



QP Group  
雋思集團

# Q P Group Holdings Limited 雋思集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 1412



## 年報 ANNUAL REPORT 2019

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## BOARD OF DIRECTORS

### Executive Directors

Mr. CHENG Wan Wai (*Chairman*)  
Mr. YEUNG Keng Wu Kenneth  
Ms. LIU Shuk Yu Sanny  
Mr. CHAN Wang Tao Thomas  
Ms. HUI Li Kwan  
Mr. MAK Chin Pang

### Independent non-executive Directors

Mr. CHAN Hiu Fung Nicholas, *MH*  
Prof. CHENG Man Chung Daniel, *BBS, MH, JP*  
Mr. NG Shung, *JP (Australia)*

## AUDIT COMMITTEE

Mr. NG Shung, *JP (Australia) (Chairman)*  
Mr. CHAN Hiu Fung Nicholas, *MH*  
Prof. CHENG Man Chung Daniel, *BBS, MH, JP*

## REMUNERATION COMMITTEE

Mr. CHAN Hiu Fung Nicholas, *MH (Chairman)*  
Prof. CHENG Man Chung Daniel, *BBS, MH, JP*  
Mr. NG Shung, *JP (Australia)*  
Mr. MAK Chin Pang

## NOMINATION COMMITTEE

Prof. CHENG Man Chung Daniel, *BBS, MH, JP*  
(*Chairman*)  
Mr. CHAN Hiu Fung Nicholas, *MH*  
Mr. NG Shung, *JP (Australia)*  
Mr. MAK Chin Pang

## RISK MANAGEMENT COMMITTEE

Mr. MAK Chin Pang (*Chairman*)  
Mr. CHAN Hiu Fung Nicholas, *MH*  
Prof. CHENG Man Chung Daniel, *BBS, MH, JP*  
Mr. NG Shung, *JP (Australia)*

## 董事會

### 執行董事

鄭穩偉先生(*主席*)  
楊鏡湖先生  
廖淑如女士  
陳宏道先生  
許莉君女士  
麥展鵬先生

### 獨立非執行董事

陳曉峰先生，榮譽勳章  
鄭文聰教授，銅紫荊星章、榮譽勳章、太平紳士  
吳嵩先生，太平紳士(澳大利亞)

## 審核委員會

吳嵩先生，太平紳士(澳大利亞)(*主席*)  
陳曉峰先生，榮譽勳章  
鄭文聰教授，銅紫荊星章、榮譽勳章、太平紳士

## 薪酬委員會

陳曉峰先生，榮譽勳章(*主席*)  
鄭文聰教授，銅紫荊星章、榮譽勳章、太平紳士  
吳嵩先生，太平紳士(澳大利亞)  
麥展鵬先生

## 提名委員會

鄭文聰教授，銅紫荊星章、榮譽勳章、太平紳士  
(*主席*)  
陳曉峰先生，榮譽勳章  
吳嵩先生，太平紳士(澳大利亞)  
麥展鵬先生

## 風險管理委員會

麥展鵬先生(*主席*)  
陳曉峰先生，榮譽勳章  
鄭文聰教授，銅紫荊星章、榮譽勳章、太平紳士  
吳嵩先生，太平紳士(澳大利亞)

## AUTHORISED REPRESENTATIVES

Mr. MAK Chin Pang  
Mr. WONG Hung Pan

## COMPANY SECRETARY

Mr. WONG Hung Pan (FCPA, ACIS, ACS)

## AUDITOR

PricewaterhouseCoopers  
Certified Public Accountants and  
Registered Public Interest Entity Auditor  
22nd Floor Prince's Building  
Central, Hong Kong

## COMPLIANCE ADVISER

Guotai Junan Capital Limited

## WEBSITE ADDRESS

www.qpp.com

## STOCK CODE

1412

## PRINCIPAL BANKERS

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

## REGISTERED OFFICE

P.O. BOX 1350,  
Clifton House, 75 Fort Street  
Grand Cayman, KY1-1108  
Cayman Islands

## 授權代表

麥展鵬先生  
黃鴻斌先生

## 公司秘書

黃鴻斌先生 (FCPA、ACIS、ACS)

## 核數師

羅兵咸永道會計師事務所  
執業會計師及  
註冊公眾利益實體核數師  
香港中環  
太子大廈22樓

## 合規顧問

國泰君安融資有限公司

## 公司網址

www.qpp.com

## 股份代號

1412

## 主要往來銀行

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

## 註冊辦事處

P.O. Box 1350,  
Clifton House, 75 Fort Street  
Grand Cayman, KY1-1108  
Cayman Islands

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

Unit J, 21/F, Kings Wing Plaza 2  
1 On Kwan Street, Shek Mun  
Shatin, New Territories  
Hong Kong

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

Appleby Global Services (Cayman) Limited  
71 Fort Street  
P.O. Box 500  
George Town  
Grand Cayman, KY1-1106  
Cayman Islands

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

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong

## **香港總辦事處及主要營業地點**

香港  
新界沙田  
石門安群街1號  
京瑞廣場2期21樓J室

## **開曼群島股份過戶登記總處**

Appleby Global Services (Cayman) Limited  
71 Fort Street  
P.O. Box 500  
George Town  
Grand Cayman, KY1-1106  
Cayman Islands

## **香港股份過戶登記分處**

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓  
1712-1716號舖

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Q P Group Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”), I am pleased to present to you the annual report of the Group for the year ended 31 December 2019 (“**FY2019**”).

FY2019 was a year full of challenges and opportunities, not only in the printing industry but also the global economy. The trade war between China and the US, being the overarching event of the year, had caused the global markets see-sawing throughout this period. Many manufacturers in China, who are amid the eye of the trade war storm, were busy making necessary contingencies actions and long-term strategic plans in response to the potential influence derived by the trade war, and our Group is no exception. On the other hand, we are pleased to have witnessed the steady growth of demand for paper products in the US and European markets and the relatively stabilised prices of our major materials which gave us favourable conditions to be focused on the battles against headwinds from the other ways. The ever-growing e-commerce market and the advancement and wide-spread application of artificial intelligence and the industrial internet of things in last year further assured us of our Group’s direction to carve out a unique positioning as an innovative manufacturer with the capability to operate in technology-based methodologies.

本人謹代表雋思集團控股有限公司(「**本公司**」，連同其附屬公司統稱「**本集團**」)的董事(「**董事**」)會(「**董事會**」)欣然向閣下提呈本集團截至二零一九年十二月三十一日止年度(「**二零一九年財政年度**」)的年度報告。

無論對印刷業或全球經濟而言，二零一九年財政年度均充滿挑戰及機遇。中美貿易戰作為年度大事，於期內動搖全球市場。在貿易戰的風眼中，許多中國製造商均忙於採取必要的應急措施及制定長期戰略計劃，以應對貿易戰帶來的潛在影響，而本集團亦不例外。另一方面，我們樂見美國及歐洲市場對紙製品的需求穩定增長，主要材料價格相對穩定，有利我們集中應對其他不利因素。去年，電子商務市場不斷增長，加上人工智能及工業物聯網發展及廣泛應用，使我們進一步確定本集團的發展方針：建立創新製造商的獨特定位，並利用科技為本的方法經營業務。

## MAJOR BUSINESS MOVES AND ACHIEVEMENTS

The volatility of the trade tension between China and the US reflected in the imposition and changes of trade tariffs in different stages of the year. Although we are of the view that the trade war did not have any material adverse effect on both our business operation and financial results in FY2019, we proactively executed decisive actions to respond to the potential impact arising from the trade war and tariffs, which included outsourcing some production processes of greeting cards products to two subcontractors in Vietnam and subsequently the end-to-end production of different products. Such moves have not only helped us diversify our operational risks, but, more importantly, prepared us for further expansion of production capacity in various locations. Despite all the cultural, operational and legal differences between China and Vietnam, riding on our long experience in the printing and manufacturing industry and the tremendous effort of our employees, we have successfully consolidated a new supply chain in Vietnam that can offer another reliable manufacturing option to our customers.

While we were not hit by price reduction or reduction of orders in respect of tariffs, the once-escalating trade war did give us a strong heads-up on the importance of diversification of market. In view of such, we accelerated our business development in non-US regions by appointing our first sales representative in Europe to explore the European market and cultivate business relationships in the region, and more actively participating in trade events in different regions. In addition to the geographical diversification of market, we strived to further increase our penetration of the online market. As one of the pioneers of development of online business in the field of paper product manufacturing in China, we further increased our revenue from the online market by continuously enhancing the functions and product options of our websites and digital marketing strategies.

## 主要業務措施及成就

年內不同階段出現的關稅措施及變動，反映出中美貿易緊張局勢波動。儘管我們認為貿易戰於二零一九年財政年度對我們的業務營運及財務業績均無產生任何重大不利影響，然而我們積極採取果斷措施，以應對貿易戰及關稅帶來的潛在影響，其中包括向兩個越南分包商外包部分賀卡產品的生產工序及其後不同產品的端到端生產。有關措施不僅幫助我們分散營運風險，更重要是為我們於多個地區進一步擴大生產能力作好準備。儘管中國及越南之間在文化、營運及法律上存在各種差異，然而憑藉我們在印刷及製造業累積的豐富經驗及員工付出的巨大努力，我們已成功整合位於越南的新供應鏈，為客戶提供另一個可靠的選擇以進行生產。

儘管我們並無因關稅而受到降價或削減訂單的打擊，然而曾經不斷升級的貿易戰確實使我們強烈地意識到市場多元化的重要性。有見及此，我們已委任我們的首名歐洲銷售代表，以開拓歐洲市場及於當地建立業務關係，並更積極地參與不同地區的貿易活動，從而於美國以外地區加快業務發展。除市場的地域多元化外，我們致力進一步增加線上市場的滲透率。作為中國紙製品製造業界中其中一名發展線上業務的先驅，我們通過持續增加網站功能及產品選擇以及利用數碼營銷策略，進一步增加線上市場收益。



Operation-wise, we made strides in advancing our Industry 4.0 development with the concerted effort of staff and close collaboration with our professional consultants last year. Our accomplishment is evidenced by the Certificate of Industry 4.0 Maturity Recognition we received in May 2019 which recognised that we have reached level 1i Real Time Information Generation in our digital production workshop for playing card business. More, adhering to our core strategy of optimising our product mix and expanding business with higher profit margin including tabletop games and educational items, we sought to relocate some of our production facilities for those products from our Dongguan Factory to our Heshan Factory where allows sufficient space and capacity for enhancing productivity and production specialisation that supports the growth. We are pleased to see a smooth execution of this strategic move which contributed to the improved profitability of our Group last year.

## FINANCIAL RESULTS AND DIVIDENDS

We recorded considerable growth in different key financial performance indicators. Our net profit excluding the listing expenses for FY2019 increased by approximately 28.4% to approximately HK\$91.9 million from approximately HK\$71.5 million for the year ended 31 December 2018 (“**FY2018**”). The adjusted net profit margin also increased from approximately 6.2% to approximately 7.7%. We believe that such growth is attributable to the improvement of gross profit margin in FY2019. The gross profit of the Group also increased by approximately HK\$83.5 million or 29.6% to approximately HK\$365.6 million in FY2019, while the gross profit margin increased to approximately 30.6% from approximately 24.3% in 2018. Meanwhile, we achieved moderate increase in revenue of approximately 2.6% to approximately HK\$1,193.6 million driven by increase in sales derived from both OEM and web sales products.

Our Group strives to maintain stable and sustainable returns for the shareholders of the Company (the “**Shareholders**”). This year, the Board of Directors proposed a final dividend of HK9.0 cents per share amounting to approximately HK\$47.9 million, which is expected to be paid on Monday, 22 June 2020 to all persons registered as holders of shares of the Company on Friday, 5 June 2020, subject to the approval of the Shareholders at the annual general meeting (“**AGM**”).

在營運方面，我們去年與員工共同努力及與專業顧問密切合作，在推進工業4.0發展方面取得長足發展。我們於二零一九年五月獲頒工業4.0成熟度認可證書，認證我們於紙牌業務的數碼生產車間達致1i級成熟度實時資訊採錄。此外，我們堅持落實改善產品組合及擴展具較高利潤率的業務(包括桌遊及幼教用品)的核心策略，把用於生產該等產品的部分生產設施由東莞工廠遷至鶴山工廠，以騰出足夠空間及產能，提升生產力及生產專業度，以配合業務增長。我們樂見此策略性措施得以順利執行，幫助本集團於去年提升盈利能力。

## 財務業績及股息

我們在不同主要財務績效指標均錄得可觀增長。我們除上市開支後的純利由截至二零一八年十二月三十一日止年度(「**二零一八年財政年度**」)約71.5百萬港元增加約28.4%至二零一九年財政年度的約91.9百萬港元。經調整純利率亦由約6.2%上升至約7.7%。我們認為，該增長乃由於二零一九年財政年度的毛利率有所改善。本集團的毛利亦於二零一九年財政年度增加約83.5百萬港元或29.6%至約365.6百萬港元，而毛利率則由二零一八年的約24.3%增至約30.6%。同時，由於OEM及網站銷售產品的銷售均有所增長，我們實現收益溫和增加約2.6%至約1,193.6百萬港元。

本集團致力為本公司股東(「**股東**」)維持穩定及可持續回報。於本年度，董事會建議宣派末期股息每股9港仙，合共47.9百萬港元，預期將於二零二零年六月二十二日(星期一)向於二零二零年六月五日(星期五)已登記為本公司股份持有人的全體人士支付股息，惟須經股東於股東週年大會(「**股東週年大會**」)批准。



## OUTLOOK AND PROSPECTS

We believe the online market will keep thriving with stiff competition and infinite opportunities. Therefore, we see our online business as an important growth driver in the long run. We strive to continue to solidify the foundation of our self-developed-and-operated e-commerce websites and web-to-print system to underpin the future development and growth. Web development and enhancement will be relentless as we will develop websites in more language (such as French, Spanish and Japanese) to expand our customer base, enhance the mobile platforms to facilitate penetration of the mobile e-commerce market and add “dynamic size” functions for more product lines which allow more flexible customisation. Also, we will further promote and refine the “Marketplace” on our websites which is to achieve a win-win solution that customers can shop designs of products of various third-party designers who manage their own “shop” on our platform, and order the unique gift products from us. As our web-to-print system and smart operation continue to advance, we will attempt to apply the web-to-print mechanism to our OEM business which will reduce manual handling and lead time substantially with effective implementation at both ends of customers and us.

We expect an uncertain and fluctuating economic environment in 2020 due to the outbreak (“**COVID-19 Outbreak**”) of Coronavirus Disease 2019 (“**COVID-19**”) and the volatility of trade tension between China and the US. As a corporation who is committed to maintaining competitiveness and delivering sustainable growth, we must take proactive actions to prepare ourselves to embrace the challenges and opportunities whenever they emerge. Expansion of manufacturing capacities in Vietnam will be one of our key strategies in the future. While we will continue to engage subcontractors in Vietnam to perform end-to-end production, we will also explore potential factory building for acquisition, with a target to set up our own production site in Vietnam by the end of 2021. Such a strategy is to strike the right balance between business expansion and risk management. On one hand, as a sustainable enterprise, we always try to seize every opportunity to expand our business scale and yield increased profits; on the other hand, we also strive to diversify our production capacity in different regions to enable better coping with potential threats from geopolitical risks, large-scale emergency, and so forth.

## 展望及前景

我們相信，線上市場將於激烈的競爭及無限的商機中持續蓬勃發展。因此，長遠而言，我們把線上業務視為重要的增長動力。我們致力繼續鞏固我們自行開發及營運的電子商務網站及網絡印刷系統的基礎，以支持未來發展及增長。我們將持續進行網站開發和提升，如為網站開發更多語言(例如法語、西班牙語及日語)以擴大我們的客戶群，加強流動平台以促進流動電子商務市場的滲透以及為更多產品線增加「動態尺寸」功能以實現更靈活的產品定制功能。此外，我們將進一步推廣及完善網站中的「Marketplace」平台。此平台為一個雙贏的方案，客戶可在由第三方設計師自己管理的「商店」搜羅不同產品設計，然後透過網站定制獨特的禮品。隨著我們的網絡印刷系統及智能運作不斷發展，我們將嘗試把網絡印刷系統應用到OEM業務，如能有效地在客戶及我們兩端執行，將能大幅減少人手處理及縮短生產時間。

由於2019年冠狀病毒病(「**COVID-19**」)的爆發(「**COVID-19爆發**」)及中美貿易緊張局勢的波動，我們預期二零二零年的經濟環境將不明朗且波動不定。作為一間致力保持競爭力及實現可持續增長的企業，我們必須採取積極措施，為迎接隨時出現的挑戰及機會作好準備。擴大越南的產能將成為我們未來的主要策略之一。在繼續於越南委聘分包商進行端對端生產的同時，我們亦將物色廠房進行收購，目標於二零二一年底前在越南設立自有生產場地。此策略是在業務擴展與風險管理之間取得適當平衡。一方面，作為可持續發展的企業，我們一直嘗試把握每個機會，以擴大業務規模及創造更多利潤；另一方面，我們亦致力將產能分散在不同地區，以更好地應對地緣政治風險、大規模應急等潛在威脅。

Development of Industry 4.0 remains a big component in our plan for the upcoming years. We intend to realise smart operation by introducing data-driven operations and process automation, integrating our production machines into an IoT system and upgrading our IT infrastructure. This is a multi-year project that involves significant investment of money, efforts and time, but we are confident that it will ultimately deliver considerable benefits in terms of efficiency enhancement and reductions in cost and labour intensity.

## APPRECIATION

Following our successful listing on the Main Board of The Stock Exchange of Hong Kong Limited on 16 January 2020 (the “**Listing**”), I would like to take this opportunity to thank our management team and employees for their hard work and dedication which have made it possible for our Group to persist and flourish. I would like to express my deepest gratitude to our customers who have been putting their trust in us for so many years, as well as our business partners for their continuous support. Last but not least, I extend my heartfelt gratitude to the professional parties and investors who contributed to our successful Listing.

On behalf of the Board  
**Cheng Wan Wai**  
*Chairman*

Hong Kong, 24 March 2020

工業4.0的發展仍為我們未來數年計劃的重要部分。我們擬通過引入數據驅動運作及流程自動化、將我們的生產機器整合至物聯網系統，以及升級我們的資訊科技基礎設施，從而實現智能營運。此乃一項橫跨多年的項目，涉及大量金錢、精力及時間的投放，但我們有信心最終將在提升效率及降低成本和勞工密集度方面帶來可觀的裨益。

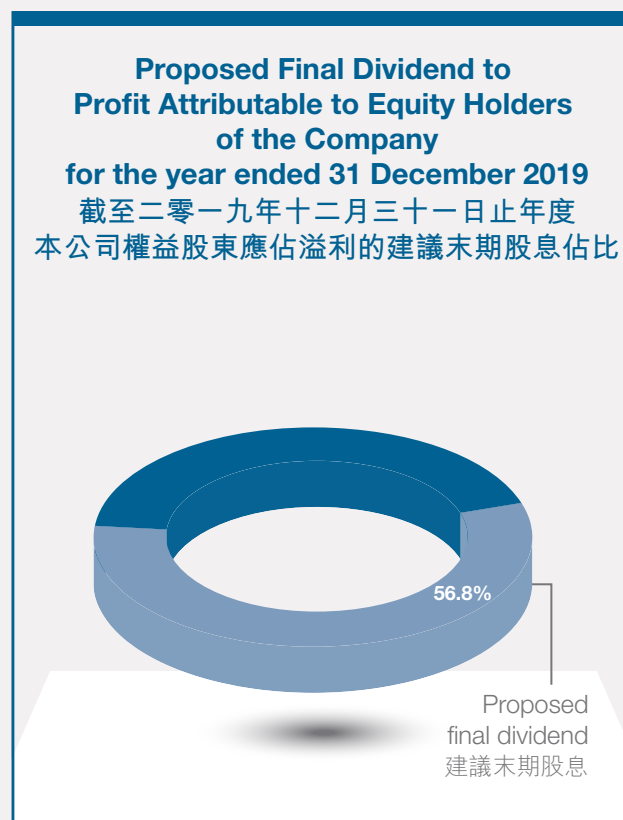
## 致謝

隨著我們於二零二零年一月十六日成功在香港聯合交易所有限公司主板上市（「上市」），本人希望藉此機會感謝我們的管理團隊與員工的努力及投入，令本集團得以堅守基業並蓬勃發展。本人謹此向多年來對我們信任有加的客戶及一直支持我們的業務夥伴深表謝意。最後，本人衷心感謝各方專業團隊及投資者為我們成功上市作出貢獻。

代表董事會  
**鄭穩偉**  
*主席*

香港，二零二零年三月二十四日

		For the year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	1,193,641	1,162,979
Gross profit	毛利	365,558	282,067
Net profit	純利	84,288	50,991
Listing expenses	上市開支	7,573	20,553
Net profit excluded from listing expenses	除上市開支後純利	91,861	71,544
Earnings per shares (HK cents)	每股盈利(港仙)		
- Basic	- 基本	21.12	12.78



## BUSINESS REVIEW

### Business Overview

The Group is a long-established paper product manufacturing and printing services provider headquartered in Hong Kong with the capability to offer value-adding and customised product engineering services and printing solutions to our customers for a wide spectrum of products. We have over 30 years of operating history, and have established stable business relationships with our major customers in the United States (the “**U.S.**”) and countries in Europe.

Our principal product categories are tabletop games, greeting cards, educational items and premium packaging. Our products are sold to (i) OEM customers who generally order mass quantities for direct sales and distribution through their own sales network; and (ii) individual and corporate customers who generally order smaller quantities through our self-operated websites. Our major OEM customers include an international greeting cards publisher, and multinational children educational products and toys brands.

We operate two key production plants at Dongguan and Heshan in the Guangdong Province (being the “**Dongguan Factory**” and the “**Heshan Factory**”), and we manufacture our products mainly in our production facilities located in the People’s Republic of China (“**PRC**”). We outsource some of our production processes, including printing, die-cutting and assembling, to the subcontractors approved by us if outsourcing will be cost-saving, or when outsourcing is needed because our production capacity has reached its peak. In early January 2019, we ceased the operation of our production plant at Tianjin, which had relatively low utilisation rates during the past few years. Since FY2019, we have engaged subcontractors in Vietnam to perform end-to-end production of certain greeting cards products in order to diversify our operational risks.

We are committed to maintaining high quality of our products. We have implemented quality assurance procedures which comprise quality assurance, quality engineering, as well as quality control. We have obtained certain patents in relation to production techniques developed by us to enhance the efficiency of our production processes.

### 業務回顧

#### 業務概覽

本集團是一間歷史悠久的紙製品製造及印刷服務供應商，有能力就多種產品為客戶提供增值及定制產品工程服務及印刷解決方案，總部位於香港。我們擁有逾30年的經營歷史，並已與我們於美國（「美國」）及歐洲各國的主要客戶建立穩定的業務關係。

我們的主要產品類別為桌遊、賀卡、幼教用品及包裝彩盒。我們的產品銷售予 (i) 通常大量訂購以通過其自身銷售網絡直銷及分銷的OEM客戶；及(ii) 通常透過我們的自營網站訂購數量較少產品的個體及公司客戶。我們的主要OEM客戶包括一間國際賀卡出版商以及跨國兒童教育產品及玩具品牌。

我們於廣東省的東莞及鶴山營運兩個主要生產基地（即「**東莞工廠**」及「**鶴山工廠**」），我們主要在位於中華人民共和國（「中國」）的生產工廠生產我們的產品。倘外判有助於我們節省成本，或由於我們的產能達到峰值導致需要外判時，我們把部分生產工序（包括印刷、模切及組裝）外判予獲認可的分包商。於二零一九年一月初，我們終止於天津的生產廠房的營運，因該廠房於過去數年的使用率相對較低。從二零一九年財政年度起，我們已委聘越南分包商進行若干賀卡產品的端到端生產，以分散我們的營運風險。

我們致力於保持高品質的產品。我們實施的品質保證程序包括品質保證、品質工程及品質控制。我們已就我們開發的生產技術獲得若干專利，從而提升我們生產流程的效率。

During the year under review, market volatility was brought about by the escalated trade conflicts between the PRC and the U.S. The customers were concerned about the ongoing trade conflicts with the PRC in the context of a slowing global economy. According to the notice published by the Federal Register of the U.S. on 18 December 2019, the products with an annual trade value of approximately US\$300 billion on the fourth list of tariff items (the “**Section 301 List 4**”) on the second part of the List 4 products, which was scheduled to be effective on 15 December 2019, were suspended until further notice. Since a substantial portion of the Group’s products sold to the U.S. market is on the second part of the Section 301 List 4, we consider that there is no material adverse effect on both our Group’s business operation and financial results based on the latest development in the trade war. For FY2019, our revenue from the U.S. market continued to account for a substantial portion of our revenue and amounting to approximately HK\$898.9 million, representing approximately 75.3% of our total revenue.

Our Group achieved a mild and healthy growth of total revenue despite the challenging environment during FY2019. The total revenue of our Group increased by approximately HK\$30.6 million, or 2.6%, to approximately HK\$1,193.6 million in FY2019 from approximately HK\$1,163.0 million in FY2018. Revenue derived from our OEM sales accounted for approximately 92.3% and 91.3% of our revenue, respectively, while revenue derived from our websites accounted for approximately 7.7% and 8.7% of our revenue, respectively, for FY2018 and FY2019.

In FY2019, we continued to maintain good business relationships with our major OEM customers, which comprise leading players in their respective market segments. The revenue derived from the OEM sales recorded a mild growth by approximately HK\$16.1 million or 1.5% from approximately HK\$1,074.0 million in FY2018 to approximately HK\$1,090.1 million in FY2019. Such increment was mainly derived from the increase in sales orders placed by our largest customer who principally purchases greeting cards from us.

於回顧年度，中美貿易糾紛加劇帶來市場起伏。客戶憂慮中美貿易糾紛在全球經濟放緩籠罩下持續。根據美國《聯邦公報》於二零一九年十二月十八日發佈的通告，對第四批清單產品的第二部分內的第四批關稅產品清單（「**301條款第四批清單**」）中年貿易額約3,000億美元的產品徵收的關稅（原定於二零一九年十二月十五日生效）暫停直至另行通知為止。由於本集團大部分銷往美國市場的產品列入301條款第四批清單的第二部分，我們認為，根據貿易戰的最新發展，本集團的業務營運及財務業績均不會受到重大不利影響。二零一九年財政年度，我們來自美國市場的收益繼續佔我們收益主要部分，數額為約898.9百萬港元，佔我們總收益的約75.3%。

儘管於二零一九年財政年度面對具挑戰性的環境，本集團的總收益仍達致溫和穩健的增長。本集團的總收益由二零一八年財政年度約1,163.0百萬港元增加約30.6百萬港元或2.6%至二零一九年財政年度約1,193.6百萬港元。於二零一八年財政年度及二零一九年財政年度，來自OEM銷售的收益分別約佔收益92.3%及91.3%，而來自網站的收益分別約佔收益7.7%及8.7%。

於二零一九年財政年度，我們與我們的主要OEM客戶繼續保持良好業務關係，當中包括於其所屬市場的領先參與者。來自OEM銷售的收益錄得溫和增長，由二零一八年財政年度約1,074.0百萬港元增加約16.1百萬港元或1.5%至二零一九年財政年度約1,090.1百萬港元。該增長大部分來自主要向我們購入賀卡的最大客戶下達的銷售訂單增加導致。

We operate five major websites, namely [www.makeplayingcards.com](http://www.makeplayingcards.com) (“MPC”), [www.boardgamesmaker.com](http://www.boardgamesmaker.com), [www.createjigsawpuzzles.com](http://www.createjigsawpuzzles.com), [www.printerstudio.com](http://www.printerstudio.com) and [www.gifthing.com](http://www.gifthing.com), for the provision of personalised printing services. At our five major websites, we offer a variety of personalised products such as playing cards, board games, puzzles, baby keepsakes and different gift items to suit the need of both individual and corporate customers. During the year under review, we stepped up extra effort on expanding our customer base by enhancing the mobile platforms as well as launching new products and implementing marketing strategies in relation to our web sales business. The number of active registered user accounts, which refers to the number of registered user accounts with order(s) placed in our five major websites, increased by approximately 8.4% from approximately 32,200 in FY2018 to approximately 34,900 in FY2019. During the year under review, we continued to record sustainable and stable growth in revenue of our web sales business. The revenue derived from the web sales increased by approximately HK\$14.5 million or 16.3% from approximately HK\$89.0 million in FY2018 to approximately HK\$103.5 million in FY2019. Such increment was mainly contributed by our website of MPC, which mainly offers personalised playing cards to our customers.

## Future Outlook

The COVID-19 Outbreak since early 2020 has evolved into a global challenge as the number of COVID-19 confirmed cases continues to rise rapidly around the world, particularly in the US and countries in Europe which are our major markets. The disruption to certain economic activities attributable to the COVID-19 and the implementation of disease prevention and control measures may erode the economic growth of those countries, which may imply potential adverse impact on the demand for our products from those markets and hence our operation and financial performance. As at the date of this annual report, such potential impact cannot be estimated or evaluated. Meanwhile, as at the date of this annual report, we have not yet experienced any significant disturbance in the supply chain or any major hindrance in our manufacturing bases in China. We will remain alert to the impact of the COVID-19 Outbreak on our supply chain, our employees and compliance matters. The Board will not hesitate to take all necessary and appropriate measures to safeguard our employees and our business operations.

我們經營五大網站，即[www.makeplayingcards.com](http://www.makeplayingcards.com) (「MPC」)、[www.boardgamesmaker.com](http://www.boardgamesmaker.com)、[www.createjigsawpuzzles.com](http://www.createjigsawpuzzles.com)、[www.printerstudio.com](http://www.printerstudio.com)及[www.gifthing.com](http://www.gifthing.com)以提供個性化印刷服務。我們在五個主要網站提供各種個性化產品，例如紙牌、紙板遊戲、拼圖、嬰兒紀念品及不同禮品，以配合個體及公司客戶。於回顧年度，我們加大力度擴大客戶基礎、提升流動平台以及就我們的網站銷售業務推出新產品及實施營銷策略。活躍註冊用戶賬戶數目(指在我們的五大網站下達訂單的註冊用戶賬戶數目)由二零一八年財政年度的約32,200個增加約8.4%至二零一九年財政年度的約34,900個。於回顧年度，我們的網站銷售業務的收益錄得持續及穩定增長，來自網站銷售的收益由二零一八年財政年度約89.0百萬港元增加約14.5百萬港元或16.3%至二零一九年財政年度約103.5百萬港元。有關增長主要由於我們的MPC網站(主要為客戶提供個性化的紙牌)銷售增長所致。

## 未來展望

自二零二零年初以來COVID-19爆發，隨著COVID-19於世界各地(尤其為我們的主要市場的美國及歐洲各國)的確診個案數字急升，已成為全球性的挑戰。COVID-19導致部份經濟活動中斷，加上因應疫情實施的防控措施，可能會削弱該等國家的經濟增長，對該等市場對我們產品的需求，以致我們的經營及財務表現帶來潛在不利影響。於本年報日期，未能估計或評估有關潛在影響。同時，於本年報日期，我們的供應鏈未曾經歷任何嚴重受阻，而我們在國內的生產基地亦未有出現任何重大障礙。我們將對COVID-19爆發對供應鏈、僱員及合規事宜的影響保持警覺。董事會將堅決採取一切必要及適當措施，以保障僱員及我們的業務營運。



Looking ahead, the global economy is expected to be hit by higher uncertainty with the recent COVID-19 Outbreak as well as the continued political, economic and trade tensions presented on a number of fronts. The Group reckons that the global economy will continue to experience stages of adjustments and is cautiously prudent about the outlook in the coming years.

We recognise our web sales business as an important growth driver in the long run. We expect to achieve continuous, sustainable and stable growth in our web sales business by continuously enhancing the functions and product options of our websites and digital marketing strategies and developing websites in more languages. In order to reach such objective, we will continue to employ additional staff and reinforce our resources of the web sale business segment in the coming years.

The Group is committed to employing digitalisation, connectivity and automation to enhance its manufacturing and operational excellence. We believe that our Group could improve our production efficiency and cost-effectiveness through the continuous enhancement of automation and data exchange in manufacturing technologies and processes. Going forward, we will continue to intensify the development of Industry 4.0 across the organisation including all areas of business and managerial operations.

The Group is confident about its future prospects and believes that the Listing would enhance the Group's brand awareness and reputation on an international level and help to attract potential local and international customers. To enhance the quality of services and expand its business, the management of the Group will continue to implement strategies as stated in the prospectus of the Company issued on 31 December 2019 (the "Prospectus"), including but not limited to (i) developing our production support in Southeast Asia through subcontracting arrangement and subsequently setting up our own production site in Vietnam; (ii) enhancing our technological capability and upgrading our IT infrastructure to capture more business opportunities; and (iii) improving operating efficiency by streamlining business operations and optimising internal resources in order to meet the challenge of market adversity should they arise when advancing ahead.

展望未來，由於最近COVID-19爆發，加上政治、經濟及貿易於多個方面呈現持續緊張局勢，不確定性增加，全球經濟預計將會受挫。本集團認為全球經濟將持續出現階段性調整，對未來數年的前景持審慎態度。

我們視網站銷售業務為長遠的重要增長動力。我們預期，透過持續提升網站的功能和產品選擇及數碼營銷策略，以及開發更多不同語言的網站，我們的網站銷售業務可達到持續、長遠及穩定的增長。為達到此目標，我們將在未來數年繼續增聘員工，並加強網站銷售業務分部的資源。

本集團致力實踐數碼化、聯通性及自動化，以提升其生產及卓越運營。我們相信，透過持續提升生產技術及工序的自動化及數據交換，本集團可改善生產效率且達至更佳成本效益。展望未來，我們將繼續在全個組織層面上(包括所有業務範圍及管理運營)加快工業4.0的發展。

本集團對其未來前景抱有信心，並相信上市可提升本集團在國際水平上的品牌知名度及信譽，有助吸引潛在的本地及國際客戶。為提升本集團的服務質素及擴展其業務，管理層會繼續實施本公司於二零一九年十二月三十一日發行的招股章程(「招股章程」)上列出的策略，包括但不限於(i)通過分包安排及隨後於越南建立我們自己的生產場地發展我們在東南亞的生產支持；(ii)提升我們的技術能力及升級我們的資訊科技基礎設施，捕捉更多商機；及(iii)精簡業務營運及善用內部資源來改善經營效率，以應對未來可能出現的不利市場狀況所帶來的挑戰。



## FINANCIAL REVIEW

### Revenue

During FY2019, the Group achieved an increase in revenue of approximately 2.6% to approximately HK\$1,193.6 million from approximately HK\$1,163.0 million in FY2018. The increase in the Group's revenue in FY2019 as compared to FY2018 was driven by our sales derived from OEM products and web sales products.

The following table sets forth a breakdown of total revenue for the periods indicated by business segment:

### 財務回顧

#### 收益

二零一九年財政年度，本集團的收益由二零一八年財政年度的約1,163.0百萬港元增加約2.6%至約1,193.6百萬港元。本集團二零一九年財政年度較二零一八年財政年度的收益增長由我們OEM產品及網站銷售產品的銷售額推動。

下表載列於所示期間按業務分部劃分的總收益明細：

		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	
		HK\$'000	%	HK\$'000	%
		千港元	%	千港元	%
OEM products	OEM產品	<b>1,090,129</b>	<b>91.3</b>	1,073,956	92.3
Web sales products	網站銷售產品	<b>103,512</b>	<b>8.7</b>	89,023	7.7
Total	總計	<b>1,193,641</b>	<b>100.0</b>	1,162,979	100.0

The sales derived from the OEM products increased from approximately HK\$1,074.0 million in FY2018 to approximately HK\$1,090.1 million in FY2019, representing an increase of approximately 1.5%. The increase in sales derived from the OEM products was due to the continued increase in customer demands for our OEM products, and particularly, due to (i) the increase in sales made to our largest customer, who principally purchases the greeting cards from us; and offset by (ii) the decrease in sales made to our other major customers who principally purchase the tabletop games and educational items from us.

OEM產品的銷售額由二零一八年財政年度的約1,074.0百萬港元增加至二零一九年財政年度的約1,090.1百萬港元，增幅約為1.5%。OEM產品的銷售額增加來自客戶對OEM產品的需求增加，特別是由於(i)對主要向我們購入賀卡的最大客戶的銷售額增加；惟被(ii)對主要向我們購入桌遊及幼教用品的主要客戶的銷售額減少所抵銷。

The sales derived from the web sales products increased from approximately HK\$89.0 million in FY2018 to approximately HK\$103.5 million in FY2019, representing an increase of approximately 16.3%. The increase in sales derived from the web sales products was primarily due to increase in orders of our playing cards products, and our efforts in marketing and promotion to enhance awareness and reputation by participating in international trade shows, exhibitions and conferences.

網站銷售產品的銷售額由二零一八年財政年度的約89.0百萬港元增加至二零一九年財政年度的約103.5百萬港元，增幅約為16.3%。網站銷售產品的銷售額增加主要由於紙牌產品的訂單增加，以及我們透過參加國際貿易展會、展覽及會議加大推廣及宣傳力度以提升知名度及信譽。

The table below summarises the geographical revenue segment destination of delivery for the periods:

下表概述於各期間按交付目的地劃分的地區收益分部：

		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	
		HK\$'000 千港元	% %	HK\$'000 千港元	% %
The United States of America	美國	<b>898,883</b>	<b>75.3</b>	823,934	70.8
Europe	歐洲	<b>138,419</b>	<b>11.6</b>	148,470	12.8
The PRC (including Hong Kong)	中國(包括香港)	<b>95,511</b>	<b>8.0</b>	114,548	9.8
Others	其他	<b>60,828</b>	<b>5.1</b>	76,027	6.6
<b>Total</b>	<b>總計</b>	<b>1,193,641</b>	<b>100.0</b>	1,162,979	100.0

The U.S. and the Europe were the two largest overseas markets of the Group which in aggregate accounted for 86.9% and 83.6% of total revenue for FY2019 and FY2018, respectively. Growth of the revenue from the U.S. markets mainly resulted from the increase in sales of greeting cards made to our largest customer and our web sales products during FY2019. Sales to the Europe decreased in FY2019 compared to that of FY2018 mainly due to less sales orders received from one of our major customers, which is a multinational toy company with its headquarter in France.

美國及歐洲為本集團兩大海外市場，合計分別佔二零一九年財政年度及二零一八年財政年度總收益的86.9%及83.6%。來自美國市場的收益增長主要由於二零一九年財政年度對我們的最大客戶銷售的賀卡及網站銷售產品的銷量增加。與二零一八年財政年度相比，二零一九年財政年度來自歐洲的銷售額下降，主要由於我們收到來自主要客戶之一的銷售訂單減少，該客戶為一間總部位於法國的跨國玩具公司。

## Cost of sales

Our Group's cost of sales mainly consists of cost of raw materials, direct staff cost, sub-contracting charges, depreciation, utilities and factory overhead. The Group recorded a decrease in cost of sales by approximately 6.0% from approximately HK\$880.9 million in FY2018 to approximately HK\$828.1 million in FY2019. The decrease in cost of sales was primarily attributable to (i) the decrease in raw materials cost from approximately HK\$425.5 million in FY2018 to approximately HK\$384.1 million in FY2019 as a result of the depreciation of RMB against HKD during FY2019 and decrease in usage of auxiliary accessories and other materials in our production over the comparable periods; (ii) the decrease in staff cost incurred in cost of sales from approximately HK\$207.9 million in FY2018 to approximately HK\$190.2 million in FY2019 as a result of the depreciation of RMB against HKD during FY2019; (iii) the decrease in VAT expenses from approximately HK\$22.7 million in FY2018 to approximately HK\$9.8 million in FY2019 primarily due to the increase in tax refund rate for export products announced by the PRC tax authorities which took effect on 15 September 2018; and offset by (iv) the increase in sub-contracting charges from approximately HK\$122.6 million in FY2018 to approximately HK\$147.0 million in FY2019 as a result of increase in sales quantity of greeting cards during the first half of FY2019 for which we generally engage our subcontractors for assembly work of greeting cards.

## Gross Profit and Gross Profit Margin

For the FY2019, the gross profit of the Group was approximately HK\$365.6 million, representing an increase of approximately HK\$83.5 million or approximately 29.6% as compared to approximately HK\$282.1 million for the FY2018. The gross profit margin increased from approximately 24.3% in FY2018 to approximately 30.6% in FY2019 and such increment was primarily attributable to (i) the depreciation of RMB against HKD during FY2019; and (ii) the increase in tax refund rate for export products announced by the PRC tax authorities which took effect on 15 September 2018.

## 銷售成本

本集團的銷售成本主要包括原材料成本、直接員工成本、分包費用、折舊、公用設施及工廠日常開支。本集團錄得銷售成本由二零一八年財政年度的約880.9百萬港元減少約6.0%至二零一九年財政年度的約828.1百萬港元。銷售成本減少主要由於(i)人民幣兌港元於二零一九年財政年度貶值及在生產中使用輔助性配件及其他材料的數量於可資比較期間下降，導致原材料成本由二零一八年財政年度的約425.5百萬港元減少至二零一九年財政年度的約384.1百萬港元；(ii)人民幣兌港元於二零一九年財政年度貶值，導致銷售成本中的員工成本由二零一八年財政年度的約207.9百萬港元減少至二零一九年財政年度的約190.2百萬港元；(iii)增值稅開支由二零一八年財政年度的約22.7百萬港元減少至二零一九年財政年度的約9.8百萬港元，主要由於中國稅務機關宣佈自二零一八年九月十五日起增加出口產品的退稅率；惟被(iv)分包費用由二零一八年財政年度的約122.6百萬港元增加至二零一九年財政年度的約147.0百萬港元所抵銷，此乃由於賀卡銷量於二零一九年財政年度上半年增加，而我們通常委聘分包商進行賀卡的裝配工作。

## 毛利及毛利率

於二零一九年財政年度，本集團的毛利約為365.6百萬港元，較二零一八年財政年度的約282.1百萬港元增加約83.5百萬港元或約29.6%。毛利率由二零一八年財政年度的約24.3%增加至二零一九年財政年度的約30.6%，此增加主要由於(i)人民幣兌港元於二零一九年財政年度貶值；及(ii)中國稅務機關宣佈自二零一八年九月十五日起增加出口產品的退稅率。

### Other gains, net

Our Group's other gains, net mainly consist of foreign exchange gain and gain/(loss) on disposal of property, plant and equipment. A portion of our revenue and cost are denominated in currencies other than HKD and RMB, respectively, as such settlement of receipts and payments are subject to foreign exchange gain or loss. The foreign exchange gain was approximately HK\$6.4 million in FY2019, remained at a similar level compared to approximately HK\$6.3 million in FY2018 since the RMB depreciated against HKD continuously since FY2018.

### Other income, net

Our Group's other income, net mainly consists of sales of scrap materials, government grants and insurance claims. Our decrease in other income, net, was mainly due to (i) the decrease in government grant from approximately HK\$11.1 million in FY2018, represented a decrease of approximately HK\$7.9 million or 71.4%, to approximately HK\$3.2 million in FY2019, and such decrease was due to fewer government grant programmes that we were eligible to apply during FY2019; (ii) the recognition of insurance claim of approximately HK\$6.8 million in relation to the destroyed finished goods in a fire incident occurred in a warehouse during FY2018; and (iii) the decrease in sales of scrap materials, which represent income from remaining paper parts after production which cannot be reused, amounted to approximately HK\$11.5 million in FY2019, represented a decrease of approximately HK\$2.3 million or 16.6%, compared to approximately HK\$13.8 million in FY2018.

### 其他收益淨額

本集團的其他收益淨額主要包括匯兌收益及出售物業、廠房及設備之收益／(虧損)。我們的部分收益及成本分別以港元及人民幣以外的貨幣計值，因此收付款結算可能產生匯兌收益或虧損。二零一九年財政年度的匯兌收益約為6.4百萬港元，與二零一八年財政年度的約6.3百萬港元維持相若水平，因為人民幣兌港元自二零一八年財政年度起持續貶值。

### 其他收入淨額

本集團的其他收入淨額主要包括銷售廢料、政府補助及保險索償。我們的其他收入淨額減少主要由於(i)政府補助由二零一八年財政年度的約11.1百萬港元減少約7.9百萬港元或71.4%至二零一九年財政年度的約3.2百萬港元，下降原因為於二零一九年財政年度我們合資格申請的政府補助計劃減少；(ii)於二零一八年財政年度獲得有關倉庫火災事故中遭摧毀成品的保險索償約6.8百萬港元；及(iii)我們銷售生產後不可再次使用的剩餘紙張部分的銷售廢料收入減少，於二零一九年財政年度約為11.5百萬港元，較二零一八年財政年度的約13.8百萬港元減少約2.3百萬港元或16.6%。

## Selling and distribution expenses

Our selling and distribution expenses primarily consist of (i) transportation expenses; (ii) staff cost of our sales personnel; (iii) commission paid to our sales representatives and (iv) services charges by the payment gateways. The selling and distribution expenses amounted to approximately HK\$99.6 million in FY2018, decreased slightly by approximately HK\$0.4 million or 0.4%, to approximately HK\$99.2 million in FY2019, was mainly due to (i) the decrease in transportation expenses, which mainly represent expenses incurred in relation to delivery of finished goods, amounted to approximately HK\$51.4 million in FY2018, decreased by approximately HK\$3.4 million or 6.6%, to approximately HK\$48.0 million in FY2019. Such decrement was mainly due to the fact that we have engaged a third-party logistic service provider at a lower rate since February 2019; offset by (ii) the increase in staff cost related to sales and distribution activities of approximately HK\$1.1 million, from approximately HK\$28.2 million in FY2018 to approximately HK\$29.3 million in FY2019 as a result of increase in discretionary bonus offered to our staff during FY2019.

## Administrative expenses

Our administrative expenses mainly comprise staff cost, listing expenses, depreciation and amortisation, rent and rates, office supplies, legal and professional fees and motor vehicle and travelling expenses. The Group's administrative expenses increased by approximately 18.1% from approximately HK\$155.0 million in FY2018 to approximately HK\$183.1 million in FY2019.

## 銷售及分銷開支

我們的銷售及分銷開支主要包括(i)運輸費用；(ii)銷售人員員工成本；(iii)支付銷售代表的佣金；及(iv)支付網關服務商收取的服務費。二零一九年財政年度的銷售及分銷開支約為99.2百萬港元，較二零一八年財政年度的約99.6百萬港元輕微減少約0.4百萬港元或0.4%，主要由於(i)運輸費用，主要指就運送成品產生的費用減少，由二零一八年財政年度的約51.4百萬港元減少約3.4百萬港元或6.6%至二零一九年財政年度的約48.0百萬港元。該減少主要由於我們從二零一九年二月起改以較低的費用聘用一間第三方物流服務供應商；惟被(ii)二零一九年財政年度向我們的員工提供的酌情獎金增加導致與銷售及分銷活動有關的員工成本由二零一八年財政年度的約28.2百萬港元增加約1.1百萬港元至二零一九年財政年度的約29.3百萬港元所抵銷。

## 行政開支

我們的行政開支主要包括員工成本、上市開支、折舊及攤銷、地租及差餉、辦公用品費用、法律及專業費用以及汽車及差旅費用。本集團的行政開支由二零一八年財政年度的約155.0百萬港元增加約18.1%至於二零一九年財政年度的約183.1百萬港元。

Such increase was primarily attributable to (i) the increase in staff cost related to administrative activities of approximately HK\$23.9 million, from approximately HK\$77.0 million in FY2018 to approximately HK\$100.9 million in FY2019, mainly resulting from (a) the increase in discretionary bonus offered to our staff primarily due to the improvement of our financial performance during FY2019; (b) the additional staff cost incurred arising from full period in relation to Heshan Factory during FY2019 in comparison to approximately nine months incurred in FY2018 and (c) the increase in severance payment to our employees primarily as a result of the discontinuance of our Tianjin Factory, (ii) the increase in consultancy fees in relation to the transfer of the land parcels and the application of real estate ownership certificate for certain building blocks in our Dongguan Factory in aggregate of HK\$8.6 million, (iii) the increase in other taxes of approximately HK\$2.6 million mainly due to the taxation charge of approximately HK\$1.3 million in relation to the transfer of land parcels and the under provision of other taxes of approximately HK\$1.2 million in relation to the acquisition of Heshan Factory; and partially offset by (iv) the decrease in listing expenses of approximately HK\$13.0 million.

### Finance costs, net

Our finance costs, net increased by approximately HK\$1.6 million or 28.1% from approximately HK\$5.9 million for FY2018 to approximately HK\$7.5 million for FY2019, mainly due to the increase in average bank borrowings balance for FY2019 in comparison to the corresponding period in 2018.

### Income tax expense

Our income tax expense increased by approximately HK\$9.0 million, or 110.2% from approximately HK\$8.2 million for FY2018 to approximately HK\$17.2 million for FY2019. The increase was primarily due to the increase in profit before income tax from approximately HK\$59.2 million for FY2018 to approximately HK\$101.4 million for FY2019. Our effective tax rate was approximately 13.8% and approximately 16.9% for FY2018 and FY2019, respectively. Such increment was primarily due to a higher portion of profit generated by our Heshan Factory which had a relatively higher effective tax rate across our Group during FY2019.

該增加主要由於(i)與行政活動有關的員工成本由二零一八年財政年度的約77.0百萬港元增加約23.9百萬港元至二零一九年財政年度的約100.9百萬港元，原因主要為(a)向我們的員工提供的酌情獎金增加，主要由於我們於二零一九年財政年度的財務表現有所改善；(b)與二零一八年財政年度約九個月相比，二零一九年財政年度鶴山工廠於全期產生額外員工成本及(c)向僱員支付的遣散費增加，主要由於天津工廠停止生產所致；(ii)與轉讓地塊及就東莞工廠的若干樓宇辦理房地產權證有關的諮詢費用合共增加8.6百萬港元；(iii)其他稅項增加約2.6百萬港元，乃主要由於與轉讓地塊有關的稅項開支約1.3百萬港元及與收購鶴山工廠有關的其他稅項撥備不足約1.2百萬港元；及部份被(iv)上市開支減少約13.0百萬港元所抵銷。

### 融資成本淨額

我們的融資成本淨額由二零一八年財政年度的約5.9百萬港元增加約1.6百萬港元或28.1%至二零一九年財政年度的約7.5百萬港元，乃主要由於於二零一九年財政年度的平均銀行借款餘額較二零一八年同期有所增加。

### 所得稅開支

我們的所得稅開支由二零一八年財政年度的約8.2百萬港元增加約9.0百萬港元或110.2%至二零一九年財政年度的約17.2百萬港元。該增加主要由於除稅前溢利由二零一八年財政年度的約59.2百萬港元增加至二零一九年財政年度的約101.4百萬港元。我們於二零一八年財政年度及二零一九年財政年度的實際稅率分別為約13.8%及約16.9%。該增加主要由於我們的鶴山工廠產生的溢利佔比有所上升，而該廠在二零一九年財政年度的實際稅率相對於本集團整體而言較高。



## Profit for the year

The Group's profit increased by approximately HK\$33.3 million or 65.3% from approximately HK\$51.0 million in FY2018 to approximately HK\$84.3 million in FY2019. The net profit margin also increased from approximately 4.4% in FY2018 to approximately 7.1% in FY2019. Before taking into account the listing expenses, the adjusted Group's profit increased by approximately 28.4% from approximately HK\$71.5 million in FY2018 to approximately HK\$91.9 million in FY2019, the adjusted net profit margin also increased from approximately 6.2% in FY2018 to approximately 7.7% in FY2019.

## LIQUIDITY AND FINANCIAL RESOURCES

During the year under review, the Group maintained a healthy liquidity position, with working capital financed mainly by internal resources. The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the costs of funds, the Group's treasury activities are centralised and substantial cash is generally deposited with banks in Hong Kong and denominated mostly in Hong Kong dollars.

As at 31 December 2019, the Group reported net current assets of approximately HK\$114.6 million, as compared with approximately HK\$30.8 million as at 31 December 2018. As at 31 December 2019, the Group's cash and cash equivalents was approximately HK\$104.8 million, representing an increase of approximately HK\$44.9 million as compared to approximately HK\$59.9 million as at 31 December 2018.

Total borrowings and lease liabilities for the Group amounted to approximately HK\$192.6 million (31 December 2018: approximately HK\$234.0 million). As at 31 December 2019, borrowings were denominated in Hong Kong dollars and lease liabilities were denominated in Hong Kong dollars and Renminbi. All bank borrowings are at floating rates and lease liabilities are in fixed rates. Details of the maturity profile of borrowings are set out in note 28 to the consolidated financial statements.

## 年內溢利

本集團的溢利由二零一八年財政年度的約51.0百萬港元增加約33.3百萬港元或65.3%至二零一九年財政年度的約84.3百萬港元。純利率亦由二零一八年財政年度的約4.4%增加至二零一九年財政年度的約7.1%。不計及上市開支，經調整本集團溢利由二零一八年財政年度的約71.5百萬港元增加約28.4%至二零一九年財政年度的約91.9百萬港元，經調整純利率亦由二零一八年財政年度的約6.2%增至二零一九年財政年度的約7.7%。

## 流動資金及財務資源

本集團於回顧年度維持健康的流動資金狀況，營運資金主要由內部資源提供。本集團採取審慎的現金及財務管理政策。為求能夠更好地控制成本及盡量降低資金成本，本集團的財務活動均集中管理，而絕大部分現金一般存放於香港的銀行，大部分以港元計值。

於二零一九年十二月三十一日，本集團報告流動資產淨值約114.6百萬港元，而於二零一八年十二月三十一日則約為30.8百萬港元。於二零一九年十二月三十一日，本集團的現金及現金等價物約為104.8百萬港元，較於二零一八年十二月三十一日的約59.9百萬港元增加約44.9百萬港元。

本集團的借款總額及租賃負債約為192.6百萬港元(二零一八年十二月三十一日：約234.0百萬港元)。於二零一九年十二月三十一日，借款以人民幣計值，而租賃負債則以港元及人民幣計值。所有銀行借款按浮息計息，以租賃負債則以定息計息。借貸到期情況之詳情載於綜合財務報表附註28。



For the year ended 31 December 2019, the net cash generated from operating activities was approximately HK\$152.6 million (2018: approximately HK\$114.3 million). The cash generated from operating activities was mainly derived from the profits recorded during the year ended 31 December 2019. The net cash used in investing activities was approximately HK\$42.3 million (2018: approximately HK\$130.8 million). The net cash used in financing activities was approximately HK\$65.9 million (2018: net cash generated from financing activities of approximately HK\$14.9 million). For the year ended 31 December 2019, the net cash used in investing activities was mainly attributable to payment in relation to the purchase of property, plant and equipment, and the net cash used in financing activities was mainly used for net repayment of borrowings.

## CAPITAL STRUCTURE

The shares of our Company were listed on the Stock Exchange on 16 January 2020. There has been no change in the capital structure of our Group since then and share capital of our Group only comprises ordinary shares. As at the date of this annual report, our Company has 532,000,000 ordinary shares in issue.

## CONTINGENT LIABILITIES

As at 31 December 2019, the Group had no significant contingent liabilities (31 December 2018: Nil).

## CAPITAL COMMITMENTS

Details of the capital commitments outstanding of the Group are set out under note 34 to the consolidated financial statements.

截至二零一九年十二月三十一日止年度，經營活動所得現金淨額約為152.6百萬港元(二零一八年：約114.3百萬港元)。經營活動所得現金乃主要來自截至二零一九年十二月三十一日止年度錄得的溢利。投資活動所用現金淨額約為42.3百萬港元(二零一八年：約130.8百萬港元)。融資活動所用現金淨額約為65.9百萬港元(二零一八年：融資活動所得現金淨額約14.9百萬港元)。截至二零一九年十二月三十一日止年度，投資活動所用現金淨額主要歸因於購買物業、廠房及設備的付款，而融資活動所用現金淨額主要用於償還借款淨額。

## 資本架構

本公司股份於2020年1月16日在聯交所上市。此後本集團資本架構並無變動，且本集團股本僅由普通股組成。截至本年報日期，本公司已發行532,000,000股普通股。

## 或然負債

於二零一九年十二月三十一日，本集團並無重大或然負債(二零一八年十二月三十一日：無)。

## 資本承擔

本集團的未償付資本承擔的詳情載於綜合財務報表附註34。

## FOREIGN EXCHANGE EXPOSURE

While our headquarters is located in Hong Kong and our production facilities are primarily located in the PRC, most of our production cost and operating expenses are primarily denominated in HKD and RMB. Whereas our revenue is mainly denominated in USD and HKD, we are exposed to foreign currency risks primarily as a result of revenue that is denominated in foreign currencies other than HKD and purchases that are denominated in foreign currencies other than HKD. The Group's foreign currency exposure also comprises assets and liabilities denominated in currencies other than the subsidiaries' functional currencies. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates.

## PLEDGE OF ASSETS

As at 31 December 2019, right of use assets amounted to approximately HK\$60.4 million (31 December 2018: HK\$61.6 million) property, plant and equipment amounted to approximately HK\$36.6 million (31 December 2018: HK\$38.2 million) and bank deposits amounted to approximately HK\$0.4 million (31 December 2018: HK\$0.4 million) have been charged as security for bank borrowings of the Group.

## GEARING RATIO

Gearing ratio is calculated by the total debt (being borrowings and lease liabilities) less cash and cash equivalents and divided by the total equity as at the end of the respective dates and multiplied by 100%. As of 31 December 2018 and 2019, our gearing ratios were approximately 37.1% and 16.4%, respectively. Our gearing ratio decreased as of 31 December 2019 as compared to that of 31 December 2018 primarily because of the decrease in our bank borrowings level and the increase in cash and cash equivalents.

We will closely monitor our gearing ratio. We analyse the maturity profiles of our borrowings and manage our liquidity level to ensure sufficient cash flow to service our indebtedness and meet cash requirements arising from our business. We will explore various financing opportunities to improve our capital structure and reduce our cost of capital. We expect that utilising the proceeds we received from the Global Offering will also effectively improve our gearing ratio.

## 外匯風險

我們的總部位於香港，而我們的生產設施主要位於中國，我們的大部分生產成本及營運開支主要以港元及人民幣計值。我們的收益主要以美元及港元計值。我們須承受外幣風險，主要由於我們的收益以港元以外的外幣計值，且採購額以港元以外的外幣計值。本集團的外幣風險亦包括以附屬公司功能貨幣以外的貨幣計值的資產及負債。本集團密切監察匯率變動，藉此管理外幣風險。

## 資產抵押

於二零一九年十二月三十一日，約60.4百萬港元(二零一八年十二月三十一日：61.6百萬港元)的使用權資產、約36.6百萬港元(二零一八年十二月三十一日：38.2百萬港元)的物業、廠房及設備及約0.4百萬港元(二零一八年十二月三十一日：0.4百萬港元)的銀行存款已用作本集團銀行借款的抵押。

## 資本負債比率

資本負債比率乃按總債務(即借款及租賃負債)減現金及現金等價物及除以有關日期期末之總股本再乘以100%計算。於二零一八年及二零一九年十二月三十一日，我們的資本負債比率分別約為37.1%及16.4%。我們於二零一九年十二月三十一日的資本負債比率較二零一八年十二月三十一日有所下降，主要由於銀行借款水平下降及現金及現金等價物增加。

我們會密切監察資本負債比率。我們分析借款的到期情況並管理流動資金水平，以確保有足夠的現金流量償還債務，並滿足業務產生的現金需求。我們會探索各種融資機會，以改善我們的資本結構並降低資本成本。我們預期使用自全球發售收取的所得款項亦可有效改善資本負債比率。

## USE OF PROCEEDS

Our shares (the “Share(s)”) were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 16 January 2020 of which 133,000,000 ordinary shares (comprising 13,300,000 Hong Kong offer shares and 119,700,000 international placing shares) had been allotted by global offering, at an offer price of HK\$1.18 per Share. The actual net proceeds from the Listing were approximately HK\$111.9 million (after deduction of the listing expenses).

As at the date of this annual report, the Company does not anticipate any change to its plan on the use of proceeds and the net proceeds have not been utilised. The Board closely monitored the use of proceeds from the Listing with reference to the use of proceeds disclosed in the prospectus of the Company issued on 31 December 2019 (the “Prospectus”) and confirmed that there was no change in the proposed use of proceeds as previously disclosed in the Prospectus.

The Directors considered that it would be in the best interest of the Group without materially impairing its financial capabilities to temporarily utilise such funds by earning interest income in bank accounts and they are not aware of any material change to the proposed use of the net proceeds disclosed in the Prospectus as at the date of this annual report.

## VALUATION OF PROPERTIES

For the purpose of the Listing, a valuation was conducted on the properties interest held by the Group. However, those property interests were still carried at historical cost less accumulated depreciation and impairment, if any, on the Group’s financial statements.

With reference to the property valuation set out in Appendix III of the Prospectus, the amount of such valuation of approximately HK\$265.4 million and a valuation surplus of approximately HK\$57.2 million were identified in respect of the property interests of the Group as at 30 September 2019. If the property of the Group were stated at that valuation, the depreciation charge per annum would increase by approximately HK\$2.0 million.

## 所得款項用途

我們的股份(「股份」)於二零二零年一月十六日在香港聯合交易所有限公司(「聯交所」)主板上市，其中133,000,000股普通股(包括13,300,000股香港發售股份及119,700,000股國際配售股份)已透過全球發售按發售價每股股份1.18港元配發(「上市」)。上市的實際所得款項淨額約為111.9百萬港元(經扣除上市開支)。

於本年報日期，本公司預期所得款項用途計劃將不會有任何變動，而所得款項淨額尚未被動用。董事會密切監察根據本公司於二零一九年十二月三十一日刊發的招股章程(「招股章程」)所披露的上市所得款項用途，並確認較早前於招股章程披露的建議所得款項用途並無變動。

董事認為，臨時使用該等款項於銀行賬戶中賺取利息收入而不大幅削弱本集團的財務能力符合本集團的最佳利益，而截至本年報日期，董事並不知悉於招股章程披露的建議所得款項淨額用途有任何重大變動。

## 物業估值

因上市需要，已對本集團持有的物業權益進行估值。然而，該等物業權益仍於本集團財務報表中按歷史成本減累計折舊及減值(如有)列賬。

經參考招股章程附錄三所載的物業估值，於二零一九年九月三十日，已就本集團的物業權益確認有關估值金額約265.4百萬港元及估值盈餘約57.2百萬港元。倘本集團的物業按該估值列賬，每年折舊支出將增加約2.0百萬港元。

## RESTRUCTURING AND SIGNIFICANT INVESTMENTS

During the year under review, the Group underwent corporate restructuring prior to the Listing of Shares. Please refer to the section headed “History, Reorganisation and Corporate Structure” in the Prospectus for further details on the restructuring. As at 31 December 2019, the Group did not hold any significant investments.

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

The Group did not have any material acquisitions nor disposals of subsidiaries, associates and joint ventures during FY2019 (FY2018: The Group acquired Taunus Printing (Heshan) Company Limited\*, which is principally engaged in the manufacturing and selling of paper products). On 21 March 2018, the Group completed the acquisition of 100% shareholding of Taunus Printing (Heshan) Company Limited\* at a total consideration of approximately HK\$108,627,000.)

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as those disclosed in the Prospectus or otherwise in this annual report, the Group currently has no other plan for material investments and capital assets.

## EMPLOYEES AND REMUNERATION POLICY

The Group had a total of 2,554 (31 December 2018: 2,962) employees as at 31 December 2019. The Group's employee benefit expenses mainly included salaries, overtime payment and discretionary bonus, other staff benefits and contributions to retirement schemes. Total staff costs of the Group (including the Directors' remuneration) for FY2019 was approximately HK\$320.4 million (FY2018: approximately HK\$313.1 million). The Group's remuneration policies were in line with relevant legislation, market conditions and the performance of our employees.

\* The English translation of the name is for reference only. The official name of the Company is in Chinese.

## 重組及重大投資

本集團於回顧年度進行股份上市前公司重組。有關重組的更多詳情，請參閱招股章程「歷史、重組及企業架構」一節。於二零一九年十二月三十一日，本集團並無持有任何重大投資。

## 附屬公司、聯營公司及合營企業的重大收購或出售事項

於二零一九年財政年度，本集團並無任何附屬公司、聯營公司及合營企業的重大收購或出售事項(二零一八年財政年度：於二零一八年三月二十一日，本集團收購騰達印刷(鶴山)有限公司。其主要從事紙製品的製造及銷售。於二零一八年三月二十一日，本集團按總代價約108,627,000港元完成收購騰達印刷(鶴山)有限公司全部股權)。

## 重大投資及資本資產的未來計劃

除招股章程或本年報另行披露者外，本集團目前並無其他有關重大投資及資本資產的計劃。

## 僱員及薪酬政策

本集團於二零一九年十二月三十一日有合共2,554名(二零一八年十二月三十一日：2,962名)僱員。本集團的僱員福利開支主要包括薪金、加班費及酌情花紅、其他員工福利及退休計劃供款。本集團二零一九年財政年度的員工成本總額(包括董事的薪酬)約為320.4百萬港元(二零一八年財政年度：約313.1百萬港元)。本集團的薪酬政策符合相關法律、市場狀況及僱員的表現。

## EXECUTIVE DIRECTORS

**Mr. Cheng Wan Wai (鄭穩偉)**, aged 61, is one of our founders, an executive Director, chairman of our board and chief executive officer of our Company. Mr. Cheng was appointed as a Director in April 2018 and redesignated as an executive Director in January 2019. Mr. Cheng also serves as a director of Archer Praise Limited, Eternity Year Investment Limited, Multi International Investment Group Limited, Q P Enterprises Limited, QP Holdings Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Trading Limited, QP (HK) Limited, Radiant Keen Limited, DPI Laboratory Services Limited and Printer's Studio Limited, a director and legal representative of TianJin ZenSee Technology Co, Ltd., Taunus Printing (Heshan) Company Limited\*, Dongguan ZenSee Product Testing Limited, Dongguan Zensee Printing Limited, Shenzhen Zen See Information Technology Co., Ltd.\* and Q P Trading (Vietnam) Company Limited. He is responsible for formulating overall strategies, planning and business directions of our Group. He has over 35 years of experience in the printing industry. He established our Group in 1985 with Mr. Yeung Keng Wu Kenneth and served as a director of Q P Printing Limited since its incorporation. Mr. Cheng is the spouse of Ms. Hui Li Kwan, an executive Director of our Group.

Between December 2016 and December 2018, Mr. Cheng had been the vice chairman of the board of directors of the Hong Kong Shine Tak Foundation, a charity organisation, and has been serving as a permanent honorary president since December 2014.

## 執行董事

鄭穩偉先生，61歲，我們的創始人之一，本公司執行董事、董事會主席兼行政總裁。鄭先生於二零一八年四月獲委任為董事，且於二零一九年一月被調任為執行董事。鄭先生亦擔任弘億有限公司、萬年投資有限公司、萬達國際投資集團有限公司、雋思企業有限公司、QP Holdings Limited、雋思國際企業有限公司、雋思印刷有限公司、雋思物料開發有限公司、雋思貿易有限公司、雋思(香港)有限公司、瑞兆有限公司、雋思檢測服務有限公司及Printer's Studio Limited的董事，以及天津雋思科技有限公司、騰達印刷(鶴山)有限公司、東莞市雋思產品檢測有限公司、東莞雋思印刷有限公司、深圳雋思信息科技有限公司及Q P Trading (Vietnam) Company Limited的董事及法定代表。彼負責制定本集團整體策略、規劃及業務方向。鄭先生於印刷業擁有逾35年經驗。彼於一九八五年與楊鏡湖先生成立本集團，且自雋思印刷有限公司註冊成立起一直擔任其董事。鄭先生為本集團執行董事許莉君女士之配偶。

於二零一六年十二月至二零一八年十二月期間，鄭先生一直擔任慈善機構香港善德基金會董事局副主席，並自二零一四年十二月以來一直為其永久名譽會長之一。



**Mr. Yeung Keng Wu Kenneth (楊鏡湖)**, aged 61, is one of our founders and an executive Director, and is responsible for formulating overall strategies and planning, and overseeing the manufacturing operations of our Group. Mr. Yeung was appointed as our Director in April 2018 and redesignated as an executive Director in January 2019. Mr. Yeung also serves as director of Archer Praise Limited, Eternity Year Investment Limited, Multi International Investment Group Limited, Q P Enterprises Limited, QP Holdings Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Trading Limited, QP (HK) Limited, Radiant Keen Limited, Printer's Studio Limited, TianJin ZenSee Technology Co, Ltd., Taunus Printing (Heshan) Company Limited\* and Dongguan Zensee Printing Limited. He has over 30 years of experience in the printing industry. He established our Group in 1985 with Mr. Cheng Wan Wai and served as a director of Q P Printing Limited since its incorporation.

Between January 2012 and January 2017, Mr. Yeung had been a member of the 12th Dongguan Committee of the Chinese People's Political Consultative Conference. He had been serving as a permanent honorary president of Hong Kong Shine Tak Foundation, a charity organisation, since December 2014.

**Ms. Liu Shuk Yu Sanny (廖淑如)**, aged 57, is an executive Director, and is responsible for formulating strategic planning, overseeing overseas sales, human resources, administration and training functions of our Group. Ms. Liu was appointed as our Director in April 2018 and redesignated as an executive Director in January 2019. Ms. Liu also serves as director of Archer Praise Limited, Eternity Year Investment Limited, Multi International Investment Group Limited, Q P Enterprises Limited, QP Holdings Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Trading Limited, QP (HK) Limited, Radiant Keen Limited, Printer's Studio Limited, TianJin ZenSee Technology Co, Ltd., Taunus Printing (Heshan) Company Limited\* and Dongguan Zensee Printing Limited. She joined our Group in September 1990 and has over 35 years of experience in the printing industry. She obtained a degree of Executive Master of Business Administration from the Hong Kong University of Science and Technology in May 2004.

楊鏡湖先生，61歲，我們的創始人之一且為執行董事，負責制定本集團整體策略及規劃，並監督生產經營。楊先生於二零一八年四月獲委任為董事，且於二零一九年一月被調任為執行董事。楊先生亦擔任弘億有限公司、萬年投資有限公司、萬達國際投資集團有限公司、雋思企業有限公司、QP Holdings Limited、雋思國際企業有限公司、雋思印刷有限公司、雋思物料開發有限公司、雋思貿易有限公司、雋思(香港)有限公司、瑞兆有限公司、Printer's Studio Limited、天津雋思科技有限公司、騰達印刷(鶴山)有限公司及東莞雋思印刷有限公司的董事。彼於印刷業擁有逾30年經驗，於一九八五年與鄭穩偉先生成立本集團，且自雋思印刷有限公司註冊成立起一直擔任其董事。

於二零一二年一月至二零一七年一月期間，楊先生一直為中國人民政治協商會議第十二屆東莞市委員會委員。自二零一四年十二月以來，彼一直為慈善機構香港善德基金會的永久名譽會長之一。

廖淑如女士，57歲，執行董事，負責制定本集團策略規劃、監督海外銷售、人力資源、行政及培訓職能。廖女士於二零一八年四月獲委任為董事，且於二零一九年一月被調任為執行董事。廖女士亦擔任弘億有限公司、萬年投資有限公司、萬達國際投資集團有限公司、雋思企業有限公司、QP Holdings Limited、雋思國際企業有限公司、雋思印刷有限公司、雋思物料開發有限公司、雋思貿易有限公司、雋思(香港)有限公司、瑞兆有限公司、Printer's Studio Limited、天津雋思科技有限公司、騰達印刷(鶴山)有限公司及東莞雋思印刷有限公司的董事。彼於一九九零年九月加入本集團，在印刷業擁有逾35年經驗。彼於二零零四年五月獲得香港科技大學行政人員工商管理碩士學位。

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

**Mr. Chan Wang Tao Thomas (陳宏道)**, aged 56, is an executive Director, and is responsible for overseeing business development and sales functions of our Group. Mr. Chan was appointed as our Director in April 2018 and redesignated as an executive Director in January 2019. Mr. Chan also serves as director of Archer Praise Limited, Eternity Year Investment Limited, Multi International Investment Group Limited, Product Innovator Limited, Q P Enterprises Limited, QP Holdings Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Trading Limited, QP (HK) Limited, Radiant Keen Limited and Printer's Studio Limited. He joined our Group in October 2000 and possesses over 20 years of experience in the paper-based items manufacturing and printing industry. Mr. Chan obtained a degree of Executive Master of Business Administration from The Chinese University of Hong Kong in November 2013.

**Ms. Hui Li Kwan (許莉君)**, aged 58, is an executive Director, and is responsible for managing material development and supply. Ms. Hui was appointed as our Director in April 2018 and redesignated as an executive Director in January 2019. Ms. Hui also serves as director of Archer Praise Limited, Eternity Year Investment Limited, Multi International Investment Group Limited, Q P Enterprises Limited, QP Holdings Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Trading Limited, QP (HK) Limited, Radiant Keen Limited and Printer's Studio Limited. She joined our Group in July 1985 and has over 35 years of experience in the printing industry. Ms. Hui is the spouse of Mr. Cheng Wan Wai, an executive Director and Chairman of our Group.

**陳宏道先生**，56歲，執行董事，負責監督本集團的業務發展及銷售職能。陳先生於二零一八年四月獲委任為董事，且於二零一九年一月被調任為執行董事。陳先生亦擔任弘億有限公司、萬年投資有限公司、萬達國際投資集團有限公司、創意產品發展有限公司、雋思企業有限公司、QP Holdings Limited、雋思國際企業有限公司、雋思印刷有限公司、雋思物料開發有限公司、雋思貿易有限公司、雋思(香港)有限公司、瑞兆有限公司以及Printer's Studio Limited的董事。彼於二零零零年十月加入本集團，於紙製品製造及印刷業擁有逾20年經驗。陳先生於二零一三年十一月自香港中文大學取得行政人員工商管理碩士學位。

**許莉君女士**，58歲，執行董事，負責管理物料開發及供應。許女士於二零一八年四月獲委任為董事，且於二零一九年一月被調任為執行董事。許女士亦擔任弘億有限公司、萬年投資有限公司、萬達國際投資集團有限公司、雋思企業有限公司、QP Holdings Limited、雋思國際企業有限公司、雋思印刷有限公司、雋思物料開發有限公司、雋思貿易有限公司、雋思(香港)有限公司、瑞兆有限公司及Printer's Studio Limited的董事。彼於一九八五年七月加入本集團，於印刷業擁有逾35年經驗。許女士為本集團執行董事及主席鄭穩偉先生之配偶。



**Mr. Mak Chin Pang (麥展鵬)**, aged 48, is an executive Director, and is responsible for overseeing administrative and legal compliance matters, accounting and corporate finance functions of our Group. He was appointed as our Director in April 2018 and redesignated as an executive Director in January 2019. Mr. Mak also serves as director of Archer Praise Limited, Eternity Year Investment Limited, Multi International Investment Group Limited, Product Innovator Limited, Q P Enterprises Limited, QP Holdings Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Trading Limited, QP (HK) Limited, Radiant Keen Limited, DPI Laboratory Services Limited and Printer's Studio Limited. He is the chairman of the risk management committee and a member of the remuneration committee and nomination committee of our Company. He joined our Group in May 2001 and has over 20 years of experience in accounting, finance, corporate governance, capital management and strategic planning matters.

Mr. Mak obtained a degree of Bachelor of Business Administration in Finance from the Hong Kong University of Science and Technology in November 1994. He obtained a membership of the Hong Kong Institute of Certified Public Accountants (HKICPA) in April 2001, and was admitted a fellow of the Association of Chartered Certified Accountants (ACCA) in November 2005. He also obtained Six Sigma Green Belt from Six Sigma Institute in July 2013.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. CHAN Hiu Fung Nicholas (陳曉峰)**, *MH*, aged 46, was appointed as our independent non-executive Director in December 2019. He is also the Chairman of the remuneration committee and a member of the audit committee, nomination committee and risk management committee of our Company. Mr. Chan is currently a practising solicitor in Hong Kong and has over 20 years of experience in the legal practice. He has become a partner of Squire Patton Boggs, a law firm since September 2005.

麥展鵬先生，48歲，執行董事，並負責監督本集團行政及法律合規事宜、會計及企業融資職能。彼於二零一八年四月獲委任為董事，並於二零一九年一月被調任為執行董事。麥先生亦擔任弘億有限公司、萬年投資有限公司、萬達國際投資集團有限公司、創意產品發展有限公司、雋思企業有限公司、QP Holdings Limited、雋思國際企業有限公司、雋思印刷有限公司、雋思物料開發有限公司、雋思貿易有限公司、雋思(香港)有限公司、瑞兆有限公司、雋思檢測服務有限公司及Printer's Studio Limited的董事。彼為本公司風險管理委員會主席以及薪酬委員會及提名委員會成員。彼於二零零一年五月加入本集團，於會計、財務、企業管治、資本管理及策略規劃方面擁有逾20年經驗。

麥先生於一九九四年十一月畢業於香港科技大學，取得工商管理(金融)學士學位。彼於二零零一年四月成為香港會計師公會(HKICPA)會員，並於二零零五年十一月成為特許公認會計師公會(ACCA)的資深會員。彼亦於二零一三年七月自六式碼學會獲得六式碼綠帶。

## 獨立非執行董事

陳曉峰先生，榮譽勳章，46歲，於二零一九年十二月獲委任為我們的獨立非執行董事。彼亦為本公司薪酬委員會主席及審核委員會、提名委員會及風險管理委員會成員。陳先生現為香港執業律師，於法律實務方面擁有逾20年經驗。彼自二零零五年九月成為翰宇國際律師事務所合夥人。

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

Mr. Chan was admitted to practise law as a solicitor in Hong Kong in May 1999 and has since then become a member of The Law Society of Hong Kong. He was admitted to practice law in the Australian Capital Territory and Victoria, Australia in June 1997 and October 2000, respectively, and was admitted to practice as a solicitor in England and Wales in October 2007. Mr. Chan graduated from The University of Melbourne, Australia, with a double degree of Bachelor of Laws and Bachelor of Science in March 1997.

Mr. Chan served as a council member of The Law Society of Hong Kong from December 2014 to May 2019. He has also been serving as a council member of The Hong Kong University of Science and Technology since April 2016. In August 2018, he was appointed as a member to the Legal Aid Services Council for a term of two years from 1 September 2018. He was also appointed as a lay assessor to the Medical Council of Hong Kong. He has been appointed as chairman of eBRAM International Online Dispute Resolution Centre Limited (formerly known as eBRAM Centre Limited), a non-governmental organisation in Hong Kong focused on establishing Hong Kong as a world leading online disputes resolution centre. Since November 2018, he has been serving as a council member of Fu Hong Society, a non-governmental organisation in Hong Kong dedicated to help the mentally handicapped and those in need to live with dignity. He has also been appointed as a member of the Hospital Governing Committee of Castle Peak Hospital and Siu Lam Hospital. Mr. Chan was awarded the Medal of Honours from the Government of Hong Kong in July 2016. Mr. Chan was appointed as a representative of the 13th National People's Congress of the PRC in 2019.

Since September 2019, Mr. Chan has been appointed as an independent non-executive director, member of the audit committee and member of the remuneration committee of Sa Sa International Holdings Limited (Stock Code: 178), a company listed on the Main Board of the Stock Exchange.

陳先生於一九九九年五月在香港取得執業律師資格，並自此一直為香港律師會會員。彼於一九九七年六月及二零零零年十月分別在澳洲首都領地及澳洲維多利亞省取得執業律師資格，並於二零零七年十月獲取英格蘭及威爾斯的執業律師資格。陳先生於一九九七年三月畢業於澳洲墨爾本大學，並獲得法學學士及理學學士雙學位。

陳先生自二零一四年十二月至二零一九年五月擔任香港律師會理事會成員。彼亦自二零一六年四月起一直擔任香港科技大學校董會成員。於二零一八年八月，彼獲委任為法律援助服務局成員，任期自二零一八年九月一日起為期兩年。彼亦獲委任為香港醫務委員會業外審裁員。彼已獲委任為香港非政府組織一邦國際網上仲調中心有限公司(前稱一帶一路仲裁及調解中心有限公司)的主席，該組織致力於將香港建設成為一個世界領先的在線爭議解決中心。自二零一八年十一月起，彼一直擔任香港非政府組織扶康會的董事局成員，該組織致力於幫助智障人士及有需要的人士活得有尊嚴。彼亦獲委任為青山醫院及小欖醫院之醫院管治委員會成員。陳先生於二零一六年七月獲得香港政府授予榮譽勳章。陳先生於二零一九年獲委任為中華人民共和國第十三屆全國人大代表。

陳先生已於二零一九年九月獲委任為莎莎國際控股有限公司(股份代號：178)(一間於聯交所主板上市的公司)的獨立非執行董事、審核委員會成員及薪酬委員會成員。

**Prof. CHENG Man Chung Daniel (鄭文聰)**, *BBS, MH, JP*, aged 62, was appointed as our independent non-executive Director in December 2019. He is also the Chairman of the nomination committee and a member of the audit committee, remuneration committee and risk management committee of our Company. He has over 20 years of experience in the engineering industry.

Since August 1993, he has been serving as the Managing Director of Dunwell Group (including Dunwell Industrial (Holdings) Ltd., Dunwell Technology (Holdings) Ltd., Dunwell Enviro-Tech International Ltd.). The business of its group of companies covers collection and handling of waste oil, wastewater and chemical waste, manufacturing and installation of wastewater treatment and recycling system and provision of technical advisory services.

Prof. Cheng serves as the President of the Hong Kong Environmental Industry Association. Between July 2015 and July 2017, he served as the Chairman of the Federation of Hong Kong Industries, and was appointed as its Honorary President since July 2017. He also currently serves as a member of the Chief Executive's Council of Advisers on Innovation and Strategic Development, the Committee on Innovation, Technology and Re-industrialisation and the Advisory Committee on Water Supplies. He is a Fellow of The Hong Kong Institute of Engineers and a registered professional engineer of the Engineers Registration Board.

Prof. Cheng was appointed by The University of Hong Kong as Honorary Professor for the period from March 2016 to February 2019 and as Adjunct Professor for the period from March 2019 to February 2021 in the Department of Industrial and Manufacturing Systems Engineering. He has also been appointed by The Hong Kong Polytechnic University as Professor of Practice (Management) in the Department of Management and Marketing. He was awarded the Medal of Honours from the Government of Hong Kong in July 2007 and appointed as a Justice of the Peace by the Government of Hong Kong in July 2011. In 2017, he received the Bronze Bauhinia Star (BBS) from the Hong Kong government.

**鄭文聰教授**，銅紫荊星章、榮譽勳章、太平紳士，62歲，於二零一九年十二月獲委任為我們的獨立非執行董事。彼亦為本公司提名委員會主席及審核委員會、薪酬委員會及風險管理委員會成員。彼於工程行業擁有逾20年的經驗。

彼自一九九三年八月起一直擔任正昌集團(包括正昌(集團)有限公司、正昌科技(集團)有限公司及正昌環保科技(集團)有限公司)的董事總經理。該集團公司之業務涵蓋廢油、廢水及化學廢物的收集及處理、廢水處理及回收系統的製造及安裝以及提供技術諮詢服務。

鄭教授擔任香港環保產業協會會長。彼於二零一五年七月至二零一七年七月期間擔任香港工業總會主席，且於二零一七年七月獲委任為其名譽會長。彼目前亦擔任行政長官創新及策略發展顧問團、創新、科技及再工業化委員會委員及水務諮詢委員會成員。彼為香港工程師學會資深會員，並為工程師註冊管理局的註冊專業工程師。

鄭教授獲香港大學任命為名譽教授，任期由二零一六年三月至二零一九年二月，並獲該校工業及製造系統工程系委任為客座教授，任期由二零一九年三月至二零二一年二月。彼亦獲香港理工大學委任為管理及市場系應用(管理)教授。彼於二零零七年七月獲得香港政府授予榮譽勳章，並於二零一一年七月獲香港政府委任為太平紳士。彼於二零一七年獲香港政府頒發銅紫荊星章。

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

He obtained a degree of Bachelor of Science in Industrial Engineering from the California State Polytechnic University, Pomona, the United States, in June 1981. In February 2014, he received the Certificate of Congressional Recognition for his induction into the Hall of Fame Class of 2014 from the California State Polytechnic University, Pomona, the United States.

**Mr. NG Shung (吳嵩)**, *JP (Australia)*, aged 56, was appointed as our independent non-executive Director in December 2019. He is also the Chairman of the audit committee and a member of the remuneration committee, nomination committee and risk management committee of our Company. He is a fellow certified public accountant in Hong Kong and has over 10 years of experience in professional accounting. He has been serving as the chairman of the board of directors of Racing World Publications Limited since 2003.

Mr. Ng obtained a degree of Bachelor of Economics from Macquarie University, Australia, in April 1986, and a degree of Master of Commerce in Organizational Behaviour from the University of New South Wales, Australia, in April 1988. He was admitted to the status of Certified Practising Accountant of the Australian Society of Certified Practising Accountants in September 1992, and was issued a Public Practice Certificate by the Australian Society of Certified Practising Accountants in February 1993. He was admitted as a fellow of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) in March 1999. He was also admitted as a fellow of The Hong Kong Institute of Director in January 2018.

彼於一九八一年六月獲得美國波莫納加州州立理工大學工業工程理學學士學位。彼於二零一四年二月因被列入美國波莫納加州州立理工大學二零一四年度名人堂而獲頒發美國眾議院榮譽狀。

**吳嵩**，*太平紳士(澳大利亞)*，56歲，於二零一九年十二月獲委任為我們的獨立非執行董事。彼亦為本公司審核委員會主席及薪酬委員會、提名委員會及風險管理委員會成員。彼為一名香港資深會計師，並於專業會計方面擁有逾10年經驗。彼自二零零三年起一直擔任賽馬天下出版有限公司董事會主席。

吳先生於一九八六年四月在澳洲麥覺理大學取得經濟學學士學位且於一九八八年四月獲得澳洲新南威爾士大學商業(組織行為學)碩士學位。彼於一九九二年九月成為澳洲會計師公會認可之執業會計師，並於一九九三年二月獲得澳洲會計師公會頒發的執業會計證書。彼於一九九九年三月獲准成為香港會計師公會(前稱香港會計師學會)資深會員。彼亦於二零一八年一月獲准成為香港董事學會資深會員。

Mr. Ng had served in the Executive Committee of the Hong Kong Paralympic Committee & Sports Association For The Physically Disabled from 2009 to 2015, and had been the chairman of its public relations and marketing sub-committee from 2010 to 2013. He had served as chairman of the Public Relations and Fundraising Subcommittee and an Elected Member of the General Committee of Riding For The Disabled Association Limited from 2003 to 2010, and the vice-chairman of the International Liaison Subcommittee and vice-chairman of the Rehab Subcommittee from 2011 to 2013 and 2012 to 2015, respectively. He was re-elected as chairman of the Public Relations and Fundraising Subcommittee and an Elected Member of the General Committee and served such roles from 2015 to 2016. He had also served as the president of Hong Kong Racehorse Owners Association from 2014 to 2015. He was appointed as a Voting Member of the Hong Kong Jockey Club in 2016. He was appointed as Justice of the Peace by the Government of New South Wales, Australia, in 1992, and was awarded Chief Executive's Commendation for Community Service by the Government of Hong Kong in 2009.

## SENIOR MANAGEMENT

**Mr. HUNG Wai Ming Kenny (洪偉明)**, aged 59, joined our Group in May 1994. Mr. Hung is the assistant general manager of production of our Group, and is responsible for the management and supervision of our production and manufacturing operations. Mr. Hung also serves as a director of Q P International Limited. Mr. Hung has over 30 years of experience in production management.

**Mr. HA Kevin Tu Hao (何賜豪)**, aged 54, joined our Group in November 2003. Mr. Ha is the director of technology development of our Group, and is responsible for the management and supervision of our technology department. Mr. Ha also serves as a director of Q P International Limited. Mr. Ha has over 20 years of experience in the printing and publishing industry.

吳先生於二零零九年至二零一五年在香港殘疾人奧委會暨傷殘人士體育協會執行委員會任職，並於二零一零年至二零一三年擔任其公關及市務委員會主席。彼曾於二零零三年至二零一零年擔任香港傷健策騎協會有限公司公關及籌募委員會主席及理事會選任理事，並於二零一一年至二零一三年及二零一二年至二零一五年分別擔任國際聯絡委員會副主席和復康委員會副主席。彼於二零一五年至二零一六年期間再次獲選為公關及籌募委員會主席及理事會選任理事。彼亦於二零一四年至二零一五年擔任香港馬主協會會長。彼於二零一六年獲委任為香港賽馬會遴選會員。彼於一九九二年獲澳大利亞新南威爾士政府委任為太平紳士，並於二零零九年獲香港政府頒授行政長官社區服務獎狀。

## 高級管理層

洪偉明先生，59歲，於一九九四年五月加入本集團。洪先生現任本集團的助理生產總經理，負責管理及監督我們的生產及製造業務。洪先生亦擔任雋思國際企業有限公司的董事。洪先生擁有逾30年的生產管理經驗。

何賜豪先生，54歲，於二零零三年十一月加入本集團。何先生現任本集團的技術發展總監，負責管理及監督技術部門。何先生亦擔任雋思國際企業有限公司的董事。何先生於印刷出版業擁有逾20年經驗。

**Mr. CHU Chong Kei Elvis (朱創基)**, aged 56, joined our Group in November 2008. Mr. Chu is the director of quality assurance and compliance of our Group, and is responsible for the management and supervision of our quality assurance and compliance department. Mr. Chu also serves as a director of Q P International Limited. Mr. Chu has over 25 years of experience in the quality control and assurance management in the manufacturing industry.

**Mr. HUI Chun Yip David (許駿業)**, aged 41, joined our Group in November 2009. Mr. Hui is the engineering director of our Group, and is responsible for the management and supervision of our engineering department. Mr. Hui also serves as a director of Q P International Limited. Mr. Hui has over 18 years of experience in the engineering area of the manufacturing industry. He obtained a degree of Bachelor of Engineering in Manufacturing Informatics and Systems Engineering from the City University of Hong Kong in November 2006 and a degree of Master of Engineering in Engineering Management from the Open University of Hong Kong in October 2016. Mr. Hui was certified as a Registered Lean Specialist (Life Type Registration) in October 2014 and a registered lean sigma black belt in March 2015 by the Six Sigma Institute of Hong Kong. In September 2015, he obtained a certificate of certified six sigma black belt from the China Association for Quality. He completed the Industry 4.0 Program Facilitator Training in June 2017 and was awarded a certificate of completion from the Fraunhofer Institutes of Production Technology and the Hong Kong Productivity Council.

**Mr. CHEUNG Chun Man (張俊文)**, aged 47, joined our Group in October 2012. Mr. Cheung is the IT director of our Group, and is responsible for management and supervision of our IT department. Mr. Cheung has over 20 years of experience in the information and technology. Mr. Cheung obtained a degree of a Bachelor of Mathematics from the University of Waterloo in Canada in May 1997.

朱創基先生，56歲，於二零零八年十一月加入本集團。朱先生現任本集團的品質保證及遵章管理總監，負責管理及監督我們的品質保證及遵章部門。朱先生亦擔任雋思國際企業有限公司的董事。朱先生於製造業擁有逾25年的質量控制與保證管理經驗。

許駿業先生，41歲，於二零零九年十一月加入本集團。許先生現任本集團的工程總監，負責管理及監督我們的工程部門。許先生亦擔任雋思國際企業有限公司的董事。許先生於製造業的工程領域擁有逾18年經驗。彼於二零零六年十一月獲得香港城市大學製造業信息與系統工程學士學位，並於二零一六年十月獲得香港公開大學工程管理工程碩士學位。許先生於二零一四年十月及於二零一五年三月分別獲香港六式碼學會認證為註冊精益專家(終身制資格註冊)及註冊精益六式碼黑帶。於二零一五年九月，彼獲得中國質量協會的註冊六式碼黑帶證書。彼於二零一七年六月完成工業4.0項目促進員培訓，並獲得弗朗霍夫研究院生產技術研究所及香港生產力促進局頒發結業證書。

張俊文先生，47歲，於二零一二年十月加入本集團。張先生現任本集團的IT總監，負責管理及監督資訊科技部門。張先生於資訊科技領域擁有逾20年經驗。張先生於一九九七年五月畢業於加拿大滑鐵盧大學，獲得數學學士學位。



**Mr. WONG Hung Pan (黃鴻斌)**, aged 34, joined our Group in March 2017. Mr. Wong is the financial controller of our Group and the company secretary of our Company, and is responsible for financial matters, corporate governance, capital management, company secretarial matters, strategic planning. Mr. Wong has over 12 years of experience in audit and assurance, financial management, and corporate governance with several international accounting firms and listed companies in Hong Kong. Mr. Wong obtained a degree of Bachelor of Arts in Accounting and Finance from the University of Exeter, the United Kingdom, in July 2007 and further obtained a degree of Master of Corporate Governance from the Hong Kong Polytechnic University in September 2019. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, and an associate member of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom.

黃鴻斌先生，34歲，於二零一七年三月加入本集團。黃先生為本集團財務總監及本公司公司秘書，負責財務事宜、企業管治、資本管理、公司秘書事務、策略規劃工作。黃先生在香港多家國際會計師事務所及上市公司擁有超過12年審計及保證、財務管理及企業管治經驗。黃先生於二零零七年七月獲得英國埃克塞特大學的會計及財務文學學士學位。並於二零一九年九月再獲得香港理工大學企業管治碩士學位。彼為香港會計師公會資深會員及為香港特許秘書公會及英國特許公司治理公會(前稱特許秘書及行政人員公會)會員。

\* The English translation of the names is for reference only. The official names of these companies are in Chinese.

The Board is pleased to report to the Shareholders on the corporate governance of the Company for the year ended 31 December 2019.

## CORPORATE GOVERNANCE PRACTICES

The Board is committed to high corporate governance to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has put in place a corporate governance framework and has established a set of policies and procedures based on the Corporate Governance Code (“**CG Code**”) contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). Such policies and procedures provide the infrastructure for enhancing the Board’s ability to implement governance and exercise proper oversight on business conduct and affairs of the Company.

董事會欣然向股東報告本公司截至二零一九年十二月三十一日止年度的企業管治。

## 企業管治常規

董事會力求達至高水平企業管治，保障股東權益、提高企業價值、制定其業務策略及政策、並提高其透明度及問責性。

本公司已訂立企業管治框架，並根據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**」)建立一套政策及程序。該等政策及程序為提高董事會實施管治能力及行使對本公司商業行為及事務進行合理監督提供了基礎。

The Company has adopted the principles and code provisions of the CG Code contained in Appendix 14 of the Listing Rules as the basis of the Company's corporate governance practices. The Company has applied and complied with the CG Code in each case as set out in Appendix 14 to the Listing Rules during the year ended 31 December 2019, except for the deviation from the CG Code of code provision A.2.1. Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual and the division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. Mr. Cheng Wan Wai currently holds both positions of the chairman of the Board and the chief executive officer of the Company, being responsible for the effective functioning of the Board in accordance with good corporate governance practice and implementing objectives, policies and strategies approved by members of the Board from time to time. Mr. Cheng has been the key leadership figure of the Group who has been primarily involved in the formulation of business strategies and, more importantly, the determination of the overall direction of the Group since 1985. The Board considers that having Mr. Cheng acting as both our chairman and chief executive officer provides strong and consistent leadership to our Group and facilitate the efficient execution of our business strategies. Also, the Board considers there are adequate safeguards in place to ensure sufficient balance of powers within the Board, such as major issues affecting the operations of the Company are made in consultation with experienced and high caliber Directors in regular Board meetings, the delegation of authorities to the management and the supervision of the management by the members of the Board and the relevant Board committees. Having considered the factors mentioned above, the Board considers Mr. Cheng is the best candidate for both positions and the present arrangements are beneficial and in the interest of the Group and the Shareholders as a whole. The Board will continue to review and consider segregating the roles of the chairman and chief executive officer at an appropriate time, taking into account the circumstances of the Group as a whole.

本公司已採納上市規則附錄十四所載企業管治守則的原則及守則條文，作為本公司企業管治常規的基礎。截至二零一九年十二月三十一日止年度，本公司已應用及遵守上市規則附錄十四所載的企業管治守則，惟偏離企業管治守則守則條文第A.2.1條除外。根據企業管治守則的守則條文第A.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任，且主席與行政總裁之間職責的分工應清楚界定並以書面列載。鄭穩偉先生目前兼任本公司董事會主席及行政總裁，負責帶領董事會根據良好企業管治常規有效運作，並實施董事會成員不時批准的目標、政策及策略。鄭先生自一九八五年起一直為本集團的主要領導人，主要涉及制定業務策略，且更重要的是，負責釐定本集團的整體方向。董事會認為，由鄭先生兼任主席與行政總裁可為本集團提供強而有力及貫徹一致的領導，並促進我們業務策略的有效執行。此外，董事會相信已有足夠措施保障董事會內的權力平衡，例如影響本公司業務的重大事項均在定期董事會會議先諮詢經驗豐富及優秀的董事，下放權力至管理層及由董事會成員與相關董事委員會監督管理層。經考慮上述因素後，董事會認為鄭先生為該兩個職位的最佳人選，而現時的安排屬有利且符合本集團及股東之整體利益。董事會將繼續檢討，並在參考本集團整體情況的前提下考慮於適當時候分拆主席與行政總裁的職位。

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard indicated by the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

All Directors have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code adopted by the Company since the Listing Date and up to the date of this annual report.

## BOARD OF DIRECTORS Roles and Responsibilities

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance and takes decisions objectively in the best interests of the Company. The Board directly and indirectly through its committees, leads and provides direction to the management by laying down strategies and overseeing their implementation by the management. The Board monitors the operating and financial performance of the Group, reviews the internal control policies of the Group, and ensures that effective governance and sound internal control and risk management systems are in place. The Board operates under defined terms of reference which set out matters specifically reserved for its decision. The terms of reference are available on the website of the Company.

The Board should regularly review the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances at the Company's expenses for discharging their duties to the Company. The Directors shall disclose to the Company details of other offices held by them.

## 證券交易之標準守則

本公司已採納有關董事進行證券交易的操守守則，其條款不遜於上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」）。

經本公司作出具體查詢後，全體董事均確認自上市日期起至本年報日期已遵守本公司採納的標準守則所載所需標準。

## 董事會 角色及責任

本公司由高效的董事會領導，董事會監察本集團之業務、策略方針及表現，並以本公司最大利益為目的作出客觀的決定。董事會直接及間接地透過委員會制訂策略及監督管理層執行該等策略，以領導及指引管理層。董事會監察本集團的經營及財務表現，檢討本集團的內部控制政策，並確保設有有效的監管以及健全的內部控制與風險管理體系。董事會按既定職權範圍行事，其中載有須由董事會決定的具體事項。職權範圍載於本公司網站。

董事會應定期審查董事就向本公司履行其職責時需作出的貢獻，及董事有否投入充足時間履行其職責。

全體董事均可全面並及時獲得本公司所有資料，並可於要求時在適當情況下尋求獨立專業意見，以向本公司履行其職責，費用由本公司承擔。董事須向本公司披露其所擔任的其他職位的詳情。

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

### Board Composition

The Board currently comprises nine Directors, consisting of six executive Directors and three independent non-executive Directors, whose biographical information set out in the section headed “Biographical Details of Directors and Senior Management” of this annual report. The composition of the Board is as follow:

#### Executive Directors

Mr. CHENG Wan Wai (*Chairman*)  
Mr. YEUNG Keng Wu Kenneth  
Ms. LIU Shuk Yu Sanny  
Mr. CHAN Wang Tao Thomas  
Ms. HUI Li Kwan  
Mr. MAK Chin Pang

#### Independent Non-Executive Directors

Mr. CHAN Hiu Fung Nicholas  
Prof. CHENG Man Chung Daniel  
Mr. NG Shung

董事會負責決定所有與政策事宜、策略及預算、內部控制及風險管理、重大交易(尤其是涉及利益衝突者)、財務資料、委任董事及本公司其他重大營運事宜有關的重大事宜。有關執行董事會決策、指導及協調本公司日常營運及管理的責任則下放管理層。

### 董事會組成

董事會目前共有九位董事，包括六位執行董事以及三位獨立非執行董事，本公司各董事履歷詳情載於本年報「董事及高級管理層履歷」一節。董事會組成如下：

#### 執行董事

鄭穩偉先生(主席)  
楊鏡湖先生  
廖淑如女士  
陳宏道先生  
許莉君女士  
麥展鵬先生

#### 獨立非執行董事

陳曉峰先生  
鄭文聰教授  
吳嵩先生

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations. The independent non-executive Directors will also be able to provide an impartial, external opinion to protect the interests of our public Shareholders.

全體董事(包括獨立非執行董事)均為董事會帶來各種不同的寶貴業務經驗、知識及專業，使其可高效有效運作。獨立非執行董事負責確保本公司有高標準的監管報告，並就企業行動及營運作出有效獨立判斷，為董事會帶來平衡。獨立非執行董事亦可提供公正的外部意見，保障公眾股東的權益。

## Board Meetings and Directors' Attendance Records

Regular Board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors.

## 董事會會議及董事出席紀錄

董事會應每年舉行至少四次定期會議，且大部分董事須親身出席或透過電子通訊方法積極參與。

During the date of the Listing and up to the date of this annual report (the “Reporting Period”), one Board meeting was held, at which the Directors approved, among other things, the annual results of the Group for the year ended 31 December 2019.

於上市日期及直至本年報日期(「報告期間」)，曾舉行一次董事會會議，會中董事批准(其中包括)本集團截至二零一九年十二月三十一日止年度的年度業績。

The attendance records of each director at the Board, Board Committee meetings, AGM and extraordinary general meeting (“EGM”) during the Reporting Period are set out in the table below:

下表載列於報告期間內，每位董事出席董事會、董事會委員會會議、股東週年大會及股東特別大會(「股東特別大會」)的紀錄：

Name of Directors	董事姓名	Attendance/Number of Meetings 出席/會議次數					Risk	AGM	EGM
		Board	Audit Committee	Remuneration Committee	Nomination Committee	Management Committee	風險		
		董事會	審核委員會	薪酬委員會	提名委員會	管理委員會	股東週年大會	股東特別大會	
Mr. CHENG Wan Wai (Chairman)	鄭鴻偉先生(主席)	1/1	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用	
Mr. YEUNG Keng Wu Kenneth	楊鏡湖先生	1/1	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用	
Ms. LIU Shuk Yu Sunny	廖淑如女士	1/1	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用	
Mr. CHAN Wang Tao Thomas	陳宏道先生	1/1	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用	
Ms. HUI Li Kwan	許莉君女士	1/1	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用	
Mr. MAK Chin Pang	麥展鵬先生	1/1	N/A不適用	1/1	1/1	1/1	N/A不適用	N/A不適用	
Mr. CHAN Hiu Fung Nicholas	陳曉峰先生	1/1	1/1	1/1	1/1	1/1	N/A不適用	N/A不適用	
Prof. CHENG Man Chung Daniel	鄭文聰教授	1/1	1/1	1/1	1/1	1/1	N/A不適用	N/A不適用	
Mr. NG Shung	吳嵩先生	1/1	1/1	1/1	1/1	1/1	N/A不適用	N/A不適用	



Apart from regular Board meetings, the Chairman also held a meeting with the independent non-executive Directors without the presence of other Directors during the Reporting Period.

### Independent non-executive Directors

The independent non-executive Directors have been appointed by the Company for a fixed term of three years commencing from 16 January 2020. Such appointment may be terminated in accordance with the terms of the letters of appointment, including by either party giving to the other party not less than one month's advance written notice of termination.

The independent non-executive Directors have brought in a wide range of business and financial expertise, experience and independent judgement to the Board. Through active participation in the Board meetings and serving on various Board committees, all independent non-executive Directors will continue to make various contributions to the Company.

Throughout the Reporting Period, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing at least one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. Based on such confirmations, the Company is of the view that all independent non-executive Directors are independent during the Reporting Period.

除常規董事會會議外，主席與獨立非執行董事於報告期間內亦已在其他董事缺席的情況下舉行一次會議。

### 獨立非執行董事

本公司已委任獨立非執行董事，任期自二零二零年一月十六日起，為期三年。該委任可根據委任書的條款終止，包括其中一方即可向另一方於不少於一個月提前發出書面終止通知。

獨立非執行董事為董事會帶來廣泛業務及財務專業知識、經驗及獨立判斷。通過積極參與董事會會議並於各董事會委員會任職，所有獨立非執行董事將繼續為本公司作出各種貢獻。

於報告期間內，董事會一直遵守上市規則有關委任最少三名獨立非執行董事且當中最少一名擁有適當專業會計資格或相關財務管理專業知識的規定以及獨立非執行董事數目佔董事會最少三分之一。

本公司已接獲各獨立非執行董事根據上市規則第3.13條所載獨立性指引提交的年度獨立性確認書。根據有關確認書，本公司認為所有獨立非執行董事於報告期間內均為獨立。

## Appointment and Re-election of Directors

Each of the Directors has entered into a service agreement or a letter of appointment with the Company for a specific term and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles.

At any time or from time to time, the Board shall have the power to appoint any person as a Director either to fill a casual vacancy on the Board or as an additional Director to the existing Board subject to any maximum number of Directors, if any, as may be determined by the shareholders of the Company (the “Shareholders”) in general meeting. Any Director so appointed to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director so appointed as an addition to the existing Board shall hold office only until the first AGM of the Company after his appointment and be eligible for re-election at such meeting. Any Director so appointed by the Board shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an AGM.

At each AGM, one third of the Directors for the time being shall retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors to retire in each year shall be those who have been in office longest since their last re-election or appointment but, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

## 董事之委任及重選

各董事均已與本公司訂立特定期限的服務協議或委任書，並受其中終止條文及細則所載的董事輪席退任規定限制。

董事會有權隨時或不時委任任何人士為董事，以填補董事會臨時空缺或增加現有董事會的人數，惟須受本公司股東（「股東」）可能於股東大會上釐定的董事人數上限（如有）規限。任何以此方式獲委任以填補董事會臨時空缺的董事的任期僅至其委任後本公司首屆股東大會為止，屆時有資格於有關會議膺選連任。任何以此方式獲委任以增加現有董事會人數的董事的任期僅至其委任後本公司首屆股東週年大會為止，屆時有資格於有關會議膺選連任。於確定股東週年大會輪值退任的董事或董事人數時，不考慮任何以此方式獲董事會委任的董事。

在每屆股東週年大會上，當時三分之一董事將輪席退任。若董事人數並非三的倍數，則以最接近但不少於三分之一的人數為準。每年須退任的董事將為自上次獲選連任或委任後任期最長的董事，惟倘多位董事於同一日成為董事或獲選連任，則以抽籤決定須退任的董事名單（除非彼等之間另有協定）。

No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected has been lodged at the head office or at the registration office of the Company. The period for lodgment of such notices shall commence no earlier than the day after despatch of the notice of the relevant general meeting and end no later than seven days before the date of such general meeting and the minimum length of the period during which such notices to the Company may be lodged must be at least seven days.

### Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant. The Directors are encouraged to participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate.

Every newly appointed Director has received a formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. Such induction shall be supplemented by visits to the Company's key plant sites and meetings with senior management of the Company.

Prior to the Listing, all Directors have been given the training regarding the directors' duties and responsibilities, corporate governance and regulatory updates and relevant reading materials including compliance manual/legal and regulatory updates/seminar handouts have been provided to the Directors for their reference and studying.

退任董事以外的人士概無資格於任何股東大會膺選董事職務，除非經董事會推薦，並須將推舉有關人士為董事的意向的書面通知，以及有關獲推舉人士表示願意接受膺選的書面通知，送呈本公司總辦事處或註冊辦事處。寄發該等通知書的期間由不早於寄發相關股東大會通告當日至不遲於該股東大會日期前七日止，而向本公司發出有關通知書的通知期亦必須為最少七天。

### 董事的持續專業發展

董事應及時了解監管發展及變化，以助彼等有效地履行職責，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。本公司鼓勵董事參與適當的持續專業發展，培養及更新其知識與技能。我們會於需要時為董事安排內部簡介會及提供相關主題的讀物。

每名新任董事均於首次獲委任時獲提供正式及全面的入職介紹，確保新董事可適當掌握本公司業務及營運，並完全了解於上市規則及相關法規要求下的董事職責及責任。有關入職介紹還包括考察本公司的主要廠房場地，並與本公司的高級管理層會面。

上市前，所有董事均已就作為董事的職責及責任、企業管治及監管更新獲提供培訓，董事亦獲提供有關閱讀材料(包括合規手冊／法律及監管更新／研討會講義)，供彼等參考和研究。

## BOARD COMMITTEES

The Board has established four committees, namely, the audit committee, remuneration Committee, nomination Committee and risk management committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Board Committees are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

### Audit Committee

The audit committee of the Company ("**Audit Committee**") consists of three independent non-executive Directors, namely Mr. NG Shung, Mr. CHAN Hiu Fung Nicholas and Prof. CHENG Man Chung Daniel, and is chaired by Mr. NG Shung who has appropriate professional qualifications, accounting and related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

Under its terms of reference, the primary duties of the Audit Committee are to (i) make recommendations to the Board on the appointment and removal of the external auditor; (ii) review the financial statements of the Group and monitoring the integrity of such financial statements; and (iii) oversight the financial reporting, risk management and internal control systems of the Group, oversee our audit process.

### 董事委員會

董事會已成立四個委員會，即審核委員會、薪酬委員會、提名委員會及風險管理委員會，以監管本公司事務的特定方面。本公司所有董事委員會均已訂明書面職權範圍，清楚說明彼等之權限及職責。董事委員會的職權範圍刊登於本公司網站及聯交所網站，並可應要求供股東查閱。

### 審核委員會

本公司審核委員會（「**審核委員會**」）包括三名獨立非執行董事，即吳嵩先生、陳曉峰先生及鄭文聰教授。吳嵩先生擔任主席，其具備上市規則第3.10(2)條所規定之適當專業資格、會計及相關財務管理專業知識。

根據職權範圍，審核委員會的主要職責為(i)向董事會提出有關聘任及罷免外聘核數師之建議；(ii)審閱本集團的財務報表並監控該等財務報表的完整性；及(iii)監督本集團的財務報告、風險管理及內部監控系統，監督我們的審核程序。

During the Reporting Period, the Audit Committee held one meeting on 24 March 2020. Since the Listing Date, the Audit Committee had reviewed, among others, the results announcements, the annual report and significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, appointment of external auditors and relevant scope of works and, and arrangements for employees to raise concerns about possible improprieties. The Audit Committee also met the external auditors once without the presence of the executive Directors.

The Company's consolidated financial statements for the year ended 31 December 2019 have been reviewed by the Audit Committee. The Audit Committee considered that the relevant financial statements have been prepared in compliance with the applicable accounting principles and requirements of the Stock Exchange and disclosures have been fully made.

### Remuneration Committee

The remuneration committee of the Company (“**Remuneration Committee**”) comprises three independent non-executive Directors, namely Mr. CHAN Hiu Fung Nicholas, Prof. CHENG Man Chung Daniel and Mr. NG Shung and one Executive Director, namely Mr. MAK Chin Pang, and is chaired by Mr. CHAN Hiu Fung Nicholas.

Under its terms of reference, the primary duties of the remuneration committee are to review and determine the terms of remuneration packages, bonuses and other compensation payable to Directors and senior management of our Group.

During the Reporting Period, the Remuneration Committee held one meeting on 24 March 2020. Since the Listing Date, the Remuneration Committee had considered the relevant matters regarding/to review and make recommendation to the Board on the remuneration policy and the remuneration packages of the executive Directors and senior management.

於報告期間，審核委員會已於二零二零年三月二十四日舉行一次會議。自上市日期起，審核委員會已審閱(其中包括)業績公告、年報以及有關財務報告、營運及合規控制、風險管理及內部監控系統及內部審核職能的成效、外聘核數師的聘任及相關工作範圍及讓僱員就可能的不當行為提出關注的安排等重大事宜。審核委員會亦於執行董事避席的情況下與外聘核數師有一次會面。

審核委員會已審查本公司截至二零一九年十二月三十一日止年度的綜合財務報表。審核委員會認為，有關財務報表已按照聯交所適用之會計原則及規定編製，並已作出充分披露。

### 薪酬委員會

本公司薪酬委員會(「**薪酬委員會**」)包括三名獨立非執行董事陳曉峰先生、鄭文聰教授及吳嵩先生以及一名執行董事麥展鵬先生。陳曉峰先生擔任主席。

根據職權範圍，薪酬委員會的主要職責為檢討及釐定應付本集團董事及高級管理層之薪酬待遇，花紅及其他報酬之條款。

於報告期間，薪酬委員會於二零二零年三月二十四日舉行了一次會議。自上市日期起，薪酬委員會已審議有關執行董事及高級管理層的薪酬政策及薪酬待遇的有關事宜／審閱執行董事及高級管理層的薪酬政策及薪酬待遇並向董事會提出建議。

Details of the remuneration of the Company's Directors and five highest paid individuals are set out in note 9 to the consolidated financial statements for the year ended 31 December 2019. The range of remuneration of the senior management are as follows:

有關本公司董事及五名最高薪人士薪酬的詳情載於截至二零一九年十二月三十一日止年度綜合財務報表附註9。高級管理層的薪酬範圍如下：

Range of Remuneration	薪酬範圍	Number of Senior Management 高級管理層人數
HK\$nil to HK\$1,000,000	零港元至1,000,000港元	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	4
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	2

In February 2020, Mr. To Kam Yiu Daniel (one of our senior management as stated in the Prospectus) resigned as a director of supply chain operation of our Group.

於二零二零年二月，杜鑑耀先生(招股章程所述高級管理層之一)辭任本集團供應鏈營運總監一職。

### Nomination Committee

The nomination committee of the Company (“**Nomination Committee**”) comprises three independent non-executive Directors, namely Prof. CHENG Man Chung Daniel, Mr. CHAN Hiu Fung Nicholas and Mr. NG Shung and one Executive Director, namely MAK Chin Pang, and is chaired by Prof. CHENG Man Chung Daniel.

### 提名委員會

本公司提名委員會(「**提名委員會**」)包括三名獨立非執行董事鄭文聰教授、陳曉峰先生、吳嵩先生以及一名執行董事麥展鵬先生。鄭文聰教授擔任主席。

Under its terms of reference, the primary duties of the Nomination Committee are to make recommendations to our Board on the appointment and removal of our Directors.

根據職權範圍，提名委員會的主要職責為就董事的委任及罷免向董事會提出建議。



In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board diversity policy. The Nomination Committee would discuss and agree on measurable objectives for achieving and maintaining diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Director Nomination Policy that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

During the Reporting Period, Nomination Committee held one meeting on 24 March 2020. Since the Listing Date, the Nomination Committee had reviewed the structure, size and composition of the Board and the independence of the independent non-executive Directors and to consider the qualifications of the retiring directors standing for election at the AGM. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained and has not set any measurable objective implementing the Board diversity policy.

### **Risk Management Committee**

The risk management committee of the Company ("**Risk Management Committee**") comprises three independent non-executive Directors, namely Mr. CHAN Hiu Fung Nicholas, Prof. CHENG Man Chung Daniel and Mr. NG Shung and one Executive Director, namely Mr. Mak Chin Pang, and is chaired by Mr. Mak Chin Pang.

於評估董事會組成時，提名委員會將考慮本公司董事會多元化政策中載列的董事會多元化的各個方面和因素。提名委員會將討論並在必要時商定實現和維持董事會多元化的可計量目標，並建議董事會採納。

於物色及選擇合適的董事候選人時，提名委員會在向董事會作出建議之前，將考慮董事提名政策中載列的候選人的相關標準，以補充公司策略並在適當情況下實現董事會多元化。

於報告期間，提名委員會於二零二零年三月二十四日舉行了一次會議。自上市日期起，提名委員會已審閱董事會的架構、規模及組成以及獨立非執行董事的獨立性，並審議在股東週年大會上膺選的退任董事的資格。提名委員會認為，董事會多元化觀點的適當平衡已得以維持，惟並未設定實施董事會多元化政策的任何可計量目標。

### **風險管理委員會**

本公司風險管理委員會（「**風險管理委員會**」）包括三名獨立非執行董事陳曉峰先生、鄭文聰教授及吳嵩先生以及一名執行董事麥展鵬先生。麥展鵬先生擔任主席。

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

During the Reporting Period, the Risk Management Committee held one meeting on 24 March 2020. Since the Listing Date, the Risk Management Committee had reviewed the risk management and internal control systems and the effectiveness of the Company's internal audit function.

### Board Diversity Policy

In order to enhance the effectiveness of our Board and to maintain the high standard of corporate governance, we have adopted the Board diversity policy which is available on the Company's website. It sets out the objective and approach to achieve and maintain diversity of our Board. Pursuant to the Board diversity policy, we seek to achieve Board diversity through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to gender, skills, age, professional experience, knowledge, cultural, education background, ethnicity and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to our Board.

根據職權範圍，風險管理委員會的主要職責包括(但不限於)：(i) 審查本集團的風險管理制度，並確保管理層已履行其職責以建立有效的風險管理制度；(ii) 制定風險政策及標準；(iii) 審查本集團的重大風險敞口；(iv) 每年審查重大風險於性質與程度上的變化；(v) 每年審查管理層對風險管理系統進行持續監控之範圍和質量；(vi) 審查董事作出對沖安排之決定；(vii) 審查對沖政策之成效；及(viii) 在適當及有必要的情況下，向董事會提供有關改善對沖政策之建議。

於報告期間，風險管理委員會於二零二零年三月二十四日舉行了一次會議。自上市日期起，風險管理委員會已審閱風險管理及內部控制系統以及本公司內部審核職能的成效。

### 董事會多元化政策

為提高董事會的效率及維持高企業管治水平，本公司已採納董事會多元化政策，其載於本公司網站，載列達致及維持董事會多元化的目的及方法。根據董事會多元化政策，本公司透過於甄選董事會人選時考慮多項因素而力求達致董事會多元化，其中包括但不限於性別、技能、年齡、專業經驗、知識、文化、教育背景、種族及服務年期。最終的委任決定將根據有能者居之的原則以及獲選人員將為董事會帶來的貢獻而決定。

Our Directors have a balanced mix of knowledge and skills, including overall management and strategies and planning, human resources, administration and training, business development, sales, material development, procurement, accounting and corporate finance, engineering, information technology and legal compliance. We have three independent non-executive Directors with different industry backgrounds, representing one third of the members of our Board. Taking into account our existing business model and specific needs as well as the different background of our directors, the composition of our Board satisfies our Board diversity policy.

Our nomination committee is responsible for ensuring the diversity of our Board members. After the Listing, our nomination committee will review the Board diversity policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of the Board diversity policy on an annual basis.

### Corporate Governance Functions

The Board is responsible for performing the functions set out in the Code Provision D.3.1 of the CG Code.

During the Reporting Period, the Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Company's compliance with the CG Code and disclosure in this corporate governance report.

我們的董事具備均衡的知識及技能，包括整體管理及策略及規劃、人力資源、行政管理及培訓、業務發展、銷售、物料開發、採購、會計及企業融資、工程、資訊科技及法律合規性。我們三名獨立非執行董事均具有不同的行業背景，人數佔董事會成員的三分之一。經考慮現時的業務模式、具體需要及董事的不同背景，董事會組成符合董事會多元化政策。

提名委員會負責確保董事會成員的多元化。上市後，提名委員會將不時檢討董事會多元化政策，以確保其持續有效性，且本公司每年於企業管治報告披露有關董事會多元化政策的落實情況。

### 企業管治職能

董事會負責履行企業管治守則之守則條文第D.3.1條所載之職能。

於報告期間，董事會已審閱本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司遵守法律和法規要求的政策及常規、標準守則遵守情況、本公司遵守企業管治守則，以及本企業管治報告的披露。

## RISK MANAGEMENT AND INTERNAL CONTROLS

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.

In order to ensure the internal control operate effectively, the Company has adopted a series of internal control policies, procedures and programmes designed to provide reasonable assurance for achieving objectives including effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations. The Board reviews the risk management and internal controls annually. Highlights of the Company's internal control system include the following:

*Code of conduct* — Our code of conduct explicitly communicates to each employee our values, acceptable criteria for decision-making and our ground rules for behavior.

*Internal audit* — Our internal audit team regularly monitors key controls and procedures in order to assure our management and the Board of Directors that the internal control system is functioning as intended. The Audit Committee of the Board of Directors is responsible for supervising our internal audit function.

*Compliance with Listing Rules* — Our various policies aim to ensure compliance with the Listing Rules, including but not limited to aspects related to corporate governance, connected transactions and securities transactions by the Directors.

*Enhanced internal control procedures to prevent the recurrence of non-compliance incidents* — The Company also adopted a number of enhanced internal control procedures to prevent the recurrence of non-compliance incidents.

## 風險管理及內部監控

董事會確認其有關風險管理及內部監控系統以及檢討彼等成效之責任。該等系統乃旨在管理而非消除未能達成業務目標之風險，且只能就不會出現重大失實陳述或損失作出合理而非絕對保證。

為確保內部監控有效運行，本公司已採納一系列內部監控政策、程序及計劃以合理確保實現高效運營、可靠的財務報告並符合適用法律及法規等目標。董事會每年檢討風險管理及內部監控。本公司的內部監控制度概要如下：

*行為守則* — 行為守則向各員工切實表明我們的價值、決策的可接受標準及行為基本規則。

*內部審核* — 內部審核團隊定期監察主要控制及程序，以向管理層及董事會保證內部監控系統按預期運作。董事會審核委員會負責監管內部審核職能。

*遵守上市規則* — 我們各種政策旨在確保遵守上市規則有關(包括但不限於)企業管治、關連交易及董事進行證券交易的規定。

*加強內部監控程序以防止不合規事件再次發生* — 本公司亦已採納多項經加強的內部監控程序，防止不合規事件再次發生。

We have established a set of risk management policies and measures to identify, evaluate and manage risks arising from our operations. Our risk management process starts with identifying the major risks associated with our corporate strategy, goals and objectives. Each of our operating departments is responsible for identifying and analyzing risks associated with its function, maintaining a comprehensive risk register, preparing risk mitigation plans, measuring effectiveness of such risk mitigation plans and reporting the status of risk management. Our audit personnel, the Audit Committee of the Board of Directors, and ultimately the Board of Directors supervise the implementation of our risk management policy at the corporate level by bringing together each operating department, such as quality control, research and development and sales, to collaborate on risk issues among different functions.

The Board of Directors and the senior management are accountable for the overall responsibility in respect of monitoring the implementation of internal control and risk management procedures and other measures in the Group. The Company's risk management and internal control system aims at managing but not eliminating the risk for not being able to achieve the business objective. Moreover, only reasonable but not absolute guarantee is made for materially untrue statement or loss. The Board, through the Risk Management Committee and Audit Committee, conducted an annual review of both design and implementation effectiveness of the risk management and internal control systems of the Group, which covered all material controls including financial, operational and compliance control. Such annual review was done with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal control and financial reporting functions are adequate. In this respect, the Risk Management Committee and Audit Committee communicated any material issues to the Board.

我們已設立一套風險管理政策及措施，以識別、評估及管理營運產生的風險。風險管理程序始於識別與企業策略、宗旨及目標有關的主要風險。各營運部門負責識別及分析與其職能有關的風險，維持全面的風險紀錄、編製降低風險計劃、計量有關降低風險計劃的成效及報告風險管理情況。審核人員、董事會審核委員會及最終董事會監管企業層面風險管理政策的執行情況，透過質量管理、研發及銷售等各營運部門的合作，於不同職能的風險管理事宜上互相配合。

董事會與高級管理層就監督及落實本集團的內部監控與風險管理程序以及其他措施承擔整體責任。本公司的風險管理及內部監控制度旨在管理而非消除未能達成業務目標的風險。此外，只能就有重大的失實陳述或損失的陳述作出合理而非絕對的保證。董事會透過風險管理委員會及審核委員會對本集團風險管理及內部監控系統的設計及實施成效進行年度檢討，涵蓋所有重大監控，包括財務、營運及合規監控。進行該項年度檢討旨在確保本集團在會計、內部監控及財務申報職能方面的資源、員工資歷及經驗、培訓計劃及有關預算均屬充份。就此而言，風險管理委員會及審核委員會會就任何重大事宜與董事會溝通。

## **DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS**

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2019.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the section of "Independent Auditor's Report" of this annual report.

## **董事有關財務報表的責任**

董事知悉彼等編製本公司截至二零一九年十二月三十一日止年度財務報表的職責。

就董事所知，並無任何重大不明朗事件或情況可能會嚴重影響本公司持續經營的能力。

本公司獨立核數師就等有關財務報表之申報責任之聲明載於本年報「獨立核數師報告」一節。



## AUDITORS' REMUNERATION

The remuneration paid/payable to the Company's external auditors, PricewaterhouseCoopers, in respect of audit services and non-audit services for the year ended 31 December 2019 amounted to approximately HK\$1.7 million and approximately HK\$1.6 million respectively, details of which are set out below:

## 核數師酬金

於截至二零一九年十二月三十一日止年度，就審核服務及非審核服務已付／應付本公司外聘核數師羅兵咸永道會計師事務所的酬金分別為約1.7百萬港元及約1.6百萬港元，詳情如下：

Service Category	服務類別	Fees Paid/ Payable 已付／應付費用 HKD'000 千港元
Audit Services	審核服務	1,650
Non-audit services	非審核服務	
– Initial public offering of the Group	– 本集團首次公開發售	1,627
– Other services	– 其他服務	—
Total	總計	3,277

## COMPANY SECRETARY

The company secretary of the Company (the “**Company Secretary**”), Mr. WONG Hung Pan, who is also the financial controller of the Group, is a full-time employee of the Company. His biography is set out in the section of “Biographical Details of Directors and Senior Management” of this annual report.

The Company Secretary is to ensure a good information flow within the Board and between the Board and senior management of the Company, to provide advice to the Board in relation to the Directors' obligations under the Listing Rules and applicable laws and regulations and to assist the Board in implementing the corporate governance practices. For the year ended 31 December 2019, the Company Secretary had attended not less than 15 hours of relevant professional training as required under Rule 3.29 of the Listing Rules.

## 公司秘書

本公司之公司秘書(「**公司秘書**」)(兼本集團財務總監)黃鴻斌先生為本公司之全職僱員。其履歷載列於本年報「董事及高級管理層履歷」一節。

公司秘書確保董事會成員之間以及董事會與本公司高層管理層之間之資訊交流良好，就根據上市規則及適用法律法規之董事責任向董事會提供意見，以及協助董事會實行企業管治常規。截至二零一九年十二月三十一日止年度，公司秘書已按上市規則第3.29條之要求，參加不少於十五小時的相關專業培訓。

## SHAREHOLDERS' RIGHTS.

The Company engages with Shareholders through various communication channels.

To safeguard Shareholder interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Director. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

### Convening an Extraordinary General Meeting by the Shareholders

Pursuant to Article 64 of the Company's amended and restated memorandum and articles of association (the "**Articles**"), the Board may whenever it thinks fit, convene an EGM. EGM shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

## 股東權利

本公司以各種溝通渠道與股東接觸。

為保障股東利益及權利，應就各重大個別事項(包括選舉個別董事)於股東大會上提出單獨決議案。所有於股東大會上提呈的決議案，將根據上市規則以投票方式表決，表決結果將於各股東大會後登載於本公司及聯交所網站。

### 股東召開股東特別大會

根據本公司經修訂及重列的組織章程大綱及細則(「**細則**」)第64條，董事會可於其認為合適的時候召開股東特別大會。股東特別大會可應一位或多於一位於請求書提交日期持有附帶可於股東大會上投票的本公司已繳足股本不少於十份之一的股東要求召開。該等請求書須以書面提交董事會或本公司秘書，以要求董事會召開股東特別大會處理該等請求書列明的任何事項。有關大會須於遞交請求書後兩個月內舉行。倘董事會未能於請求書遞交日期後21日內安排召開有關大會，則請求人可自行以相同方式召開大會，而本公司將會向請求人償付因董事會未能召開大會而令請求人產生的所有合理開支。

## Putting Forward Proposals at a General Meeting

A Shareholder shall make a written requisition to the Board or the Company Secretary at the principal place of business in Hong Kong of the Company at Flat J, 21/F, Kings Wing Plaza 2, No. 1 On Kwan Street, Shek Mun, Shatin, New Territories, Hong Kong, specifying the shareholding information of the Shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

## Putting Forward Enquiries to the Board

Shareholders have the right to put forward enquiries to the Board at general meeting or send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Flat J, 21/F, Kings Wing Plaza 2, No. 1 On Kwan Street, Shek Mun, Shatin, New Territories, Hong Kong  
(For the attention of the Board/Company Secretary)

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

## 於股東大會上提呈建議

股東可向本公司香港主要營業地點(地址為新界沙田石門安群街1號京瑞廣場2期21樓J室)之董事會或公司秘書提出書面請求，當中須註明該股東之股權資料，其聯繫方式及擬就任何具體事務／事宜而於股東大會上提呈之建議及其證明文件。

## 向董事會作出查詢

股東有權於股東大會上向董事會作出查詢或向本公司作出書面查詢。本公司一般不會處理口頭或匿名查詢。

股東可將上述查詢或請求發送至以下地址：

地址：香港新界沙田石門安群街1號  
京瑞廣場2期21樓J室  
(註明收件人為董事會／公司秘書)

為免生疑慮，股東必須將正式簽署的書面請求、通知或聲明或查詢(視情況而定)的正本送交及寄往上述地址，同時提供全名、聯絡詳情及身份，方為有效。股東資料或會按法例規定披露。

## Procedures for Shareholders to Propose a Person for Election as a Director of the Company

The Company adopts a formal, considered and transparent procedure for Shareholders to propose a person for election as a director of the Company. The following procedures are subject to the Articles, the Companies Law of the Cayman Islands and applicable legislation and regulation:

- If a Shareholder, who is entitled to attend and vote at the general meeting convened to deal with the appointment or election of Director(s), wishes to propose a person (other than himself/herself) for election as a Director at that meeting, he/she may lodge a written notice with the Company Secretary at Unit J, 21/F, Kings Wing Plaza 2, 1 On Kwan Street, Shek Mun, Shatin, New Territories, Hong Kong.
- In order for the Company to inform all Shareholders of that proposal, the written notice must state (i) his/her intention to propose such person for election as a Director, and (ii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company and be signed by the Shareholder concerned and the person who has been proposed indicating his/her willingness to be elected.
- The period for lodgement of the above notice shall be a seven-day (7) period commencing on a day after the despatch of the notice of the general meeting appointed for such election of Director(s). If the Directors should determine and notify the Shareholders of a different period for lodgement of the above notice, such period shall in any event be a period of not less than seven (7) days, commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting.

## 股東提議推選個別人士參選本公司董事的程序

本公司就股東提議推選個別人士參選本公司董事採納正式、深思熟慮且透明的程序。以下程序受細則、開曼群島公司法，以及適用法例及規例所限：

- 如個別股東(其有權出席就處理委任或選舉董事而召開的股東大會並於會上表決)擬提議推選個別人士(該名股東本人除外)於該大會上選舉為董事，彼可將書面通知送交公司秘書，地址為香港新界沙田石門安群街1號京瑞廣場2期21樓J室。
- 為確保本公司就提議推選董事知會所有股東，書面通知須列明(i)該股東擬提議推選個別人士選舉為董事的意向，及(ii)按上市規則第13.51(2)條所規定及供本公司作出公佈的該名獲提名候選人履歷詳情，並由該名作出提議推選的股東簽署並列明該名獲推選人士願意參選為董事的意向。
- 供股東遞交上述通知的期限為寄發就該推選董事所指定舉行股東大會的通告後起計七(7)天。倘董事釐定並知會股東的期限與遞交上述通知期限不同，在任何情況下，該期限應為不少於七(7)天的期限，須由不早於就選舉董事指定召開股東大會的通告寄發日期翌日起，直至不遲於舉行該股東大會日期前七(7)天為止。

- Upon receipt of the above notice from a Shareholder which is received after publication of the notice of general meeting, the Company shall, prior to the general meeting, publish an announcement or issue a supplementary circular disclosing the particulars of the proposed Director pursuant to Rule 13.51(2) of the Listing Rules.
- 倘於股東大會通告刊發後收到股東遞交上述通知，本公司將須於股東大會舉行前，根據上市規則第13.51(2)條的規定就披露有關獲提議推選董事候選人個人資料，發出公告或補充通函。

Shareholders who have enquiries regarding the above procedures may write to the Company Secretary at Unit J, 21/F, Kings Wing Plaza 2, 1 On Kwan Street, Shek Mun, Shatin, New Territories, Hong Kong.

股東對上述程序如有疑問，可致函公司秘書，地址為香港新界沙田石門安群街1號京瑞廣場2期21樓J室。

## COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/INVESTOR RELATIONS

## 與股東及投資者溝通／投資者關係

The Company's website (www.qpp.com) provides comprehensive and accessible news and information of the Company to the Shareholders, other stakeholders and investors. The Company will also update the website information from time to time to inform Shareholders and investors of the latest development of the Company.

本公司網站(www.qpp.com)向股東、其他利益相關者及投資者提供有關本公司之全面及可取得的消息及資訊。本公司亦將不時更新網站資料，以通知股東及投資者有關本公司之最新發展。

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company is endeavours to maintain an on-going dialogue with Shareholders and in particular, through AGM and other general meetings. At the AGM, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

本公司認為，與股東的有效溝通對加強投資者關係及對投資者了解本集團的業務、表現及策略攸關重要。本公司致力與股東保持持續對話，尤其是透過股東週年大會及其他股東大會等渠道。於股東週年大會上，董事(或其代表(如適用))將於會上與股東會面並回答彼等之查詢。

In preparation for the Listing, the Company has adopted the Articles pursuant to a special resolution passed by the Shareholders on 20 December 2019. Since then, the Company has not made any changes to the Articles. An up to date version of the Articles is also available on the Company's website and the Stock Exchange's website.

於籌備上市時，本公司已根據股東於二零一九年十二月二十日通過之特別決議案通過經修訂及重列的細則。自此，本公司並無對其細則作出任何更改。本公司之最新細則亦可於本公司網站及聯交所網站查閱。

## Shareholders' Communication Policy

The Company has in place a Shareholders' Communication Policy to ensure that Shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

## Dividend Policy

The Company has adopted a Dividend Policy on payment of dividends. Our Directors may recommend a payment of dividends after taking into account, among others, our operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, capital expenditure and future development requirements, Shareholders' interests and other factors which they may deem relevant at such time. We expect to pay a dividend in respect of each financial year of not less than 30% of our distributable profits each year. The payment and amounts of dividends, if any, depend on our results of operations, cash flows, financial position, statutory and regulatory restrictions on the dividends paid by us, future prospects and other factors which we consider relevant. Holders of our Shares will be entitled to receive such dividends pro rata according to the amounts paid up or credited as paid up on the shares. The declaration, payment and amount of dividends will be subject to our discretion. The proposed payment of dividends is also subject to the absolute discretion of the Board and any declaration of final dividend for the year will be subject to the approval of our Shareholders. The Board will review the dividend policy on an annual basis.

Any distributable profits that are not distributed in any given year will be retained and available for distribution in subsequent years. To the extent profits are distributed as dividends, such portion of profits will not be available to be reinvested in our operations.

## 股東通訊政策

本公司已制定股東通訊政策，確保妥善處理股東的意見及關注，並定期檢討該政策以確保其成效。

## 股息政策

本公司已採納派付股息的股息政策。董事可在考慮(其中包括)我們的營運及盈利、資本要求及盈餘、一般財務狀況、合約限制、資本支出及未來發展要求、股東利益以及彼等當時認為相關的其他因素後，建議派發股息。我們預計每個財政年度派發的股息不會少於我們每年可分配利潤的30%。股息(如有)的支付和金額取決於我們的經營業績、現金流量、財務狀況、對我們支付的股息的法定和監管限制、未來前景以及我們認為相關的其他因素。我們股份的持有人將有權根據繳足或入賬列為繳足股份的金額按比例收取股息。股息的宣派、支付及金額將由我們酌情決定。擬派的股息亦取決於董事會的絕對酌情決定權，本年度任何末期股息之宣派均須獲得股東批准。董事會將每年檢討股息政策。

在任何既定年度未作分派的任何可分派溢利將被保留，並可用於其後年度的分派。倘將溢利作為股息分派，則該部分溢利將不可用於再投資我們的業務。



The Board herein presents their report and the audited consolidated financial statements of the Group for the year ended 31 December 2019.

## PRINCIPAL ACTIVITIES

The principal activities of the Company is investment holding. The activities of its principal subsidiaries are set out in note 14 to the consolidated financial statements.

## RESULTS AND DIVIDENDS

The Group's results for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 138.

The Directors recommended the declaration of a final dividend at the rate of HK9.0 cents per share of the Company for the year ended 31 December 2019 amounting to approximately HK\$47.9 million, which is expected to be paid on Monday, 22 June 2020 to all persons registered as holders of shares of the Company on Friday, 5 June 2020, subject to the approval of the Shareholders at the AGM.

## BUSINESS REVIEW

A fair review of the Group's business during the year, a discussion on the prospect of the Group's future business development, a description of the principal risks and uncertainties that the Group may be facing are provided in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this annual report.

The financial risk management objectives and policies of the Group are shown in note 3 to the consolidated financial statements.

An analysis of the Group's performance during the year using financial key performance indicators is provided in the sections headed "Chairman's Statement", "Financial Highlights" and "Financial Summary" of this annual report.

董事會謹此提呈其報告及本集團截至二零一九年十二月三十一日止年度之經審核綜合財務報表。

## 主要業務

本公司主要業務為投資控股。其主要附屬公司的業務載於綜合財務報表附註14。

## 業績及股息

本集團截至二零一九年十二月三十一日止年度之業績載於第138頁綜合損益及其他全面收益表。

董事建議宣派本公司截至二零一九年十二月三十一日止年度的末期股息每股股份9.0港仙，金額約為47.9百萬港元，待股東於股東週年大會上批准後，預期將於二零二零年六月二十二日(星期一)向於二零二零年六月五日(星期五)登記為本公司股份持有人的所有人士支付。

## 業務回顧

本集團年內業務的中肯回顧、本集團未來業務發展前景的討論以及本集團可能面臨的主要風險及不明朗因素的描述載於本年報「主席報告」及「管理層討論及分析」各節。

本集團的金融風險管理目標及政策載於綜合財務報表附註3。

本集團年內表現分析(應用財務關鍵表現指標)載於本年報「主席報告」、「財務摘要」及「財務概要」各節。

## ENVIRONMENTAL POLICIES AND PERFORMANCE

As a socially responsible corporation, the Group has endeavoured to strictly comply with laws and regulations regarding environmental protection. The Company recognises the importance of environmental protection. The Company is committed to providing an eco-friendly energy environment for our staff and has developed energy conservation and carbon reduction policy so as to minimise negative environmental impacts. The details are set out in the section headed “Environmental, Social and Governance Report” of this annual report.

## COMPLIANCE WITH LAWS AND REGULATIONS

During the financial year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by our Group that has a significant impact on the business and operations of the Group.

## RELATIONSHIP WITH STAKEHOLDERS

We fully understand that employees, customers and suppliers and other stakeholders (together “**Stakeholders**”) are the key to our sustainable and stable development. We are committed to maintaining a good relationship with our Stakeholders so as to ensure our continuing development.

The Group regarded our staff as the most valuable assets of the Company. The Group is providing a fair and harmonious workplace where individuals with diverse cultural backgrounds are treated equally. The Group offer a reasonable remuneration package and fair opportunities for career advancement based on employees’ performance. The Group also provides our staff with different trainings, including on-the-job training and training courses provided by professional organisations in order to enhance our staffs’ career progression.

The Group believes that our vendors (including subcontractors) are equally important in building high-quality property projects. We proactively communicate with our vendors to ensure they are committed to delivering high-quality and sustainable output.

## 環境政策及表現

作為一間負有社會責任的公司，本集團已盡力嚴格遵守有關環境保護的法律及法規。本公司明白保護環境的重要性。本公司承諾為員工提供一個環保節能的工作環境及制定節能減碳政策，以降低對環境的負面影響。有關詳情載於本年報「環境、社會及管治報告」一節。

## 遵守法律及法規

於財政年度內，就本公司所知，本集團概無重大違反或不遵守對本集團業務及營運有重大影響的適用法律及法規。

## 與利益相關者的關係

本公司充分明白，對於本公司的可持續穩定發展而言，僱員、客戶及供應商以及其他利益相關者(統稱「**利益相關者**」)極其重要。本公司致力與其利益相關者保持良好關係以確保本公司可持續發展。

本集團將其員工視為本公司最為寶貴的資產。本集團提供公平和諧的工作場所，具有不同文化背景的人士在此受到平等對待。本集團根據僱員的表現提供合理的薪酬待遇及公平的事業發展機會。本集團亦為其僱員提供不同培訓(包括在職培訓及由專業機構提供的培訓課程)，以提升其員工的事業進展。

本集團認為，我們的供應商(包括分包商)對於建造優質物業項目同等重要。我們積極與供應商溝通以確保供應商致力於持續提供優質及可持續的產品。

## FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for each of the last four financial years is set out in the section headed “Financial Summary” of this annual report. This summary does not form part of the audited consolidated financial statements.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2019 are set out in note 15 to the consolidated financial statements.

## EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2019.

## SHARE CAPITAL

Details of the movements in the Company’s share capital during the year are set out in note 16 to the consolidated financial statements.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the Companies Law of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders unless otherwise as required by the Stock Exchange.

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

During the Reporting Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

## DISTRIBUTABLE RESERVES

Our Company may pay dividends out of share premium, retained earnings and other reserves. As at 31 December 2019, the Company’s reserve available for distribution amounted to approximately HK\$2.4 million.

Details of movements in the reserves of the Company during the year are set out in note 37 to the consolidated financial statements of this annual report.

## 財務概要

本集團於過往四個財政年度各年之業績以及資產及負債概要載於本年報「財務概要」一節。該概要並不構成經審核綜合財務報表之一部分。

## 物業、廠房及設備

本集團截至二零一九年十二月三十一日止年度的物業、廠房及設備變動詳情載於綜合財務報表附註15。

## 股票掛鈎協議

截至二零一九年十二月三十一日止年度，本集團並無訂立亦不存在任何股票掛鈎協議。

## 股本

年內本公司股本變動詳情載於綜合財務報表附註16。

## 優先購股權

細則或開曼群島公司法均無載有規定本公司須按比例向現有股東發售新股份之優先購股權條文，惟聯交所另有規定者除外。

## 購買、贖回或出售本公司上市證券

於報告期間內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司的上市證券。

## 可分派儲備

本公司可由股份溢價、保留盈利及其他儲備派發股息。於二零一九年十二月三十一日，本公司之可供分派儲備約為2.4百萬港元。

年內本公司儲備變動詳情載於本年報綜合財務報表附註37。

## MAJOR CUSTOMERS, SUPPLIERS AND SUBCONTRACTORS

During the year ended 31 December 2019, sales to the Group's five largest customers accounted for approximately 72.1% of the total sales for the year and sales to the largest customer included therein amounted to approximately 42.2%.

During the year ended 31 December 2019, purchases from the Group's five largest suppliers accounted for approximately 35.6% of the total purchases for the year and purchase from the largest supplier included therein amounted to approximately 12.0%.

During the year ended 31 December 2019, subcontracting fee paid to the Group's five largest subcontractors account for approximately 85.3% of the total subcontracting fee for the year and the subcontracting fee paid to our largest subcontractor included therein amounted to approximately 39.1%.

None of the Directors of the Company or any of their associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers, suppliers and subcontractors during the year ended 31 December 2019.

## BANK BORROWING

Details of the bank borrowing of the Group as at 31 December 2019 are set out in note 28 to the consolidated financial statements.

## CORPORATE GOVERNANCE

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

## 主要客戶、供應商及分包商

截至二零一九年十二月三十一日止年度，本集團五大客戶的銷售額佔年內總銷售額約72.1%，當中最大客戶的銷售額佔約42.2%。

截至二零一九年十二月三十一日止年度，本集團五大供應商的採購額佔年內總採購額約35.6%，當中最大供應商的採購額佔約12.0%。

截至二零一九年十二月三十一日止年度，向本集團五大分包商支付的分包費用佔該年度分包費用總額約85.3%，當中向我們最大分包商支付的分包費用約為39.1%。

截至二零一九年十二月三十一日止年度，本公司董事或任何彼等的聯繫人或任何股東(就董事所深知，擁有本公司已發行股本超過5%的股東)概無於本集團五大客戶、供應商及分包商中擁有任何實益權益。

## 銀行借款

有關本集團於二零一九年十二月三十一日之銀行借款詳情，載於綜合財務報表附註28。

## 企業管治

本公司致力於維持高水平之企業管治常規。有關本公司所採納企業管治常規的資料載於本年報「企業管治報告」一節。

## CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the qualification as Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 25 May 2020 to Thursday, 28 May 2020, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 22 May 2020, being the last share registration date.

For the purpose of determining the entitlement to the proposed final dividend (subject to the approval of the Shareholders at the AGM), the register of members of the Company will be closed from Wednesday, 3 June 2020 to Friday, 5 June 2020, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the entitlement to the proposed final dividend, unregistered holders of shares of the Company are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 2 June 2020.

## DIRECTORS

The Directors of the Company during the Reporting Period were:

### Executive Directors

Mr. CHENG Wan Wai (*Chairman*)  
Mr. YEUNG Keng Wu Kenneth  
Ms. LIU Shuk Yu Sanny  
Mr. CHAN Wang Tao Thomas  
Ms. HUI Li Kwan  
Mr. MAK Chin Pang

## 暫停辦理股份過戶登記手續

為釐定股東出席股東週年大會及於會上投票之資格，本公司將自二零二零年五月二十五日(星期一)起至二零二零年五月二十八日(星期四)止期間(包括首尾兩天)暫停辦理股份過戶登記手續，期間將不會辦理任何股份過戶登記手續。為符合資格出席股東週年大會及於會上投票，所有過戶文件連同相關股票須於二零二零年五月二十二日(星期五)(即股份登記截止日期)下午四時三十分前交回本公司於香港之股份過戶登記分處，即香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

為釐定股東獲派發擬定末期股息之權利(待股東於股東週年大會上批准後方可作實)，本公司將自二零二零年六月三日(星期三)起至二零二零年六月五日(星期五)止期間(包括首尾兩天)暫停辦理股份過戶登記手續，期間將不會辦理任何股份過戶登記手續。為符合資格享有獲派發擬定末期股息之權利，未登記的本公司股份持有人須將所有過戶文件連同相關股票於二零二零年六月二日(星期二)下午四時三十分前交回本公司於香港之股份過戶登記分處，即香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

## 董事

於報告期間內，本公司董事為：

### 執行董事

鄭穩偉先生(主席)  
楊鏡湖先生  
廖淑如女士  
陳宏道先生  
許莉君女士  
麥展鵬先生

## Independent non-executive Directors

Mr. CHAN Hiu Fung Nicholas, *MH*  
Prof. CHENG Man Chung Daniel, *BBS, MH, JP*  
Mr. NG Shung, *JP (Australia)*

In accordance with Article 108(a) and (b) of the Articles, Mr. CHENG Wan Wai, Mr. CHAN Wang Tao Thomas, and Mr. MAK Chin Pang shall retire by rotation and being eligible, offer themselves for re-election at the AGM. The Company has received annual confirmations of independence from all independent non-executive Directors, and still considers them to be independent as at the date of this annual report.

## BIOGRAPHICAL DETAILS OF DIRECTORS

Biographical details of the existing Directors of the Company are set out in section headed “Biographical Details of Directors and Senior Management” of this annual report.

## DIRECTORS AND OFFICERS LIABILITY INSURANCE

Promoting good corporate governance and managing enterprise wide risk is a priority of the Company. The Company convinced that corporate governance and Directors and Officers Liability Insurance (the “**D&O Insurance**”) complement each other. The Company has arranged appropriate D&O Insurance coverage on Directors’ and officers’ liabilities in respect of legal actions against directors and senior management arising out from corporate activities. The D&O Insurance will be reviewed and renewed annually.

## DIRECTORS’ SERVICE CONTRACTS

Each of the existing executive Directors has been appointed for a term of three years subject to the provision of retirement and rotation of directors under the Articles. Either party has the right to terminate the service agreement by giving not less than three months’ written notice to other party.

## 獨立非執行董事

陳曉峰先生，榮譽勳章  
鄭文聰教授，銅紫荊星章，榮譽勳章，太平紳士  
吳嵩先生，太平紳士(澳大利亞)

根據細則第108(a)及(b)條，鄭穩偉先生、陳宏道先生及麥展鵬先生將於二零一九年股東週年大會上輪值退任，惟符合資格並願意膺選連任。本公司已收到全體獨立非執行董事發出之年度獨立性確認書，於本年報日期仍視彼等為獨立人士。

## 董事履歷詳情

本公司現任董事的履歷詳情載於本年報「董事及高級管理層履歷」一節。

## 董事及高級職員責任保險

促進良好的企業管治及管理整個企業的風險為本公司的一項工作重點。本公司相信，企業管治與董事及高級職員責任保險(「**董事及高級職員保險**」)乃相輔相成。對於因公司活動而引致的針對董事及高級管理人員的法律訴訟，本公司已就董事及高級職員的責任安排適當的董事及高級職員保險保障。董事及高級職員保險每年均會進行檢討及續保。

## 董事服務合約

各現任執行董事均已獲委以三年任期，惟須遵守細則之董事退任及輪值退任條文。雙方均有權向另一方事先發出不少於三個月的書面通知終止服務協議。



Each of the independent non-executive Directors has been appointed for a term of three years at an annual remuneration set out in their appointment letters subject to the provision of retirement and rotation of Directors under the Articles. Either party has the right to terminate the service agreement by giving not less than one month's written notice to other party.

Save as disclosed above, none of the Directors who are proposed for re-election at the forthcoming AGM have entered into service contract with the Company which are not determined by the Company within one year without payment of compensation, other than statutory compensation.

## DIRECTORS' INTERESTS IN CONTRACTS

Other than as disclosed in note 9 and note 35 to the consolidated financial statements, there were no transactions, arrangements and contracts of significance in relation to the business of the Group to which the Company, or its holding company, or any of its subsidiaries was a party and in which a Director or a connected entity of a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year, nor were there any transactions, arrangements or contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder (as defined in the Listing Rules) or any of its subsidiaries for the year. There were also no contracts of significance between the Company or one of the subsidiaries and the controlling shareholders or any of its subsidiaries.

## MANAGEMENT CONTRACT

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

各獨立非執行董事均已獲委以三年任期，年度薪酬載於其委任函內，惟須遵守細則之董事退任及輪值退任條文。雙方均有權向另一方事先發出不少於一個月的書面通知終止服務協議。

除上文所披露者外，概無擬於應屆股東週年大會膺選連任的董事與本公司訂有本公司未支付賠償(法定賠償除外)即不可於一年內終止的服務合約。

## 董事於合約中擁有的權益

除於綜合財務報表附註9及附註35內所披露者外，概無由本公司或其控股公司或其任何附屬公司訂立，而董事或董事的關連實體於其中直接或間接擁有重大利益之有關本集團業務的重大交易、安排及合約於年末或年內任何時間存續，而年內亦概無有關控股股東(定義見上市規則)或其任何附屬公司為本公司或其任何附屬公司提供服務的任何重大交易、安排或合約。本公司或任何一間附屬公司與控股股東或其任何附屬公司之間亦概無重大合約。

## 管理合約

本年度並無訂立或存在有關本公司全部或任何主要業務部分之管理及行政之合約。

## REMUNERATION POLICY

The remuneration policy of our Company is reviewed regularly, making reference primarily to the market conditions and performance of our Company and individual staff (including the Directors). Remuneration package includes, as the case may be, basic salary, Director's remuneration, contribution to pension schemes, discretionary bonus relating to financial performance of our Group and individual performance. After the Listing, the remuneration policy and remuneration packages of the Directors and senior management are reviewed by the Remuneration Committee and the Board, having regard to Director's experience, duties and responsibilities, performance and achievement.

## PERMITTED INDEMNITY PROVISION

Pursuant to the Articles and subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or omitted in or about the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain through their own dishonesty, wilful default or fraud.

During the Reporting Period, the Company has taken out and maintained appropriate insurance to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

## 薪酬政策

本公司主要參照市況和本公司與個別員工(包括董事)的表現定期檢討薪酬政策。薪酬待遇包括(視情況而定)基本薪酬、董事酬金、退休金計劃供款以及與本集團財務表現及個人表現掛鈎的酌情花紅。上市後，薪酬委員會及董事會基於董事的經驗、職務與職責、表現及成就檢討董事及高級管理層的薪酬政策和薪酬待遇。

## 已獲批准之彌償保證條文

根據細則及在適用法律及法規的規限下，每名董事均可從本公司的資產獲得彌償，該等人士或任何該等人士就各自的職務執行其職責或假定職責時因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害，惟因(如有)該等人士本身不誠實、故意失責或欺詐而招致或蒙受者除外。

於報告期間內，本公司已設有及投購適當保險，以保障董事免受向其索償所產生之任何潛在費用及債務影響。

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As the shares of the Company were listed on the Stock Exchange on 16 January 2020, Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (“SFO”) and Section 352 of the SFO do not apply to the Directors and chief executive of the Company as at 31 December 2019.

As at the date of this annual report, the interests and/or short positions of the Directors and chief executive of our Company in the shares, underlying shares and debentures of the Company and our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, pursuant to the Model Code, to be notified to our Company and the Stock Exchange, were as follows:

## 董事及主要行政人員於股份及相關股份中擁有的權益及淡倉

由於本公司股份於二零二零年一月十六日在聯交所上市，於二零一九年十二月三十一日，證券及期貨條例（「證券及期貨條例」）第XV部第7及8分部及證券及期貨條例第352條並不適用於本公司董事及主要行政人員。

於本年報日期，本公司董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有的根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及／或淡倉（包括彼等根據證券及期貨條例相關條文被當作或視為擁有的權益或淡倉），或根據證券及期貨條例第352條須紀錄於該條所指的登記冊內的權益及／或淡倉，或根據標準守則須知會本公司及聯交所的權益及／或淡倉如下：

(i) Long position in the ordinary shares of the Company

(i) 本公司普通股的好倉

Name of Director and chief executives	Capacity/ nature of interest	Number of Underlying Shares held <i>(Note 1)</i> 持有相關股份數目 <i>(附註1)</i>	Percentage of shareholding
董事及主要行政人員名稱	身份／權益性質		持股百分比
Mr. CHENG Wan Wai 鄭穩偉先生	Interest in a controlled corporation <sup>(Note 2)</sup> 受控制法團權益 <sup>(附註2)</sup>	310,353,954 (L)	58.34%
Mr. YEUNG Keng Wu Kenneth 楊鏡湖先生	Interest in a controlled corporation <sup>(Note 2)</sup> 受控制法團權益 <sup>(附註2)</sup>	310,353,954 (L)	58.34%
Ms. LIU Shuk Yu Sanny 廖淑如女士	Interest in a controlled corporation <sup>(Note 3)</sup> 受控制法團權益 <sup>(附註3)</sup>	64,706,046 (L)	12.16%
Mr. CHAN Wang Tao Thomas 陳宏道先生	Interest in a controlled corporation <sup>(Note 4)</sup> 受控制法團權益 <sup>(附註4)</sup>	19,950,000 (L)	3.75%
Ms. HUI Li Kwan 許莉君女士	Interest of spouse <sup>(Note 5)</sup> 配偶權益 <sup>(附註5)</sup>	310,353,954 (L)	58.34%
Mr. MAK Chin Pang 麥展鵬先生	Interest in a controlled corporation <sup>(Note 6)</sup> 受控制法團權益 <sup>(附註6)</sup>	3,990,000 (L)	0.75%

Notes:

1. The Letter "L" denotes a person's long position (as defined under Part XV of the SFO) in such Shares.
2. The shares are held by Good Elite Holdings Limited ("**Good Elite**"), the entire issued share capital of which is owned as to 50% by Mr. CHENG Wan Wai and as to 50% by Mr. YEUNG Keng Wu Kenneth.
3. The shares are held by Cypress Spurge Holdings Limited ("**Cypress Spurge**"), the entire issued share capital of which is wholly-owned by Ms. LIU Shuk Yu Sanny.
4. The shares are held by Dawn Gain Investment Limited, the entire issued share capital of which is wholly-owned by Mr. CHAN Wang Tao Thomas.
5. Under the SFO, Mr. CHENG Wan Wai is deemed to be interested in the same number of Shares held by Good Elite. Ms. HUI Li Kwan is the spouse of Mr. CHENG Wan Wai. Under the SFO, Ms. HUI Li Kwan is deemed to be interested in all our Shares in which Mr. CHENG Wan Wai is interested.
6. The shares are held by Welcome Mark Investment Limited, the entire issued share capital is wholly-owned by Mr. MAK Chin Pang.

附註：

1. 英文字母[L]指該名人士於該等股份中的好倉(定義見證券及期貨條例第XV部)。
2. 股份由Good Elite Holdings Limited (「**Good Elite**」)持有，其全部已發行股本由鄭穩偉先生及楊鏡湖先生分別擁有50%及50%。
3. 股份由Cypress Spurge Holdings Limited (「**Cypress Spurge**」)持有，其全部已發行股本由廖淑如女士全資擁有。
4. 股份由Dawn Gain Investment Limited持有，其全部已發行股本由陳宏道先生全資擁有。
5. 根據證券及期貨條例，鄭穩偉先生被視為於Good Elite持有的相同數目的股份中擁有權益。許莉君女士為鄭穩偉先生的配偶。根據證券及期貨條例，許莉君女士被視為於鄭穩偉先生擁有權益的所有股份中擁有權益。
6. 股份由Welcome Mark Investment Limited持有，其全部已發行股本由麥展鵬先生全資擁有。

**(ii) Long position in the ordinary shares of associated corporations**

**(ii) 相聯法團普通股的好倉**

Name of Director and chief executives 董事及主要行政人員名稱	Name of associate corporation 相聯法團名稱	Capacity/ nature of interest 身份／權益性質	Number of Underlying Shares held (Note 1) 持有相關股份數目 (附註1)	Percentage of shareholding 持股百分比
Mr. CHENG Wan Wai 鄭穩偉先生	Good Elite Holdings Limited	Beneficial owner 實益擁有人	1 (L)	50%
Mr. YEUNG Keng Wu Kenneth 楊鏡湖先生	Good Elite Holdings Limited	Beneficial owner 實益擁有人	1 (L)	50%
Ms. LIU Shuk Yu Sanny 廖淑如女士	Cypress Spurge Holdings Limited	Beneficial owner 實益擁有人	1 (L)	100%
Mr. CHAN Wang Tao Thomas 陳宏道先生	Dawn Gain Investment Limited	Beneficial owner 實益擁有人	1 (L)	100%
Ms. HUI Li Kwan 許莉君女士	Good Elite Holdings Limited	Interest of spouse 配偶權益	1 (L)	50%
Mr. MAK Chin Pang 麥展鵬先生	Welcome Mark Investment Limited	Beneficial owner 實益擁有人	1 (L)	100%

Notes:

1. The Letter "L" denotes a person's long position (as defined under Part XV of the SFO) in such Shares.

Save as disclosed above, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at the date of this annual report.

附註：

1. 英文字母「L」指該名人士於該等股份中的好倉（定義見證券及期貨條例第XV部）。

除上文所披露者外，於本年報日期，概無董事或本公司主要行政人員於本公司及其任何相聯法團的股份、相關股份或債權證中擁有或被視為擁有任何權益或淡倉（定義見證券及期貨條例第XV部）。



## Directors' Rights to Acquire Shares or Debentures

None of the Directors or their spouses or children under the age of 18, had been granted any right to subscribe for the equity or debt securities of the Company or any of its associated corporations, or had exercised any such right for the year ended 31 December 2019.

## DIRECTOR'S INTEREST IN COMPETING BUSINESS

None of the Directors or any of their respective associates has any interest in a business which competes or is likely to compete with the business of our Group during the year ended 31 December 2019 and up to the date of this annual report.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As of the latest practicable date, to the best knowledge of the Directors, the following persons (other than a Director or chief executive of the Company) or corporations who had interests or short positions of in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which will be required, pursuant to Section 336 of the SFO, to be entered in the register referred to in that section, or which will be required, to be notified to the Stock Exchange, were as follows:

## 董事購買股份或債權證之權利

截至二零一九年十二月三十一日止年度，董事或彼等之配偶或18歲以下子女概無獲授任何可認購本公司或其任何相聯法團之股本或債務證券之權利或已行使任何該等權利。

## 董事於競爭業務中擁有的權益

於截至二零一九年十二月三十一日止年度及直至本年報日期，董事或任何彼等各自的聯繫人概無於與本集團業務構成競爭或可能構成競爭的業務中擁有任何權益。

## 主要股東及其他人士於股份及相關股份的權益及淡倉

於最後實際可行日期，據董事所深知，以下人士(除董事或本公司主要行政人員外)或法團於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部規定須向本公司披露的權益或淡倉，或根據證券及期貨條例第336條規定須記錄在該條所述登記冊的權益或淡倉，或被規定須知會聯交所的權益或淡倉如下：

Name of substantial Shareholders or other person 主要股東及其他人士名稱	Nature of interest 權益性質	Number of Shares (Note 1) 股份數目 (附註1)	Percentage of shareholding 持股百分比
Ms. WONG Lai Ying 黃麗英女士	Interest of spouse <sup>(Note 2)</sup> 配偶權益 (附註2)	310,353,954 (L)	58.34%
Good Elite	Beneficial owner <sup>(Note 3)</sup> 實益擁有人 (附註3)	310,353,954 (L)	58.34%
Cypress Spurge	Beneficial owner <sup>(Note 4)</sup> 實益擁有人 (附註4)	64,706,046 (L)	12.16%

Notes:

1. The Letter “L” denotes a person’s long position (as defined under Part XV of the SFO) in such Shares.
2. Under the SFO, Mr. YEUNG Keng Wu Kenneth is deemed to be interested in the same number of Shares held by Good Elite. Ms. WONG Lai Ying is the spouse of Mr. YEUNG Keng Wu Kenneth. Under the SFO, Ms. WONG Lai Ying is deemed to be interested in all our Shares in which Mr. YEUNG Keng Wu Kenneth is interested.
3. Good Elite is beneficially owned equally by Mr. CHENG Wan Wai and Mr. YEUNG Keng Wu Kenneth. Each of Mr. CHENG Wan Wai and Mr. YEUNG Keng Wu Kenneth is deemed to be interested in the same number of Shares that are held by Good Elite under the SFO.
4. Cypress Spurge is beneficially wholly-owned by Ms. LIU Shuk Yu Sanny. Ms. LIU Shuk Yu Sanny is deemed to be interested in the same number of Shares that are held by Cypress Spurge under the SFO.

Save as disclosed above, as of the latest practicable date, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no person who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

## SHARE OPTION SCHEME

On 20 December 2019 (the “**Adoption Date**”), the Shareholders adopted the Share Option Scheme (the “**Share Option Scheme**”). The terms of the Share Option Scheme are in compliance with the provisions of Chapter 17 of the Listing Rules.

### Purpose

The purpose of the Share Option Scheme is to motivate Eligible Persons (as set out in below) (i) to optimise their future contributions to our Group; (ii) to reward them for their past contributions; and (iii) to attract, retain or otherwise maintain on-going relationships with Eligible Persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth and success of our Group.

附註：

1. 英文字母「L」指該名人士於該等股份中的好倉（定義見證券及期貨條例第XV部）。
2. 根據證券及期貨條例，楊鏡湖先生被視為於Good Elite持有的相同數目的股份中擁有權益。黃麗英女士為楊鏡湖先生的配偶。根據證券及期貨條例，黃麗英女士被視為於楊鏡湖先生擁有權益的所有股份中擁有權益。
3. Good Elite由鄭穩偉先生及楊鏡湖先生平均實益擁有。根據證券及期貨條例，鄭穩偉先生及楊鏡湖先生各自被視為於Good Elite持有相同數目的股份中擁有權益。
4. Cypress Spurge由廖淑如女士實益全資擁有。根據證券及期貨條例，廖淑如女士被視為於Cypress Spurge所持相同數目的股份中擁有權益。

除上述披露者外，截至最後實際可行日期，根據證券及期貨條例第336條規定本公司保存之權益登記冊，概無人士於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及第2分部向本公司披露的任何權益或淡倉。

## 購股權計劃

於二零一九年十二月二十日（「**採納日期**」），股東採納購股權計劃（「**購股權計劃**」）。購股權計劃之條款符合上市規則第17章之條文。

### 目的

購股權計劃旨在鼓勵合資格人士（載於下文）(i)於日後對本集團作出最大貢獻；(ii)獎勵彼等過往作出的貢獻；及(iii)吸納及挽留對本集團而言屬重要及／或其貢獻有利或將有利於本集團表現、增長及所得成果的合資格人士，或以其他方式與彼等維持持續關係。

## Eligible persons

Our Board may, at its sole discretion, invite any director or proposed director (including an independent non-executive director) of any member of our Group, any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in, any member of our Group (an “**Employee**”), any proposed Employee, any full-time or part-time Employee, or a person for the time being seconded to work full-time or part-time for any member of our Group (an “**Executive**”), a consultant, business or sole venture partner, franchisee, contractor, agent or representative of any member of our Group, a person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of our Group, or an associate (as defined under the Listing Rules) of any of the foregoing persons (together, “**Eligible Persons**” and each an “**Eligible Person**”).

## Maximum number of Shares available for subscription

The maximum number of Shares to be issued upon exercise of all options which may be granted under the Share Option Scheme (and under any other post-IPO share option scheme of our Company) shall not in aggregate exceed 10% of the Shares representing 53,200,000 Shares in issue immediately after completion of the Global Offering and as at the Listing Date (“**Scheme Mandate Limit**”), provided that our Company may at any time as our Board may think fit seek approval from the Shareholders to refresh the Scheme Mandate Limit, except that the maximum number of Shares to be issued upon exercise of all options which may be granted under the Share Option Scheme (and under any other post-IPO share option scheme of our Company) shall not exceed 10% of the Shares in issue as at the date of approval by the Shareholders in general meeting where such limit is refreshed. Options previously granted under the Share Option Scheme and any other post-IPO share option scheme (including those outstanding, cancelled and

## 合資格人士

董事會可全權酌情邀請本集團任何成員公司之任何董事或建議董事(包括獨立非執行董事)、任何執行董事、經理或在本集團任何成員公司擔任行政、管理、監督或類似職位之其他僱員(「僱員」)、任何建議僱員、任何全職或兼職僱員、或當時調入本集團任何成員公司作全職或兼職工作之任何人士(「行政人員」)、本集團任何成員公司之顧問、業務或獨資公司夥伴、特許經營商、承包商、代理或代表、向本集團任何成員公司提供研究、開發或其他技術支援或任何諮詢、顧問、專業或其他服務之個人或實體、任何上述人士之聯繫人(定義見上市規則)(統稱為「合資格人士」，各為一名「合資格人士」)。

## 可供認購股份數目上限

因根據購股權計劃(及根據本公司任何其他首次公開發售後購股權計劃)可能授出的所有購股權獲行使而將予發行的股份數目，最多合共不得超過緊隨全球發售完成後及於上市日期的已發行股份的10%(相當於53,200,000股股份)(「**計劃授權上限**」)，惟本公司可於董事會認為合適的情況下隨時尋求股東批准更新計劃授權上限，惟因行使根據購股權計劃(及根據本公司任何其他首次公開發售後購股權計劃)可能授出的所有購股權而將予發行的股份數目，最多不得超過股東於股東大會上批准更新該上限之日已發行股份的10%。之前根據購股權計劃及任何其他首次公開發售後購股權計劃授出的購股權(包括尚未行使、已註銷及根據購股權計劃或任何其他首次公開發售後購股權計劃的條款及條件作失效論或已根據本

lapsed in accordance with the terms and conditions of the Share Option Scheme or any other post-IPO share option scheme or exercised options under the said schemes of our Company) shall not be counted for the purpose of calculating the limit as refreshed. Our Company shall issue a circular containing the information required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules to the Shareholders. In addition, our Company may seek separate approval from the Shareholders in general meeting for granting options beyond the Scheme Mandate Limit, provided that the options in excess of the Scheme Mandate Limit are granted only to the Eligible Persons specified by our Company before such approval is sought and for whom specific approval is obtained. Our Company shall issue a circular to the Shareholders containing the information required under Rule 17.03(3) of the Listing Rules.

Notwithstanding the preceding paragraph, the maximum number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme (and under any other post-IPO share option scheme of our Company) shall not exceed 30% of the Shares in issue from time to time.

The maximum number of Shares issued and to be issued upon exercise of the options granted to any one Eligible Person (including exercised and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue from time to time. Where any further grant of options to such an Eligible Person would result in the Shares issued and to be issued upon exercise of all options granted and which may be granted to such Eligible Person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant shall be separately approved by the Shareholders in general meeting with such Eligible Person and his associates or close associates (as the case may be) abstaining from voting. The applicable requirements of Rule 17.03(4) of the Listing Rules shall be complied with.

公司上述計劃行使的購股權)將不會計入經更新上限內。本公司須向股東發出通函，當中載有上市規則第17.02(2)(d)條所規定的資料及第17.02(4)條所規定的免責聲明。此外，本公司可於股東大會上尋求股東另行批准授出超過計劃授權上限的購股權，惟超過計劃授權上限的購股權僅可授予本公司在尋求上述批准前所指定並就其取得特別批准的合資格人士。本公司須向股東發出通函，當中載有上市規則第17.03(3)條規定的資料。

儘管有前段所述者，惟因行使根據購股權計劃(及根據本公司任何其他首次公開發售後購股權計劃)授出而尚未行使及有待行使的所有購股權而將予發行的股份數目，最多不得超過不時已發行股份的30%。

在任何12個月期間內因授予任何一名合資格人士的購股權(包括已行使及尚未行使的購股權)獲行使而已發行及將予發行的股份數目，最多不得超過不時已發行股份的1%。倘向該合資格人士增授購股權會導致截至增授購股權之日(包括該日)止12個月期間因行使已授予及可能授予該合資格人士的所有購股權(包括已行使、已註銷及尚未行使的購股權)而已發行及將予發行的股份，合共超過已發行股份的1%，則該增授購股權須在股東大會上取得股東另行批准，而該合資格人士及其聯繫人或緊密聯繫人(視情況而定)均須放棄投票。本公司須遵守上市規則第17.03(4)條的適用規定。

The maximum numbers set out in this paragraph shall be subject to adjustment in accordance with the lapse of options but shall not in any event exceed the limits imposed by Chapter 17 of the Listing Rules.

### Grant of options to core connected persons

Insofar as and for so long as the Listing Rules require, where any offer of an option is proposed to be made to a Director, chief executive of our Company or Substantial Shareholder or any of their respective associates, such offer must first be approved by the independent non-executive Directors (excluding any independent non-executive Director who is or whose associate is the Grantee to whom the option is proposed to be granted). Insofar and for so long as the Listing Rules so require, no option may be granted to any Substantial Shareholder or Independent Non-executive Director or any of their respective associates which would result in the Shares issued and to be issued upon exercise of all options already granted or to be granted (including options exercised, cancelled and outstanding) to such person under the Share Option Scheme (and under any other share option scheme of our Company) in the 12-month period up to and including the date of board meeting for proposing such further grant (i) representing in aggregate over 0.1% of the share capital of our Company in issue; or (ii) having an aggregate value, based on the closing price of the Shares at the date of the board meeting for proposing such further grant, in excess of HK\$5 million, unless such further grant is approved by the Shareholders in general meeting. Before seeking such approval, our Company shall issue a circular containing such information as required by the Listing Rules to the Shareholders. At such general meeting, the grant of options to the Substantial Shareholder or independent non-executive Director or any of their respective associates shall, for so long and insofar as the Listing Rules so required, be approved by the Shareholders by way of poll with the Grantee, his associates and all core connected persons of our Company abstaining from voting, except that any such person may vote against such resolution provided that he has informed our Company of his intention to do so and such intention has been stated in the relevant circular to the Shareholders.

本段所載的數目上限可根據購股權之失效予以調整，但無論如何不得超過上市規則第17章規定的上限。

### 向核心關連人士授出購股權

只要在上市規則規定的範圍內，每當建議向董事、本公司主要行政人員或主要股東或彼等各自的任何聯繫人作出有關授出購股權的任何要約時，該要約須事先獲獨立非執行董事(不包括其本身或其聯繫人為建議可獲授購股權的承授人的任何獨立非執行董事)批准。只要在上市規則規定的範圍內，倘向任何主要股東或獨立非執行董事或彼等各自的任何聯繫人授出購股權會導致截至提呈該增授購股權的董事會會議日期(包括該日)止12個月期間內，因根據購股權計劃(及根據本公司任何其他購股權計劃)已授予或將授予該人士的所有購股權(包括已行使、已註銷及尚未行使的購股權)獲行使而已發行及將予發行的股份(i)合共佔本公司已發行股本逾0.1%；或(ii)根據提呈該增授購股權的董事會會議日期的股份收市價計算總值逾5百萬港元，則不得授出有關購股權，除非該增授購股權已獲股東於股東大會上批准。在尋求上述批准前，本公司須向股東發出通函，當中載有上市規則規定的有關資料。只要在上市規則規定的範圍內，在有關股東大會上，向主要股東或獨立非執行董事或彼等各自的任何聯繫人授出購股權須獲股東以投票表決方式批准，而承授人、其聯繫人及本公司所有核心關連人士均須放棄投票，惟若任何前述人士投票反對該決議案則除外，前提為其已通知本公司其如此行事的意向以及該意向已於向股東發出的相關通函內列明。



## Subscription price of the Shares

The subscription price in respect of any particular option shall be such price as our Board may in its absolute discretion determine at the time of the grant of the relevant option (and shall be stated in the letter containing the offer of the grant of the option) but the subscription price shall not be less than whichever is the highest of:

- (i) the nominal value of a Share;
- (ii) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the offer date; and
- (iii) the average of the closing prices of Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the offer date. The subscription price shall also be subject to adjustment in accordance with the reorganization of capital structure.

## Duration

The Share Option Scheme shall be valid and effective for a period of ten years commencing on the Listing Date. However, the Shareholders may by a resolution in general meeting at any time terminate the Share Option Scheme. Upon expiry or termination of the Share Option Scheme, no further options shall be offered but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect. All options granted before such expiry or termination (as the case may be) and not then exercised shall continue to be valid and exercisable subject to and in accordance with the terms of the Share Option Scheme. In respect of any option granted, the Board may in its discretion determine the exercise periods, provided that such period shall not be longer than 10 years commencing on the commencement date of such report.

## Option Granted

No option has been granted under the Scheme since the Adoption Date and up to the date of this annual report.

## 股份之認購價

任何特定購股權所涉及之認購價，乃董事會於有關購股權授出時全權酌情釐定之價格(須於載有授出購股權建議之函件內列明)，惟認購價不得低於下列之最高者：

- (i) 股份之面值；
- (ii) 於要約日期聯交所每日報價表所報股份之收市價；及
- (iii) 緊接要約日期前五個營業日聯交所每日報價表所報股份之平均收市價。認購價亦可根據股本架構重組予以調整。

## 期限

購股權計劃由上市日期起計十年內生效及有效。然而，股東可隨時於股東大會上以決議案終止購股權計劃。在購股權計劃屆滿或終止後，概不會再建議授出購股權，惟購股權計劃之條文於所有其他方面均仍然具有十足效力及作用。根據購股權計劃之條款並在其規限下，上述屆滿或終止(視情況而定)前授出而當時尚未行使其所有購股權將繼續有效及可予行使。就任何已授出購股權而言，董事會可酌情釐定行使期，惟該期間不得超過自該報告開始日期起計10年。

## 已授出購股權

自採納日期及直至本年報日期，本公司並無根據上述計劃授出任何購股權。



## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Board, the Board confirms that the Company has maintained the public float as required by the Listing Rules as at the latest practicable date prior to the issue of this annual report.

## TAX RELIEF

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

## RELATED PARTY TRANSACTION

Details of the related party transactions undertaken in the normal course of business are provided under note 35 to the consolidated financial statements and the below section. The transactions disclosed therein constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules since the Listing Date, the Company has complied with the disclosure requirements under Chapter 14 of the Listing Rule.

Save as disclosed in below sections of this annual report, there were no other connected transactions or non-exempted continuing connected transactions under the Listing Rules as at the date of this annual report.

## EXEMPTED CONTINUING CONNECTED TRANSACTION

### Connected Person

Big Elegant Limited (“**Big Elegant**”) was incorporated in Hong Kong on 28 January 2010 as a limited liability company and is held as to 50% by Mr. CHENG Wan Wai and as to 50% by Ms. HUI Li Kwan. Accordingly, Big Elegant is a connected person upon the Listing under the Listing Rules.

## 充足的公眾持股量

根據本公司可公開獲得的資料及就董事會所知，董事會確認，於本年報刊發前的最後實際可行日期，本公司已維持上市規則所規定的公眾持股量。

## 減免稅項

本公司並不知悉任何股東因持股而可減免稅項。

## 關聯方交易

於日常業務過程中進行的關聯方交易詳情載於綜合財務報表附註35及下節。根據上市規則第14A章，自上市日期起，當中披露的交易構成本公司的持續關連交易。本公司已遵守根據上市規則第14章的披露規定。

除本年報下文各節所披露者外，於本年報日期，本公司概無其他上市規則項下的關連交易或非豁免持續關連交易。

## 獲豁免持續關連交易

### 關連人士

鉅雋有限公司(「鉅雋」)為於二零一零年一月二十八日在香港註冊成立的有限公司，其由鄭穩偉先生及許莉君女士分別持有50%。因此，根據上市規則，於上市後鉅雋為一名關連人士。

## Tenancy agreement between our subsidiary and Big Elegant

Set out below is a summary of the continuing connected transaction of our Company, which is fully exempted from the relevant reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

### Background

Big Elegant (as landlord) entered into an agreement (the "Tenancy Agreement") with Q P Printing Limited ("Q P Printing") (as tenant) which was renewed on 1 September 2019, pursuant to which certain properties was leased by Big Elegant to Q P Printing. Details of the major terms of the Tenancy Agreement is set out as follows:

## 我們的附屬公司與鉅雋訂立的租賃協議

下文載列本公司持續關連交易之概要，該持續關連交易獲全面豁免遵守上市規則第14A章項下的相關申報、年度審核、公告及獨立股東批准規定。

### 背景

鉅雋(作為業主)與雋思印刷有限公司(「雋思印刷」)(作為租戶)訂立一份協議(「租賃協議」)，其於二零一九年九月一日續期，據此，鉅雋將若干物業出租予雋思印刷。租賃協議主要條款之詳情載列如下：

Date of the Tenancy Agreement	Address	Connected person (as landlord)	Subsidiary of our Group (as tenant)	Usage	Approximate GFA	Term	Monthly Rental
租賃協議日期	地址	關連人士 (作為業主)	本集團的附屬公司 (作為租戶)	用途	概約總建築面積 (sq.ft.) (平方呎)	租期	月租 (HK\$) (HK\$)
1 September 2019	Duplex Flat D, 26/F & 27/F, The Westminster Terrace, No. 2A Yau Lai Road, Tsuen Wan, New Territories, Hong Kong & Car Parking Spaces No. 216 & 217 on 2/F, No. 2A Yau Lai Road, Tsuen Wan, New Territories, Hong Kong	Big Elegant	Q P Printing	Directors' quarter and ancillary car parks	3,259 (excluding the car parks)	1 September 2019 to 31 December 2021	95,000
二零一九年九月一日	香港新界荃灣悠麗路2號A皇璧26樓及27樓複式單位D室及香港新界荃灣悠麗路2號A皇璧2樓216號及217號停車位	鉅雋	雋思印刷	董事宿舍及附屬停車場	3,259 (不包括停車場)	二零一九年九月一日至二零二一年十二月三十一日	95,000

Since the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) calculated with reference to the maximum aggregate annual rental payable by our Group to Big Elegant under the Tenancy Agreement for each of the three years ending 31 December 2020 exceeds 0.1% but is less than 5%, and the aggregate annual rental payable by our Group under the Tenancy Agreement will not exceed HK\$3,000,000. Therefore, upon Listing, the transaction contemplated under the Tenancy Agreement constitute de minimis continuing connected transaction for our Company pursuant to Rule 14A.76(1) of the Listing Rules, which will be fully exempt from reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The rent under the Tenancy Agreement was determined by the parties through arm's length negotiations with reference to the market rent for similar properties in the vicinity of the property. The independent property valuer, Cushman & Wakefield Limited, having reviewed the Tenancy Agreement, conducted market research on the leasing markets in Hong Kong and collected and analysed relevant rental comparables in the vicinity of the property, has confirmed that the respective rent payable under the Tenancy Agreement is consistent with the prevailing market rental level as at the lease commencement date.

In accordance with Rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the continuing connected transactions and confirmed that these continuing connected transactions were entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or better; and
- (3) according to the agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

由於截至二零二零年十二月三十一日止三個年度各年，參考本集團根據租賃協議應付鉅雋的最高年度租金總額計算的最高適用百分比率(定義見上市規則第14.07條)超過0.1%但低於5%，且本集團根據租賃協議應付的年度租金總額將不超過3,000,000港元。因此，根據上市規則第14A.76(1)條，於上市後租賃協議項下擬進行的交易構成本公司的最低豁免水平持續關連交易，將獲全面豁免遵守上市規則第14A章下的申報、年度審核、公告及獨立股東批准的規定。租賃協議項下的租金乃由訂約各方參考該物業鄰近同類物業的市場租金後經公平磋商釐定。獨立物業估值師戴德梁行有限公司於審閱租賃協議、對香港租賃市場進行市場研究並收集及分析物業鄰近地區可資比較相關租金後確認，租賃協議項下的應付相關租金與租賃開始當日的現行市場租金水平相一致。

根據上市規則第14A.55條，獨立非執行董事已審閱持續關連交易，並已確認該等持續關連交易乃：

- (1) 於本集團一般及日常業務過程中訂立；
- (2) 按一般商業條款或更佳之條款訂立；及
- (3) 根據規管有關交易之協議訂立，而有關協議之條款乃公平合理並符合股東之整體利益。

Pursuant to Rule 14A.56 of the Listing Rules, PricewaterhouseCoopers, the Company's external auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Financial statements" and with reference to Practice Note 740 "Auditors' Letter on Continuing Connected Transactions under Hong Kong Listing Rules" issued by the HKICPA.

PricewaterhouseCoopers issued an unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed by the Group in accordance with Rule 14A.56 of the Listing Rules.

Save as disclosed above, the Company had no connected transactions or continuing connected transactions which fell to be disclosed in accordance with the provisions under Chapter 14A of the Listing Rules in relation to the disclosure of connected transactions and continuing connected transactions.

## AUDIT COMMITTEE

The Audit Committee, comprising Mr. NG Shung as chairman as well as Mr. CHAN Hiu Fung Nicholas and Prof. CHENG Man Chung Daniel as members, has reviewed, together with the participation of the management, the accounting principles and practices adopted by the Group and discussed auditing and financial reporting matters including the review of the audited financial statements of the Group for the year ended 31 December 2019.

## EVENTS AFTER THE REPORTING PERIOD

Details of the significant events after the Reporting period of the Group are set out in note 36 to the consolidated financial statements.

根據上市規則第14A.56條，本公司的外聘核數師羅兵咸永道會計師事務所已獲委聘，以根據香港核證委聘準則第3000號修訂本「審核或審閱財務資料以外之核證委聘」，並參照香港會計師公會頒佈之實務說明第740號「關於香港上市規則所述持續關連交易之核數師函件」就本集團之持續關連交易作出報告。

羅兵咸永道會計師事務所已根據上市規則第14A.56條就其對本集團所披露持續關連交易之審查結果及結論，發出載有無保留意見之函件。

除上文所披露者外，本公司概無任何須根據上市規則第14A章有關關連交易及持續關連交易之披露的條文作出披露的關連交易或持續關連交易。

## 審核委員會

審核委員會包括主席吳嵩先生以及成員陳曉峰先生及鄭文聰教授，審核委員會已在與管理層的參與下審閱本集團採納的會計原則及慣例，並討論審核及財務事宜，包括審閱本集團截至二零一九年十二月三十一日止年度之經審核財務報表。

## 報告期後事件

本集團於報告期後之重大事項詳情載於綜合財務報表附註36。

## INDEPENDENT AUDITOR

The consolidated financial statements for the year ended 31 December 2019 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment. The Board has taken the Audit Committee's recommendation that a resolution for their re-appointment as independent auditor of the Company will be proposed at the forthcoming AGM.

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

## 獨立核數師

截至二零一九年十二月三十一日止年度之綜合財務報表已由羅兵咸永道會計師事務所審核，其將退任，並符合資格膺選連任。董事會已採納審核委員會的推薦建議，將於應屆股東週年大會上提呈有關重新委任其為本公司獨立核數師的決議案。

於本年度及直至本年報日期，獨立核數師概無變更。

## I. ABOUT THIS REPORT

The board of directors (the “**Board**”) of Q P Group Holdings Limited (the “**Company**”) is pleased to present this Environmental, Social and Governance (hereinafter called “**ESG**”) Report (the “**Report**”) of the Company and its subsidiaries (collectively as the “**Group**” or “**We**”). This ESG Report summarises the policies, sustainability strategies, management approach, initiatives and performance made by the Group in the environmental and social aspects of its business.

The ESG Report covers the Group’s business in the manufacture and sale of paper products of its headquarters in Hong Kong and two key production sites in Dongguan and Heshan in the PRC for the year ended 31 December 2019. This is the first year the Group is required to prepare the Report in accordance with Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**HKEX**”). The Report discloses the required information under the “comply or explain” provisions of the ESG Reporting Guide set out in Appendix 27. The relevant provisions and details are listed out at the end of the Report.

The Board is responsible for the Group’s ESG strategy formulation and reporting, evaluating and determining the Group’s ESG-related risks, and ensuring that appropriate and effective ESG risk management measures and internal control systems are in place. In order to determine the ESG reporting scopes, the key management personnel have discussed internally and identified the environmental, social and operating items; and assessed their importance to the stakeholders and the Group. The summary of material ESG items are listed out per Section III in the Report.

## 一、關於本報告

雋思集團控股有限公司(「本公司」)董事會(「董事會」)欣然發表本公司及其附屬公司(統稱「本集團」或「我們」)之環境、社會及管治報告(「本報告」)。本報告總結了本集團於其業務所採用之環境及社會方面的政策、可持續發展策略、管理方法、措施及表現。

本報告涵蓋了本集團截至二零一九年十二月三十一日止年度在香港總部以及在中國東莞市及鶴山市的兩個主要生產基地之紙製品製造及銷售業務。今年為本集團根據香港聯合交易所有限公司(「香港聯交所」)證券上市規則附錄二十七要求編製本報告的第一年。本報告根據附錄二十七所載之《環境、社會及管治報告指引》當中之「遵守或解釋」條款而作出披露。相關之條款及內容載於本報告最末部份。

董事會負責為本集團訂立環境、社會、管治策略及匯報、評估和釐定本集團之有關環境、社會及管治之風險，確保訂立合適及有效之環境、社會及管治風險管理措施及內部監控系統。為了釐定環境、社會及管治報告範圍，我們與各管理層人員進行內部討論，並列出環境、社會及管治項目，再評估各項目對持份者及本集團的重要程度。重要的環境、社會及管治項目概要載於本報告的第三部份。



## II. STAKEHOLDERS' ENGAGEMENT

The Group is committed to maintaining the sustainable development of its business and the environmental protection of the communities in which it operates. The Group maintains a close tie with its stakeholders, including government/regulatory organisations, shareholders/investors, employees, customers, suppliers, community, etc. and strives to balance their opinions and interests through constructive communications in order to determine the directions of its sustainable development. The Group assesses and determines its ESG risks, and ensures that the relevant risk management measures and internal control systems are operating effectively. The following table shows the management response to the stakeholders' expectations and concerns:

## 二、持份者參與

本集團致力維持業務的可持續發展，並為環保及業務所在的社區提供支持。本集團與政府／監管組織、股東／投資者、員工、客戶、供應商、社區等持份者保持密切聯繫，力求透過建設性交流平衡意見與利益，從而確定我們的可持續發展方向。本集團評估及釐定環境、社會及管治風險，確保相關風險管理措施及內部控制系統妥善及有效地運行。有關持份者的期望與要求及管理層的回應如下表：

STAKEHOLDERS 持份者	EXCEPTIONS AND CONCERN 期望與要求	MANAGEMENT RESPONSE 管理層回應
Government/ regulatory organisations 政府／監管組織	<ul style="list-style-type: none"> <li>➢ Compliance in laws and regulations</li> <li>➢ 遵守法律及法規</li> <li>➢ Fulfill tax obligation</li> <li>➢ 履行稅務責任</li> </ul>	<ul style="list-style-type: none"> <li>➢ Uphold integrity and compliance in operations</li> <li>➢ 於營運中秉持誠信及合規</li> <li>➢ Establish comprehensive and effective internal control system</li> <li>➢ 建立全面有效的內部控制系統</li> <li>➢ Compliance with relevant laws, regulatory requirements and industry standards</li> <li>➢ 遵守相關法律、監管規定及行業標準</li> <li>➢ Pay tax on time, and contribute to the society</li> <li>➢ 按時繳稅及回饋社會</li> </ul>
Shareholders/ investors  股東／投資者	<ul style="list-style-type: none"> <li>➢ Return on investment</li> <li>➢ 投資回報</li> <li>➢ Information transparency</li> <li>➢ 資訊透明度</li> <li>➢ Corporate governance system</li> <li>➢ 企業管治制度</li> </ul>	<ul style="list-style-type: none"> <li>➢ Management possesses relevant experience and expertise to optimise the sustainability and profitability of the Group's business</li> <li>➢ 管理層具有相關經驗和專業知識，確保本集團業務的可持續性及盈利能力</li> <li>➢ Regular information dissemination by publications on the websites of the Stock Exchange and the Company</li> <li>➢ 於聯交所及本公司網站定期發放資訊</li> <li>➢ Dedicated to business growth, risk management and improvement in internal control</li> <li>➢ 致力於業務增長，風險管理和內部控制改進</li> </ul>

STAKEHOLDERS 持份者	EXCEPTIONS AND CONCERN 期望與要求	MANAGEMENT RESPONSE 管理層回應
Employees 員工	<ul style="list-style-type: none"> <li>➢ Labour rights</li> <li>➢ 勞工權益</li> <li>➢ Career development</li> <li>➢ 職業發展</li> <li>➢ Compensation and welfare</li> <li>➢ 薪酬及福利</li> <li>➢ Health and workplace safety</li> <li>➢ 健康與工作場所安全</li> </ul>	<ul style="list-style-type: none"> <li>➢ Set up contractual obligations to protect employees' rights and welfare</li> <li>➢ 制定合約責任以保護僱員權益與福利</li> <li>➢ Encourage employees to participate in continuous education and professional training</li> <li>➢ 鼓勵僱員參與持續教育及專業培訓</li> <li>➢ Establish a structural human resource evaluation framework for staff development and promotion</li> <li>➢ 建立結構性人力資源評估框架，促進員工發展及晉升</li> <li>➢ Establish a fair, reasonable and competitive remuneration system</li> <li>➢ 建立公平、合理和具競爭力的薪酬體系</li> <li>➢ Enhance occupational health and workplace safety level</li> <li>➢ 提升職業健康及工作場所安全水平</li> </ul>
Customers 客戶	<ul style="list-style-type: none"> <li>➢ High quality and safety products</li> <li>➢ 優質及安全產品</li> <li>➢ Timely delivery</li> <li>➢ 及時交貨</li> <li>➢ Reasonable pricing</li> <li>➢ 價格合理</li> <li>➢ Operational Compliance</li> <li>➢ 合規營運</li> </ul>	<ul style="list-style-type: none"> <li>➢ Maintain a high standard of product quality</li> <li>➢ 保持高標準的產品質量</li> <li>➢ Provide customer service and product engineering solutions to satisfy customers' specific needs</li> <li>➢ 提供客戶服務及產品工程解決方案，以滿足客戶的特定需要</li> <li>➢ Formulate comprehensive quality assurance process and recall procedures</li> <li>➢ 制定全面的質量保證流程和召回程序</li> <li>➢ Ensure adequate production capacity and stable operation for order fulfilment</li> <li>➢ 確保足夠生產能力及穩定的營運以完成訂單</li> <li>➢ Ensure the performance of contractual obligations</li> <li>➢ 確保履行合約責任</li> <li>➢ Improve efficiency and cost-effectiveness of operation and production</li> <li>➢ 改善營運及生產的效率及成本效益</li> <li>➢ Ensure compliance with international standards on quality, security, environment and social responsibilities</li> <li>➢ 確保遵守質量、安全、環境及社會責任方面的國際標準</li> <li>➢ Protect customers' intellectual property rights</li> <li>➢ 保護客戶知識產權</li> </ul>

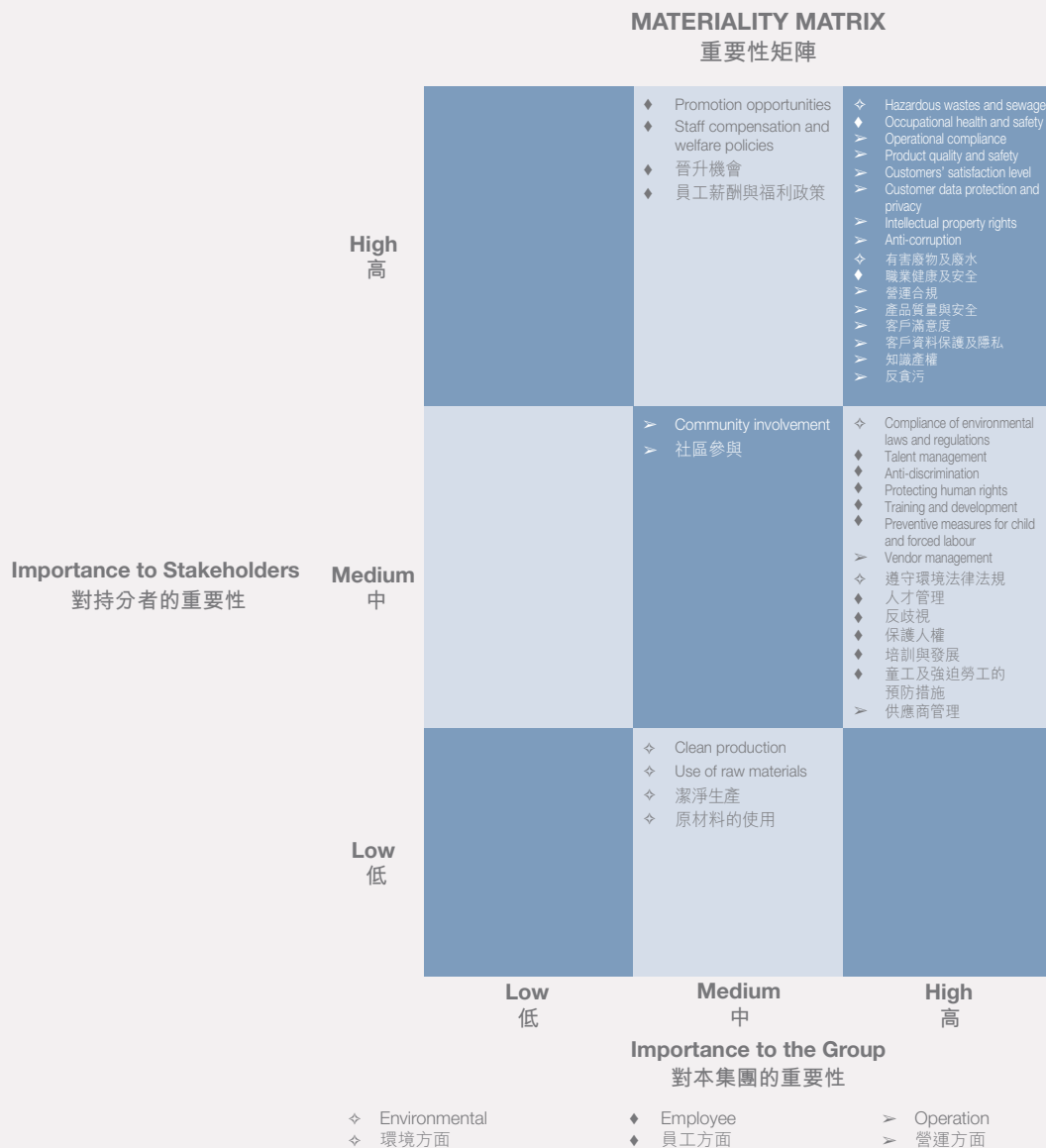
STAKEHOLDERS 持份者	EXCEPTATIONS AND CONCERN 期望與要求	MANAGEMENT RESPONSE 管理層回應
Suppliers 供應商	<ul style="list-style-type: none"> <li>➢ Stable demand</li> <li>➢ 需求穩定</li> <li>➢ Good relationship with the Company</li> <li>➢ 與本公司保持良好關係</li> <li>➢ Corporate reputation</li> <li>➢ 企業信譽</li> </ul>	<ul style="list-style-type: none"> <li>➢ Ensure the performance of proper contractual obligations are in place</li> <li>➢ 確保履行適當合約責任</li> <li>➢ Maintain an effective supply chain management system</li> <li>➢ 保持高效供應鏈管理體系</li> <li>➢ Establish and maintain strong and long-term co-operating relationship with good quality suppliers</li> <li>➢ 與高質供應商建立及保持牢固與長期的合作關係</li> <li>➢ Ensure timely payment in accordance with purchase contract</li> <li>➢ 根據採購合約確保及時付款</li> </ul>
Community 社區	<ul style="list-style-type: none"> <li>➢ Environmental protection</li> <li>➢ 環境保護</li> <li>➢ Community contribution</li> <li>➢ 社區貢獻</li> <li>➢ Economic development</li> <li>➢ 經濟發展</li> </ul>	<ul style="list-style-type: none"> <li>➢ Establish an effective and efficient system for disposal of hazardous and non-hazardous wastes</li> <li>➢ 建立有效及高效的有害及無害廢物處置系統</li> <li>➢ Implement eco-friendly measures to reduce use of energy, water and paper</li> <li>➢ 實施環保措施，減少使用能源、水及紙張</li> <li>➢ Perform periodic third-party environmental assessment</li> <li>➢ 進行定期的第三方環境評估</li> <li>➢ Contribute to the community through donations to registered charities</li> <li>➢ 通過向註冊慈善機構捐款，貢獻社區</li> <li>➢ Encourage employees to participate in charitable activities and voluntary services</li> <li>➢ 鼓勵員工參加慈善活動及志願服務</li> <li>➢ Maintain good and stable financial performance and business growth</li> <li>➢ 保持良好及穩定的財務業績和業務增長</li> </ul>

### III. MATERIALITY MATRIX

During FY2019, the Group has evaluated a number of environmental, social and operating items, and assessed their importance to stakeholders and the Group through various channels. This assessment helps to ensure that the Group's business objectives and development direction are in line with the stakeholders' expectations and requirements. The Group's and stakeholders' matters of concern are presented in the following materiality matrix:

### 三、重要性矩陣

於二零一九年財政年度內，本集團已評估多項涵蓋環境、社會及營運相關項目，並透過不同渠道評估各項目對持份者及本集團的重要程度，此等評估有助本集團確保業務目標與發展方向能符合持份者的期望與要求。而本集團和持份者所關心的事項均呈現於以下的重要性矩陣內：



## IV. ENVIRONMENTAL PROTECTION

### 1. Management of Emissions

The Group mainly manufactures and sells paper products including table top games, greeting cards, educational items and premium packaging. We are fully aware of the exhaust air, wastewater, noise and various wastes generated during production process and living that had brought a certain impact on the environment. Therefore, we have set up a sound environmental management system for our plants and offices based on our environmental policy of “Prevent and Control”, and established internal rules and regulations, following the requirements of the ISO 14001 environmental management system and taking into account the characteristics of our businesses. We optimise the measures and facilities relating to environmental protection and pollution prevention continuously, and to collect ideas in resolving major environmental issues. Besides, we pay close attention to the updates in national and local environmental protection laws and regulations, and provide relevant training to our employees. In order to comply with the applicable laws and regulations, and to implement the Group’s environmental protection policy effectively, the administrative department monitors and assesses the performance of the daily management of the production workshop, office, staff dormitories and canteens. Staff are required to collect, store and dispose of all types of wastes and to manage the discharges and emissions in accordance with the internal rules and regulations for the purpose of reducing pollutants through implementing different measures. The Group’s management of different types of emissions are described in detail below:

## 四、環境保護

### 1. 排放物的管理

本集團主要從事紙製品(包括桌遊、賀卡、幼教用品及包裝彩盒)之製造及銷售。我們充分瞭解到於生產過程和生活中所產生的廢氣、廢水、噪音和各類廢物，為環境帶來一定的影響，因此我們以「預防為主、防治結合」的環境政策，為各廠房及辦公室建立健全的環境管理制度，並根據ISO 14001環境管理體系的要求及我們的業務特點建立內部規章制度。我們不斷優化與環境保護及污染防治有關的措施和設施，並就解決重大環境問題收集意見。此外，我們密切關注國家及地方環境保護法律及法規相關更新，並為員工提供相關培訓。為遵守適用法律及法規並有效實施本集團的環保政策，行政部門對生產車間、辦公室、員工宿舍及食堂的日常管理工作表現進行監督及評估。員工須根據內部規章制度收集、存放及處置所有類型的廢物以及管理排放物，以透過實施不同措施減少污染物。有關本集團對不同類型排放物的管理詳情如下：

### Management of Exhaust Air and Greenhouse Gas Emissions

The exhaust air we produced are mainly benzene, toluene, xylene and volatile organic compounds (“VOCs”) generated in processes of offset printing, silk-screen printing, paper surface treatment, and kitchen and vehicles exhaust emissions. In order to comply with the applicable provisions of the “Law of the People’s Republic of China on the Prevention and Control of Atmospheric Pollution”, “Emission Standard of Volatile Organic Compounds for Printing Industry”, “Emission Standard of Oil Fume for Cooking” and other applicable laws and regulations, we established related internal policy and procedures and set up various mitigation measures with the aim of reducing the impact of the Group’s business activities on the environment and employees’ health.

The administrative department is responsible for managing all types of exhaust air emissions of the Group, including establishing exhaust air emissions limit, and close monitoring of legal and regulatory compliance in emissions. All the exhaust air emitted during production and cooking in canteens is discharged at or above the national and local government regulated discharge height after being treated by the environmental protection facilities. For example, we set up gas collection hoods above printing equipment and machinery to capture exhaust air; use activated carbon absorption device to treat exhaust air and replace

### 廢氣及溫室氣體排放的管理

我們於柯式印刷、絲網印刷、紙面處理的生產過程，與廚房廢氣及車輛尾氣排放中所產生的廢氣主要是苯、甲苯、二甲苯及揮發性有機化合物（「揮發性有機化合物」）。為遵守《中華人民共和國大氣污染防治法》、《印刷行業揮發性有機化合物排放標準》及《飲食業油煙排放標準》的適用規定以及其他適用法律及法規，我們制定了相關的內部政策程序及各種緩解措施，以減輕本集團的業務活動對環境及員工健康的影響。

行政部門負責管理本集團所有種類的廢氣排放，包括設定廢氣排放限值，並密切監測排放於法律及法規方面的合規情況。在生產及食堂的烹飪過程中所排放的所有廢氣，經環保設施處理後，於國家及地方政府規定的排放高度處或以上排放。例如，我們在印刷設備及機器上方均設有氣體收集罩收集廢氣；利用活性炭吸附裝置處理廢氣並定期更換活性炭；利用油煙淨化器處理廚房廢氣。此



Exhaust air treatment system 廢氣處理系統



activated carbon regularly; use oil fume purifier to treat the kitchen exhaust air. Besides, we use soybean oil-based ink in a portion of production since the organic exhaust air mainly comes from ink. soybean oil-based ink is more environmentally-friendly as it contains less VOCs.

Employees must strictly follow the operation manual to operate the environment protection facilities. We regularly conduct repair and maintenance for the facilities to ensure that the equipment runs properly. Staff have to report any abnormalities found to management at once and take appropriate actions to prevent exhaust air leakage and other environmental pollution incidents. During FY2019, the Group entrusted qualified local environmental consulting companies to measure the concentration of organic exhaust air at various emission outlets and the test results met the emission standards.

#### Management of Wastewater

The Group's plants and offices have always complied with the "Law of the People's Republic of China on Water Pollution Prevention and Control", "Emission Limit of Water Pollutants" and other applicable laws, regulations and standards. We have established related internal policy and procedures and set up various emission-reduction measures in order to effectively control and manage the wastewater discharges in production plants, offices, staff dormitories and canteens. Furthermore, we regularly conduct repair and maintenance for the wastewater treatment facilities and pipelines to ensure that they operate properly to prevent leakage, and also to reduce water resources wastage and secondary pollution to the environment.

外，由於有機廢氣主要產自油墨，因此我們在部份的生產中使用大豆油墨。大豆油墨是由大豆製成，所含揮發性有機化合物較少，故而更加環保。

員工須嚴格根據操作手冊操作環保設施。我們對有關設施進行定期維修及維護以確保設備正常運作。工作人員若發現任何異常須立即上報管理層並採取適當舉措防止廢氣洩漏及其他環境污染事件。於二零一九年財政年度內，本集團委託當地合資格環境諮詢公司對各個排放口的有機廢氣濃度進行測量，檢測結果符合排放標準。

#### 廢水排放的管理

本集團各廠房及辦公室一直遵守《中華人民共和國水污染防治法》、《水污染物排放限值》及其他適用法律、法規及標準。我們制定了相關的內部政策程序及各種減排措施，以有效地控制與管理生產工廠、辦公室、員工宿舍及食堂的廢水排放。此外，我們對廢水處理設施及管道進行定期維修及維護，確保其正常運作以防止洩漏，從而減少水資源浪費及對環境造成二次污染。

#### *Hazardous Wastewater*

The hazardous wastewater generated by the Group in the manufacture of paper products are mainly wastewater produced from cleaning printing blankets and machinery, and wastewater from laboratories, and wastewater containing air compressor oil. In order to reduce the amount of hazardous wastewater generated from production, for example, the workers are required to wipe off the glue manually prior to cleaning the materials in a bucket of water instead of a running faucet at the hazardous wastewater collection pools. A water reuse system is set up to recycle the wastewater. This system is a combination of chemical coagulation-flocculation and membrane Bio-reactor, which can effectively purify wastewater and ensure it meets the standard for reuse in the production process after the treatment. It is established based on the specification that reuse rate of wastewater (restricted to use in production) is up to 90%. Besides, we use water circulation filtration system at the printing plate-making department to recycle water and to reduce wastewater. The sewage water will then be purified at our wastewater treatment station. The sedimentation tank at the station is cleaned regularly. We entrust qualified companies to collect the hazardous wastewater and the sludge deposited in the sedimentation tank containing hazardous substances (such as heavy metals).

#### *有害廢水*

本集團製造紙製品產生的有害廢水主要是清洗印刷膠布及機器時產生的廢水、實驗室廢水及含空氣壓縮機油的廢水。為減少生產產生的有害廢水量，例如，工人須先在水桶裡手動擦拭膠水，而非於有害廢水收集池水龍頭下清洗材料。我們安裝了水回用系統以回收廢水。此系統結合了化學混凝－絮凝方法及膜生物反應器，可有效淨化廢水，確保處理後達到在生產過程中回用的標準。此系統是按照高達90%廢水回用率之規格建立。此外，我們在製版部門使用水循環過濾系統以循環用水及減少廢水。隨後，污水將於我們的廢水處理站進行淨化處理，我們亦定期清洗站內沉澱池。我們委託合資格公司收集及回收有害廢水和沉澱池中沉積的含有害物質(如重金屬)的污泥。

### Non-hazardous Wastewater

The non-hazardous wastewater produced in our operations mainly comes from domestic wastewater from offices and staff dormitories, and oily wastewater generated in the canteen. We have established a series of water-saving and emission-reduction measures to reduce the generation of domestic wastewater. Please refer to the “Conservation of Water” section below for details of the measures. As wastewater produced by canteen usually contains oil, we have established certain facilities for the decomposition of oil and slag. All wastewater produced by canteen must pass through such facilities before it meets the standard to be discharged together with the domestic wastewater. Also, we have our own septic tanks for our domestic wastewater, and after a series of treatment, all wastewater is discharged to local sewage treatment plants.

During FY2019, the Group’s data in hazardous and non-hazardous wastewater discharged are as follows:

### 無害廢水

我們於營運中產生的無害廢水主要是辦公室及員工宿舍的生活廢水，以及食堂產生的含油廢水。我們已制定一系列節水減排措施，以減少產生生活廢水。有關措施的詳情，請參閱下文「節約用水」一節。因食堂產生的廢水通常含有油，我們已建立若干設施以分解油渣。食堂產生的所有廢水必須通過該等設施，方可達至標準與生活廢水一併排放。此外，我們擁有自己的生活廢水化糞池，經過一系列處理後，所有廢水均排放至當地污水處理廠。

於二零一九年財政年度內，本集團的有害及無害廢水排放數據如下表：

		2019 二零一九年 (Tonnes) (噸)
<b>HAZARDOUS WASTEWATER</b>		
	有害廢水	
<b>Total</b>	總量	619.13
<b>Intensity<sup>1</sup></b>	密度 <sup>1</sup>	0.03
<b>NON-HAZARDOUS WASTEWATER</b>		
	無害廢水	
<b>Total</b>	總量	221,709.20
<b>Intensity<sup>1</sup></b>	密度 <sup>1</sup>	11.58
<b>Group’s Total Emission</b>		<b>222,328.33</b>
<b>Group’s Emission Intensity<sup>1</sup></b>		<b>11.61</b>

Note:

1. The emission intensity is calculated in terms of production per tonne.

附註：

1. 排放量密度以每噸產生量計算。

#### *Management of Disposal of Solid Wastes*

The Group has always complied with the “Law of the People’s Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes” and other applicable environmental laws and regulations, and followed the requirements to establish our internal policy and procedures to manage and monitor the collection, storage and disposal of solid wastes. The solid wastes generated in daily operations mainly include hazardous wastes, recyclable wastes and non-recyclable wastes. In order to show our determination, we have signed a commitment letter for management of solid wastes with the local governments. Besides, we provide our employees with professional skills and environmental knowledge training and regularly assess whether our employees act in accordance with the proper operating procedures and how their behaviours and thoughts can impact the environment, with the aim to ultimately reduce the amount of solid wastes from business activities.

#### *Hazardous Solid Wastes*

Hazardous or harmful solid wastes refer to the waste items on the national hazardous wastes catalog. They mainly include waste film, wastes containing heavy metals, waste chemicals, waste paints, waste paint buckets, waste oil rag, waste oil, waste activated carbon, waste ink cartridges, waste light tubes and sludge (please refer to the “Management of Hazardous Wastewater” section above for details) generated from production and office operation. We follow the applicable laws and regulations to label all kinds of hazardous wastes clearly and centralise storage at specified locations by different categories and requirements. We also conduct regular inspections of hazardous waste storage areas and take anti-leak and containment measures to prevent secondary pollution. The hazardous wastes are handled by qualified environmental agents.

#### *固體廢物處置的管理*

本集團一直遵守《中華人民共和國固體廢物污染環境防治法》及其他適用環境法律及法規，並根據有關規定制定內部政策程序以管理及監督固體廢物的收集、存放及處置。於日常營運中所產生的固體廢物主要包括有害廢物、可回收的廢物及不可回收的廢物。為表決心，我們已與當地政府簽訂固體廢物管理承諾書。此外，我們為員工提供專業技能及環境知識培訓，定期評估僱員是否按照適當操作程序行事以及自身行為及想法如何對環境產生影響，旨在最終減少業務活動中產生的固體廢物量。

#### *危險固體廢物*

危險或有害固體廢物指國家危險廢物名錄中的廢棄項目，主要包括生產及辦公室營運所產生的廢棄膠片、含重金屬的廢物、廢化學品、廢漆料、廢漆桶、廢油布、廢油、廢活性炭、廢墨水匣、廢燈管及淤泥(詳情請參閱上文「有害廢水的管理」一節)。根據適用法律法規，我們對各類有害廢物貼上顯眼標籤，按不同類別及要求集中存放於指定位置。我們亦定期檢查有害廢物存放區域的情況，並採取防滲漏及封閉措施，防止二次污染。危險廢物乃由合資格環保機構處理。

### Non-hazardous Solid Wastes

Non-hazardous wastes can be divided into recyclable and non-recyclable wastes. Recyclable wastes mainly include scrap paper, waste pallets, waste bronzing paper, waste printing blanket, waste zinc plate, etc.. We advocate recycling and reusing wastes, such as sale of metal and paper scrap to recycling companies, reuse of production paper scrap in office, and so on. Non-recyclable wastes mainly come from office garbage, domestic garbage, construction waste, and kitchen wastes such as food residues and waste lunch boxes. They are placed in non-recyclable garbage areas or garbage bins, and are transported to the sanitation department for disposal.

During FY2019, the Group's data in production of hazardous and non-hazardous solid wastes are as follows:

### 無害固體廢物

無害廢物可分為可回收廢物及不可回收廢物，可回收廢物主要包括廢紙、廢卡板、廢燙金紙、廢印刷膠布、廢鋅板等。我們提倡回收及再利用廢物，如將廢金屬及廢紙出售給回收公司，辦公室再利用生產廢紙等。不可回收廢物主要來自辦公室垃圾、生活垃圾、建築廢物，以及食物殘渣及廢餐盒等廚餘廢物。該等廢物被置於不可回收垃圾區域或垃圾箱中，之後運往衛生部門進行處理。

於二零一九年財政年度內，本集團的有害及無害固體廢物產生情況如下：

		<b>2019</b> 二零一九年 (Tonnes) (噸)
<b>HAZARDOUS SOLID WASTES</b> 有害固體廢物		
<b>Total</b>	總量	97.44
<b>Intensity<sup>1</sup></b>	密度 <sup>1</sup>	0.01
<b>NON-HAZARDOUS SOLID WASTES</b> 無害固體廢物		
<b>Total</b>	總量	9,034.94
<b>Intensity<sup>1</sup></b>	密度 <sup>1</sup>	0.47
<b>Group's Total Emission</b>		9,132.38
<b>Group's Emission Intensity<sup>1</sup></b>		0.48

Notes:

1. The emission intensity is calculated in terms of production per tonne.

附註：

1. 排放密度按每噸生產量計算。

### *Management of Noise*

The noise produced by the Group's business mainly comes from the operation of production machinery and equipment, vehicles and forklifts. We control the noise level and its impact on the environment through restricting the production workshop location, using low-noise equipment as a priority; regularly conducting repair and maintenance for machinery and equipment; limiting the whistling noise from vehicles and forklifts in the factory area; and greening of the plant area to absorb harmful gases and to improve environmental conditions. At the same time, we equip our employees with earplugs to reduce the chance of suffering from occupational diseases.

The Group has strictly complied with the noise emission limits and guidelines in the "Emission Standard for Industrial Enterprises Noise at Boundary" and other applicable laws and regulations, and restricted noise emissions according to our internal "Control Method of Wastewater, Exhaust Air and Noise". The annual noise testing reports of the Dongguan and Heshan plants have indicated that they met the standards during FY2019.

### *Compliance*

During FY2019, we were not involved in any confirmed violations related to emissions that had significant impact on the Group.

### *噪音的管理*

本集團業務中產生的噪音主要來自操作生產機器設備、車輛及鏟車。我們透過生產車間位置的規劃、優先使用低噪音設備、定期對機器設備進行維修保養、限制廠區內車輛及鏟車鳴笛，以及綠化廠區吸收有害氣體並改善環境，控制噪音及其對環境的影響。同時，我們為員工配備耳塞，降低其患職業病的機率。

本集團一直嚴格遵守《工業企業廠界環境噪聲排放標準》及其他適用法律法規內的噪聲排放限值與指引，並按照內部《廢水、廢氣、噪聲管控方法》限制噪聲排放。於二零一九年財政年度內，東莞及鶴山廠房的年度噪聲檢測報告結果均達標。

### *合規*

於二零一九年財政年度內，我們並無涉及任何與排放相關且對本集團造成重大影響的已確認違規事件。



## 2. Management of Resources Utilisation

The Group mainly uses the resources of gasoline, diesel, electricity, water and paper. We strictly comply with the “Law of the People’s Republic of China of Energy Conservation”, “Law of the People’s Republic of China of Water” and other applicable laws and regulations on resource conservation, and continuously identify and reduce the impact from our business activities on the environment. The production department, offices, staff dormitories and canteens have implemented a number of measures, and we illustrate to our employees the importance of resources saving, and demand everyone to make best use of resources, to maximise their effectiveness and to eliminate waste of resources. Our measures for the effective use of various resources are detailed below:

### Conservation of Energy

#### *Conservation of Gasoline and Diesel*

Gasoline and diesel are mainly used in automobiles and forklifts. Our factories and offices have set up a number of conservation measures to regulate the use of gasoline and diesel in order to reduce emissions of exhaust air and greenhouse gases. The administrative department checks the condition of the vehicle and forklift regularly, and conducts periodic repairs and maintenance to ensure that they are in good condition, to raise the efficiency of energy use, and to prevent excessive fuel consumed and exhaust air generated due to parts failure. Drivers have to plan the route in advance and stop the car engine while idling, so as to minimise energy consumption and exhaust gas emissions. To reduce the use of diesel, we gradually use more electric forklifts as they are more environmentally friendly.

## 2. 資源使用的管理

本集團主要使用汽油、柴油、電力、水及紙張等資源。我們嚴格遵守《中華人民共和國節約能源法》、《中華人民共和國水法》及其他相關節約資源的法律法規，並持續辨識及減少經營活動對環境所造成的影響。生產部門、辦公室、職工宿舍及食堂均已實施多項措施，我們亦向員工說明節約資源的重要性，並要求各員工充分利用資源，發揮其最大效能並杜絕資源浪費的現象。我們對於各種資源有效利用的措施詳述如下：

### 節約能源

#### *節約使用汽油及柴油*

汽油及柴油主要用於汽車及叉車。我們的工廠及辦公室已制定多項節約措施，規範汽油及柴油的使用，減少廢氣及溫室氣體的排放。行政部門定期檢查車輛及鏟車的狀況，並定期進行維修保養，確保其狀況良好，提高能源使用效率，防止因零件故障而導致的燃油過度消耗和廢氣排放。司機必須需預先規劃路線，停車時關掉引擎，盡量減少能源消耗及廢氣排放。為減少使用柴油，我們逐漸使用更多較為環保的電動鏟車。

During FY2019, the Group's direct use of energy and the Scope 1 greenhouse gas emissions generated by the Group are as follows:

於二零一九年財政年度內，本集團直接使用能源及所產生範圍一的溫室氣體排放情況如下表：

			2019 二零一九年	
			CO <sub>2</sub> Equivalent Emissions 二氧化碳 當量排放量 (Tonnes) (噸)	
		Unit 單位	Consumption 使用量	
Gasoline	汽油	Litres 公升	45,137.00	122.22
Diesel	柴油	Litres 公升	25,640.95	71.09
Refrigerants	製冷劑	Kilograms 千克	192.25	333.44
<b>Group's Total Emission</b>			<b>集團排放總量</b>	
<b>Group's Emission Intensity<sup>1</sup></b>			<b>集團排放密度<sup>1</sup></b>	
				526.75
				0.03

Note:

1 The emission intensity is calculated in terms of production per tonne.

附註：

1 排放密度按每噸生產量計算。

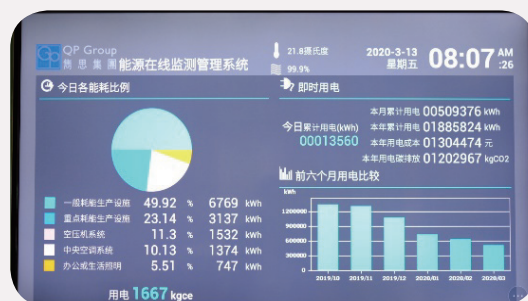
### Conservation of Electricity

"Reduction at source" is the Group's energy management strategy, for which we set up energy management implementation plans. An energy online monitoring system is installed in our production plant which provides real-time data of electricity consumption in different control points, including major printing presses, die-cutting machines, surface coating machines, air-conditioning and lighting respectively. The administrative department is responsible for monitoring and analysing the data and takes necessary actions in case of any abnormality found.

### 節約用電

本集團的能源管理策略是「源頭減排」，因此我們制定能源管理實施方案。我們的生產廠房已安裝能源線上監測系統，提供不同控制點(包括主要印刷機、模切機、表面處理機、空調及照明)的實時用電數據。

行政部門負責監控及分析數據，並於發現任何異常情況時採取必要行動。



Energy online monitoring system  
能源線上監測系統

We also actively promote the energy conservation and consumption reduction policy pursuant to the “Energy Conservation Law of the People’s Republic of China” and other applicable laws and regulations, and implement a series of energy conservation measures to educate employees on the relationship between energy use and earth sustainability, so that they can build a good habit of using electricity. For example, the air conditioners in the office should be used according to seasonal and temperature changes; use energy-efficient LED lighting in our production plants, use motion-activated switches for lighting at stairs and corridor; maintain the production and electrical equipment regularly to reduce wasted power due to malfunctioning.

During FY2019, the Group’s indirect use of electricity and the Scope 2 greenhouse gas emissions generated by the Group are as follows:

我們亦根據《中華人民共和國節約能源法》及其他適用法律法規，積極推廣節能降耗政策，並實施一系列節能措施向員工灌輸能源利用與地球可持續發展的關係，使其能建立良好的用電習慣。例如，辦公室的空調應根據季節及氣溫變化使用；在生產廠房採用節能LED照明；樓梯及走廊照明採用動作感應開關；定期維護生產及用電設備，減少因故障耗費的電力。

於二零一九年財政年度內，本集團間接用電及所產生範圍二的溫室氣體排放情況如下表：

		2019 二零一九年	
		Consumption 使用量 (Megawatt hours) (“MWh”) (「兆瓦時」)	CO <sub>2</sub> Equivalent Emissions 二氧化碳 當量排放量 (Tonnes) (噸)
Electricity	電力	25,764.87	20,593.16
<b>Group’s Total Emission</b>	<b>集團排放總量</b>		20,593.16
<b>Group’s Emission Intensity<sup>1</sup></b>	<b>集團排放密度<sup>1</sup></b>		1.08

Note:

1 The emission intensity is calculated in terms of production per tonne.

附註：

1 排放量密度按每噸生產量計算。

### Conservation of Water

Although we did not encounter any problems in obtaining applicable water resources during FY2019, we clearly understand the importance of water resources to our production and living needs. Therefore, in order to reduce our demand for water resources, we actively implement different water usage measures and put great effort on the development of water recycling technologies to increase the water reuse rate, to enhance the water use method in production, and to reduce the amount of wastewater discharges.

Regarding the management of water use for living, we educate employees and enhance their awareness of water conservation to build better water use habits. Employees are required to turn off the water taps immediately after washing hand and dishes.

Water use in production process is mainly related to printing process. In order to reduce water consumption in production and to increase the utilisation rate of water resources, we have installed a water reuse system and a water circulation filtration system in our production plants to recycle and reuse wastewater in the production process.

### 節約用水

於二零一九年財政年度內，我們雖然沒有在取得適用水源上遇到任何問題，但我們清楚知道水資源對於生產和日常所需的重要性。因此，為減少我們對水資源的需求，我們積極實施各種用水措施，大力開發水循環技術，提高水的再利用率，改善生產中的用水方式，減少廢水排放量。

於日常用水管理方面，我們教導並提高員工節約用水意識，改善員工的用水習慣。員工洗手洗碗後須立即關閉水龍頭。

生產過程中的用水主要涉及印刷工序。為減少生產用水、提高水資源利用率，我們於生產廠房安裝了水回用系統及水循環過濾系統，循環及再利用生產過程中的廢水。

The administrative department regularly monitors and reports the water consumption data investigates the cause for abnormalities found and takes prompt action to reduce water waste. We also pay attention to the daily maintenance and management of water supply facilities, regularly inspect the water supply system to avoid dripping, leaking and long flowing water; notify our maintenance department promptly for repair once damaged pipes and valves or water leakage is found so as to reduce unnecessary wastage.

### Management of Use of Paper

#### *For Production Use*

Paper is the major raw material used in production. The amount and type of paper to be used in production are determined by the design and features of products, as well as the way of manufacture. In our OEM business, we make strenuous effort in product engineering to make full use of paper and avoid wastage. We also establish various internal policies and procedures to regulate the entire production process in raw materials selection and procurement, printing, warehousing, and quality inspection. The procurement department selects paper that meets our production and quality requirements (Please refer to “Supply Chain Management” below for details) with the aim to produce the highest quality products with least wastage. The purchase and use of paper are based on the production plan and paper is distributed based on work orders. We provide professional training together with assessment tests to our employees to ensure that they understand well the standard operating procedures in the printing process and are able to meet the quality and efficiency requirements. Quality control starts from the pre-press preparation, trial print and colour check during the preliminary stage, and throughout the printing process. This is to ensure effective resources utilisation and, at the same time, to eliminate sub-standard semi-finished and finished products.

行政部門定期監測及匯報用水數據，調查已發現異常的原因並迅速採取行動減少用水浪費。此外，我們非常注重供水設備的日常維護和管理，定期檢查供水系統，杜絕滴水、漏水及長流水現象。如發現喉管、閘門有漏水的情況，即時通知維修部門進行修理，防止不必要的浪費。

### 紙張使用的管理

#### *生產用紙*

紙張是生產中使用的主要原材料。生產所用紙張的數量及類型乃根據產品設計及特性以及製造方式釐定。在OEM業務方面，我們在產品工藝工程方面不遺餘力，充分利用紙張，避免浪費。我們亦制定各類內部政策及程序，規範原材料挑選及採購、印刷、倉儲及質檢的整個生產過程。採購部選取符合生產及質量要求的紙張(詳情請參閱下文「供應鏈管理」)，以最少的浪費生產最優質的產品。紙張的購買及使用遵循生產計劃，並基於工作訂單進行分配。我們為員工提供專業培訓及評估測試，確保其充分瞭解印刷過程的標準操作程序，並能夠達到質量及效率要求。質量控制自初始階段的印前準備、試印及驗色開始，貫穿整個印刷過程，確保資源得以有效利用，同時杜絕不合標準的半成品及製成品。

In order to prevent raw materials from damages and deterioration, we pay attention to raw materials storage and strengthen the warehouse management. For example, all raw materials should be properly packed and labelled; uncovered or stored outside warehouse is forbidden; we also impose materials storage restriction in warehouse, like keeping a minimum distance clearance from the wall and the floor. The raw material warehouse keeper prepares monthly report on paper consumption, conducts analytical review on paper purchased, used and losses during production. During FY2019, the Group consumed approximately 25,556.74 tonnes of paper in production.

#### *For Office Use*

In order to establish a “green office”, we advocate conservation of paper and encourage employees to send files in electronic form whenever possible to reduce physical copies. We assign appropriate rights for printing and set double-sided printing as default. Scrap paper from production is reused in office if the size and thickness is suitable. We make full use of paper by reusing one-side used paper for photocopying or printing; collect the double-side wasted papers in recycled paper collection box and recycle by the qualified recycler. During FY2019, the Group has consumed approximately 14.65 tonnes of paper in office.

為避免原材料損壞及變質，我們非常注重原材料儲存，加強倉庫管理。例如，所有原材料均應妥善包裝並貼上標籤；禁止外露或於倉庫外存放；我們亦對倉庫內的材料存放施加限制，例如與牆壁及地面保持最小距離。原材料倉庫管理員就紙張耗用情況編製每月報告，對於生產過程中的紙張購買、使用及損耗進行分析評估。於二零一九年財政年度內，本集團的生產用紙量約25,556.74噸。

#### *辦公用紙*

為建立「綠色辦公室」，我們主張節約用紙，鼓勵員工盡量以電子形式發送文件，減少紙張使用；設定列印權限並將打印機預設為雙面列印模式；倘尺寸及厚度合適，生產中的廢紙可於辦公室再次使用；我們循環再用影印或列印的單面紙張，對其充分利用，將兩面都使用過的廢紙放入再造紙收集箱，由合資格回收商處理。於二零一九年財政年度內，本集團的辦公室用紙量約14.65噸。

### 3. The Environment and Natural Resources

The source of significant impact by the Group on the environment and natural resources mainly comes from atmospheric emissions, wastewater, solid wastes, and use of natural resources (such as electricity, fuel, water, papers, and so on) in business activities. Starting from 2018, China levies taxes on industrial emissions and pollution and largely strengthens the control in environmental pollution. We continue to pay close attention to the changes in national and local environmental laws, regulations and policies, and update our environmental management system and the related policies to ensure operational compliance. We monitor our business operations and the impact on the environment, and implement various policies, measures and take actions (Please refer to “Management of Emissions” and “Management of Resources Utilisation” above for details) to encourage our employees to build good habits in using resources and to reduce our impact on the environment from business development. We adhere to the principles of safety, harmony, green development and clean production, instilling the awareness of environmental protection to the core of our operations, to protect and to care for the nature, and also to work with employees in order to build an environmentally friendly and resource-saving enterprise. We also dispatch our environmental protection messages to families, friends, business partners, etc., to build a more powerful cohesion in alleviating climate change together.

### 3. 環境及自然資源

本集團對環境及自然資源的重大影響，主要源自大氣排放物、廢水、固體廢物及業務活動中自然資源(如電力、汽油、水、紙張等)的使用。自二零一八年，中國開始對工業排放物及污染物徵稅，加大對環境污染的控制。我們持續密切關注國家及地方環境法律、法規及政策的變化，並更新內部環境管理體系及相關政策，確保營運的合規性。我們監察業務營運以及對於環境的影響，實施多項政策、措施並採取行動(詳情請參閱上文「排放物的管理」及「資源使用的管理」)，鼓勵員工形成善用資源的良好習慣，減少業務發展對環境的影響。我們堅持安全、和諧、綠色及清潔生產的原則，將環保意識納入營運活動的核心，保護及愛護大自然，與員工共同努力構建一個環境友好型與資源節約型企業。我們亦向家人、朋友、業務夥伴等人士傳達環保訊息，形成更為強大的凝聚力，共同緩解氣候變化。



We understand that cutting down trees to make forest products such as paper creates long term environmental disturbances in forest habitats; and might have impacts on plant and animal biodiversity, soil fertility and water quality. Therefore, we support the sustainable forest management practice by using FSC-certified papers in a portion of production, aiming at protecting the forests and mitigating our impact on the environment. Forest Stewardship Council (“**FSC**”) is currently considered to be the most robust certification system to ensure environmentally responsible, socially beneficial and economically viable management of forests; FSC endorses organisation who carry out their business activities in producing consumer products from using forest resources without compromising the health of the world’s forests for future generations.

## V. EMPLOYMENT AND LABOUR PRACTICES

Employees are our valuable assets and the key driver for the Group’s sustainable and long-term business development. We are committed to creating a non-discrimination, equal, harmonious and safe workplace. Our Dongguan and Heshan production plants are awarded a Seal of Compliance by the “ICTI Ethical Toy Program”, indicating that they have been conducting business practices fulfilling various labour and social standards of the Program, like providing safe working environments, treating employees fairly with dignity and respect, observing the rights and well-being of our employees.

我們瞭解，砍伐樹木用於製造紙張等森林產品會對森林棲息地產生長期的環境干擾，並可能對動植物的生物多樣性、土壤肥力及水質造成影響。因此，我們支持可持續森林管理慣例，於部份的生產中使用森林管理委員會認證的紙張，旨在保護森林，減輕我們對環境的影響。森林管理委員會是目前於確保對環境負責、對社會有益以及經濟上可行的森林管理方面最健全的認證體系；森林管理委員會支持有關組織在不損害後代世界森林健康的情況下，利用森林資源開展消費品生產等業務活動。

## 五、僱傭及勞工常規

員工是我們的寶貴資產，亦是本集團可持續及長期業務發展的主要驅動因素。我們致力創建一個無歧視、平等、和諧及安全的工作場所。我們的東莞及鶴山生產工廠獲「ICTI玩具業責任規範」授予「規範證章」，足證其商業行為一直符合該規範的各種勞工及社會標準，例如提供安全的工作環境、公平地對待並尊重員工，以及關注員工的權利及福祉。

Besides, we are dedicated to building up a good and mutually respectful relationship with our employees; encouraging our employees to be innovative, flexible and committed when dealing with our customers and strive for high quality products and services as their mission. To accomplish this target, we offer opportunities of advancement to attract, develop, retain and reward our talented staff; provide commensurate remuneration, personal growth and career development training; and other fringe benefits. We also care about our employees' work, life, physical and mental health. We organise recreational activities and training courses to enrich their leisure time and to enhance their technical skills and team cohesion. We encourage employees to maintain harmonious interpersonal relationships, and promote team spirit of cooperation and unity to cope with difficulties and challenges.

## 1. Workforce

As at 31 December 2019, the headquarter in Hong Kong and two key production sites in the PRC had 2,487 employees in total; 75 in Hong Kong and 2,412 in the PRC. All of them were contracted employees.

此外，我們致力於與員工建立良好及相互尊重的關係；鼓勵員工在與客戶溝通時採取創新、靈活和專責的態度，並以力求提供高質量的產品及服務為己任。為實現這一目標，我們提供晉升機會，以吸引、發展、保留及獎勵才能出眾的員工；提供相應的薪酬、個人成長和職業發展培訓；以及其他附帶福利。我們亦關心員工的工作、生活和身心健康。我們組織康樂活動及培訓課程，以豐富員工的工餘生活，並增強其技術技能和團隊凝聚力。我們鼓勵員工保持和諧的人際關係，倡導團隊合作和團結精神，面對困難，克服挑戰。

## 1. 員工

於二零一九年十二月三十一日，香港總部及中國的兩個主要生產基地共有2,487名員工；香港75名，中國2,412名，均為合約工。

### Total Workforce

The composition of the Group's employees as at 31 December 2019 is analysed by gender and age group as follows:

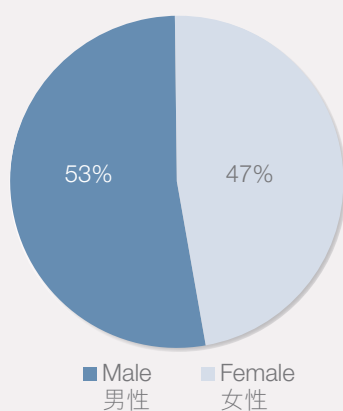
### 員工總數

按性別及年齡組別對本集團員工於二零一九年十二月三十一日的構成所作分析如下：

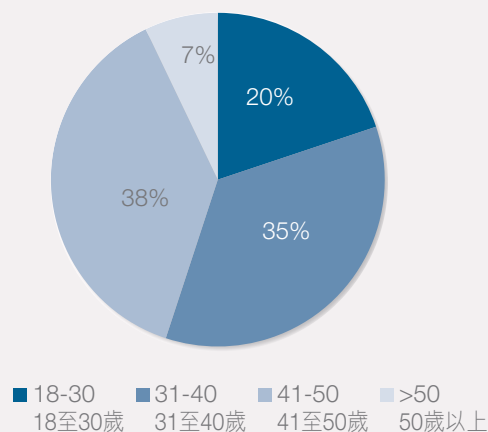
(i) *Percentage of Employees by Gender*  
(i) 員工性別比例

(ii) *Percentage of Employees by Age Group*  
(ii) 員工年齡組別比例

**As at 31 December 2019**  
於二零一九年十二月三十一日



**As at 31 December 2019**  
於二零一九年十二月三十一日



*Note:* The analysis was based on the data at the end of the reporting period

註：本分析基於報告期末的數據

## Employee Turnover

The average turnover rate<sup>1</sup> of employees is analysed by gender, age group and geographical region as follows:

## 員工流失

員工平均流失率<sup>1</sup>按性別、年齡組別及地區分析如下：

		2019 二零一九年
<b>By Gender</b>		<b>按性別</b>
> Male	> 男性	3.32%
> Female	> 女性	4.09%
<b>By Age Group</b>		<b>按年齡</b>
> 18–30	> 18至30歲	7.83%
> 31–40	> 31至40歲	2.68%
> 41–50	> 41至50歲	2.00%
> Above 50	> 50歲以上	4.46%
<b>By Geographical Region</b>		<b>按地區</b>
> The PRC	> 中國	3.76%
> Hong Kong	> 香港	1.13%

During FY2019, the average turnover rate<sup>1</sup> was approximately 3.72%. The higher turnover rate of age group “above 50 year-old” was mainly due to 44% of them has reached the statutory retirement age of the PRC.

於二零一九年財政年度內，平均流失率<sup>1</sup>約為3.72%。年齡組別「50歲以上」的流失率較高，主要由於當中44%已達到中國法定退休年齡。

1 the average turnover rate is calculated by averaging the monthly turnover rates. Monthly turnover rate is calculated by number of employees who left the Group/ average number of employees during the months \*100%. Employees who leave the Group within a month is not counted.

1 平均流失率按每月流失率的平均數計算。每月流失率按當月的離職員工人數除以平均員工人數乘以100%計算。於一個月內離開本集團的僱員不計算在內。

## 2. Talent Selection

The Group always aims recruit talented people and develops their potentials to grow with the organisation. We are also an equal opportunity employer and respect personal privacy. Hence, we have established “Recruitment Policy and Procedures” and implemented fair treatment policy. Job candidates are selected based on their morality, knowledge, abilities and job requirements, and regardless of their race, nationality, religion, age, gender, marital status, or sexual orientation. The policy applies to all phases of the employment relationship, including but not limited to, hiring, promotion, performance appraisal, training, personal development and termination.

## 3. Labour Standards

The Group observes the requirements under the Labour Law of the People’s Republic of China, and the Labour Contract Law of the People’s Republic of China, and the Hong Kong Employment Ordinance. We respect human rights and prohibit any unethical hiring practices, including child and forced labour by conducting background checks (review the identity documents of the applicants) in the hiring process. Factory workers’ consent for working overtime is required to prevent forced overtime work, and they are compensated in accordance with the applicable labour laws and regulations. During the reporting period, the Group did not hire any applicant under the legal working age and complied with the local laws and regulations in respect of child and forced labour.

## 2. 人才選拔

本集團一直致力招募人才，並助其發揮潛力，與本集團共同成長。我們亦是平等機會僱主，尊重個人私隱。為此，我們制定「招聘政策及程序」，並實施公平待遇政策。我們根據其道德、知識、能力及工作要求甄選工作候選人，並不會因其種族、國籍、宗教、年齡、性別、婚姻狀況或性取向而給予有差別的對待。該政策適用於僱傭關係的所有階段，包括但不限於聘用、晉升、績效評估、培訓、個人發展及解除合約。

## 3. 勞工標準

本集團遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及香港《僱傭條例》的規定。我們尊重人權，並透過在僱傭過程中進行背景調查（審查申請人的身份證明文件），禁止任何不道德的僱傭行為，包括童工及強迫勞工。為防止強迫加班，如需加班工作，我們須徵得工廠工人的同意，並根據適用的勞動法律及法規向彼等提供補償。於報告期內，本集團並無僱用任何未滿法定工作年齡的申請人，並已遵守當地有關童工及強迫勞工的法律及法規。

#### 4. Compensation and Welfare

The Group attracts and retains outstanding talents with competitive remuneration packages; benchmarks up-to-date remuneration data in their industry and strives to establish a fair, reasonable and competitive remuneration scheme. Staff salaries level are decided based on one's knowledge, skills, experiences and education background with respect to their work requirements. Employee compensation varies among factories and offices by locations. The employee remuneration package includes salary, overtime pay, bonus and so on. Other benefits include meal allowance, free shuttle bus service, etc. All employees are entitled to rest days and holidays (such as annual leaves, sick leaves, marriage leaves, maternity leaves, paternity leaves, funeral leaves, etc.). We conduct periodic performance appraisal and fairly assess the level of salaries increment and/or promotion recommendations based on several criteria including working experience, seniority, knowledge, skills, performance, contribution, etc.. To comply with the local labour and social securities laws and regulations, we provide social security benefits for all employees. For example, the employees in the PRC participated in the "Five Insurances and Housing Provident Fund"; Hong Kong employees participated in the Mandatory Provident Fund Scheme. The Group handles dismissal and compensation in accordance with the applicable laws and regulations.

#### 4. 薪酬及福利

本集團以具有競爭力的薪酬待遇吸引及保留優秀人才；參照業界的最新薪酬數據，並致力確立公平、合理及具有競爭力的薪酬方案。員工的薪金水平取決於其工作所要求的知識、技能、經驗及教育背景。員工薪酬因工廠和辦事處地區而異。員工薪酬組合包括薪金、加班費、獎金等。其他福利包括伙食津貼、免費穿梭巴士服務等。所有員工均享有休息日及假期（例如年假、病假、婚假、產假、侍產假、喪葬假）的權利。我們進行定期績效評估，並根據工作經驗、資歷、知識、技能、績效、貢獻等多個標準，公平評估加薪幅度及／或晉升推薦建議。為遵守當地的勞動及社會保障法律及法規，我們為所有員工提供社會保障福利。例如，中國的員工參加「五險一金」；香港員工參加強制性公積金計劃。本集團根據適用法律及法規處理解僱及賠償事宜。

Employees' physical and mental health is one of the concerns of the Group. We encourage our employees to keep work-life balance, and adopt a five-day work week to allow our employees to spend more time with their family and to participate in leisure activities. Besides, we provide recreation rooms and facilities for our employees to use at free time. In order to enhance the cohesion between employees and help them to build up a sense of belonging, the Group organised activities, such as annual Christmas party, hiking, and so on.

員工的身心健康是本集團關注的其中一個方面。我們鼓勵員工保持工作與生活的平衡，並採取五天工作週制度，讓員工有更多的時間陪伴家人並參加休閒活動。此外，我們提供休憩室及設施予員工於餘暇時使用。為增強員工之間的凝聚力並幫助其建立歸屬感，本集團組織各類活動，例如年度聖誕派對、遠足等。



Photos of staff activities of different plants/office  
工廠／辦事處員工活動照片



## 5. Development and Training

An excellent corporate team is critical to the Group's sustainable and long-term business development. Therefore, we have established a stringent and comprehensive recruitment system, standards and procedures; introduced competition mechanism, hoping to explore and cultivate professional talents, and to encourage our staff to continue study and lifelong learning. Apart from aligning the Group's corporate business plan, we also hope to enhance our people's knowledge and management capabilities, to improve their work ability, performance and efficiency, to raise their enthusiasm in work and to cultivate team spirit.

New hires have to participate in induction training with the aim to introduce the company background, details about staff remuneration and welfare, policies and procedures, basic knowledge of "5S" management methodology, ISO 9001 Quality Management System, ISO 14001 Environmental Management System, control of hazardous substances, and occupational safety. They must pass the assessment prior to putting into work.

## 5. 發展及培訓

優秀的企業團隊對於本集團的可持續及長期業務發展至關重要。因此，我們建立嚴格而全面的招聘制度、標準及程序；引入競爭機制，藉此物色及培養專業人才，並鼓勵員工繼續學習和終身學習。除調整本集團的企業業務計劃外，我們亦希望增強員工的知識及管理能力的，提升員工的工作能力、績效及效率，提高其工作熱情並培養團隊合作精神。

新員工須參加入職培訓，瞭解公司背景、有關員工薪酬及福利的詳情、政策和程序、有關「5S」管理方法、ISO 9001質量管理體系、ISO 14001環境管理體系、有害物質控制和職業安全的基本知識。員工於履職之前須通過評估。



Staff training activities 員工培訓活動

In order to align the staff career plan with our long-term corporate business plan, the training department organises various training programs with reference to the departmental human resources needs. During FY2019, the training covered ethics, environmental protection, human resources management, quality management and occupational safety (please refer to “Health and Safety” section below for details). Topics included discipline and ethics, ISO 5001 energy management system, wastewater handling, waste sorting and hazardous wastes handling, environmental protection and energy conservation, hazardous energy training, human resources policy, job duties description of team leaders, occupational etiquette, in-process quality control inspection, ISO 9001 Quality Management System, product useful life and testing requirements, and so on.

## 6. Health and Safety

The Group cares about our employees’ health and their workplace safety in order to prevent occupational hazards and to protect our people. To comply with the Production Safety Law of the People’s Republic of China, and other applicable laws and regulations, we have established policies and procedures to ensure safe production, and set up the production safety committee and safety management organisation structure. The management and employees at all levels must clearly understand their own safety responsibilities and sign the respective safety responsibility statement; and strictly perform in accordance with the requirements as stated on the statement.

為讓員工的職業生涯計劃與公司長期業務計劃保持一致，培訓部門根據部門的人力資源需求組織各類培訓計劃。於二零一九年財政年度內，相關培訓涉及道德、環境保護、人力資源管理、質量管理及職業安全（詳情請參閱下文的「健康及安全」部分）。主題包括紀律及道德、ISO 5001能源管理體系、廢水處理、廢物分類及危險廢物處理、環境保護及節能、危險能源培訓、人力資源政策、團隊負責人的職責說明、職業禮節、過程質量控制檢查、ISO 9001質量管理體系、產品使用壽命及測試要求等。

## 6. 健康及安全

本集團關心員工的健康及工作場所安全，以防止職業危害並保護員工。為遵守《中華人民共和國安全生產法》以及其他適用的法律及法規，我們制定確保安全生產的政策和程序，並設立生產安全委員會和安全管理組織架構。各級管理人員和員工須清楚瞭解自身的安全責任，分別簽署安全責任聲明；並嚴格按照聲明中規定的要求執行。

New hires must complete the “3-Level safety training (i.e., company level, departmental level and team level) prior to putting into work. In order to reduce the possibility of incident from happening, and protect staff safety, they must join different practical trainings and being assessed to make sure that they are able to master the production workflow and guidelines. During FY2019, we organised various training programs, for example, introducing the requirements of environment, health and safety management system, correct use of chemicals and protective supplies, traits of workflows/production processes, role of production manager, basic knowledge of printing, use of fire-fighting facilities, requirements of employment permit, and so on.

Pursuant to the Law of the People's Republic of China on the Prevention and Control of Occupational Diseases, we have established our own internal policies and procedures. Each department is responsible for the effective identification of hazards factors at workplace, like noise, dust and chemical poison substances, etc.. We post job warning signs and take preventive measures to eliminate hazards source and to reduce the likelihood of an incident. According to the characteristics and actual needs in production, we provide our staff with protective supplies such as activated carbon masks, safety shoes, hand gloves, earplug, etc. and urge them to use the supplies correctly as required. It is our company policy that only the capable and well-trained staff are assigned to handle tasks related to hazardous, excessive physical labour or positions involving danger. That shows our care on employees' health and occupational safety. Our production plants engaged third party professional organisation to inspect and assess noise level and hazardous substances in the air that may cause occupational diseases. The testing result has met the national occupational health standards, and the guidelines for the applicable laws and regulations.

新員工須於履職之前完成「3個層面的安全培訓(即公司層面、部門層面及團隊層面)」。為減低事故發生的可能性並保護員工安全，他們須參加不同的實踐培訓並接受評估，以確保掌握生產流程及指引。二零一九年財政年度內，我們組織各類培訓計劃，例如介紹環境、健康及安全管理體系的要求，正確使用化學藥品和防護用品、工作流程／生產過程的特徵、生產經理的角色、印刷的基本知識、消防設施的使用、職業執照要求等。

根據《中華人民共和國職業病防治法》，我們已建立內部政策及程序。每個部門負責有效識別工作場所的危險因素，例如噪音、灰塵和化學毒物等。我們張貼工作警告標誌並採取預防措施，以消除危險源並減少發生事故的可能性。根據生產的特點和實際需求，我們為員工提供防護用品，例如活性炭口罩、安全鞋、手套、耳塞等，並敦促其按要求正確使用相關用品。本公司政策僅指派能力足夠及訓練有素的員工處理涉及有毒、過度體力勞動的任務或擔任涉及危險的職位。這表明我們關注員工的健康及職業安全。我們的生產工廠聘請第三方專業機構檢查及評估可能導致職業病的噪音水平及空氣中的有害物質。測試結果符合國家職業衛生標準以及適用法律及法規的指引原則。

Staff of special work types (e.g. electricians, welders, pressure vessel operators, hoist operators, forklift and vehicles drivers, etc.) must receive relevant professional safety training and possess valid license from the government authority before they are put to work.

We pay attention to the management of the production environment in order to prevent safety incidents, for example, the layout and design of the production plants, the distance between equipment and machinery, the location where we place the equipment and machines and routes determination. We put safety warning signs at safety exits and the high risk areas, like around electrical boxes. Safety officers perform daily inspection to ensure abnormalities are identified and handled with appropriate action promptly.

特殊工種的員工(例如電工、焊工、壓力容器操作員、起重機操作員、鏟車及車輛駕駛員等)須接受相關專業安全培訓，並持有政府部門頒發的有效執照，方可開展工作。

為防止發生安全事故，我們關注生產環境的管理，例如生產工廠的佈局和設計、設備與機器之間的距離、設備及機器的放置位置以及路徑確定。我們在安全出口和高風險區域(如配電箱周圍)放置安全警告標誌。安全員每日進行檢查，以確保識別異常並及時採取適當措施。



Employees participated in fire drill organised every half year  
員工參加每半年組織一次的消防演習

The product engineering department checks and assesses the safety setting and measures the production efficiency of all new production equipment and machinery. A label with a unique reference number is affixed on the equipment and machine after the pre-production assessment. Production workers conduct daily safety check on the production of facilities and perform at least two tests on the critical equipment and machinery, for example, those equipped with infrared sensors and safety rods, etc.. Besides, in order to ensure the safety protection equipment are kept in good condition, we take various measures like carrying out periodic maintenance to all kinds of equipment (including production, fire prevention and special equipment, etc.), paying attention to fire safety, etc.. Factory, warehouse and office are equipped with fire facilities and equipment (including fire sprinkler system, smoke sensor, fire hose, etc.) which are maintained and renewed regularly. We have established a volunteer fire brigade and conduct a fire drill twice a year.

#### Compliance

During FY2019, the Group was not involved in any non-compliance incidents related to employment, health and safety, and labour standards that had significant impact on the Group.

產品工程部門檢查及評估安全設置，並衡量所有新生產設備及機器的生產效率。在進行生產前評估後，我們會在設備及機器上貼上帶有專用參考編號的標籤。生產工人對設施的生產進行日常安全檢查，並對如裝有紅外傳感器和安全棒等的關鍵設備及機器進行至少兩次測試。此外，為確保安全保護裝置維持良好狀態，我們採取各種措施，例如對各種設備(包括生產、消防和專用設備等)進行定期維護、注意防火等。工廠、倉庫和辦公室均配備定期維護和更新的消防設施及設備(包括噴水滅火系統、煙霧傳感器、消防水帶等)。我們設有義工消防隊，並每年進行兩次消防演習。

#### 合規性

二零一九年財政年度內，本集團並無涉及任何與僱傭、健康及安全以及勞工標準有關且並對本集團有造成重大影響的違規事件。

## VI. OPERATING PRACTICES

### 1. Supply Chain Management

The Group conveys its concern on environmental and social issues to its suppliers and business partners, and expects them to implement similar practices. We serve to maintain long-term, stable and strategic cooperative relationships with our major suppliers on the basis of equality and win-win situation. We have established policies and procedures in supply chain management and code of conduct, and provided various reporting channels for employees, suppliers, customers and other business partners to report any violations and suspected abuse of one's authority for own interest.

## 六、營運常規

### 1. 供應鏈管理

本集團向供應商及業務合作夥伴傳達對環境及社會問題的關注，並期望彼等採取類似的常規。在平等互利的基礎上，我們與主要供應商保持長期、穩定的戰略合作關係。我們已設立供應鏈管理的各項政策、程序及行為守則，並為員工、供應商、客戶及其他業務合作夥伴提供各種舉報渠道，以舉報任何違反及涉嫌濫用職權以謀取個人利益的行為。

To ensure that suppliers are competitive and the goods and services provided to us are of high quality, we have strict requirements for division of labour from contract signing, goods inspection, to monitoring. We require the suppliers of goods and services to possess recognised qualifications and good internal control system, stable quality, on-time delivery, track record of laws and regulations compliance and have the required professional skills, etc.

We have also formulated vendor assessment management systems to carry out initial and renewal evaluation of suppliers and goods in order to ensure that high-quality raw materials that meet the environmental, health, safety and social requirements are used in the production process. To select a new supplier, we consider the supplier's ability, their background, their qualifications and certifications obtained, social responsibility standards attained, and to prepare our own suppliers' evaluation report. We also need to ensure the suppliers have obtained "Customs-Trade Partnership Against Terrorism" certification. At the same time, we request for samples from new suppliers for inspection. In addition to quality, we also consider other factors, for example, whether the paper is "FSC-Certified", whether the use of chemicals fulfills the safety requirements such as REACH and the source of conflict minerals contained in raw materials. We will then select and categorise the best suppliers according to the result of the evaluation.

為確保供應商具有競爭力，並向我們提供優質的商品及服務，我們對從合同簽訂、商品檢驗到監控的分工有嚴格的規定。我們要求商品及服務的供應商具有公認的資格及良好的內部控制系統、穩定的質量、按時交貨、遵守法律法規的記錄及具有所需的專業技能等。

我們亦制定供應商評估管理系統，以對供應商及商品進行初步及更新評估，以確保在生產過程中使用符合環境、健康、安全及社會要求的優質原材料。在選擇新的供應商時，我們會考慮供應商的能力、背景、獲得的資格及認證、獲得的社會責任標準，並準備自己的供應商評估報告。我們亦需確保供應商獲得「海關-商界反恐夥伴(Customs-Trade Partnership Against Terrorism)」認證。同時，我們要求新供應商提供樣品進行檢查。除質量外，我們亦考慮其他因素，如紙張是否經過「FSC認證」、化學藥品的使用是否滿足REACH等安全要求及原材料中所含衝突礦物的來源。其後，我們將根據評估結果選擇最理想的供應商並進行分類。



## 2. Product Responsibility

### Quality Assurance

The Group has been striving for product quality and service excellence as its core value. As such, quality assurance is a vital and continuous improvement process, covering the product development, vendor and materials selection, procurement, production, finished goods quality assurance and customer satisfaction to ensure that high-quality products that meet the safety, environmental and legal requirements are provided to the customers. Besides, in order to comply with the “Product Quality Law of the People’s Republic of China” and the “Law of the People’s Republic of China on the Protection of Consumer Rights and Interests, we have established a stringent quality assurance and control system, and adopted the PDCA (plan-do-check-adjust) management method and total quality management approach in our operation for control and continuous improvement of processes and products, with the aim of achieving long term partnership with our customers.

The design, safety and legal requirements of products sold to the United States and European markets are very strict, especially toy and children products. In order to fulfill these requirements, we focus on the control in the upstream operation. Raw materials are the foundation of finished products. As such, we put more effort on product development and sourcing of raw materials to ensure that appropriate and high-quality raw materials are used in production. We first set up protocol with customers about their specifications and regulatory requirements (e.g. health and safety, and environment), and follow our comprehensive supply chain management system to select vendors and raw materials. We have obtained ISO 9001 that recognises our quality management system.

## 2. 產品責任

### 質量保證

本集團一直致力於以產品質量及優質服務為核心價值。因此，質量保證是至關重要的持續改進過程，涉及產品開發、供應商及材料選擇、採購、生產、成品質量保證及客戶滿意度，以確保向客戶提供滿足安全、環境及法律要求的優質產品。此外，為遵守《中華人民共和國產品質量法》及《中華人民共和國消費者權益保護法》，我們建立嚴格的質量保證及控制體系，並在我們的營運中採用PDCA（計劃-執行-檢查-調整）管理方法及全面質量管理方法，以控制及持續改進流程及產品，以期與我們的客戶建立長期合作夥伴關係。

外銷美國及歐洲市場的產品的設計、安全及法律規定非常嚴格，尤其是玩具及兒童產品。為滿足該等規定，我們關注上游營運的控制。原材料是成品的基礎。因此，我們在產品開發及原材料採購方面投入更多精力，以確保在生產中使用適當及優質的原材料。我們首先與客戶建立有關其規格及法規要求（例如健康、安全及環境）的協議，然後遵循我們全面的供應鏈管理系統以選擇供應商及原材料。我們已獲得ISO9001認證我們的質量管理系統。



We own an in-house laboratory, which is accredited by different international professional bodies to conduct various tests. During FY2019, our laboratory testing services were mainly provided to the Group, for conducting various tests on our raw materials and finished products to ensure that they meet applicable safety standards and the customers' expectations.

### Customers' Complaints Handling

If our customers have issues about our products and services or the deliverables are unable to meet their needs, they can give feedback or lodge complaints through various channels including phone, e-mail, mail, facsimile, etc. via our salesperson. Our customer service personnel take appropriate action promptly and follow up with the customers until the issue is satisfactorily settled. The quality assurance department uses different problem-solving strategies such as brainstorming, problem breakdown and root cause analysis in order to find out the reasons for the products being complained, and to recommend remedial action and to obtain customer feedback. This is the process we take for continuous improvement in our product quality and to fulfill customer needs.

### Product Labelling

In order to fulfill different environmental and safety standards in our major markets, the United States and Europe, and to satisfy the customer's specifications, we have to affix different labels to the products. For example, some customers require the paper products to be made of FSC-Certified papers or manufactured by factories that have "China Environmental Labelling" ("CEL") Certification. In order to ensure that the product labels are used properly, we have established various product labelling management procedures. The compliance department is responsible for ensuring the required certifications or qualifications are obtained while the quality control department conducts quality inspection to ensure labels are used correctly.

我們擁有由不同國際專業機構認證的內部實驗室，以進行各種測試。於二零一九年財政年度內，我們主要向本集團提供實驗室檢測服務，以對我們的原材料及製成品進行各種測試，確保其符合適用安全標準及客戶期望。

### 客戶投訴處理

倘我們的客戶對我們的產品及服務有疑問，或可交付的產品不能滿足彼等需求，則彼等可透過我們的銷售人員經各種渠道(包括電話、電郵、郵寄、傳真等)給出反饋或提出投訴。我們的客戶服務人員會迅速採取適當行動，並與客戶保持聯絡，直到問題得到令人滿意的解決。質量管理部門採用不同的問題解決策略，如集思廣益、問題分解及根本原因分析，以找出投訴產品的原因，並建議補救措施及獲得客戶反饋。這過程讓我們不斷改進產品質量並滿足客戶需求。

### 產品標誌

為在美國及歐洲的主要市場上達到不同的環境及安全標準，並滿足客戶的規格要求，我們必須在產品上貼上不同的標誌。例如，部分客戶要求紙製品由FSC認證紙製成或由具有「**中國環境標誌**」(「**CEL**」)認證的工廠生產。為確保正確使用產品標誌，我們已建立各種產品標誌管理程序。合規部門負責確保獲得所需的認證或資格，而質量控制部門進行質量檢查以確保正確使用標誌。

### Consumers' Data Privacy

The Group pays attention to protecting the consumers' data privacy, and handle confidential information obtained through business relationship diligently and confidentially. All employees are strictly prohibited to disclose any confidential information to third parties without prior authorisation unless there is a legal or professional right or duty to do so. We have also set up adequate IT access controls and measures, and established a sound security system over the offices, production plants and warehouse to protect customer's data privacy.

### 3. Anti-corruption

Maintaining an ethical working environment is one of the Group's core values. We have adopted a zero-tolerance approach for all kinds of corruption, bribery and extortion situation. To comply with the "Criminal Law of the People's Republic of China", the "Prevention of Bribery Ordinance" enforced by Hong Kong Independent Commission Against Corruption and other applicable laws and regulations, we set up integrity management procedures and code of conduct to regulate employees' conduct, to prevent and report fraud, bribes and money laundering. New hires and all existing staff have to receive on-board training and annual refresher training in anti-corruption topic, and to pass the assessment after training. We also require our staff to make conflict of interest declaration. We set up a dedicated whistle-blowers hotline and email address to manage the message from whistle blowers. Our internal audit department is responsible for investigating the case and submitting reports to the audit committee. During the reporting period, the Group and its employees were not involved in any litigation cases related to corruptions.

### 消費者資料私隱

本集團注重保護消費者資料私隱，並盡責及保密處理透過業務關係獲得的機密資料。除有法律或專業權利或義務須要，否則嚴格禁止任何員工在未經事先授權的情況下向第三方披露任何機密資料。我們亦已設立足夠的資訊科技存取監控及措施，並對辦公室、生產廠房及倉庫建立完善的保安系統，以保障客戶的資料私隱。

### 3. 反貪污

保持符合道德規範的工作環境是本集團的核心價值觀之一。對於各種貪污、賄賂及勒索情況，我們採取零容忍的態度。為遵守《中華人民共和國刑法》、香港廉政公署頒佈的《反賄賂條例》及其他適用的法律法規，我們已制定誠信管理程序及行為守則來規範員工行為，以預防及舉報欺詐、賄賂及洗錢活動。新員工及所有現有員工必須接受有關反貪污主題的在職培訓及年度進修培訓，並在培訓後通過評估。我們亦要求我們的員工作出利益衝突聲明。我們設立專用的舉報熱線及電郵地址，以管理舉報人的資訊。我們的內部審計部門負責調查案件，並將調查結果報告上報審核委員會。報告期內，本集團及其員工概無涉及任何貪污相關訴訟案件。

## VII. COMMUNITY INVESTMENT

As a responsible corporate citizen, the Group cares for the community and sustainability. We adopt a proactive approach to supporting the communities where we grow, and manage our daily operations according to proven best practice principles. We contribute to various volunteering and charitable activities for the purpose of helping the needy to live better and also to improve our community.

Since its inception in 2008, Q P Charity Fund has made presence in a variety of charitable campaigns of local charities including Hong Kong Red Cross. The Group continued its support to the fundraising event “Pass-it-On Campaign” organised by the Hong Kong Red Cross for the 11th consecutive year. In addition to cash donation, we provided pro bono printing services for the event’s promotional materials and organised internal charity sales activities in our offices and factories, aiming at delivering our corporate philosophy and culture of “We Care and We Share” to our employees while supporting Red Cross’ good causes. Moreover, we also supported Shine Tak Foundation by cash sponsorship and staff participation in their charity walk which aimed to raise funds for their meaningful youth development programme.

The Q P Volunteer Team took part in different volunteer services partnering with local charitable organisations. For example, our volunteer team visited a children ward in a public hospital through Hong Kong Red Cross Hospital Schools to share joy and blessing with the young patients during the Christmas season. The Q P Volunteer Team also supported Food Angel, who launches food rescue and food assistance programmes to serve the underprivileged communities in Hong Kong, by taking part in their food preparation volunteer programme in which our staff helped sort raw vegetables and packed meal boxes. Besides, our staff in the Dongguan factory also got involved in charity work and volunteer services, such as visit to the Children Rescue and Protection Centre of Guangdong Province and donating festive gifts to the children at Mid-Autumn Festival.

## 七、社區投資

作為負責任的企業公民，本集團關心社區及可持續發展。我們採用積極主動的方法以支持我們所在的社區，並根據公認的最佳實踐原則來管理我們的日常運營。我們致力於各種志願及慈善活動，以幫助有需要的人過上更好的生活，並改善我們的社區。

雋思慈善基金自二零零八年成立以來，參與包括香港紅十字會在內的各種當地慈善機構的慈善活動。本集團連續11年支持香港紅十字會舉辦的「愛心相連」籌款活動。除捐款外，我們亦為活動的宣傳材料提供義務印刷服務，並在辦公室及工廠內組織內部慈善銷售活動，旨在於支持紅十字會善舉的同時，向員工傳達我們「齊關懷，同分享」的企業理念及文化。此外，我們亦透過捐款贊助及員工參與慈善步行活動來支持善德基金會，旨在為其充滿意義的青年發展計劃籌款。

雋思義工隊與當地慈善組織合作參加各種義工服務。例如，我們的義工團隊在聖誕節期間通過香港紅十字會醫院學校訪問公立醫院的兒童病房，與年輕病友分享快樂及祝福。雋思義工隊亦支持「惜食堂」，該組織發起食物回收及援助計劃，為香港的貧困人士提供服務，我們的員工通過參與其飯餐預備義工服務，協助處理蔬菜及製作膳食餐盒。此外，東莞工廠的員工亦參與慈善工作及志願者服務，例如探訪廣東省兒童救助及保護中心，並在中秋節期間向兒童捐贈節日禮物。



Staff participation in different volunteer services and charity events  
員工參與各種義工服務及慈善活動

Volunteer services of our staff in Dongguan factory  
東莞工廠員工參與義工服務

Since our establishment, we have been acting as a responsible taxpayer and offering job opportunities to local people. We incorporate the concept of green environmental protection into the Group's development strategy, aiming at utilising various natural resources effectively and reducing wastage. We follow national and local environmental protection requirements and implement different mitigation measures to control the emissions of pollutants. While we develop the Group's business continuously and steadily, we also actively contribute to the community in various ways to build a sustainable and harmonious society by adhering to the belief of "take from society; and give back to society".

自成立以來，我們一直克盡納稅人的責任，並為當地民眾提供就業機會。我們將綠色環保理念納入本集團的發展策略，旨在有效利用各種自然資源並減少浪費。我們遵守國家及當地的環保要求，並採取各種緩解措施以控制污染物的排放。在不斷穩定地發展本集團業務的同時，我們亦堅持「取之於民，還之於民」的理念，以各種方式為社區作出積極貢獻，以建立一個可持續發展的和諧社會。

## VIII. HONOURS AND CERTIFICATIONS

In 2019, the Group had the following major awards and certifications:

- Q P Printing Limited, Dongguan Zensee Printing Limited and Taunus Printing (Heshan) Company Limited\* were awarded “ISO 9001:2015 Quality Management System” Certificates
- Q P Printing Limited, Dongguan Zensee Printing Limited and Taunus Printing (Heshan) Company Limited\* were awarded “ISO 14001:2015 Environmental Management System” Certificates
- Q P Printing Limited and Dongguan Zensee Printing Limited were awarded “ISO 18001:2007 Occupational Health and Safety Management System” Certificate
- Dongguan Zensee Printing Limited was awarded “ISO 50001:2011 Energy Management System” Certificate
- QP (HK) Limited, Q P Trading Limited, Q P Printing Limited, Q P International Limited, Q P Sourcing Limited, Dongguan Zensee Printing Limited, and Taunus Printing (Heshan) Company Limited\* were awarded “FSC Chain-of-Custody” Certificates
- Dongguan Zensee Printing Limited was awarded “Customs-Trade Partnership Against Terrorism” Validation Certificate
- Dongguan Zensee Printing Limited and Taunus Printing (Heshan) Company Limited\* were awarded “Global Security Verification” Certificates
- Dongguan Zensee Printing and Taunus Printing (Heshan) Company Limited\* were awarded “ICTI Ethical Toy Program” Certificates

## 八、榮譽及認證

於二零一九年，本集團已獲取的重要榮譽及認證如下：

- 雋思印刷有限公司、東莞雋思印刷有限公司及騰達印刷(鶴山)有限公司榮獲「ISO 9001:2015 質量管理體系」證書
- 雋思印刷有限公司、東莞雋思印刷有限公司及騰達印刷(鶴山)有限公司榮獲「ISO 14001:2015 環境管理體系」證書
- 雋思印刷有限公司及東莞雋思印刷有限公司榮獲「ISO 18001:2007 職業健康與安全管理體系」證書
- 東莞雋思印刷有限公司榮獲「ISO 50001:2011 能源管理體系」證書
- 雋思(香港)有限公司、雋思貿易有限公司、雋思印刷有限公司、雋思國際企業有限公司、雋思物料開發有限公司、東莞雋思印刷有限公司及騰達印刷(鶴山)有限公司榮獲「FSC 產銷監管鏈」證書
- 東莞雋思印刷有限公司榮獲「海關-商界反恐夥伴 (Customs-Trade Partnership Against Terrorism)」認證證書
- 東莞雋思印刷有限公司及騰達印刷(鶴山)有限公司榮獲「全球安全認證 (Global Security Verification)」證書
- 東莞雋思印刷有限公司及騰達印刷(鶴山)有限公司榮獲「ICTI 玩具業責任規範」證書



- Dongguan Zensee Printing Limited was awarded “China Environmental Labelling” Validation Certificate
- Q P Printing Limited was awarded the 10 Years plus Caring Company Logo
- Q P Printing Limited was awarded “Good MPF Employer” Certificate
- Our Group was awarded “Learning Enterprise Award” Certificate
- Our Group was awarded “The 10th Hong Kong Outstanding Corporate Citizenship Logo”
- 東莞雋思印刷有限公司榮獲「中國環境標誌」認證證書
- 雋思印刷有限公司榮獲10年Plus「商界展關懷」標誌
- 雋思印刷有限公司榮獲「積金好僱主」證書
- 本集團榮獲「智慧學習型企業獎」證書
- 本集團榮獲「第十屆香港傑出企業公民嘉許標誌」

## IX. VISION OUTLOOK

As a good corporate citizen, the Group devotes sustained effort to achieving both business goals and social responsibilities. We will continue to evaluate our performance on environmental protection, employee care, product/service quality and community investment to build edge for the sustainable development of the Group.

The Group will continue to comply with the stringent laws and regulations in environmental protection, allocate resources and undertake various environmental improvement projects, including improving emissions, wastewater and solid waste treatment facilities. We aim at attracting more talents through providing competitive remuneration packages, career development opportunities and a safe work place. For product and service quality, we will continue to invest resources for further improvement to our products so as to meet the escalating environmental requirements. At the same time, we are committed to fulfilling our social responsibility by actively participating in charitable activities and promoting the community’s sustainable development.

## 九、未來願景

作為良好的企業公民，本集團致力持續實踐業務目標及社會責任。我們將繼續關注在環境保護、員工關懷、產品與服務質量和社區投資等層面的表現，以為本集團締造可持續發展的新優勢。

本集團將堅持遵守日益嚴謹的環保法律法規，投入資源並承接多項環境改善項目，包括優化處理排放物、廢水、固體廢物處理等設施。我們旨在透過提供有競爭力的薪酬待遇、職業發展機會及安全工作環境吸納更多人才。在產品質量和客戶服務方面，我們將不斷投放資源以進一步改善產品質量，使產品跟上環保要求。同時，我們將致力承擔社會責任，積極參與公益事業，努力推動社區可持續發展。

The Group aspires to become a respectable enterprise. Going forward, the Group will continue to enhance its business performance through implementation of sustainable development strategies and to generate more meaningful long-term value for the enterprise and its stakeholders.

本集團有志成為一間可敬的企業。展望未來，本集團將繼續透過實踐可持續發展策略，提升業務表現，為企業及持份者創造更多更有意義的長遠價值。

## X. ENVIRONMENTAL PERFORMANCE DATA SUMMARY

## 十、環境數據表現摘要

		Unit 單位		2019 二零一九年
<b>GREENHOUSE (“GHG”) EMISSIONS</b>		溫室氣體排放量		
<b>Scope 1<sup>1</sup>:</b>	<b>範圍一<sup>1</sup>:</b>			
<b>Total</b>	<b>總量</b>	Tonnes	噸	526.75
<b>Intensity<sup>3</sup></b>	<b>密度<sup>3</sup></b>	Tonnes	噸	0.03
<b>Scope 2<sup>2</sup>:</b>	<b>範圍二<sup>2</sup>:</b>			
<b>Total</b>	<b>總量</b>	Tonnes	噸	20,593.16
<b>Intensity<sup>3</sup></b>	<b>密度<sup>3</sup></b>	Tonnes	噸	1.08
<b>AIR EMISSIONS</b>		廢氣排放量		
<b>Nitrogen Oxides</b>	<b>氮氧化物</b>	Tonnes	噸	0.57
<b>Sulfur oxide</b>	<b>硫氧化物</b>	Tonnes	噸	0.001
<b>Particles</b>	<b>顆粒物</b>	Tonnes	噸	0.04
<b>HAZARDOUS WASTES</b>		有害廢棄物		
<b>Solid Wastes Generated:</b>	<b>產生的固體廢物:</b>			
<b>Total</b>	<b>總量</b>	Tonnes	噸	97.44
<b>Intensity<sup>3</sup></b>	<b>密度<sup>3</sup></b>	Tonnes	噸	0.01
<b>Wastewater Discharged:</b>	<b>排放的廢水:</b>			
<b>Total</b>	<b>總量</b>	Tonnes	噸	619.13
<b>Intensity<sup>3</sup></b>	<b>密度<sup>3</sup></b>	Tonnes	噸	0.03
<b>NON-HAZARDOUS WASTES</b>		無害廢棄物		
<b>Solid Wastes Generated:</b>	<b>產生的固體廢物:</b>			
<b>Total</b>	<b>總量</b>	Tonnes	噸	9,034.94
<b>Intensity<sup>3</sup></b>	<b>密度<sup>3</sup></b>	Tonnes	噸	0.47
<b>Wastewater Discharged:</b>	<b>排放的廢水:</b>			
<b>Total</b>	<b>總量</b>	Tonnes	噸	221,709.20
<b>Intensity<sup>3</sup></b>	<b>密度<sup>3</sup></b>	Tonnes	噸	11.58



		Unit 單位		2019 二零一九年
<b>PACKAGING MATERIALS USED FOR FINISHED GOODS</b>		製成品所用包裝材料		
<b>Total</b>	總量	Tonnes	噸	2,794.08
<b>Intensity</b> <sup>3</sup>	密度 <sup>3</sup>	Tonnes	噸	0.15
<b>ENERGY AND WATER RESOURCES CONSUMPTION</b>		能源及水資源消耗量		
<b>Electricity:</b>		電力：		
<b>Total</b>	總量	MWh	兆瓦時	25,764.87
<b>Intensity</b> <sup>3</sup>	密度 <sup>3</sup>	MWh	兆瓦時	1.35
<b>Gasoline:</b>		汽油：		
<b>Total</b>	總量	Litres	公升	45,137.00
<b>Intensity</b> <sup>3</sup>	密度 <sup>3</sup>	Litres	公升	2.36
<b>Diesel:</b>		柴油		
<b>Total</b>	總量	Litres	公升	25,640.95
<b>Intensity</b> <sup>3</sup>	密度 <sup>3</sup>	Litres	公升	1.34
<b>Water Resources:</b>		水資源：		
<b>Total</b>	總量	Litres	公升	222,328.33
<b>Intensity</b> <sup>3</sup>	密度 <sup>3</sup>	Litres	公升	11.61
<b>PAPER CONSUMPTION</b>		用紙量		
<b>Production:</b>		生產：		
<b>Total</b>	總量	Tonnes	噸	25,556.74
<b>Intensity</b> <sup>3</sup>	密度 <sup>3</sup>	Tonnes	噸	1.33
<b>Office:</b>		辦公室：		
<b>Total</b>	總量	Tonnes	噸	14.65
<b>Intensity</b> <sup>3</sup>	密度 <sup>3</sup>	Tonnes	噸	0.0008

Notes:

- 1 Scope 1 refers to the Group's business direct GHG emissions, including combustion of gasoline and diesel.
- 2 Scope 2 refers to the Group's business indirect GHG emissions, including consumption of purchased electricity.
- 3 The emission/production/consumption intensities are calculated in terms of production per tonne.

附註：

1. 範圍一是指本集團業務直接產生的溫室氣體排放，包括燃燒汽油及柴油。
2. 範圍二是指本集團業務內部消耗購回來的電力所引致的「間接」溫室氣體排放。
3. 排放量／產生量／使用量密度按每噸生產量計算。

**XI. “ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE” BY THE STOCK EXCHANGE OF HONG KONG LIMITED**

十一、香港聯合交易所有限公司  
「環境、社會及管治報告指引」

GENERAL DISCLOSURE/KEY PERFORMANCE INDICATORS (“KPIs”) 一般披露 / 關鍵績效指標 (「關鍵績效指標」)		REPORTING GUIDELINE 報告指引	PAGE 頁次
<b>A. ENVIRONMENTAL</b>			
<b>A. 環境</b>			
ASPECT A1 層面A1	EMISSIONS 排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。		87-94
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。		87-94, 122
KPI A1.2 關鍵績效指標A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。		122
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。		91, 93, 122

<b>GENERAL DISCLOSURE/KEY PERFORMANCE INDICATORS (“KPIs”)</b>		
<b>GENERAL DISCLOSURE/KEY PERFORMANCE INDICATORS (“KPIs”)</b> 一般披露 / 關鍵績效指標 (「關鍵績效指標」)	<b>REPORTING GUIDELINE</b> 報告指引	<b>PAGE</b> 頁次
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	91, 93, 122
關鍵績效指標 A1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	
KPI A1.5	Description of measures to mitigate emissions and results achieved.	87–94
關鍵績效指標 A1.5	描述減低排放量的措施及所得成果。	
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.	87–93
關鍵績效指標 A1.6	描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	
<b>ASPECT A2</b>		
<b>層面 A2</b>	<b>USE OF RESOURCES</b> 資源使用	
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	95–100
一般披露	有效使用資源(包括能源、水及其他原材料)的政策。	
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (MWh) and intensity (e.g. per unit of production volume, per facility).	95–97, 123
關鍵績效指標 A2.1	按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以兆瓦時計算)及密度(如以每產量單位、每項設施計算)。	
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	98–99, 123
關鍵績效指標 A2.2	總耗水量及密度(如以每產量單位、每項設施計算)。	
KPI A2.3	Description of energy use efficiency initiatives and results achieved.	95–97
關鍵績效指標 A2.3	描述能源使用效益計劃及所得成果。	
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.	98–99
關鍵績效指標 A2.4	描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	

<b>GENERAL DISCLOSURE/KEY PERFORMANCE INDICATORS (“KPIs”)</b> 一般披露 / 關鍵績效指標 (「關鍵績效指標」)	<b>REPORTING GUIDELINE</b> 報告指引	<b>PAGE</b> 頁次
KPI A2.5  關鍵績效指標 A2.5	Total packaging materials used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。	123
<b>ASPECT A3 THE ENVIRONMENT AND NATURAL RESOURCES</b> 層面A3 環境及天然資源		
General Disclosure  一般披露	Policies on minimising the issuer’s significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	101–102
KPI A3.1  關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	101–102

<b>GENERAL DISCLOSURE</b> 一般披露	<b>REPORTING GUIDELINE</b> 報告指引	<b>PAGE</b> 頁次
<b>B. SOCIAL<sup>1</sup></b> <b>B. 社會<sup>1</sup></b>		
<b>ASPECT B1</b> 層面 B1	<b>EMPLOYMENT AND LABOUR PRACTICES</b> 僱傭及勞工常規	
General Disclosure  一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.  有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	102-108
<b>ASPECT B2</b> 層面 B2	<b>HEALTHY SAFETY</b> 健康與安全	
General Disclosure  一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.  有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	110-113
<b>ASPECT B3</b> 層面 B3	<b>DEVELOPMENT AND TRAINING</b> 發展及培訓	
General Disclosure  一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.  有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	109-110

<b>GENERAL DISCLOSURE</b> 一般披露	<b>REPORTING GUIDELINE</b> 報告指引	<b>PAGE</b> 頁次
<b>ASPECT B4</b> 層面B4		
<b>LABOUR STANDARDS</b> 勞工準則		
General Disclosure  一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.  有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	106
<b>ASPECT B5</b> 層面B5		
<b>SUPPLY CHAIN MANAGEMENT</b> 供應鏈管理		
General Disclosure  一般披露	Policies on managing environmental and social risks of the supply chain.  管理供應鏈的環境及社會風險政策。	113–114
<b>ASPECT B6</b> 層面B6		
<b>PRODUCT RESPONSIBILITY</b> 產品責任		
General Disclosure  一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.  有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	115–117
<b>ASPECT B7</b> 層面B7		
<b>ANTI-CORRUPTION</b> 反貪污		
General Disclosure  一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.  有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	117

GENERAL DISCLOSURE 一般披露	REPORTING GUIDELINE 報告指引	PAGE 頁次
<b>ASPECT B8 層面B8</b>	<b>COMMUNITY INVESTMENT 社區投資</b>	
General Disclosure  一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.  有關以社區參與來了解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策。	118-119

*Note:*

1 Pursuant to Appendix 27 of the "Main Board Listing Rules", the KPIs under Area B "Social" are recommended disclosures only. Therefore, the Group chose not to disclose those KPIs in this report.

\* The English translation of the name is for reference only. The official name of this company is in Chinese.

*附註：*

1. 根據「主板上市規則」附錄二十七，層面B「社會」項下的關鍵績效指標僅為建議披露。因此，本集團選擇不於本報告披露該等關鍵績效指標。



TO THE SHAREHOLDERS OF Q P GROUP HOLDINGS  
LIMITED

*(incorporated in the Cayman Islands with limited liability)*

## Opinion

### What we have audited

The consolidated financial statements of Q P Group Holdings Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 138 to 235, which comprise:

- the consolidated statement of financial position as at 31 December 2019;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated statement of 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.

獨立核數師報告

致雋思集團控股有限公司股東

*(於開曼群島註冊成立的有限公司)*

## 意見

### 我們已審計的內容

雋思集團控股有限公司(以下簡稱「**貴集團**」)及其附屬公司(以下統稱「**貴集團**」)列載於第138至235頁的綜合財務報表，包括：

- 於二零一九年十二月三十一日的綜合財務狀況表；
- 截至該日止年度的綜合損益及其他全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

### 我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了 貴集團於二零一九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，並已遵照香港《公司條例》的披露規定妥為擬備。

## Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

## Key Audit Matters

Key audit matters are those matters that, in our professional 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.

## 意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

## 獨立性

根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「**守則**」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

## 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Key audit matter identified in our audit is related to provision for inventories write-down.

我們在審計中識別的關鍵審計事項是關於存貨撇減撥備。

### Key Audit Matter

### How our audit addressed the Key Audit Matter

#### 關鍵審計事項

#### 我們的審計如何處理關鍵審計事項

#### Provision for inventories write-down

#### 存貨撇減撥備

Refer to Note 4(c) (critical accounting estimates and judgements) and Note 21 to the consolidated financial statements.

請參閱綜合財務報表附註4(c) (重大會計估計及判斷)及附註21。

As at 31 December 2019, the Group held inventories of HK\$85,706,000 (2018: HK\$82,726,000), net of provision for write-down of HK\$17,655,000 (2018: HK\$14,699,000). Inventories are carried at the lower of cost and net realisable value (“**NRV**”). The cost of inventories may not be recoverable if those inventories' selling prices declined, costs to complete or selling costs increased or they have become obsolete or damaged.

於二零一九年十二月三十一日，本集團持有存貨85,706,000港元(二零一八年：82,726,000港元)，扣除撇減撥備17,655,000港元(二零一八年：14,699,000港元)。存貨乃按成本與可變現淨值(「**可變現淨值**」)之較低者列賬。倘該等存貨售價下跌、完工成本或銷售成本增加或其已過時或受損，則可能無法收回存貨成本。

We have performed the following procedures in relation to management's estimation of provision for inventories write-down:

對於管理層估計存貨撇減撥備，我們已進行下列程序：

- Understood the methodology used by management to determine the provision for inventories write-down and evaluated reasonableness of the methodology which took into account of inventory ageing profile, historical and post year-end usage and sales data;
- 了解管理層釐定存貨撇減撥備所用方法，並計及存貨賬齡情況、過往及年結日後使用情況及銷售數據評估方法的合理性；
- Understood and tested controls over estimation of NRV of inventories and related provision;
- 了解及測試對存貨可變現淨值估計及相關撥備的控制權；
- Tested, on a sample basis, the inventory ageing by comparing the inventory records with the underlying documents;
- 透過相關文件比較存貨記錄抽樣測試存貨賬齡；

<p><b>Key Audit Matter</b></p> <p>關鍵審計事項</p>	<p><b>How our audit addressed the Key Audit Matter</b></p> <p>我們的審計如何處理關鍵審計事項</p>
<p>Management consistently applies a methodology to make provision for inventories write-down. Management determines the lower of cost and NRV of inventories by considering the estimated selling price of individual inventory items in the ordinary course of business less the estimated costs to complete and the estimated selling expenses, their ageing profile and any obsolescence or damages identified from periodic inventory counts, and by reviewing their subsequent usage and subsequent sales.</p> <p>管理層貫徹應用計提存貨撇減撥備的方法。管理層透過考慮日常業務過程中個別存貨項目的估計售價減估計完成成本及估計銷售開支、賬齡狀況及定期存貨盤點所識別的任何陳舊或損壞，以及審閱其後續用途及其後銷售，釐定存貨的成本及可變現淨值的較低者。</p> <p>We focused our work on management's provision for inventories because significant judgements and assumptions are required to be made to determine the estimated selling price of individual products, including historical sales record of selling products of similar nature and expectation of future sales based on current market conditions and sales backlog.</p> <p>我們的工作集中於管理層的撥備或存貨，因為釐定個別產品的估計售價需要作出重大判斷及假設，包括銷售類似性質產品的過往銷售記錄及基於當前市況及未完成銷售的預期未來銷售。</p>	<ul style="list-style-type: none"> <li>• Tested, on a sample basis, the subsequent usage of raw materials and work-in-progress by checking to the subsequent usage report with the underlying documents;</li> <li>• 通過檢查後續使用報告及相關文件，抽樣測試原材料及在製品的後續使用情況；</li> <li>• Tested, on a sample basis, the NRV of selected inventory items by comparing the estimated selling price less costs to complete and selling expenses with post year-end sales data, sales backlog, current market analysis, or manufacturing costing reports;</li> <li>• 通過比較估計售價減完工成本及銷售開支連同年末後銷售數據、未完成銷售訂單、當前市場分析或製造成本報告，抽樣測試選定存貨項目的可變現淨值；</li> <li>• Observed management's inventory counts to identify any obsolete or damaged inventories; and</li> <li>• 觀察管理層的存貨盤點以識別任何陳舊或損壞存貨；及</li> <li>• Tested whether the inventory provisions at the reporting date were calculated in a manner consistent with the Group's inventory provision policy by recalculating the inventory provisions based on aging profile and other parameters in the Group's inventory provision policy.</li> <li>• 根據 貴集團存貨撥備政策中的賬齡狀況及其他參數重新計算存貨撥備，測試於報告日期的存貨撥備是否按與 貴集團存貨撥備政策一致的方式計算。</li> </ul>
<p>Based on the procedures described, we found the management's judgements and estimates in relation to the provision for inventories write-down to be supported by available evidence.</p> <p>基於上述程序，我們發現管理層有關存貨撇減撥備的判斷及估計有可得證據支持。</p>	

## Other Information

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

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

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

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

## Responsibilities of Directors for the Consolidated Financial Statements

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

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

The directors are responsible for overseeing the Group's financial reporting process.

## 其他資料

貴集團董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

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

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

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

## 董事就綜合財務報表須承擔的責任

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

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

董事須負責監督貴集團的財務報告過程。

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

## 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅根據委聘協定條款向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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



## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

除其他事項外，我們與審計委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

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 Sze To Wai.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 24 March 2020

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

出具本獨立核數師報告的審計項目合夥人是施道偉。

羅兵咸永道會計師事務所  
執業會計師

香港，二零二零年三月二十四日

CONSOLIDATED  
STATEMENT OF PROFIT  
OR LOSS AND OTHER  
COMPREHENSIVE INCOME

For the year ended 31 December 2019

綜合損益及  
其他全面收益表

截至二零一九年十二月三十一日止年度

		Note 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	收益	5	<b>1,193,641</b>	1,162,979
Cost of sales	銷售成本	8	<b>(828,083)</b>	(880,912)
<b>Gross profit</b>	<b>毛利</b>		<b>365,558</b>	282,067
Other gains, net	其他收益淨額	6	<b>10,131</b>	4,303
Other income, net	其他收入淨額	7	<b>15,594</b>	33,318
Selling and distribution expenses	銷售及分銷開支	8	<b>(99,181)</b>	(99,619)
Administrative expenses	行政開支	8	<b>(183,139)</b>	(155,047)
<b>Operating profit</b>	<b>經營溢利</b>		<b>108,963</b>	65,022
Finance income	融資收入	10	<b>101</b>	125
Finance costs	融資成本	10	<b>(7,618)</b>	(5,995)
Finance costs, net	融資成本淨額		<b>(7,517)</b>	(5,870)
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>		<b>101,446</b>	59,152
Income tax expense	所得稅開支	11	<b>(17,158)</b>	(8,161)
<b>Profit for the year</b>	<b>年內溢利</b>		<b>84,288</b>	50,991
<b>Earnings per share for profit attributable to equity holders of the Company</b>	<b>本公司權益股東應佔溢利的每股盈利</b>			
— Basic and diluted earnings per share (expressed in HK cents per share)	— 每股基本及攤薄盈利 (以每股港仙列示)	12	<b>21.12</b>	12.78
<b>Other comprehensive loss, net of tax:</b>	<b>其他全面虧損(除稅後):</b>			
<i>Item that may be subsequently reclassified to profit or loss</i>	<i>可能其後重新分類至損益之項目</i>			
Currency translation differences	貨幣換算差額		<b>(9,257)</b>	(24,397)
<b>Total comprehensive income for the year attributable to equity holders of the Company</b>	<b>本公司權益股東應佔年內全面收益總額</b>		<b>75,031</b>	26,594

The notes on pages 145 to 235 are an integral part of these consolidated financial statements.

載於第145至235頁之附註為該等綜合財務報表的組成部分。

CONSOLIDATED  
STATEMENT OF  
FINANCIAL POSITION

As at 31 December 2019

綜合財務狀況表

於二零一九年十二月三十一日

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	<b>343,985</b>	352,999
Investment property	投資物業	17	<b>2,135</b>	2,275
Right of use assets	使用權資產	20	<b>120,759</b>	126,511
Intangible assets	無形資產	18	<b>25,814</b>	26,341
Deposits	按金	23	<b>18,917</b>	32,021
Deferred income tax assets	遞延所得稅資產	31	<b>9,023</b>	7,760
			<b>520,633</b>	547,907
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	21	<b>85,706</b>	82,726
Trade receivables	貿易應收款項	22	<b>167,007</b>	193,035
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	23	<b>58,650</b>	42,897
Income tax recoverable	可收回所得稅		<b>19,108</b>	13,104
Pledged deposits	已抵押存款	24	<b>381</b>	381
Cash and cash equivalents	現金及現金等價物	24	<b>104,775</b>	59,867
			<b>435,627</b>	392,010
<b>Total assets</b>	<b>資產總值</b>		<b>956,260</b>	939,917
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益股東應佔權益</b>			
Share capital	股本	16	<b>1</b>	1
Share premium	股份溢價	25	<b>3,762</b>	3,762
Reserves	儲備	25	<b>530,734</b>	465,703
<b>Total equity</b>	<b>權益總額</b>		<b>534,497</b>	469,466

The notes on pages 145 to 235 are an integral part of these consolidated financial statements.

載於第145至235頁之附註為該等綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2019  
於二零一九年十二月三十一日

		Note	2019	2018
		附註	二零一九年	二零一八年
			HK\$'000	HK\$'000
			千港元	千港元
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Borrowings	借款	28	<b>83,002</b>	93,444
Deferred income tax liabilities	遞延所得稅負債	31	<b>15,843</b>	14,029
Lease liabilities	租賃負債	30	<b>1,841</b>	1,749
			<b>100,686</b>	109,222
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	26	<b>92,095</b>	109,747
Accruals, provisions and other payables	應計費用、撥備及其他應付款項	27	<b>104,136</b>	99,159
Current income tax liabilities	即期所得稅負債		<b>17,069</b>	13,480
Borrowings	借款	28	<b>105,285</b>	134,590
Lease liabilities	租賃負債	30	<b>2,492</b>	4,253
			<b>321,077</b>	361,229
<b>Total liabilities</b>	<b>負債總值</b>		<b>421,763</b>	470,451
<b>Total equity and liabilities</b>	<b>權益及負債總值</b>		<b>956,260</b>	939,917

The consolidated financial statements on pages 138 to 235 were approved by the Board of Directors on and were signed on its behalf.

第138至235頁的綜合財務報表已獲董事會批准，並由以下董事代為簽署。

**CHENG Wan Wai**  
Director

**YEUNG Keng Wu Kenneth**  
Director

**鄭穩偉**  
董事

**楊鏡湖**  
董事

The notes on pages 145 to 235 are an integral part of these consolidated financial statements.

載於第145至235頁之附註為該等綜合財務報表的組成部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2019

# 綜合權益變動表

截至二零一九年十二月三十一日止年度

		Share capital (Note 16) 股本 (附註16) HK\$'000 千港元	Share premium (Note 25) 股份溢價 (附註25) HK\$'000 千港元	Capital reserve (Note) 資本儲備 (附註) HK\$'000 千港元	Statutory reserve (Note 25) 法定儲備 (附註25) HK\$'000 千港元	Translation reserve 換算儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	—	—	77	16,737	31,911	404,147	452,872
Profit for the year	年內溢利	—	—	—	—	—	50,991	50,991
<b>Other comprehensive loss</b>	<b>其他全面虧損</b>							
Currency translation differences	貨幣換算差額	—	—	—	—	(24,397)	—	(24,397)
<b>Total comprehensive income</b>	<b>全面收入總額</b>	—	—	—	—	(24,397)	50,991	26,594
<b>Transactions with owners in their capacity as owners:</b>	<b>與擁有人以其擁有人身份 進行的交易:</b>							
Dividends paid (Note 13)	已付股息(附註13)	—	—	—	—	—	(10,000)	(10,000)
Statutory reserve	法定儲備	—	—	—	2,767	—	(2,767)	—
Reorganisation	重組	1	3,762	(3,763)	—	—	—	—
		1	3,762	(3,763)	2,767	—	(12,767)	(10,000)
At 31 December 2018	於二零一八年 十二月三十一日	1	3,762	(3,686)	19,504	7,514	442,371	469,466

The notes on pages 145 to 235 are an integral part of these consolidated financial statements.

載於第145至235頁之附註為該等綜合財務報表的組成部分。



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

		Share capital (Note 16) 股本 (附註16) HK\$'000 千港元	Share premium (Note 25) 股份溢價 (附註25) HK\$'000 千港元	Capital reserve (Note) 資本儲備 (附註) HK\$'000 千港元	Statutory reserve (Note 25) 法定儲備 (附註25) HK\$'000 千港元	Translation reserve 換算儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	1	3,762	(3,686)	19,504	7,514	442,371	469,466
Profit for the year	年內溢利	-	-	-	-	-	84,288	84,288
<b>Other comprehensive loss</b>	<b>其他全面虧損</b>							
Currency translation differences	貨幣換算差額	-	-	-	-	(9,257)	-	(9,257)
<b>Total comprehensive income</b>	<b>全面收入總額</b>	-	-	-	-	(9,257)	84,288	75,031
<b>Transactions with owners in their capacity as owners:</b>	<b>與擁有人以其擁有人身份進行的交易:</b>							
Dividends paid (Note 13)	已付股息(附註13)	-	-	-	-	-	(10,000)	(10,000)
Statutory reserve	法定儲備	-	-	-	4,207	-	(4,207)	-
		-	-	-	4,207	-	(14,207)	(10,000)
At 31 December 2019	於二零一九年十二月三十一日	1	3,762	(3,686)	23,711	(1,743)	512,452	534,497

Note:

The capital reserve balance is attributable to the changes in group structure as described in Notes 1.2 and 1.3.

附註:

資本儲備結餘產生自於附註1.2及1.3所述之集團架構變動。

The notes on pages 145 to 235 are an integral part of these consolidated financial statements.

載於第145至235頁之附註為該等綜合財務報表的組成部分。

CONSOLIDATED  
STATEMENT OF  
CASH FLOWS

For the year ended 31 December 2019

綜合現金流量表  
截至二零一九年十二月三十一日止年度

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Note 附註		
<b>Cash flows from operating activities</b>		<b>經營活動所得現金流量</b>		
Cash generated from operations	經營所得現金	33	<b>171,618</b>	138,056
Income tax paid	已繳所得稅		<b>(18,994)</b>	(23,781)
Net cash generated from operating activities			<b>152,624</b>	114,275
<b>Cash flows from investing activities</b>		<b>投資活動所得現金流量</b>		
Interest received	已收利息		<b>101</b>	125
Purchase of property, plant and equipment and deposit for property, plant and equipment	購買物業、廠房及設備以及物業、廠房及設備之按金		<b>(42,742)</b>	(75,376)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	33	<b>418</b>	852
Purchase of intangible assets	購入無形資產		<b>(102)</b>	(403)
Acquisition of a subsidiary (net of cash acquired)	收購一間附屬公司 (扣除已收現金)	32	—	(44,563)
Repayment of long term loan from a former shareholder of a subsidiary	償還一間附屬公司的 一名前任股東 提供的長期貸款		—	(11,440)
Net cash used in investing activities			<b>(42,325)</b>	(130,805)

The notes on pages 145 to 235 are an integral part of these consolidated financial statements.

載於第145至235頁之附註為該等綜合財務報表的組成部分。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Cash flows from financing activities</b>	<b>融資活動所得現金流量</b>		
Proceeds from borrowings	借款所得款項	<b>89,426</b>	271,611
Repayment of borrowings	償還借款	<b>(129,738)</b>	(221,935)
Dividends paid	已付股息	<b>(10,000)</b>	(10,000)
Payment for lease liabilities	租賃負債付款	<b>(3,791)</b>	(6,266)
Repayments to directors	償還董事款項	<b>—</b>	(9,620)
Listing expenses paid	已付上市開支	<b>(4,879)</b>	(3,070)
Interest paid	已付利息	<b>(6,913)</b>	(5,785)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	<b>(65,895)</b>	14,935
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等價物增加/(減少)淨額</b>	<b>44,404</b>	(1,595)
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	<b>59,867</b>	63,967
Effect of changes in foreign exchange rates	匯率變動的影響	<b>504</b>	(2,505)
Cash and cash equivalents at end of the year	年末現金及現金等價物	<b>104,775</b>	59,867

The notes on pages 145 to 235 are an integral part of these consolidated financial statements.

載於第145至235頁之附註為該等綜合財務報表的組成部分。

## 1 GENERAL INFORMATION, REORGANISATION AND BASIS OF PRESENTATION

### 1.1 GENERAL INFORMATION

The Company is an investment holding company and its subsidiaries are principally engaged in manufacturing and trading of paper products.

The Company was incorporated in the Cayman Islands on 19 April 2018 as an exempted company with limited liability under the Companies Law (Cap. 22, Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands.

Pursuant to a written resolution of the shareholders of the Company, a total of 398,845,200 shares of HK\$0.01 each were allotted and issued at par value to the shareholders as of the date immediately before 16 January 2020 (the "**Listing Date**") on a pro rata basis by way of capitalisation of HK\$3,988,452 (the "**Capitalisation Issue**") from the Company's share premium account on that day.

On the Listing Date, 133,000,000 new shares were issued at a price of HK\$1.18 per share in connection with the Company's listing on the Main Board of The Stock Exchange of Hong Kong Limited. The net proceeds from the global offering, after deducting the underwriting commission and related expenses payable by the Company in the global offering, is estimated to be approximately HK\$111.9 million.

### 1.2 Reorganisation

Prior to the incorporation of the Company and the completion of the reorganisation (the "**Reorganisation**") as described below, the Group's business (the "**Business**") was carried out by QP Holdings Limited ("**Q P Holdings**") and its subsidiaries (collectively the "**Operating Companies**").

## 1 一般資料、重組及呈列基準

### 1.1 一般資料

本公司為一間投資控股公司，其附屬公司主要從事紙製品製造及貿易。

本公司於二零一八年四月十九日根據開曼群島法例第22章公司法(一九六一年第三號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands。

根據本公司股東通過的書面決議案，合共398,845,200股每股面值0.01港元的股份於二零二零年一月十六日(「**上市日期**」)透過自本公司股份溢價賬資本化3,988,452港元(「**資本化發行**」)比例配發及發行予於緊接上市日期前當日的股東。

於上市日期，已就本公司於香港聯合交易所有限公司主板上市按每股1.18港元的價格發行133,000,000股新股份。經扣除本公司就全球發售應付的包銷佣金及相關開支後，全球發售所得款項淨額估計約為111.9百萬港元。

### 1.2 重組

於本公司註冊成立及完成下述重組(「**重組**」)前，本集團之業務(「**業務**」)由QP Holdings Limited(「**Q P Holdings**」)及其附屬公司(統稱「**營運公司**」)運營。

## 1 GENERAL INFORMATIONS REORGANISATION AND BASIS OF PRESENTATION (Continued)

### 1.2 Reorganisation (Continued)

In preparation for the listing of the Company's shares on the Main Board of the Stock Exchange of Hong Kong Limited, the Group underwent the Reorganisation which principally involved the following steps:

- (1) On 29 November 2017, Welcome Mark Investment Limited (“**Welcome Mark**”) was incorporated in the British Virgin Islands (the “**BVI**”). On 19 March 2018, Mr. Mak Chin Pang subscribed for one share in Welcome Mark.
- (2) On 30 January 2018, Cypress Spurge Holdings Limited (“**Cypress Spurge**”) and Dawn Gain Investment Limited (“**Dawn Gain**”) were incorporated in the BVI. On 19 March 2018, Ms. Liu Shuk Yu Sanny and Mr. Chan Wang Tao Thomas subscribed for one share in Cypress Spurge and Dawn Gain, respectively.
- (3) On 28 February 2018, Good Elite Holdings Limited (“**Good Elite**”) was incorporated in the BVI. On 19 March 2018, each of Mr. Cheng Wan Wai and Mr. Yeung Keng Wu Kenneth subscribed for one share in Good Elite.

## 1 一般資料、重組及呈列基準 (續)

### 1.2 重組(續)

為籌備本公司股份於香港聯合交易所有限公司主板上市，本集團已進行重組，主要涉及以下步驟：

- (1) 於二零一七年十一月二十九日，Welcome Mark Investment Limited (「**Welcome Mark**」) 於英屬維爾京群島(「**英屬維爾京群島**」) 註冊成立。於二零一八年三月十九日，麥展鵬先生已認購 Welcome Mark 的一股股份。
- (2) 於二零一八年一月三十日，Cypress Spurge Holdings Limited (「**Cypress Spurge**」) 及 Dawn Gain Investment Limited (「**Dawn Gain**」) 於英屬維爾京群島註冊成立。於二零一八年三月十九日，廖淑如女士及陳宏道先生已分別認購 Cypress Spurge 及 Dawn Gain 的一股股份。
- (3) 於二零一八年二月二十八日，Good Elite Holdings Limited (「**Good Elite**」) 於英屬維爾京群島註冊成立。於二零一八年三月十九日，鄭穩偉先生及楊鏡湖先生已各自認購 Good Elite 的一股股份。

## 1 GENERAL INFORMATIONS REORGANISATION AND BASIS OF PRESENTATION (Continued)

### 1.2 Reorganisation (Continued)

(4) On 19 April 2018, the Company was incorporated in the Cayman Islands. On the date of its incorporation, one subscriber's share was issued to Good Elite. In addition, 7,777 shares, 1,622 shares, 500 shares and 100 shares were issued and allotted to Good Elite, Cypress Spurge, Dawn Gain and Welcome Mark, respectively. On 24 December 2018, the Company issued and allotted 67,400 shares in total to Good Elite, Cypress Spurge, Dawn Gain and Welcome Mark (together, the **"Ultimate Shareholders"**) in proportion to the effective interest held by each of the Ultimate Shareholders, all nil-paid.

(5) On 27 December 2018, the Company entered into a sale and purchase agreement with the Ultimate Shareholders pursuant to which the Company acquired the entire shareholdings of 77,400 shares in total of Q P Holdings from the Ultimate Shareholders, respectively, at an aggregate consideration of HK\$77,400. Such consideration was satisfied by the issue and allotment by the Company of 77,400 shares in total to Good Elite, Cypress Spurge, Dawn Gain and Welcome Mark in proportion to the effective interest held by each of the Ultimate Shareholders, as fully paid.

Upon the completion of the Reorganisation on 27 December 2018, the Company became the holding company of the companies now comprising the Group.

## 1 一般資料、重組及呈列基準 (續)

### 1.2 重組(續)

(4) 於二零一八年四月十九日，本公司於開曼群島註冊成立。於其註冊成立日期，一股認購人股份獲發行予Good Elite。此外，7,777股股份、1,622股股份、500股股份及100股股份分別獲發行及配發予Good Elite、Cypress Spurge、Dawn Gain及Welcome Mark。於二零一八年十二月二十四日，本公司已按Good Elite、Cypress Spurge、Dawn Gain及Welcome Mark (統稱「最終股東」)各自持有的實際權益比例向最終股東發行及配發合共67,400股未繳股款股份。

(5) 於二零一八年十二月二十七日，本公司已與最終股東訂立買賣協議，據此，本公司按總代價77,400港元分別向最終股東購買Q P Holdings合共77,400股股份的全部股權。該代價已由本公司按最終股東各自持有的實際權益比例向Good Elite、Cypress Spurge、Dawn Gain及Welcome Mark發行及配發合共77,400股已繳足股份予以支付。

於二零一八年十二月二十七日完成重組後，本公司成為本集團現時旗下公司的控股公司。



## 1 GENERAL INFORMATIONS REORGANISATION AND BASIS OF PRESENTATION (Continued)

### 1.3 Basis of presentation

Immediately prior to and after the Reorganisation, the Business was held by and conducted through the Operating Companies. Pursuant to the Reorganisation, the Business was transferred to and held by the Company. The Company has not been involved in any other business prior to the Reorganisation and does not meet the definition of a business. The Reorganisation is merely a reorganisation of the Business with no change in management of such business and the ultimate shareholders of the Business remain the same. Accordingly, the Group resulting from the Reorganisation is regarded as a continuation of the Business under the Operating Companies and the consolidated financial statements of the Group have been prepared and presented as a continuation of the consolidated financial statements of the Operating Companies, with the results, assets and liabilities recognised and measured at the carrying amounts of the Business in the consolidated financial statements for all periods presented.

## 1 一般資料、重組及呈列基準 (續)

### 1.3 呈列基準

緊接重組前及緊隨重組後，業務由營運公司持有及透過營運公司進行。根據重組，業務已轉讓予本公司，並由本公司持有。本公司於重組前並無參與任何其他業務，且不符合業務的定義。重組僅為該業務的重組，該業務的管理層並無變動，且該業務的最終股東保持不變。因此，重組產生的本集團被視為營運公司旗下業務的延續，且本集團的綜合財務報表已編製及呈列為營運公司綜合財務報表的延續，其業績、資產及負債按業務於所有呈列期間的綜合財務報表項下的賬面值確認及計量。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied throughout the years presented, unless otherwise stated.

### 2.1 Basis of preparation

The principal accounting policies applied in the preparation of the consolidated financial statements which are in accordance with the Hong Kong Financial Reporting Standards (“**HKFRS**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) are set out below. The consolidated financial statements has been prepared under the historical cost convention, as modified by the revaluation of investment property, which is carried at fair value. In addition, the Group has consistently applied HKFRS 16 “Leases” throughout the years ended 31 December 2019 and 2018.

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

## 2 主要會計政策概要

下文載有編製此等綜合財務報表所應用的主要會計政策。除另有說明外，該等政策已於所呈列年度貫徹應用。

### 2.1 編製基準

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」）編製綜合財務報表所應用的主要會計政策載列如下。綜合財務報表已按歷史成本法編製，並經重估按公平值列賬的投資物業而修訂。此外，於截至二零一九年及二零一八年十二月三十一日止年度，本集團一直採用香港財務報告準則第16號「租賃」。

編製符合香港財務報告準則的綜合財務報表需要使用若干關鍵會計估計，亦需要管理層在採用本集團的會計政策的過程中作出判斷。各範疇涉及高度判斷或複雜程度，或對綜合財務報表有重大影響的假設及估計。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

- (i) New and amended standards adopted by the Group

The Group has applied the following amendments for the first time for their reporting commencing 1 January 2019:

Standards 準則	Subject of amendment 修訂本主題
Annual Improvements Project (Amendments) 年度改進項目(修訂本)	Annual Improvements 2015–2017 Cycle 年度改進二零一五年至二零一七年週期
HKAS 19 (Amendments) 香港會計準則第19號(修訂本)	Plan Amendment, Curtailment or Settlement 計劃修訂、縮減或結清
HKAS 28 (Amendments) 香港會計準則第28號(修訂本)	Long-term Interests in Associates and Joint Ventures 於聯營公司及合營企業之長期權益
HKFRS 9 (Amendments) 香港財務報告準則第9號(修訂本)	Prepayment Features with Negative Compensation 具有負補償的提前還款特性
HK(IFRIC)-Int 23 香港(國際財務報告詮釋委員會) — 第23號	Uncertainty over Income Tax Treatments 所得稅處理的不確定性

The new and amended standards and interpretation did not have any impact on the current period or any prior period and is not likely to affect future periods.

## 2 主要會計政策概要(續)

### 2.1 編製基準(續)

- (i) 本集團採納的新訂及經修訂準則

自二零一九年一月一日起，本集團首次就其報告應用以下修訂本：

新訂及經修訂準則及詮釋對本期間或任何過往期間並無任何影響，且不大可能影響未來期間。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

- (ii) New standards and amendments to existing standards not yet adopted by the Group

The following are standards and amendments to existing standards that have been published and are relevant and mandatory for the Group's annual periods beginning on or after 1 January 2020 or later periods, but have not been early adopted by the Group.

## 2 主要會計政策概要(續)

### 2.1 編製基準(續)

- (ii) 本集團尚未採納的新準則及對現有準則的修訂

下列準則及現有準則的修訂本已頒佈，與本集團於二零二零年一月一日或之後開始的年度期間或較晚期間相關且強制生效，惟並未獲本集團提早採納。

		<b>Effective for accounting periods beginning on or after 於下列日期或 之後開始的 會計期間生效</b>
HKFRS 3 香港財務報告準則第3號	Definition of business 業務的定義	1 January 2020 二零二零年一月一日
Amendments to HKAS 1 and HKAS 8 香港會計準則第1號及 香港會計準則第8號(修訂本)	Definition of material 重大的定義	1 January 2020 二零二零年一月一日
HKFRS 17 香港財務報告準則第17號	Insurance Contract 保險合同	1 January 2021 二零二一年一月一日
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及 香港會計準則第28號(修訂本)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營企業之 間的資產銷售或注資	To be determined 待釐定

The Group will adopt the above new or revised standards, amendments and interpretations to existing standards as and when they become effective. Management is in the process of assessing the impact of these standards, amendments and interpretations to existing HKFRS.

本集團將於上述新訂或經修訂準則、現有準則的修訂及詮釋生效時加以採納。管理層正評估該等準則、修訂及詮釋對現有香港財務報告準則的影響。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Subsidiaries

#### 2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

##### (a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

## 2 主要會計政策概要(續)

### 2.2 附屬公司

#### 2.2.1 綜合

附屬公司指本集團對其有控制權之實體(包括結構性實體)。當本集團因參與實體而面臨或有權享有可變回報，且能夠透過其對實體的控制權影響相關回報時，本集團控制有關實體。附屬公司於其控制權轉移至本集團當日綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

##### (a) 業務合併

本集團應用收購法將業務合併入賬。收購附屬公司之轉讓代價為所轉讓之資產、被收購方前擁有人所產生之負債及本集團所發行之股本權益之公平值。轉讓代價包括或然代價安排所產生之任何資產或負債之公平值。在業務合併過程中所收購之可辨別資產以及所承擔之負債及或然負債，均於收購日期按其公平值作出初步計量。

本集團以逐項收購基準確認被收購方的任何非控股權益。被收購方的非控股權益為現時擁有權權益及賦予其持有人於清盤時按比例分佔實體資產淨值，其可按公平值或現時擁有權權益按比例分佔被收購方可識別資產淨值的已確認金額計量。非控股權益的所有其他部分乃按其收購日期的公平值計量，惟香港財務報告準則規定須採納其他計量基準則除外。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Subsidiaries (Continued)

#### 2.2.1 Consolidation (Continued)

(a) *Business combinations (Continued)*

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gain or loss arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKFRS 9 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statement of profit or loss.

Intra-group transactions, balances and unrealised gain on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

## 2 主要會計政策概要(續)

### 2.2 附屬公司(續)

#### 2.2.1 綜合(續)

(a) *業務合併(續)*

收購相關成本在產生時支銷。

倘業務合併分階段完成，收購方先前持有的被收購方的股本權益於收購日期的賬面值乃按收購日期的公平值重新計量；有關重新計量產生的任何收益或虧損於損益確認。

本集團將轉讓的任何或然代價按收購日期的公平值確認。或然代價(被視為一項資產或負債)公平值的其後變動，根據香港財務報告準則第9號在損益確認或確認為其他全面收益變動。分類為權益的或然代價不會重新計量，後續結算於權益中列賬。

所轉讓代價、於被收購方任何非控股權益數額及於被收購方任何之前股權在收購日期的公平值超出所收購可識別資產淨值的公平值的金額記錄為商譽。倘所轉讓代價、已確認非控股權益經計量的及先前所持權益的總和低於所收購附屬公司(若為議價收購)資產淨值的公平值，則該差額直接在綜合損益表中確認。

集團間內部交易、結餘及因集團公司間交易產生的未變現收益予以對銷。未變現虧損亦予以對銷。附屬公司所報告的金額已於必要時作出調整，以與本集團會計政策保持一致。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Subsidiaries (Continued)

#### 2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries are required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Group that make strategic decisions.

### 2.4 Foreign currency translation

#### (a) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The consolidated financial statements are presented in Hong Kong dollar (HK\$), which is the Company's functional and the Group's presentation currency.

## 2 主要會計政策概要(續)

### 2.2 附屬公司(續)

#### 2.2.2 單獨財務報表

於附屬公司的投資乃按成本扣除減值列賬。成本亦包括投資直接應佔成本。本公司按已收及應收股息將附屬公司業績入賬。

倘於附屬公司的投資產生的股息超過附屬公司於宣派股息期間的全面收入總額或倘該投資於單獨財務報表內的賬面值超出投資對象資產淨值(包括商譽)於綜合財務報表內的賬面值，則於收到該等股息時須對該等投資進行減值測試。

### 2.3 分部報告

經營分部的報告方式須與主要經營決策者獲提供的內部報告方式一致。主要經營決策者負責分配資源及評估經營分部表現，並已被確定為作出策略決定的本集團的執行董事。

### 2.4 外幣換算

#### (a) 功能及呈列貨幣

本集團各實體的綜合財務報表內所載項目，乃按該實體經營所在的主要經濟環境的貨幣(「**功能貨幣**」)計量。綜合財務報表以本公司的功能貨幣及本集團的呈列貨幣港元呈列。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Foreign currency translation (Continued)

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gain and loss resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

#### (c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each statement of profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

## 2 主要會計政策概要(續)

### 2.4 外幣換算(續)

#### (b) 交易及結餘

外幣交易按交易日期或重新計量項目估值日期的現行匯率換算為功能貨幣。因結算該等交易及因按年結日匯率換算以外幣計值的貨幣資產及負債而產生的匯兌收益及虧損於綜合損益表確認，惟倘於其他全面收益中遞延為合資格現金流對沖及合資格投資淨額對沖則除外。

#### (c) 集團公司

功能貨幣有別於呈列貨幣的所有集團實體(均無惡性通貨膨脹經濟體的貨幣)的業績及財務狀況乃按以下方式換算為呈列貨幣：

- (i) 各財務狀況表呈列的資產及負債乃按該財務狀況表日期的收市匯率換算；
- (ii) 各損益表的收支乃按平均匯率換算(除非該平均匯率並非各交易日當時匯率的累積影響的合理約數，在此情況下，則收支會按各交易日的匯率換算)；及
- (iii) 所有因此而產生的貨幣換算差額均於其他全面收益內確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Foreign currency translation (Continued)

#### (c) Group companies (Continued)

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

### 2.5 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over estimated useful lives as follows:

— Buildings	25 years
— Leasehold improvements	10 years, or over lease term, whichever is the shorter
— Plant and machinery	5–10 years
— Furniture and equipment	5–10 years
— Motor vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting date.

## 2 主要會計政策概要(續)

### 2.4 外幣換算(續)

#### (c) 集團公司(續)

因收購外國實體而產生的商譽及公平值調整均按外國實體的資產及負債處理，並以收市匯率換算。所產生的貨幣換算差額於其他全面收益內確認。

### 2.5 物業、廠房及設備

所有物業、廠房及設備均按歷史成本減折舊列賬。歷史成本包括收購有關項目直接應佔的開支。

後續成本僅會在有關項目的未來經濟利益有可能流向本集團，且該項目的成本能可靠計量時，計入資產賬面值或確認為一項獨立資產(如適用)。已更換零件的賬面值則取消確認。其他所有維修及保養費用乃於其產生的財政期間自損益支銷。

物業、廠房及設備折舊採用直線法計算，以於以下估計可使用年期內分配其剩餘價值之成本：

— 樓宇	25年
— 租賃物業裝修	10年或超出租期(以較短者為準)
— 廠房及機器	5–10年
— 傢俱及設備	5–10年
— 汽車	5年

於各報告期末，本集團會對資產的剩餘價值及可使用年期進行審查，並作出適當調整。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gain and loss on disposals are determined by comparing the proceeds with carrying amount. These are included in consolidated statement of profit or loss.

### 2.6 Investment property

Investment property is held for long-term rental yields and is not occupied by the Group. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. Subsequently, it is carried at fair value. Changes in fair values are presented in profit or loss as part of other income.

### 2.7 Intangible assets

#### (a) Goodwill

Goodwill arising on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

## 2 主要會計政策概要(續)

### 2.5 物業、廠房及設備(續)

倘資產的賬面值超過其估計可收回金額，則資產賬面值將即時撇減至其可收回金額。

處置的收益及虧損按所得款項與賬面值的差額釐定。該等收益及虧損計入綜合損益表。

### 2.6 投資物業

投資物業乃就長期租金收益持有，且並非由本集團所佔用。投資物業初步按成本計量，包括相關交易成本及(如適用)借款成本。因此，投資物業按公平值列賬。公平值變動將於損益呈列為其他收入的一部分。

### 2.7 無形資產

#### (a) 商譽

商譽於收購附屬公司時產生，即所轉讓代價、被收購方的任何非控股權益金額及任何先前於被收購方的股權於收購日期的公平值超出所收購可識別資產淨值公平值的差額。

就減值測試而言，業務合併獲得的商譽獲分配至預期受益於合併協同效應的各現金產生單位(「現金產生單位」)或現金產生單位組別。獲分配商譽的各單位或單位組別即實體內就內部管理目的而監察商譽的最低層次。商譽乃於經營分部層次進行監察。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Intangible assets (Continued)

#### (b) Computer software

Computer software licenses are stated at historical cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful lives, which is five years.

#### (c) Golf club membership

Golf club membership is stated at historical cost. The club membership has an indefinite life which is not subject to amortisation and is tested annually for impairment.

### 2.8 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

## 2 主要會計政策概要(續)

### 2.7 無形資產(續)

#### (b) 電腦軟件

電腦軟件許可乃按歷史成本減累計攤銷及減值虧損列賬。攤銷採用直線法計算，以於估計可使用年期內(五年)分配成本。

#### (c) 高爾夫俱樂部會員資格

高爾夫俱樂部會員資格乃按歷史成本列賬。俱樂部會員資格擁有不確定年期，毋須攤銷，且每年進行減值測試。

### 2.8 非金融資產減值

使用壽命不確定之商譽及無形資產不作攤銷，每年測試一次是否減值，但倘有事件或情況變動顯示可能出現減值，則會進行更頻繁的測試。如有事項發生或情況變化表明其賬面值可能無法收回時，其他資產需要進行減值測試。當某項資產的賬面值超出其可收回金額時，則超出部分確認為減值虧損。可收回金額指資產公平值扣除出售成本後的價值與可使用價值兩者中的較高者。就評估減值而言，資產按獨立可識別現金流入的最低水平歸類，該可識別現金流入在很大程度上獨立於其他資產或資產組別(現金產生單位)的現金流入。

出現減值的非金融資產(商譽除外)會於各報告期末檢討其減值撥回之可能性。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.9 Financial assets

#### 2.9.1 Classification

The Group classifies its financial assets in the following measurement categories:

- (i) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- (ii) those to be measured at amortised cost.

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

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

For assets measured at fair value, gain and loss will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

## 2 主要會計政策概要(續)

### 2.9 金融資產

#### 2.9.1 分類

本集團按下列計量類別對其金融資產進行分類：

- (i) 其後按公平值計量的金融資產(不論計入其他全面收益或計入損益)；及
- (ii) 按攤銷成本計量的金融資產。

分類視乎實體管理金融資產的業務模型及現金流量的合約年期而定。

初始確認時，本集團按其公平值加(倘屬並非按公平值計入損益的金融資產)收購金融資產直接應佔交易成本計量金融資產。按公平值計入損益之金融資產的交易成本計入損益中。

就按公平值計量的資產而言，收益及虧損將於損益或其他全面收益記賬。就債務工具之投資而言，則視乎投資所持有之商業模式。就權益工具投資而言，則視乎本集團於初始確認時有否作出不可撤回的選擇，將權益投資以按公平值計入其他全面收益的方式入賬。

當且僅當本集團管理該等資產的業務模式改變時，方會對債務投資進行重新分類。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.9 Financial assets (Continued)

#### 2.9.2 Recognition and measurement

##### *Debt instruments*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated statement of profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or financial assets at fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in 'other gains, net' in the period in which it arises.

#### 2.9.3 Derecognition

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

## 2 主要會計政策概要(續)

### 2.9 金融資產(續)

#### 2.9.2 確認及計量

##### *債務工具*

債務工具的後續計量取決於本集團管理資產的業務模式及資產的現金流量特徵。本集團將其債務工具分類為二種計量類別：

- 攤銷成本：持作收回合約現金流量之資產，倘該等資產現金流量僅指支付之本金及利息，則按攤銷成本計量。後續按攤銷成本計量且並非對沖關係之一部份之債務投資之收益或虧損於該資產終止確認或減值時於綜合損益表確認。該等金融資產之利息收入乃按實際利率法計入融資收入。
- 按公平值計入損益：不符合攤銷成本或按公平值計入其他全面收益標準的金融資產按公平值計入損益計量。其後按公平值計入損益的債務投資產生的收益或虧損且不屬於對沖關係的一部分於損益內確認並於其產生期間的「其他收益淨額」以淨值列示。

#### 2.9.3 終止確認

當從金融資產中獲得現金流量的權利已到期或被轉移，且本集團已轉移該金融資產所有權絕大部分風險及回報時，該金融資產被終止確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.9 Financial assets (Continued)

#### 2.9.4 Impairment of financial assets

The Group has the following types of financial assets subject to HKFRS 9's expected credit loss model:

- Trade receivables
- Other receivables
- Pledged deposits
- Cash and cash equivalents

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost.

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

Impairment on other receivables is measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition, then impairment is measured as lifetime expected credit losses.

To manage risk arising from pledged deposits and cash and cash equivalents, the Group only transacts with state-owned or reputable financial institutions. There has been no recent history of default in relation to these financial institutions.

## 2 主要會計政策概要(續)

### 2.9 金融資產(續)

#### 2.9.4 金融資產減值

本集團擁有以下類型的金融資產，該等金融資產須應用香港財務報告準則第9號之預期信貸虧損模型：

- 貿易應收款項
- 其他應收款項
- 已抵押存款
- 現金及現金等價物

本集團以預期為基礎，評估其以攤銷成本計量的資產的預期信貸虧損。

對於貿易應收款項，本集團應用香港財務報告準則第9號許可的簡化方法，這要求自應收款項初始確認起確認預期全期虧損。

其他應收款項減值按12個月預期信貸虧損或預期存續期信貸虧損計量，視乎初始確認後信貸風險有否大幅增加而定。倘自初始確認後應收款項信貸風險大幅增加，則減值按全期預期信貸虧損計量。

為管理來自己抵押存款以及現金及現金等價物的風險，本集團僅與國有或商譽卓著的金融機構交易。近期並無與該等金融機構有關之違約記錄。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### 2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. It excludes borrowing costs. Costs is determined using the first-in, first-out (FIFO) method. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

### 2.12 Trade receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are subsequently measured at amortised cost using the effective interest method, less provision for impairment.

## 2 主要會計政策概要(續)

### 2.10 抵銷金融工具

當存在一項可依法強制執行的權利可抵銷已確認金額且有意以淨額結算或同時變現資產及償付債務時，則金融資產及負債可予抵銷，且將有關淨額列入綜合財務狀況表內。法定可執行權利不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時必須可強制執行。

### 2.11 存貨

存貨按成本與可變現淨值兩者中的較低者入賬。成本包括直接材料、直接勞工成本及適當比例的可變及固定間接費用支出，後者乃根據正常運營能力分配。成本不包括借款成本。成本按先入先出法釐定。購買的存貨成本在扣除回扣及折扣後確定。可變現淨值乃為日常業務過程中的估計售價減估計完工成本以及銷售所需的估計成本。

### 2.12 貿易應收款項

貿易應收款項乃於進行日常業務過程中就已售商品或已提供服務應收客戶款項。如貿易及其他應收款項的收回預期在一年或以內(或如屬較長時間，則以一般業務經營週期為準)，則分類為流動資產。如非分類為流動資產，則呈列為非流動資產。

貿易應收款項其後採用實際利率法按攤銷成本減減值撥備計量。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.13 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the consolidated statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

### 2.14 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

### 2.15 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## 2 主要會計政策概要(續)

### 2.13 現金及現金等價物

在綜合現金流量表內，現金及現金等價物包括手頭現金、銀行通知存款、原到期日為三個月或以下的其他短期高流動性投資及銀行透支。在綜合財務狀況表內，銀行透支於流動負債的借款內列示。

### 2.14 股本

普通股分類為權益。

發行新股直接應佔新增成本，於權益顯示為所得款項的減項(扣除稅項)。

### 2.15 貿易應付款項

貿易應付款項為在日常業務過程中從供應商購買貨品或服務而付款的責任。如款項於一年或以內到期(或如屬較長時間，則以一般業務經營週期為準)，則貿易應付款項分類為流動負債。如非分類為流動負債，則呈列為非流動負債。

貿易應付款項初步按公平值確認，其後以實際利率法按攤銷成本計量。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.16 Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

## 2 主要會計政策概要(續)

### 2.16 借款及借款成本

借款初步按公平值(扣除已產生的交易成本)確認。借款其後按攤銷成本列賬；如扣除交易成本後的所得款項及贖回價值出現任何差額，則於借款期內以實際利率法於綜合損益表確認。

在融資額度將很有可能部分或全部提取的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取額度發生時。在並無跡象顯示該融資額度將很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間內予以攤銷。

借款分類為流動負債，惟本集團具有無條件權利可將償還負債的日期遞延至報告期後至少12個月則除外。

可直接歸屬於收購、建造或生產合資格資產的一般及特定借款成本，於完成資產及將資產達致擬定用途或可供出售狀態所需之一段時間內撥充資本。合資格資產為需經較長時間方能達致其擬定用途或可供出售的資產。

其他借款成本於產生期間支銷。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### (a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

#### (b) Deferred income tax

##### *Inside basis differences*

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the consolidated statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

## 2 主要會計政策概要(續)

### 2.17 即期及遞延所得稅

期內稅項開支包括即期及遞延稅項。稅項於損益內確認，惟與於其他全面收益或直接在權益確認的項目有關則除外。在該情況下，稅項亦分別於其他全面收益或直接於權益中確認。

#### (a) 即期所得稅

即期所得稅支出乃根據本集團營運所在及產生應課稅收入的國家於財務狀況表日期已頒佈或實質已頒佈的稅法計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

#### (b) 遞延所得稅

##### *內在基準差異*

遞延所得稅乃利用負債法確認資產及負債的稅基與其於綜合財務報表的賬面值的差額而產生的暫時性差額。然而，倘遞延所得稅負債來自對商譽的初始確認，則不會確認，以及倘遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計或應課稅溢利或虧損，則不作記賬。遞延所得稅乃採用於綜合財務狀況表日期前已頒佈或實質已頒佈，並在有關的遞延所得稅資產變現或遞延所得稅負債結算時預期將會適用的稅率(及法例)而釐定。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Current and deferred income tax (Continued)

#### (b) Deferred income tax (Continued)

##### *Inside basis differences (Continued)*

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

##### *Outside basis differences*

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

#### (c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

## 2 主要會計政策概要(續)

### 2.17 即期及遞延所得稅(續)

#### (b) 遞延所得稅(續)

##### *內在基準差異(續)*

遞延所得稅資產僅於未來應課稅溢利可抵銷可用的暫時性差額時確認。

##### *外在基準差異*

對於附屬公司投資產生的應課稅暫時性差額，計提遞延所得稅負債撥備，惟若暫時性差額撥回的時間由本集團控制，以及暫時性差額在可見將來很可能不會撥回，則作別論。

就於附屬公司投資產生的可扣減暫時性差額確認遞延所得稅資產，但僅限於暫時性差額很可能在將來撥回，並有充足的應課稅溢利抵銷可用的暫時性差額。

#### (c) 抵銷

當有法定可強制執行權利將即期稅項資產與即期稅項負債抵銷，且遞延所得稅資產與負債涉及由同一稅務機關對應課稅實體或不同應課稅實體所徵收的所得稅，而實體有意以淨額基準結算結餘時，則可將遞延所得稅資產與負債互相抵銷。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.18 Employee benefits

#### (a) Retirement benefits

The Group participates in various defined contribution retirement benefit schemes. A defined contribution plan is a retirement benefit scheme under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contribution for post-retirement benefits beyond these fixed contributions.

The schemes are generally funded through payments to government authorities, insurance companies or trustee-administered funds. The Group pays contributions on a mandatory, contractual or voluntary basis. The contributions are recognised as employment costs when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### (b) Bonus plans

The Group recognises a liability and an expense for bonuses, after taking into consideration of the profit attributable to the Company's shareholders and certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

#### (c) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the date of consolidated statement of financial position.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

## 2 主要會計政策概要(續)

### 2.18 僱員福利

#### (a) 退休福利

本集團推行多項界定供款退休福利計劃。界定供款計劃為本集團向獨立實體作出界定供款之退休福利計劃。本集團概無法定或推定責任就退休後福利作出其界定供款外之進一步供款。

該等計劃一般透過向政府機構、保險公司或受託人管理基金付款而撥付。本集團按強制性、合約或自願基準作出供款。供款於到期應付時確認為僱員成本。預付供款在可取得退回現金或可扣減日後付款的情況下確認為資產。

#### (b) 花紅計劃

經計及本公司股東應佔溢利及作出若干調整後，本集團將花紅確認為負債及開支。本集團於負有合約責任或同一項過往事件引致推定責任時確認撥備。

#### (c) 僱員假期權利

僱員的年假權利及長期服務假權利於其應享有時確認。本集團就截至綜合財務狀況表日期止因僱員所提供的服務而產生的年假及長期服務假的估計負債作出撥備。

僱員的病假及產假權利於僱員休假時方會確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.18 Employee benefits (Continued)

#### (d) Long service payments

Employees who have completed the required number of years of service to the Group are eligible for long service payments.

A provision is recognised in respect of the probable future long service payment expected to be made. The provision is measured as the present value of expected future payments, consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

### 2.19 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

Contingent asset is not recognised as receipt of the amount remains uncertain.

## 2 主要會計政策概要(續)

### 2.18 僱員福利(續)

#### (d) 長期服務金

若干僱員已於本集團服務滿指定要求之年數，有資格獲取長期服務金。

本集團已就預計將來可能支付之長期服務金作出撥備。該撥備按照預期未來付款的現值計量，並考慮預期未來工資及薪金水平、員工離職記錄以及服務期間。

### 2.19 撥備

倘本集團因過往事件而產生現有法定或推定責任，並可能需要有資源流出以償付責任，且金額已經可靠估計，則須確認撥備。不會就未來經營虧損確認撥備。

如有多項類似責任，於釐定其需流出資源以償付責任的可能性時，會整體考慮該責任的類別。即使在同一責任類別所包含的任何一個項目相關的資源流出的可能性較低，仍須確認撥備。

撥備採用稅前利率按照預期需償付有關責任之開支現值計量，該稅前利率反映當時市場對金錢時間值及有關責任固有風險之評估。隨著時間過去而增加之撥備確認為利息開支。

或然資產不會確認為金額尚不確定的收入。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Revenue recognition

The Group principally derives revenue from sales of products.

Revenue from the sales of products is recognised when control of the products are transferred to customers. Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods sold, stated net of discounts, returns and value-added taxes. The Group recognises revenue when specific criteria have been met for each of the Group's activities, as described below.

(a) Sales of original equipment manufacturer (“OEM”) products

Revenue from sales of OEM products (mainly including greeting cards, tabletop games, educational items and premium packaging items) directly to customers is recognised when control of the goods has transferred, in accordance with relevant shipping terms, to customers.

(b) Sales of web sales products

Revenue from sales of web sales products (mainly including playing cards, tabletop games, puzzles and greeting cards) directly to customers is recognised when control of the goods has transferred, being when the products are accepted by the customers, to customers.

Upon entering into a contract with customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to transfer goods to the customer. The combination of those rights and performance give rise to a net asset or a net liability depending on relationship between the remaining rights and performance obligations. The contract is an asset if the measure of remaining conditional rights to consideration exceeds the satisfied performance obligations. Conversely, the contract is a liability and is recognised as a contract liability if the measure of remaining performance obligations exceeds measure of the remaining rights.

## 2 主要會計政策概要(續)

### 2.20 收益確認

本集團主要自銷售產品產生收益。

銷售產品產生的收益於產品控制權轉移至客戶時確認。收益按已收或應收代價的公平值計量，相當於就所銷售貨物扣除折扣、退貨及增值稅後的應收款項。當符合以下本集團各業務的特定準則時，本集團便會確認收益。

(a) 銷售原始設備製造商(「OEM」)產品

當貨品的控制權根據相關貨運條款轉移至客戶時，直接銷售予客戶的OEM產品(主要包括賀卡、桌遊、幼教用品及包裝彩盒)所得的收益乃獲確認。

(b) 銷售網站銷售產品

當貨品的控制權轉移至客戶(即客戶已接納產品)時，直接銷售予客戶的網站銷售產品(主要包括紙牌、桌遊、拼圖及賀卡)所得的收益乃獲確認。

在與客戶訂立合約時，本集團有權自客戶收取代價，並承擔將貨物轉交予客戶的履約責任。該等權利及履約責任的共同作用可產生資產淨值或負債淨值，此乃取決於剩餘權利與履約責任之間的關係。倘剩餘代價的有條件權利超過已履約責任，則該合約為一項資產。反之，倘剩餘履約責任超過剩餘權利，則該合約為一項負債，並確認為合約負債。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Revenue recognition (Continued)

Rental income from investment property is recognised on a straight-line basis over the term of the leases.

Interest income is recognised using the effective interest method.

### 2.21 Leases

The Group leases certain land, properties and motor vehicles. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants.

Leases are recognised as a right-of-use asset and a corresponding liability at the date on which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable; and
- payments of penalties for terminating the lease, if the lease reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the entity's incremental borrowing rate.

## 2 主要會計政策概要(續)

### 2.20 收益確認(續)

投資物業的租金收入以直線法於相關租期內確認。

利息收入採用實際利息法確認。

### 2.21 租賃

本集團租賃若干土地、物業及汽車。租賃條款乃在個別基礎上協商，並包含各種不同的條款及條件。租賃協議並無施加任何契諾。

租賃確認為使用權資產，並在租賃資產可供本集團使用之日確認為相應負債。每筆租賃付款乃分配至負債及融資成本。融資成本於租期內自損益扣除，以計算出各期間負債結餘的固定周期利率。

租約產生的資產及負債初步以現值進行計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)減任何應收租賃獎勵；及
- 支付終止租賃的罰款(倘租賃條款反映承租人行使權利終止租約)。

租賃付款採用租賃所隱含的利率予以貼現，倘無法釐定該利率，則使用實體的增量借款利率。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.21 Leases (Continued)

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made on or before the commencement date less any lease incentives received; and
- any initial direct costs.

The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term or less than 12 months.

### 2.22 Research and development expenses

Research expenditure and development expenditure that do not meet the criteria to capitalise as an intangible assets are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

### 2.23 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's consolidated statement of financial position and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

## 2 主要會計政策概要(續)

### 2.21 租賃(續)

使用權資產按成本計量，包括以下各項：

- 租賃負債的初步計量金額；
- 於開始日期或之前所作的任何租賃付款，減去所得的任何租賃獎勵；及
- 任何初始直接成本。

使用權資產乃按資產可用年期及租期(以較短者為準)以直線法折舊。

與短期租賃相關的支付和低價值資產的租賃以直線法於損益確認為開支。短期租賃指租賃期為12個月或少於12個月的租賃。

### 2.22 研發開支

不符合標準以資本化為無形資產的研發開支於產生時確認為開支。先前確認為開支的開發成本於其後期間不會確認為資產。

### 2.23 股息分派

分派予本公司股東的股息，於本公司股東或董事(如適用)批准股息的期間內在本集團的綜合財務狀況表及本公司的財務報表中確認為負債。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.24 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate.

## 3 FINANCIAL RISK MANAGEMENT

### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group does not use any derivative financial instruments for speculative purposes.

Risk management is carried out by management of the Group. Formal and informal management meetings are held to identify significant risks and to develop procedures to deal with any risks in relation to the Group's businesses.

## 2 主要會計政策概要(續)

### 2.24 政府補貼

倘合理確信本集團將可收取補貼及本集團將遵守所有附帶條件，政府補貼按其公平值確認。

成本相關的政府補助予以遞延，並按配合擬補償的成本所需期間於損益表內確認。

## 3 財務風險管理

### 3.1 財務風險因素

本集團在開展業務過程中承受各類財務風險，包括市場風險(包括外匯風險、現金流量及公平值利率風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃著重於金融市場不可預期性，並力圖減低其對本集團財務表現的潛在不利影響。本集團不會因投機目的使用任何衍生金融工具。

本集團的管理層實施風險管理。管理層舉行正式及非正式會議以識別重大風險，制定處理與本集團業務有關的任何風險的程序。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk

###### (i) Foreign exchange risk

Subsidiaries of the Company operate in the People's Republic of China ("PRC") and Hong Kong with most transactions denominated in either Renminbi ("RMB"), Hong Kong dollars or United States dollars ("US\$"). The Group is exposed to foreign exchange risk primarily through sales and purchases transactions that are denominated in a currency other than the functional currency of the relevant subsidiary. The Group considers its foreign currency exposure mainly arises from the exposure of RMB, EUR and US\$. As Hong Kong dollars is pegged to US\$, the Group believes the exposure to transactions denominated in US\$ which are entered into by group companies with a functional currency of Hong Kong dollars to be insignificant.

The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time. The Group also regularly reviews the portfolio of local and international customers and the currencies in which the transactions are denominated so as to minimise the Group's exposure to foreign exchange risk.

As at 31 December 2019 and 2018, approximately HK\$188,287,000 and HK\$228,034,000 of the Group's borrowings were denominated in Hong Kong dollars. At present, the management does not expect that there will be any significant foreign exchange risk associated with the Group's borrowings and the Group did not use any financial instruments to hedge its foreign exchange risk arising from the Group's borrowings during the year.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 市場風險

###### (i) 外匯風險

本公司之附屬公司於中華人民共和國(「中國」)及香港經營業務，大部份交易主要以人民幣(「人民幣」)、港元或美元(「美元」)計值。本集團所承擔之外匯風險主要來自有關附屬公司以功能貨幣以外的貨幣結算的銷售及採購交易。本集團認為其外匯風險主要來自人民幣、歐元及美元的風險。由於港元與美元掛鈎，本集團相信以港元作為功能貨幣的集團公司訂立以美元計算的交易須承受的風險並不重大。

本集團通過監控外幣收入及支付水平管理其外幣交易所承受的風險。本集團確保其不時之外匯風險淨額維持在可接受的範圍內。本集團亦經常審查本地及國際客戶的組合及交易計值貨幣，以將本集團的外匯風險降至最低。

於二零一九年及二零一八年十二月三十一日，本集團約188,287,000港元及約228,034,000港元之借款以港元計值。目前，管理層預期年內並無與本集團的借款有關的任何重大外匯風險，且本集團並無使用任何金融工具對沖其來自本集團借款的外匯風險。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

###### (i) Foreign exchange risk (Continued)

At 31 December 2019 and 2018, if RMB had strengthened/weakened by 5% against Hong Kong dollars with all other variables held constant, pre-tax profit for the year would have been approximately HK\$150,000 higher/lower and HK\$86,000 lower/higher respectively, mainly as a result of foreign exchange loss/gain on translation of prepayments, deposits and other receivables, cash and cash equivalents, trade payables and accruals, provisions and other payables denominated in non-functional currency of the relevant group companies.

###### (ii) Cash flow and fair value interest rate risk

The Group's interest rate risk mainly arises from borrowings. The Group is exposed to cash flow interest rate risk in relation to variable-rate bank borrowings. The Group's cash flow interest rate risk is mainly related to the fluctuation of Hong Kong Interbank Offered Rate arising from the Group's borrowings.

As at 31 December 2019 and 2018, if interest rates increased or decreased by 50 basis points and all other variables were held constant, the Group's post-tax profit would decrease or increase by approximately HK\$786,000 and HK\$977,000 respectively as a result of increase or decrease in net interest expense.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 市場風險(續)

###### (i) 外匯風險(續)

於二零一九年及二零一八年十二月三十一日，在所有其他變量保持不變的情況下，倘人民幣兌港元升值／貶值5%，則該等年度的除稅前溢利將分別增加／減少約150,000港元及減少／增加86,000港元，乃主要由於換算相關集團公司以非功能貨幣計值的預付款項、按金及其他應收款項、現金及現金等價物、貿易應付款項及應計費用以及撥備及其他應付款項時產生匯兌虧損／收益。

###### (ii) 現金流量及公平值利率風險

本集團的利率風險主要來自借款。按浮動利率取得的銀行借款使本集團承受現金流量利率風險。本集團承受的現金流量利率風險主要與本集團的借款產生的香港銀行同業拆息的波動有關。

倘利率上升或下降50個基點，而所有其他變量保持不變，則本集團於二零一九年及二零一八年十二月三十一日以後的除稅後溢利將因利息開支淨額增加或減少而分別減少或增加約786,000港元及977,000港元。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

###### (ii) Cash flow and fair value interest rate risk (Continued)

The Group is exposed to fair value interest rate risk in relation to fixed rate short-term bank deposits (Note 24) and obligations under finance leases (Note 30). The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

As the Group has no significant interest-bearing assets except for the cash and bank balances, the Group's income and operating cash flows are substantially independent of changes in market interest rates. However, the exposure in this regard is considered to be minimal as the bank balances are all short-term in nature. It is the Group's policy to keep its borrowings at floating rate of interest so as to minimise the fair value interest rate risk.

##### (b) Credit risk

Credit risk arises mainly from cash deposited with banks and financial institutions and trade receivables.

Credit risk on trade debtors is managed by the management of the individual business units and monitored by the Group's management on a group basis. Most customers are sizable and renowned. Management assesses the credit quality of smaller customers by considering their financial position, past experience therewith and other relevant factors. The utilisation of credit limits is regularly monitored.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 市場風險(續)

###### (ii) 現金流量及公平值利率風險 (續)

本集團面臨與固定利率短期銀行存款相關之公平值利率風險(附註24)及融資租賃承擔(附註30)。本集團當前並無利率對沖政策。然而，管理層監控利率風險並將於重大利率風險預期產生時考慮其他所需行動。

由於本集團並無重大計息資產(現金及銀行結餘除外)，本集團的收入及經營現金流量大致不受市場利率變動所影響。然而，由於銀行結餘均屬短期，因此就此產生的風險甚微。本集團的政策為維持借款按浮動利率計息，從而將公平值利率風險降至最低。

##### (b) 信貸風險

信貸風險主要來自存於銀行及金融機構的現金及貿易應收款項。

貿易債務人之信貸風險乃由個別業務單元的管理層管理及由本集團管理層按組別監控。大部份客戶均為規模較大且知名的客戶。管理層按財務狀況、過往經驗及其他有關因素評估規模較小的客戶的信貸質素。信貸限額之使用須定期監控。



### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

The Group has set up long-term cooperative relationship with these customers. In view of the history of business dealings with the customers and the sound collection history of the receivables due from them, management believes that there is no material credit risk inherent in the Group's outstanding receivable balance due from these customers. Management makes periodic assessment on the recoverability of trade and other receivables based on historical payment records, the length of the overdue period, the financial strength of the debtors and whether there are any disputes with the debtors. The Group's historical experience in collection of trade receivables falls within the recorded allowances and the directors are of the opinion that adequate provision for uncollectible receivables has been made.

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

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customers' ability to meet its obligations

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信貸風險(續)

本集團已與該等客戶建立長期合作關係。鑒於與該等客戶的業務往來及良好的收款記錄，管理層認為在本集團應收該等客戶未付應收款項餘額方面並無重大固有信貸風險。管理層根據債務人的過往還款記錄、拖欠期長短、財務實力以及是否與債務人存在任何糾紛，定期評估貿易及其他應收款項的可回收性。本集團過往收取的貿易應收款項並無超出有關撥備額，而董事認為本集團已就不可收回的應收款項作出充分撥備。

就存於銀行及金融機構的現金而言，信貸風險較低，原因是對手方為獲國際信貸評級機構給予高度信貸評級之銀行。

本集團於資產初步確認時考慮違約的可能性，及信貸風險有否於各報告期間按持續基準大幅增加。為評估信貸風險有否大幅增加，本集團將資產於報告日期的違約風險與於初步確認日期的違約風險進行比較。本集團考慮可獲得的合理及有依據的前瞻性資料，尤其結合下列各項指標：

- 內部信貸評級
- 外部信貸評級
- 業務、財務或經濟條件實際或預期出現會預期引致客戶履行債務的能力出現重大變動的重大不利變動

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

- actual or expected significant changes in the operating results of customers
- significant increases in credit risk on other financial instruments of customers
- significant changes in the expected performance and behavior of customers, including changes in the payment status of customers in the Group and changes in the operating results of the customers.

##### (i) Trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The Group considers the credit risk characteristics and the days past due to measure the expected credit losses. During the years ended 31 December 2019 and 2018, the expected losses rate for customers of sales of goods is minimal, given there is no history of significant defaults from customers and insignificant impact from forward-looking estimates. The assessed expected credit losses for the trade receivables are not material.

The Group made no write-off of trade receivables during the years ended 31 December 2019 and 2018.

The Group has significant concentration of credit risk from customers. As at 31 December 2019 and 2018, 72% and 79% respectively of total trade receivables was due from the Group's five largest customers. Based on the past repayment history, the directors believe that the credit risk inherent in Group's outstanding trade receivables from this group of customers is low.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信貸風險(續)

- 客戶的經營業績實際或預期出現重大變動
- 客戶的其他金融工具的信貸風險顯著增加
- 客戶預期表現及行為發生重大變化，包括本集團客戶付款情況變化及經營業績變化。

##### (i) 貿易應收款項

本集團採用簡化法就香港財務報告準則第9號規定的預期信貸虧損計提撥備，該方法允許就所有貿易應收款項使用全期預期信貸虧損撥備。本集團考慮信貸風險特徵及已逾期日數以計量預期信貸虧損。截至二零一九年及二零一八年十二月三十一日止年度期間，鑒於過往並無來自客戶的重大違約記錄及前瞻性估計的影響不重大，向客戶銷售貨物之預期虧損率為最低。貿易應收款項之經評估預期信貸風險並不重大。

截至二零一九年及二零一八年十二月三十一日止年度期間，本集團並無撇銷貿易應收款項。

本集團有來自客戶的重大集中的信貸風險。於二零一九年及二零一八年十二月三十一日，應收本集團五大客戶的款項分別佔貿易應收款項總額的72%及79%。基於過往還款記錄，董事認為來自集團客戶之本集團未償還貿易應收款項的固有信貸風險較低。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

###### (i) Trade receivables (Continued)

The Group monitors the outstanding debts from its customers individually due to the concentration of credit risk. Based on historical repayment trend, there is no correlation between the risk of default occurring and the collection past-due status as long as there is no significant change in the credit rating of the customers. Historically, the Group's loss arising from risk of default and time value of money is negligible.

###### (ii) Other receivables

Other debt instruments at amortised cost include other receivables.

As at 31 December 2019 and 2018, management assessed that the expected credit losses for the other receivables and amounts due from related parties are not material when they do not have default history and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

###### (iii) Pledged deposits and cash and cash equivalents

To manage the risk arising from pledged deposits and cash and cash equivalents, the Group only transacts with reputable commercial banks which are all high-credit-quality financial institutions. There has been no recent history of default in relation to these financial institutions. The expected credit loss of pledged deposits and cash and cash equivalents is close to zero.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信貸風險(續)

###### (i) 貿易應收款項(續)

由於信貸風險較為集中，本集團單獨監控其客戶的未償還債務。基於過往還款趨勢，發生違約風險與逾期追收狀況之間並無關聯，只要客戶的信貸評級並無任何重大變動。過去，本集團自違約風險及貨幣時間價值產生的虧損可以忽略。

###### (ii) 其他應收款項

按攤銷成本計量的其他債務工具包括其他應收款項。

於二零一九年及二零一八年十二月三十一日，管理層評定當其並無拖欠記錄時，其他應收款項之預期信貸風險及應收關聯方款項並不重大，且發行人於短期內具有充分履行其合同現金流量義務的能力。

###### (iii) 已抵押存款以及現金及現金等價物

為管理來自已抵押存款以及現金及現金等價物的風險，本集團僅與商譽卓著的商業銀行(信譽質素高的金融機構)進行交易。近期並無與該等金融機構有關之歷史違約記錄。已抵押存款以及現金及現金等價物之預期信貸虧損接近零。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk

Liquidity risk refers to the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents, the availability of funding from an adequate amount of committed credit facilities from leading banks.

Due to the dynamic nature of the underlying businesses, the Group's management aims to maintain flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Group's liquidity reserve which comprises cash and cash equivalents (Note 24) and undrawn banking facilities (Note 29) on the basis of expected cash flows.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal to their carrying amounts as the impact of discounting is not significant.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 流動資金風險

流動資金風險為實體無法履行透過現金或其他金融資產結清金融負債的相關責任而產生的風險。

審慎的流動資金風險管理指維持充足的現金及現金等價物，從主要銀行獲得充裕的承諾信貸額度以維持備用資金的能力。

基於相關業務之活躍多變性質，本集團管理層致力透過保持可動用的已承諾信貸額度維持資金的靈活性。

管理層根據預期現金流量，監控本集團流動資金儲備(包括現金及現金等價物(附註24)及未提取借款融資(附註29)的滾動預測。

下表基於由報告期末至合約到期日的剩餘期間對本集團的金融負債進行相關到期組別分析。在表內披露的金額為合約性未貼現的現金流量。由於貼現的影響並不重大，因此於12個月內需要償付之結餘相等於其賬面值。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 流動資金風險(續)

		Within 1 year or repayable on demand 一年內或 按要求償還 HK\$'000 千港元	Between 1 and 2 years 一年至兩年 HK\$'000 千港元	Between 2 and 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>As at 31 December 2019</b>	於二零一九年十二月三十一日					
Trade payables	貿易應付款項	92,095	—	—	—	92,095
Accruals, provisions and other payables (excluding accrued staff costs, other taxes payables, contract liabilities and provision for social insurance and housing provident fund)	應計費用、撥備及其他應付款項(不包括應計員工成本、其他應付稅項、合約負債及社會保險及住房公積金撥備)	22,982	—	—	—	22,982
Borrowings (including interest payable)	借款(包括應付利息)	134,826	36,731	25,463	—	197,020
Lease liabilities	租賃負債	2,563	1,759	105	—	4,427
		<b>252,466</b>	<b>38,490</b>	<b>25,568</b>	<b>—</b>	<b>316,524</b>
<b>As at 31 December 2018</b>	於二零一八年十二月三十一日					
Trade payables	貿易應付款項	109,747	—	—	—	109,747
Accruals, provisions and other payables (excluding accrued staff costs, other taxes payables, contract liabilities and provision for social insurance and housing provident fund)	應計費用、撥備及其他應付款項(不包括應計員工成本、其他應付稅項、合約負債及社會保險及住房公積金撥備)	35,161	—	—	—	35,161
Borrowings (including interest payable)	借款(包括應付利息)	140,924	37,067	60,695	—	238,686
Lease liabilities	租賃負債	4,375	1,257	525	—	6,157
		290,207	38,324	61,220	—	389,751

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Group uses its capital and bank borrowings to finance its operations.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the net gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (include bank borrowings and obligations under finance leases) less cash and cash equivalents. Total capital is calculated as "equity" as shown in the consolidated statement of financial position.

### 3 財務風險管理(續)

#### 3.2 資本風險管理

本集團管理資本的目標為保障本集團持續經營的能力，從而為股東提供回報並為其他利益相關者提供利益以及保持最佳資本架構以減低資金成本。本集團利用自有資金及銀行借款為其業務提供資金。

為維持或調整資本架構，本集團可調整派付予股東的股息、向股東退還資本、發行新股或出售資產以減少債務。

與業內其他公司一樣，本集團亦根據淨資本負債比率監察資本，該比率以債務淨額除以股本總額計算。債務淨額按借款總額(包括銀行借款及融資租賃承擔)減現金及現金等價物計算。股本總額按綜合財務狀況表所示的「權益」計算。

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Borrowings	借款	188,287	228,034
Lease liabilities	租賃負債	4,333	6,002
Less: cash and cash equivalents (Note 24)	減：現金及現金等價物 (附註24)	(104,775)	(59,867)
Net (cash)/debt	(現金)／債務淨額	87,845	174,169
Total equity	權益總額	534,497	469,466
Gearing ratio	資本負債比率	16.4%	37.1%

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Fair value estimation

The Group does not have any financial assets/liabilities that are subject to offsetting, enforceable master netting arrangement and similar agreements during the year.

#### 3.4 Offsetting financial assets and financial liabilities

As at 31 December 2019 and 2018, there were no financial assets or financial liabilities which were subject to offsetting, enforceable master netting or similar agreements.

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

#### (a) Current and deferred income taxes

The Group is subject to income taxes in the PRC and Hong Kong. Judgment is required in determining the provision for income taxes. There are transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates for whether additional taxes may be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

### 3 財務風險管理(續)

#### 3.3 公平值估計

年內，本集團概無任何金融資產／負債須予抵銷、可執行總互抵安排或類似協議。

#### 3.4 抵銷金融資產及金融負債

於二零一九年及二零一八年十二月三十一日，概無金融資產或金融負債須予抵銷、可執行總互抵安排或類似協議。

### 4 關鍵會計估計及判斷

本集團根據過往經驗及其他因素(包括在認為屬合理情況下對未來事件的預期)不斷評估估計及判斷。

本集團對未來作出估計及假設。按照定義，所得的會計估計很少會相等於其相關實際結果。下文載列很可能導致須對下個財政年度的資產及負債的賬面值作出重大調整的估計及假設。

#### (a) 即期及遞延所得稅

本集團須繳納中國及香港的所得稅。於釐定所得稅撥備時須作出判斷。在日常業務過程中有若干未能確定最終稅項的交易及計算。本集團按照是否出現額外應繳稅項的估計確認預期稅務審計事宜所產生的負債。倘有關的最終稅項結果與最初入賬的金額不同，則該差額會影響釐定稅項期間的所得稅及遞延稅項撥備。



#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### (a) Current and deferred income taxes (Continued)

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectation is different from the original estimates, such differences will impact the recognition of deferred income tax assets and taxation charges in the period in which such estimate is changed.

##### (b) Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market (for example, unlisted securities) is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

##### (c) Estimated allowance on inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and applicable variable selling expenses. These estimates are based on current market conditions and the historical experience of manufacturing and selling products of a similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to industry cycles. Management reassesses these estimates at the end of each reporting period.

##### (d) Useful lives of property, plant and equipment

Management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. Such estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions.

#### 4 關鍵會計估計及判斷(續)

##### (a) 即期及遞延所得稅(續)

倘管理層認為可能有未來應課稅溢利抵銷暫時性差額或稅項虧損，則會確認有關若干暫時性差額及稅項虧損的遞延所得稅資產。當預期結果與之前估計不同時，該差異將影響此類估計變更期間的遞延所得稅資產及稅費的確認。

##### (b) 金融工具的公平值

不在活躍市場交易的金融工具的公平值(如非上市證券)乃採用估值技術釐定。本集團按其判斷選擇多種方法，並主要根據於各報告期末的市況作出假設。

##### (c) 估計存貨撥備

存貨之可變現淨值乃於日常業務過程中作出之估計售價減估計完成成本及適用可變出售開支。此等估計乃根據現時市況及製造及出售類似性質產品之過往經驗而作出，並會因應客戶品味及競爭對手就任何行業週期所作行動而有重大變化。管理層於各報告期末重新評估該等估計。

##### (d) 物業、廠房及設備的可使用年期

管理層釐定物業、廠房及設備的估計可使用年期及相關折舊開支。該估計乃基於性質及功能相若的物業、廠房及設備的實際可使用年期之過往經驗而作出。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### (e) Impairment of non-financial assets

The Group tests annually whether goodwill has suffered any impairment. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year-period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates. Details of impairment charge, key assumptions and impact of possible changes in key assumptions are disclosed in Note 18.

Judgement is required to determine key assumptions adopted in the valuation models for impairment review purpose. Changing the assumptions selected by management in assessing impairment could materially affect the result of the impairment test and as a result affect the Group's financial condition and results of operations. If there is a significant adverse change in the key assumptions applied, it may be necessary to take additional impairment charge to the consolidated statement of profit or loss.

#### 4 關鍵會計估計及判斷(續)

##### (e) 非金融資產減值

本集團每年測試商譽是否出現任何減值。現金產生單位的可收回金額乃基於使用價值計算釐定，當中需要運用假設。有關計算運用現金流量預測，有關預測乃基於管理層批准的涵蓋五年期間的財務預算作出。超過五年期限的現金流量採用估計增長率進行推算。該等增長率與每個現金產生單位所在行業特有的行業報告中的預測一致。減值費用、關鍵假設及關鍵假設可能變動的影響均披露於附註18。

釐定用於減值檢討的估值模型所採用的關鍵假設需加以判斷。管理層評估減值時所選擇的假設有任何變動可能對減值測試的結果產生重大影響，從而影響本集團的財務狀況及經營業績。倘該等關鍵假設發生重大不利變動，額外減值費用可能須計入綜合損益表中。

## 5 REVENUE AND SEGMENT INFORMATION

## 5 收益及分部資料

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>		
Sales of greeting cards and paper products	銷售賀卡及紙製品	<b>1,193,641</b>	1,162,979

Sales of goods are recognised at the point in time when a group entity has delivered products to customers and fulfilled all the performance obligations as stipulated in the sales contracts.

As at 31 December 2019 and 2018, all performance obligations not yet satisfied by the Group were from contracts with original expected duration of less than one year. Therefore, as permitted by the relevant practical expedient under HKFRS 15, the transaction price allocated to these unsatisfied performance obligations were not disclosed.

Management has determined the operating segments based on the reports reviewed by the chief operating decision maker that are used for making strategic decisions. The chief operating decision-maker is identified as the executive directors of the Group. The executive directors consider the business from a service perspective and assess the performance of the operating segments based on a measure of gross profit for the purposes of allocating resources and assessing performance. These reports are prepared on the same basis as the consolidated financial statements.

The management has identified two reportable segments based on the types of products, namely (i) web sales products and (ii) original equipment manufacturer (“OEM”) products.

銷售貨物於集團實體將產品交付客戶並履行銷售合約規定的所有履約責任時予以確認。

於二零一九年及二零一八年十二月三十一日，本集團尚未履行的所有履約責任均來自原預定期限少於一年的合約。因此，經香港財務報告準則第15號下相關實用權宜方法允許，並未披露分配至未履行履約責任之交易價格。

管理層根據經主要營運決策者審閱及用作策略決定的報告釐定經營分部。主要營運決策者被認定為本集團的執行董事。執行董事從服務角度考慮業務及根據毛利的計量評估經營分部的表現，以分配資源及評估表現。該等報告按與綜合財務報表相同的基準編製。

管理層已根據產品類型確定兩個可報告分部，分別為(i)網站銷售產品及(ii)原始設備製造商(「OEM」)產品。

## 5 REVENUE AND SEGMENT INFORMATION (Continued)

The segment information provided to the executive directors for the years ended 31 December 2019 and 2018 are as follows:

## 5 收益及分部資料(續)

向執行董事提供的截至二零一九年及二零一八年十二月三十一日止年度的分部資料載列如下：

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度		
		Web sales products 網站銷售產品 HK\$'000 千港元	OEM products OEM產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue from external customers	來自外部客戶的分部收益	103,512	1,090,129	1,193,641
Cost of sales	銷售成本	(28,767)	(799,316)	(828,083)
Gross profit	毛利	74,745	290,813	365,558
Other gains, net	其他收益淨額			10,131
Other income, net	其他收入淨額			15,594
Selling and distribution expenses	銷售及分銷開支			(99,181)
Administrative expenses	行政開支			(183,139)
Finance costs, net	融資成本淨額			(7,517)
Profit before income tax	除所得稅前溢利			101,446
Income tax expense	所得稅開支			(17,158)
Profit for the year	年內溢利			84,288

## 5 REVENUE AND SEGMENT INFORMATION (Continued)

## 5 收益及分部資料(續)

		Year ended 31 December 2018 截至二零一八年十二月三十一日止年度		
		Web sales		Total 總計 HK\$'000 千港元
		products	OEM products	
		網站銷售產品	OEM產品	
		HK\$'000	HK\$'000	
		千港元	千港元	千港元
Segment revenue from external customers	來自外部客戶的分部收益	89,023	1,073,956	1,162,979
Cost of sales	銷售成本	(26,202)	(854,710)	(880,912)
Gross profit	毛利	62,821	219,246	282,067
Other gains, net	其他收益淨額			4,303
Other income, net	其他收入淨額			33,318
Selling and distribution expenses	銷售及分銷開支			(99,619)
Administrative expenses	行政開支			(155,047)
Finance costs, net	融資成本淨額			(5,870)
Profit before income tax	除所得稅前溢利			59,152
Income tax expense	所得稅開支			(8,161)
Profit for the year	年內溢利			50,991

Revenue from major customers who have individually contributed to 10% or more of the total revenue of the Group.

來自主要客戶(各佔本集團總收益10%或以上)的收益。

		Year ended 31 December 截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A	客戶A	504,150	437,674
Customer B	客戶B	208,366	205,323

## 5 REVENUE AND SEGMENT INFORMATION (Continued)

Revenue from external customers by location, based on the destination of delivery:

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
The PRC (including Hong Kong)	中國(包括香港)	95,511	114,548
The United States of America	美國	898,883	823,934
Europe	歐洲	138,419	148,470
Others	其他	60,828	76,027
		<b>1,193,641</b>	1,162,979

Non-current assets, other than deferred income tax assets, are located as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
The PRC (including Hong Kong)	中國(包括香港)	510,889	538,954
The United States of America	美國	721	1,193
		<b>511,610</b>	540,147

## 5 收益及分部資料(續)

按地區劃分之外部客戶收入(根據交貨目的地):

非流動資產(遞延所得稅資產除外)位置如下:

## 6 OTHER GAINS, NET

## 6 其他收益淨額

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Other gains, net</b>	其他收益淨額		
Foreign exchange gain	匯兌收益	6,360	6,338
Fair value (loss)/gain on investment property	投資物業公平值(虧損)/收益	(140)	245
Gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及設備之收益/(虧損)	3,911	(2,280)
		<b>10,131</b>	4,303

## 7 OTHER INCOME, NET

## 7 其他收入淨額

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Other income, net</b>	其他收入淨額		
Rental income	租金收入	48	48
Sale of scrap materials	銷售廢料	11,501	13,782
Insurance claims	保險索償	391	6,777
Government grants	政府補助	3,176	11,111
Others	其他	478	1,600
		<b>15,594</b>	33,318

Note: This represents government grants received from certain PRC government authorities in relation to research and development expenses incurred by certain entities of the Group for the year ended 31 December 2019 and 2018.

附註：該項指於截至二零一九年及二零一八年十二月三十一日止年度，自若干中國地方政府機關就本集團若干實體產生的研發費用所獲得的政府補助。



## 8 EXPENSES BY NATURE

## 8 按性質劃分的開支

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Raw materials and consumables used	所用原材料及消耗品	405,581	449,369
Changes in inventories of finished goods and work in progress	成品及半成品之存貨變動	(226)	6,254
Sub-contracting charges	分包費用	146,949	122,560
Electricity expenses	電費開支	19,315	19,545
Repair and maintenance	維修及維護	16,244	11,494
Transportation expenses	運輸費用	48,282	52,155
Employee benefits expenses (including directors' emoluments)	員工福利開支(包括董事酬金)	320,422	313,094
Lease expenses	租賃開支	1,007	3,839
Technical maintenance support	技術維護支援	9,030	6,249
Outsource labour expense	外判勞工開支	—	3,499
Provision of inventory obsolescence	滯銷存貨撥備	3,406	1,519
Amortisation of right-of-use assets	使用權資產攤銷	7,413	8,420
Amortisation of intangible assets	無形資產攤銷	184	117
Depreciation of property, plant and equipment	物業、廠房及設備折舊	48,599	45,320
Legal and professional fee	法律及專業費	4,510	4,371
Auditor's remuneration	核數師薪酬		
— Audit services	— 審核服務	1,650	370
— Non-audit services	— 非審核服務	—	—
Listing expenses	上市開支	7,573	20,553
Others	其他	70,464	66,850
Total cost of sales, selling and distribution expenses and administrative expenses	銷售成本、銷售及分銷開支及行政開支總額	1,110,403	1,135,578

The research and development expenses charged for the years ended 31 December 2019 and 2018 amounted to approximately HK\$26,898,000 and HK\$30,795,000 respectively.

截至二零一九年及二零一八年十二月三十一日止年度支付的研發開支分別約為26,898,000港元及30,795,000港元。

## 9 EMPLOYEE BENEFIT EXPENSE AND DIRECTORS' EMOLUMENTS

## 9 僱員福利開支及董事酬金

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries, bonuses and allowances	薪金、花紅及津貼	264,261	261,080
Pension costs-defined contribution plans	退休金成本 — 界定供款計劃	42,021	39,572
Other employee benefits	其他僱員福利	14,140	12,442
		<b>320,422</b>	313,094

### (a) Independent non-executive Directors

The fees paid to independent non-executive Directors during the year were as follows:

### (a) 獨立非執行董事

本年度向獨立非執行董事支付的袍金如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Mr. Chan Hiu Fung Nicholas, MH	陳曉峰先生，榮譽勳章	—	—
Prof. Cheng Man Chung Daniel, BBS, MH, JP	鄭文聰教授，銅紫荊星章，榮譽勳章，太平紳士	—	—
Mr. Ng Shung, JP (Australia)	吳嵩先生，太平紳士 (澳大利亞)	—	—
		<b>—</b>	—

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).

Mr. Chan Hiu Fung Nicholas, MH, Prof. Cheng Man Chung Daniel, BBS, MH, JP and Mr. Ng Shung, JP (Australia) were appointed as independent non-executive directors of the Company on 20 December 2019 with effect from 11 January 2020.

年內，概無其他應付獨立非執行董事酬金(二零一八年：無)。

陳曉峰先生，榮譽勳章、鄭文聰教授，銅紫荊星章，榮譽勳章，太平紳士及吳嵩先生，太平紳士(澳大利亞)於二零一九年十二月二十日獲委任為本公司獨立非執行董事，自二零二零年一月十一日起生效。

## 9 EMPLOYEE BENEFIT EXPENSE AND DIRECTORS' EMOLUMENTS (Continued)

### (b) Executive Directors and the chief executive

The remuneration of the Executive Directors and the chief executive for the years ended 31 December 2019 and 2018 are set out below:

## 9 僱員福利開支及董事酬金 (續)

### (b) 執行董事及主要行政人員

截至二零一九年及二零一八年十二月三十一日止年度，執行董事及主要行政人員的薪酬載列如下：

Name of Directors	董事姓名	Year ended 31 December 2019					Employer's contribution to pension scheme	Total
		Fees	Salaries	Discretionary bonuses	Allowances and benefits in kind	HK\$'000		
		袍金	薪金	酌情花紅	津貼及實物利益	僱主向退休金計劃供款	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	
Executive directors	執行董事							
– Mr. Cheng Wan Wai	– 鄭穩偉先生	–	870	–	1,357	18	2,245	
– Mr. Yeung Keng Wu Kenneth	– 楊鏡湖先生	–	2,210	–	292	18	2,520	
– Mrs. Liu Shuk Yu Sanny	– 廖淑如女士	–	1,950	–	815	18	2,783	
– Ms. Hui Li Kwan	– 許莉君女士	–	650	650	127	18	1,445	
– Mr. Chan Wang Tao Thomas	– 陳宏道先生	–	1,540	1,300	439	18	3,297	
– Mr. Mak Chin Pang	– 麥展鵬先生	–	1,085	1,300	364	18	2,767	
		–	8,305	3,250	3,394	108	15,057	

## 9 EMPLOYEE BENEFIT EXPENSE AND DIRECTORS' EMOLUMENTS (Continued)

### (b) Executive Directors and the chief executive (Continued)

## 9 僱員福利開支及董事酬金 (續)

### (b) 執行董事及主要行政人員 (續)

		Year ended 31 December 2018 截至二零一八年十二月三十一日止年度					
Name of Directors	董事姓名	Fees	Salaries	Discretionary bonuses	Allowances and benefits in kind	Employer's contribution to pension scheme	Total
		袍金	薪金	酌情花紅	津貼及實物利益	僱主向退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Executive directors	執行董事						
– Mr. Cheng Wan Wai	– 鄭穩偉先生	–	770	–	1,492	18	2,280
– Mr. Yeung Keng Wu Kenneth	– 楊鏡湖先生	–	2,210	–	277	18	2,505
– Mrs. Liu Shuk Yu Sanny	– 廖淑如女士	–	1,950	–	803	18	2,771
– Ms. Hui Li Kwan	– 許莉君女士	–	650	–	55	18	723
– Mr. Chan Wang Tao Thomas	– 陳宏道先生	–	1,540	–	288	18	1,846
– Mr. Mak Chin Pang	– 麥展鵬先生	–	1,085	–	212	18	1,315
		–	8,205	–	3,127	108	11,440

Mr. Cheng Wan Wai, Mr. Yeung Keng Wu Kenneth, Mrs. Liu Shuk Yu Sanny, Ms. Hui Li Kwan, Mr. Chan Wang Tao Thomas and Mr. Mak Chin Pang were appointed as executive directors of the Company on 19 April 2018.

The remuneration shown above represents remuneration received from the Group by these directors in their capacity as directors or employees of the subsidiaries of the Group. No directors waived any emolument during the years ended 31 December 2019 and 2018.

於二零一八年四月十九日，鄭穩偉先生、楊鏡湖先生、廖淑如女士、許莉君女士、陳宏道先生及麥展鵬先生獲委任為本公司的執行董事。

上文所示薪酬指該等董事作為本集團附屬公司之董事或僱員而自本集團收取的薪酬。概無董事於截至二零一九年及二零一八年十二月三十一日止年度放棄任何酬金。

## 9 EMPLOYEE BENEFIT EXPENSE AND DIRECTORS' EMOLUMENTS (Continued)

### (b) Executive Directors and the chief executive (Continued)

No director fees were paid to these directors in their capacity as directors of the Company or its subsidiaries and no emoluments were paid by the Company or its subsidiaries to the directors as an inducement to join the Company or the Operating Companies, or as compensation for loss of office during the years ended 31 December 2019 and 2018.

### (c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include five and four directors for the years ended 31 December 2019 and 2018 respectively, whose emoluments are reflected in the analysis presented in Note 9(a). The emoluments paid to the remaining one individual during the year ended 31 December 2018 are as follows:

## 9 僱員福利開支及董事酬金 (續)

### (b) 執行董事及主要行政人員 (續)

於截至二零一九年及二零一八年十二月三十一日止年度，概無就作為本公司或其附屬公司董事而向該等董事支付董事袍金，而本公司或其附屬公司亦無向董事支付酬金作為加入本公司或營運公司之獎勵或作為離職補償。

### (c) 五名最高薪人士

截至二零一九年及二零一八年十二月三十一日止年度，本集團五名最高薪人士分別包括五名及四名董事，其酬金於附註9(a)呈列的分析中反映。於截至二零一八年十二月三十一日止年度，應付剩餘一名人士的酬金如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries, bonuses and allowances	薪金、花紅及津貼	—	1,460
Pension costs	退休金成本		
— defined contribution plans	— 界定供款計劃	—	18
		—	1,478

## 9 EMPLOYEE BENEFIT EXPENSE AND DIRECTORS' EMOLUMENTS (Continued)

### (c) Five highest paid individuals (Continued)

The emoluments of the highest paid individual fell within the following band:

		Year ended 31 December 截至十二月三十一日止年度	
		Number of individuals 人數	
		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
HK\$1,000,000 to HK\$1,500,000	1,000,000港元至 1,500,000港元	—	1

### (d) Directors' retirement and termination benefits

No retirement benefits were paid to or receivable by any directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiaries' undertaking during the years ended 31 December 2019 and 2018.

No payment was made to the directors as compensation for early termination of appointment during the years ended 31 December 2019 and 2018.

### (e) Consideration provided to third parties for making available directors' services

No payment was made to any third parties for making available the services of them as a director of the Company during the years ended 31 December 2019 and 2018.

## 9 僱員福利開支及董事酬金 (續)

### (c) 五名最高薪人士 (續)

最高薪人士的酬金介於以下範圍：

### (d) 董事退休及離職福利

於截至二零一九年及二零一八年十二月三十一日止年度，概無董事就其有關管理本公司或其附屬公司事務之其他服務而獲支付或應收任何退休福利。

於截至二零一九年及二零一八年十二月三十一日止年度，概無就董事提前終止委聘而支付任何補償。

### (e) 就提供董事服務向第三方提供代價

於截至二零一九年及二零一八年十二月三十一日止年度，概無就董事出任本公司董事而向第三方支付任何款項。

## 9 EMPLOYEE BENEFIT EXPENSE AND DIRECTORS' EMOLUMENTS (Continued)

### (f) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There were no loans, quasi-loans or other dealings in favour of the directors, controlled bodies corporate by and connected entities with such directors during the years ended 31 December 2019 and 2018.

### (g) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in Note 35, no significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the years or at any time during the years ended 31 December 2019 and 2018.

## 9 僱員福利開支及董事酬金 (續)

### (f) 關於惠及董事、受該等董事控制的法人團體及與該等董事有關連的實體的貸款、準貸款及其他交易的資料

於截至二零一九年及二零一八年十二月三十一日止年度，概無以董事、受該等董事控制的法人團體及與該等董事有關連的實體的貸款、准貸款或其他交易。

### (g) 董事於交易、安排或合約中的重大權益

除附註35所披露者外，本集團概無訂立與本集團業務有關且本公司董事直接或間接於其中擁有重大權益而於年末或截至二零一九年及二零一八年十二月三十一日止年度任何時間存續的重大交易、安排及合約。

## 10 FINANCE COSTS, NET

## 10 融資成本淨額

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Finance income</b>	<b>融資收入</b>		
Bank interest income	銀行利息收入	101	125
<b>Finance costs</b>	<b>融資成本</b>		
Interest expense on bank borrowings	銀行借款利息開支	(7,477)	(5,767)
Interest expense on lease liabilities	租賃負債利息開支	(141)	(228)
		<b>(7,618)</b>	<b>(5,995)</b>
<b>Finance costs, net</b>	<b>融資成本淨額</b>	<b>(7,517)</b>	<b>(5,870)</b>



## 11 INCOME TAX EXPENSE

## 11 所得稅開支

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current income tax	即期所得稅	16,478	9,141
Deferred income tax	遞延所得稅	680	(980)
		<b>17,158</b>	8,161

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the years ended 31 December 2019 and 2018.

截至二零一九年及二零一八年十二月三十一日止年度，香港利得稅乃按估計應課稅溢利以稅率16.5%作出撥備。

The subsidiaries established and operated in the PRC are subject to the PRC Corporate Income Tax at rate of 25% during the years ended 31 December 2019 and 2018.

於截至二零一九年及二零一八年十二月三十一日止年度，於中國成立及經營的附屬公司須按25%的稅率繳納中國企業所得稅。

Pursuant to the relevant laws and regulation in the PRC, the Group's subsidiary, Dongguan Zensee Printing Limited\* (東莞雋思印刷有限公司), was accredited as a high-tech enterprise, and is entitled to the preferential tax rate of 15% since 2017.

根據中國相關法律及法規，本集團的附屬公司東莞雋思印刷有限公司獲認證為高新技術企業，並自二零一七年享有15%的優惠稅率。

Pursuant to the relevant laws and regulation in the PRC, certain entities of the Group qualified as small-scale and marginal profit enterprises. As a result, they were entitled to a reduction in tax base of 50% and a preferential tax rate of 20% during the years ended 31 December 2019 and 2018.

根據中國相關法律及法規，本集團若干實體合資格成為小規模且擁有邊際溢利的企業。因此，該等實體於截至二零一九年及二零一八年十二月三十一日止年度可享減免50%的稅基及20%的優惠稅率。

No provision for the United States of America profits tax has been made for the years ended 31 December 2019 and 2018 as the Group did not generate any assessable profits arising in the United States of America during the years ended 31 December 2019 and 2018.

截至二零一九年及二零一八年十二月三十一日止年度，概無就美國利得稅作出撥備，乃由於本集團於截至二零一九年及二零一八年十二月三十一日止年度並無在美國產生任何應課稅溢利。

\* For translation purpose only

## 11 INCOME TAX EXPENSE (Continued)

Pursuant to the laws and regulations of the BVI and Cayman Islands, the Group is not subject to any income tax in the BVI and Cayman Islands during the years ended 31 December 2019 and 2018.

The tax on the Group's loss before taxation differs from the theoretical amount that would arise using the respective jurisdictions' tax rates as follows:

## 11 所得稅開支(續)

根據英屬維爾京群島及開曼群島法律及法規，本集團於截至二零一九年及二零一八年十二月三十一日止年度毋須在英屬維爾京群島及開曼群島繳納任何所得稅。

本集團除稅前虧損的稅項與使用有關司法權區的稅率得出的稅項的理論數額存在差異，詳情如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	<b>101,446</b>	59,152
Tax calculated at domestic tax rates applicable to profits in the respective countries/jurisdictions	按有關國家／司法權區溢利適用的當地稅率計算得出的稅項	<b>17,963</b>	9,249
Expenses not deductible for tax purpose	不可扣稅開支	<b>2,102</b>	4,149
Income not subject to tax	毋須課稅收入	<b>(567)</b>	(1,056)
Tax effect of deductible temporary differences not recognised	未確認可扣減暫時差額的稅務影響	<b>(29)</b>	224
Additional tax deduction for research and development	研發額外稅項扣減	<b>(3,019)</b>	(3,464)
Tax losses not recognised	未確認稅項虧損	<b>1,704</b>	523
Utilisation of previously unrecognised tax losses	動用之前未確認的稅項虧損	<b>(195)</b>	(1,212)
Effect of preferential tax rate in the PRC	中國優惠稅率的影響	<b>(510)</b>	(80)
Tax exemption	免稅	<b>(291)</b>	(172)
Tax expense	稅務開支	<b>17,158</b>	8,161

The weighted average tax rate was 17.7% (2018: 15.6%). The increase is caused by a change in the profitability of the Group's subsidiaries in the respective countries.

加權平均稅率為17.7% (二零一八年：15.6%)。稅率上升乃因本集團之附屬公司於相關國家之盈利能力出現變動所致。

## 12 EARNINGS PER SHARE FOR PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 399,000,000 (2018: 398,854,354), as if the 398,845,200 new shares issued pursuant to the Capitalisation Issue (as defined in note 1.1) had been issued on 1 January 2018.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2019 and 2018.

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

### Earnings

## 12 本公司權益股東應佔溢利的每股盈利

每股基本盈利乃根據本公司普通股權益股東應佔本年度溢利及普通股399,000,000股股份(二零一八年: 398,854,354股股份)之加權平均數計算, 猶如根據資本化發行(定義見附註1.1)發行的398,845,200股新股份已於二零一八年一月一日發行。

截至二零一九年及二零一八年十二月三十一日止年度, 本集團並無已發行的潛在攤薄普通股。

每股基本及攤薄盈利的計算乃基於:

### 盈利

		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
		HK\$'000 千港元	HK\$'000 千港元
Profit attributable to equity holders of the Company, used in the basic and diluted earnings per share calculations	本公司權益股東應佔溢利(用於每股基本及攤薄盈利的計算)	<b>84,288</b>	50,991

## 12 EARNINGS PER SHARE FOR PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY (CONTINUED)

Shares

## 12 本公司權益股東應佔溢利的每股盈利(續)

股份

		Number of shares 股份數目	
		2019 二零一九年 '000 千	2018 二零一八年 '000 千
Weighted average number of ordinary shares used in the basic and diluted earnings per share calculations	普通股股份加權平均數 (用於每股基本及攤薄盈利的計算)	399,000	398,854

## 13 DIVIDENDS

During the year ended 31 December 2018, an interim dividend of HK\$10,000,000 had been declared and paid by a company now comprising the Group to the then equity holders of that company, after elimination of intragroup dividends. The rates for dividend and the number of shares ranking for dividends are not presented as such information is not considered meaningful for the purpose of this report.

During the year ended 31 December 2019, the Company had declared and paid an interim dividend of HK\$10,000,000 to its then shareholders of the Company prior to the Listing in January 2020.

A final dividend in respect of the year ended 31 December 2019 of HK9.0 cents per ordinary share, amounting to a total dividend of HK\$47,880,000 is to be proposed at the forthcoming annual general meeting of the Company to be held on 28 May 2020.

## 13 股息

截至二零一八年十二月三十一日止年度，本集團現時旗下的一間公司向該公司當時之權益股東宣派及派付中期股息10,000,000港元(經對銷集團內股息)。由於有關資料就本年報而言並無意義，故並無呈列股息比率及享有股息之股份數目。

截至二零一九年十二月三十一日止年度，本公司向當時於二零二零年一月上市前的本公司股東宣派及派付中期股息10,000,000港元。

就截至二零一九年十二月三十一日止年度宣派末期股息每股普通股9.0港仙(股息總額為47,880,000港元)將於本公司於二零二零年五月二十八日舉行的應屆股東週年大會上提呈。

## 14 SUBSIDIARIES

Details of the subsidiaries as at 31 December 2019 are as follows:

## 14 附屬公司

於二零一九年十二月三十一日的附屬公司詳情如下：

Name of subsidiaries 附屬公司名稱	Place and date of incorporation 註冊成立地點及日期	Issued and paid-up capital 已發行及繳足股本	Effective interest held as at 於下列日期持有的 實際權益 2019 2018 二零一九年二零一八年	Principal activities 主要業務
<b>Directly held</b> 直接持有				
QP Holdings Limited	BVI 10 March 1998	HK\$50,000,000	100%	100% Investment holding
QP Holdings Limited	英屬維爾京群島 一九九八年三月十日	50,000,000港元		投資控股
<b>Indirectly held</b> 間接持有				
Q P International Limited 雋思國際企業有限公司	Hong Kong 16 March 2006 香港 二零零六年三月十六日	HK\$1 1港元	100%	100% Trading of products and investment holding 產品貿易及投資控股
Q P Sourcing Limited 雋思物料開發有限公司	Hong Kong 2 April 2002 香港 二零零二年四月二日	HK\$10,000 10,000港元	100%	100% Sourcing of materials and products 材料及產品採購
Q P Printing Limited 雋思印刷有限公司	Hong Kong 5 July 1985 香港 一九八五年七月五日	HK\$37,000,000 37,000,000港元	100%	100% Trading of products and investment holding 產品貿易及投資控股
QP (HK) Limited 雋思(香港)有限公司	Hong Kong 2 April 2002 香港 二零零二年四月二日	HK\$10,000 10,000港元	100%	100% Trading of products and investment holding 產品貿易及投資控股
Q P Trading Limited 雋思貿易有限公司	Hong Kong 21 May 2013 香港 二零一三年五月二十一日	HK\$10,000 10,000港元	100%	100% Trading of products 產品貿易

14 SUBSIDIARIES (Continued)

14 附屬公司(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation 註冊成立地點及日期	Issued and paid-up capital 已發行及繳足股本	Effective interest held as at 於下列日期持有的 實際權益 2019 二零一九年 2018 二零一八年	Principal activities 主要業務
Dongguan Zensee Printing Limited 東莞雋思印刷有限公司	PRC 15 January 1992 中國 一九九二年一月十五日	HK\$211,167,245 211,167,245港元	100%	100% Manufacturing and trading of products 產品製造及貿易
Q P Enterprises Limited ("QPE") 雋思企業有限公司(「雋思企業」)	Hong Kong 16 November 2017 香港 二零一七年十一月十六日	HK\$10,000 10,000港元	100%	100% Investment holding 投資控股
Tanus Printing (Heshan) Company Limited* 騰達印刷(鶴山)有限公司	PRC 17 November 2006 中國 二零零六年十一月十七日	US\$8,800,000 8,800,000美元	100%	100% Manufacturing and trading of paper products 紙製品製造及貿易
DPI Laboratory Services Limited 雋思檢測服務有限公司	Hong Kong 22 June 2010 香港 二零一零年六月二十二日	HK\$1 1港元	100%	100% Provision of laboratory testing services 提供實驗室檢測服務
Product Innovator Limited 創意產品發展有限公司	Hong Kong 26 September 1996 香港 一九九六年九月二十六日	HK\$370,000 370,000港元	100%	100% Trading and retailing of merchandise and investment holding 商品貿易及零售以及投資控股
Multi International Investment Group Limited 萬達國際投資集團有限公司	Hong Kong 3 March 2015 香港 二零一五年三月三日	HK\$2 2港元	100%	100% Property holding 物業控股
Eternity Year Investment Limited 萬年投資有限公司	Hong Kong 24 October 2014 香港 二零一四年十月二十四日	HK\$2 2港元	100%	100% Property holding 物業控股

## 14 SUBSIDIARIES (Continued)

## 14 附屬公司(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation 註冊成立地點及日期	Issued and paid-up capital 已發行及繳足股本	Effective interest held as at 於下列日期持有的 實際權益		Principal activities 主要業務
			2019 二零一九年	2018 二零一八年	
Archer Praise Limited 弘億有限公司	Hong Kong 6 March 2015 香港 二零一五年三月六日	HK\$2 2港元	100%	100%	Property holding 物業控股
Radiant Keen Limited 瑞兆有限公司	Hong Kong 13 March 2015 香港 二零一五年三月十三日	HK\$2 2港元	100%	100%	Property holding 物業控股
Printer's Studio Limited Printer's Studio Limited	Hong Kong 19 October 2009 香港 二零零九年十月十九日	HK\$10,000 10,000港元	100%	100%	Sales of website products 於網站銷售產品
TianJin ZenSee Technology Co, Ltd. 天津雋思科技有限公司	PRC 19 May 2005 中國 二零零五年五月十九日	HK\$30,000,000 30,000,000港元	100%	100%	Trading of products 產品貿易
CS Works Corp. CS Works Corp.	United States 16 May 2016 美國 二零一六年五月十六日	US\$10 10美元	100%	100%	Provision of customer services 提供客戶服務
Shenzhen Zen See Information Technology Co., Ltd.* 深圳雋思信息科技有限公司	PRC 9 May 2014 中國 二零一四年五月九日	RMB100,000 人民幣100,000元	100%	100%	Provision of information technology support for web sales 為網站銷售提供資訊科技支援
Dongguan ZenSee Product Testing Limited 東莞市雋思產品檢測有限公司	PRC 9 February 2010 中國 二零一零年二月九日	RMB4,000,000 人民幣4,000,000元	100%	100%	Provision of laboratory testing services 提供實驗室檢測服務

\* The English translation of the names is for reference only. The official names of these companies are in Chinese.

\* 名稱英文翻譯僅供參考。其中文名稱方為官方名稱。



15 PROPERTY, PLANT AND EQUIPMENT

15 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture and equipment 傢私及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 1 January 2018</b>	於二零一八年一月一日						
Cost	成本	99,581	50,354	447,684	82,465	12,256	692,340
Accumulated depreciation	累計折舊	(27,238)	(23,302)	(322,399)	(41,763)	(11,198)	(425,900)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>72,343</b>	<b>27,052</b>	<b>125,285</b>	<b>40,702</b>	<b>1,058</b>	<b>266,440</b>
<b>Year ended 31 December 2018</b>	截至二零一八年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	72,343	27,052	125,285	40,702	1,058	266,440
Additions	添置	—	19,713	22,617	16,487	38	58,855
Acquired on acquisition of a subsidiary (Note 32)	於收購一間附屬公司時收購(附註32)	75,299	10,951	6,485	385	51	93,171
Disposals	出售	—	(11)	(3,006)	(115)	—	(3,132)
Depreciation	折舊	(6,825)	(6,474)	(23,625)	(7,583)	(813)	(45,320)
Exchange realignment	換算調整	(7,991)	(2,698)	(4,520)	(1,789)	(17)	(17,015)
<b>Closing net book amount</b>	<b>年末賬面淨值</b>	<b>132,826</b>	<b>48,533</b>	<b>123,236</b>	<b>48,087</b>	<b>317</b>	<b>352,999</b>
<b>At 31 December 2018</b>	於二零一八年十二月三十一日						
Cost	成本	165,549	76,408	449,960	92,825	12,188	796,930
Accumulated depreciation	累計折舊	(32,723)	(27,875)	(326,724)	(44,738)	(11,871)	(443,931)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>132,826</b>	<b>48,533</b>	<b>123,236</b>	<b>48,087</b>	<b>317</b>	<b>352,999</b>
<b>Year ended 31 December 2019</b>	截至二零一九年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	<b>132,826</b>	<b>48,533</b>	<b>123,236</b>	<b>48,087</b>	<b>317</b>	<b>352,999</b>
Additions	添置	—	10,008	39,398	6,522	249	56,177
Disposals	出售	—	(62)	(11,266)	(591)	—	(11,919)
Depreciation	折舊	(7,522)	(8,018)	(24,325)	(8,275)	(459)	(48,599)
Exchange realignment	換算調整	(1,524)	(890)	(1,191)	(1,066)	(2)	(4,673)
<b>Closing net book amount</b>	<b>年末賬面淨值</b>	<b>123,780</b>	<b>49,571</b>	<b>125,852</b>	<b>44,677</b>	<b>105</b>	<b>343,985</b>
<b>At 31 December 2019</b>	於二零一九年十二月三十一日						
Cost	成本	<b>163,383</b>	<b>84,830</b>	<b>425,305</b>	<b>85,339</b>	<b>11,834</b>	<b>770,691</b>
Accumulated depreciation	累計折舊	<b>(39,603)</b>	<b>(35,259)</b>	<b>(299,453)</b>	<b>(40,662)</b>	<b>(11,729)</b>	<b>(426,706)</b>
<b>Net book amount</b>	<b>賬面淨值</b>	<b>123,780</b>	<b>49,571</b>	<b>125,852</b>	<b>44,677</b>	<b>105</b>	<b>343,985</b>

## 15 PROPERTY, PLANT AND EQUIPMENT (Continued)

Depreciation expenses of approximately HK\$29,720,000 and HK\$26,345,000 have been charged in “Cost of sales”, and approximately HK\$18,880,000 and HK\$18,975,000 have been charged in “Administrative expenses” for the years ended 31 December 2019 and 2018 respectively.

The net carrying amount of approximately HK\$36,636,000 and HK\$38,253,000 of the Group’s buildings were pledged as collateral for the banking facilities granted to the Group (Note 28) as at 31 December 2019 and 2018 respectively.

As at 31 December 2019 and 2018, an entity of the Group did not obtain formal real estate ownership certificates for certain of its properties with total carrying value of approximately HK\$2,839,000 and HK\$24,957,000 respectively. The Group has taken remedial actions and is in the process of obtaining the necessary real estate ownership certificates. In the opinion of the directors, the absence of formal title to these real estate ownership certificates is not an indicator of impairment in the value of these properties as the Group has paid the full purchase consideration for these buildings and the probability of being evicted on the ground of an absence of formal title is remote.

## 15 物業、廠房及設備(續)

截至二零一九年及二零一八年十二月三十一日止年度，分別約29,720,000港元及26,345,000港元的折舊開支已計入「銷售成本」，及分別約18,880,000港元及18,975,000港元的折舊開支已計入「行政開支」。

本集團賬面淨值約36,636,000港元及38,253,000港元的樓宇已抵押作為本集團分別於二零一九年及二零一八年十二月三十一日獲授的銀行融資(附註28)的抵押品。

於二零一九年及二零一八年十二月三十一日，本集團內的一間實體並未就其總賬面值分別約為2,839,000港元及24,957,000港元的若干物業取得正式房地產權證。本集團已採取補救措施，且正在申請所需的房地產權證。董事認為，由於本集團已支付該等樓宇的全部購買代價及因缺少正式業權而被驅逐的可能性甚微，因此缺少該等房地產權證的正式業權並非表明該等物業的價值出現減值。

16 SHARE CAPITAL OF THE COMPANY

16 本公司的股本

		Number of ordinary shares 普通股數目	Share Capital 股本 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
Ordinary share capital of HK\$0.01 each on 19 April 2018 (the date of incorporation of the Company) and as at 31 December 2018 and 1 January 2019	於二零一八年四月十九日(本公司註冊成立日期)及於二零一八年十二月三十一日以及二零一九年一月一日每股面值0.01港元的普通股股本	39,000,000	390
Increase in share capital (Note)	增加股本(附註)	1,961,000,000	19,610
At 31 December 2019	於二零一九年十二月三十一日	2,000,000,000	20,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
Issue of shares at date of incorporation of the Company	於本公司註冊成立日期發行股份	1	—
Issue of shares pursuant to the Reorganisation	根據重組發行股份	77,399	1
At 31 December 2018 and 2019	於二零一八年及二零一九年十二月三十一日	77,400	1

Note: On 20 December 2019, the authorised share capital of the Company was increased from 39,000,000 shares of HK\$0.01 each to 2,000,000,000 shares of HK\$0.01.

附註：於二零一九年十二月二十日，本公司的法定股本由每股0.01港元的39,000,000股股份增至每股0.01港元的2,000,000,000股股份。

## 17 INVESTMENT PROPERTY

## 17 投資物業

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Non-current assets — at fair value</b>	<b>非流動資產 — 按公平值</b>		
At beginning of year	年初	2,275	2,030
Fair value changes	公平值變動	(140)	245
<b>At end of year</b>	<b>年末</b>	<b>2,135</b>	<b>2,275</b>

Investment property is situated in Hong Kong and rented out under operating leases. Amounts recognised in profit and loss for investment property are as follows:

投資物業位於香港，按經營租約出租。就投資物業於損益內確認的金額如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Rental income recognised in other income	於其他收入確認的租賃收入	48	48
Direct operating expenses	直接營運開支	(6)	(6)
		<b>42</b>	<b>42</b>

The directors performed a valuation of the investment property under the market comparable approach by using the current market price and adjusting for factors regarding the location and size of the property to determine the fair value as at 31 December 2019 and 2018. The revaluation gain or loss is included in “Other gains, net” in the consolidated statement of profit or loss.

董事根據市場可比較方法，使用當前市價及有關該物業位置及規模的調整因素對投資物業進行估值，以釐定於二零一九年及二零一八年十二月三十一日的公平值。重估損益計入綜合損益表的「其他收益淨額」內。

The fair value measurement is categorised in Level 3 of the fair value hierarchy, and there were no transfers between level 1, 2 and 3 during the year ended 31 December 2019 and 2018.

公平值計量歸入公平值層級的第三層級，且於截至二零一九年及二零一八年十二月三十一日止年度，第一層、第二層及第三層之間並無轉撥。

The key inputs as at 31 December 2019 and 2018 are average market price of similar investment property after adjusting for age, location, condition and surrounding facility. The higher the market price, the higher the fair value.

於二零一九年及二零一八年十二月三十一日的主要輸入數據為就樓齡、位置、狀況及周邊設施作出調整後的類似投資物業的平均市價。市價越高，公平值越高。

## 18 INTANGIBLE ASSETS

## 18 無形資產

		Goodwill 商譽 HK\$'000 千港元	Golf club Membership (Note) 高爾夫 俱樂部會籍 (附註) HK\$'000 千港元	Computer software 電腦軟件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Year ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日止年度</b>				
Opening net book amount	年初賬面淨值	—	943	171	1,114
Additions	添置	—	—	403	403
Acquisition of a subsidiary (Note 32)	收購一間附屬公司 (附註32)	26,178	—	263	26,441
Amortisation (Note 8)	攤銷(附註8)	—	—	(117)	(117)
Exchange realignment	匯兌調整	(1,463)	—	(37)	(1,500)
Closing net book amount	年末賬面淨值	24,715	943	683	26,341
<b>At 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>				
Cost	成本	24,715	943	849	26,507
Accumulated amortisation and impairment	累計攤銷及減值	—	—	(166)	(166)
Net book amount	賬面淨值	24,715	943	683	26,341
<b>Year ended 31 December 2019</b>	<b>截至二零一九年十二月三十一日止年度</b>				
Opening net book amount	年初賬面淨值	<b>24,715</b>	<b>943</b>	<b>683</b>	<b>26,341</b>
Additions	添置	—	—	<b>102</b>	<b>102</b>
Amortisation (Note 8)	攤銷(附註8)	—	—	<b>(184)</b>	<b>(184)</b>
Exchange realignment	匯兌調整	<b>(435)</b>	—	<b>(10)</b>	<b>(445)</b>
Closing net book amount	年末賬面淨值	<b>24,280</b>	<b>943</b>	<b>591</b>	<b>25,814</b>
<b>At 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>				
Cost	成本	<b>24,280</b>	<b>943</b>	<b>938</b>	<b>26,161</b>
Accumulated amortisation and impairment	累計攤銷及減值	—	—	<b>(347)</b>	<b>(347)</b>
Net book amount	賬面淨值	<b>24,280</b>	<b>943</b>	<b>591</b>	<b>25,814</b>

Note: Golf club membership is stated at historical cost. The club membership has an indefinite life which is not subject to amortisation and is tested annually for impairment and applied fair value less costs to sell when determining its recoverable amounts. During the years ended 31 December 2019 and 2018, no impairment was made in relation to the golf club membership.

附註：高爾夫俱樂部會員資格乃按歷史成本列賬。俱樂部會員資格擁有不確定年期，毋須攤銷，且每年進行減值測試，並於釐定可收回金額時採用公平值減成本進行銷售。截至二零一九年及二零一八年十二月三十一日止年度，並無就高爾夫俱樂部會員資格作出減值。

## 18 INTANGIBLE ASSETS (Continued)

Amortisation expenses relating to computer software of approximately HK\$184,000 and HK\$117,000 have been charged in “Administrative expenses” for the years ended 31 December 2019 and 2018, respectively.

Goodwill arose from the purchase of Taunus Printing (Heshan) Company Limited (“**TPC**”) from certain third parties during the year ended 31 December 2018.

Goodwill arising from acquisition is allocated to the relevant CGU, composed of QPE and TPC, which are expected to benefit from the business combination. Management reviews annually whether the carrying amount of a CGU is higher than the recoverable amount. The recoverable amount of a CGU is determined based on a value-in-use calculation with key parameters including revenue growth rate and gross profit margin. The calculation uses pre-tax cash flow projection based on five-year financial budget approved by management using the estimated growth rate of the relevant CGU, taking into account the Group’s overall growth rate of 3% and gross profit margin of 25%. Cash flows beyond the five-year period are extrapolated assuming a terminal growth rate of 3% and no material change in the existing scope of business, business environment and market conditions. The discount rate applied to the cash flow projections is 15% and management believes it reflects specific risks relating to the segment.

Management believes that any reasonably possible change in any of the key assumptions would not result in an impairment of goodwill. There was no impairment provision for intangible assets during the year ended 31 December 2019 and 2018.

## 18 無形資產(續)

截至二零一九年及二零一八年十二月三十一日止年度，分別約184,000港元及117,000港元的電腦軟件相關攤銷開支已於「行政開支」中扣除。

截至二零一八年十二月三十一日止年度的商譽來自向若干第三方購買騰達印刷(鶴山)有限公司(「**TPC**」)。

收購產生的商譽分配至預期自業務合併中獲益的相關現金產生單位由雋思企業及TPC組成。管理層每年檢討現金產生單位的賬面值是否高於可收回金額。現金產生單位的可收回金額乃基於使用價值計算釐定，關鍵參數包括收益增長率以及毛利率。該計算採用基於管理層使用相關現金產生單位估計增長率批准的五年財務預算，經計及本集團整體收益增長率3%以及毛利率25%所作出的稅前現金流量預測。超過五年期限的現金流量乃假設最終增長率為3%且現時業務範圍、經營環境及市況並無重大變動進行推算。適用於現金流量預測的貼現率為15%，且管理層認為其可反應與分部有關的特定風險。

管理層認為，倘任何主要假設出現任何合理的可能變動，並不會導致就商譽作出減值。截至二零一九年及二零一八年十二月三十一日止年度，並無就無形資產計提減值虧損。

## 19 FINANCIAL INSTRUMENTS BY CATEGORY

## 19 按類別劃分的金融工具

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Financial assets at amortised cost	按攤銷成本列賬的 金融資產		
— Trade receivables	— 貿易應收款項	<b>167,007</b>	193,035
— Prepayments, deposits and other receivables (excluding prepayments and VAT receivables)	— 預付款項、按金及其他應收款項 (不包括預付款項及應收增值稅)	<b>22,206</b>	10,513
— Pledged deposits	— 已抵押存款	<b>381</b>	381
— Cash and cash equivalents	— 現金及現金等價物	<b>104,775</b>	59,867
		<b>294,369</b>	263,796
<b>Financial liabilities</b>	<b>金融負債</b>		
Other financial liabilities at amortised cost	按攤銷成本列賬的 其他金融負債		
— Trade payables	— 貿易應付款項	<b>92,095</b>	109,747
— Accruals, provisions and other payables (excluding accrued staff costs, other taxes payables, contract liabilities and provision for social insurance and housing provident fund)	— 應計費用、撥備及其他應付款項 (不包括應計員工成本、其他應付稅項、合約負債及社會保險及住房公積金撥備)	<b>22,982</b>	35,161
— Borrowings	— 借款	<b>188,287</b>	228,034
Lease liabilities	租賃負債	<b>4,333</b>	6,002
		<b>307,697</b>	378,944

## 20 RIGHT-OF-USE ASSETS

## 20 使用權資產

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Land	土地	<b>114,633</b>	118,218
Properties	物業	<b>4,490</b>	5,878
Motor vehicles	汽車	<b>1,636</b>	2,415
<b>At end of year</b>	<b>於年末</b>	<b>120,759</b>	126,511



**20 RIGHT-OF-USE ASSETS (Continued)**

**20 使用權資產(續)**

		Land 土地 HK\$'000 千港元	Properties 物業 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Year ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日止年度</b>				
Opening net book amount	年初賬面淨值	68,591	6,791	2,302	77,684
Additions	添置	—	4,533	764	5,297
Acquisition of a subsidiary (Note 32)	收購一間附屬公司 (附註32)	57,500	—	—	57,500
Amortisation	攤銷	(2,390)	(5,379)	(651)	(8,420)
Exchange realignment	換算調整	(5,483)	(67)	—	(5,550)
Closing net book amount	年末賬面淨值	118,218	5,878	2,415	126,511
<b>At 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>				
Cost	成本	122,192	10,500	3,894	136,586
Accumulated amortisation	累計攤銷	(3,974)	(4,622)	(1,479)	(10,075)
Net book amount	賬面淨值	118,218	5,878	2,415	126,511
<b>Year ended 31 December 2019</b>	<b>截至二零一九年十二月三十一日止年度</b>				
Opening net book amount	年初賬面淨值	<b>118,218</b>	<b>5,878</b>	<b>2,415</b>	<b>126,511</b>
Additions	添置	—	<b>3,138</b>	—	<b>3,138</b>
Amortisation	攤銷	<b>(2,615)</b>	<b>(4,019)</b>	<b>(779)</b>	<b>(7,413)</b>
Disposal	出售	—	<b>(492)</b>	—	<b>(492)</b>
Exchange realignment	換算調整	<b>(970)</b>	<b>(15)</b>	—	<b>(985)</b>
Closing net book amount	年末賬面淨值	<b>114,633</b>	<b>4,490</b>	<b>1,636</b>	<b>120,759</b>
<b>At 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>				
Cost	成本	<b>121,155</b>	<b>10,696</b>	<b>3,894</b>	<b>135,745</b>
Accumulated amortisation	累計攤銷	<b>(6,522)</b>	<b>(6,206)</b>	<b>(2,258)</b>	<b>(14,986)</b>
Net book amount	賬面淨值	<b>114,633</b>	<b>4,490</b>	<b>1,636</b>	<b>120,759</b>

## 20 RIGHT-OF-USE ASSETS (Continued)

The statement of profit or loss shows the following amounts relating to leases:

## 20 使用權資產(續)

損益表列示以下與租賃有關之金額：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Expense relating to short-term lease contract (Note 8)	與短期租賃合約相關之開支(附註8)	1,007	3,839
Amortisation of right-of-use assets (Note 8)	使用權資產攤銷(附註8)	7,413	8,420
Interest expenses (included in finance cost) (Note 10)	利息開支(計入融資成本)(附註10)	141	228

## 21 INVENTORIES

## 21 存貨

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Raw materials	原材料	30,313	23,879
Work in progress	在製品	28,719	33,323
Finished goods	成品	26,674	25,524
		<b>85,706</b>	82,726

The cost of inventories recognised as expenses and included in "cost of sales" amounted to HK\$405,355,000 and HK\$455,623,000 for the years ended 31 December 2019 and 2018 respectively.

截至二零一九年及二零一八年十二月三十一日止年度，存貨成本確認為開支，計入「銷售成本」的金額分別為405,355,000港元及455,623,000港元。

## 21 INVENTORIES (Continued)

## 21 存貨(續)

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Movement for allowance:	撥備變動:		
As at 1 January	於一月一日	14,699	13,827
Provision for the year (Note 8)	年內撥備(附註8)	3,406	1,519
Exchange realignment	換算調整	(450)	(647)
At 31 December	於十二月三十一日	17,655	14,699

## 22 TRADE RECEIVABLES

## 22 貿易應收款項

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables	貿易應收款項	167,007	193,035

Trade receivables represent goods sold to third parties. The credit terms granted by the Group are generally 30 to 90 days.

貿易應收款項指向第三方銷售貨品的應收款項。本集團授出的信貸期一般為30至90天。

As at 31 December 2019 and 2018, the aging analysis of the trade receivables, based on invoice date, were as follows:

於二零一九年及二零一八年十二月三十一日，按發票日期計算的貿易應收款項的賬齡分析如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Less than 30 days	少於30天	74,297	93,529
31-60 days	31至60天	52,396	42,656
61-90 days	61至90天	20,045	23,319
Over 90 days	90天以上	20,269	33,531
		167,007	193,035

## 22 TRADE RECEIVABLES (Continued)

The maximum exposure to credit risk at the reporting date is the carrying value of the trade receivables. The Group does not hold any collateral as security.

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The Group considers the credit risk characteristics and the days past due to measure the expected credit losses. During the years ended 31 December 2019 and 2018, the expected losses for customers of sales of goods is minimal and the expected credit loss rate is close to zero, given there is no history of significant defaults from customers and no adverse change is anticipated in the future business environment. No provision for impairment of trade receivables has been made throughout the years ended 31 December 2019 and 2018.

The carrying amounts of trade receivables approximate their fair values as at 31 December 2019 and 2018.

The Group's trade receivables were denominated in the following currencies:

## 22 貿易應收款項(續)

於報告日期面臨的最大信貸風險為貿易應收款項的賬面值。本集團並無持有任何抵押品作抵押。

本集團應用香港財務報告準則第9號所訂明的簡化方法就預期信貸虧損計提撥備，其允許對所有貿易應收款項採用全期預期虧損撥備。本集團考慮信貸風險特徵及已逾期日數，以計量預期信貸虧損。於截至二零一九年及二零一八年十二月三十一日止年度，鑒於過往並無客戶重大違約，且預期未來業務環境並無不利變動，向客戶銷售貨品的預期虧損很小且預期信貸虧損率接近零。於截至二零一九年及二零一八年十二月三十一日止年度，概無作出貿易應收款項的減值撥備。

於二零一九年及二零一八年十二月三十一日，貿易應收款項的賬面值與其公平值相若。

本集團的貿易應收款項乃以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
HK\$	港元	58,245	72,896
US\$	美元	103,796	113,582
RMB	人民幣	4,085	5,664
EUR	歐元	167	42
Others	其他	714	851
		<b>167,007</b>	193,035

## 23 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### The Group

## 23 預付款項、按金及其他應收款項

### 本集團

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Prepayments	預付款項	20,862	14,386
Other receivables	其他應收款項	20,244	7,653
Rental and other deposits	租金及其他按金	20,879	34,724
VAT receivables	應收增值稅	15,582	18,155
		<b>77,567</b>	74,918
Less: Non-current portion	減：非即期部分	<b>(18,917)</b>	(32,021)
Current portion	即期部分	<b>58,650</b>	42,897

The carrying amounts of prepayments, deposits and other receivables of the Group approximate their fair values as at 31 December 2019 and 2018.

Their recoverability was assessed with reference to the credit status of the recipients, and there is no expected credit loss for future 12 months.

The Group's prepayments, deposits and other receivables were denominated in the following currencies:

於二零一九年及二零一八年十二月三十一日，本集團的預付款項、按金及其他應收款項的賬面值與其公平值相若。

其可收回性乃參照接受人的信用狀況而評定，且於未來12個月並無預期信貸虧損。

本集團的預付款項、按金及其他應收款項乃以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	34,480	10,052
US\$	美元	340	601
RMB	人民幣	42,667	50,849
EUR	歐元	—	13,338
Others	其他	80	78
		<b>77,567</b>	74,918

## 24 PLEDGED DEPOSITS AND CASH AND CASH EQUIVALENTS

## 24 已抵押存款以及現金及現金等價物

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Short-term bank deposit	短期銀行存款	40,000	
Cash on hand	手頭現金	214	230
Cash at bank	銀行現金	64,561	59,637
Total cash and cash equivalents	現金及現金等價物總額	104,775	59,867
Pledged deposits (Note)	已抵押存款(附註)	381	381
Total pledged deposits and cash and cash equivalents	已抵押存款以及現金及現金等價物總額	105,156	60,248

Note: The pledged bank deposits are held in designated bank accounts mainly for the Group's banking facilities (Note 29).

附註：於指定銀行賬戶持有的已抵押銀行存款主要用作本集團的銀行融資(附註29)。

The carrying amounts of short-term bank deposits, cash on hand, cash at bank and pledged deposits are denominated in the following currencies:

短期銀行存款、手頭現金、銀行現金及已抵押存款之賬面值乃以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	57,340	8,953
RMB	人民幣	19,889	27,897
US\$	美元	26,937	22,441
Other	其他	990	957
		105,156	60,248

## 25 SHARE PREMIUM AND RESERVES

Share premium of the Company is attributable to the completion of the Reorganisation. Reserves during the years ended 31 December 2019 and 2018 comprised of capital reserve, statutory reserve, translation reserve and retained earnings.

As stipulated by the relevant PRC laws and regulations applicable to the Company's subsidiaries established and operated in the PRC, the subsidiaries are required to make appropriation from profit after tax (after offsetting prior years' losses) to statutory reserve. The PRC entities are required to transfer at least 10% of its net profit as determined under the PRC accounting rules and regulations, to their statutory reserve. The appropriations to the statutory reserve are required until the balance reaches 50% of the subsidiaries' registered capital. The statutory reserve can be utilised to offset prior year losses or be utilised for issuance of bonus shares. The Company's PRC subsidiaries are restricted in their ability to transfer a portion of their reserve either in the form of dividends, loans or advances.

Retained earnings during the years ended 31 December 2019 and 2018 represents the deficits/equities of the Operating Companies after elimination of inter-company transactions and balances. The movements in retained earnings during the years ended 31 December 2019 and 2018 mainly comprised of profit for the year and dividends declared during the years ended 31 December 2019 and 2018. Please see Note 13 for more detail on the dividends.

## 25 股份溢價及儲備

本公司股份溢價產生自重組完成。截至二零一九年及二零一八年十二月三十一日止年度的儲備包括資本儲備、法定儲備、換算儲備及保留盈利。

根據本公司於中國成立及經營之附屬公司適用的相關中國法律及法規的規定，該等附屬公司須將其除稅後溢利(經抵銷過往年度虧損)撥至法定儲備。中國實體須將根據中國會計準則及法規釐定的淨溢利的至少10%轉撥至其法定儲備。撥至法定儲備的金額須直至結餘達到附屬公司註冊資本的50%為止。法定儲備可用作抵銷過往年度虧損或用於發行紅股。本公司的中國附屬公司以股息、貸款或墊款方式轉讓其部分儲備的能力受到限制。

截至二零一九年及二零一八年十二月三十一日止年度的保留盈利指營運公司於對銷公司間交易及結餘後的虧絀／權益。保留盈利於截至二零一九年及二零一八年十二月三十一日止年度的變動主要包括年內溢利及截至二零一九年及二零一八年十二月三十一日止年度宣派的股息。有關股息的更多詳情，請參閱附註13。



## 26 TRADE PAYABLES

## 26 貿易應付款項

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade payables	貿易應付款項	<b>92,095</b>	109,747

As at 31 December 2019 and 2018, the aging analysis of the trade payables, based on invoice date, were as follows:

於二零一九年及二零一八年十二月三十一日，按發票日期計算的貿易應付款項的賬齡分析如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Less than 30 days	少於30天	<b>45,256</b>	52,679
31–60 days	31至60天	<b>25,951</b>	36,877
61–90 days	61至90天	<b>15,427</b>	13,427
Over 90 days	90天以上	<b>5,461</b>	6,764
		<b>92,095</b>	109,747

The carrying amounts of trade payables approximate their fair values as at 31 December 2019 and 2018.

於二零一九年及二零一八年十二月三十一日，貿易應付款項的賬面值與其公平值相若。

The Group's trade payables were denominated in the following currencies:

本集團的貿易應付款項乃以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	<b>16,255</b>	17,823
US\$	美元	<b>8,162</b>	7,811
RMB	人民幣	<b>67,678</b>	83,866
EUR	歐元	<b>—</b>	247
		<b>92,095</b>	109,747

## 27 ACCRUALS, PROVISIONS AND OTHER PAYABLES

The Group

## 27 應計費用、撥備及其他應付款項

本集團

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Current portion</b>	<b>即期部分</b>		
Accrued staff costs	應計員工成本	39,152	28,677
Accrued expenses	應計開支	6,065	8,403
Other taxes payables	其他應付稅項	506	1,387
Contract liabilities (Note)	合約負債(附註)	4,751	2,318
Listing expenses payable	應付上市開支	8,063	15,092
Provision for social insurance and housing provident fund	社會保險及住房公積金撥備	30,191	31,616
VAT payables	應付增值稅	238	302
Other payables	其他應付款項	15,170	11,364
		<b>104,136</b>	99,159

Note: The amount represents advance payments from customers for goods. The entire contract liabilities balance as at the respective year end dates was/is expected to be recognised as revenue in the subsequent year.

附註：該等款項指客戶的預付貨款。於有關年度結束日期的全部合約負債結餘，均於／預期於下一年度確認為收益。

The carrying amounts of other payables approximate their fair values as at 31 December 2019 and 2018.

於二零一九年及二零一八年十二月三十一日，其他應付款項的賬面值與其公平值相若。

The Group's accruals, provisions, contract liabilities and other payables were denominated in the following currencies:

本集團的應計費用、撥備、合約負債及其他應付款項乃以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	26,400	22,121
US\$	美元	1,812	4,456
RMB	人民幣	75,837	72,522
EUR	歐元	84	58
Others	其他	3	2
		<b>104,136</b>	99,159

## 28 BORROWINGS

## 28 借款

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Bank borrowings	銀行借款	<b>188,287</b>	228,034
Less: amounts due on demand or within one year shown under current liabilities	減：流動負債項下所示按要求或於一年內到期的款項	<b>(105,285)</b>	(134,590)
Non-current portion	非即期部分	<b>83,002</b>	93,444

As at 31 December 2019 and 2018, borrowings of approximately HK\$53,655,000 and HK\$100,774,000 are subject to repayable on demand clause.

於二零一九年及二零一八年十二月三十一日的借款約為53,655,000港元及100,774,000港元，須受按要求償還條款的規限。

As at 31 December 2019 and 2018, the Group's borrowings were repayable as follows:

於二零一九年及二零一八年十二月三十一日，本集團借款的還款期如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 1 year	一年以內	<b>80,719</b>	100,738
Between 1 and 2 years	一至兩年	<b>54,429</b>	43,581
Between 2 and 5 years	兩至五年	<b>35,632</b>	68,740
Over 5 years	五年以上	<b>17,507</b>	14,975
		<b>188,287</b>	228,034

The above amounts due are based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause.

上述到期款項乃根據貸款協議所載預計還款日期所計算，並無考慮任何按要求償還條款的影響。

## 28 BORROWINGS (Continued)

The effective interest rates of the above loans (per annum) at the reporting dates are as follows:

## 28 借款(續)

上述貸款於報告日期的實際年利率如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年	2018 二零一八年
Bank borrowings	銀行借款	<b>1-month HIBOR plus 1%-2% 一個月 香港銀行同業拆息 利率加1%至2%</b>	1-month HIBOR plus 1%-1.8% 一個月 香港銀行同業拆息 利率加1%至1.8%

During the year ended 31 December 2019 and 2018, the borrowings are pledged by certain assets with carrying values shown below:

截至二零一九年及二零一八年十二月三十一日止年度，借款由若干資產作抵押，其賬面值列示如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Right of use assets	使用權資產	<b>60,379</b>	61,645
Property, plant and equipment	物業、廠房及設備	<b>36,636</b>	38,253
Bank deposits	銀行存款	<b>381</b>	381
		<b>97,396</b>	100,279

The Group's borrowings of approximately HK\$188,287,000 and HK\$228,034,000 as at 31 December 2019 and 2018, respectively were guaranteed by the directors, namely Mr. Cheng Wan Wai and Mr. Yeung Keng Wu Kenneth.

本集團於二零一九年及二零一八年十二月三十一日的借款分別約為188,287,000港元及228,034,000港元，該等借款由董事(即鄭穩偉先生及楊鏡湖先生)提供擔保。

The carrying amounts of borrowings of the Group approximate their fair values as at 31 December 2019 and 2018.

於二零一九年及二零一八年十二月三十一日，本集團借款的賬面值與其公平值相若。

The Group's borrowings were denominated in HKD.

本集團的借款乃以港元計值。

## 29 BANKING FACILITIES

As at 31 December 2019, the Group had aggregate banking facilities of approximately HK\$340,028,000 for overdrafts, loans, letter of credit and trade financing. Unused facilities as at the same date amounted to approximately HK\$143,453,000. These facilities were secured by:

- (i) pledges over the Group's right of use assets and property, plant and equipment as set out in Note 28; and
- (ii) pledges over the bank deposits as set out in Note 24 and Note 28.

## 30 LEASE LIABILITIES

		<b>As at 31 December</b>	
		於十二月三十一日	
		<b>2019</b>	2018
		二零一九年	二零一八年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Current	流動	<b>2,492</b>	4,253
Non-current	非流動	<b>1,841</b>	1,749
		<b>4,333</b>	6,002

The Group leases various properties to operate its businesses and these lease liabilities were measured at net present value of the lease payments during the lease terms that are not yet paid. No extension option and no residual value guarantee are included in such property and equipment leases across the Group.

The total cash outflows for lease payment including lease liabilities, interest expenses on leases, for the years ended 31 December 2019 and 2018 were HK\$3,791,000 and HK\$6,266,000 respectively.

The total cash outflows for payments associated with short-term lease contract for the years ended 31 December 2019 and 2018 were HK\$1,007,000 and HK\$3,839,000 respectively.

## 29 銀行融資

於二零一九年十二月三十一日，本集團與透支、貸款、信用證及貿易融資有關的銀行融資合計約為340,028,000港元。於同日未動用的融資額約為143,453,000港元。該等融資乃以以下各項作擔保：

- (i) 抵押附註28所載本集團的使用權資產及物業、廠房及設備；及
- (ii) 抵押附註24及附註28所載的銀行存款。

## 30 租賃負債

本集團租賃多項物業以經營其業務，且該等租賃負債按租期內未支付租賃款項的現值淨額計量。續租選擇權及剩餘價值擔保概無計入本集團相關物業及設備租賃。

租賃款項的現金流出總額包括截至二零一九年及二零一八年十二月三十一日止年度以的租賃負債、租賃利息開支，分別為3,791,000港元及6,266,000港元。

截至二零一九年及二零一八年十二月三十一日止年度與短期租賃合約有關之付款的現金流出總額分別為1,007,000港元及3,839,000港元。

### 31 DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

### 31 遞延所得稅

遞延稅項資產及遞延稅項負債的分析如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deferred tax assets to be recovered after more than 12 months	超過12個月後將予收回的遞延稅項資產	8,100	5,949
Deferred tax assets to be recovered within 12 months	12個月內將予收回的遞延稅項資產	923	1,811
		<b>9,023</b>	7,760
Deferred tax liabilities to be recovered after more than 12 months	超過12個月後將予收回的遞延稅項負債	(14,743)	(13,713)
Deferred tax liabilities to be recovered within 12 months	12個月內將予收回的遞延稅項負債	(1,100)	(316)
		<b>(15,843)</b>	(14,029)
Deferred tax liabilities, net	遞延稅項負債淨額	<b>(6,820)</b>	(6,269)

The gross movements on the deferred income tax are as follows:

遞延所得稅的總變動如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	(6,269)	7,365
(Charged)/credited to profit or loss (Note 11)	(扣除自)/計入損益(附註11)	(680)	980
Acquisition of a subsidiary (Note 32)	收購一間附屬公司(附註32)	—	(15,724)
Translation adjustment	換算調整	129	1,110
Deferred income liabilities, net	遞延所得稅負債淨額	<b>(6,820)</b>	(6,269)

### 31 DEFERRED INCOME TAX (Continued)

The movement in deferred income tax assets and liabilities during the year ended 31 December 2019 and 2018, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

#### Deferred income tax assets

		Property, plant and equipment	Inventory provision	Social insurance and housing provident fund provision	Tax loss	Others	Total
		物業、 廠房及設備	存貨撥備	社會保險及 住房公積金 撥備	稅項虧損	其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Balances at 1 January 2018	於二零一八年一月一日的結餘	600	4,374	4,220	663	4,578	14,435
Credited/(charged) to profit or loss	計入/(扣除自)損益	41	245	—	345	(157)	474
Acquisition of a subsidiary	收購一間附屬公司	—	—	2,040	—	—	2,040
Translation adjustment	換算調整	(26)	(195)	(366)	—	(186)	(773)
Balances 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結餘	<b>615</b>	<b>4,424</b>	<b>5,894</b>	<b>1,008</b>	<b>4,235</b>	<b>16,176</b>
Credited/(charged) to profit or loss	計入/(扣除自)損益	<b>255</b>	<b>675</b>	<b>(221)</b>	<b>(1,008)</b>	<b>(835)</b>	<b>(1,134)</b>
Translation adjustment	換算調整	<b>(1)</b>	<b>(90)</b>	<b>(100)</b>	<b>—</b>	<b>(59)</b>	<b>(250)</b>
Balances at 31 December 2019	於二零一九年十二月三十一日的結餘	<b>869</b>	<b>5,009</b>	<b>5,573</b>	<b>—</b>	<b>3,341</b>	<b>14,792</b>

### 31 遞延所得稅(續)

遞延所得稅資產及負債於截至二零一九年及二零一八年十二月三十一日止年度(並無考慮結餘可在同一稅務司法權區內抵銷)的變動如下:

#### 遞延所得稅資產



### 31 DEFERRED INCOME TAX (Continued)

#### Deferred income tax liabilities

### 31 遞延所得稅(續)

#### 遞延所得稅負債

		Property, plant and equipment 物業、 廠房及設備 HK\$'000 千港元	Right of use assets – Land 使用權資產 — 土地 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balances at 1 January 2018	於二零一八年一月一日的 結餘	7,070	—	7,070
Credited to profit or loss	計入損益	(351)	(155)	(506)
Acquisition of a subsidiary	收購一間附屬公司	8,737	9,027	17,764
Translation adjustment	換算調整	(1,059)	(824)	(1,883)
<b>Balance as at 31 December 2018 and 1 January 2019</b>	<b>於二零一八年十二月 三十一日及二零一九年 一月一日的結餘</b>	<b>14,397</b>	<b>8,048</b>	<b>22,445</b>
Credited to profit or loss	計入損益	(254)	(199)	(453)
Translation adjustment	換算調整	(241)	(139)	(380)
<b>Balances at 31 December 2019</b>	<b>於二零一九年十二月 三十一日的結餘</b>	<b>13,902</b>	<b>7,710</b>	<b>21,612</b>

The Group takes into account the probability that deductible temporary differences or tax losses carried forward can be utilised against future taxable profits on recognition of deferred income tax assets. In assessing recoverability of deferred income tax assets, the Group takes into account scheduled reversal of deferred income tax liabilities and projected future taxable profit.

本集團於確認遞延所得稅資產時已考慮可扣減暫時性差額或已結轉稅項虧損可用以抵銷未來應課稅溢利的可能性。於評估遞延所得稅資產的可收回性時，本集團考慮遞延所得稅負債的計劃撥回及預計未來應課稅溢利。

### 31 DEFERRED INCOME TAX (Continued)

#### Deferred income tax liabilities (Continued)

The expiration of tax losses carried forward for which deferred income tax assets not recognised is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Tax losses expiring within 5 years	五年內到期的稅項虧損	8,253	3,344
Tax losses expiring after 5 years	五年後到期的稅項虧損	629	1,811
Total	總計	<b>8,882</b>	5,155

As at 31 December 2019 and 2018, deferred income tax liabilities have not been recognised for the withholding tax that would be payable on the distributable retained profit amounting to approximately HK\$149,995,000 and HK\$109,531,000 respectively, of the Company's subsidiaries in the PRC. Such amounts are not expected to be distributed out of the PRC in the foreseeable future.

### 31 遞延所得稅(續)

#### 遞延所得稅負債(續)

已結轉稅項虧損(未確認遞延所得稅資產)的期限如下:

於二零一九年及二零一八年十二月三十一日，尚無就本公司於中國的附屬公司的可供分配留存溢利分別約149,995,000港元及109,531,000港元應付的預扣稅確認遞延所得稅負債。於可見將來，預期該等款項不會於中國境外進行分派。

## 32 BUSINESS COMBINATION

On 16 November 2017, the Group incorporated a wholly owned subsidiary, Q P Enterprises Limited, for the purpose of acquiring Taunus Printing (Heshan) Company Limited (“**TPC**”). TPC is principally engaged in the manufacturing and selling of paper products. On 21 March 2018, Q P Enterprises Limited completed the acquisition of 100% shareholding of TPC at a total consideration of approximately HK\$108,627,000.

## 32 業務合併

於二零一七年十一月十六日，本集團註冊成立一家全資附屬公司(雋思企業有限公司)以收購騰達印刷(鶴山)有限公司(「**TPC**」)。TPC主要從事紙製品的製造及銷售。於二零一八年三月二十一日，雋思企業有限公司按總代價約108,627,000港元完成收購TPC全部股權。

		<b>Total</b> 總計 HK\$'000 千港元
<b>Consideration</b>	<b>代價</b>	
— Cash paid	— 已付現金	80,386
— Settlement of pre-existing relationship with TPC (Note)	— 結算與TPC存在的先前關係(附註)	28,241
		108,627
<p>Note: Pre-existing relationship mainly refers to amounts advanced to TPC prior to the acquisition that form part of the consideration in relation to the acquisition.</p> <p>附註： 先前關係主要指於收購前墊付予TPC的款項，該筆款項構成收購事項代價的一部分。</p>		
<b>Recognised amounts of identifiable assets acquired and liabilities assumed are as follows:</b>	<b>所收購可識別資產及所承擔負債之已確認金額如下：</b>	
Property, plant and equipment (Note 15)	物業、廠房及設備(附註15)	93,171
Intangible assets (Note 18)	無形資產(附註18)	263
Land use right (Note 20)	土地使用權(附註20)	57,500
Inventories	存貨	1,034
Cash and cash equivalents	現金及現金等價物	2,038
Trade payables	貿易應付款項	(2,163)
Accruals, provisions and other payables	應計費用、撥備及其他應付款項	(13,547)
Amount due to a former related company	應付一家前關聯公司款項	(2,875)
Borrowings	借款	(41,125)
Deferred tax liabilities (Note 31)	遞延稅項負債(附註31)	(15,724)
Others	其他	3,877
		82,449
<b>Total identifiable net assets</b>	<b>可識別資產淨值總額</b>	
Goodwill (Note 18)	商譽(附註18)	26,178

### 32 BUSINESS COMBINATION (Continued)

The turnover included in the consolidated statement of profit or loss since 21 March 2018 contributed by TPC was approximately HK\$88,000 and the profit was approximately HK\$11,000 over the same period.

Had TPC been consolidated from 1 January 2018, the consolidated statement of profit or loss for the year ended 31 December 2018 would show pro-forma revenue of approximately HK\$1,163,152,000 and profit after tax of approximately HK\$50,967,000.

During the year ended 31 December 2018, acquisition related expenses of approximately HK\$323,000 have been charged to the consolidated statement of profit or loss.

In the consolidated statement of cash flows, payments for acquisition of subsidiaries (excluding cash acquired for acquisitions) comprise:

### 32 業務合併(續)

TPC自二零一八年三月二十一日起所貢獻且計入綜合損益表中的營業額約為88,000港元及同期溢利約為11,000港元。

倘TPC由二零一八年一月一日開始合併，則截至二零一八年十二月三十一日止年度的綜合損益表所示之備考收益應約為1,163,152,000港元及除稅後溢利約為50,967,000港元。

於截至二零一八年十二月三十一日止年度，收購事項相關開支約323,000港元已計入綜合損益表。

在綜合現金流量表中，就收購附屬公司(扣除收購所得現金)所支付的款項包括：

		2018 二零一八年 HK\$'000 千港元
Total consideration paid	已付總代價	108,627
Less: Prepayment made in 2017	減：二零一七年作出的預付款項	(28,241)
Less: Deposit paid in 2017	減：二零一七年已付按金	(33,785)
Cash and cash equivalents acquired	收購的現金及現金等價物	(2,038)
Net cash outflow on acquisition	收購事項的現金流出淨額	44,563

### 33 CASH GENERATED FROM OPERATIONS

### 33 經營所得現金

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	101,446	59,152
Adjustments for:	就以下各項作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	48,599	45,320
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備(收益)/虧損	(3,911)	2,280
Provision of inventory obsolescence	過期存貨撥備	3,406	1,519
Amortisation of right of use assets	使用權資產攤銷	7,413	8,420
Amortisation of intangible assets	無形資產攤銷	184	117
Finance income	融資收入	(101)	(125)
Finance costs	融資成本	7,618	5,995
Fair value change on investment property	投資物業之公平值變動	140	(245)
Termination of lease contract	終止租賃合約	(10)	—
Unrealised exchange gain	未變現匯兌收益	(2,948)	(1,679)
		<b>161,836</b>	120,754
Changes in working capital:	營運資金變動：		
Inventories	存貨	(4,854)	2,964
Trade receivables	貿易應收款項	26,100	(19,957)
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	4,648	6,951
Trade payables	貿易應付款項	(18,856)	19,015
Accruals, provisions and other payables	應計費用、撥備及其他應付款項	2,744	8,329
Cash generated from operations	經營所得現金	<b>171,618</b>	138,056

In the consolidated statement of cash flows, proceeds from disposals of property, plant and equipment and investment property comprise:

在綜合現金流量表中，出售物業、廠房及設備以及投資物業所得款項包括：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Net book amount	賬面淨值	11,919	3,132
Gain/(loss) on disposals of property, plant and equipment	出售物業、廠房及設備收益/(虧損)	3,911	(2,280)
Selling of property, plant and equipment	出售物業、廠房及設備	15,830	852
Less: receivable as at 31 December	減：於十二月三十一日的應收款項	(15,412)	—
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	<b>418</b>	852

### 33 CASH GENERATED FROM OPERATIONS (Continued)

This section sets out an analysis of reconciliation of liabilities from financing activities for each of the years presented:

### 33 經營所得現金(續)

本節載列於所示各年度的融資活動所產生的負債對賬分析：

		Lease liabilities 租賃負債 HK\$'000 千港元	Borrowings 借款 HK\$'000 千港元	Amounts due to directors 應付董事款項 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Year ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日止年度</b>				
As at 1 January 2018	於二零一八年一月一日	7,606	137,696	9,620	154,922
Acquired through acquisition (Note 32)	透過收購事項收購 (附註32)	—	41,125	—	41,125
Additions	添置	4,533	—	—	4,533
Proceeds	所得款項	—	271,611	—	271,611
Repayments	還款	(6,266)	(221,935)	(9,620)	(237,821)
Other non-cash movement	其他非現金變動	129	(463)	—	(334)
As at 31 December 2018	於二零一八年十二月三十一日	6,002	228,034	—	234,036
<b>Year ended 31 December 2019</b>	<b>截至二零一九年十二月三十一日止年度</b>				
As at 1 January 2019	於二零一九年一月一日	<b>6,002</b>	<b>228,034</b>	—	<b>234,036</b>
Additions	添置	<b>2,951</b>	—	—	<b>2,951</b>
Proceeds	所得款項	—	<b>89,426</b>	—	<b>89,426</b>
Repayments	還款	<b>(3,791)</b>	<b>(129,738)</b>	—	<b>(133,529)</b>
Disposal	出售	<b>(502)</b>	—	—	<b>(502)</b>
Other non-cash movement	其他非現金變動	<b>(327)</b>	<b>565</b>	—	<b>238</b>
As at 31 December 2019	於二零一九年十二月三十一日	<b>4,333</b>	<b>188,287</b>	—	<b>192,620</b>

### 34 COMMITMENTS

#### (a) Capital Commitments

At 31 December 2019 and 2018, capital expenditure contracted for but not yet incurred is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Capital expenditure contracted for but not yet incurred	已訂約但尚未產生的資本開支		
– Property, plant and equipment	– 物業、廠房及設備	11,451	18,390

#### (b) Operating lease commitments

##### (i) As a lessee

As at 31 December 2019 and 2018, the Group had future aggregate minimum lease payments under non-cancellable leases in respect of office premises as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
No later than one year	一年內	30	19

##### (ii) As a lessor

As at 31 December 2019 and 2018, the Group had future aggregate minimum lease receipts under non-cancellable leases in respect of investment property are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
No later than one year	一年內	32	32

### 34 承擔

#### (a) 資本承擔

於二零一九年及二零一八年十二月三十一日，已訂約但尚未產生的資本開支如下：

#### (b) 經營租賃承擔

##### (i) 作為承租人

於二零一九年及二零一八年十二月三十一日，本集團於不可撤銷租賃下須就辦公物業支付的未來最低租賃款項總額如下：

##### (ii) 作為出租人

於二零一九年及二零一八年十二月三十一日，本集團於不可撤銷租賃下就投資物業收取的未來最低租賃款項總額如下：



### 35 RELATED PARTY TRANSACTIONS

For the purposes of this report, parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise significant influence over the Group in making financial and operating decisions. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control.

The directors are of the view that the following individuals and companies were related parties that had transactions or balances with the Group during the years ended 31 December 2019 and 2018:

**Name of related parties**  
關聯方姓名／名稱

**Relationship with the Company/Group**  
與本公司／本集團的關係

Big Elegant Limited  
鉅雋有限公司

Controlled by two of the Executive Directors of the Company  
由本公司的兩名執行董事控制

Other than those transactions and balances disclosed elsewhere in this report, the following transactions were carried out with related parties during the years ended 31 December 2019 and 2018:

(a) Transactions with a related party:

The following transactions were undertaken by the Group with related parties during the 31 December 2019 and 2018:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Lease payment to:	預付租賃款項：		
— Big Elegant Limited	— 鉅雋有限公司	<b>1,340</b>	1,440

All of the above transactions with related parties were conducted in the ordinary course of the business of the Group based on the terms mutually agreed between the relevant parties.

### 35 關聯方交易

就本報告而言，如一方可直接或間接對本集團的財務及營運決策施加重大影響力，則該方被視為與本集團有關聯。關聯方可能是個人（即主要管理人員、主要股東及／或彼等的近親家屬成員）或其他實體，並包括受本集團關聯方（該等關聯方須為個人）重大影響的實體。受共同控制的各方亦被視為有關聯。

董事認為，以下個人及公司為於截至二零一九年及二零一八年十二月三十一日止年度與本集團進行交易或錄得結餘的關聯方：

除本報告其他章節所披露的交易及結餘外，以下交易乃與關聯方於截至二零一九年及二零一八年十二月三十一日止年度進行：

(a) 關聯方交易：

以下交易乃由本集團與關聯方於截至二零一九年及二零一八年十二月三十一日止年度進行：

與關聯方進行的上述所有交易均於本集團的一般業務過程中按有關各方相互協定的條款進行。

### 35 RELATED PARTY TRANSACTIONS (Continued)

(b) Key management compensation

Key management includes directors of the Company. The compensation paid or payable to key management for employee services is disclosed in Note 9.

(c) Guarantees by directors and shareholders

As at 31 December 2019 and 2018, the Group's banking facilities were secured by personal guarantee provided by the directors of the Company, namely Mr. Cheng Wan Wai and Mr. Yeung Keng Wu, Kenneth, as set out in Note 29.

### 36 SUBSEQUENT EVENT

After the outbreak of Coronavirus Disease 2019 (“**COVID-19 Outbreak**”) in early 2020, a series of precautionary and control measures have been and continued to be implemented across the world. The Group will pay close attention to the development of the COVID-19 Outbreak and evaluate its impact on the financial position and operating results of the Group. As at the date on which this set of financial statements were authorised for issue, the Group was not aware of any material adverse effects on the financial statements as a result of the COVID-19 Outbreak.

### 35 關聯方交易(續)

(b) 主要管理層薪酬

主要管理層包括本公司董事。就僱員服務已付或應付主要管理層的薪酬於附註9披露。

(c) 董事及股東提供的擔保

於二零一九年及二零一八年十二月三十一日，本集團的銀行融資由本公司董事鄭穩偉先生及楊鏡湖先生提供的個人擔保作抵押，詳情載列於附註29。

### 36 期後事項

於二零二零年初爆發二零一九冠狀病毒病(「**COVID-19爆發**」)後，全球已實施並繼續實施一系列防控措施。本集團將密切關注COVID-19爆發的發展，並評估其對本集團財務狀況及經營業績的影響。於批准發佈此套財務報表之日期，本集團並不知悉由於COVID-19爆發而對財務報表造成的任何重大不利影響。

### 37 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### 37 本公司財務狀況及儲備 變動表

#### Statement of financial position of the Company

#### 本公司財務狀況表

		<b>As at 31 December</b> 於十二月三十一日	
		<b>2019</b> 二零一九年 <b>HK\$'000</b> 千港元	2018 二零一八年 HK\$'000 千港元
	Note 附註		
<b>Assets</b>			
Non-current assets			
Investment in a subsidiary		<b>3,763</b>	3,763
<b>Current assets</b>			
Prepayment	22	<b>10,225</b>	7,103
Amounts due from subsidiaries		<b>27,000</b>	—
Cash and cash equivalents		<b>39</b>	—
<b>Total assets</b>		<b>41,027</b>	10,866
<b>Equity and liabilities</b>			
<b>Equity attributable to equity holders of the Company</b>			
Share capital	15	<b>1</b>	1
Share premium		<b>3,762</b>	3,762
Reserves		<b>(1,319)</b>	(20,618)
<b>Total equity</b>		<b>2,444</b>	(16,855)
<b>Liabilities</b>			
<b>Current liabilities</b>			
Amount due to a subsidiary		<b>30,520</b>	12,629
Accruals	26	<b>8,063</b>	15,092
		<b>38,583</b>	27,721
<b>Total liabilities</b>		<b>38,583</b>	27,721
<b>Total equity and liabilities</b>		<b>41,027</b>	10,866

**37 STATEMENT OF FINANCIAL POSITION  
AND RESERVE MOVEMENT OF THE  
COMPANY (Continued)**

**37 本公司財務狀況及儲備  
變動表(續)**

Statement of financial position of the  
Company (Continued)

本公司財務狀況表(續)

		Reserve movement of the Company 本公司儲備變動			
		Share capital 股本 HK\$'000 千港元	Share Premium 股份溢價 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Balances at 19 April 2018</b> (date of incorporation)	於二零一八年 四月十九日的結餘 (註冊成立日期)	1	3,762	—	3,763
Loss for the period	期內虧損	—	—	(20,618)	(20,618)
<b>Balances at 31 December 2018 and 1 January 2019</b>	於二零一八年 十二月三十一日及 二零一九年一月一日 的結餘	1	3,762	(20,618)	(16,855)
Profit for the year	年內溢利	—	—	29,299	29,299
Dividends paid	已付股息	—	—	(10,000)	(10,000)
<b>Balance at 31 December 2019</b>	於二零一九年 十二月三十一日的 結餘	1	3,762	(1,319)	2,444

## CONSOLIDATED RESULTS

## 綜合業績

		Year ended 31 December 截至十二月三十一日止年度			
		2016 二零一六年	2017 二零一七年	2018 二零一八年	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue	收益	886,343	1,079,630	1,162,979	<b>1,193,641</b>
Profit before taxation	除稅前溢利	111,486	96,259	59,152	<b>101,446</b>
Income tax expense	所得稅開支	(21,651)	(17,370)	(8,161)	<b>(17,158)</b>
Profit for the year	年內溢利	89,835	78,889	50,991	<b>84,288</b>
Attributable to equity holders of the Company	本公司權益股東 應佔	89,835	78,889	50,991	<b>84,288</b>

CONSOLIDATED ASSETS, EQUITY AND  
LIABILITIES

## 綜合資產、權益及負債

		As at 31 December 截至十二月三十一日止年度			
		2016 二零一六年	2017 二零一七年	2018 二零一八年	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Assets</b>	<b>資產</b>				
Non-current assets	非流動資產	237,252	404,303	547,907	<b>520,633</b>
Current assets	流動資產	357,366	391,483	392,010	<b>435,627</b>
Total assets	資產總值	594,618	795,786	939,917	<b>956,260</b>
<b>Equity and liabilities</b>	<b>權益及負債</b>				
Non-current liabilities	非流動負債	3,452	5,438	109,222	<b>100,686</b>
Current liabilities	流動負債	225,982	337,476	361,229	<b>321,077</b>
Total liabilities	負債總額	229,434	342,914	470,451	<b>421,763</b>
Equity attributable to owners of the Company	本公司擁有人 應佔權益	365,184	452,872	469,466	<b>534,497</b>
Total equity and liabilities	權益及負債總值	594,618	795,786	939,917	<b>956,260</b>



QP Group  
雋思集團

Q P Group Holdings Limited  
雋思集團控股有限公司