分，則根據該合約確認的收益包括按實際利息法計算的合約負債所產生的利息開支。至於客戶支付與轉讓已承諾貨品或服務之期限為一年或以下的合約，交易價格不會採用香港財務報告準則第15號的實際權宜方式就重大融資部分的影響作出調整。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(a) Advertising income

Revenue from advertisements is recognised at the point in time when the advertisements have been published or broadcasted.

(b) Circulation income

Revenue from the sale of products is recognised at the point in time when the newspaper and magazines have been delivered.

(c) Sales of products including contents

Revenue from the sales of products is recognised at the point in time that control of the assets is transferred to customers, generally on delivery of products.

(d) Provision of news and project management services

Revenue from the provision of news and project management services is recognised when the events or activity takes place.

Revenue from other sources

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

Other income

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

Securities transactions are accounted for on a trade date basis.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 重大會計政策概要(續)

收入確認(續)

來自客戶合約的收益(續)

(a) 廣告收入

廣告收入於廣告刊登或廣播時確認。

(b) 發行收入

銷售產品收入於報章雜誌交貨時確認。

(c) 銷售產品包括內容

銷售產品收入於資產控制權轉移予客戶時(一般為交付產品時)確認。

(d) 提供新聞及項目管理服務

提供新聞及項目管理服務的收入於該項目及活動發生時確認。

其他來源收入

租金收入按租賃年期以時間比例計算確認。

其他收入

利息收入按累計基準利用實際利率法確認，而實際利率法指在預期金融工具年期或更短期間(倘適用)收取之估計未來現金流量準確貼現至財務資產賬面淨值之利率。

證券交易乃按交易日基準入賬。

股息收入於股東獲得收款之權利確立、與股息有關的經濟利益有可能流向本集團及股息金額能可靠計量時確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Employee benefits

Share-based payments

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

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using the Black-Scholes option pricing model, further details of which are given in note 29 to the financial statements.

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

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

2.4 重大會計政策概要(續)

合約負債

合約負債在本集團轉移相關貨品或服務前，向客戶收取付款或客戶付款到期時確認(以較早者為準)。合約負債在本集團履行合約(即向客戶轉移相關貨品或服務之控制權)時確認為收入。

僱員福利

以股份為基礎之付款

本公司設有購股權計劃，旨在給予為本集團業務成功作出貢獻之合資格參與者鼓勵及獎勵。本集團僱員(包括董事)按以股付款形式收取酬金，而僱員則提供服務作為股本工具之代價(「股權結算交易」)。

與僱員之股權結算交易之成本，參考授出之日之公平值計算。外聘估值師採用「柏力克-舒爾斯」期權定價模式釐定公平值，進一步詳情載於財務報表附註29。

在滿足表現及／或服務條件的期間，應確認股權結算交易費用為僱員福利開支，並同時相應增加權益。在股權結算交易於各報告期末至歸屬日期間確認之累計開支，反映所過去歸屬期以及本集團就最後歸屬之股本工具之數目之最佳估計。期內在損益表扣除或計入損益表之金額，指於該段期初及期終所確認之累計開支變動。

釐定於獎勵授出日之公平值並無考慮服務及非市場表現條件，惟評定能達成條件之可能性為本集團對最終歸屬權益工具之數目之最佳估計之一部分。市場表現條件將反映在授出日之公平值。附帶於獎勵中但並無相關聯服務要求之其他任何條件皆視為非歸屬條件。反映非歸屬條件之獎勵公平值若當中不包含服務及／或表現條件，則須即時予以支銷。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Share-based payments (continued)

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

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

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

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

2.4 重大會計政策概要(續)

僱員福利(續)

以股份為基礎之付款(續)

因未能達至非市場表現及／或服務條件，而導致最終並無歸屬之獎勵並不會確認支銷。當獎勵包括一項市場或非歸屬條件，則無論市場或非歸屬條件是否達成，交易仍被視為歸屬，但必須符合所有其他表現及／或服務條件。

倘股權結算獎勵之條款被修訂，則確認最低開支，猶如條款未被修改及獎勵的原條款獲履行。此外，任何修訂將確認開支，增加股份付款之公平值總額，或對以修訂日期計算有關公平值之僱員有利。

倘股權結算獎勵被註銷，則被視為已於註銷日期被歸屬，而未就獎勵確認之開支則即時確認。這包括在本集團或僱員控制範圍以內的非歸屬條件未能獲達成的任何獎勵。然而，倘被註銷獎勵被新獎勵所取代，則被視為於授出之日期替代獎勵處理，而所註銷及新獎勵之處理方法，乃猶如其為前段所述修訂原獎勵。

尚未行使購股權之攤薄影響，於計算每股溢利／(虧損)時，被反映為額外股份攤薄。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Pension schemes and other retirement benefits

The Group operates defined contribution retirement benefit schemes in Hong Kong and overseas for those employees who are eligible and have elected to participate in the schemes. Contributions are made based on a percentage of the participating employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. When an employee leaves the Mandatory Provident Fund Exempted ORSO retirement benefit scheme in Hong Kong or other retirement benefit schemes overseas prior to his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group may be reduced by the relevant amount of forfeited contributions. In respect of the Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme"), the Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a specific amount for the employees in Mainland China, pursuant to the local municipal government regulations. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

2.4 重大會計政策概要(續)

僱員福利(續)

退休福利計劃及其他退休福利

本集團為其香港及海外合資格並已參與計劃之僱員設立定額供款退休福利計劃。根據該等計劃之規則，供款額按參與計劃僱員之基本薪金之某一百分比計算繳付，並將須繳之供款於損益表內扣除。該等計劃之資產與本集團之資產分開，由一獨立管理之基金持有。倘僱員於可全數領取本集團之僱主供款前退出香港獲豁免強制性公積金職業退休計劃條例之退休福利計劃或其他海外退休福利計劃，則本集團持續應付之供款額可減去該筆被沒收之供款額。就強制性公積金退休福利計劃(「強積金計劃」)而言，本集團之僱主供款乃全數歸於參與強積金計劃供款之僱員。

本集團於中國內地經營業務之附屬公司之僱員須參與由地方市政府設立之中央退休金計劃。此等附屬公司須根據地方市政府之規定為中國內地僱員作出指定數額供款。供款根據中央退休金計劃規則在應付時自損益表扣除。

辭退福利

辭退福利在下列兩者孰早日確認：本集團不能撤回提供此等福利時；及其確認涉及支付辭退福利的重組成本時。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowing costs

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

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because bye-law 140 of the Company's bye-laws grants the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

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

2.4 重大會計政策概要(續)

借貸成本

收購、建造或生產合資格資產(即需頗長時間才可作擬定用途或銷售之資產)之直接歸屬的借貸成本撥充資本作為該等資產之部份成本。有關借貸成本在資產大致可作擬定用途或銷售時不再撥充資本。在特定借貸撥作合資格資產之支出前暫時用作投資所賺獲之收入須自撥充資本之借貸成本中扣除。所有其他借貸成本於產生期間支銷。借貸成本包括實體借用資金產生之利息及其他成本。

股息

末期股息會於股東大會上獲股東批准時確認為負債。擬派末期股息在財務報表附註內披露。

由於本公司之公司細則第140條授予董事權力以宣佈派發中期股息，故中期股息是同時提出及宣派。因此，中期股息於提出及宣派時隨即確認為負債。

外幣

本財務報表乃以港元(即本公司之功能貨幣)呈列。本集團內各實體釐定本身之功能貨幣，而計入各實體財務報表之項目乃利用該功能貨幣而計量。本集團實體列賬之外幣交易初步按交易日期彼等各自適用的功能貨幣匯率入賬。以外幣計值之貨幣資產及負債，按報告期末之匯率換算為功能貨幣。結算或折算貨幣項目的差額在損益表中確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

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

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

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

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

2.4 重大會計政策概要(續)

外幣(續)

以外幣歷史成本計算之非貨幣項目，利用初步交易之日之匯率換算。以外幣按公平值計算之非貨幣項目，利用計量公平值之日之匯率換算。折算按公平值計量的非貨幣項目所產生的損益的處理方法與有關項目公平值變動的損益確認一致(即公平值損益分別在其他全面收益或損益中確認的項目的折算差額亦分別在其他全面收益或損益中確認)。

於不再確認預付代價相關之非貨幣資產或非貨幣負債時，確定初始確認相關資產、費用或收入之匯率，初始交易日期為本集團初始確認預付代價產生之非貨幣資產或非貨幣負債之日期。若存在多筆付款或收款，本集團會確定預付代價各付款或收款之交易日期。

若干海外附屬公司、合營企業及聯營公司之功能貨幣並非港元。於報告期末，該等實體之資產及負債按報告期末之匯率換算為港元，而其損益表乃按年內之加權平均匯率換算為港元。所得出匯兌變動在其他全面收益中確認，並累積於匯兌波動儲備。出售境外業務時，有關該特定境外業務之其他全面收益組成部分，在損益表中確認。

因收購海外業務而產生的任何商譽及對因收購產生的資產及負債賬面值的任何公平值調整，均被視為該海外業務的資產及負債，並以結算匯率換算。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

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

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

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

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

2.4 重大會計政策概要(續)

外幣(續)

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量當日之匯率換算為港元。海外附屬公司之全年經常性現金流量則按年內之加權平均匯率換算為港元。

3. 重大會計判斷及估計

編製本集團的財務報表要求管理層作出會影響收入、開支、資產和負債的報告金額及其隨附披露的判斷、估計和假設，並作出或然負債披露。有關該等假設和估計的不確定性可能導致可能須於未來對受影響資產或負債的賬面值作出重大調整的結果。

判斷

於應用本集團之會計政策時，管理層已作出下列對財務報表所確認金額有最重大影響之判斷，涉及估計者除外：

物業租賃分類—本集團作為出租人

本集團就其投資物業組合訂立商用物業租約。本集團已根據對安排條款及條件之評估，例如並非構成商用物業經濟年期主要部分之租期以及並非相等於商用物業絕大部分公平值之最低租賃付款現值，決定保留出租之該等物業擁有權所附帶之絕大部分重大風險及回報，並將該等合約入賬作為經營租約。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Significant judgement in determining the lease term of contracts with renewal options

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group includes the renewal period as part of the lease term for leases of furniture, fixtures, equipment and others due to the significance of these assets to its operations. These leases have a short non-cancellable period (i.e., up to 2 years) and there will be a significant negative effect on production if a replacement is not readily available.

3. 重大會計判斷及估計(續)

判斷(續)

釐定附有重續選擇權之合約之租期需行使重大判斷

本集團訂有若干包含延長及終止選擇權之租賃合約。本集團會應用判斷，以評估是否行使選擇權重續或終止租賃。換句話說，本集團會考慮對其形成經濟獎勵之所有相關因素，以行使重續或終止選擇權。於開始日期後，如在其控制範圍內有重大事件或情況變動，而影響其行使或不行使重續或終止選擇權之能力(例如重大之租賃物業裝修工程或租賃資產之重大自訂)，本集團則重新評估租期。

本集團將傢俬、裝置、設備及其他之續租期計入作為租期一部分，原因是該等資產對其營運至為重要。該等租賃之不可撤銷期間較短，即不多於2年，如找不到替代，將會對生產造成重大負面影響。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Impairment of assets

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the Group has to exercise judgement in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

3. 重大會計判斷及估計(續)

判斷(續)

投資物業及自用物業間之分類

本集團釐定物業是否符合投資物業，並已制定作出該判斷之準則。投資物業為持有作賺取租金或作資本增值或同時為兩者之物業。因此，本集團考慮物業賺取現金流量是否大致與本集團持有之其他資產不同。部份物業包含持有作賺取租金或作資本增值之部份，亦包含持作用於生產或供應貨品或服務或行政用途之部份。倘該等部份可以獨立出售或根據融資租約獨立出租，本集團將該等部份分開入賬。倘該等部份不能獨立出售，則僅於僅有微不足道之部份，乃持作用於生產或供應貨品或服務或行政用途，物業始屬投資物業。就個別物業基準作出判斷以釐定附屬服務是否對物業重要而決定物業不符合成為投資物業之資格。

資產減值

釐定資產是否已經減值或過往導致減值之情況不再存在時，本集團須就資產減值範圍作出判斷，特別是評估：(1)有否出現可能影響資產價值之事件或影響資產價值之該等事件已不存在；(2)資產賬面值是否獲得日後現金流量現值淨額支持，而日後現金流量按持續使用資產評估或剔除確認估計；及(3)編製現金流量預測所用合適主要假設包括現金流量預測是否以合適比率折算。倘管理層所選用以決定減值水平之假設(包括現金流量預測所用折算率或增長率假設)有變，或對減值檢測所用現值淨額構成重大影響。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty

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

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

3. 重大會計判斷及估計(續)

估計不明朗因素

於報告期末就會對下一財政年度之資產及負債賬面值造成重大調整之重大風險之有關未來之主要假設，以及估計不明朗因素之其他主要來源概述如下。

租賃-估計增量借貸利率

本集團無法輕易釐定租賃之隱含利率，因此使用增量借貸利率(「增量借貸利率」)計量租賃負債。增量借貸利率為本集團在相若經濟環境下，按相若年期及相若抵押品借取所需資金，以獲取價值與使用權資產相若之資產而需支付之利率。因此，增量借貸利率反映本集團「將需支付」之利率，在沒有可觀察利率(例如沒有訂立融資交易之附屬公司)或需要調整以反映租賃條款及條件(例如租賃並非以附屬公司之功能貨幣訂立)之情況下便需要作出估計。本集團採用可觀察輸入值估計增量借貸利率(例如市場利率)(如有)，並需要作出若干實體專屬之估計(例如附屬公司之單獨信貸評級)。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by product type and customer type).

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

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

3. 重大會計判斷及估計(續)

估計不明朗因素(續)

應收賬款的預期信用損失撥備

本集團使用撥備矩陣計算應收賬款的預期信用損失。撥備率根據具有類似虧損模式不同客戶分部分類的逾期天數而定(即按產品類型及客戶類型)。

撥備矩陣初步按照本集團的歷史可觀察違約率釐定。本集團將通過調整矩陣以調整歷史信貸虧損經驗及前瞻性信息。例如，倘預測經濟狀況(如本地生產總值)預期將在未來一年內惡化，這可能導致傳媒行業的違約數量增加，本集團將對歷史違約率作出調整。本集團將於每個報告日期更新歷史可觀察違約率，並分析前瞻性估計的變動。

對歷史可觀察違約率、預測經濟狀況及預期信用損失之間的相關性的評估為一項重要的估計。預期信用損失金額受環境變化及預測經濟狀況所影響。本集團的歷史信用損失經驗及經濟狀況預測亦可能無法代表客戶於日後的實際違約情況。與本集團的應收賬款的預期信用損失有關的資料於財務報表附註21內披露。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Estimation of fair value of properties

The best evidence of fair value is current prices in an active market of similar leases or transactions. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its judgement, the Group considers information from fair market value by reference to independent valuations. This conclusion is supported by an independent professionally qualified valuer who was engaged by the Group during the year to perform valuations on the Group's properties. The carrying amounts of land and buildings and investment properties at 31 December 2019 were HK\$938,807,000 (2018: HK\$1,018,348,000) (note 13) and HK\$119,122,000 (2018: HK\$65,526,000) (note 14), respectively.

3. 重大會計判斷及估計(續)

估計不明朗因素(續)

非財務資產之減值

本集團於各報告期末評估是否有任何跡象表明非財務資產(包括使用權資產)已經發生減值。不確定年期的無形資產每年進行減值測試，並於出現有關跡象時進行減值測試。其他非財務資產在有跡象表明可能不能收回賬面值時進行減值測試。當資產或現金產生單位賬面值超過其可收回金額時，即存在減值，可收回金額按其公平值減出售費用及使用價值兩者中的較高者計算。公平值減出售費用按類似資產按公平原則進行具約束力的銷售交易所獲得的數據或可觀察市場價格減出售資產的增量成本計算。計算使用價值時，管理層需要估計資產或現金產生單位之預期未來現金流量，並選擇適合的貼現率以計算該等現金流量之現值。

估計物業的公平值

公平值的最佳證據為在活躍的市場中類似租賃或交易的現行價格。在缺乏有關資料的情況下，本集團釐定合理範圍內的公平值估計金額。在作出判斷時，本集團會考慮參考獨立估值所得的公平市場價值資料。有關結論獲本集團於年度內委聘就本集團物業進行估值的獨立專業估值師支持。於二零一九年十二月三十一日，土地及樓宇以及投資物業的賬面值分別為938,807,000港元(二零一八年：1,018,348,000港元)(附註13)及119,122,000港元(二零一八年：65,526,000港元)(附註14)。

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財務報表附註

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. There were no deferred tax assets recognised for tax losses as at 31 December 2019 and 31 December 2018. The amount of unrecognised tax losses at 31 December 2019 was approximately HK\$654,217,000 (2018: approximately HK\$648,316,000). Further details are contained in note 27 to the financial statements.

Claims and disputes

The Group is the subject of various claims and disputes, mainly involving libel claims in respect of alleged defamation, which is common in publication industry. Management assesses the claims and court cases instituted against the Group on the basis of facts and seeks legal advice when required. Moreover, the Group is also involved in disputes as the claiming party. In both cases, it involves subjective elements and projected outcomes for estimation of provision for potential liabilities or any disclosures of contingent liabilities arising from the litigations. Further details are contained in note 31 to the financial statements.

3. 重大會計判斷及估計(續)

估計不明朗因素(續)

遞延稅項資產

遞延稅項資產就未被動用之稅務虧損予以確認，惟以可能出現之未來應課稅利潤可用以抵扣有關虧損為限。管理層在釐定可予以確認之遞延稅項資產金額時，須根據日後應計稅利潤可能出現之時間及水平以及未來稅項規劃策略作出重大判斷。於二零一九年十二月三十一日及二零一八年十二月三十一日概無就稅務虧損確認遞延稅項資產。於二零一九年十二月三十一日，未確認稅務虧損金額為約654,217,000港元(二零一八年：約648,316,000港元)。進一步詳情載於財務報表附註27。

申索及糾紛

本集團涉及多項申索及糾紛，主要包括出版業常見的有關誹謗指控的誹謗申索。管理層根據事實評估針對本集團提出的申索及訴訟案件，並在需要時尋求法律意見。此外，本集團亦涉及作為申索方的糾紛。在兩種情況下，其涉及估計訴訟產生的潛在負債撥備的主觀因素及預期結果或或然負債的任何披露。進一步詳情載於財務報表附註31。

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財務報表附註

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4. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the business of publishing and distribution of newspapers, magazines and books to readers in Hong Kong, Canada, the United States of America, Europe, Australia and New Zealand, and sales of respective content of such publications in Hong Kong and Mainland China.

The Group operates as a single operating segment. The single operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision-makers. The chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segment, have been identified as the executive directors that make strategic decisions.

None of the revenue derived from any single external customer amounted for more than 10% of the Group's revenue during the year (2018: Nil).

Geographical information

(a) Revenue from external customers

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Hong Kong and Mainland China (country of domicile)	香港及中國內地 (居住國)	973,438	1,100,038
North America	北美	260,835	291,952
Australia, New Zealand and Europe	澳洲、新西蘭及歐洲	27,506	39,714
		1,261,779	1,431,704

The revenue information above is based on the locations of the customers.

4. 經營分部資料

本集團主要從事向香港、加拿大、美國、歐洲、澳洲及新西蘭之讀者發行和分派報章、雜誌及書籍之業務，及於香港及中國內地銷售上述刊物之相關內容。

本集團作為單一經營分部經營。單一經營分部以向主要經營決策者提供之內部報告一致之方式呈報。主要經營決策者負責經營分部之資源分配及表現評估，被甄選作為作出策略決定之執行董事。

年內，概無來自任何單一外界客戶之收入超過本集團收入之10% (二零一八年：無)。

地區資料

(a) 來自外界客戶之收入

上述收入資料以客戶所處區域為準。

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財務報表附註

31 December 2019 二零一九年十二月三十一日

4. OPERATING SEGMENT INFORMATION (continued)

(b) Non-current assets

	2019 二零一九年	2018 二零一八年
	HK\$'000 千港元	HK\$'000 千港元
Hong Kong and Mainland China (country of domicile)	1,203,472	1,226,176
North America	255,352	235,426
Australia, New Zealand and Europe	88	1,502
	1,458,912	1,463,104

The non-current assets information above is based on the locations of the assets and excludes equity investments designated at fair value through other comprehensive income, financial assets at fair value through profit or loss and deferred tax assets.

上述非流動資產資料以資產所處區域為準，不包括指定按公平值計入其他全面收益之權益性投資、按公平值計入損益賬之財務資產及遞延稅項資產。

5. REVENUE, OTHER INCOME AND GAINS, NET

An analysis of revenue is as follows:

	2019 二零一九年	2018 二零一八年
	HK\$'000 千港元	HK\$'000 千港元
Revenue from contracts with customers	1,255,152	1,426,107
Revenue from other sources		
Gross rental income from operating leases	6,627	5,597
	1,261,779	1,431,704

4. 經營分部資料(續)

(b) 非流動資產

5. 收入、其他收入及收益淨額

收入之分析如下：

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5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

5. 收入、其他收入及收益淨額(續)

Revenue from contracts with customers

來自客戶合約的收入

(i) Disaggregated revenue information

(i) 分類收入資料

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Type of goods or services	貨品或服務類型		
Advertising income	廣告收入	964,714	1,127,443
Circulation income	發行收入	178,456	182,570
Content sales and news service income	內容銷售及新聞服務收入	27,639	27,439
Radio broadcasting advertising income	電台廣播廣告收入	26,114	24,726
Project management income	項目管理收入	34,844	32,317
Service income	服務收入	10,745	13,985
Others	其他	12,640	17,627
Total revenue from contracts with customers	來自客戶合約的收入總額	1,255,152	1,426,107
Geographical markets	區域市場		
Hong Kong and Mainland China (country of domicile)	香港及中國內地(居住國)	971,806	1,098,822
North America	北美	255,840	287,571
Australia, New Zealand and Europe	澳洲、新西蘭及歐洲	27,506	39,714
Total revenue from contracts with customers	來自客戶合約的收入總額	1,255,152	1,426,107
Timing of revenue recognition	收入確認時間		
At a point in time and total revenue from contracts with customers	於某一時點及來自客戶合約的收入總額	1,255,152	1,426,107

The following table shows the amount of revenue recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period:

下表為於報告期初計入合約負債之當前報告期間已確認之收入金額：

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Circulation income	發行收入	20,573	22,158

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5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

Revenue from contracts with customers (continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Advertisements on newspaper, magazines and radio broadcasting

The performance obligation is satisfied upon issuance of the advertisements on the Group's publications and upon broadcasting of advertisements and payment is generally due within one month, extending up to three months for major customers.

Circulation of newspapers, magazines and other publications

The performance obligation is satisfied upon delivery of these publications and payment is generally due within one month, extending up to three months for major customers.

Content sales and news services

The performance obligation is satisfied upon transmission or delivery of contents and payment is generally due with one month, extending up to three months for major customers.

Project management services

The performance obligation is satisfied when the event or activity takes place, and payment is generally due within one month, extending up to three months for major customers.

Other services

The performance obligation is satisfied upon the transmission or delivery of the final products and payment is generally due with one month, extending up to three months for major customers.

5. 收入、其他收入及收益淨額(續)

來自客戶合約的收入(續)

(ii) 履約責任

有關本集團履約責任之資料概述如下：

報章、雜誌及電台廣播廣告

履約責任於本集團在刊物上刊登廣告及廣播廣告時獲履行，付款一般於一個月內到期，就主要客戶而言可延長至三個月。

發行報章、雜誌及其他刊物

履約責任於交付該等刊物時獲履行，付款一般於一個月內到期，就主要客戶而言可延長至三個月。

銷售內容及新聞服務

履約責任於傳送或交付內容時獲履行，付款一般於一個月內到期，就主要客戶而言可延長至三個月。

項目管理服務

履約責任於該項目或活動發生時獲履行，且付款一般於一個月內到期，就主要客戶而言可延長至三個月。

其他服務

履約責任於傳送或交付最終產品時獲履行，付款一般於一個月內到期，就主要客戶而言可延長至三個月。

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財務報表附註

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5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

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

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Other income	其他收入		
Bank interest income	銀行利息收入	5,372	4,046
Investment income	投資收入	3,955	3,781
Dividend income from equity investments	來自權益性投資之股息收入	190	1,752
Others	其他	5,826	7,351
		15,343	16,930
Gains/(losses), net	收益/(虧損), 淨額		
Fair value gains/(losses), net on:	公平值收益/(虧損)之淨額:		
Financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產	(832)	(3,376)
Derivative financial instruments - transactions not qualifying as hedges	衍生金融工具 - 不符合對沖資格之交易	(397)	302
Investment properties (note 14)	投資物業(附註14)	(2,959)	7,211
Gain/(loss) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益/(虧損)	2,029	(1,752)
Gain on disposal of an investment property	出售一間投資物業之收益	-	4,786
Gain on deregistration of a subsidiary	註銷登記一間附屬公司之收益	1,677	-
Reversal of impairment of a loan to an associate	撥回向一間聯營公司提供的貸款之減值	1,057	-
Reversal of long outstanding payables	撥回長期未付應付款	6,006	-
Foreign exchange losses, net	匯兌虧損, 淨額	(3,345)	(5,573)
		3,236	1,598
		18,579	18,528

6. FINANCE COSTS

An analysis of finance costs is as follows:

5. 收入、其他收入及收益淨額(續)

其他收入及收益淨額之分析如下:

6. 融資成本

融資成本之分析如下:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	2,418	-
Interest on bank loans and overdrafts	銀行貸款及透支利息	-	1
		2,418	1

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7. PROFIT/(LOSS) BEFORE TAX

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

7. 除稅前溢利/(虧損)

本集團之除稅前溢利/(虧損)已扣除/(計入)下列各項：

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cost of inventories sold	已出售存貨成本	222,508	282,125
Depreciation of property, plant and equipment (other than right-of-use assets)	物業、廠房及設備折舊 (使用權資產除外)	13 85,466	86,690
Depreciation of right-of-use assets	使用權資產折舊	13 32,075	-
		117,541	86,690
Auditor's remuneration	核數師酬金	5,193	5,013
Leases payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃付款	2,508	-
Minimum lease payments under operating leases	根據經營租約而支付之最低租賃款項	-	16,322
Employee benefit expense (including directors' remuneration (note 8)):	僱員福利開支(包括董事酬金(附註8)):		
Wages, salaries, bonus, allowances and benefits in kind	工資、薪酬、花紅、津貼及實物福利	460,117	478,437
Equity-settled share option expense	股權結算購股權開支	29 1,625	4,312
Retirement benefit scheme contributions**	退休福利計劃供款**	20,062	21,377
		481,804	504,126
Gross rental income	租金收入總額	(6,627)	(5,597)
Less: Direct outgoings	減:直接開支	4,772	3,932
Net rental income	租金收入淨額	(1,855)	(1,665)
Impairment of trade receivables*	應收賬款減值*	21 8,198	6,827
Impairment of items of property, plant and equipment (other than right-of-use assets)*	物業、廠房及設備項目減值 (使用權資產除外)*	13 1,160	-
Impairment of right-of-use assets*	使用權資產減值*	13 4,401	-
		5,561	-
Impairment of inventories*	存貨減值*	5	-
Write-off of trade receivables*	應收賬款撇銷*	160	-
Write-off of lease liabilities*	租賃負債撇銷*	15(b) (4,610)	-
Reversal of impairment of a loan to an associate	撥回向一間聯營公司提供的貸款之減值	18 (1,057)	-
Reversal of long outstanding payables	撥回長期未付應付款項	(6,006)	-
Recovery of a loan receivable previously written-off*	收回先前撇銷的應收貸款*	-	(1,500)
Loss/(gain) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損/(收益)	(2,029)	1,752
Gain on disposal of an investment property	出售一間投資物業之收益	-	(4,786)
Gain on deregistration of a subsidiary	註銷登記一間附屬公司之收益	(1,677)	-
Foreign exchange differences, net	匯兌差額，淨額	3,345	5,573

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7. PROFIT/(LOSS) BEFORE TAX (continued)

* The impairment of items of property, plant and equipment (other than right-of-use assets), impairment of right-of-use assets, impairment of inventories, impairment of trade receivables, write-off of trade receivables, recovery of a loan receivable previously written-off and write-off of lease liabilities are included in "Other expenses" in the consolidated statement of profit or loss.

** At 31 December 2019, there were no forfeited contributions available to the Group to reduce its contributions to retirement benefit schemes in future years (2018: Nil).

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

7. 除稅前溢利／(虧損)(續)

* 物業、廠房及設備項目減值(使用權資產除外)、使用權資產減值、存貨減值、應收賬款減值、應收賬款撇銷、收回先前撇銷的應收貸款及租賃負債撇銷計入綜合損益表內「其他開支」。

** 於二零一九年十二月三十一日，並無可供本集團於扣減未來年度退休福利計劃供款之沒收供款額(二零一八年：無)。

8. 董事酬金

本年度董事酬金根據香港聯合交易所有限公司證券上市規則(「上市規則」、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露如下：

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Fees	袍金	600	600
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	21,757	22,839
Discretionary bonuses	酌情花紅	25	144
Employee share option benefits	僱員購股權福利	730	1,981
Retirement benefit scheme contributions	退休福利計劃供款	117	128
		22,629	25,092
		23,229	25,692

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8. DIRECTORS' REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2019 二零一九年	2018 二零一八年
	HK\$'000 千港元	HK\$'000 千港元
Ms. Ho Chiu King, Pansy Catilina 何超瓊女士	150	150
Mr. King Richard Yun Zing 金元成先生	180	180
Mr. Lee Cho Jat 李祖澤先生	150	150
Ms. Judy Chan 陳芳女士	120	120
	600	600

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).

(b) Executive directors and non-executive directors

	Fees 袍金	Salaries, allowances and benefits in kind 薪金、津貼 及實物福利	Discretionary bonuses 酌情花紅	Employee share option benefits 僱員 購股權福利	Retirement benefit scheme contributions 退休福利 計劃供款	Total remuneration 酬金總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2019						
Executive directors:						
Mr. Ho Kent Ching Tak 何正德先生	-	1,515	3	144	18	1,680
Mr. Ho Tsu Kwok, Charles 何柱國先生	-	8,182	3	122	-	8,307
Mr. Jia Hongping 賈紅平先生	-	1,538	3	90	45	1,676
Mr. Lau Chung Man, Louis 劉仲文先生	-	2,542	3	144	18	2,707
Mr. Lo Wing Hung 盧永雄先生	-	1,897	3	54	18	1,972
Mr. Siu Sai Wo 蕭世和先生	-	6,083	10	176	18	6,287
	-	21,757	25	730	117	22,629
2018						
Executive directors:						
Mr. Ho Kent Ching Tak 何正德先生	-	1,515	3	388	18	1,924
Mr. Ho Tsu Kwok, Charles 何柱國先生	-	8,494	3	316	-	8,813
Mr. Jia Hongping 賈紅平先生	-	1,553	3	255	56	1,867
Mr. Lau Chung Man, Louis 劉仲文先生	-	2,724	3	388	18	3,133
Mr. Lo Wing Hung 盧永雄先生	-	2,032	3	133	18	2,186
Mr. Siu Sai Wo 蕭世和先生	-	6,521	129	501	18	7,169
	-	22,839	144	1,981	128	25,092

8. 董事酬金(續)

(a) 獨立非執行董事

年內向獨立非執行董事支付之袍金如下：

	2019 二零一九年	2018 二零一八年
	HK\$'000 千港元	HK\$'000 千港元
Ms. Ho Chiu King, Pansy Catilina 何超瓊女士	150	150
Mr. King Richard Yun Zing 金元成先生	180	180
Mr. Lee Cho Jat 李祖澤先生	150	150
Ms. Judy Chan 陳芳女士	120	120
	600	600

年內，概無向獨立非執行董事支付其他酬金(二零一八年：無)。

(b) 執行董事及非執行董事

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8. DIRECTORS' REMUNERATION (continued)

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2018: Nil).

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three directors (2018: three directors), details of whose remuneration are set out in note 8 above; and two non-director employees (2018: two non-director employees). Details of the remuneration of the non-director highest paid employees are as follows:

8. 董事酬金(續)

年內概無董事放棄或同意放棄任何酬金之安排(二零一八年:無)。

9. 最高薪酬的五位僱員

年內最高薪酬的五位僱員包括三位董事(二零一八年:三位董事)(其酬金詳情載於以上附註8)及兩位非董事僱員(二零一八年:兩位非董事僱員)。有關非董事最高薪酬的僱員之酬金詳情如下:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	6,926	7,683
Discretionary bonuses	酌情花紅	6	6
Employee share option benefits	僱員購股權福利	71	1,549
Retirement benefit scheme contributions	退休福利計劃供款	18	18
		7,021	9,256

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

酬金屬以下類別之非董事最高薪酬的僱員人數如下:

		Number of employees 僱員人數	
		2019 二零一九年	2018 二零一八年
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	1	-
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	1	1
HK\$5,000,001 to HK\$5,500,000	5,000,001港元至5,500,000港元	-	1
		2	2

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10. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2018: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. The first HK\$2,000,000 (2018: HK\$2,000,000) of the assessable profit of a subsidiary is taxed at 8.25% (2018: 8.25%) and the remaining assessable profits are taxed at 16.5% (2018: 16.5%). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates.

10. 所得稅

香港利得稅乃按年內於香港產生之估計應課稅溢利以16.5% (二零一八年：16.5%) 稅率撥備。一間附屬公司之應課稅利潤中首2,000,000港元 (二零一八年：2,000,000港元) 按8.25% (二零一八年：8.25%) 之稅率課稅，其餘應課稅利潤則按16.5% (二零一八年：16.5%) 課稅。於其他地區之應課稅溢利之稅項乃按本集團有業務經營之國家之現行稅率計算。

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Current:	即期：		
Charge for the year:	年內支出：		
The People's Republic of China (including Hong Kong)	中華人民共和國 (包括香港)	4,315	11,800
Elsewhere	其他地區	106	503
Under/(over)provision in prior years	過往年度撥備不足/(超額撥備)	232	(2,524)
Deferred (note 27)	遞延(附註27)	1,256	11,013
Total tax charge for the year	年內稅務開支總額	5,909	20,792

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10. INCOME TAX (continued)

A reconciliation of the tax expense/(credit) applicable to profit/(loss) before tax at the statutory rates for the countries/jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax charge/(credit) at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

10. 所得稅(續)

按本公司及其大部份附屬公司所在國家／司法管轄區之法定稅率計算之適用於除稅前溢利／(虧損)之稅項開支／(抵免)，與實際稅率計算之稅項開支／(抵免)之對賬，以及適用稅率(即法定稅率)與實際稅率之對賬如下：

		Hong Kong		Mainland China		North America		Australia, New Zealand and Europe		Total	
		香港		中國內地		北美		澳洲、新西蘭及歐洲		合計	
		HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
		千港元		千港元		千港元		千港元		千港元	
2019	二零一九年										
Profit/(loss) before tax	除稅前溢利／(虧損)	(5,506)		13,657		(11,155)		(13,763)		(16,767)	
Tax at the statutory tax rate	按法定稅率計算之稅項	(908)	16.5	3,414	25.0	(2,670)	23.9	(3,908)	28.4	(4,072)	24.3
Lower of tax rate for specific provinces of local authority	個別省份地方主管部門批准的較低稅率	-	-	(2,939)	(21.5)	-	-	-	-	(2,939)	17.5
Lower tax rate at 8.25% for assessable profit up to HK\$2 million in Hong Kong	於香港的應課稅溢利達2百萬港元按8.25%的較低稅率計算	(165)	3.0	-	-	-	-	-	-	(165)	1.0
Adjustments in respect of current tax of previous periods	以往期間之當期稅項調整	(154)	2.8	-	-	386	(3.5)	-	-	232	(1.4)
Profits and losses attributable to joint ventures and associates	合營企業及聯營公司應佔溢利及虧損	(681)	12.4	(155)	(1.1)	993	(8.9)	-	-	157	(0.9)
Income not subject to tax	毋須納稅之收入	(6,227)	113.1	(2,000)	(14.6)	162	(1.4)	-	-	(8,065)	48.1
Expenses not deductible for tax	不可扣稅之開支	5,159	(93.7)	895	6.5	1,621	(14.5)	3,908	(28.4)	11,583	(69.1)
Tax losses utilised from previous periods	運用以往期間之稅務虧損	(1,600)	29.1	(21)	(0.2)	-	-	-	-	(1,621)	9.7
Tax losses not recognised	並無確認之稅務虧損	2,962	(53.8)	825	6.0	-	-	-	-	3,787	(22.5)
Temporary differences not recognised	並無確認之臨時性差額	5,300	(96.3)	-	-	(176)	1.6	-	-	5,124	(30.6)
Others	其他	1,049	(19.1)	-	-	-	-	839	(6.1)	1,888	(11.3)
Tax charge/(credit) at the Group's effective rate	按本集團實際稅率計算之稅項開支／(抵免)	4,735	(86.0)	19	0.1	316	(2.8)	839	(6.1)	5,909	(35.2)

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10. INCOME TAX (continued)

10. 所得稅(續)

		Hong Kong		Mainland China		North America		Australia, New Zealand and Europe and Europe		Total	
		香港	%	中國內地	%	北美	%	澳洲、新西蘭及歐洲	%	合計	%
		HK\$'000		HK\$'000		HK\$'000		HK\$'000		HK\$'000	
		千港元		千港元		千港元		千港元		千港元	
2018	二零一八年										
Profit/(loss) before tax	除稅前溢利/(虧損)	69,738		(4,474)		(1,989)		(18,240)		45,035	
Tax at the statutory tax rate	按法定稅率計算之稅項	11,507	16.5	(1,119)	25.0	(843)	42.4	(5,042)	27.6	4,503	10.0
Lower of tax rate for specific provinces of local authority	個別省份地方主管部門批准的較低稅率	-	-	(82)	1.8	-	-	-	-	(82)	(0.2)
Lower tax rate at 8.25% for assessable profit up to HK\$2 million in Hong Kong	於香港的應課稅溢利達2百萬港元按8.25%的較低稅率計算	(165)	(0.2)	-	-	-	-	-	-	(165)	(0.4)
Effect on opening deferred tax of increase in rates	稅率提高對期初遞延稅項的影響	-	-	-	-	(66)	3.3	-	-	(66)	(0.1)
Adjustments in respect of current tax of previous periods	以往期間之當期稅項調整	(80)	(0.1)	-	-	(2,444)	122.9	-	-	(2,524)	(5.6)
Profits and losses attributable to joint ventures and associates	合營企業及聯營公司應佔溢利及虧損	(1,107)	(1.6)	(205)	4.6	(1,314)	66.1	-	-	(2,626)	(5.8)
Income not subject to tax	毋須納稅之收入	(3,131)	(4.5)	(4)	0.1	(1,415)	71.1	-	-	(4,550)	(10.1)
Expenses not deductible for tax	不可扣稅之開支	2,694	3.9	630	(14.1)	4,076	(204.9)	929	(5.1)	8,329	18.5
Tax losses utilised from previous periods	運用以往期間之稅務虧損	(2,680)	(3.8)	(74)	1.7	-	-	-	-	(2,754)	(6.1)
Tax losses not recognised	並無確認之稅務虧損	2,259	3.2	911	(20.4)	-	-	4,161	(22.8)	7,331	16.3
Temporary differences not recognised	並無確認之臨時性差額	2,309	3.3	-	-	9,763	(490.9)	-	-	12,072	26.8
Others	其他	1,271	1.8	-	-	-	-	53	(0.3)	1,324	2.9
Tax charge/(credit) at the Group's effective rate	按本集團實際稅率計算之稅項開支/(抵免)	12,877	18.5	57	(1.3)	7,757	(390.0)	101	(0.6)	20,792	46.2

The share of tax credit attributable to joint ventures and associates amounting to HK\$198,000 (2018: expenses of HK\$1,931,000) is included in "Share of profits and losses of joint ventures and associates" on the face of the consolidated statement of profit or loss.

合營企業及聯營公司應佔稅項抵免為198,000港元(二零一八年:開支1,931,000港元),已計入綜合損益表內「應佔合營企業及聯營公司溢利及虧損」內。

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財務報表附註

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11. DIVIDENDS

11. 股息

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Interim – HK3.5 cents (2018: HK2 cents) per ordinary share	中期 – 每股普通股3.5港仙 (二零一八年：2港仙)	30,314	17,322
Proposed:	擬派：		
Final – Nil (2018: HK2 cents per ordinary share)	末期股息 – 無 (二零一八年：2港仙)	-	17,322
Special – Nil (2018: HK10 cents per ordinary share)	特別股息 – 無 (二零一八年：10港仙)	-	86,611
		30,314	121,255

12. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

12. 本公司普通股權持有人應佔每股溢利／(虧損)

The calculation of the basic loss (2018: earnings) per share amount is based on the loss (2018: profit) for the year attributable to owners of the Company of HK\$22,676,000 (2018: profit of HK\$24,243,000) and the weighted average number of ordinary shares of 867,353,412 (2018: 866,106,337) in issue during the year.

每股基本虧損(二零一八年：溢利)金額乃按年內本公司擁有人應佔虧損22,676,000港元(二零一八年：溢利24,243,000港元)及年內已發行普通股之加權平均數867,353,412(二零一八年：866,106,137)股計算。

No adjustment has been made to the basic earnings/(loss) per share amounts presented for the years ended 31 December 2019 and 2018 in respect of dilution as the impact of the share options had an anti-dilution effect in the basic earnings/(loss) per share amounts presented.

由於購股權對於二零一九年及二零一八年十二月三十一日之每股基本溢利／(虧損)金額具反攤薄影響，故並未就截至二零一九年及二零一八年十二月三十一日止年度所呈列之每股基本溢利／(虧損)金額作出調整。

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13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

	Right-of-use assets 使用權資產					Owned assets/Assets held under finance leases 自有資產/根據融資租約持有之資產						Total	Total
	Land	Buildings	Furniture, fixtures, equipment and others 傢俬、裝置、設備及其他	Motor vehicles 汽車	Total	Land and buildings 土地及樓宇	Plant and machinery 廠房及機器	Leasehold improvements 租賃物業裝修	Furniture, fixtures, equipment and others 傢俬、裝置、設備及其他	Motor vehicles 汽車	Total		
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
	<i>(note a)</i> <i>(附註a)</i>												
31 December 2019	二零一九年十二月三十一日												
At 1 January 2019 (as originally presented):	於二零一九年一月一日(按原列):												
Cost or valuation	-	-	-	-	-	1,018,348	300,721	32,465	192,922	11,085	1,555,541	1,555,541	
Accumulated depreciation	-	-	-	-	-	-	(117,264)	(7,969)	(167,186)	(6,260)	(298,679)	(298,679)	
Net carrying amount	-	-	-	-	-	1,018,348	183,457	24,496	25,736	4,825	1,256,862	1,256,862	
Effect of adoption of HKFRS 16 (note a)	採納香港財務報告準則第16號的影響(附註a)												
	23,100	11,527	62,551	454	97,632	(23,100)	-	-	-	-	(23,100)	74,532	
At 1 January 2019 (as restated)	於二零一九年一月一日(經重列)												
	23,100	11,527	62,551	454	97,632	995,248	183,457	24,496	25,736	4,825	1,233,762	1,331,394	
At 1 January 2019, net of accumulated depreciation (as restated)	於二零一九年一月一日，扣除累計折舊(經重列)												
	23,100	11,527	62,551	454	97,632	995,248	183,457	24,496	25,736	4,825	1,233,762	1,331,394	
Additions	-	4,462	-	219	4,681	-	8,066	3,371	5,899	3,885	21,221	25,902	
Disposals	-	-	-	-	-	-	-	-	(9)	(1,175)	(1,184)	(1,184)	
Transfer to investment properties	-	-	-	-	-	(55,662)	-	-	-	-	(55,662)	(55,662)	
Depreciation provided during the year	(810)	(4,251)	(26,751)	(263)	(32,075)	(32,528)	(34,602)	(5,952)	(9,729)	(2,655)	(85,466)	(117,541)	
Impairment	-	(4,401)	-	-	(4,401)	-	-	(714)	(446)	-	(1,160)	(5,561)	
Surplus on revaluation	760	-	-	-	760	11,027	-	-	-	-	11,027	11,787	
Exchange realignment	-	(186)	-	-	(186)	(2,328)	-	(13)	(31)	(23)	(2,395)	(2,581)	
At 31 December 2019, net of accumulated depreciation and impairment	於二零一九年十二月三十一日，扣除累計折舊及減值												
	23,050	7,151	35,800	410	66,411	915,757	156,921	21,188	21,420	4,857	1,120,143	1,186,554	
At 31 December 2019:	於二零一九年十二月三十一日:												
Cost or valuation	23,050	15,777	62,551	673	102,051	915,757	308,373	35,789	195,084	9,998	1,465,001	1,567,052	
Accumulated depreciation and impairment	-	(8,626)	(26,751)	(263)	(35,640)	-	(151,452)	(14,601)	(173,664)	(5,141)	(344,858)	(380,498)	
Net carrying amount	賬面淨值												
	23,050	7,151	35,800	410	66,411	915,757	156,921	21,188	21,420	4,857	1,120,143	1,186,554	

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31 December 2019 二零一九年十二月三十一日

13. PROPERTY, PLANT AND EQUIPMENT (continued)

13. 物業、廠房及設備(續)

		Land and buildings	Plant and machinery	Leasehold improvements	Furniture, fixtures, equipment and others	Motor vehicles	Total
		土地及樓宇	廠房及機器	租賃物業裝修	傢俬、裝置、設備及其他	汽車	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 December 2018	二零一八年十二月三十一日						
At 1 January 2018:	於二零一八年一月一日:						
Cost or valuation	成本值或估值	998,211	473,331	52,972	207,813	13,690	1,746,017
Accumulated depreciation	累計折舊	-	(263,029)	(30,878)	(174,833)	(5,687)	(474,427)
Net carrying amount	賬面淨值	998,211	210,302	22,094	32,980	8,003	1,271,590
At 1 January 2018, net of accumulated depreciation	於二零一八年一月一日 扣除累計折舊	998,211	210,302	22,094	32,980	8,003	1,271,590
Additions	添置	-	13,479	7,857	3,864	250	25,450
Disposals	出售	-	(4,978)	(187)	(96)	(227)	(5,488)
Transfers to investment properties	轉撥至投資物業	(16,060)	-	-	-	-	(16,060)
Depreciation provided during the year	年內折舊撥備	(32,117)	(35,346)	(5,168)	(10,930)	(3,129)	(86,690)
Surplus on revaluation	重估盈餘	71,344	-	-	-	-	71,344
Exchange realignment	匯兌調整	(3,030)	-	(100)	(82)	(72)	(3,284)
At 31 December 2018, net of accumulated depreciation	於二零一八年十二月三十一日 扣除累計折舊	1,018,348	183,457	24,496	25,736	4,825	1,256,862
At 31 December 2018:	於二零一八年十二月三十一日:						
Cost or valuation	成本值或估值	1,018,348	300,721	32,465	192,922	11,085	1,555,541
Accumulated depreciation	累計折舊	-	(117,264)	(7,969)	(167,186)	(6,260)	(298,679)
Net carrying amount	賬面淨值	1,018,348	183,457	24,496	25,736	4,825	1,256,862

The directors of the Company considered that certain items of property, plant and equipment of the Group were subject to impairment losses because an overseas operation has suffered from substantial loss for the year. An aggregate impairment of HK\$5,561,000 (2018: Nil) (note 7) in relation to this overseas operation was recognised in profit or loss during the year. The directors of the Company estimated the recoverable amounts of this overseas operation based on value-in-use calculations which were evaluated by management using cash flow projections based on financial budgets covering the remaining useful lives of the respective items of property, plant and equipment.

本公司董事認為，本集團若干物業、廠房及設備項目承受減值虧損，原因是海外業務於年內產生巨額虧損。年內就此項海外業務於損益確認減值總額5,561,000港元(二零一八年：無)(附註7)。本公司董事已根據使用價值計算估計此項海外業務之可收回金額，計算使用價值時，管理層根據涵蓋相關物業、廠房及設備項目之剩餘可使用年期之財政預算，運用現金流量預測進行評估。

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財務報表附註

31 December 2019 二零一九年十二月三十一日

13. PROPERTY, PLANT AND EQUIPMENT (continued)

Note:

- (a) The Group's right-of-use of leasehold land represents prepared land lease payments which is measured at fair value. The leasehold land, together with the owned building, is held for own use. The leasehold land is held on a medium-term lease expiring on 27 June 2047. The movement is as below:

Prepaid land lease payments (before 1 January 2019)

		HK\$'000 千港元
Fair value at 1 January 2018	於二零一八年一月一日之公平值	23,100
Depreciation recognised in the statement of profit or loss during the year	年內於損益表確認折舊	(783)
Fair value gain	公平值收益	783
Fair value at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日之公平值	23,100

The directors of the Company have determined that the Group's land and buildings consist of three classes of asset, i.e., commercial, industrial and residential, based on the nature, characteristics and risks of each property. All of the Group's land and buildings were revalued on 31 December 2019 based on valuations performed by Chung, Chan & Associates, independent professionally qualified valuers, at HK\$938,807,000 (including the leasehold land under right-of-use assets of HK\$23,050,000). Each year, the Group's chief financial officer decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's chief financial officer has discussions with the valuer on the valuation assumptions and valuation results once a year when the valuation is performed for annual financial reporting.

A revaluation surplus of HK\$11,787,000 (2018: HK\$71,344,000) resulting from the revaluations on the Group's land and buildings, net of income tax effect of HK\$2,057,000 (2018: HK\$11,239,000), has been credited to other comprehensive income during the year.

Further particulars of the Group's land and buildings are included on page 222.

13. 物業、廠房及設備(續)

附註：

- (a) 本集團租賃土地之使用權資產指按公平值計量之預付土地租賃款項。租賃土地連同自有樓宇乃持作自用，租賃土地按中期租賃持有，於二零四七年六月二十七日到期。變動如下：

預付土地租賃款項(二零一九年一月一日前)

		HK\$'000 千港元
	於二零一八年一月一日之公平值	23,100
	年內於損益表確認折舊	(783)
	公平值收益	783
	於二零一八年十二月三十一日及二零一九年一月一日之公平值	23,100

根據各物業的性質、特徵及風險，本公司董事已決定，本集團的土地及樓宇包括三類資產，即商業、工業及住宅。本集團之所有土地及樓宇已經於二零一九年十二月三十一日根據由獨立專業合資格估值師衡量行進行的估值重估為合共938,807,000港元(包括分類為使用權資產的租賃土地23,050,000港元)。每年，本集團財務總監決定委任負責本集團物業的外部估值之外聘估值師。甄選準則包括市場知識、聲譽、獨立性及是否維持專業水準。本集團財務總監與估值師每年就全年財務申報進行估值時每年一次進行討論估值假設及估值結果。

於本年度內，由本集團土地及樓宇之重估產生之重估盈餘11,787,000港元(二零一八年：71,344,000港元)(扣除2,057,000港元(二零一八年：11,239,000港元)所得稅之影響)已計入其他全面收益。

本集團土地及樓宇之進一步詳情載於第222頁。

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財務報表附註

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13. PROPERTY, PLANT AND EQUIPMENT (continued)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's land and buildings:

		Fair value measurement as at 31 December 2019 using 於二零一九年十二月三十一日的公平值計量採用			
		Quoted prices in active markets 活躍市場的 報價 (Level 1) (等級一)	Significant observable inputs 重大可觀察 輸入值 (Level 2) (等級二)	Significant unobservable inputs 重大不可觀察 輸入值 (Level 3) (等級三)	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Recurring fair value measurement for:	持續性公平值計量：				
Commercial properties	商業物業	-	-	147,473	147,473
Industrial properties*	工業物業*	-	-	767,134	767,134
Residential properties	住宅物業	-	-	24,200	24,200
		-	-	938,807	938,807

13. 物業、廠房及設備(續)

公平值等級制度

下表顯示本集團土地及樓宇的公平值計量等級：

		Fair value measurement as at 31 December 2018 using 於二零一八年十二月三十一日的公平值計量採用			
		Quoted prices in active markets 活躍市場的 報價 (Level 1) (等級一)	Significant observable inputs 重大可觀察 輸入值 (Level 2) (等級二)	Significant unobservable inputs 重大不可觀察 輸入值 (Level 3) (等級三)	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Recurring fair value measurement for:	持續性公平值計量：				
Commercial properties	商業物業	-	-	166,969	166,969
Industrial properties*	工業物業*	-	-	817,587	817,587
Residential properties	住宅物業	-	-	33,792	33,792
		-	-	1,018,348	1,018,348

* The industrial properties include a right-of-use asset of HK\$23,050,000 (2018: land and building under property, plant and equipment of HK\$23,100,000).

* 工業物業包括使用權資產23,050,000港元(二零一八年：土地及樓宇分類為物業、廠房及設備23,100,000港元)。

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13. PROPERTY, PLANT AND EQUIPMENT (continued)

Fair value hierarchy (continued)

During the year, there were no transfers of fair value measurements between Level 1 and 2 and no transfers into or out of Level 3 (2018: Nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

13. 物業、廠房及設備(續)

公平值等級制度(續)

於本年度內，概無在等級一及等級二之間轉撥及轉入或轉出等級三之公平值計量(二零一八年：無)。

分類於公平值等級內等級三之公平值計量的對賬：

		Commercial properties 商業物業	Industrial properties 工業物業	Residential properties 住宅物業
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Carrying amount at 1 January 2018	於二零一八年一月一日的賬面值	159,076	806,544	32,591
Transfer to investment properties	轉撥至投資物業	(16,060)	-	-
Depreciation provided during the year	年內折舊撥備	(4,368)	(26,692)	(1,057)
Net gain from fair value adjustment recognised in other comprehensive income	在其他全面收益中確認的來自公平值調整的淨收益	30,312	37,735	3,297
Exchange realignment	匯兌調整	(1,991)	-	(1,039)
Carrying amount at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日的賬面值	166,969	817,587	33,792
Transfer to investment properties	轉撥至投資物業	(14,352)	(34,850)	(6,460)
Depreciation provided during the year	年內折舊撥備	(4,276)	(27,957)	(1,105)
Net gain/(loss) from fair value adjustment recognised in other comprehensive income	在其他全面收益中確認的來自公平值調整的淨收益/(虧損)	565	12,354	(1,132)
Exchange realignment	匯兌調整	(1,433)	-	(895)
Carrying amount at 31 December 2019	於二零一九年十二月三十一日的賬面值	147,473	767,134	24,200

The fair values of the land and buildings were determined using the comparison approach based on market comparables of similar properties and with adjustments made on factors such as location, size, age, condition and aspects of the properties.

土地及樓宇的公平值乃採用比較法，根據市場類似物業並就該等物業的地點、大小、樓齡、狀況及方向等因素作出調整而釐定。

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財務報表附註

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13. PROPERTY, PLANT AND EQUIPMENT (continued)

Fair value hierarchy (continued)

Below is a summary of the key inputs to the valuation of land and buildings:

	Significant unobservable inputs 重大不可觀察輸入值	Range (weighted average) 範圍(加權平均數)	
		2019 二零一九年	2018 二零一八年
Commercial properties 商業物業	Adjusted price per square foot 經調整每平方呎價格	HK\$5,529 – HK\$11,625 5,529港元–11,653港元	HK\$8,325 – HK\$9,805 8,325港元–9,805港元
Industrial properties 工業物業	Adjusted price per square foot 經調整每平方呎價格	HK\$2,195 – HK\$2,383 2,195港元–2,383港元	HK\$2,155 – HK\$2,349 2,155港元–2,349港元
Residential properties 住宅物業	Adjusted price per square foot 經調整每平方呎價格	HK\$9,716 – HK\$10,561 9,716港元–10,561港元	HK\$8,896 – HK\$9,857 8,896港元–9,857港元

The Group has determined that the highest and best use of the commercial and certain industrial properties at the measurement date would be to convert those properties for residential purposes. For strategic reasons, the properties are not being used in this manner. While for the remaining industrial properties, the Group has determined that the highest and best use of them at the measurement date has remained to be for industrial purpose.

A significant increase/(decrease) in the adjusted price per square foot would result in a significant increase/(decrease) in the fair value of the land and buildings.

13. 物業、廠房及設備(續)

公平值等級制度(續)

以下為就土地及樓宇估值所採用的主要輸入值的概要：

本集團已經決定，於計量日，有關商業及若干工業物業的最大限度最佳用途為將該等物業轉為住宅用途。基於策略理由，該等物業現並未如此運用。至於其餘工業物業，本集團已經決定，於計量日，其最大限度最佳用途為繼續用作工業用途。

經調整每平方呎價格大幅上升/(下降)會導致土地及樓宇的公平值大幅上升/(下降)。

14. INVESTMENT PROPERTIES

14. 投資物業

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面值	65,526	49,762
Disposals	出售	-	(5,650)
Transfers from owner-occupied properties	轉撥自自用物業	55,662	16,060
Net gain/(loss) from fair value adjustments (note 5)	公平值調整收益/(虧損)淨額 (附註5)	(2,959)	7,211
Exchange realignment	匯兌調整	893	(1,857)
Carrying amount at 31 December	於十二月三十一日的賬面值	119,122	65,526

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14. INVESTMENT PROPERTIES (continued)

The directors of the Company have determined that the Group's investment properties are commercial properties, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 December 2019 based on valuations performed by Chung, Chan & Associates, an independent professionally qualified valuer, at an aggregate value of HK\$119,122,000. Each year, the Group's chief financial officer decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's chief financial officer has discussions with the valuer on the valuation assumptions and valuation results once a year when the valuation is performed for annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 15 to the financial statements.

Further particulars of the Group's investment properties are included on page 223.

Fair value hierarchy

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

14. 投資物業(續)

根據各物業的性質、特徵及風險，本公司董事已決定，本集團的投資物業為商業物業。本集團之投資物業已於二零一九年十二月三十一日根據獨立專業合資格估值師衡量行所進行的估值重估為總值119,122,000港元。每年，本集團財務總監決定委任負責本集團物業的外部估值的外聘估值師。甄選準則包括市場知識、聲譽、獨立性及是否維持專業水準。本集團財務總監與估值師就全年財務匯報進行每年一次進行估值時討論估值假設及估值結果。

根據經營租約租予第三方之投資物業之進一步主要詳情載於財務報表附註15。

本集團之投資物業之進一步詳情載於第223頁。

公平值等級制度

下表顯示本集團投資物業的公平值計量等級：

Fair value measurement as at 31 December 2019 using 於二零一九年十二月三十一日的公平值計量採用				
Quoted prices in active markets 活躍市場 的報價 (Level 1) (等級一)	Significant observable inputs 重大可觀察 輸入值 (Level 2) (等級二)	Significant unobservable inputs 重大不可觀察 輸入值 (Level 3) (等級三)	Total 合計	
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Recurring fair value measurement for: 持續性公平值計量：				
Commercial properties 商業物業	-	-	77,812	77,812
Industrial property 工業物業	-	-	34,850	34,850
Residential property 住宅物業	-	-	6,460	6,460
	-	-	119,122	119,122

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14. INVESTMENT PROPERTIES (continued)

Fair value hierarchy (continued)

14. 投資物業(續)

公平值等級制度(續)

Fair value measurement as at 31 December 2018 using 於二零一八年十二月三十一日的公平值計量採用			
Quoted prices in active markets 活躍市場 的報價 (Level 1) (等級一)	Significant observable inputs 重大可觀察 輸入值 (Level 2) (等級二)	Significant unobservable inputs 重大不可觀察 輸入值 (Level 3) (等級三)	Total 合計
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

Recurring fair value measurement: 持續性公平值計量： Commercial properties 商業物業	-	-	65,526	65,526
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During the year, there were no transfers of fair value measurements between Level 1 and 2 and no transfers into or out of Level 3 (2018: Nil).

於本年度內，概無在等級一及等級二之間轉撥及轉入或轉出等級三之公平值計量(二零一八年：無)。

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

分類於公平值等級內等級三的公平值計量的對賬：

		HK\$'000 千港元
Carrying amount at 1 January 2018	於二零一八年一月一日的賬面值	49,762
Disposals	出售	(5,650)
Transfers from owner-occupied properties	轉撥自自用物業	16,060
Net gain from fair value adjustment recognised in other income and gains, net in profit or loss	在損益內的其他收入及收益淨額中確認的來自公平值調整的淨收益	7,211
Exchange realignment	匯兌調整	(1,857)
Carrying amount at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日的賬面值	65,526
Transfers from owner-occupied properties	轉撥自自用物業	55,662
Net loss from fair value adjustment recognised in other income and gains, net in profit or loss	在損益內的其他收入及收益淨額中確認的來自公平值調整的淨虧損	(2,959)
Exchange realignment	匯兌調整	893
Carrying amount at 31 December 2019	於二零一九年十二月三十一日的賬面值	119,122

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14. INVESTMENT PROPERTIES (continued)

Fair value hierarchy (continued)

The fair value of the investment properties was determined using the comparison approach based on market comparables of similar properties and with adjustments made on factors such as location, size, age, condition and aspect of the properties.

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

		Significant unobservable inputs 重大不可觀察輸入值	Range (weighted average) 範圍(加權平均)	
			2019 二零一九年	2018 二零一八年
Commercial properties 商業物業	Adjusted price per square foot 每平方呎經調整價格	HK\$5,758 - HK\$13,682 5,758港元 - 13,682港元	HK\$8,464 - HK\$9,952 8,464港元 - 9,952港元	
Industrial property 工業物業	Adjusted price per square foot 每平方呎經調整價格	HK\$5,110 - HK\$6,643 5,110港元 - 6,643港元		-
Residential property 住宅物業	Adjusted price per square foot 每平方呎經調整價格	HK\$1,248 - HK\$1,560 1,248港元 - 1,560港元		-

The Group has determined that the highest and best use of the commercial properties and industrial property at the measurement date would be to convert those properties for residential purposes. For strategic reasons, the properties are not being used in this manner.

A significant increase/(decrease) in the adjusted price per square foot would result in a significant increase/(decrease) in the fair value of the investment properties.

14. 投資物業(續)

公平值等級制度(續)

投資物業的公平值乃採用比較法，根據類似市場可比較物業並就該等物業的地點、大小、樓齡、狀況及方向等因素作出調整而釐定。

以下是投資物業估值之重大輸入值概要：

本集團已經決定，於計量日，有關商業物業及工業物業的最大限度最佳用途為將該等物業轉為住宅用途。基於策略理由，該等物業現並未如此運用。

經調整每平方呎價格大幅上升/(下降)會導致投資物業的公平值大幅上升/(下降)。

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15. LEASES

The Group as a lessee

The Group has lease contracts for land and buildings, motor vehicles and other equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 40 years, and no ongoing payments will be made under the terms of these land leases. Leases of plant and machinery generally have lease terms between 3 and 5 years, while motor vehicles generally have lease terms between 2 and 5 years. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are further set out in note 13 to the financial statements.

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

15. 租賃

本集團作為承租人

本集團就營運所用的土地及樓宇、汽車及其他設備項目訂有租賃合約。為向業主獲取租期40年的租賃土地，已預付整筆付款；而根據該等土地租約條款將無需持續付款。廠房及機器的租約一般租期介乎3至5年，汽車的租期則一般介乎2至5年。其他設備的租期一般為12個月或以下，及／或個別而言屬於低價值。一般而言，本集團受限制在本集團以外出讓及分租租賃資產。多份租賃合約均設有延長和終止選擇權及可變租賃付款，進一步論述見下文。

(a) 使用權資產

本集團的使用權資產賬面值及年內變動詳情載於財務報表附註13。

(b) 租賃負債

年內的租賃負債賬面值及變動如下：

		2019 二零一九年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日的賬面值	74,532
New leases	新租賃	4,681
Accretion of interest recognised during the year	年內確認的權益增加	2,418
Payments	付款	(31,789)
Write-off (note 7)	撇銷(附註7)	(4,610)
Exchange realignment	匯兌調整	(189)
		<hr/>
Carrying amount at 31 December	於十二月三十一日的賬面值	45,043
		<hr/>
Analysed into:	分析為：	
Current	流動	29,328
		<hr/>
Non-current	非流動	15,715
		<hr/>

The maturity analysis of lease liabilities is discussed in note 37 to the financial statements.

有關租賃負債之到期情況分析於財務報表附註37討論。

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15. LEASES (continued)

The Group as a lessee (continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2019 二零一九年
	HK\$'000 千港元
Interest on lease liabilities	2,418
Depreciation charge of right-of-use assets	32,075
Expenses relating to short-term leases and other leases with remaining lease terms ended on or before 31 December 2019 (included in administrative expenses)	21
Expense relating to leases of low-value assets (included in administrative expenses)	2,487
Total amount recognised in profit or loss	37,001

The Group as a lessor

The Group leases its properties consisting of five commercial properties, one industrial property and one residential property under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was HK\$6,627,000 (2018: HK\$5,597,000), details of which are included in note 5 to the financial statements.

At 31 December 2019, the undiscounted minimum lease payments receivables by the Group in future periods under non-cancellable operating leases with its tenants falling due are as follows:

	2019 二零一九年	2018 二零一八年
	HK\$'000 千港元	HK\$'000 千港元
Within one year	5,753	5,461
After one year but within two years	2,463	3,714
After two years but within three years	1,466	2,463
After three years but within four years	-	1,466
	9,682	13,104

15. 租賃(續)

本集團作為承租人(續)

(c) 就租賃於損益賬確認的金額如下:

	2019 二零一九年
	HK\$'000 千港元
租賃負債利息	2,418
使用權資產折舊費用	32,075
短期租賃及剩餘租期於二零一九年十二月三十一日或之前結束之其他租賃的相關開支(計入行政開支)	21
低價值資產租賃的相關開支(計入行政開支)	2,487
於損益賬確認的總額	37,001

本集團作為出租人

本集團根據經營租約安排出租其物業，包括5間商業物業、1間工業物業及1間住宅物業。租約條款一般規定租客須支付保證金，亦規定租金可定期按當時市況調整。本集團年內確認的租金收入為6,627,000港元(二零一八年：5,597,000港元)，詳情載於財務報表附註5。

於二零一九年十二月三十一日，本集團於未來期間根據於下列期間屆滿的不可撤銷經營租約應收的未折現最低租賃付款總額為：

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16. OTHER INTANGIBLE ASSETS

16. 其他無形資產

		With finite useful lives 有限 可使用年期	With indefinite useful life 無限 可使用年期	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost at 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019, net of accumulated amortisation and impairment	於二零一八年一月一日、 二零一八年十二月三十一日、 二零一九年一月一日及 二零一九年十二月三十一日 之成本值，扣除累計攤銷 及減值	-	100	100
At 31 December 2019 and 31 December 2018:	於二零一九年十二月三十一日及 二零一八年十二月三十一日：			
Cost	成本值	24,904	100	25,004
Accumulated amortisation and impairment	累計攤銷及減值	(24,904)	-	(24,904)
Net carrying amount	賬面淨值	-	100	100

As at 31 December 2019, the intangible asset with an indefinite useful life represents a motor vehicle registration mark.

於二零一九年十二月三十一日，無限可使用年期之無形資產指汽車登記號碼。

17. INVESTMENTS IN JOINT VENTURES

17. 於合營企業之投資

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Share of net assets	應佔資產淨值	56,661	57,666

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17. INVESTMENTS IN JOINT VENTURES (continued)

Particulars of the Group's principal joint ventures, all of which are indirectly held by the Company, are as follows:

17. 於合營企業之投資(續)

本公司間接持有之本集團主要合營企業之詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及經營地點	Nominal value of issued share capital/ registered capital 已發行股本面值/ 註冊資本	Percentage of ownership interest attributable to the Group 本集團應佔 所有權權益百分比		Principal activity 主要業務
			2019 二零一九年	2018 二零一八年	
Sing Tao Daily Limited	Canada 加拿大	Canadian dollar ("CA\$")10,000 Class A common shares 10,000加元 (「加元」) 類別A普通股	25	25	Newspaper publishing 報章發行
Sing Tao Newspapers (Canada 1988) Limited	Canada 加拿大	CA\$2,021,871 Series 1 common shares and CA\$15,780,809 Series 2 common shares 2,021,871加元 第一類普通股及 15,780,809加元 第二類普通股	50	50	Newspaper publishing 報章發行

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17. INVESTMENTS IN JOINT VENTURES (continued)

Sing Tao Newspapers (Canada 1988) Limited is considered a material joint venture of the Group. The following table illustrates the summarised financial information in respect of Sing Tao Newspapers (Canada 1988) Limited and its subsidiaries adjusted for any differences in accounting policies and reconciled to the carrying amounts in the financial statements:

17. 於合營企業之投資(續)

Sing Tao Newspapers (Canada 1988) Limited 被視為本集團之一間重大合營企業。下表列示有關Sing Tao Newspapers (Canada 1988) Limited及其附屬公司之財務資料概要(已就會計政策差異作出調整及與財務報表賬面值對賬)：

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Cash and cash equivalents	現金及現金等值項目	61,668	54,427
Other current assets	其他流動資產	37,732	47,751
Current assets	流動資產	99,400	102,178
Non-current assets	非流動資產	39,211	40,651
Trade payables	應付賬款	6,067	5,172
Other payables and accruals	其他應付款項及應計款項	14,828	16,778
Current liabilities	流動負債	20,895	21,950
Non-current liabilities	非流動負債	4,416	6,394
Net assets	資產淨值	113,300	114,485
Reconciliation to the Group's interest in the joint venture:	與本集團於合營企業之權益之對賬：		
Proportion of the Group's ownership	本集團之擁有權比例	50%	50%
Group's share of net assets and the carrying amount of investment in the joint venture	本集團之應佔資產淨值及於合營企業投資之賬面值	56,650	57,242
Revenue	收入	278,384	322,611
Interest income	利息收入	832	615
Depreciation and amortisation	折舊及攤銷	(4,787)	(5,337)
Tax credit/(expense)	稅項抵免/(開支)	1,972	(2,810)
Profit/(loss) and total comprehensive income/(loss) for the year	本年度溢利/(虧損)及全面收益/(虧損)總額	(5,679)	7,652

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17. INVESTMENTS IN JOINT VENTURES (continued)

The following table illustrates the financial information of the Group's joint venture that is not individually material:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Share of the profits/(loss) and total comprehensive income/(loss) for the year of the remaining joint venture not individually material	分佔其餘個別而言不重大的合營企業本年度溢利／(虧損)及全面收益／(虧損)總額	(365)	412
Carrying amount of the Group's investment in the remaining joint venture not individually material	本集團於其餘個別而言不重大的合營企業之投資的賬面值	11	424

17. 於合營企業之投資(續)

下表列示本集團個別而言不重大的合營企業的財務資料：

18. INVESTMENTS IN ASSOCIATES

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Share of net assets	應佔資產淨值	20,572	16,997
Loan to an associate	向一間聯營公司提供的貸款	-	5,600
Less: Impairment of a loan to an associate	減：向一間聯營公司提供的貸款之減值	-	(1,057)
		20,572	21,540
Classified as current assets	分類為流動資產	-	(4,543)
		20,572	16,997

18. 於聯營公司之投資

In the prior year, the loan to an associate included in the Group's current assets with a net carrying amount HK\$4,543,000 as at 31 December 2018 was unsecured, bore interest at 1% per annum, and was fully repaid on 2 December 2019.

The impairment of a loan to an associate was reversed and recognised in the statement of profit or loss in the current year.

於過往年度，本集團於二零一八年十二月三十一日流動資產內所包括賬面淨值為4,543,000港元的向一間聯營公司提供的貸款，為無抵押及按1%年利率計息，並已於二零一九年十二月二日全數償還。

一間聯營公司提供的貸款減值已撥回並於本年度之損益表中確認。

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18. INVESTMENTS IN ASSOCIATES (continued)

Particulars of the Group's associates, all of which are indirectly held by the Company, are as follows:

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及經營地點	Nominal value of issued share capital/ registered capital 已發行股本面值/ 註冊資本	Percentage of ownership interest attributable to the Group 本集團應佔所有 權權益百分比		Principal activities 主要業務
			2019 二零一九年	2018 二零一八年	
Bastille Post Company Limited 巴士的報有限公司	Hong Kong 香港	HK\$36,290,000 ordinary shares 36,290,000港元 普通股	30	30	Internet and mobile media business 互聯網及流動 媒體業務
北京經華智業教育 科技有限公司*	People's Republic of China/ Mainland China 中華人民共和國/ 中國內地	RMB15,400,000 registered capital 人民幣15,400,000元 註冊資本	30	30	Provision of on- line and off- line corporate and vocational training and related services 提供網上和非 網上企業與職業 培訓及相關服務

* Sino-foreign equity joint venture enterprise

18. 於聯營公司之投資(續)

本公司間接持有之本集團聯營公司之詳情如下：

* 中外合資企業

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

下表列示本集團個別而言不重大的聯營公司的合計財務資料：

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Share of the associates' profits and total comprehensive income for the year	分佔聯營公司本年度溢利及 全面收益總額	3,873	7,137
Carrying amount of the Group's investments in the associates	本集團於聯營公司之投資的 賬面值	20,572	21,540

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19. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME**19. 指定為按公平值計入其他全面收益之權益性投資**

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Equity investments designated at fair value through other comprehensive income	指定為按公平值計入其他全面收益之權益性投資		
Listed equity investments, at fair value	上市權益性投資，按公平值	47	47

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

由於本集團認為該等投資屬策略性質，上述權益性投資不可撤回地被指定為按公平值計入其他全面收益。

20. INVENTORIES**20. 存貨**

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Raw materials	原材料	34,512	58,378
Finished goods	製成品	1,062	1,097
		35,574	59,475

21. TRADE RECEIVABLES**21. 應收賬款**

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Trade receivables	應收賬款	298,403	383,896
Impairment	減值	(12,667)	(20,710)
		285,736	363,186

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21. TRADE RECEIVABLES (continued)

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

An ageing analysis of the trade receivables as at the end of the reporting period, based on payment due date and net of loss allowance, is as follows:

21. 應收賬款(續)

除了新客戶一般須提前付款外，本集團與其客戶之貿易主要採取記賬形式進行，信貸期一般為一個月，主要客戶可延長至三個月。各客戶均設有最高信貸額。本集團對其尚未清償應收賬款維持嚴格控制，並設有信貸監控部門以盡量減低信貸風險。高級管理層經常檢討逾期未付之結餘。考慮到上述各項及本集團之應收賬款乃與大量多元化客戶有關，故並無信貸風險集中之情況。本集團並無就其應收賬款結餘持有任何抵押品或其他信用提升物。應收賬款為免息。

於報告期末，應收賬款根據款項到期日及扣除虧損撥備後之賬齡分析載列如下：

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Current to 30 days	即期至30天	172,900	216,941
31 to 60 days	31至60天	41,703	47,456
61 to 90 days	61至90天	30,100	29,299
91 to 120 days	91至120天	15,053	21,123
Over 120 days	超過120天	25,980	48,367
		285,736	363,186

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21. TRADE RECEIVABLES (continued)

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

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
At beginning of year	年初	20,710	15,016
Impairment losses recognised (note 7)	已確認減值虧損(附註7)	8,198	6,827
Amounts written off as uncollectible	不能收回而撇銷的金額	(16,238)	(1,104)
Exchange realignment	匯兌調整	(3)	(29)
At end of year	年終	12,667	20,710

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

21. 應收賬款(續)

應收賬款減值虧損撥備的變動如下：

於各報告日期均採用撥備矩陣進行減值分析，以計量預期信用損失。撥備率乃基於因就擁有類似損失模式的多個客戶分部進行分組(即地區、產品類別、客戶類別及評級而逾期的日數計量。該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前條件及未來經濟條件預測的合理及可靠資料。一般而言，應收賬款如逾期超過一年及毋須受限於強制執行活動則予以撇銷。

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21. TRADE RECEIVABLES (continued)

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

As at 31 December 2019

		Past due 逾期					Total 總計
		Current to 30 days 即期至30天	31 to 60 days 31至60天	61 to 90 days 61至90天	91 to 120 days 91至120天	over 120 days 超過120天	
Expected credit loss rate	預期信用損失率	0.73%	2.94%	3.15%	3.24%	25.00%	4.24%
Gross carrying amount (HK\$'000)	賬面總值 (千港元)	174,164	42,965	31,078	15,557	34,639	298,403
Expected credit losses (HK\$'000)	預期信用損失 (千港元)	1,264	1,262	978	504	8,659	12,667

21. 應收賬款(續)

有關本集團採用撥備矩陣計量的應收賬款的信貸風險資料載列如下：

於二零一九年十二月三十一日

As at 31 December 2018

於二零一八年十二月三十一日

		Past due 逾期					Total 總計
		Current to 30 days 即期至30天	31 to 60 days 31至60天	61 to 90 days 61至90天	91 to 120 days 91至120天	over 120 days 超過120天	
Expected credit loss rate	預期信用損失率	0.15%	0.26%	1.59%	2.38%	28.48%	5.39%
Gross carrying amount (HK\$'000)	賬面總值 (千港元)	217,277	47,581	29,771	21,637	67,630	383,896
Expected credit losses (HK\$'000)	預期信用損失 (千港元)	336	125	472	514	19,263	20,710

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22. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

22. 預付款項、其他應收款項及其他資產

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Prepayments	預付款項	15,102	12,046
Deposits and other receivables	按金及其他應收款項	96,136	88,213
		111,238	100,259
Portion classified as non-current assets	分類為非流動資產之部分	(75,903)	(65,953)
Current portion	流動部分	35,335	34,306

Deposits and other receivables mainly represent rental deposits and utility deposits. Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default of comparable companies with published credit ratings. In the situation where no comparable companies with credit ratings can be identified, expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. As at 31 December 2019 and 31 December 2018, the Group assessed the loss allowance under the application of HKFRS 9 was insignificant.

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2019 and 2018, the loss allowance was assessed to be minimal.

按金及其他應收款項主要指租賃按金及水電費按金。經考慮已公佈信貸評級之可資比較公司違約之可能性，減值分析於各報告日期進行(倘適用)。倘並無具有信貸評級之可資比較公司獲確認，預期信用損失經參考本集團過往虧損記錄及透過使用損失率法進行估計。損失率將於適當時候作出調整以反映現時情況及預測未來經濟狀況。於二零一九年十二月三十一日及二零一八年十二月三十一日，本集團已評估採用香港財務報告準則第9號項下之虧損撥備為不重大。

以上結餘包括之財務資產與並無近期欠繳記錄及逾期款項之應收款項有關。於二零一九年及二零一八年十二月三十一日，虧損撥備評估為微乎其微。

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23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

23. 按公平值計入損益賬之財務資產

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Listed equity securities, at fair value	上市股本證券，按公平值	7,127	10,226
Listed debt securities, at fair value	上市債務證券，按公平值	69,312	70,379
Other unlisted equity investment, at fair value	其他非上市權益性投資，按成本值	-	4,524
Portion classified as current assets	分類為流動資產之部分	76,439	85,129
Other unlisted investments, at fair value and included in non-current assets	其他非上市投資，按公平值及計入非流動資產	10,651	11,249
Total financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產總值	87,090	96,378

The above investments as at 31 December 2019 were classified as financial assets at fair value through profit or loss as they were held for trading.

於二零一九年十二月三十一日，上述投資分類為持作買賣用途按公平值計入損益賬之財務資產。

In the prior period, the Group had an unlisted equity investment which was classified as financial assets at fair value through profit or loss under HKFRS 9. It was revalued on 31 December 2018 based on valuation performed by Brilliant Appraisal Limited, an independent professionally qualified valuer, at a fair value of HK\$4,524,000 according to the fair value requirements under HKFRS 9. The investment was disposed in the current year for a sale proceed of HK\$3,302,000.

於過往期間，本集團持有香港財務報告準則第9號項下分類為按公平值計入損益賬之財務資產之非上市權益性投資。根據香港財務報告準則第9號項下之公平值規定，該投資已於二零一八年十二月三十一日基於獨立專業合資格估值師Brilliant Appraisal Limited進行之估值重估為公平值4,524,000港元。該投資已於本年度內出售，銷售所得款項為3,302,000港元。

As at 31 December 2019, the Group did not intend to dispose of its unlisted investments within the next twelve months and therefore they were included in non-current assets.

於二零一九年十二月三十一日，本集團不擬於未來十二個月出售其非上市投資，因此，其已計入非流動資產。

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24. CASH AND CASH EQUIVALENTS

24. 現金及現金等值項目

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Cash and bank balances	現金及銀行結餘	231,787	282,600
Non-pledged time deposits	無抵押定期存款	248,053	245,027
Cash and cash equivalents as stated in the statement of financial position	財務狀況表所列之現金及現金等值項目	479,840	527,627
Less: Non-pledged time deposits with original maturity of more than three months when acquired	減：於取得時原到期日超過三個月之無抵押定期存款	(71,769)	(31,157)
Cash and cash equivalents as stated in the statement of cash flows	現金流量表所列之現金及現金等值項目	408,071	496,470

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$32,662,000 (2018: HK\$34,361,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於報告期末，本集團以人民幣（「人民幣」）為單位之現金及銀行結餘為32,662,000港元（二零一八年：34,361,000港元）。人民幣並不可自由兌換為其他貨幣，然而，根據中國內地之外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准可透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and deposits are deposited with creditworthy banks with no recent history of default.

存於銀行之現金按每日銀行存款利率之浮息計息。短期定期存款按本集團之即時現金所需，定存一日至三個月不等，並按各自之短期定期存款利率賺取利息。銀行結餘及存款乃存放於信譽良好的銀行，其並無近期失責記錄。

25. TRADE AND BILLS PAYABLES

25. 應付賬款及票據

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

於報告期末，應付賬款及票據根據款項發票日之賬齡分析載列如下：

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Current to 30 days	即期至30天	21,814	38,056
31 to 60 days	31至60天	8,666	20,635
61 to 90 days	61至90天	5,368	9,524
91 to 120 days	91至120天	419	2,501
Over 120 days	超過120天	1,312	15,944
		37,579	86,660

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25. TRADE AND BILLS PAYABLES (continued)

The trade payables are non-interest-bearing and are normally settled on 60-day terms.

26. OTHER PAYABLES AND ACCRUALS

25. 應付賬款及票據(續)

應付賬款並不計息且一般須於60日償還。

26. 其他應付款項及應計款項

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Receipts in advance	預收款項	37,224	34,871
Contract liabilities	合約負債	21,704	20,573
Other payables	其他應付款項	60,519	52,664
Accruals	應計款項	63,581	93,093
		183,028	201,201

Notes:

附註：

(a) Details of contract liabilities are as follows:

(a) 合約負債詳情如下：

		31 December 2019 二零一九年 十二月三十一日	31 December 2018 二零一八年 十二月三十一日	1 January 2018 二零一八年 一月一日
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Short-term advances received from customers	已收客戶之短期預付款			
Circulation income	發行收入	21,704	20,573	22,158

(b) Other payables are non-interest-bearing and have an average payment term of three months.

(b) 其他應付款項為不計息，並具有三個月平均付款期。

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27. DEFERRED TAX

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

Deferred tax liabilities

27. 遞延稅項

年內遞延稅項負債及資產之變動如下：

遞延稅項負債

		Depreciation allowance in excess of related depreciation	Fair value adjustments arising from acquisition of an additional interest in a joint venture	Revaluation of properties	Recognition of tax losses	Withholding taxes	Total
		超過相關折舊之折舊免稅額	額外權益而出現的公平值調整	重估物業	稅項虧損之確認	預扣稅項	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	58,276	4,864	78,972	(47,266)	18,910	113,756
Deferred tax charged/(credited) to the statement of profit or loss during the year (note 10)	年內於損益表內扣除/(計入)之遞延稅項(附註10)	(4,982)	-	1,926	4,413	-	1,357
Deferred tax charged to asset revaluation reserve during the year	年內於資產重估儲備中扣除之遞延稅項	-	-	11,239	-	-	11,239
Withholding taxes payment during the year	於本年度內支付預扣稅	-	-	-	-	(3,015)	(3,015)
Exchange realignment	匯兌調整	(3)	-	-	-	(5,791)	(5,794)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	53,291	4,864	92,137	(42,853)	10,104	117,543
Deferred tax charged/(credited) to the statement of profit or loss during the year (note 10)	年內於損益表內扣除/(計入)之遞延稅項(附註10)	(2,694)	-	(510)	3,753	-	549
Deferred tax charged to asset revaluation reserve during the year	年內於資產重估儲備內扣除之遞延稅項	-	-	2,057	-	-	2,057
Exchange realignment	匯兌調整	-	-	-	-	39	39
At 31 December 2019	於二零一九年十二月三十一日	50,597	4,864	93,684	(39,100)	10,143	120,188

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27. DEFERRED TAX (continued)

27. 遞延稅項(續)

Deferred tax assets

遞延稅項資產

		Depreciation in excess of related depreciation allowance 超過相關 折舊之折舊 免稅額	Provisions 撥備	Recognition of tax losses 稅項虧損 之確認	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	2,604	10,615	425	13,644
Deferred tax credited/ (charged) to the statement of profit or loss during the year (note 10)	年內於損益表內計入/ (扣除)之遞延稅項 (附註10)	356	(9,587)	(425)	(9,656)
Exchange realignment	匯兌調整	-	(88)	-	(88)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	2,960	940	-	3,900
Deferred tax credited/ (charged) to the statement of profit or loss during the year (note 10)	年內於損益表內計入/ (扣除)之遞延稅項 (附註10)	131	(838)	-	(707)
Exchange realignment	匯兌調整	-	(14)	-	(14)
At 31 December 2019	於二零一九年十二月三十一日	3,091	88	-	3,179

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27. DEFERRED TAX (continued)

At the end of the reporting period, the Group had tax losses arising in Hong Kong of approximately HK\$873,186,000 (2018: approximately HK\$888,570,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of approximately HK\$18,000,000 (2018: approximately HK\$19,467,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets in respect of tax losses of approximately HK\$654,217,000 (2018: approximately HK\$648,316,000) have not been recognised as they have arisen in certain subsidiaries that have been loss-making for some time and in the opinion of the directors, it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the Canada Income Tax Act, a 25% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Canada. A lower withholding tax rate may be applied if there is a tax treaty between Canada and the jurisdiction of the foreign investors. For the Group, the applicable rate is 15% or 25%. The Group is therefore liable to withholding taxes on dividends distributable by those subsidiaries established in Canada in respect of earnings generated.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

27. 遞延稅項(續)

於報告期末，本集團有來自香港之稅項虧損約873,186,000港元(二零一八年：約888,570,000港元)可無限期用於抵銷產生此等虧損之公司之未來應課稅溢利。本集團亦有來源於中國內地的稅務虧損約18,000,000港元(二零一八年：約19,467,000港元)，其將於一至五年內到期，可用於抵銷未來應課稅溢利。由於此等虧損乃來自若干錄得虧損已有一段時間之附屬公司，而且本公司董事認為其不大可能產生用於抵銷可抵扣稅務虧損的應課稅溢利，故並無就稅務虧損約654,217,000港元(二零一八年：約648,316,000港元)確認遞延稅項資產。

根據加拿大所得稅法，於加拿大成立之外國投資企業向外國投資者宣派之股息須按25%稅率徵收預扣稅。倘加拿大與外國投資者之司法管轄區已簽訂稅務條約，則會使用較低的預扣稅率。適用於本集團之稅率為15%或25%。因此，本集團有責任就所產生盈利向該等於加拿大成立之附屬公司所宣派之股息預扣稅項。

本公司向其股東支付股息並未對所得稅構成影響。

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28. SHARE CAPITAL

28. 股本

Shares

股份

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Authorised:	法定股本：		
2,354,256,546 ordinary shares of HK\$0.2 each	2,354,256,546股每股面值0.2港元之普通股	470,851	470,851
1,291,486,908 5% redeemable cumulative convertible preference shares of HK\$0.1 each	1,291,486,908股每股面值0.1港元之5%累積可贖回可轉換優先股	129,149	129,149
		600,000	600,000
Issued and fully paid:	已發行及繳足股本：		
876,622,987 (2018: 866,106,337) ordinary shares of HK\$0.2 each	876,622,987股(二零一八年：866,106,337股)每股面值0.2港元之普通股	175,325	173,222

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

本公司股本變動概述如下：

		Number of ordinary shares in issue 已發行 普通股數目	Issued ordinary share capital 已發行 普通股股本	Share premium account 股份溢價賬	Total 總計
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018,	於二零一八年一月一日、				
31 December 2018 and	二零一八年十二月三十一日				
1 January 2019	及二零一九年一月一日	866,106,337	173,222	25,442	198,664
Exercise of share options	行使購股權	10,516,650	2,103	13,219	15,322
At 31 December 2019	於二零一九年十二月三十一日	876,622,987	175,325	38,661	213,986

During the year, the subscription rights attaching to 10,516,650 (2018: Nil) share options were exercised at the subscription prices of HK\$1.01 and HK\$1.16 per share (note 29), resulting in the issue of 10,516,650 (2018: Nil) shares of HK\$0.2 each for a total cash consideration, before expenses, of HK\$11,599,319 (2018: Nil). An amount of HK\$3,725,000 (2018: Nil) was transferred from the share option reserve to the share premium account upon the exercise of the share options.

於年內，10,516,650股(二零一八年：零)購股權附帶之認購權按認購價每股1.01港元及1.16港元行使(附註29)，導致發行10,516,650股(二零一八年：零)每股面值0.2港元的股份，扣除開支前之總現金代價為11,599,319港元(二零一八年：零)。購股權獲行使後，3,725,000港元(二零一八年：零)之款項已由購股權儲備轉撥至股份溢價賬。

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財務報表附註

31 December 2019 二零一九年十二月三十一日

28. SHARE CAPITAL (continued)

Share options

Details of the Company's share option schemes and the share options granted under the schemes are included in note 29 to the financial statements.

29. SHARE OPTION SCHEMES

(1) Share Option Scheme adopted on 28 May 2002 (the "2002 Scheme")

The 2002 Scheme was adopted by the Company on 28 May 2002 and had a term of 10 years commencing from 28 May 2002, unless otherwise terminated in accordance with the terms of the 2002 Scheme.

Summary of the 2002 Scheme is set out below:

(a) Purpose

The 2002 Scheme seeks to recognise and acknowledge the contributions or potential contributions made or to be made by the participants to the Group, to motivate the participants to optimise their performance and efficiency for the benefit of the Group, and to maintain or attract business relationship with the participants whose contributions are or may be beneficial to the growth of the Group.

(b) Participants

The board of directors may at its absolute discretion invite anyone from the following classes of participants to take up options to subscribe for shares of the Company:

- (i) any part-time or full-time employee or officer of any member of the Group or of any associate;
- (ii) any director (executive or non-executive) of any member of the Group or of any associate; or
- (iii) any supplier, agent, customer, business associate, distributor, professional or other adviser of, or consultant or contractor to, any member of the Group.

28. 股本(續)

購股權

有關本公司購股權計劃及根據計劃授出購股權之詳情載於財務報表附註29。

29. 購股權計劃

(1) 於二零零二年五月二十八日採納的購股權計劃(「二零零二年計劃」)

於二零零二年五月二十八日，本公司採納二零零二年計劃，由二零零二年五月二十八日起計為期10年，除非另行根據二零零二年計劃的條款終止。

二零零二年計劃概要如下：

(a) 目的

二零零二年計劃目的為確認參與者為本集團所作出或將作出之貢獻或潛在貢獻，從而激勵參與者發揮潛能及提高效率以惠及本集團，並且維繫及促進與對本集團增長有所貢獻或可能有貢獻之參與者之業務關係。

(b) 參與者

董事會可全權酌情邀請下列參與者界別之任何人士購入購股權，以認購本公司股份：

- (i) 本集團成員公司或任何聯營公司之任何兼職或全職僱員或主管；
- (ii) 本集團成員公司或任何聯營公司之任何董事(執行或非執行)；或
- (iii) 本集團成員公司之任何供應商、代理、客戶、業務夥伴、分銷商、專業人士、諮詢人、顧問或承包商。

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29. SHARE OPTION SCHEMES (continued)

(1) Share Option Scheme adopted on 28 May 2002 (the “2002 Scheme”) (continued)

(c) Total number of shares available for issue

The total number of shares which may be issued upon exercise of all options to be granted under the 2002 Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the shares in issue as at the date of approval of the 2002 Scheme (excluding options which have lapsed) (the “General Mandate”).

The Company may, at any time, refresh the General Mandate by obtaining the approval of shareholders of the Company in a general meeting. The Company may also seek separate approval by its shareholders in a general meeting for granting options beyond the General Mandate or the refreshed limit provided that the options in excess of the limit are granted to participants specifically identified before such approval is sought.

The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2002 Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue.

(d) Maximum entitlement of each participant

Unless separately approved by shareholders in a general meeting in the manner as prescribed in the Listing Rules, the total number of shares issued and to be issued upon exercise of share options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares then in issue.

29. 購股權計劃(續)

(1) 於二零零二年五月二十八日採納的購股權計劃(「二零零二年計劃」)(續)

(c) 可供發行之股份總數

因行使根據二零零二年計劃及本公司任何其他購股權計劃授出之所有購股權(不包括已失效之購股權)而可予發行之股份總數,合共不得超逾二零零二年計劃獲批准日期當日已發行股份之10%(「一般授權」)。

本公司可在任何時間在股東大會上取得本公司股東批准更新一般授權。本公司亦可在股東大會上另行取得其股東批准授出超逾一般授權或更新限額之購股權,惟超逾該限額之購股權僅授予在尋求該批准前特別指定之參與者。

因根據二零零二年計劃及本公司任何其他購股權計劃已授出而尚未行使及仍有待行使之所有購股權獲行使而可予發行之股份數目整體限額,不得超逾已發行股份之30%。

(d) 各參與者最多可獲之股份

在任何十二個月期間各參與者因行使向彼等授出之購股權(包括已行使及尚未行使之購股權)而發行及將發行之股份總數,不得超過當時已發行股份之1%,惟根據上市規則規定獲股東於股東大會另行通過則除外。

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31 December 2019 二零一九年十二月三十一日

29. SHARE OPTION SCHEMES (continued)

(1) Share Option Scheme adopted on 28 May 2002 (the “2002 Scheme”) (continued)

- (e) *Period within which the shares must be taken up*

The period during which a share option may be exercised in accordance with the terms of the 2002 Scheme shall be the period set out in the relevant offer letter provided that such period expires no later than the tenth anniversary of the date on which it is granted.

- (f) *Basis of determining the exercise price*

The exercise price shall be the highest of:

- (i) the closing price of the Company's shares as stated in The Stock Exchange of Hong Kong Limited's (the “Stock Exchange”) daily quotations sheet on the date of grant of the relevant share options;
- (ii) the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant of the relevant share options; and
- (iii) the nominal value of the Company's shares.

29. 購股權計劃(續)

(1) 於二零零二年五月二十八日採納的購股權計劃(「二零零二年計劃」)(續)

- (e) *必須認購股份之期間*

根據二零零二年計劃的條款，可行使購股權之期間為有關要約函件所列明之期間，惟該等期間必須不遲於購股權授出日期後十週年屆滿。

- (f) *行使價的釐定基準*

行使價以下列較高者為準：

- (i) 授出有關購股權當日本公司股份在香港聯合交易所有限公司(「聯交所」)日報表所載的收市價；
- (ii) 緊接授出有關購股權日期前五個交易日日本公司股份在聯交所日報表所載的平均收市價；及
- (iii) 本公司股份面值。

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29. SHARE OPTION SCHEMES (continued)

(1) Share Option Scheme adopted on 28 May 2002 (the “2002 Scheme”) (continued)

(g) Remaining life

The 2002 Scheme expired on 27 May 2012.

A resolution was passed by the shareholders of the Company in the annual general meeting held on 27 May 2005 to refresh the General Mandate limit to 10% of the number of shares of the Company in issue as at 27 May 2005. Such refreshment of the General Mandate limit will enable the Company to grant options carrying the rights to subscribe for up to a total of 91,717,753 shares (adjusted due to consolidation of the Company's shares on 18 May 2006) of the Company under the 2002 Scheme and other scheme(s) of the Company, if any.

On 23 May 2012, the 2002 Scheme was terminated and a new share option scheme was adopted. Upon the termination of the 2002 Scheme, no further share options could be granted thereunder. However, all outstanding share options previously granted under the 2002 Scheme will remain valid and exercisable in accordance with their terms of issue.

At 1 January 2019, there were 1,933,360 share options outstanding under the 2002 Scheme. During the year, no share option was granted under the 2002 Scheme. A total of 66,680 shares outstanding share options previously granted under the 2002 Scheme at the exercise price of HK\$1.16 per share were exercised, resulting in the issue of 66,680 new ordinary shares for a total consideration, before expenses, of HK\$77,349, which was received by the Company. A total of 800,000 shares outstanding share options previously granted under the 2002 Scheme at the exercise price of HK\$1.16 per share lapsed.

As at 31 December 2019, there were 1,066,680 share options outstanding under the 2002 Scheme, with an exercise period from 12 April 2011 to 11 April 2020 at an exercise price of HK\$1.16 per share.

29. 購股權計劃(續)

(1) 於二零零二年五月二十八日採納的購股權計劃(「二零零二年計劃」)(續)

(g) 餘下期限

二零零二年計劃已於二零一二年五月二十七日屆滿。

於二零零五年五月二十七日舉行之股東週年大會上，本公司股東通過一項決議案，批准更新有關於二零零五年五月二十七日本公司已發行股份數目10%之一般授權上限。更新一般授權上限將使本公司能根據二零零二年計劃及本公司其他計劃(如有)授出賦予權利認購本公司股份合共最高達91,717,753股之購股權(因本公司股份於二零零六年五月十八日合併而予以調整)。

於二零一二年五月二十三日，二零零二年計劃被終止，並採納新購股權計劃。於二零零二年計劃終止後，不可依據此計劃再授出購股權。然而，所有先前根據二零零二年計劃授出而尚未行使的購股權將仍然有效，並可根據其發行條款行使。

於二零一九年一月一日，根據二零零二年計劃授出而尚未行使之購股權為1,933,360股。於年內，並無根據二零零二年計劃授出購股權。根據二零零二年計劃，合共66,680股先前授出而尚未行使之購股權(有關行使價為每股1.16港元)已行使，導致發行66,680股新普通股，扣除開支前之總代價為77,349港元，已由本公司收取。根據二零零二年計劃，合共800,000股先前授出而尚未行使之購股權(有關行使價為每股1.16港元)已失效。

於二零一九年十二月三十一日，根據二零零二年計劃授出而尚未行使之購股權為1,066,680股，該等購股權之行使期由二零一一年四月十二日起至二零二零年四月十一日止，行使價為每股1.16港元。

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29. SHARE OPTION SCHEMES (continued)

(2) Share Option Scheme adopted on 23 May 2012 (the “2012 Scheme”)

The 2012 Scheme was adopted by the Company on 23 May 2012 and has a term of 10 years commencing from 23 May 2012, unless otherwise terminated in accordance with the terms of the 2012 Scheme.

Summary of the 2012 Scheme is set out below:

(a) Purpose

The 2012 Scheme seeks to recognise and acknowledge the contributions or potential contributions made or to be made by the participants to the Group, to motivate the participants to optimise their performance and efficiency for the benefit of the Group, and to maintain or attract business relationship with the participants whose contributions are or may be beneficial to the growth of the Group.

(b) Participants

The board of directors may at its absolute discretion invite anyone from the following classes of participants to take up options to subscribe for shares of the Company:

- (i) any part-time or full-time employee or officer of any member of the Group or of any associate;
- (ii) any director (executive or non-executive) of any member of the Group or of any associate; or
- (iii) any supplier, agent, customer, business associate, distributor, professional or other adviser of, or consultant or contractor to, any member of the Group.

29. 購股權計劃(續)

(2) 於二零一二年五月二十三日採納的購股權計劃(「二零一二年計劃」)

於二零一二年五月二十三日，本公司採納二零一二年計劃，由二零一二年五月二十三日起計為期10年，除非另行根據二零一二年計劃的條款終止。

二零一二年計劃概要如下：

(a) 目的

二零一二年計劃目的為確認參與者為本集團所作出或將作出之貢獻或潛在貢獻，從而激勵參與者發揮潛能及提高效率以惠及本集團，並且維繫及促進與對本集團增長有所貢獻或可能有貢獻之參與者之業務關係。

(b) 參與者

董事會可全權酌情邀請下列參與者界別之任何人士購入購股權，以認購本公司股份：

- (i) 本集團成員公司或任何聯營公司之任何兼職或全職僱員或主管；
- (ii) 本集團成員公司或任何聯營公司之任何董事(執行或非執行)；或
- (iii) 本集團成員公司之任何供應商、代理、客戶、業務夥伴、分銷商、專業人士、諮詢人、顧問或承包商。

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31 December 2019 二零一九年十二月三十一日

29. SHARE OPTION SCHEMES (continued)

(2) Share Option Scheme adopted on 23 May 2012 (the “2012 Scheme”) (continued)

(c) Total number of shares available for issue

The total number of shares which may be issued upon exercise of all options to be granted under the 2012 Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the shares in issue as at the date of approval of the 2012 Scheme (excluding options lapsed) (the “Mandate Limit”).

The Company may, at any time, refresh the Mandate Limit by obtaining the approval of shareholders of the Company in a general meeting. The Company may also seek separate approval by its shareholders in a general meeting for granting options beyond the Mandate Limit or the refreshed limit provided that the options in excess of the limit are granted to participants specifically identified before such approval is sought.

The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2012 Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue.

(d) Maximum entitlement of each participant

Unless separately approved by shareholders in a general meeting in the manner as prescribed in the Listing Rules, the total number of shares issued and to be issued upon exercise of share options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares then in issue.

29. 購股權計劃(續)

(2) 於二零一二年五月二十三日採納的購股權計劃(「二零一二年計劃」)(續)

(c) 可供發行之股份總數

因行使根據二零一二年計劃及本公司任何其他購股權計劃授出之所有購股權(不包括已失效之購股權)而可予發行之股份總數, 合共不得超逾二零一二年計劃獲批准日期當日已發行股份之10% (「授權限額」)。

本公司可在任何時間在股東大會上取得本公司股東批准更新授權限額。本公司亦可在股東大會上另行取得其股東批准授出超逾授權限額或更新限額之購股權, 惟超逾該限額之購股權僅授予在尋求該批准前特別指定之參與者。

因根據二零一二年計劃及本公司任何其他購股權計劃已授出而尚未行使及仍有待行使之所有購股權獲行使而可予發行之股份數目整體限額, 不得超逾已發行股份之30%。

(d) 各參與者最多可獲之股份

在任何十二個月期間各參與者因行使向彼等授出之購股權(包括已行使及尚未行使之購股權)而發行及將發行之股份總數, 不得超過當時已發行股份之1%, 惟根據上市規則規定獲股東於股東大會另行通過則除外。

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31 December 2019 二零一九年十二月三十一日

29. SHARE OPTION SCHEMES (continued)

(2) Share Option Scheme adopted on 23 May 2012 (the “2012 Scheme”) (continued)

(e) *Period within which the shares must be taken up*

The period during which a share option may be exercised in accordance with the terms of the 2012 Scheme shall be the period set out in the relevant offer letter provided that such period expires no later than the tenth anniversary of the date on which it is granted.

(f) *Basis of determining the exercise price*

The exercise price must be at least the higher of:

- (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant share options; or
- (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant of the relevant share options.

29. 購股權計劃(續)

(2) 於二零一二年五月二十三日採納的購股權計劃(「二零一二年計劃」)(續)

(e) *必須認購股份之期間*

根據二零一二年計劃的條款，可行使購股權之期間為有關要約函件所列明之期間，惟該等期間必須不遲於購股權授出日期後十週年屆滿。

(f) *行使價的釐定基準*

行使價以下列較高者為準：

- (i) 授出有關購股權當日本公司股份在聯交所日報表所載的收市價；或
- (ii) 緊接授出有關購股權日期前五個交易日日本公司股份在聯交所日報表所載的平均收市價。

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財務報表附註

31 December 2019 二零一九年十二月三十一日

29. SHARE OPTION SCHEMES (continued)

(2) Share Option Scheme adopted on 23 May 2012 (the "2012 Scheme") (continued)

(g) Remaining life

The 2012 Scheme will expire on 22 May 2022.

At 1 January 2019, there were (i) 34,380,000 share options outstanding granted in 2015 under the 2012 Scheme with an exercise period from 4 May 2016 to 3 May 2025 at an exercise price of HK\$1.16 per share, and (ii) 44,800,000 share options outstanding granted in 2017 under the 2012 Scheme with an exercise period from 13 January 2018 to 12 January 2027 at an exercise price of HK\$1.01 per share. During the year, no share option was granted under the 2012 Scheme. Totals of 6,450,000 and 3,999,970 outstanding share options previously granted under the 2012 Scheme at the respective exercise price of HK\$1.16 per share and HK\$1.01 per share were exercised, resulting in the issue of 10,449,970 new ordinary shares for a total consideration, before expenses, of HK\$11,521,970, which was received by the Company. A total of 1,200,000 and 800,000 outstanding share options previously granted under the 2012 Scheme at the respective exercise price of HK\$1.16 per share and HK\$1.01 per share lapsed.

At 31 December 2019, there were 26,730,000 and 40,000,030 share options outstanding granted in 2015 and 2017 respectively, under the 2012 Scheme.

As at 31 December 2019, the Company had 1,066,680 (2018: 1,933,360) and 66,730,030 (2018: 79,180,000) share options outstanding under the 2002 Scheme and the 2012 Scheme, respectively, with an exercise period from 12 April 2011 to 12 January 2027 and exercise price ranging from HK\$1.01 to HK\$1.16 per share. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 67,796,710 (2018: 81,113,360) additional shares of HK\$0.2 each, which represented approximately 7.73% of the existing issued ordinary share capital of the Company at the end of the reporting period.

29. 購股權計劃(續)

(2) 於二零一二年五月二十三日採納的購股權計劃(「二零一二年計劃」)(續)

(g) 餘下期限

二零一二年計劃將於二零二二年五月二十二日屆滿。

於二零一九年一月一日，(i)於二零一五年根據二零一二年計劃授出而尚未行使之購股權為34,380,000股，該等購股權之行使期由二零一六年五月四日起至二零二五年五月三日止，行使價為每股1.16港元，及(ii)於二零一七年根據二零一二年計劃授出而尚未行使之購股權為44,800,000股，該等購股權之行使期由二零一八年一月十三日起至二零二七年一月十二日止，行使價為每股1.01港元。於年內，根據二零一二年計劃概無購股權獲授出。根據二零一二年計劃，合共6,450,000股及3,999,970股先前授出而尚未行使之購股權(有關行使價分別為每股1.16港元及1.01港元)已行使，導致發行10,449,970股新普通股，扣除開支前之總代價為11,521,970港元，已由本公司收取。根據二零一二年計劃，合共1,200,000股及800,000股先前授出而尚未行使之購股權(有關行使價分別為每股1.16港元及1.01港元)已失效。

於二零一九年十二月三十一日，根據二零一二年計劃，於二零一五年及二零一七年授出而尚未行使之購股權分別為26,730,000股及40,000,030股。

於二零一九年十二月三十一日，本公司分別根據二零零二年計劃尚未行使之購股權為1,066,680股(二零一八年：1,933,360股)及二零一二年計劃尚未行使之購股權為66,730,030股(二零一八年：79,180,000股)，該等購股權之行使期由二零一一年四月十二日起至二零二七年一月十二日止，行使價為每股1.01港元至1.16港元。悉數行使餘下之購股權時，將會致使本公司在現時之股本結構下發行每股面值0.2港元之額外股份67,796,710股(二零一八年：81,113,360股)，佔本公司於報告期末現有已發行普通股股本約7.73%。

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29. SHARE OPTION SCHEMES (continued)

During the year, movements of share options granted to the directors and eligible employees under the share option schemes of the Company are as follows:

29. 購股權計劃(續)

於年內，各董事及合資格僱員根據本公司購股權計劃獲授予之購股權變動如下：

Name or category of participant	Date of grant of share options (dd/mm/yy) 購股權授出日期 (日/月/年)	Number of share options 購股權數目				At 31 December 2019 於二零一九年十二月三十一日	Exercise period of share options (dd/mm/yy) 購股權行使期 (日/月/年)	Exercise price of share options (Note 1) 購股權行使價 (附註1)	Fair value per share option 每股購股權公平值
		At 1 January 2019 於二零一九年一月一日	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	At 31 December 2019 於二零一九年十二月三十一日				
Directors									
董事									
Under the 2012 Scheme: 根據二零一二年計劃：									
Mr. Ho Tsu Kwok, Charles 何柱國先生	04/05/15 13/01/17	830,000 3,400,000	- -	- -	830,000 3,400,000	04/05/16-03/05/25 13/01/18-12/01/27	1.160 1.010	0.440 0.307	
Mr. Ho Kent Ching Tak (Note 2) 何正德先生(附註2)	04/05/15 13/01/17	2,000,000 4,000,000	- -	- -	2,000,000 4,000,000	04/05/16-03/05/25 13/01/18-12/01/27	1.160 1.010	0.440 0.307	
Mr. Jia Hongping 賈紅平先生	04/05/15 13/01/17	2,000,000 2,500,000	- -	- -	2,000,000 2,500,000	04/05/16-03/05/25 13/01/18-12/01/27	1.160 1.010	0.440 0.307	
Mr. Lau Chung Man, Louis 劉仲文先生	04/05/15 13/01/17	2,000,000 4,000,000	- -	- -	2,000,000 4,000,000	04/05/16-03/05/25 13/01/18-12/01/27	1.160 1.010	0.440 0.307	
Mr. Lo Wing Hung 盧永雄先生	13/01/17	1,500,000	-	-	1,500,000	13/01/18-12/01/27	1.010	0.307	
Mr. Siu Sai Wo 蕭世和先生	04/05/15 13/01/17	4,000,000 4,900,000	- -	- -	4,000,000 4,900,000	04/05/16-03/05/25 13/01/18-12/01/27	1.160 1.010	0.440 0.307	
Total 合計		31,130,000	-	-	31,130,000				
Other employees (in aggregate)									
其他僱員(總計)									
Under the 2002 Scheme 根據二零零二年計劃									
	12/04/10	1,933,360	(66,680)	(800,000)	1,066,680	12/04/11-11/04/20	1.160	-	
Under the 2012 Scheme 根據二零一二年計劃									
	04/05/15 13/01/17	23,550,000 24,500,000	(6,450,000) (3,999,970)	(1,200,000) (800,000)	15,900,000 19,700,030	04/05/16-03/05/25 13/01/18-12/01/27	1.160 1.010	0.380 0.321	
Total 合計		49,983,360	(10,516,650)	(2,800,000)	36,666,710				
Grand total 總數		81,113,360	(10,516,650)	(2,800,000)	67,796,710				

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29. SHARE OPTION SCHEMES (continued)

Notes:

- The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- Mr. Ho Kent Ching Tak is the son of Mr. Ho Tsu Kwok, Charles who is a director and a substantial shareholder of the Company, and therefore an associate (as defined under the Listing Rules) of Mr. Ho Tsu Kwok, Charles.

The Group recognised a share option expense of HK\$1,625,000 (2018: HK\$4,312,000) (note 7) during the year ended 31 December 2019.

Subsequent to the end of the reporting period, movements of share options granted under the share option schemes of the Company are as follows:

29. 購股權計劃(續)

附註：

- 購股權之行使價須就有關供股、發行紅股或本公司股本出現之其他類似變動而作出調整。
- 何正德先生為本公司董事及主要股東何柱國先生之兒子，因此彼為何柱國先生之聯繫人(定義見上市規則)。

本集團確認於截至二零一九年十二月三十一日止年度內購股權開支為1,625,000港元(二零一八年：4,312,000港元)(附註7)。

於報告期後，根據本公司購股權計劃授出之購股權變動如下：

Date of exercised/lapsed (dd/mm/yy) 行使/失效日期 (日/月/年)	Share option scheme 購股權計劃	Date of grant of share options (dd/mm/yy) 購股權授出日期 (日/月/年)	Number of share options 購股權授出日期		Exercise period of share options (dd/mm/yy) 購股權行使期 (日/月/年)	Exercise price of share options 購股權行使價
			Exercised after the end of reporting period 於報告期末後行使	Lapsed after the end of reporting period 於報告期末後失效		
01/01/20	2012 Scheme 二零一二年計劃	04/05/15	-	300,000	04/05/16-03/05/25	1.160
01/01/20	2012 Scheme 二零一二年計劃	13/01/17	-	200,000	13/01/18-12/01/27	1.010
08/01/20	2002 Scheme 二零零二年計劃	12/04/10	766,680	-	12/04/11-11/04/20	1.160
08/01/20	2012 Scheme 二零一二年計劃	04/05/15	200,000	-	04/05/16-03/05/25	1.160
07/02/20	2012 Scheme 二零一二年計劃	04/05/15	220,000	-	04/05/16-03/05/25	1.160
07/02/20	2012 Scheme 二零一二年計劃	13/01/17	216,680	-	13/01/18-12/01/27	1.010
18/03/20	2012 Scheme 二零一二年計劃	04/05/15	300,000	-	04/05/16-03/05/25	1.160
18/03/20	2012 Scheme 二零一二年計劃	13/01/17	200,000	-	13/01/18-12/01/27	1.010
Total 合計			1,903,360	500,000		

At the approval date of these financial statements, the Company had 65,393,350 share options outstanding under the share option schemes, which represented approximately 7.44% of the Company's shares in issue as at that date.

於批准本財務報表日期，本公司根據購股權計劃尚未行使之購股權為65,393,350股，佔本公司於當日已發行之股份約7.44%。

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30. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 86 to 87 of the financial statements. The Group's contributed surplus represents (i) the excess of the nominal value of the shares issued by Perfect Treasure Holdings (BVI) Limited in exchange for the aggregate nominal value of the issued capital of subsidiaries acquired pursuant to the Group reorganisation in 1996, prior to the listing of the Company's shares, amounting to HK\$9,899,000, and (ii) the credit of HK\$488,930,000 arising from the reduction of the share premium account in 2003 less the distribution of HK\$18,181,000 in 2003 and the debits of HK\$5,935,000, HK\$1,073,000, HK\$34,307,000 and HK\$31,443,000 arising from the repurchase of shares during the years ended 31 December 2012, 2008, 2007 and 2006, respectively.

31. PENDING LITIGATIONS

The Group has received claims made against certain subsidiaries for damages in respect of alleged defamation. Based on legal opinions, the directors are of the opinion that adequate provision has been made in the financial statements to cover any potential liabilities arising from the litigations.

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$4,681,000 and HK\$4,681,000, respectively, in respect of lease arrangements for buildings and motor vehicles (2018: Nil).

30. 儲備

本集團於本年度及過往年度之儲備數額及其變動已呈列於本財務報表第86頁至87頁之綜合權益變動表。本集團之繳入盈餘為(i)Perfect Treasure Holdings (BVI) Limited發行股份之面值，超過本公司股份上市前，用作交換根據一九九六年集團重組時收購附屬公司已發行股本總面值之部分，金額為9,899,000港元，加上(ii)二零零三年削減股份溢價賬所產生之488,930,000港元進賬減去二零零三年分派之18,181,000港元以及於截至二零一二年、二零零八年、二零零七年及二零零六年十二月三十一日止年度內因購回股份而分別減去5,935,000港元、1,073,000港元、34,307,000港元及31,443,000港元。

31. 等候待判決之訴訟

本集團接獲若干附屬公司因涉及誹謗而遭提出之申索。根據法律意見，董事認為本集團已就此在財務報表中作出足夠撥備以償還任何可能因訴訟而產生之債務。

32. 綜合現金流量表附註

(a) 主要非現金交易

年內，本集團之使用權資產及租賃負債就樓宇及汽車之租賃安排分別錄得非現金增加4,681,000港元及4,681,000港元(二零一八年：無)。

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32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Changes in liabilities arising from financing activities

2019

		Lease liabilities 租賃負債
		<i>HK\$'000</i> 千港元
At 31 December 2018	於二零一八年十二月三十一日	-
Effect of adoption of HKFRS 16 (note 2.2)	採納香港財務報告準則 第16號之影響(附註2.2)	74,532
At 1 January 2019 (restated)	於二零一九年一月一日(經重列)	74,532
Changes from financing cash flows	融資現金流量變動	(29,371)
Foreign exchange movement	匯兌變動	(189)
New leases	新租賃	4,681
Interest expense (note 6)	利息開支(附註6)	(2,418)
Interest paid classified as operating cash flows	分類為經營現金流量之已付利息	2,418
Write-off (note 7)	撇銷(附註7)	(4,610)
At 31 December 2019	於二零一九年十二月三十一日	45,043

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

32. 綜合現金流量表附註(續)

(b) 融資活動產生之負債變動

二零一九年

		Lease liabilities 租賃負債
		<i>HK\$'000</i> 千港元
At 31 December 2018	於二零一八年十二月三十一日	-
Effect of adoption of HKFRS 16 (note 2.2)	採納香港財務報告準則 第16號之影響(附註2.2)	74,532
At 1 January 2019 (restated)	於二零一九年一月一日(經重列)	74,532
Changes from financing cash flows	融資現金流量變動	(29,371)
Foreign exchange movement	匯兌變動	(189)
New leases	新租賃	4,681
Interest expense (note 6)	利息開支(附註6)	(2,418)
Interest paid classified as operating cash flows	分類為經營現金流量之已付利息	2,418
Write-off (note 7)	撇銷(附註7)	(4,610)
At 31 December 2019	於二零一九年十二月三十一日	45,043

(c) 租賃流出現金總額

計入現金流量表之租賃現金流出總額如下:

		2019 二零一九年
		<i>HK\$'000</i> 千港元
Within operating activities	經營業務內	2,418
Within financing activities	融資活動內	29,371
		31,789

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33. COMMITMENTS

- (a) The Group had the following capital commitments at the end of the reporting period:

	2019 二零一九年	2018 二零一八年
	<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Contracted, but not provided for:		
Plant and machinery	2,029	201

- (b) Operating lease commitments as at 31 December 2018

The Group leased certain of its office properties and printing equipment under operating lease arrangements. Leases for these properties and printing equipment were negotiated for terms ranging from one to seven years.

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

	2018 二零一八年
	<i>HK\$'000</i> 千港元
Within one year	5,697
In the second to fifth years, inclusive	8,502
After five years	226
	14,425

33. 承擔

- (a) 本集團於報告期末有以下資本承擔：

	2019 二零一九年	2018 二零一八年
	<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Contracted, but not provided for:		
廠房及機器	2,029	201

- (b) 於二零一八年十二月三十一日之經營租約承擔

本集團根據經營租約安排租賃若干辦公室物業及印刷設備。經磋商之物業及印刷設備之租約為期一至七年。

於二零一八年十二月三十一日，本集團根據於下列期間屆滿之不可撤銷經營租約應付之未來最低租金總額為：

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34. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

34. 關連人士交易

- (a) 除財務報表之其他地方詳述之交易與結餘外，本集團於年內亦與關連人士訂立下列之重大交易：

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
News service fee income received from joint ventures	來自合營企業之已收新聞服務費用收入	(i)	15,877	16,317
Service fee income received from joint ventures	來自合營企業之已收服務費用收入	(ii)	215	2,662
News service and other services fee income received from associates	來自聯營公司之已收新聞服務及其他服務費用收入	(ii)	1,270	1,564
Advertising income received from an associate	來自一間聯營公司之已收廣告收入	(iii)	479	416
News service fee expenses paid to an associate	支付予一間聯營公司之新聞服務費用開支	(i)	1,440	1,440
Advertising fee expenses paid to a joint venture	支付予一間聯營公司之廣告費用	(iv)	246	-

The related party transactions in respect of service fee income, advertising income and news service expenses received from/paid to associates above also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

Notes:

- (i) The news service fee was charged on an annual fixed amount basis pursuant to the relevant news service agreement.
- (ii) The service fee was charged at cost plus a pre-determined mark-up.
- (iii) The advertising income was determined between the parties with reference to the prevailing market price.
- (iv) The advertising fee expenses were determined between the parties with reference to the prevailing market price.

有關上述已收／已付聯營公司之服務費收入、廣告收入及新聞服務費用的關連人士交易亦構成上市規則第14A章定義的持續關連交易。

附註：

- (i) 新聞服務費用根據相關新聞服務協議每年定額收費。
- (ii) 服務費用根據成本加預定加成收費。
- (iii) 廣告收入由有關各方參考現行市價釐定。
- (iv) 廣告費用由有關各方參考現行市價釐定。

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34. RELATED PARTY TRANSACTIONS (continued)

(b) Outstanding balance with a related party:

Details of the Group's balance with an associate as at 31 December 2018 are disclosed in note 18 to the financial statements.

(c) Compensation of key management personnel of the Group:

34. 關連人士交易(續)

(b) 與關連人士之未結清金額:

於二零一八年十二月三十一日，本集團與一間聯營公司之結餘詳情於財務報表附註18披露。

(c) 本集團主要管理人員之薪酬:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Short term employee benefits	短期僱員福利	22,382	23,583
Post-employment benefits	離職後福利	117	128
Share-based payments	以股份為基礎之付款	730	1,981
Total compensation paid to key management personnel	向主要管理人員支付之酬金總額	23,229	25,692

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

董事酬金的進一步詳情於財務報表附註8披露。

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財務報表附註

31 December 2019 二零一九年十二月三十一日

35. FINANCIAL INSTRUMENTS BY CATEGORY

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

31 December 2019

Financial assets

			Financial assets at fair value through profit or loss 按公平值計入損益賬之財務資產		Financial assets at fair value through other comprehensive income - Equity investments 按公平值計入其他全面收益的財務資產 - 權益性投資	Financial assets at amortised cost 按攤銷成本列賬之財務資產	Total 合計
	Notes 附註	Designated as such upon initial recognition 於初步確認時指定按公平值計入損益賬之財務資產	Mandatorily designated as such 強制指定按公平值計入損益賬之財務資產				
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Equity investments designated at fair value through other comprehensive income 指定為按公平值計入其他全面收益之權益性投資	19	-	-	47	-	47	
Trade receivables 應收賬款	21	-	-	-	285,736	285,736	
Financial assets included in prepayments, other receivables and other assets 計入預付款項、其他應收款項及其他資產的財務資產		-	-	-	19,881	19,881	
Financial assets at fair value through profit or loss 按公平值計入損益賬的財務資產	23	10,651	76,439	-	-	87,090	
Cash and cash equivalents 現金及現金等值項目	24	-	-	-	479,840	479,840	
		10,651	76,439	47	785,457	872,594	

Financial liabilities

35. 金融工具分類

於報告期末，各類金融工具的賬面值如下：

二零一九年十二月三十一日

財務資產

財務負債

			Financial liabilities at amortised cost 按攤銷成本列賬的財務負債
	Notes 附註		HK\$'000 千港元
Trade and bills payables 應付賬款及票據	25		37,579
Financial liabilities included in other payables and accruals 計入其他應付款項及應計款項之財務負債			106,491
Lease liabilities 租賃負債	15(b)		45,043
			189,113

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財務報表附註

31 December 2019 二零一九年十二月三十一日

35. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

31 December 2018

Financial assets

		Notes	Financial assets at fair value through profit or loss 按公平值計入損益賬之 財務資產	Designated as such upon initial recognition 於初步確認時 指定按公平值 計入損益賬之 財務資產	Mandatorily designated as such investments 強制指定按 公平值計入 損益賬之 財務資產	Financial assets at fair value through other comprehensive income - Equity investments 按公平值計入 其他全面收益的 財務資產 - 權益性投資	Financial assets at amortised cost 按攤銷 成本列賬之 財務資產	Total
		附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Equity investments designated at fair value through other comprehensive income	指定為按公平值計入其他全面收益之權益性投資	19	-	-	47	-	47	
Trade receivables	應收賬款	21	-	-	-	363,186	363,186	
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的財務資產		-	-	-	21,919	21,919	
Financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產	23	11,249	85,129	-	-	96,378	
Loan to an associate	向一間聯營公司提供的貸款	18	-	-	-	4,543	4,543	
Cash and cash equivalents	現金及現金等值項目	24	-	-	-	527,627	527,627	
			11,249	85,129	47	917,275	1,013,700	

Financial liabilities

		Note	Financial liabilities at amortised cost 按攤銷成本 列賬的 財務負債
		附註	HK\$'000 千港元
Trade and bills payables	應付賬款及票據	25	88,660
Financial liabilities included in other payables and accruals	計入其他應付款項及應計款項之財務負債		126,017
			214,677

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36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts 賬面值		Fair values 公平值	
	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets				
Equity investments designated at fair value through other comprehensive income	47	47	47	47
Financial assets at fair value through profit or loss	87,090	96,378	87,090	96,378
	87,137	96,425	87,137	96,425

Management has assessed that the fair values of cash and cash equivalents, trade receivables, trade and bills payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, and lease liabilities approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's corporate finance team headed by the financial controller is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The corporate finance team reports directly to the chief financial officer and the audit committee. At each reporting date, the corporate finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

36. 金融工具的公平值及公平值等級制度

除賬面值與公平值合理接近者外，本集團金融工具的賬面值及公平值如下：

管理層已經評估，主要由於該等工具的短期到期性質，現金及現金等值項目、應收賬款、應付賬款及票據、計入預付款項、其他應收款項及其他資產的財務資產、計入其他應付款項及應計款項的財務負債以及租賃負債的公平值與其賬面值相若。

本集團由財務主任帶領的企業財務團隊負責決定金融工具公平值計量的政策及程序。企業財務團隊直接向財務總監及審核委員會匯報。於每個報告日期，企業財務團隊分析金融工具價值的變動，並決定應用於估值的主要輸入值。估值由財務總監審閱及批准。估值過程及結果與審核委員會每年兩次於中期及全年財務報告時討論。

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財務報表附註

31 December 2019 二零一九年十二月三十一日

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

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

The fair values of listed equity investments were based on quoted market prices. In the prior year, the fair value of an unlisted equity investment designated at fair value through profit or loss had been estimated using a market-based valuation based on assumptions that were not supported by observable market prices or rates. The valuation required the Company's directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and calculates an appropriate price multiple, such as enterprise value to earnings before interest, taxes, depreciation and amortisation ("EV/EBITDA") multiple and price to earnings ("P/E") multiple, for each comparable company identified. The multiple was calculated by dividing the enterprise value of the comparable company by an earnings measure. The trading multiple was then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple was applied to the corresponding earnings measure of the unlisted equity investments to measure the fair value. The directors believed that the estimated fair value resulting from the valuation technique, which was recorded in the consolidated statement of financial position, and the related change in fair value, which was recorded in the statement of profit or loss, were reasonable, and that it was the most appropriate values at 31 December 2018.

36. 金融工具的公平值及公平值等級制度 (續)

財務資產及負債的公平值以該工具自願交易方(強迫或清盤出售除外)當前交易下的可交易金額入賬。下列方法及假設乃用以估計公平值：

上市權益性投資之公平值乃基於市場報價。於過往年度，指定為按公平值計入損益賬之非上市權益性投資之公平值基於並無可觀察市價或費率作為依據的假設採用市場估值法作出估計。估值需要本公司董事基於行業、規模、槓桿及策略確定可資比較上市公司(同業)，並計量已確認的各可資比較公司的適當價格倍數，例如企業價值對除利息、稅項、折舊及攤銷前盈利(「企業價值／除利息、稅項、折舊及攤銷前盈利」)倍數及市盈率(「市盈率」)倍數。倍數按照可資比較公司的企業價值除以盈利計算。交易倍數其後根據公司具體事實及情況，考慮非流動性及可資比較公司之間的規模差異等因素後貼現。貼現倍數適用於非上市權益性投資之相關盈利計量，以計量公平值。董事認為估值技術得出的估計公平值(計入綜合財務狀況表)及公平值之有關變動(計入損益表)乃屬合理，並為於二零一八年十二月三十一日最合適之價值。

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36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2018:

	Valuation technique	Significant unobservable inputs	Value	Sensitivity of fair value to the input
	估值技術	重大不可觀察輸入值	數值	公平值對輸入值之敏感度
Unlisted equity investment	Valuation multiples	Average EV/Sales multiple of peers	13.4	10% increase/(decrease) in multiple would result in increase/ (decrease) in fair value by HK\$93,000
非上市權益性投資	估值倍數	同業平均企業價值／銷售收入倍數		10%倍數增加／(減少)會導致公平值增加／(減少)93,000港元
		Risk free rate	2.48	10% increase/(decrease) in risk free rate would result in decrease/(increase) in fair value by HK\$14,000
		無風險利率		10%無風險利率增加／(減少)會導致公平值減少／(增加)14,000港元

36. 金融工具的公平值及公平值等級制度 (續)

以下為於二零一八年十二月三十一日對金融工具估值之重大不可觀察輸入值概要連同定量敏感度分析：

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31 December 2019 二零一九年十二月三十一日

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2019

36. 金融工具的公平值及公平值等級制度 (續)

公平值等級制度

下表顯示本集團金融工具的公平值計量等級制度：

按公平值計量的資產：

於二零一九年十二月三十一日

Fair value measurement using 公平值計量採用

	Quoted prices in active markets (Level 1) 活躍市場報價 (等級一)	Significant observable inputs (Level 2) 重大可觀察輸入值 (等級二)	Significant unobservable inputs (Level 3) 重大不可觀察輸入值 (等級三)	Total 合計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Equity investments designated at fair value through other comprehensive income	47	-	-	47
Financial assets at fair value through profit or loss:				
Equity investments	7,127	-	-	7,127
Debt instruments	79,963	-	-	79,963
	87,137	-	-	87,137

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31 December 2019 二零一九年十二月三十一日

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Assets measured at fair value: (continued)

As at 31 December 2018

		Quoted prices in active markets (Level 1) 活躍市場 報價 (等級一)	Significant observable inputs (Level 2) 重大可 觀察輸入值 (等級二)	Significant unobservable inputs (Level 3) 重大不可 觀察輸入值 (等級三)	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Equity investments designated at fair value through other comprehensive income	指定為按公平值計入 其他全面收益之 權益性投資	47	-	-	47
Financial assets at fair value through profit or loss:	按公平值計入損益賬 之財務資產：				
Equity investments	權益性投資	10,226	-	4,524	14,750
Debt instruments	債務工具	81,628	-	-	81,628
		91,901	-	4,524	96,425

The Group did not have any financial liabilities measured at fair value as at 31 December 2019 and 2018.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2018: Nil).

36. 金融工具的公平值及公平值等級制度 (續)

公平值等級制度(續)

按公平值計量的資產：(續)

於二零一八年十二月三十一日

Fair value measurement using
公平值計量採用

於二零一九年及二零一八年十二月三十一日，本集團並無任何按公平值計量的財務負債。

於本年度內，概無在等級一及等級二之間轉撥及轉入或轉出等級三之公平值計量(二零一八年：無)。

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade and bills payables, which arise directly from its operations.

The Group also enters into derivative transactions, including principally forward currency contracts, for trading purposes.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk and market risk. The board reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.4 to the financial statements.

Credit risk

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

37. 財務風險管理目標及政策

本集團之主要金融工具(衍生工具除外)包括現金及短期存款。該等金融工具之主要目的為籌集資金以敷本集團經營所需。本集團有不同財務資產及負債(例如應收賬款及應付賬款及票據)，主要來自其經營業務。

本集團亦訂立多項衍生工具交易，主要包括作買賣用途之遠期貨幣合約。

本集團金融工具之主要風險為信貸風險、流動資金風險及市場風險。董事會檢討及協定管理各有關風險之政策，並概述如下。本集團有關衍生產品之會計政策載於財務報表附註2.4。

信貸風險

本集團只會與認可及信譽良好之第三方、合營企業及聯營公司進行交易。本集團之政策為所有有意以提供信貸期形式進行交易之客戶，必須接受信貸審核程序。此外，本集團會不斷監察應收款項結餘，而本集團所承受之壞賬風險極微。非以有關經營單位之功能貨幣計值之交易，本集團在未得信貸監控部主管特定批准前，不會提供信貸期。

Notes to Financial Statements

財務報表附註

31 December 2019 二零一九年十二月三十一日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. For listed debt investments, the Group also monitors them by using external credit ratings. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

As at 31 December 2019

		12-month ECLs 12個月 預期信用 損失		Lifetime ECLs 全期預期信用損失			Total 總計
		Stage 1 第一階段	Stage 2 第二階段	Stage 3 第三階段	Simplified approach 簡易法		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Trade receivables*	應收賬款*	-	-	-	298,403	298,403	
Financial assets included in prepayments, deposits, other receivables and other assets	計入預付款項、按金、其他應收款項及其他資產之財務資產						
- Normal**	- 正常**	19,881	-	-	-	19,881	
- Doubtful**	- 可疑**	-	-	-	-	-	
Cash and cash equivalents	現金及現金等值項目						
- Not yet past due	- 尚未逾期	479,840	-	-	-	479,840	
		499,721	-	-	298,403	798,124	

37. 財務風險管理目標及政策(續)

信貸風險(續)

最大風險及年末階段劃分

下表為基於本集團信貸政策之信用質素及最大信貸風險，該政策主要根據逾期資料(除非其他資料毋須耗費不必要成本或努力即可獲得)及於十二月三十一日之年末階段劃分類別制定。就上市債務投資而言，本集團亦運用外部信貸評級予以監察。所呈列之金額為財務資產之賬面總值及財務擔保合約之信貸風險敞口。

於二零一九年十二月三十一日

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2018

37. 財務風險管理目標及政策(續)

信貸風險(續)

最大風險及年末階段劃分(續)

於二零一八年十二月三十一日

		12-month ECLs	Lifetime ECLs			Total
		12個月預期信用損失	全期預期信用損失			
		Stage 1	Stage 2	Stage 3	Simplified approach	Total
		第一階段	第二階段	第三階段	簡易法	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Trade receivables*	應收賬款*	-	-	-	363,186	363,186
Financial assets included in prepayments, deposits, other receivables and other assets	計入預付款項、按金、其他應收款項及其他資產之財務資產					
- Normal**	- 正常**	21,919	-	-	-	21,919
- Doubtful**	- 可疑**	-	-	-	-	-
Loan to an associate	向一間聯營公司提供的貸款					
- Normal**	- 正常**	4,543	-	-	-	4,543
Cash and cash equivalents	現金及現金等值項目					
- Not yet past due	- 尚未逾期	527,627	-	-	-	527,627
		554,089	-	-	363,186	917,275

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 21 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets are considered as "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets are considered as "doubtful".

* 就本集團應用簡化減值法之應收賬款，基於撥備矩陣之資料於財務報表附註21披露。

** 倘計入預付款項、其他應收款項及其他資產之財務資產並未逾期且並無資料顯示該等財務資產自初始確認後顯著增加，該等財務資產之信用質素被視為「正常」。否則，該等財務資產之信用質素被視為「可疑」。

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31 December 2019 二零一九年十二月三十一日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

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

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans. The Group's policy is that not more than 20% of its interest-bearing bank borrowings should mature in any 12-month period.

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

37. 財務風險管理目標及政策(續)

流動資金風險

本集團運用循環流動資金計劃工具監察其資金短缺的風險。該工具計及其金融工具及財務資產(例如應收賬款)的到期日以及預計經營業務現金流量。

本集團的目標是運用銀行透支及銀行貸款以保持融資的持續性與靈活性的平衡。本集團的政策是，不多於20%的計息銀行借款應於12個月內到期。

於報告期末，根據合約未折現付款額，本集團財務負債的到期情況如下：

		2019 二零一九年		
		Less than 1 year 少於1年	1 to 5 years 1至5年	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and bills payables	應付賬款及票據	37,579	-	37,579
Financial liabilities included in other payables and accruals	計入其他應付款項及應計款項的財務負債	106,491	-	106,491
Lease liabilities	租賃負債	30,526	16,302	46,828
		174,596	16,302	190,898

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

		2018 二零一八年 Less than 1 year 少於1年
		HK\$'000 千港元
Trade and bills payables	應付賬款及票據	88,660
Financial liabilities included in other payables and accruals	計入其他應付款項及應計款項的財務負債	126,017
		214,677

Market risk

The Group trades in financial instruments, including derivatives, equity securities and debt securities.

Market risk represents the risk that the fair values or future cash flows of financial instruments will fluctuate due to changes in market variables, such as interest rates, foreign exchange rates and equity prices. The Group is exposed to market risk through its derivative financial instruments and other investments.

The Group has investment guidelines that set out its overall business strategies, its tolerance for risk and its general risk management philosophy, and it has established processes to monitor and control various trading transactions in a timely and accurate manner.

37. 財務風險管理目標及政策(續)

流動資金風險(續)

		2018 二零一八年 Less than 1 year 少於1年
		HK\$'000 千港元
Trade and bills payables	應付賬款及票據	88,660
Financial liabilities included in other payables and accruals	計入其他應付款項及應計款項的財務負債	126,017
		214,677

市場風險

本集團買賣金融工具，包括衍生工具、股本證券及債務證券。

市場風險指金融工具之公平值或未來現金流量將因利率、匯率及股價等市場變數而波動。本集團因其衍生金融工具及其他投資而承受市場風險。

本集團具備投資指引，載列其整體業務策略、其承受風險程度及其一般風險管理理念，並設立程序監管及控制各種交易以及時及準確之方式進行。

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk (continued)

Foreign exchange risk

Foreign exchange risk is the risk that the value of an asset, liability or highly probable forecast transaction denominated in a foreign currency will fluctuate because of changes in the foreign exchange rate. When seeking to optimise the returns on its funds available for investment, the Group may invest in investments denominated in currencies other than the Hong Kong dollar from time to time.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the US\$ exchange rate, with all other variable held constant, of the Group's profit/(loss) before tax and equity.

37. 財務風險管理目標及政策(續)

市場風險(續)

外匯風險

外匯風險指以外幣為單位的資產、負債或預料大有可能進行的交易之價值因匯率變動而波動的風險。尋求優化可供投資資金的回報時，本集團可能不時投資於以港元以外貨幣為單位的投資。

下表說明於報告期末，本集團除稅前溢利／(虧損)及權益對美元匯率的合理可能變動的敏感度，所有其他變項均保持不變。

		Increase/ (decrease) in USD rate 美元匯率 上升／(下降)	Decrease/ (increase) in loss before tax 除稅前虧損 減少／(增加)	Increase/ (decrease) in equity* 權益增加／ (減少)*
		%	HK\$'000 千港元	HK\$'000 千港元
2019	二零一九年			
If the Hong Kong dollar weakens against USD	如果港元相對美元轉弱	0.77	535	-
If the Hong Kong dollar strengthens against USD	如果港元相對美元轉強	(0.77)	(535)	-
			Increase/ (decrease) in profit before tax 除稅前溢利 增加／(減少)	Increase/ (decrease) in equity 權益增加／ (減少)
		%	HK\$'000 千港元	HK\$'000 千港元
2018	二零一八年			
If the Hong Kong dollar weakens against USD	如果港元相對美元轉弱	0.72	505	-
If the Hong Kong dollar strengthens against USD	如果港元相對美元轉強	(0.72)	(505)	-

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk (continued)

Equity risk

Equity risk is risk that the fair values of financial assets and derivative financial instruments decrease as a result of changes in the levels of equity indices and the values of individual securities. The Group is exposed to equity risk arising from individual investments classified as mandatorily designated as such. The Group's investments are listed or linked to securities listed on stock exchanges in Hong Kong and are valued at quoted market prices or quoted prices from investment banks.

The market equity index for the following stock exchange, at the close of business of the nearest trading day in the year to the end of the reporting period, and its respective highest and lowest points during the year were as follows:

		31 December 2019 二零一九年 十二月三十一日	High/low 2019 二零一九年 高/低	31 December 2018 二零一八年 十二月三十一日	High/low 2018 二零一八年 高/低
Hong Kong	香港				
- Hang Seng index	- 恒生指數	28,190	30,280/24,897	25,846	33,484/24,541

The following table demonstrates the sensitivity to every 10% change in the fair value of the financial assets, with all other variables held constant and before any impact on tax, of the Group's profit/(loss) before tax and equity, based on their carrying amount at the end of the reporting period.

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Investments listed in:		
Hong Kong	6,175	920

37. 財務風險管理目標及政策(續)

市場風險(續)

權益風險

權益風險指財務資產及衍生金融工具的公平值因股本證券指數以及個別證券的價值變動而減少的風險。本集團因個別分類為強制按此指定之投資而面對權益風險。本集團的投資乃在香港交易所上市或與在該地區上市之證券有聯繫，其按市場報價或投資銀行報價估值。

以於年度內最接近報告期末的交易日營業時間結束時，以下證券交易所的市場股票指數，以及其於年度內的最高位及最低位如下：

下表顯示本集團除稅前溢利／(虧損)及股權對財務資產的公平值(根據其於報告期末的賬面值)每變動10%的敏感度，所有其他變項均保持不變，且並無計及對稅項的任何影響。

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. As at 31 December 2019, the Group complied with the externally imposed capital requirements and there was no indication of breach of covenants. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2019 and 2018.

38. EVENTS AFTER THE REPORTING PERIOD

The Group had the following significant events which took place subsequent to the end of the reporting period:

- (a) After the end of the reporting period, on 5 February 2020, the board announced that Sing Tao Newspapers Pty. Limited, an indirect wholly-owned subsidiary of the Company incorporated in Australia, was in a creditors' voluntary liquidation, and the joint and several liquidators were appointed on the same date. For further details, please refer to the announcement of the Company dated 26 February 2020. The liquidation and management's assessment on the financial impact to the Group were still in progress as at the approval date of these financial statements.
- (b) With respect to the outbreak of the coronavirus pandemic, the Group will keep continuous attention on the development of the pandemic and take all possible and reasonable measures to mitigate the effect on the Group's operations.

37. 財務風險管理目標及政策(續)

資本管理

本集團資本管理的主要目標為保障本集團繼續按持續經營基準營業的能力，並維持穩健的資本比率，以支持其業務及儘量增加股東價值。

本集團在考慮到經濟狀況及相關資產的風險特徵後管理其資本架構，並對其作出調整。維持或調整資本架構時，本集團可能會調整支付予股東的股息、退還資本予股東或發行新股份。於二零一九年十二月三十一日，本集團亦已符合被施加的外在資本要求，且並無違反契諾的跡象。於截至二零一九年及二零一八年十二月三十一日止年度內，管理資本的目標、政策或程序並無變動。

38. 報告期後事項

本集團於報告期後發生以下重大事項：

- (a) 在報告期後，董事會於二零二零年二月五日宣佈本公司一間間接全資擁有並於澳洲註冊成立之附屬公司Sing Tao Newspapers Pty. Limited已於同日進入債權人自動清盤程序，並已委任共同及個別清盤人。具體詳見本公司於二零二零年二月二十六日所作出的公告。於本財務報表獲批核日期，有關清盤程序及管理層評估對本集團的相關財務影響仍在進行中。
- (b) 就新冠病毒爆發問題而言，本集團將會持續關注疫情發展，並會採取一切可行且合理之措施，以減低對本集團產生之影響。

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31 December 2019 二零一九年十二月三十一日

39. PARTICULARS OF SUBSIDIARIES

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

39. 附屬公司詳情

本公司主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and business 註冊成立/ 登記及經營地點	Nominal value of issued share capital/ registered capital 已發行股本面值/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Chinese Information Radio	United States of America 美國	US\$100,000 common stock 100,000美元普通股	-	100	Radio broadcasting 電台廣播
Job Market Publishing Limited 求職廣場出版有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元普通股	-	100	Newspaper publishing 報章發行
Land Profit Development Limited	British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 ordinary share 1美元普通股	-	100	Securities trading and investment 證券買賣及投資
Perfect Treasure Investment Limited 栢寶發展有限公司	Hong Kong 香港	HK\$100,000 ordinary shares 100,000港元普通股	-	100	Securities trading and investment 證券買賣及投資
Premier Printing Group Limited 出版之友印務集團有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元普通股	-	100	Printing 印刷
Rayma Limited	Hong Kong 香港	HK\$100 ordinary shares 100港元普通股	-	100	Operation of a website 網站經營
Sing Tao (Canada) Limited	Canada 加拿大	CA\$1 common share 1加元普通股	-	100	Investment holding and property holding agency 投資控股及 物業持有代理
Sing Tao Limited 星島有限公司	Hong Kong 香港	HK\$77,650,000 ordinary shares 77,650,000港元 普通股	-	100	Newspaper publishing 報章發行

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39. PARTICULARS OF SUBSIDIARIES (continued)

39. 附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and business 註冊成立/ 登記及經營地點	Nominal value of issued share capital/ registered capital 已發行股本面值/ 註冊資本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Sing Tao Magazine Group Limited 星島雜誌集團有限公司	British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 ordinary share 1美元普通股	-	100	Magazine publishing and advertising agency 雜誌發行及 廣告代理
Sing Tao Publishing Limited 星島出版有限公司	Hong Kong 香港	HK\$133,332 ordinary shares and HK\$66,668 preference shares 133,332港元普通股及 66,668港元優先股	-	100	Book publishing 書籍發行
Sing Tao Newspapers Los Angeles Ltd.	United States of America 美國	US\$100,000 common stock 100,000美元普通股	-	100	Newspaper publishing 報章發行
Sing Tao Newspapers New York Ltd.	United States of America 美國	US\$5,550,000 common stock 5,550,000美元普通股	-	100	Newspaper publishing 報章發行
Sing Tao Newspapers Pty. Limited	Australia 澳洲	AU\$250,000 ordinary shares 250,000澳元普通股	-	100	Newspaper publishing 報章發行
Sing Tao Newspapers San Francisco Ltd.	United States of America 美國	US\$2,335,000 common stock 2,335,000美元普通股	-	100	Newspaper publishing 報章發行
Sing Tao (U.K.) Ltd.*	United Kingdom 英國	GBP2,500,000 ordinary shares 2,500,000英鎊普通股	-	100	Newspaper publishing 報章發行

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39. PARTICULARS OF SUBSIDIARIES (continued)

39. 附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and business 註冊成立/ 登記及經營地點	Nominal value of issued share capital/ registered capital 已發行股本面值/ 註冊資本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
北京星島滙通媒體技術 服務有限公司**	People's Republic of China/ Mainland China 中華人民共和國/ 中國內地	RMB23,000,000 registered capital 人民幣23,000,000元 註冊資本	-	100	Software development 軟件開發
大華圖書報刊銷售(北京) 有限責任公司**	People's Republic of China/ Mainland China 中華人民共和國/ 中國內地	RMB30,000,000 registered capital 人民幣30,000,000元 註冊資本	-	100	Distribution of print-media publications in Mainland China 於中國內地發行平面 媒體印刷品

* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

* Wholly foreign-owned enterprise

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

* 並非由香港安永會計師事務所或其他國際安永會計師事務所成員審核

* 外商獨資企業

董事認為，上表所列為主要影響本年度業績，或構成本集團資產及／或負債淨值之主要部分之本公司附屬公司。董事認為，若詳列本公司所有附屬公司，篇幅將過於冗長。

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40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

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

40. 本公司財務狀況表

有關本公司於報告期末財務狀況表之資料如下：

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	32	7,890
Investment property	投資物業	6,460	-
Investments in subsidiaries	於附屬公司之投資	1,388,394	1,515,958
Total non-current assets	非流動資產總值	1,394,886	1,523,848
CURRENT ASSETS	流動資產		
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	630	619
Cash and bank balances	現金及銀行結餘	8,794	5,933
Total current assets	流動資產總值	9,424	6,552
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計款項	7,698	6,843
NET CURRENT ASSETS/(LIABILITIES)	流動資產/(負債)淨值	1,726	(291)
TOTAL ASSETS LESS CURRENT LIABILITIES	已減流動負債之資產總值	1,396,612	1,523,557
NON-CURRENT LIABILITY	非流動負債		
Deferred tax liabilities	遞延稅項負債	1,577	1,871
Net assets	資產淨值	1,395,035	1,521,686
EQUITY	股權		
Issued capital	已發行股本	175,325	173,222
Reserves (note)	儲備(附註)	1,219,710	1,348,464
Total equity	股權總額	1,395,035	1,521,686

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31 December 2019 二零一九年十二月三十一日

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

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

40. 本公司財務狀況表(續)

附註：

本公司儲備概述如下：

		Share premium account	Contri- buted surplus	Asset revaluation reserve	Share option reserve	Retained profits	Total
		股份溢價賬	繳入盈餘	資產重估 儲備	購股權儲備	保留溢利	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	25,442	502,941	4,996	22,732	878,835	1,434,946
Loss for the year	本年度虧損	-	-	-	-	(4,802)	(4,802)
Other comprehensive income for the year:	年度其他全面收益：						
Gain on property revaluation	物業重估收益	-	-	824	-	-	824
Income tax effect on property revaluation	物業重估之所得稅影響	-	-	(206)	-	-	(206)
Total comprehensive income/ (loss) for the year	年度全面收益/(虧損)總額	-	-	618	-	(4,802)	(4,184)
Equity-settled share option arrangements	股權結算購股權安排	-	-	-	4,312	-	4,312
Transfer of share option reserve upon the forfeiture of share options	於沒收購股權時轉撥購股權儲備	-	-	-	(991)	991	-
Final 2017 dividend paid	已派付二零一七年末期股息	-	-	-	-	(34,644)	(34,644)
Special 2017 dividend paid	已派付二零一七年特別股息	-	-	-	-	(34,644)	(34,644)
Interim 2018 dividend	二零一八年中中期股息	-	-	-	-	(17,322)	(17,322)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	25,442	502,941	5,614	26,053	788,414	1,348,464

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40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note: (continued)

40. 本公司財務狀況表(續)

附註：(續)

		Share premium account	Contri-buted surplus	Asset revaluation reserve	Share option reserve	Retained profits	Total
		股份溢價賬	繳入盈餘	資產重估儲備	購股權儲備	保留溢利	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	25,442	502,941	5,614	26,053	788,414	1,348,464
Loss for the year	本年度虧損	-	-	-	-	(4,722)	(4,722)
Other comprehensive income for the year:	年度其他全面收益：						
Loss on property revaluation	物業重估虧損	-	-	(1,175)	-	-	(1,175)
Income tax effect on property revaluation	物業重估之所得稅影響	-	-	294	-	-	294
Total comprehensive loss for the year	年度全面虧損總額	-	-	(881)	-	(4,722)	(5,603)
Issue of ordinary shares	發行普通股	13,219	-	-	(3,723)	-	9,496
Equity-settled share option arrangements	股權結算購股權安排	-	-	-	1,625	-	1,625
Transfer of share option reserve upon the forfeiture of share options	於沒收購股權時轉撥購股權儲備	-	-	-	(276)	251	(25)
Final 2018 dividend paid	已派付二零一八年末期股息	-	-	-	-	(17,322)	(17,322)
Special 2018 dividend paid	已派付二零一八年特別股息	-	-	-	-	(86,611)	(86,611)
Interim 2019 dividend	二零一九年中期股息	-	-	-	-	(30,314)	(30,314)
At 31 December 2019	於二零一九年十二月三十一日	38,661	502,941	4,733	23,679	649,696	1,219,710

Notes to Financial Statements

財務報表附註

31 December 2019 二零一九年十二月三十一日

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note: (continued)

The contributed surplus of the Company represents (i) the excess of the fair value of the shares of the subsidiaries acquired pursuant to the group reorganisation in 1996, prior to the listing of the Company's shares, over the nominal value of the Company's shares issued in exchange therefor, amounting to approximately HK\$104,950,000, and (ii) the credit of approximately HK\$488,930,000 arising from the reduction of the share premium account in 2003 less the distribution of approximately HK\$18,181,000 in 2003 and the debits of HK\$5,935,000, HK\$1,073,000, HK\$34,307,000 and HK\$31,443,000 arising from the repurchase of shares during the years ended 31 December 2012, 2008, 2007 and 2006, respectively. Under the Companies Act 1981 of Bermuda (as amended), the Company may make distributions to its members out of the contributed surplus under certain circumstances.

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

41. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 30 March 2020.

40. 本公司財務狀況表(續)

附註：(續)

本公司之繳入盈餘為(i)本公司股份上市前根據一九九六年集團重組所收購之附屬公司之股份公平值，高出本公司為交換該等股份而發行之股份面值之差額，即約104,950,000港元，及(ii)二零零三年削減股份溢價賬所產生之約488,930,000港元進賬減去二零零三年分派之約18,181,000港元以及於截至二零一二年、二零零八年、二零零七年及二零零六年十二月三十一日止年度內因購回股份而分別減去5,935,000港元、1,073,000港元、34,307,000港元及31,443,000港元。根據百慕達一九八一年公司法(經修訂)，本公司可在若干情況下，以繳入盈餘向股東作出分派。

本公司購股權儲備包括已授出但尚未行使之購股權之公平值，詳見財務報表附註2.4有關以股份為基礎之付款之會計政策。若相關購股權獲行使，該金額即轉撥往股份溢價賬；若相關購股權到期或被沒收，則轉撥往保留溢利。

41. 批核本財務報表

董事會於二零二零年三月三十日批核並授權刊發本財務報表。

Schedule of Major Properties

主要物業概覽

31 December 2019 二零一九年十二月三十一日

Address 地址	Lot No. 地段編號	Use 用途	Approx. gross floor area 總樓面面積 約數 (square feet) (平方呎)	Group's interest 本集團 所佔權益 %	Lease expiry 租約屆滿 年期	Main occupants 主要佔用者
(I) PROPERTIES HELD FOR OWNER OCCUPATION: 持作自用之物業：						
<i>Located in Hong Kong</i> 位於香港						
1. Rooms 1401-02, 05-06, 14/F, Car Po Commercial Building, No. 37-43 Pottinger Street, Central 中環 砵典乍街37-43號 嘉寶商業大廈 14樓1401-02、05-06室	Inland Lot No. 2 內地段2號	Commercial 商業	3,330	100	2842	Flash Bright Development Limited 亮馳發展有限公司
2. 7 Chun Cheong Street, Tseung Kwan O Industrial Estate, Tseung Kwan O 將軍澳 將軍澳工業邨 駿昌街7號	Lot No. 39 地段39號	Industrial and headquarters 工業及總部	322,865	100	2047	Sing Tao News Corporation Limited 星島新聞集團有限公司
<i>Located in Mainland China</i> 位於中國內地						
3. Units 501 and 502, The Spaces International Centre, No. 8 Dongdaqiao Road, Chaoyang District, Beijing 北京市朝陽區 東大橋路8號 尚都國際中心 501室及502室	N/A 不適用	Commercial 商業	7,938	100	2052	Sing Tao News Corporation Limited 星島新聞集團有限公司
<i>Located in the United States of America</i> 位於美國						
4. 215 Littlefield Avenue, South San Francisco	Lot 7 Block 4	Industrial 工業	14,935	100	Freehold interest 永久權益	Sing Tao Newspapers San Francisco Ltd.
5. 188 Lafayette Street, New York	Lot 40 Block 473	Commercial 商業	16,200	100	Freehold interest 永久權益	Sing Tao Newspapers New York Ltd.

Schedule of Major Properties

主要物業概覽

31 December 2019 二零一九年十二月三十一日

Address	Lot No.	Use	Approx. gross floor area 總樓面面積 約數 (square feet) (平方呎)	Group's interest 本集團 所佔權益 %	Lease expiry 租約屆滿 年期	Main occupants 主要佔用者
地址	地段編號	用途				
(II) INVESTMENT PROPERTIES:						
投資物業：						
<i>Located in Hong Kong</i>						
<i>位於香港</i>						
1. Rooms 1305-06, 13/F, Car Po Commercial Building, No. 37-43 Pottinger Street, Central 中環 砵典乍街37-43號 嘉寶商業大廈 13樓1305-06室	Inland Lot No. 2 內地段2號	Commercial 商業	1,632	100	2842 (long term) (長年期)	Independent third parties 獨立第三方
2. Rooms 1403-04, 14/F, Car Po Commercial Building, No. 37-43 Pottinger Street, Central 中環 砵典乍街37-43號 嘉寶商業大廈 14樓1403-04室	Inland Lot No. 2 內地段2號	Commercial 商業	950	100	2842 (long term) (長年期)	Independent third parties 獨立第三方
<i>Located in Mainland China</i>						
<i>位於中國內地</i>						
3. Unit 8E, Lan Yuan Mansion, Beijing Jindao Garden, No. 1 Xibahe Nan Road, Chaoyang District, Beijing, Hebei Province 河北省北京市朝陽區 西壩河南路1號 北京金島花園 蘭苑樓8E室	N/A 不適用	Residential 住宅	1,132	100	2064	Independent third parties 獨立第三方
<i>Located in Canada</i>						
<i>位於加拿大</i>						
4. 411-417 Dundas Street West, Toronto, Ontario	Part of lots 6 and 7 Plan D-116	Commercial 商業	23,000	100	Freehold interest 永久權益	Sing Tao Newspapers (Canada 1988) Limited
<i>Located in the United States of America</i>						
<i>位於美國</i>						
5. 17059 Green Drive, City of Industry, Los Angeles	Tract No. 26265 Lot 7	Industrial 工業	63,500	100	Freehold interest 永久權益	Independent third parties 獨立第三方

Five Year Financial Summary

五年財務概要

A summary of the published results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

本集團過去五個財政年度之已刊發業績、資產及負債概要，乃摘錄自已刊發經審核財務報表如下。

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
CONTINUING OPERATIONS	持續經營業務					
Revenue	收入	1,261,779	1,431,704	1,511,864	1,608,966	1,862,998
Profit/(loss) for the year from continuing operations	持續經營業務之本年度溢利／(虧損)	(22,676)	24,243	41,349	33,822	76,946
DISCONTINUED OPERATIONS	已終止經營業務					
Loss for the year from a discontinued operation	已終止經營業務之本年度虧損	-	-	-	-	(14,666)
Profit/(loss) for the year	本年度溢利／(虧損)	(22,676)	24,243	41,349	33,822	62,280
Attributable to owners of the Company	以下人士應佔： 本公司擁有人	(22,676)	24,243	41,349	33,822	62,280

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於十二月三十一日				
		2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Total assets	資產總值	2,390,763	2,554,999	2,613,149	2,486,518	2,460,401
Total liabilities	負債總值	(387,415)	(418,703)	(471,617)	(413,255)	(399,520)
		2,003,348	2,136,296	2,141,532	2,073,263	2,060,881



SING TAO NEWS CORPORATION LIMITED
星島新聞集團有限公司