

# World-link

## LOGISTICS

WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED

環宇物流(亞洲)控股有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code: 6083



## Annual Report

# 2019





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# CHAIRMAN'S STATEMENT



**Mr. Yeung Kwong Fat**  
(Chairman and Chief Executive Officer)



Dear Shareholders,

With great pleasure, I hereby present on behalf of the Board of Directors (the "Board") the annual report of the Group for the year ended 31 December 2019 ("2019").

We achieved strong growth in 2019 though both 2018 and 2019 were difficult years for us. Economic downturn has started from the second quarter of 2018. In 2019, internally we faced the economic downturn caused by the social movement while externally we faced the economic downturn caused by the trade war between China and USA. According to the statistics published by the "tradingeconomics.com" (an online platform which provides historical economic data, forecasts, news etc), for 2019 as a whole, the GDP contracted 1.2%, the first annual decline since 2009, and after a 2.9% increase in 2018. Hong Kong recorded a negative GDP growth rate in both the third and the fourth quarters of 2019 which put the economy in a technical recession. Despite the economic downturn in Hong Kong in 2019, the Group has performed well in attracting new customers in 2019. Details of the new customers are discussed in the section entitled "Business Review".

The Group has built a solid foundation in 2018 by investing in warehouse renovation and IT system to serve the food sector customers. The satisfactory financial results in 2019 show the success and reward of these investments. The Group has not only focused on the personal care sector under the fast moving consumer goods ("FMCG") segment but also put a great effort in developing the food sector under the FMCG segment since 2017. The sharp increase in the revenue of the food sector under the FMCG segment in 2019 reflected the reward of our investments in warehouse renovation and IT system in 2018. The revenue of the food sector under the FMCG segment increased by 89.1% in 2019 when compared with that in 2018.

## Chairman's Statement

The enhancement in the profit margin showed our success in the application of technology in cost control. The profit margin has increased from 7.2% for the year ended 31 December 2018 to 11.4% for the year ended 31 December 2019. The use of technology helped the Company to cut down cost and improve accuracy and efficiency as a whole. For example, the use of barcode scanners helps to improve picking efficiency, reduce manual errors and solve the problem of labour shortage.

### OUTLOOK

With the outbreak of the COVID-19 pandemic, it is expected that the operating results for 2020 will be adversely affected, though we are not yet able to reasonably quantify the potential magnitude of such impact on our financial performance at the time of this annual report. However, the management is confident in the service level and team spirit of the Group in maintaining and getting new customers. With the high quality service level and the experienced team, the management is confident that we will be able to continue to provide the best services and support to our customers during this difficult time.

The Group will continue to actively devote its efforts to facilitate the prevention and control of further spreading of the COVID-19 pandemic in its premises and to ensure the health and safety of its employees. The Group will also strive its best endeavours to obtain new business and to diversify its portfolio to maintain a stable return to the shareholders. We will further develop the cold chain business segment in 2020 which is our key focus and strategy in 2018 and 2019. We will make use of technology to carry out stringent cost control during the difficult year in 2020. Both new revenue and stringent cost control will help the Group to maintain a stable return to the shareholders in 2020.

### APPRECIATION

On behalf of my fellow Directors, I would like to thank all our staff for their devotion and faithful commitment, for the Group's achievements in 2019, despite the abovesaid challenges.

I would also like to extend my gratitude to our valued customers and business associates for their steadfast support. To our shareholders, we thank you for your confidence in the Group. We will commit ourselves to create sustainable shareholder value and solid financial performance in the years ahead. Last but not least, my heartfelt appreciation also goes to my fellow Directors for their guidance, advice and insight in steering the Group forward.

**Yeung Kwong Fat**

*Chairman and Chief Executive Officer*

Hong Kong, 23 March 2020



# CORPORATE INFORMATION

## Board of Directors

### Executive Directors

Mr. Yeung Kwong Fat (*Chairman and CEO*)  
Mr. Lee Kam Hung  
Mr. Luk Yau Chi, Desmond

### Independent Non-executive Directors

Mr. How Sze Ming  
Mr. Mak Tung Sang  
Mr. Jung Chi Pan, Peter

## Company Secretary

Ms. Leung Ho Yee, CPA, FCIS FCS

## Board Committees

### Audit Committee

Mr. How Sze Ming (*Chairman*)  
Mr. Mak Tung Sang  
Mr. Jung Chi Pan, Peter

### Nomination Committee

Mr. Yeung Kwong Fat (*Chairman*)  
Mr. Mak Tung Sang  
Mr. Jung Chi Pan, Peter

### Remuneration Committee

Mr. Mak Tung Sang (*Chairman*)  
Mr. Luk Yau Chi, Desmond  
Mr. Jung Chi Pan, Peter

## Authorised Representatives

Mr. Yeung Kwong Fat  
Ms. Leung Ho Yee

## Company's Website

<http://www.world-linkasia.com>

## Auditor

KPMG  
*Certified Public Accountants*  
Public Interest Entity Auditor registered in  
accordance with the Financial Reporting  
Council Ordinance

## Registered Office in the Cayman Islands

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

## Legal Adviser

TC & Co.  
Units 2201-2203, 22/F.,  
Tai Tung Building,  
8 Fleming Road,  
Wanchai,  
Hong Kong

## Headquarters and Principal Place of Business In Hong Kong

3/F, Allied Cargo Centre  
150-164 Texaco Road  
Tsuen Wan  
Hong Kong

## Principal Share Registrar and Transfer Office

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

## Hong Kong Branch Share Registrar and Transfer Office

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

## Principal Bankers

The Bank of East Asia  
Fubon Bank

## Stock code

6083



# MANAGEMENT DISCUSSION AND ANALYSIS

## Business Review

The Board is pleased to announce that in 2019, there is a substantial growth in the Group's profit despite the flat growth rate in the retail sales of commodities in the supermarket sector. This flat growth rate has adversely affected our business in the personal care sector of the FMCG segment which is one of our focus.

According to the Report entitled "Report on Monthly Survey of Retail Sales" for December 2019 released by the Census and Statistics Department, the Government of the Hong Kong Special Administrative Region, the value of total retail sales decreased by 11.1% in value over that of 2018 as a whole. To be more precise and related to the Group's customer sectors, the provisional estimate of the value of sales of FMCG in supermarkets for 2019 increased by 0.7% when compared with that for 2018. The flat growth rate reflected the difficult environment for the personal care sector of the FMCG segment of the Group. Though facing such difficult environment, with the Group's effort in attracting new customers and expanding its business with existing customers, the Group's new business growth is 56.7% when compared with that in 2018. We have also achieved 20.8% organic growth. The new business growth is contributed by the revenue derived from a newly acquired company (Please refer to our announcements dated 31 May 2019, 3 June 2019 and 31 July 2019 and the first paragraph on page 6 of this report for details of the acquisition) and other new customers which will be mentioned further in the following paragraph. The Group has laid a solid investment foundation in 2018. The sharp increase in revenue in 2019 showed the result of this solid investment foundation.

## Achievement in 2019

The Group continued its strategy to expand the food sector under the FMCG segment. In the beginning of 2019, the Group has started to provide total supply chain services to a new customer which is a multinational pet health nutrition manufacturer (the "New Pet Health Nutrition Customer"). This customer is the industry leader in the pet health nutrition industry. In the second half of the year, the Group has started to provide services to an existing customer (which is a world's leading manufacturer of confectionery with headquarters in the United States) in respect of an extra brand of goods which are chewing gum and mints. These two customers helped the Group to expand its business in the food sector under the FMCG segment. The revenue of the food sector under the FMCG segment increased by 89.1% in 2019 when compared with that in 2018.

In addition to providing business to business ("B2B") services, the Group has started to provide business to customers ("B2C") services i.e. home delivery services. During the year, the Group has started to provide home delivery services for a coffee capsule company which is headquartered in Switzerland. The Group has in the past specialized in providing total supply chain service to business customers, home delivery is a new area for the Group. This marked a milestone for the Group to expand from B2B services to B2C services as well.

The Group will never forget the cold chain business segment. During the third quarter of 2019, the Group has successfully recruited another well-known chain restaurant company in Hong Kong and started to provide it with our cold chain solution services. The Group's cold chain solution services covered various types of restaurants which include Taiwanese restaurants, Vietnamese restaurants, Chinese restaurants, cha chaan tengs (茶餐廳) and fast food restaurants. The Group provides cold chain logistics services covering all over Hong Kong 7 days per week from 9:00 am to 21:00 pm. The management is confident that the cold chain business segment will remain a strong growth component of the Group in 2020. The Group will continue to improve the quality of our services in order to expand the Group's business and customer base.

To be successful in the logistics industry, we never compromise our quality. 2018 is a tough year for us. We are glad that our customers continue to appreciate our high quality service in 2019. Customers and ISO auditor provided good comments to the Company during 2019. In the April 2019 assessment, the New Pet Health Nutrition Customer praised us for our reliable and efficient traceability system and accurate picking mechanism. An existing customer which is a multinational family-owned manufacturer of confectionery and pet care brands had positive observations and made good comments during the December 2019 audit. This customer emphasized that we managed to provide comprehensive information on the Group's food management safety system. In the ISO 9001 Certification Audit which was conducted in August 2019, the auditor concluded that we have demonstrated the ability of the food management safety system in systematically achieving the agreed requirements for products or services within the scope and the Group's policy and objectives.



## Management Discussion and Analysis

The Group has diversified into general trading business and has established a presence in Macau by acquiring a new company during the year. The newly acquired company engages mainly in general trading which includes wholesale and trading of daily necessities and medicine in Macau (the “Newly Acquired Company”). For details, please refer to our announcements dated 31 May 2019, 3 June 2019 and 31 July 2019 in relation to the acquisition of a target company, (the “Announcements”). The Group will continue to expand this general trading business in 2020 and to diversify the logistics business to general trading segment as well. The Newly Acquired Company has helped the Group to carry out trading business in both Hong Kong and Macau. It is a strategic move.

The Group will continue strive its best endeavours to obtain new business and to diversify its business in year 2020 which is a difficult year to come.

### Financial Review

#### Revenue

The revenue of the Group increased by approximately 27.0% from approximately HK\$155.2 million for the year ended 31 December 2018 to approximately HK\$197.2 million for the year ended 31 December 2019. The increase in revenue was mainly attributable to the commencement of business relationship with a new customer which is one of the pet health nutrition industry leader and the expansion of services to an extra brand of an existing customer which is a multinational manufacturer of chewing gum and mints.

#### Other net gain and net income

Other net gain and net income comprised bank interest income and other miscellaneous income. Other net gain and net income amounted to HK\$0.5 million and HK\$2.1 million for the year ended 31 December 2018 and the year ended 31 December 2019 respectively. The increment is due to the bargain purchase of HK\$1.5 million in the acquisition of the Newly Acquired Company in 2019. For details, please refer to our announcements dated 31 May 2019, 3 June 2019 and 31 July 2019.

#### Employee benefits expenses

Employee benefits expenses primarily consisted of wages and salaries, Award Shares, medical benefits, and other allowances and benefits. Our employee benefits expenses amounted to approximately HK\$57.3 million for the year ended 31 December 2019 (2018: HK\$52.7 million). The increment is mainly due to the larger bonus payment in order to motivate staff and salaries expenses for the staff of the Newly Acquired Company. Our Group had a total of 253 and 223 full-time employees as at 31 December 2018 and 31 December 2019 respectively. The decrease in the number of staff is due to natural wastage and the streamlining of the Group’s organisation structure.

#### Other expenses

Other expenses mainly include other operating cost for the warehousing and value-added services, electricity, repair and maintenance, consumables, entertainment, rates, office and store supplies. For the years ended 31 December 2018 and 2019, other expenses amounted to approximately HK\$13.4 million and HK\$14.3 million respectively. The increment is due to the other expenses incurred by the Newly Acquired Company during the year.

## Management Discussion and Analysis

### Taxation

Income tax expense represents the provision of Hong Kong profits tax calculated at 16.5% of the estimated assessable profits during the year ended 31 December 2019. The Hong Kong SAR Government granted reduction for profits tax for the year of assessment 2018-2019. Please refer to Note 9(a) to the consolidated financial statements.

### Profit and total comprehensive income for the year ended 31 December 2019

The Group recorded a net profit of approximately HK\$22.5 million for the year ended 31 December 2019, representing an increment of approximately 102.7% when compared to that for the year ended 31 December 2018. The substantial increase in net profit is mainly due to (i) the revenue derived from the New Pet Health Nutrition Customer; (ii) the provision of services to an existing customer (which is a world's leading manufacturer of confectionery with headquarters in the United States) in respect of an extra brand of goods which are chewing gum and mints; (iii) the provision of cold chain logistics services to a well-known chain restaurant company in Hong Kong; (iv) the provision of home delivery services for a coffee capsule company which is headquartered in Switzerland; and (v) the one-off effect to our other income of a bargain purchase from the acquisition of the Newly Acquired Company.

### Liquidity and Financial Resources

The Group's operation and investments are financed principally by cash generated from its business operations. As at 31 December 2019, the Group had net current assets of approximately HK\$53.5 million (2018: approximately HK\$78.8 million), cash and cash equivalents of approximately HK\$47.7 million as at 31 December 2019 (2018: cash and cash equivalents of approximately HK\$32.9 million and short-term bank deposit with original maturity over three months of HK\$13.0 million). The Directors have confirmed that the Group will have sufficient financial resources to meet its obligations as they fall due in the foreseeable future.

### Gearing Ratio

As at 31 December 2019, the gearing ratio (calculated on the basis of total bank borrowings divided by total assets at the end of the year) of the Group was Nil (2018: Nil).

### Foreign Currency Risk

The Group's business activities are in Hong Kong and Macau and are denominated in Hong Kong dollars and Macau Patacas (MOP). The Group currently does not have a foreign currency hedging policy. However, the Directors will continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

### Capital Commitment

As at 31 December 2019, the Group did not have material capital commitments (2018: Nil).





## Management Discussion and Analysis

### Dividend

On 17 December 2019, the Board declared a special dividend of HK1.5 cents per share of the Company, amounting to approximately HK\$7,411,007 in total (the "Special Dividend"). The Special Dividend has been paid on Wednesday, 22 January 2020 to the shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 8 January 2020.

The Board is pleased to announce that at the Board meeting held on 23 March 2020, resolutions have been passed to recommend the payment of a final dividend (the "Final Dividend") of HK1.0 cent (2018: HK1.0 cent) per share amounting to HK\$4,980,671 in aggregate.

The Final Dividend has been recommended by the Board and is subject to approval by the shareholders of the Company in the forthcoming Annual General Meeting. The Final Dividend (if approved by the shareholders in the forthcoming Annual General Meeting) will be paid in cash on or around Wednesday, 15 July 2020 to the shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 24 June 2020, being the record date for determination of entitlements to the Final Dividend.

To determine the persons who are entitled to the proposed Final Dividend of HK1.0 cent per share for the year ended 31 December 2019, the register of members of the Company will be closed from Monday, 22 June 2020 to Wednesday, 24 June 2020, both days inclusive, during which period no transfer of shares will be registered. In order for a shareholder to qualify for the Final Dividend, all transfer forms accompanied by relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 19 June 2020.

### Capital Structure

The capital structure of the Group consists of equity attributable to the owners of the Company which comprise of issued share capital and reserves. The Directors review the Group's capital structure regularly. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, issuance of new shares as well as the issue of new debt and redemption of existing debt.

### Charge on the Group's Assets and Contingent Liabilities

As at 31 December 2019, the Group has no bank borrowings (2018: Nil). The subsidiaries within the Group have banking facilities of HK\$45.0 million which are guaranteed by the Company (2018: HK\$45.0 million). The Group has no material contingent liabilities as at 31 December 2019.

### Material Acquisitions and Disposal

Reference is made to the Announcements of the Company dated 31 May 2019, 3 June 2019 and 31 July 2019, the Company completed the discloseable transaction and acquired a new company during the year. The newly acquired company engages mainly in general trading which includes wholesale and trading of daily necessities and medicine in Macau. For details, please refer to the Announcements and the first paragraph on page 6 of this report.

### Employees and Remuneration Policies

As at 31 December 2019, the Group employed 223 (31 December 2018: 253) full time employees. We determine the employee's remuneration based on factors such as qualification, duty, contributions and years of experience.



# DIRECTORS AND SENIOR MANAGEMENT

## Executive Directors

**Mr. Yeung Kwong Fat (楊廣發)**, aged 67, was appointed as the Chairman of the Board, an Executive Director and the Chief Executive Officer of our Group on 4 September 2015. Mr. Yeung is also the chairman of the Nomination Committee. He is one of the founders of our Group and has been a director of World-Link Roadway System Company Limited since January 1994 and a director of World-Link Packing House Company Limited since July 2009. Mr. Yeung completed his secondary education in Hong Kong in July 1970. Since the establishment of the business of our Group, Mr. Yeung has accumulated over 25 years of experience in the logistics industry from managing the warehouse of our Group, negotiating business deals with clients and pitching the business of our Group to prospective customers. On top of the aforesaid, Mr. Yeung is currently also responsible for the overall corporate strategic planning, business development and major decision-making of our Group.

**Mr. Lee Kam Hung (李鑑雄)**, aged 66, was appointed as an Executive Director of our Group on 4 September 2015. He is one of the founders of our Group and has been a director of World-Link Roadway System Company Limited since October 1990 and a director of World-Link Packing House Company Limited since March 1996. Mr. Lee completed his secondary education in Hong Kong in August 1971. Since the establishment of the business of our Group, Mr. Lee has accumulated over 25 years of experience in the logistics industry from managing the vehicle fleet and the transportation service of our Group. Since 2000, Mr. Lee has been the operation director of our Group, who is currently, on top of aforesaid, responsible for monitoring the business operations of our Group.

**Mr. Luk Yau Chi, Desmond (陸有志)**, aged 55, was appointed as an Executive Director on 4 September 2015. Mr. Luk is also one of the members of the Remuneration Committee. Mr. Luk has been a director of World-Link Roadway System Company Limited and World-Link Packing House Company Limited since July 2009. Since 2009, Mr. Luk has been the commercial director of our Group, who is responsible for overseeing the overall business development of our Group and the support service division of our Group.

Mr. Luk obtained a Bachelor's Degree of Science in Business Studies from the University of Wales in the United Kingdom in July 1989, a Master's Degree in Business Administration from the University of Surrey in the United Kingdom in November 2001 and a Continuing Education Diploma in Professional Management for China Business from the City University of Hong Kong in May 2003.

Mr. Luk has over 15 years of experience in the food and beverage, catering and logistics industries. From September 1997 to May 2004, Mr. Luk worked as a sales manager at Unilever Bestfoods Hong Kong Limited (formerly known as CPC/AJI (Hong Kong) Limited), which is a supplier of food products, and he was responsible for developing sales strategies and was in charge of (i) the sales team in Hong Kong and Macau; and (ii) the export division of the company. From June 2004 to February 2007, Mr. Luk worked as a senior manager and subsequently the associate director in HAVI Food Services (Hong Kong) Limited (currently known as HAVI Logistics Services (Hong Kong) Limited), a company principally engaged in providing total supply chain solutions to customers (e.g. transporting food and non-food logistics good, providing storage and handling services, offering supply chain quality management and demand and supply planning services), where he was responsible for handling customer relationship and business development of the company and setting up operations process flows for new customers. From December 2013 to November 2014, Mr. Luk was the managing director in Rentokil Initial Hong Kong and Taiwan, a company principally engaged in pest control and provision of hygiene services to businesses where he was responsible for the overall business of the company.



## Directors and Senior Management

### Independent Non-executive Directors

**Mr. How Sze Ming (侯思明)**, aged 43, was appointed as an Independent Non-executive Director on 16 December 2015. He is the chairman of the Audit Committee.

Mr. How graduated from The Chinese University of Hong Kong with a Bachelor of Business Administration Degree (first class honour, majoring in professional accountancy) in December 1999. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants.

Mr. How has over 20 years of experience in investment banking and business assurance industries. Mr. How is currently the managing director/head of corporate finance department of Southwest Securities (HK) Capital Limited, a company principally engaged in corporate advisory services, where he is responsible for giving corporate finance advice.

Mr. How has served as the Independent Non-executive Director of (i) QPL International Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 243), from September 2013 to September 2016; (ii) Million Stars Holdings Limited (formerly known as Odella Leather Holdings Limited), a company listed on the GEM (Stock Code: 8093), from January 2015 to March 2017 and; (iii) Forgame Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 484) since January 2016; (iv) Shanghai Zendai Property Limited, a company listed on the Main Board of the Stock Exchange (Stock code: 755) since May 2017; (v) 1957 & Co. (Hospitality) Limited, a company listed on the GEM (Stock code: 8495) since November 2017, (vi) Watts International Maritime Engineering Limited, a company listed on the Main Board of the Stock Exchange (Stock code: 2258) since November 2018 and (vii) Ruicheng (China) Media Group Limited, a company listed on the Main Board of the Stock Exchange (Stock code: 1640) since October 2019.

**Mr. Jung Chi Pan, Peter (鍾智斌)**, aged 52, was appointed as an Independent Non-executive Director on 1 January 2017. He is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Mr. Jung obtained a Master of Business Administration degree (Executive MBA programme) from the Chinese University of Hong Kong in November 2015. In October 2016, he was elected a professional member of the Royal Institution of Chartered Surveyor.

Mr. Jung joined the Pico Group in 1988 and had substantial experience in the exhibition industry worldwide. He was the General Manager (Event Promotion) from 1994 to 2002 and was responsible for projects for a group of clientele which includes worldwide renowned brands. During the period from 2003 to 2005, he was appointed the General Manager of Bizart Asia Limited, (a subsidiary of Pico Group). He is the Co-founder and the Vice Chairman of Milton Exhibits Group Limited, which specialises in exhibition contracting, event marketing, exhibitor services and digital solutions with 9 offices in Asia since 2006.

**Mr. Mak Tung Sang (麥東生)**, aged 59, was appointed as an Independent Non-executive Director on 1 January 2017. He is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee.

Mr. Mak is a solicitor and a partner of Messrs. Simon C. W. Yung & Co., Solicitors since 2004. He obtained a Bachelor of Laws Degree from the University of Wolverhampton in 1998. In 2000, he obtained a Post-graduate Certificate in Laws from the University of Hong Kong.

### Senior Management

**Ms. Leung Ho Yee (梁可怡)**, aged 34, is the chief financial officer, the Company Secretary and the authorised representative of our Group. She joined our Group in August 2015. She was promoted from the position of financial controller to chief financial officer in November 2017. She is mainly responsible for financial reporting, financial planning, treasury, financial control and company secretarial matters. Ms. Leung obtained a Bachelor's Degree of Arts in Accountancy with honours and a Master Degree of Corporate Governance from the Hong Kong Polytechnic University in 2007 and 2015 respectively. Ms. Leung became a member of the Hong Kong Institute of Certified Public Accountants since 2011, an Associate of The Hong Kong Institute of Chartered Secretaries since 2015 and an Associate of The Chartered Governance Institute since 2015. She has become a Fellow of The Hong Kong Institute of Chartered Secretaries and a Fellow of The Chartered Governance Institute since 2018. Ms. Leung has not held any directorship in any public listed company in the past three years.

Prior to joining our Group, Ms. Leung joined Deloitte Touche Tohmatsu ("Deloitte") as an associate in the Audit Department in September 2007 and was promoted to the position of senior auditor in the same department in October 2009. She left the firm in 2011. Ms. Leung has extensive experience in providing services to listed companies whose shares are listed on the Main Board of the Stock Exchange and multinational corporations, including financial management, risk management, internal control and services in relation to initial public offerings and major acquisitions. She worked at Bossini Enterprises Limited, a subsidiary of Bossini International Holdings Limited, (a company listed on the Main Board of the Stock Exchange (Stock Code: 592)) after she left Deloitte and before she joined our Group in 2015.

**Mr. Chan Fu Yuen (陳富元)**, aged 40, is the commercial director of our Group since January 2016, now leading a team which processes daily deliveries and is responsible in ensuring customer satisfaction and quality service. He became the operations manager of our Group since July 2014. He joined our Group in November 2012 and has had over 10 years of experience in logistics and supply chains prior to joining our Group. Mr. Chan received a Bachelor's Degree of Science in Shipping Technology and Management and a Master's Degree in Industrial Logistics System, both from the Hong Kong Polytechnic University in 2001 and 2006 respectively.

Prior to joining our Group, Mr. Chan worked as the assistant supervisor at River Trade Terminal Co. Ltd. from August 2001 to February 2003. From May 2003 to March 2008, Mr. Chan worked as an assistant manager at T.S. Lines Limited. From July 2008 to January 2009, he worked as a supply chain analyst at Woolworths Group Asia Limited. From March 2009 to November 2012, he worked as a supply chain manager at Transnational Logistics Solutions (HK) Limited.

**Mr. Wong Yiu Kwong (黃耀光)**, aged 66, is the customisation manager of our Group. Mr. Wong joined our Group in October 2011, and is mainly responsible for managing the overall operation of the Customisation Department of our Group.

Prior to joining our Group, Mr. Wong worked as a unit manager in the Consumer Sales and Channel Department at Pacific Century Cyber Works Limited (currently known as PCCW Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 8)) from October 1973 to 5 December 2001. From August 2004 to October 2011, he worked as the team leader in the teleservices unit of HKT Services Limited, a subsidiary of HKT Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 6823)).

**Ms. Ng Fung Sze Frances (吳鳳斯)**, aged 50, is the commercial manager of our Group. She joined our Group in September 1991, and was appointed as our commercial manager in July 2011. She leads the Operations Team in daily distributions and prepares analytical reports of operations for our Group. Ms. Ng obtained a Bachelor's Degree of Business in Transport Management from the Royal Melbourne Institute of Technology in August 2002.

Save as disclosed above, during the three years preceding the date of this report, none of our senior management held any directorships in any public companies whose securities are listed on any securities market in Hong Kong or overseas. None of our senior management has any relationship with other Directors, senior management and Controlling Shareholders of our Company.





# CORPORATE GOVERNANCE REPORT

The Directors consider that incorporating the core elements of good corporate governance in the management structure and internal control procedures of the Group would help to balance the interest of the shareholders, customers and employees of the Company. The Board has adopted the principles and the code provisions of the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Listing Rules to ensure that the Group's business activities and decision making processes are regulated in a proper and prudent manner. In accordance with the requirements of the Listing Rules, the Company has established an Audit Committee, a Nomination Committee and a Remuneration Committee with specific written terms of reference.

Except for the deviation from CG Code provision A.2.1, the Company's corporate governance practices have complied with the CG Code. CG Code provision A.2.1 stipulates that the role of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Yeung Kwong Fat ("Mr. Yeung") is the Chairman and the Chief Executive Officer of our Company. In view of Mr. Yeung being one of the co-founders of our Group and has been operating and managing World-Link Roadway System Company Limited and World-Link Packing House Company Limited since 1994 and 2009 respectively, our Board believes that it is in the best interest of our Group to have Mr. Yeung taking up both roles for effective management and business development. Therefore our Directors consider that the deviation from the CG Code provision A.2.1 is appropriate in such circumstance.

The Board believes that the balance of power and authority is adequately ensured by the operations of the Board which comprises experienced and high-caliber individuals, with three of them being Independent Non-executive Directors.

## Securities Transactions by Directors

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in the Model Code for Securities Transactions By Directors of Listed Issuers in Appendix 10 of the Listing Rules. The Company, having made specific enquiry of all the Directors, is not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by the Directors during the year ended 31 December 2019.

## Competing Interest

For the year ended 31 December 2019, the Directors were not aware of any business or interest of the Directors, the Controlling Shareholders, and their respective associates (as defined under the Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest.

Mr. Yeung Kwong Fat, Mr. Lee Kam Hung, Mr. Luk Yau Chi, Desmond, Orange Blossom International Limited, Best Matrix Global Limited and Leader Speed Limited (collectively the "Covenantors") have entered into a Deed of Non-competition (the "Deed") on 25 April 2017. The Company had been listed on the Main Board on 15 November 2017 and the Deed had taken into effect on the same day. Details of the Deed have been disclosed in the Transfer of Listing from the Growth Enterprise Market to the Main Board of the Stock Exchange of Hong Kong Limited announcement dated 7 November 2017 under the section headed "Competing Interests".

During the year ended 31 December 2019, the Independent Non-executive Directors have reviewed on behalf of the Company the compliance with the Deed and are satisfied that the Substantial Shareholders (as defined in the Listing Rules) and their associates have complied with the provisions of the Deed.

# Corporate Governance Report

## The Board of Directors

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

### Executive Directors

Mr. Yeung Kwong Fat (*Chairman and CEO*)  
 Mr. Lee Kam Hung  
 Mr. Luk Yau Chi, Desmond

### Independent Non-executive Directors

Mr. How Sze Ming  
 Mr. Mak Tung Sang  
 Mr. Jung Chi Pan, Peter

Details of the Chairman and the other Directors of the Company are set out in the section “Directors and Senior Management” of this report.

In compliance with rule 3.10 and 3.10A of the Listing Rules, the Company has appointed three Independent Non-executive Directors representing more than one-third of the board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise. The Company has received from each Independent Non-executive Director an annual confirmation of his independence, and the Company considers such Directors to be independent in accordance with the various guidelines set out in rule 3.13 of the Listing Rules.

With the various experience of both the Executive Directors and the Independent Non-executive Directors and the nature of the Group’s business, the Board considered that the Directors have a balance of skills and experience for the business of the Group.

## Functions of the Board

The principal functions of the Board include:

- reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- approving major acquisitions or disposals, corporate or financial restructuring, issuance of the Company’s shares (“Shares”) and other equity or debt instruments, payment of dividends and other distribution to the Group’s shareholders;
- assessing the risks facing by the Group and reviewing and implementing appropriate measures to manage such risks;
- selecting and evaluating the performance and compensation of key management executives;
- approving nominations to the Board;
- reviewing and endorsing the recommended framework of remuneration of the Board and key management executives by the Remuneration Committee; and
- assuming overall responsibility for corporate governance.

According to the code provision C.1.2 of the CG Code, the management shall provide all members of the Board with monthly updates. During the year ended 31 December 2019, the Executive Directors have provided, and will continue to provide, to all Independent Non-executive Directors updates on any material changes to the position and prospects of the Group, which are considered to be sufficient to provide general updates of the Group’s performance, position and prospects to the Board and allow them to give a balanced and understandable assessment of the same to serve the purpose required by the code provision C.1.2.

# Corporate Governance Report

## Terms of Appointment and Re-Election of Directors

Each of the Executive Directors has entered into a service agreement with the Company for a term of three years commencing from 16 December 2018 subject to early removal from office in accordance with the Articles, and retirement and re-election provisions in the Articles.

Under the code provision A.4.1 of the CG Code, the Independent Non-executive Directors should be appointed for a specific term subject to re-election. Each of the Independent Non-executive Directors has entered into an appointment letter with the Company for an initial term of one year subject to early removal from office in accordance with the Articles, and retirement and re-election provisions in the Articles.

None of the Directors (including those proposed for re-election at the Annual General Meeting) has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Article 108 of the Articles provide that subject to the manner of retirement by rotation of Directors as from time to time prescribed by the Listing Rules, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation and that every Director shall be subject to retirement by rotation at least once every three years.

## Continuous Professional Development

According to the code provision A.6.5 of the CG Code, all Directors shall participate in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant.

During the year ended 31 December 2019, all the Directors have participated in continuous professional development and the relevant details are set out below:

Name of Directors	Attending seminar(s)/ Reading relevant materials in relation to the business or directors' duties
	Yes/No
<b>Executive Directors</b>	
Mr. Yeung Kwong Fat ( <i>Chairman and CEO</i> )	Yes
Mr. Lee Kam Hung	Yes
Mr. Luk Yau Chi, Desmond	Yes
<b>Independent Non-executive Directors</b>	
Mr. How Sze Ming	Yes
Mr. Mak Tung Sang	Yes
Mr. Jung Chi Pan, Peter	Yes

## Independent Non-executive Directors

The Company has appointed three Independent Non-executive Directors to comply with Rule 3.10A of the Listing Rules. Furthermore, among the three Independent Non-executive Directors, Mr. How Sze Ming has the appropriate professional qualifications or accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules. In accordance to Rule 3.13 of the Listing Rules, the Company has received from each of its Independent Non-executive Directors the written confirmation of his independence. The Company, based on such confirmations, considers its Independent Non-Executive Directors to be independent.

# Corporate Governance Report

## Board Committees

During the year ended 31 December 2019, to assist the Board in its work, the Board is assisted by three board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, which are sufficiently resourced to fulfil their roles and their terms of reference have been approved by the Board and are available for review on the Company's website <http://www.world-linkasia.com> and the Stock Exchange website ([www.hkex.com.hk](http://www.hkex.com.hk)).

### Audit Committee

Our Company has established an Audit Committee on 16 December 2015 in compliance with Rule 3.21 of the Listing Rules. As at 31 December 2019, the Audit Committee comprised three Independent Non-executive Directors, namely Mr. How Sze Ming, Mr. Jung Chi Pan, Peter and Mr. Mak Tung Sang. Mr. How Sze Ming is the chairman of the Audit Committee.

Written terms of reference in compliance with paragraph C.3.3 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules have been adopted. It is the Board's responsibility to ensure that an effective internal control and risk management framework exists within the entity. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information as well as non-financial considerations such as the benchmarking of operational key performance indicators. The Board has delegated to the Audit Committee the responsibility for the initial establishment and the maintenance of a framework of internal controls, risk management and ethical standards for the Group's management. The primary duties of the Audit Committee are, among other things, to review and supervise the financial reporting process and internal control and risk management systems of our Group. The Audit Committee has reviewed the audited annual results of the Group for the year ended 31 December 2019.

### Remuneration Committee

Our Company established a Remuneration Committee on 16 December 2015. As at 31 December 2019, the Remuneration Committee comprised Mr. Mak Tung Sang, Mr. Luk Yau Chi, Desmond and Mr. Jung Chi Pan, Peter, with Mr. Mak Tung Sang being the chairman. Written terms of reference in compliance with paragraph B.1.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules have been adopted. The primary duties of the Remuneration Committee are, among other things, to determine the specific remuneration packages of all Executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of Independent Non-executive Directors.

### Remuneration Policy

The remuneration policy of the Group to reward its employees and senior executives is based on their performance, qualifications, competence displayed and market comparable. Remuneration package typically comprises salaries, contribution to pension schemes and discretionary bonuses. The Remuneration Committee will review annually the remuneration of all Directors to ensure that the remuneration package is attractive enough to attract and retain a competent team of executive members.

The Directors receive remuneration in the form of salaries, Director's fee, shares and contribution to pension scheme. The Director's fee for each of the Directors is subject to the Board's review from time to time in its discretion after taking into account the recommendation of the Remuneration Committee. The remuneration package of each of the Directors is determined by reference to market terms, seniority, experiences, duties and responsibilities of that Director within the Group.



# Corporate Governance Report

## Board Committee (continued)

### Nomination Committee

Our Company has established a Nomination Committee on 16 December 2015 with written terms of reference. As at 31 December 2019, the Nomination Committee comprised Mr. Yeung Kwong Fat, Mr. Mak Tung Sang and Mr. Jung Chi Pan, Peter, with Mr. Yeung Kwong Fat being the chairman. Written terms of reference in compliance with paragraph A.5.2 of the Corporate Governance Code as set out in Appendix 14 to Listing Rules have been adopted. The Nomination Committee is mainly responsible for making recommendations to the Board on appointment of Directors and succession planning for our Directors.

### Board Diversity Policy

The Board has on 25 March 2019 adopted a Board Diversity Policy in accordance with Rule 13.92 of the Listing Rules, which recognises the benefits of a Board that possesses a balance of skills set, experience, expertise and diversity of perspectives appropriate for the strategies of the Company. The Company believes that board diversity enhances decision-making capability and thus the overall effectiveness of the Board in achieving sustainable business operation and enhancing shareholder value.

Board appointment has been, and will continue to be, made based on merit and attributes that the selected candidate will bring to the Board to complement and expand the competencies, experience and perspectives of the Board as a whole, taking into account the corporate strategy of the Company and the benefits of various aspects of diversity, including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how and other factors that the Board may consider relevant from time to time towards achieving a diversified Board.

### Measurable Objectives

The Board has recently reviewed the structure, size and composition (including the skills set, knowledge and experience) of the Board. The following tables illustrate the diversity of the Board Members as of the date of this annual report:

Name of Directors	Age Group			
	Below 50	50-55	56-60	Above 60
Mr. Yeung Kwong Fat ( <i>Chairman and CEO</i> )				✓
Mr. Lee Kam Hung				✓
Mr. Luk Yau Chi, Desmond		✓		
Mr. How Sze Ming	✓			
Mr. Mak Tung Sang			✓	
Mr. Jung Chi Pan, Peter		✓		

Name of Directors	Professional Experience				
	Logistics Industry	Management	Accounting and Finance	Law	Exhibition Industry
Mr. Yeung Kwong Fat ( <i>Chairman and CEO</i> )	✓	✓			
Mr. Lee Kam Hung	✓	✓			
Mr. Luk Yau Chi, Desmond	✓	✓			
Mr. How Sze Ming			✓		
Mr. Jung Chi Pan, Peter					✓
Mr. Mak Tung Sang				✓	

## Board Committee (continued)

### Measurable Objectives (continued)

The Board will take opportunity to increase the proportion of female members over time when selecting and making recommendation on suitable candidates for Board appointments. The Board will ensure that the appropriate balance of gender diversity is achieved with reference to stakeholders' expectation and international and local recommended best practices, with the ultimate goal of bringing the Board to gender parity. The Board also aspires to having an appropriate proportion of Directors who have direct experience in the Group's core markets, with different ethnic backgrounds, and reflecting the Group's strategy.

### Implementation and Monitoring

The Nomination Committee will monitor the implementation of the Board Diversity Policy and report to the Board annually. The Board will review and monitor the implementation of the Board Diversity Policy to ensure its continued effectiveness.

### Nomination Policy

The Board has on 25 March 2019 adopted a Nomination Policy in accordance with the CG Code, which sets out the procedure for the election, appointment and re-appointment of Directors (the "Nomination Policy"). The Nomination Policy specifies certain selection criteria and the Board succession planning consideration.

The Nomination Policy is reproduced as follows.

1. In carrying out its duties, the Nomination Committee shall give adequate consideration to the following principles:
  - (a) in relation to Board composition - the Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. It should include a balanced composition of Executive and Independent Non-executive Directors so that there is a strong independent element on the Board and independent judgment can be effectively exercised. Independent Non-executive Directors should be of sufficient calibre and number for their views to carry weight; and
  - (b) in relation to appointment, re-election and removal of Directors - there should be a formal, considered and transparent procedure for selection, appointment and reappointment of Directors, as well as plans in place for orderly succession for appointments (if considered necessary). It should ensure that changes to the Board composition can be managed without undue disruption. All Directors should be subject to re-election at regular intervals in accordance with the Articles of Association of the Company.
2. The criteria to be applied in considering whether a candidate is qualified shall be his/her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board (which includes but not limited to diversity in gender, age, experience, cultural and educational background, expertise, skills and know-how) as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:
  - (a) participating in Board meetings to bring an independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
  - (b) taking the lead where potential conflicts of interests arise as Independent Non-executive Directors;
  - (c) serving on the Audit, Remuneration, Nomination and other governance committees, if invited;
  - (d) giving the Board and any committees on which he/she serves the benefit of his/her skills, expertise, varied backgrounds and qualifications through attendance and participation;



# Corporate Governance Report

## Board Committee (continued)

### Nomination Policy (continued)

2. (continued)

- (e) monitoring or scrutinising the Company's performance in achieving agreed corporate goals and objectives;
- (f) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Listing Rules, where appropriate; and
- (g) if the candidate is proposed to be appointed as an Independent Non-executive Director, his/her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time.

### Director Nomination Procedure

Subject to the provisions of the Articles of Association of the Company and the Listing Rules, if the Board determines that an additional or replacement Director is required, the Nomination Committee will deploy multiple channels for identifying suitable candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.

Where a retiring Director, being eligible, offers himself/herself for re-election, the Nomination Committee will consider and, if appropriate, recommend such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the Listing Rules.

Shareholders of the Company may nominate a person to stand for election as a Director at a general meeting in accordance with the Articles of Association of the Company and applicable laws and regulations. The procedures for such proposal are stated on page 21 of this annual report.

The Board will from time to time review the Nomination Policy and monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and good corporate governance practices.

## Board Committee (continued)

### Attendance Records of Meetings

The attendance of each Director at Board meetings, Audit Committee meetings, Nomination Committee meeting, Remuneration Committee meetings and general meetings held during the year is set out in the following table:

Name of Directors	Board meeting	Audit Committee meeting	Nomination Committee meeting	Remuneration Committee meeting	General meeting
Number of meetings held during the year	10	5	2	1	1
Number of meetings attended/Number of meetings entitled to attend					
<b>Executive Directors</b>					
Mr. Yeung Kwong Fat	9/10	–	2/2	–	1/1
Mr. Lee Kam Hung	8/10	–	–	–	1/1
Mr. Luk Yau Chi, Desmond	7/10	–	–	0/1	1/1
<b>Independent Non-executive Directors</b>					
Mr. How Sze Ming	9/10	5/5	–	–	1/1
Mr. Jung Chi Pan, Peter	10/10	5/5	2/2	1/1	1/1
Mr. Mak Tung Sang	8/10	4/5	2/2	1/1	1/1

## Accountability and Audit

### Directors' and Auditor's Responsibilities for the Consolidated Financial Statements

All Directors acknowledge their responsibility to prepare the Group's consolidated financial statements for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the consolidated financial statements for the year ended 31 December 2019, the Board has selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements of the Group on a going concern basis.

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The statement of auditor about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report. The Directors continue to adopt the going concern approach in preparing the consolidated financial statements and 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.

### Auditor's Remuneration

During the year ended 31 December 2019, the remuneration paid or payable to the Company's auditor, KPMG, in respect of their audit and non-audit services was as follows:

	HK\$
Audit services	1,040,000
Non-audit services	6,000





# Corporate Governance Report

## Accountability and Audit (continued)

### Internal Control and Risk Management

The Board acknowledges its responsibility for the effectiveness of the Group's internal control and risk management systems. The Board has reviewed the effectiveness of the systems of internal control and risk management of the Group, covering all material controls, including financial and operation for the year ended 31 December 2019 on an annual basis. The Board considers that the internal control system and risk management are effective. As disclosed in the Company's prospectus dated 22 December 2015, the Company has established a Corporate Governance Department to conduct periodic internal control reviews and legal compliance reviews on the Group's operations and to present its reports to the Audit Committee for consideration, including any remedial plans, if deemed necessary or appropriate. Under this system, the Audit Committee, after due consideration, will present its recommendations on such remedial plans to the Board, which would make the final decision on the implementation of such remedial plans.

### Handling and Dissemination of Inside Information

The Company has established and maintained procedures and internal controls for the handling and dissemination of inside information. The Company has adopted a code of conduct for dealing in the securities of the Company by the Directors in accordance with Appendix 10 of the Listing Rules. Other employees of the Group who are likely to be in possession of inside information of the Company are also subject to dealing restrictions. Any inside information and any information which may potentially constitute inside information is promptly identified, assessed and escalated to the Board and for the Board to decide on the need for disclosure. Inside information and other information which is required to be disclosed pursuant to the Listing Rules will be announced on the respective websites of the Company and the Stock Exchange.

### Investors and Shareholders Relations

The Company has established a range of communication channels between itself and its shareholders, investors and other stakeholders. These include (i) the publication of interim and annual reports; (ii) the annual general meeting or extraordinary general meeting providing a forum for shareholders to raise comments and exchanging views with the Board; (iii) updated and key information of the Group available on the websites of the Stock Exchange and the Company; (iv) the Company's website offering communication channel between the Company and its shareholders and investors; and (v) the Company's branch share registrars and transfer office in Hong Kong serving the shareholders in respect of all share registration matters.

The Company aims to provide its shareholders and investors with high standards of disclosure and financial transparency. The Board is committed to provide clear, detailed, timely manner and on a regular basis information of the Group to shareholders through the publication of interim and annual reports and/or dispatching circulars, notices, and other announcements.

The Company strives to take into consideration its shareholders' views and inputs, and address shareholders' concerns. Shareholders are encouraged to attend the annual general meeting for which at least 20 clear business days' notice shall be given. The chairman of the Board as well as chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee, or in their absence, the Directors are available to answer shareholders' questions on the Group's businesses at the meeting. To comply with code provision E.1.2 of the CG Code, the management will ensure the external auditor to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

All shareholders have statutory rights to call for extraordinary general meetings and put forward agenda items for consideration by shareholders. According to Article 64 of the Articles, 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 can call for an extraordinary general meeting. Such requisition shall be made in writing to the Board or the 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.

## Accountability and Audit (continued)

### Investors and Shareholders Relations (continued)

If a shareholder wishes to propose a person (the "Candidate") for election as a Director of the Company at a general meeting, he/she shall deposit a written notice (the "Written Notice") to the Company's principal place of business in Hong Kong at 3/F, Allied Cargo Centre, 150-164 Texaco Road, Tsuen Wan, N.T.

The Written Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of the publication of his/her personal information.

The period for lodgment of the Written Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.

In order to ensure the Company's shareholders have sufficient time to receive and consider the proposal of election of the Candidate as a Director of the Company without adjourning the general meeting, shareholders are urged to submit and lodge the Written Notice as early as practicable preferably at least 15 business days prior to the date of the general meeting appointed for such election.

In order to promote effective communication, the Company also maintains website ([www.world-linkasia.com](http://www.world-linkasia.com)) which includes the latest information relating to the Group and its businesses.

### Company Secretary

The Company Secretary is accountable to the Board for ensuring that Board procedures are followed and Board activities are efficiently and effectively conducted. These objectives are achieved through adherence to proper Board processes and timely preparation of and dissemination to Directors comprehensive Board meeting agendas and papers. Minutes of all meetings of the Board and Board Committees are prepared and maintained by the Company Secretary to record in sufficient details the matters considered and decisions reached by the Board or Board Committees, including any concerns raised or dissenting views voiced by any Director. All draft and final minutes of Board meetings and meetings of Board Committees are sent to Directors or Board Committee members as appropriate for comments, approval and records. Board records are available for inspection by any Director upon request.

Ms. Leung Ho Yee has been appointed as the Company Secretary of the Company with effect from 10 August 2015 and the Authorised Representative with effect from 4 September 2015. She is a certified public accountant as defined in the Professional Accountants Ordinance. Ms. Leung Ho Yee has confirmed that she has taken no less than 15 hours of relevant professional training during the year ended 31 December 2019.

### Significant Changes in Constitutional Documents

There were no significant changes in the constitutional documents of the Company for the year ended 31 December 2019.



# DIRECTORS' REPORT

The Directors present their annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2019.

## Principal Activities

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 15 to the consolidated financial statements.

## Results and Appropriations

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 34.

The Board is pleased to announce that at the Board meeting held on 23 March 2020, resolutions have been passed to recommend the payment of a Final Dividend of 1.0 HK cent (2018: 1.0 HK cent) per share amounting to approximately HK\$4,981,000.

Special Dividend of 1.5 HK cents (2018: 2.0 HK cents and paid in 2019) was declared during the year of 2019 and paid in 2020.

## Dividend Policy

The Board of Directors of the Company has on 25 March 2019 approved the adoption of guidelines on future dividends to be paid by the Company in accordance with the CG Code. The Company is committed to maintaining sufficient resources and flexibility to meet the Company's financial and operational requirements. At the same time, the Company continually seeks ways to enhance shareholders' value to ensure sustainable long-term yields for shareholders.

Under the Dividend Policy, the Company gives priority to distributing dividend in cash and shares its profits with its shareholders. The dividend payout ratio shall be determined by the Board at its absolute discretion after taking into account the Company's financial results, future prospects and other factors, and subject to:

- the Articles of Association of the Company;
- the applicable restrictions and requirements under the laws of the Cayman Islands;
- any banking or other funding covenants by which the Company is bound from time to time;
- the investment and operating requirements of the Company; and
- any other factors that have material impact on the Company.

The Board may consider distributing special dividend to all shareholders, and the amount of which shall be determined and approved by the Board at its absolute discretion.

Under the Cayman Islands Companies Act and the Articles of Association of the Company, all of our shareholders have equal entitlement to dividends and distributions. The Board shall have the right to review the Dividend Policy from time to time as it deems fit according to the financial and business development requirements of the Company.

The Directors have on 23 March 2020 passed a board resolution to recommend the payment of a final dividend of 1.0 HK cent per ordinary share (2018: 1.0 HK cent per ordinary share) in respect of the year ended 31 December 2019.

### Annual General Meeting

The forthcoming annual general meeting (the "Annual General Meeting") of the Company is scheduled to be held on Monday, 15 June 2020. A notice convening the Annual General Meeting will be issued and dispatched to shareholders of the Company (the "Shareholders") on Thursday, 14 May 2020.

The register of members of the Company will be closed from Tuesday, 9 June 2020 to Monday, 15 June 2020 (both dates inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 54/F, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 June 2020.

### Reserves

Details of movements in the reserves of the Group during the year ended 31 December 2019 are set out in the consolidated statement of changes in equity in this annual report.

### Financial Summary

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 88.

### Major Customers and Suppliers

The Group's largest customer contributed 39.2% of the total revenue for the year while the Group's five largest customers accounted for 85.4% of the total revenue for the year.

Since the Group has a very wide supplier base, the aggregate purchase attributable to the Group's five largest suppliers was 55.7% of the Group's total purchases for the year.

None of the Directors, their respective close associates (as defined in the Listing Rules) or any shareholders (which to the best knowledge of the Directors, own more than 5% of the Company's issued shares) had any beneficial interest in any of the Group's five largest customers or suppliers referred to above.

### Purchase, Sale or Redemption of the Company's Listed Securities

At no time during the year, did the Company nor any of its subsidiaries purchase, sell or redeem any of the Company's listed securities.

### Sufficiency of Public Float

Throughout the year ended 31 December 2019 until the date of this report, based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital is held by the public.

### Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's Bye-Laws, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### Share Capital

Details of the Company's share capital are set out in note 26 to the consolidated financial statements.





## Directors' Report

### Distributable Reserves of the Company

Share premium, capital reserve and retained profit of the Company are available for distribution to ordinary shareholders provided that the Company will be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which any such distribution is proposed to be paid. Accordingly, the Company's reserves available for distribution to shareholders at 31 December 2019 amounted to approximately HK\$92,304,000 (2018: HK\$80,030,000).

### Directors

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

#### Executive Directors

Mr. Yeung Kwong Fat (*Chairman and CEO*)  
Mr. Lee Kam Hung  
Mr. Luk Yau Chi, Desmond

#### Independent Non-executive Directors

Mr. How Sze Ming  
Mr. Mak Tung Sang  
Mr. Jung Chi Pan, Peter

### Appointment and re-election of Directors

The Articles provide that subject to the manner of retirement by rotation of Directors as from time to time prescribed by the Listing Rules, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation and that every Director shall be subject to retirement by rotation at least once every three years.

Under the code provision A.4.1 of the CG Code, the Non-executive Directors should be appointed for a specific term. Each of the Executive Directors has entered into an appointment letter with the Company for an initial term of three years and each of the Independent Non-executive Director has entered into an appointment letter with the Company for an initial term of one year subject to early removal from office in accordance with the Articles, and subject to the retirement and re-election provisions in the Articles.

### Directors' Service Contracts

Each of the Executive Directors has entered into a service agreement with the Company for a term of three years commencing from 16 December 2018 subject to early removal from office in accordance with the Articles, and retirement and re-election provisions in the Articles. Each of the Independent Non-executive Directors has entered into an appointment letter with the Company for an initial term of one year subject to early removal from office in accordance with the Articles, and retirement and re-election provisions in the Articles.

None of the Directors (including those proposed for re-election at the Annual General Meeting) has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### Independent Non-Executive Directors' Confirmation of Independence

The Company received, from each of the Independent Non-executive Directors, Mr. How Sze Ming, Mr. Mak Tung Sang and Mr. Jung Chi Pan, Peter, an annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee assessed the independence of the Independent Non-executive Directors and affirmed that all Independent Non-executive Directors remained independent.

## Share Incentive Scheme

### Award Shares to Directors

As stated in note 31 to the consolidated financial statements, the Company had on 19 January 2018 conditionally awarded Award Shares to the following Directors subject to the vesting conditions as set out below:

Name of Directors	No. of Award Shares	Vesting date/ No. of Award Shares
Mr. Yeung Kwong Fat ("Mr. Yeung")	3,344,000	21 January 2019/1,072,000 20 January 2020/1,136,000 19 January 2021/1,136,000
Mr. Lee Kam Hung ("Mr. Lee")	3,344,000	21 January 2019/1,072,000 20 January 2020/1,136,000 19 January 2021/1,136,000
Mr. Luk Yau Chi Desmond ("Mr. Luk")	3,344,000	21 January 2019/1,072,000 20 January 2020/1,136,000 19 January 2021/1,136,000
Mr. How Sze Ming ("Mr. How")	64,000	21 January 2019/64,000
Mr. Mak Tung Sang ("Mr. Mak")	64,000	21 January 2019/64,000
Mr. Jung Chi Pan Peter ("Mr. Jung")	64,000	21 January 2019/64,000

Subject to the fulfilment of the conditions as stated in the announcement of the Company published on 19 January 2018 and the selected Directors remain a Director of the Company on each relevant issue date, the Company has allotted and issued the Award Shares to each selected Director on 21 January 2019 and 20 January 2020. The Company will allot and issue the third tranches Award Shares to Mr. Yeung, Mr. Lee and Mr. Luk on the respective vesting date as stated above.

Pursuant to the terms and vesting conditions, the first tranche of 1,072,000 Award Shares each were issued and allotted to each of Mr. Yeung, Mr. Lee and Mr. Luk (i.e. a total of 3,216,000 Award Shares were issued and allotted) on 21 January 2019. The second tranche of 1,136,000 Award Shares each were issued and allotted to each of Mr. Yeung, Mr. Lee and Mr. Luk (i.e. a total of 3,408,000 Award Shares were issued and allotted) on 20 January 2020.

On 21 January 2019, 192,000 Award Shares were issued and allotted to the three INEDs, Mr. How as to 64,000 Award Shares and Mr. Jung as to 64,000 Award Shares and Mr. Mak as to 64,000 Award Shares pursuant to the terms of the Award Shares.

For the year ended 31 December 2019, the Group recognised a total expense of HK\$1,061,000 (2018: HK\$2,940,000) in relation to Award Shares.

Pursuant to the terms and vesting conditions, the first tranche and the second tranche of the Award Shares totalling 1,184,000 Award Shares were issued and allotted to 7 Independent Selected Individuals on 21 January 2019 and 20 January 2020 respectively. The third tranches of Award Shares will be issued and allotted to the 7 Independent Selected Individuals in 2021.

Please refer to the announcement of the Company dated 19 January 2018 for details.

# Directors' Report

## Directors' and Chief Executives' Interests in Shares

As at 31 December 2019, the Directors and their associates and chief executives had the following interests or short positions in shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code"):

### Interests in the Company

Name of Director and Chief Executive	Capacity	Number of shares held/interested		Number of underlying shares pursuant to Award Shares	Total interests	Percentage of Company's issued share capital
		Personal interests	Other interests			
Mr. Yeung Kwong Fat (Note 1, 2)	Interest in a controlled corporation; and beneficial owner	12,296,000	80,932,000	2,272,000	95,500,000	19.33%
Mr. Lee Kam Hung (Note 1, 3)	Interest in a controlled corporation; and beneficial owner	1,696,000	143,796,000	2,272,000	147,764,000	29.91%
Mr. Luk Yau Chi, Desmond (Note 1, 4)	Interest in a controlled corporation; and beneficial owner	3,580,000	76,060,000	2,272,000	81,912,000	16.58%
Mr. How Sze Ming (Note 5)	Beneficial owner	64,000	–	–	64,000	0.01%
Mr. Jung Chi Pan Peter (Note 6)	Beneficial owner	64,000	–	–	64,000	0.01%
Mr. Mak Tung Sang (Note 7)	Beneficial owner	64,000	–	–	64,000	0.01%
Ms. Leung Ho Yee (Note 8)	Beneficial owner	176,000	–	344,000	520,000	0.11%

#### Notes:

- As Mr. Yeung, Mr. Lee and Mr. Luk no longer intend to be bound by the acting in concert arrangement with each other for the purpose of family wealth and estate planning regarding their respective interests in the Company, they have on 9 July 2018 entered into a deed of termination (the "Termination Deed") to terminate the acting in concert arrangement under the Confirmatory Deed. Please refer to the announcement published by the Company on 9 July 2018 for details.
- 95,500,000 Shares in which Mr. Yeung is interested consist of (i) 80,932,000 Shares held by Orange Blossom International Limited, a company wholly owned by Mr. Yeung, in which Mr. Yeung is deemed to be interested under the SFO, (ii) 12,296,000 Shares are directly held by Mr. Yeung and (iii) 2,272,000 underlying Shares which have been conditionally awarded to Mr. Yeung and to be issued and allotted under two tranches in 2020 and 2021 pursuant to the Share Award Scheme adopted by the Company in 2018. The first tranche of Award Shares of 1,072,000 Shares were issued and allotted to Mr. Yeung in 2019.
- 147,764,000 Shares in which Mr. Lee is interested consist of (i) 143,796,000 Shares held by Best Matrix Global Limited, a company wholly owned by Mr. Lee, in which Mr. Lee is deemed to be interested under the SFO, (ii) 1,696,000 Shares are directly held by Mr. Lee and (iii) 2,272,000 underlying Shares which have been conditionally awarded to Mr. Lee and to be issued and allotted under two tranches in 2020 and 2021 pursuant to the Share Award Scheme adopted by the Company in 2018. The first tranche of Award Shares of 1,072,000 Shares were issued and allotted to Mr. Lee in 2019.
- 81,912,000 Shares in which Mr. Luk is interested consist of (i) 76,060,000 Shares held by Leader Speed Limited, a company wholly owned by Mr. Luk, in which Mr. Luk is deemed to be interested under the SFO, (ii) 3,580,000 Shares are directly held by Mr. Luk and (iii) 2,272,000 underlying Shares which have been conditionally awarded to Mr. Luk and to be issued and allotted under two tranches in 2020 and 2021 pursuant to the Share Award Scheme adopted by the Company in 2018. The first tranche of Award Shares of 1,072,000 Shares were issued and allotted to Mr. Luk in 2019.
- 64,000 Shares have been awarded to Mr. How in 2019 pursuant to the Share Award Scheme adopted by the Company in 2018.
- 64,000 Shares have been awarded to Mr. Jung in 2019 pursuant to the Share Award Scheme adopted by the Company in 2018.
- 64,000 Shares have been awarded to Mr. Mak in 2019 pursuant to the Share Award Scheme adopted by the Company in 2018.
- 176,000 Shares have been awarded to Ms. Leung in 2019 pursuant to the Share Award Scheme adopted by the Company in 2018. 344,000 underlying Shares have been conditionally awarded to Ms. Leung and to be issued and allotted under two tranches in 2020 and 2021 pursuant to the Share Award Scheme adopted by the Company in 2018.

## Interests in Associated Corporation(s) of the Company

Name of Director	Name of associated corporation	Capacity/ Nature of interest	Number of shares	Percentage of shareholding
Mr. Yeung	Orange Blossom International Limited	Beneficial interests	1	100%
Mr. Lee	Best Matrix Global Limited	Beneficial interests	1	100%
Mr. Luk	Leader Speed Limited	Beneficial interests	1	100%

Save as disclosed above, as at 31 December 2019, none of the Directors and chief executive of the Company had any interests and short positions in the Shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO) or (ii) which were required to be recorded in the register required to be kept by the Company under Section 352 of the SFO or (iii) which were otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## Substantial Shareholders' Interests in Shares

As at 31 December 2019, the following persons (other than Directors or Chief Executives of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Name of shareholder	Capacity	Number of Shares/ underlying Shares held/ interested	Percentage of Company's issued share capital
Best Matrix Global Limited (Note 1)	Beneficial owner	143,796,000	29.10%
Leader Speed Limited (Note 1)	Beneficial owner	76,060,000	15.39%
Orange Blossom International Limited (Note 1)	Beneficial owner	80,932,000	16.38%
Ms. Law Wai Yee (Note 2)	Interest of spouse	95,500,000	19.33%
Ms. Chan Pik Shan (Note 3)	Interest of spouse	147,764,000	29.91%
Ms. Wong Soo Fung (Note 4)	Interest of spouse	81,912,000	16.58%
Ms. Hui Pui Shan (Note 5)	Interest of spouse	64,000	0.01%
Ms. Chan Ka Man (Note 6)	Interest of spouse	64,000	0.01%
Ms. Wong Shuk Ling Janine (Note 7)	Interest of spouse	64,000	0.01%

Notes:

- As Mr. Yeung, Mr. Lee and Mr. Luk no longer intend to be bound by the acting in concert arrangement with each other for the purpose of family wealth and estate planning regarding their respective interests in the Company, they have on 9 July 2018 entered into a deed of termination (the "Termination Deed") to terminate the acting in concert arrangement under the Confirmatory Deed. Please refer to the announcement published by the Company on 9 July 2018 for details.
- Ms. Law Wai Yee is the spouse of Mr. Yeung and is deemed, or taken to be, interested in Shares in which Mr. Yeung has interest under the SFO.
- Ms. Chan Pik Shan is the spouse of Mr. Lee and is deemed, or taken to be, interested in Shares in which Mr. Lee has interest under the SFO.



## Directors' Report

### Substantial Shareholders' Interests in Shares (continued)

4. Ms. Wong Soo Fung is the spouse of Mr. Luk and is deemed, or taken to be, interested in Shares in which Mr. Luk has interest under the SFO.
5. Ms. Hui Pui Shan is the spouse of Mr. How and is deemed, or taken to be, interested in Shares in which Mr. How has interest under the SFO.
6. Ms. Chan Ka Man is the spouse of Mr. Jung and is deemed, or taken to be, interested in Shares in which Mr. Jung has interest under the SFO.
7. Ms. Wong Shuk Ling, Janine is the spouse of Mr. Mak and is deemed, or taken to be, interested in Shares in which Mr. Mak has interest under the SFO.

All the interests disclosed above represent long positions in the shares and underlying shares of the Company.

Save as disclosed herein, the Company has not been notified of any other person (other than a Director or a chief executive of the Company) who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as at 31 December 2019.

### Arrangements to Purchase Shares or Debentures

At no time during the year ended 31 December 2019 was the Company or any of its subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### Directors' Interests in Contracts of Significance

No contract of significance, to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of 31 December 2019 or at any time during the year ended 31 December 2019.

### Emolument Policy

The Remuneration Committee reviews the Group's emolument policy and structure for remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market statistics.

### Permitted Indemnity Provisions

At no time during the year ended 31 December 2019 and up to the date of this Directors' Report, there was or is, any permitted indemnity provision being in force for the benefit of any of the Directors of the Company (whether made by the Company or otherwise), or an associated company (if made by the Company).

An associated company is defined in Section 2(1) of the Hong Kong Companies Ordinance.

### Remuneration of Directors and Five Individuals with Highest Emoluments

Details of the remuneration of the Directors and the five highest paid individuals for the year are set out in note 8 to the consolidated financial statements respectively.

### Corporate Governance

The Company has complied with all code provisions (except for the deviation from CG code provision A.2.1) as set out in the Corporate Governance Code contained in Appendix 14 of the Listing Rules throughout the year.

Further information on the Company's corporate governance practices is set out in the "Corporate Governance Report" from page 12 to 21.

### Environmental, Society and Corporate Responsibility

The Group is committed to support environmental protection to ensure business development and sustainability. We implement green office practices to reduce the consumption of energy and natural resources. These practices include the use of energy-saving lightings and recycled paper, reduce energy consumption by switching off idle lightings, computers and electrical appliances and the use of environmentally friendly products whenever possible.

The Company has complied with all relevant laws and regulations which include the Companies Law of the Cayman Islands and the Listing Rules and maintained good relationship with its customers, employees and investors.

The report of Environmental, Social and Governance of the Group will be published on the HKExnews website of Hong Kong Exchange and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and Company's website ([www.world-linkasia.com](http://www.world-linkasia.com)) no later than three months after the publication of the Group's annual report.

### Charitable Donation

The Company did not make any charitable donation during the year ended 31 December 2019 (2018: Nil).

### Relationship with Employees, Customers and Suppliers

The Group acknowledges the importance to maintain good relationship with its employees and customers for the achievement of its short-term and long-term business objectives.

For the year ended 31 December 2019, there was no serious and material dispute between the Group and its employees, customers and suppliers.

### Compliance with Laws and Regulations

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group during the year ended 31 December 2019.

### Auditor

KPMG were first appointed as auditor of the Company in 2018 upon the retirement of Deloitte.

KPMG retire and, being eligible, offer themselves for reappointment. A resolution will be submitted to the annual general meeting of the Company to re-appoint KPMG as auditor of the Company.

On behalf of the Board

**Yeung Kwong Fat**

*Chairman and Chief Executive Officer*

Hong Kong, 23 March 2020



# INDEPENDENT AUDITOR'S REPORT



## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED

環宇物流(亞洲)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

### Opinion

We have audited the consolidated financial statements of World-link Logistics (Asia) Holding Limited ("the Company") and its subsidiaries ("the Group") set out on pages 34 to 87, which comprise the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("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 are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

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

## Key audit matters (continued)

### Revenue recognition in respect of logistics solutions business segment and customisation services segment

Refer to note 6 to the consolidated financial statements and the accounting policy note 3(p).

The Key Audit Matter	How the matter was addressed in our audit
<p>The Group is primarily involved in the provision of logistics services in Hong Kong. For the year ended 31 December 2019, the Group's logistics solutions business income and customisation services income are approximately HK\$150 million and HK\$34 million which are relating to the logistics solutions business segment and customisation services segment respectively.</p> <p>Revenue from logistics solutions business and customisation services is recognised when the services are rendered, with reference to the contractual terms of the service agreements.</p> <p>We have identified revenue recognition as a key audit matter as revenue is one of the key performance indicators of the Group which give rise to an inherent risk that revenue could be recorded in the incorrect period or could be subject to manipulation to meet financial targets or expectations.</p>	<p>Our audit procedures in relation to revenue recognition in respect of logistics solutions business segment and customisation services segment included the following:</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Group's key internal controls over revenue recognition;</li> <li>• Inspecting, on a sample basis, the service agreements signed with customers of the Group and assessing the revenue recognition criteria with reference to the requirements of the prevailing accounting standards;</li> <li>• Comparing, on a sample basis, the revenue with underlying documentation confirmed by the customers to determine whether the related revenue had been properly recognised;</li> <li>• Comparing, on a sample basis, specific revenue transactions recorded before and after the financial year end date with underlying documentation such as service agreements, to determine whether the related revenue had been recognised in the appropriate financial period; and</li> <li>• Inspecting underlying documentation for manual journal entries relating to revenue which were raised during the year and met specified risk-based criteria.</li> </ul>

### Information other than the consolidated financial statements and auditor's report thereon

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

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

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

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



# Independent Auditor's Report

## Responsibilities of the directors for the consolidated financial statements

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

## Auditor's responsibilities for the audit of the consolidated financial statements

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

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

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

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

## Independent Auditor's Report

### Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Sylvene Fong.

KPMG  
*Certified Public Accountants*  
 8th Floor, Prince's Building  
 10 Chater Road  
 Central, Hong Kong

23 March 2020

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2019  
(Expressed in Hong Kong dollars)

	Notes	2019 HK\$'000	2018 HK\$'000 (Note)
Revenue	6	197,153	155,210
Other net gain and net income		2,091	504
Employee benefits expenses		(57,292)	(52,652)
Depreciation of property, plant and equipment and right-of-use assets		(40,156)	(3,898)
Sub-contracting expenses		(35,763)	(28,043)
Operating lease rentals in respect of rented premises		(10,478)	(42,241)
Operating lease rentals in respect of plant, machinery and equipment		(774)	(1,053)
Cost of sales recognised		(11,922)	(257)
Other expenses		(14,251)	(13,433)
<b>Profit from operations</b>		<b>28,608</b>	14,137
Finance costs – interest on lease liabilities	10	(2,340)	–
<b>Profit before taxation</b>		<b>26,268</b>	14,137
Income tax expense	9(a)	(3,753)	(3,029)
<b>Profit and total comprehensive income for the year attributable to equity shareholder of the Company</b>	10	<b>22,515</b>	11,108
<b>Earnings per share (HK cents)</b>	12		
Basic		4.61	2.31
Diluted		4.54	2.26

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 3(c).

The notes on pages 38 to 87 form part of these financial statements. Details of dividends payable to equity shareholders of the Company are set out in note 11(a).

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2019  
(Expressed in Hong Kong dollars)

	Notes	2019 HK\$'000	2018 HK\$'000 (Note)
<b>Non-current assets</b>			
Property, plant and equipment	13	11,210	7,211
Right-of-use assets	14	64,382	–
Interest in an associate	16	175	–
Rental deposits	17	7,006	5,582
Deferred tax assets	19	1,532	905
Prepayments for property, plant and equipment		–	500
		<b>84,305</b>	14,198
<b>Current assets</b>			
Inventories – finished goods	18	6,518	34
Trade and other receivables and contract assets	20	65,759	47,551
Rental deposits	17	1,017	1,422
Tax recoverable	19	–	1,706
Short-term bank deposit with original maturity over three months	21	–	13,000
Bank balances and cash	21	47,668	32,921
		<b>120,962</b>	96,634
<b>Current liabilities</b>			
Trade and other payables and accrued expenses	22	17,553	8,235
Tax payable	19	2,674	–
Lease liabilities	25	39,789	–
Dividend payable		7,411	9,600
		<b>67,427</b>	17,835
<b>Net current assets</b>		<b>53,535</b>	78,799
<b>Total assets less current liabilities</b>		<b>137,840</b>	92,997
<b>Non-current liabilities</b>			
Provisions	24	1,423	717
Lease liabilities	25	27,287	–
		<b>28,710</b>	717
<b>NET ASSETS</b>		<b>109,130</b>	92,280
<b>CAPITAL AND RESERVES</b>			
Share capital	26	4,941	4,800
Reserves	27	104,189	87,480
<b>TOTAL EQUITY</b>		<b>109,130</b>	92,280

The consolidated financial statements on pages 34 to 87 were approved and authorised for issue by the board of directors on 23 March 2020 and are signed on its behalf by:

**Mr. Yeung Kwong Fat**  
Director

**Mr. Lee Kam Hung**  
Director

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 3(c).

The notes on pages 38 to 87 form part of these financial statements.



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2019  
(Expressed in Hong Kong dollars)

	Notes	Share capital HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	Capital reserve HK\$'000	Retained profits HK\$'000 (Note)	Total HK\$'000
<b>At 1 January 2018</b>		4,800	49,350	10	–	55,272	109,432
Changes in equity for the year ended 31 December 2018:							
Profit and total comprehensive income for the year		–	–	–	–	11,108	11,108
Recognition of equity-settled share-based payment	31	–	–	–	2,940	–	2,940
Dividend approved in respect of previous year	11	–	–	–	–	(21,600)	(21,600)
Dividend declared in respect of the current year	11	–	–	–	–	(9,600)	(9,600)
<b>At 31 December 2018</b>		4,800	49,350	10	2,940	35,180	92,280
Impact on initially application of HKFRS 16	3(c)	–	–	–	–	(3,320)	(3,320)
<b>At 1 January 2019</b>		4,800	49,350	10	2,940	31,860	88,960
Changes in equity for the year ended 31 December 2019:							
Profit and total comprehensive income for the year		–	–	–	–	22,515	22,515
Recognition of equity-settled share-based payment	31	–	–	–	1,061	–	1,061
Issue of ordinary shares in relation to award of new shares	26	40	3,897	–	(1,937)	–	2,000
Shares issued on acquisition of a subsidiary	26	101	6,744	–	–	–	6,845
Dividend approved in respect of previous year	11	–	–	–	–	(4,840)	(4,840)
Dividend declared in respect of the current year	11	–	–	–	–	(7,411)	(7,411)
<b>At 31 December 2019</b>		4,941	59,991	10	2,064	42,124	109,130

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 3(c).

The notes on pages 38 to 87 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2019  
(Expressed in Hong Kong dollars)

	Notes	2019 HK\$'000	2018 HK\$'000 (Note)
<b>Operating activities</b>			
Profit before taxation		26,268	14,137
Adjustments for:			
Gain on bargain purchase	32	(1,500)	–
Provision for inventories	10	22	–
Depreciation of property, plant and equipment	10	5,447	3,898
Depreciation of right-of-use assets	10	34,709	–
Equity-settled share-based payment expense	10	1,061	2,940
Interest income	10	(280)	(303)
Finance costs - interest on lease liabilities	10	2,340	–
Loss on disposal of property, plant and equipment	10	63	–
Operating cash flows before movements in working capital		68,130	20,672
Increase in rental deposits		(1,019)	(229)
Decrease in inventories		1,803	369
(Increase)/decrease in trade and other receivables and contract assets		(14,427)	130
Increase in trade and other payables and accrued expenses and provisions		3,141	376
Net cash generated from operations		57,628	21,318
Hong Kong Profits Tax paid		–	(6,455)
<b>Net cash generated from operating activities</b>		<b>57,628</b>	<b>14,863</b>
<b>Investing activities</b>			
Cash acquired from acquisition of a subsidiary	32	1,459	–
Net withdrawal of short-term bank deposit with original maturity over three months		13,000	24,000
Payments for purchase of property, plant and equipment		(7,447)	(2,817)
Interest received		280	303
<b>Net cash generated from investing activities</b>		<b>7,292</b>	<b>21,486</b>
<b>Financing activities</b>			
Dividend paid to equity shareholders of the Company	11(b)	(14,440)	(21,600)
Capital element of lease rentals paid	21(a)	(35,393)	–
Interest element of lease rentals paid	21(a)	(2,340)	–
Proceeds from issue of new shares in relation to award of shares	26	2,000	–
<b>Net cash used in financing activities</b>		<b>(50,173)</b>	<b>(21,600)</b>
<b>Net increase in cash and cash equivalents</b>		<b>14,747</b>	<b>14,749</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>32,921</b>	<b>18,172</b>
<b>Cash and cash equivalents at the end of the year, represented by bank balances and cash</b>		<b>47,668</b>	<b>32,921</b>

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 3(c).

The notes on pages 38 to 87 form part of these financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 1 General

World-Link Logistics (Asia) Holding Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability on 27 July 2015 and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and the principal place of business of the Company are disclosed in the section "Corporate Information" in the annual report.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company.

The Company acts as an investment holding company. The Company and its subsidiaries (the "Group") are principally engaged in the integrated logistics service, packing services and general trading. Particulars of the subsidiaries are set out in note 15.

## 2 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2019

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and a new standard, HKFRS 17, *Insurance contracts*, which are not yet effective for the year ended 31 December 2019 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKFRS 3, <i>Definition of a business</i>	1 January 2020
Amendments to HKAS 1 and HKAS 8, <i>Definition of material</i>	1 January 2020

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies

### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange. Significant accounting policies adopted by the Group are disclosed below.

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

### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2019 comprise the Company and its subsidiaries.

The measurement basis used in the preparation of the financial statements is the historical cost basis except as otherwise stated in the accounting policies set out below.

In addition, for financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follow:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (b) Basis of preparation of the financial statements (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 4.

### (c) Changes in accounting policies

The HKICPA has issued a new HKFRS, HKFRS 16, *Leases*, and a number of amendments to HKFRSs that are first effective for the current accounting period of the Group.

Except for HKFRS 16, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

#### HKFRS 16

HKFRS 16 replaces HKAS 17, *Leases*, and the related interpretations, HK(IFRIC) 4, *Determining whether an arrangement contains a lease*, HK(SIC) 15, *Operating leases-incentives*, and HK(SIC) 27, *Evaluating the substance of transactions involving the legal form of a lease*. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less ("short-term leases") and leases of low value assets.

The Group has initially applied HKFRS 16 as from 1 January 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019. Comparative information has not been restated and continues to be reported under HKAS 17.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

### (A) Changes in the accounting policies

#### (i) New definition of a lease

The change in the definition of a lease mainly relates to the concept of control. HKFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group applies the new definition of a lease in HKFRS 16 only to contracts that were entered into or changed on or after 1 January 2019. For contracts entered into before 1 January 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases.

Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

#### (ii) Lease accounting and transitional impact

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17, other than those short-term leases and leases of low-value assets which are exempt. As far as the Group is concerned, these newly capitalised leases are primarily in relation to property, plant and equipment as disclosed in note 14. For an explanation of how the Group applies lessee accounting, see note 3(r).

At the date of transition to HKFRS 16 (i.e. 1 January 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 January 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 3.67%.



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

To ease the transition to HKFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of HKFRS 16:

- (i) the Group elected not to apply the requirements of HKFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of HKFRS 16, i.e. where the lease term ends on or before 31 December 2019; and
- (ii) when measuring the lease liabilities at the date of initial application of HKFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment).

The following table reconciles the operating lease commitments as disclosed in note 29 as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

	1 January 2019 HK\$'000
Operating lease commitments at 31 December 2018	23,384
Less: commitments relating to leases exempt from capitalisation: <ul style="list-style-type: none"><li>– short-term lease and other leases with remaining lease term ending on or before 31 December 2019</li></ul>	(7,408)
Add: lease payments for the additional periods where the Group considers it reasonably certain that it will exercise the extension options	63,863
	79,839
Less: total future interest expenses	(3,620)
Present value of remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019 and total lease liabilities recognised at 1 January 2019	76,219

The right-of-use assets in relation to leases previously classified as operating leases have been recognised as if HKFRS 16 had always been applied since the commencement date of the lease (other than discounting using the relevant incremental borrowing rate at 1 January 2019).

The Group presents right-of-use assets and lease liabilities as separate line items in the consolidated statement of financial position.

## Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

### 3 Significant accounting policies (continued)

The following table summarises the impacts of the adoption of HKFRS 16 on the Group's consolidated statement of financial position:

	Carrying amount at 31 December 2018 HK\$'000	Impacts on adoption of HKFRS 16 HK\$'000	Carrying amount at 1 January 2019 HK\$'000
Right-of-use assets	–	72,899	<b>72,899</b>
<b>Total non-current assets</b>	14,198	72,899	<b>87,097</b>
Lease liabilities (current)	–	30,836	<b>30,836</b>
<b>Current liabilities</b>	17,835	30,836	<b>48,671</b>
<b>Net current assets</b>	78,799	(30,836)	<b>47,963</b>
<b>Total assets less current liabilities</b>	92,997	42,063	<b>135,060</b>
Lease liabilities (non-current)	–	45,383	<b>45,383</b>
<b>Total non-current liabilities</b>	717	45,383	<b>46,100</b>
<b>Net assets</b>	92,280	(3,320)	<b>88,960</b>
<b>Reserves</b>	87,480	(3,320)	<b>84,160</b>
Retained profits	35,180	(3,320)	<b>31,860</b>

The net book value of the Group's right-of-use assets by underlying assets at the end of the reporting period and at the date of transition to HKFRS 16 is as follows:

	At 31 December 2019 HK\$'000	At 1 January 2019 HK\$'000
Properties leased for own use, carried at depreciated cost	<b>64,382</b>	72,899

#### (B) Impact on the financial result and cash flows of the Group

After the initial recognition of right-of-use assets and lease liabilities as at 1 January 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a positive impact on the reported profit from operations in the Group's consolidated statement of profit or loss and other comprehensive income, as compared to the results if HKAS 17 had been applied during the year.

In the consolidated statement of cash flows, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element. These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under HKAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under HKAS 17. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a significant change in presentation of cash flows within the statement of cash flows.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

The following tables may give an indication of the estimated impact of adoption of HKFRS 16 on the Group's financial result for the year ended 31 December 2019, by adjusting the amounts reported under HKFRS 16 in these consolidated financial statements to compute estimates of the hypothetical amounts that would have been recognised under HKAS 17 if this superseded standard had continued to apply to 2019 instead of HKFRS 16, and by comparing these hypothetical amounts for 2019 with the actual 2018 corresponding amounts which were prepared under HKAS 17.

	2019				2018
	Amounts reported under HKFRS 16 (A) HK\$'000	Add back HKFRS 16 depreciation and interest expense (B) HK\$'000	Deduct estimated amounts related to operating lease as if under HKAS 17 (C) HK\$'000	Hypothetical amounts for 2019 as if under HKAS 17 (D=A+B+C) HK\$'000	Compared to amounts reported for 2018 under HKAS 17 HK\$'000
<b>Financial result for the year ended 31 December 2019 impacted by the adoption of HKFRS 16:</b>					
Profit from operations	28,608	34,709	(37,733)	25,584	14,137
Finance costs – interest on lease liabilities	(2,340)	2,340	–	–	–
Profit before taxation	26,268	37,049	(37,733)	25,584	14,137
Profit for the year	22,515	37,049	(37,733)	21,831	11,108

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

	2019			2018
	Amounts reported under HKFRS 16 (A) HK\$'000	Estimated amounts related to operating lease as if under HKAS 17 (Notes 1 & 2) (B) HK\$'000	Hypothetical amounts for 2019 as if under HKAS 17 (C=A+B) HK\$'000	Compared to amounts reported for 2018 under HKAS 17 HK\$'000
<b>Line items in the statement of cash flows for the year ended 31 December 2019 impacted by the adoption of HKFRS 16:</b>				
Cash generated from operations	57,628	(37,733)	19,895	21,318
<b>Net cash generated from operating activities</b>	<b>57,628</b>	<b>(37,733)</b>	<b>19,895</b>	<b>14,863</b>
Capital element of lease rentals paid	(35,393)	35,393	–	–
Interest element of lease rentals paid	(2,340)	2,340	–	–
<b>Net cash used in financing activities</b>	<b>(50,173)</b>	<b>37,733</b>	<b>(12,440)</b>	<b>(21,600)</b>

Note 1: The “estimated amounts related to operating leases” is an estimate of the amounts of the cash flows in 2019 that relate to leases which would have been classified as operating leases, if HKAS 17 had still applied in 2019. This estimate assumes that there were no differences between rentals and cash flows and that all of the new leases entered into in 2019 would have been classified as operating leases under HKAS 17, if HKAS 17 had still applied in 2019. Any potential net tax effect is ignored.

Note 2: In this impact table these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash generated from operating activities and net cash used in financing activities as if HKAS 17 still applied.



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (d) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 3(h)).

### (e) Associates

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 3(h)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the associate after applying the ECL model to such other long-term interests where applicable (see note 3(j)).

Unrealised profits and losses resulting from transactions between the Group and its associate is eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (f) Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group (see note 3(d)). The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred except if related to the issue of equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. Contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

### (g) Property, plant and equipment and right-of-use assets

Property, plant and equipment, including right-of-use assets arising from the lease of underlying plant and equipment (see note 3(r)) are stated at cost less accumulated depreciation and impairment losses (see note 3(h)):

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

– Properties leased for own use	Over the period of lease term
– Plant and machinery	3 - 5 years
– Furniture and equipment	3 - 10 years
– Other equipment	3 - 5 years
– Leasehold improvements	Over the period of lease term
– Motor vehicles	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.





# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (h) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets; and
- investments in subsidiaries in the Company's statement of financial position

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

#### – Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

#### – Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

#### – Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

### **Interim financial reporting and impairment**

Under the Rules Governing the Listing of Securities on the Stock Exchange, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (h) Impairment of other non-current assets (continued)

#### *Interim financial reporting and impairment (continued)*

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

### (i) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method. When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### (j) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 3(t)).

#### **Measurement of ECLs**

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls of trade and other receivables are discounted using the effective interest rate determined at initial recognition or an approximation thereof where the effect of discounting is material.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (j) Trade and other receivables (continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

#### Significant increases in credit risk

In assessing whether the credit risk of a financial instrument (including a loan commitment) has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (j) Trade and other receivables (continued)

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss.

#### Basis of calculation of interest income on credit-impaired financial assets

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation; or
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

#### Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

### (k) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and demand deposits with banks within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in note 3(j).

### (l) Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (m) Employee benefits

#### (i) Share-based payments

The fair value of award shares ("Award Shares") granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the valuation model, taking into account the terms and conditions upon which the Award Shares were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the Award Shares, the total estimated fair value of the Award Shares is spread over the vesting period, taking into account the probability that the Award Shares will vest.

During the vesting period, the number of Award Shares that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of Award Shares that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until the Award Shares are issued (when it is included in the amount recognised in share capital for the shares issued).

#### (ii) Retirement benefit costs

Payments to the retirement contribution scheme and Mandatory Provident Fund Scheme ("MPF Scheme") are charged as an expense when employees have rendered service entitling them to the contributions.

Provision for long service payments are recognised as an expense when employees have rendered services entitling them upon their retirement. The amount recognised represents the difference between the statutory requirement entitling the employees and the accrued benefits derived from employer's contributions made to the retirement contribution scheme/MPF Scheme. The amount is reviewed on an annual basis and adjusted as appropriate.

#### (iii) Bonus plan

The expected cost of bonus payments is recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities of the bonus plan are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (n) Foreign currencies

In preparing the financial statements of each individual Group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

### (o) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (o) Income tax (continued)

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### (p) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods or the provision of services.

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Further details of the Group's revenue and other income recognition policies are as follows:

#### (i) Service income

Service fees are recognised as revenue when the relevant services have been rendered.

#### (ii) Interest income

Interest income is recognised as it accrues using the effective interest method.

#### (iii) Sale of goods

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (q) Provisions and contingent liabilities

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 discount 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.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### (r) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

#### As a lessee

(A) Policy applicable from 1 January 2019

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 3(g) and 3(h)).



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (r) Leased assets (continued)

#### As a lessee (continued)

##### (A) Policy applicable from 1 January 2019 (continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property and lease liabilities separately in the statement of financial position.

##### (B) Policy applicable prior to 1 January 2019

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

### (s) 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 Group's senior executive management, including executive directors, chief executive officer, chief operation officer and chief financial officer, who collectively review the Group's internal reporting in order to make strategic decisions.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### (t) Contract assets

A contract asset is recognised when the Group recognises revenue (see note 3(p)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in note 3(j) and are reclassified to receivables when the right to the consideration has become unconditional (see note 3(p)).

### (u) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 3 Significant accounting policies (continued)

### (v) Related parties

- (1) A person, or a close member of that person's family, is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (2) An entity is related to the Group if any of the following conditions applies:
  - (i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (1).
  - (vii) A person identified in (1)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 4 Accounting judgement and estimates

### Sources of estimation uncertainty

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. As the future is inherently uncertain, actual results may differ from these estimates. 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.

Key sources of estimation uncertainty are as follows:

#### (a) Impairment of receivables

The Group performs regular review of the recoverability of receivables and makes loss allowance based on various factors including the aging of the receivables, historical write-off experience and forward looking information. The identification of impairment of receivables requires the use of judgement and estimates. Where the expectations are different from the original estimates, such differences will impact the carrying values of receivables and the impairment loss on receivable is recognised in the years in which such estimates have been changed.

#### (b) Determining the lease term

As explained in policy note 3(r) the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

#### (c) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated cost of completion and distribution costs. These estimates are based on the sales volume history, the ageing of inventories, the physical condition of the inventories and the subsequent selling prices of inventories after year-end date. Management reassesses the estimations at the end of each reporting period.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 5 Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, share premium, retained profits and other reserve.

The Group monitors capital on the basis of the adjusted net debt-to-equity ratio. The Group has initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the Group recognises right-of-use assets and corresponding lease liabilities for leases, except for those leases which remaining lease term ends within 12 months, previously accounted for an operating leases as from 1 January 2019. This caused a significant increase in the Group's total debt and hence the Group's adjusted net debt-to-capital ratio rose from 9.7% to 95.7% on 1 January 2019 when compared to its position as at 31 December 2018.

The directors of the Company review the capital structure on a regular basis by considering the cost of capital and the risks associated with each class of capital. Based on recommendation of directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as share buy-backs.

The ratios as at 31 December 2019 and 2018 were as follows:

	31 December 2019 HK\$'000	1 January 2019 HK\$'000 (Note)	31 December 2018 HK\$'000 (Note)
Current liabilities	67,427	48,671	17,835
Non-current liabilities	28,710	46,100	717
Total Debt	96,137	94,771	18,552
Less: dividend payable	(7,411)	(9,600)	(9,600)
<b>Adjusted net debt</b>	<b>88,726</b>	85,171	8,952
Total equity	109,130	88,960	92,280
<b>Adjusted net debt-to-equity ratio</b>	<b>81.3%</b>	95.7%	9.7%

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Under this approach, the comparative information is not restated. See note 3(c).

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 6 Revenue

	2019 HK\$'000	2018 HK\$'000
Transportation services income	46,108	37,720
Warehousing services income	91,488	73,282
Customisation services income	34,052	33,759
Value-added services income	11,993	10,070
Sale of goods	13,512	379
	197,153	155,210

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by operating segments is disclosed in note 7(a).

### Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

As at 31 December 2019, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is HK\$56,067,000 (2018: HK\$646,000). This amount represents revenue expected to be recognised in the future from service contracts entered into by the customers with the Group. The Group will recognise the expected revenue in future when or as the work is completed, which is expected to occur over the next 12 to 36 months (2018: next 12 to 36 months).

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its service contracts such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the service contracts that had an original expected duration of one year or less.

## 7 Segment information

The Group's operating segments are determined based on information reported to the chief operating decision maker of the Group (the executive directors of the Company who are also directors of all operating subsidiaries) (the "CODM"), for the purpose of resource allocation and performance assessment. The directors regularly review revenue and results analysis by (i) logistics solutions business; (ii) customisation services; and (iii) general trading. No operating segments have been aggregated in arriving at the reportable segments of the Group. No analysis of segment assets or segment liabilities is presented as such information is not regularly provided to the CODM.

- Logistics solutions business: this segment provides warehousing and delivery services. Currently the activities in this regard are primarily carried out in Hong Kong.
- Customisation services: this segment provides tailor-make logistics services. Currently the activities in this regard are primarily carried out in Hong Kong.
- General trading: this segment provides wholesales and trading of goods. Currently the activities in this regard are primarily carried out in Macau.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 7 Segment information (continued)

### (a) Segment revenue and results

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2019 and 2018 is set out below.

For the year ended 31 December 2019

	Logistics solutions business HK\$'000	Customisation services HK\$'000	General trading HK\$'000	Segment total HK\$'000	Eliminations HK\$'000	Total HK\$'000
<b>Disaggregated by timing of revenue recognition</b>						
Point in time	116,597	34,052	13,512	164,161	–	164,161
Overtime	32,992	–	–	32,992	–	32,992
<b>Revenue</b>						
Revenue from external customers	149,589	34,052	13,512	197,153	–	197,153
Inter-segment revenue	6,600	–	–	6,600	(6,600)	–
	156,189	34,052	13,512	203,753	(6,600)	197,153
<b>Results</b>						
Segment results	25,396	3,626	(1,161)			27,861
Unallocated corporate income						46
Unallocated corporate expenses						(1,639)
Profit before taxation						26,268



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 7 Segment information (continued)

### (a) Segment revenue and results (continued)

For the year ended 31 December 2018

	Logistics solutions business HK\$'000 (Note)	Customisation services HK\$'000 (Note)	General trading HK\$'000 (Note)	Segment total HK\$'000	Eliminations HK\$'000	Total HK\$'000
<b>Disaggregated by timing of revenue recognition</b>						
Point in time	78,025	34,177	379	112,581	–	112,581
Overtime	42,629	–	–	42,629	–	42,629
<b>Revenue</b>						
Revenue from external customers	120,654	34,177	379	155,210	–	155,210
Inter-segment revenue	6,000	–	–	6,000	(6,000)	–
	126,654	34,177	379	161,210	(6,000)	155,210
<b>Results</b>						
Segment results	14,325	4,743	122			19,190
Unallocated corporate income						75
Unallocated corporate expenses						(5,128)
Profit before taxation						14,137

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 3(c).

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies described in note 3(s). Segment results represents profit earned from each segment without allocation of certain corporate income and expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

## Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

### 7 Segment information (continued)

#### (b) Other segment information

For the year ended 31 December 2019

	Logistics solutions business HK\$'000	Customisation services HK\$'000	General trading HK\$'000	Segment total HK\$'000
Additions to property, plant and equipment	7,789	152	1,568	9,509
Additions to right-of-use assets (Note)	24,131	–	2,061	26,192
Loss on disposal of property, plant and equipment	63	–	–	63
Depreciation of property, plant and equipment included in the measure of segment results	5,007	125	315	5,447
Depreciation of right-of-use assets included in the measure of segment results	34,330	–	379	34,709

For the year ended 31 December 2018

	Logistics solutions business HK\$'000	Customisation services HK\$'000	General trading HK\$'000	Segment total HK\$'000
Additions to property, plant and equipment	2,298	19	–	2,317
Depreciation of property, plant and equipment included in the measure of segment results	3,812	86	–	3,898

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 3(c).

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 7 Segment information (continued)

### (c) Geographical information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's plant, property and equipment, interest in an associate and right-of-use assets ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of plant, property and equipment and right-of-use assets, the location of the operation to which they are allocated, and the location of operation, in the case of interest in an associate.

	Revenue from external customers		Specified non-current assets	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000 (Note)
Hong Kong	183,646	155,210	72,832	7,211
Macau	13,507	–	2,935	–
	197,153	155,210	75,767	7,211

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 3(c).

### (d) Information about major customers

Revenue from customers of corresponding years contributing over 10% of the Group's revenue are as follows:

	2019 HK\$'000	2018 HK\$'000
Customer A	24,367	23,819
Customer B	77,308	77,511
Customer C	38,489	30,422

Revenue from Customer A, B and C are generated from both of the logistics solutions business and customisation services segments.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 8 Directors' remuneration and employees' emoluments

### (a) Directors' and the chief executive's emoluments

Details of the emoluments paid or payable by the entities comprising the Group to the directors and the chief executive of the Company are as follows:

**For the year ended 31 December 2019**

Name of director	Fee HK\$'000	Salaries and other allowances HK\$'000	Retirement benefit scheme contributions HK\$'000	Discretionary bonuses HK\$'000	Share-based payments (note iv) HK\$'000	Total HK\$'000
<b>Executive directors</b> (note i)						
Mr. Yeung Kwong Fat (note ii)	240	1,740	198	–	317	2,495
Mr. Lee Kam Hung	240	1,740	198	–	317	2,495
Mr. Luk Yau Chi, Desmond	240	1,740	198	–	317	2,495
<b>Independent non-executive directors</b> (note iii)						
Mr. How Sze Ming	180	–	–	–	2	182
Mr. Jung Chi Pan, Peter	180	–	–	–	2	182
Mr. Mak Tung Sang	180	–	–	–	2	182
	1,260	5,220	594	–	957	8,031

**For the year ended 31 December 2018**

Name of director	Fee HK\$'000	Salaries and other allowances HK\$'000	Retirement benefit scheme contributions HK\$'000	Discretionary bonuses HK\$'000	Share-based payments (note iv) HK\$'000	Total HK\$'000
<b>Executive directors</b> (note i)						
Mr. Yeung Kwong Fat (note ii)	220	1,502	172	–	768	2,662
Mr. Lee Kam Hung	220	1,502	172	–	768	2,662
Mr. Luk Yau Chi, Desmond	220	1,502	18	–	768	2,508
<b>Independent non-executive directors</b> (note iii)						
Mr. How Sze Ming	162	–	–	–	29	191
Mr. Jung Chi Pan, Peter	162	–	–	–	29	191
Mr. Mak Tung Sang	162	–	–	–	29	191
	1,146	4,506	362	–	2,391	8,405

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 8 Directors' remuneration and employees' emoluments (continued)

### (a) Directors' and the chief executive's emoluments (continued)

- (i) The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.
- (ii) Mr. Yeung Kwong Fat is the Chief Executive Officer of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive officer.
- (iii) The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.
- (iv) Share-based payments represent the estimated value of Award Shares granted to the directors and independent non-executive directors under the Company's share award scheme. The value of these Award Shares is measured according to the Group's accounting policies for share-based payment transactions as set out in note 3(m)(i).

Details of these benefits in kind, including the principal terms and numbers of Award Shares granted, are disclosed under note 31.

### (b) Employees' emoluments

The five highest paid individuals of the Group for the year include 3 (2018: 3) individuals who were appointed as directors of the Company. The emoluments of the remaining 2 (2018: 2) individuals for the years are as follows:

	2019 HK\$'000	2018 HK\$'000
Salaries and other allowances	1,560	1,236
Performance related incentive payments	95	103
Retirement benefit scheme contributions	36	36
Share-based payments	49	191
	1,740	1,566

The emoluments of the employees were less than HK\$1,000,000 each during the year.

During the year, no emoluments were paid by the Group to any of the directors of the Company or the chief executive of the Group or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors of the Company or the chief executive of the Group waived any emoluments during both years.

## Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

### 9 Income tax in the consolidated statement of profit or loss and other comprehensive income

(a) Taxation in the consolidated statement of profit or loss and other comprehensive income represents:

	2019 HK\$'000	2018 HK\$'000
<b>Current tax – Hong Kong Profits Tax</b>		
Provision for the year	4,432	3,284
Over-provision in respect of prior years	(52)	(35)
	4,380	3,249
<b>Deferred tax</b>		
Origination of temporary differences (note 19(b))	(627)	(220)
	3,753	3,029

The provision for Hong Kong Profits Tax for 2019 is calculated at 16.5% (2018: 16.5%) of the estimated assessable profits for the year, taking into account a reduction granted by the Hong Kong SAR Government of 75% of the tax payable for the year of assessment 2018-19, subject to a maximum reduction of HK\$20,000 for each business (2018: a maximum reduction of HK\$30,000 was granted for the year of assessment 2017-18 and was taken into account in calculating the provision for 2018). A subsidiary of the Group is eligible for 8.25% tax band of the first HK\$2,000,000 under the two-tiered tax regime introduced by the Hong Kong SAR Government in 2019. No provision for tax has been made for an overseas subsidiary as tax losses were incurred for 2019.

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	2019 HK\$'000	2018 HK\$'000
Profit before taxation	26,268	14,137
Notional tax on profit before taxation	4,222	2,168
Tax effect of expenses not deductible for tax purposes	263	934
Tax effect of income not taxable for tax purposes	(385)	(38)
Tax effect of unused tax losses not recognised	139	–
Over-provision in prior years	(52)	(35)
Others	(434)	–
Income tax expense for the year	3,753	3,029

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 10 Profit for the year

	2019 HK\$'000	2018 HK\$'000 (Note)
Profit for the year has been arrived at after charging/(crediting):		
Gain on bargain purchase	(1,500)	–
Employee benefits expenses		
– Wages, salaries and allowances	53,303	47,490
– Post-employment benefits	2,928	2,222
– Share based payments	1,061	2,940
Auditor's remuneration		
– Audit services	1,040	860
– Non-audit services	6	–
Bank interest income	(280)	(303)
Loss on disposal of property, plant and equipment	63	–
Cost of inventories sold (note 18)	11,900	257
Provision for inventories	22	–
Depreciation charge		
– Property, plant and equipment	5,447	3,898
– Right-of-use assets	34,709	–
Finance costs - interest on lease liabilities	2,340	–

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 3(c).

## 11 Dividend

### (a) Dividends payable to equity shareholders of the Company attributable to the year

	2019 HK\$'000	2018 HK\$'000
Final dividend proposed after the end of the reporting period of 1.0 HK cent per ordinary share (2018: 1.0 HK cent per ordinary share)	4,981	4,840
Special dividend declared of 1.5 HK cents per ordinary share (2018: 2.0 HK cents per ordinary share)	7,411	9,600
	12,392	14,440

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 11 Dividend (continued)

### (b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and/or paid during the year

	2019 HK\$'000	2018 HK\$'000
Final dividend in respect of the previous financial year, approved and paid during the year, of 1.0 HK cent per ordinary share (2018: 1.0 HK cent per ordinary share)	4,840	4,800
Special dividend in respect of the previous financial year approved and paid during the year, of Nil HK cent per ordinary share (2018: 3.5 HK cents per ordinary share)	–	16,800
Special dividend in respect of the previous financial year paid during the year, of 2.0 HK cents per ordinary share (2018: Nil of HK cent per ordinary share)	9,600	–
	14,440	21,600

## 12 Earnings per share

### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of HK\$22,515,000 (2018: HK\$11,108,000) and the weighted average of 488,028,000 ordinary shares (2018: 480,000,000) in issue during the year, calculated as follows:

#### Weighted average number of ordinary shares

	2019 '000	2018 '000
Weighted average number of ordinary shares used in calculating basic earnings per share	488,028	480,000

### (b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of HK\$22,515,000 (2018: HK\$11,108,000) and the weighted average of 496,247,000 ordinary shares (2018: 491,408,000), calculated as follows:

#### Weighted average number of ordinary shares (diluted)

	2019 '000	2018 '000
Weighted average number of ordinary shares used in calculating basic earnings per share	488,028	480,000
Effect of deemed issue of ordinary shares under the Company's share award scheme for a subscription price of 50 HK cents per share	8,219	11,408
Weighted average number of ordinary shares used in calculating diluted earnings per share	496,247	491,408

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 13 Property, plant and equipment

	Plant and machinery HK\$'000	Furniture and equipment HK\$'000	Office equipment HK\$'000	Leasehold improvements HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
<b>Cost</b>						
At 1 January 2018	5,966	9,648	1,816	6,342	3,101	26,873
Additions	718	–	347	785	467	2,317
At 31 December 2018 and 1 January 2019	6,684	9,648	2,163	7,127	3,568	29,190
Acquisition of a subsidiary (note 32)	–	171	635	605	151	1,562
Additions	1,436	–	1,363	4,121	1,027	7,947
Disposals	–	–	–	(86)	(363)	(449)
At 31 December 2019	8,120	9,819	4,161	11,767	4,383	38,250
<b>Depreciation</b>						
At 1 January 2018	3,858	9,384	1,375	1,279	2,185	18,081
Provided for the year	960	166	278	2,136	358	3,898
At 31 December 2018 and 1 January 2019	4,818	9,550	1,653	3,415	2,543	21,979
Provided for the year	1,162	101	649	3,069	466	5,447
Eliminated on disposals	–	–	–	(55)	(331)	(386)
At 31 December 2019	5,980	9,651	2,302	6,429	2,678	27,040
<b>Carrying values</b>						
At 31 December 2019	2,140	168	1,859	5,338	1,705	11,210
At 31 December 2018	1,866	98	510	3,712	1,025	7,211

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 14 Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

	Note	31 December 2019 HK\$'000	1 January 2019 HK\$'000
Properties leased for own use, carried at depreciated cost	(i)	64,382	72,899

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	2019 HK\$'000	2018 HK\$'000 (Note)
Depreciation charge of right-of-use assets:	34,709	–
Interest on lease liabilities	2,340	–
Expense relating to short-term leases and other leases with remaining lease term ending on or before 31 December 2019	11,252	–
Total minimum lease payments for leases previously classified as operating leases under HKAS 17	–	43,294

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See note 3(c).

During the year, additions to right-of-use assets were HK\$26,192,000. This amount included the addition from acquisition of a subsidiary of HK\$2,061,000, and the remainder primarily related to the capitalised lease payments payable under new tenancy agreements.

Details of the maturity analysis of lease liabilities are set out in notes 25.

### (i) Properties leased for own use

The Group has obtained the right to use several industrial buildings as its warehouses and office premises through tenancy agreements, where its facilities are primarily located. The leases typically run for an initial period of 1 to 4 years.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 15 Investment in subsidiaries

Name of subsidiary	Place of incorporation and operations	Issued and fully paid ordinary share capital	Proportion of issued share capital owned by the Group		Principal activities
			2019	2018	
Real Runner Limited	British Virgin Islands	US\$3,000	100% (note)	100% (note)	Investment holding
World-Link Roadway System Company Limited	Hong Kong	HK\$10,000	100%	100%	Provision of warehousing, transportation and value-added services
World-Link Packing House Company Limited	Hong Kong	HK\$100	100%	100%	Provision of customisation services
Forewide Companhia (Macau) Limitada	Macau	MOP25,000	100%	N/A	Trading

Note: Real Runner Limited is directly held by the Company.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

## 16 Interest in an associate

The following list contains the particulars of an associate as at 31 December 2019, of which is an unlisted corporate entity whose quoted market price is not available:

Name of associate	Form of business structure	Place of incorporation and business	Particular of issued and paid up capital	Proportion of ownership interest			Principal activity
				Group's effective interest	Held by the Company	Held by a subsidiary	
Skya Link Limited ("Skya Link")	Incorporated	Hong Kong	1,000 ordinary shares	35%	–	35%	Trading

The Group acquired 35% equity interest in Skya Link at a consideration of HK\$175,000 during the year ended 31 December 2019.

The associate is accounted for using the equity method in the consolidated financial statements.

The associate is not individually material and its carrying amount in the consolidated financial statements is HK\$175,000 at 31 December 2019.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 17 Rental deposits

The balances represent rental deposits placed by the Group in connection with its rented premises. An amount of HK\$7,006,000 (2018: HK\$5,582,000) will recover after one year from the end of the reporting period. Therefore, this balance is classified as non-current. All of the other rental deposits are expected to be recovered within one year.

## 18 Inventories

	2019 HK\$'000	2018 HK\$'000
Finished goods	7,015	34
Less: provision on inventories	(497)	–
	6,518	34

The cost of inventories sold recognised as expenses amounted to approximately HK\$11,922,000 (2018: HK\$257,000) during the year ended 31 December 2019.

## 19 Income tax in the consolidated statement of financial position

### (a) Current taxation in the consolidated statement of financial position represents:

	2019 HK\$'000	2018 HK\$'000
Provision for Hong Kong Profits tax for the year	4,432	3,284
Provisional Profits Tax paid	–	(6,455)
	4,432	(3,171)
Balance of Profits Tax (recoverable)/provision relating to prior year	(1,758)	1,465
Tax payable/(recoverable)	2,674	(1,706)

### (b) Deferred tax assets recognised

The followings are the major deferred tax assets recognised and movements thereon during the current and prior years:

	Accelerated tax depreciation HK\$'000	Depreciation of right-of-use assets HK\$'000	Total HK\$'000
At 1 January 2018	685	–	685
Credited to profit or loss	220	–	220
At 31 December 2018 and 1 January 2019	905	–	905
Credited to profit or loss	193	434	627
At 31 December 2019	1,098	434	1,532

### (c) Deferred tax assets not recognised

The Group has not recognised deferred tax assets in respect of cumulative tax losses for an overseas subsidiary of HK\$4,473,000 (2018: HK\$Nil) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction. The tax losses will be expired in 3 years under current tax legislation.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 20 Trade and other receivables and contract assets

	2019 HK\$'000	2018 HK\$'000
Trade receivables	63,261	44,514
Prepayments	1,248	1,923
Contract assets (note 23)	308	532
Deposits and other receivables	942	582
	<b>65,759</b>	47,551

The Group allows a credit period ranging from 0 day to 120 days (2018: 0 day to 120 days) to its customers.

The following is an ageing analysis of trade receivables presented based on the invoice dates at the end of the reporting period.

	2019 HK\$'000	2018 HK\$'000
0 – 30 days	20,195	18,172
31 – 60 days	22,625	14,105
61 – 90 days	14,036	9,993
Over 90 days	6,405	2,244
	<b>63,261</b>	44,514

The ageing of trade receivables, based on due date and net of loss allowance, is as follows:

	2019 HK\$'000	2018 HK\$'000
Current	43,931	34,557
Within 1 month past due	13,962	7,674
Over 1 but within 2 months past due	5,157	1,280
Over 2 but within 3 months past due	211	325
Over 3 months past due	–	678
	<b>63,261</b>	44,514

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributed to customers and credit term granted to customers are reviewed regularly. The majority of the trade receivables have no history of defaulting on repayments. The Group does not hold any collateral over these balances. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 28(ii).

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 21 Bank balances and cash and short-term bank deposit with original maturity within/over three months

Bank balances and cash of the Group comprise bank balances and short-term bank deposits that are interest-bearing at prevailing market rates and are with original maturity of three months or less. The bank deposits carry interest at 0.01% to 0.25% (2018: 0.01%) per annum.

Short-term bank deposit with original maturity within three months as at 31 December 2019 carried interest ranging from 1.64% to 2.60% per annum.

Short-term bank deposit with original maturity over three months as at 31 December 2018 carried interest ranging from 0.86% to 2.15% per annum.

### (a) Reconciliation of liabilities arising from financing activities:

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the statement of cash flows as cash flows from financing activities.

	<b>Lease liabilities</b> HK\$'000 (Note 25)
<b>At 1 January and 31 December 2018</b>	–
Impact on initial application of HKFRS 16 (Note)	76,219
<b>At 1 January 2019</b>	76,219
<b>Changes from financing cash flows:</b>	
Capital element of lease rentals paid	(35,393)
Interest element of lease rentals paid	(2,340)
Total changes from financing cash flows	(37,733)
<b>Other changes:</b>	
Addition through acquisition of a subsidiary (note 32)	2,119
Increase in lease liabilities from entering into new leases during the year	24,131
Interest expenses	2,340
Total other changes	28,590
<b>At 31 December 2019</b>	67,076

Note: The Group has initially applied HKFRS 16 using the modified retrospective method and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. See notes 3(c).



## Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

### 21 Bank balances and cash and short-term bank deposit with original maturity within/over three months (continued)

#### (b) Total cash outflow for leases

Amounts included in the statement of cash flows for leases comprise the following:

	2019 HK\$'000	2018 HK\$'000 (Note)
Within operating cash flows	11,252	43,294
Within financing cash flows	37,733	–
	<b>48,985</b>	43,294

Note: The adoption of HKFRS 16 introduces a change in classification of cash flows of certain rentals paid on leases. The comparative amounts have not been restated.

These amounts are related to lease rentals paid.

### 22 Trade and other payables and accrued expenses

	2019 HK\$'000	2018 HK\$'000
Trade payables	9,060	2,620
Accrued employees benefits	4,456	3,118
Provision for long service payments (note 24)	202	193
Accrued expenses	2,582	1,863
Other payables	1,253	441
	<b>17,553</b>	8,235

All of the trade and other payables and accrued expenses are expected to be settled within one year or are payable on demand. As at 31 December 2019, the ageing analysis of trade payables based on invoice date, is as follows:

	2019 HK\$'000	2018 HK\$'000
0 – 30 days	7,047	2,620
31 – 60 days	1,560	–
61 – 90 days	41	–
Over 90 days	412	–
	<b>9,060</b>	2,620

## Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

### 23 Contract assets

	2019 HK\$'000	2018 HK\$'000
<b>Contract assets</b>		
Arising from performance under service contracts	308	532

All contract asset are expected to be recovered within one year.

### 24 Provisions

	2019 HK\$'000	2018 HK\$'000
Analysed for reporting purposes as:		
Non-current liabilities	1,423	717
Current liabilities	202	193
	1,625	910

	Long service payments HK\$'000	Reinstatement works HK\$'000	Total HK\$'000
At 1 January 2018	632	248	880
Provision for the year	30	–	30
At 31 December 2018 and 1 January 2019	662	248	910
Provision for the year	464	251	715
At 31 December 2019	1,126	499	1,625

Under the Hong Kong Employment Ordinance, the Group is obligated to make lump sum payments on cessation of employment in certain circumstances to employees who have completed at least five years of services with the Group. The amount payable is dependent on the employees' final salary and years of services, and is reduced by entitlement accrued under the Group's retirement schemes that are attributable to contributions made by the Group. The Group does not set aside any assets to fund the above.

The provision for the reinstatement works represents the management's best estimate of the liabilities associated with the removal and disposal of leasehold improvements at the end of a lease term when the Group is contractually obliged to restore the rented premises to a condition specified in the lease agreements.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25 Lease liabilities

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to HKFRS 16:

	31 December 2019		1 January 2019 (Note)		31 December 2018 (Note)	
	Present value of the minimum lease payments HK\$'000	Total minimum lease payments HK\$'000	Present value of the minimum lease payments HK\$'000	Total minimum lease payments HK\$'000	Present value of the minimum lease payments HK\$'000	Total minimum lease payments HK\$'000
Within 1 year	39,789	41,011	30,836	33,129	–	–
After 1 year but within 2 years	24,923	25,246	30,123	31,285	–	–
After 2 years but within 5 years	2,364	2,380	15,260	15,425	–	–
	27,287	27,626	45,383	46,710	–	–
	67,076	68,637	76,219	79,839	–	–
Less: total future interest expenses		(1,561)		(3,620)		–
Present value of lease liabilities		67,076		76,219		–

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Comparative information as at 31 December 2018 has not been restated. Further details on the impact of the transition to HKFRS 16 are set out in note 3(c).

## Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

### 26 Share capital

	Number of shares '000	Amount HK\$'000
Authorised		
At 1 January 2018, 31 December 2018 and 31 December 2019 of 1 HK cent	10,000,000	100,000
	Number of shares '000	Amount HK\$'000
Issued and fully paid:		
At 1 January 2018, 31 December 2018 and 1 January 2019	480,000	4,800
Shares issued under share award scheme (note 31)	4,000	40
Shares issued on acquisition of a subsidiary (note 32)	10,067	101
At 31 December 2019	494,067	4,941
		HK\$'000
Shown in the consolidated statement of financial position		4,941

On 21 January 2019, the Group issued the first tranche of 4,000,000 Award Shares under the share award scheme at a subscription price of 50 HK cents per share with total consideration of HK\$2,000,000. HK\$40,000 and HK\$3,897,000 were recorded in share capital and share premium respectively.

On 31 May 2019, the Group entered into an agreement purchase of the entire share capital of Forewide Companhia (Macau) Limitada. On 31 July 2019, the Group allotted and issued 10,067,114 consideration shares at 68 HK cents per shares with total consideration of HK\$6,845,000 and completed the acquisition. HK\$101,000 and HK\$6,744,000 were recorded in share capital and share premium respectively.



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 27 Reserves

### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out in note 34 to the financial statements.

### (b) Nature and purpose of reserves

#### (i) Share premium

Pursuant to the Companies Law (2004 Revision) of the Cayman Islands, the share premium account is distributable to the shareholders of the Company, provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

#### (ii) Capital reserve

The capital reserve comprises the fair value of the actual or estimated number of unexercised Award Shares granted to employees of the Company recognised in accordance with the accounting policy adopted for share-based payments in note 3(m)(i).

## 28 Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, short-term bank deposit with original maturity within three months, bank balances and cash and trade and other payables.

Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include interest rate risk, credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

### (i) Interest rate risk

The Group's bank balances carry interest at variable rates and have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rates. The Group is also exposed to fair value interest rate risk in relation to lease liabilities and fixed-rate bank deposits. The directors of the Company consider the Group's exposure is not significant as those interest-bearing bank deposits and bank balances are within a short maturity period and hence no sensitivity analysis has been prepared.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 28 Financial risk management objectives and policies (continued)

### (ii) Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's credit risk is primarily attributable to its trade receivables. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual customer at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on bank balances is limited because the counterparties are banks with high credit ratings.

As at 31 December 2019, the Group has concentration of credit risk as 28.5% (2018: 45.2%) of the total trade receivables was due from the Group's largest customer. The Group's concentration of credit risk on the top five largest customers accounted for 84.5% (2018: 94.9%) of the total trade receivables as at 31 December 2019. The management of the Group considered that the credit risk of amounts due from these customers is insignificant after considering their historical settlement record, credit quality and financial positions.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 120 days from the date of billing. Normally the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

Expected loss rates are based on actual loss experience over the past five years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables. No expected credit losses was recognised during the year as the Group assessed the credit risk in relation to its trade receivables to be insignificant.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 28 Financial risk management objectives and policies (continued)

### (iii) Liquidity risk

In management of the liquidity risk, the Group monitors and maintains levels of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows and the earliest date the Group can be required to pay.

#### For the year ended 31 December 2019

	Contractual undiscounted cash outflow				Carrying amount at 31 December HK\$'000
	Within 1 year or on demand HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000	Total HK\$'000	
Trade and other payables and accrued expenses	17,553	–	–	17,553	17,553
Dividend payable	7,411	–	–	7,411	7,411
Lease liabilities (Note)	41,011	25,246	2,380	68,637	67,076
	65,975	25,246	2,380	93,601	92,040

#### For the year ended 31 December 2018

	Contractual undiscounted cash outflow				Carrying amount at 31 December HK\$'000
	Within 1 year or on demand HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000	Total HK\$'000	
Trade and other payables and accrued expenses	8,235	–	–	8,235	8,235
Dividend payable	9,600	–	–	9,600	9,600
	17,835	–	–	17,835	17,835

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 3(c).

### (iv) Fair value measurement

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised costs in the consolidated financial statements approximate to their respective fair values at the end of the reporting period.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 29 Commitments

As at 31 December 2018, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of rented premises and machinery and equipment which fall due as follows:

	2018 HK\$'000
<b>Rented premises</b>	
Within one year	22,778
<b>Machinery and equipment</b>	
Within one year	606
	23,384

The Group is the lessee in respect of a number of industrial buildings, office properties, machinery and equipment under leases which were previously classified as operating leases under HKAS 17. The Group has initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to these leases (see note 3(c)). From 1 January 2019 onwards, future lease payments are recognised as lease liabilities in the statement of financial position in accordance with the policies set out in note 3(c).

## 30 Retirement benefit schemes

The Group operates a defined contribution scheme for all qualified employees. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group also participates in a defined contribution scheme which is registered under the MPF Scheme established under the Mandatory Provident Fund Ordinance in December 2000.

For members of the MPF Scheme, the Group contributes at the lower of HK\$1,500 per month or 5% of relevant payroll costs each month to the MPF Scheme, which contribution is matched by the employee.

The only obligation of the Group with respect to these retirement benefits schemes is to make the specified contributions. During the year, the total amount contributed by the Group to the schemes and cost charged to the profit or loss represents contributions paid/payable to the schemes by the Group at rates specified in the rules of the schemes. The retirement benefit scheme contributions made by the Group during the year amounted to HK\$2,431,000 (2018: HK\$2,166,000).

Provision for long service payments is recognised as an expense when employees have rendered services entitling them on cessation of employment in certain circumstances. Further details are disclosed in note 24.



# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 31 Equity-settled share-based transactions

On 19 January 2018 ("Award Date"), 12,000,000 Award Shares were granted to 13 selected individuals at the Subscription Price of 50 HK cents per Award Share, (i) up to 10,224,000 Connected Award Shares will be awarded to 6 connected selected individuals by way of issue and allotment of new Shares and (ii) up to 1,776,000 Independent Award Shares will be awarded to 7 independent selected individuals by way of issue and allotment of new Shares. The purposes of the Award Shares is to allow the Group to retain and provide incentives to the selected individuals for the continual operation and development of the Group and allow the Group to recognise and motivate the contributions made by the selected individuals to the Group.

The Award Shares granted to the grantees will vest in 3 equal instalments on the first, second and third anniversary of the Award Date. The number of Award Shares to be vested in the first tranche is subject to the fulfilment of performance guarantee mechanism with reference to revenue generated from new customers of the Group for the year ended 31 December 2018 as set out in the share award scheme. The number of Award Shares to be vested in the subsequent tranches is subject to the service condition of the grantees.

Movements in the number of Award Shares are as follows:

	2019 Number of Award Shares granted but not yet vested
At 31 December 2018	12,000,000
Award shares issued on 21 January 2019 (note 26)	(4,000,000)
At 31 December 2019	8,000,000

The total fair value of the Award Shares amounted to HK\$4,332,000 on the Award Date. The estimated fair value of the Award Shares on the grant date is determined by reference to the market price of the Company's shares at that date. The Group recognised share-based payment expenses of HK\$1,061,000 (2018: HK\$2,940,000) during the year ended 31 December 2019 with a corresponding increase in a capital reserve within equity.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 32 Acquisition of a subsidiary

### Business combinations

#### Acquisition of Forewide Companhia (Macau) Limitada

On 31 July 2019 (the "acquisition date"), the Group acquired the 100% equity interest of Forewide Companhia (Macau) Limitada ("the subsidiary") which is engaged in general trading, including the wholesale and trading of daily necessities and healthcare products at a consideration of HK\$6,845,000, which was settled in full by the allotment and issuance of 10,067,114 consideration shares at 68 HK cents, to explore opportunities of distributorship or other business arrangements. The subsidiary contributed revenue of HK\$13,507,000 to the Group and incurred loss of HK\$1,161,000 for the period from 31 July 2019 to 31 December 2019. If the acquisition had occurred on 1 January 2019, the Group's revenue and profit for the year ended 31 December 2019 would have been increased by HK\$12,572,000 and decreased by HK\$1,425,000 respectively.

The acquisition had the following effect on the Group's assets and liabilities on the acquisition date:

	Fair values recognised on acquisition HK\$'000
Property, plant and equipment	1,562
Inventories	8,309
Right-of-use assets	2,061
Trade and other receivables	3,781
Cash and cash equivalents	1,459
Trade and other payables	(6,708)
Lease liabilities	(2,119)
Net identifiable assets acquired	8,345
Less: total consideration transferred	(6,845)
Gain on bargain purchase*	1,500
<b>Analysis of the net cash inflow of the acquisition during the year ended 31 December 2019</b>	
Cash and cash equivalents acquired	1,459

\* In view of the need of the vendors to dispose of the investment in a short period of time for financial return, the vendors rendered a bargain to the Group on the acquisition, which resulted in a gain on bargain purchase.

	HK\$'000
<b>Acquisition date fair value of consideration transferred</b>	
Consideration shares allotted and issued	6,845

### Acquisition-related costs

The Group incurred acquisition-related costs of HK\$458,000 relating to the external legal fee and valuation costs. These costs have been included in "other expenses" in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2019.

# Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

## 33 Material related party transactions

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

Remuneration for key management is the amount paid to the Company's Directors as disclosed in note 8. Total remuneration is included in "employee benefits expenses".

## 34 Company-level statement of financial position

	2019 HK\$'000	2018 HK\$'000
<b>Non-current asset</b>		
Investment in a subsidiary	25,183	25,183
<b>Current assets</b>		
Other receivables	266	282
Amount due from subsidiaries	84,524	63,777
Bank balances and cash	4,786	5,288
	89,576	69,347
<b>Current liabilities</b>		
Other payables and accrued expenses	503	100
Amount due to a subsidiary	9,600	–
Dividend payable	7,411	9,600
	17,514	9,700
<b>Net current assets</b>	72,062	59,647
<b>Net assets</b>	97,245	84,830
<b>Capital and reserves</b>		
Share capital	4,941	4,800
Reserves (Note)	92,304	80,030
	97,245	84,830

The Company's statement of financial position was approved and authorised for issue by the board of directors on 23 March 2020 and are signed on its behalf by:

Mr. Yeung Kwong Fat  
Director

Mr. Lee Kam Hung  
Director

## Notes to the Consolidated Financial Statements

(Expressed in Hong Kong dollars unless otherwise indicated)

### 34 Company-level statement of financial position (continued)

Note:

	Share premium HK\$'000	Merger reserve HK\$'000	Capital reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2018	49,350	25,183	–	2,397	76,930
Profit for the year	–	–	–	31,360	31,360
Recognition of equity-settled share-based payment	–	–	2,940	–	2,940
Dividend approved in respect of previous year	–	–	–	(21,600)	(21,600)
Dividend declared in respect of the current year	–	–	–	(9,600)	(9,600)
At 31 December 2018 and 1 January 2019	49,350	25,183	2,940	2,557	80,030
Profit for the year	–	–	–	14,760	14,760
Recognition of equity-settled share-based payment expense	–	–	1,061	–	1,061
Issue of ordinary shares in relation to award of new shares	3,897	–	(1,937)	–	1,960
Shares issued on acquisition of a subsidiary	6,744	–	–	–	6,744
Dividend approved in respect of previous year	–	–	–	(4,840)	(4,840)
Dividend declared in respect of the current year	–	–	–	(7,411)	(7,411)
At 31 December 2019	59,991	25,183	2,064	5,066	92,304

### 35 Non-adjusting events after the reporting period

On 20 January 2020, the Group has issued the second tranche of 4,000,000 Award Shares. Further details of the share-based payments are disclosed in note 3(m)(i).

### 36 Comparative figures

The Group has initially applied HKFRS 16 at 1 January 2019. Under the transition method chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 3(c).

# FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years is set out below:

## Results

	2019 HK\$'000	2018 HK\$'000 (Note)	2017 HK\$'000 (Note)	2016 HK\$'000 (Note)	2015 HK\$'000 (Note)
<b>Revenue</b>	<b>197,153</b>	155,210	163,610	149,724	125,161
Profit before taxation	<b>26,268</b>	14,137	28,957	28,752	2,706
Income tax expense	<b>(3,753)</b>	(3,029)	(5,327)	(5,241)	(2,556)
Profit for the year attributable to the shareholders	<b>22,515</b>	11,108	23,630	23,511	150
<b>Assets and Liabilities</b>					
Total assets	<b>205,267</b>	110,832	119,508	96,433	95,143
Total liabilities	<b>(96,137)</b>	(18,552)	(10,076)	(10,631)	(32,852)
Net assets	<b>109,130</b>	92,280	109,432	85,802	62,291

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 3(c).