



Link Asia  
環亞國際實業

Link-Asia International Co. Ltd.  
環亞國際實業有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1143

2019

ANNUAL REPORT  
年報



# CONTENTS

## 目錄

Corporate Information 公司資料	2
Financial Highlights 財務摘要	4
Chairman's Statement 主席報告書	5
Management Discussion and Analysis 管理層討論及分析	7
Corporate Governance Report 企業管治報告	21
Biographical Details of Directors 董事履歷詳情	36
Environmental, Social and Governance Report 環境、社會及管治報告	38
Report of the Directors 董事會報告	65
Independent Auditor's Report 獨立核數師報告	82
Consolidated Statement of Profit or Loss 綜合損益表	89
Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表	91
Consolidated Statement of Financial Position 綜合財務狀況表	92
Consolidated Statement of Changes in Equity 綜合權益變動表	94
Consolidated Statement of Cash Flows 綜合現金流量表	95
Notes to the Consolidated Financial Statements 綜合財務報表附註	99
Five-Year Financial Summary 五年財務概要	238
Information for Investors 投資者資料	240

# CORPORATE INFORMATION

## 公司資料

### EXECUTIVE DIRECTORS

Mr. Lin Dailian (*Chairman*)  
Mr. Duan Chuanhong  
Mr. Xia Xiaobing

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Bao Jinqiao  
Mr. Li Huiwu  
Mr. Wang Guozhen

### AUDIT COMMITTEE

Mr. Li Huiwu (*Chairman*)  
Mr. Bao Jinqiao  
Mr. Wang Guozhen

### NOMINATION COMMITTEE

Mr. Bao Jinqiao (*Chairman*)  
Mr. Lin Dailian  
Mr. Wang Guozhen

### REMUNERATION COMMITTEE

Mr. Bao Jinqiao (*Chairman*)  
Mr. Lin Dailian  
Mr. Wang Guozhen

### COMPANY SECRETARY

Ms. Yeung Josephine Yan

### REGISTERED OFFICE

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

### HONG KONG OFFICE

16th Floor  
Three Exchange Square  
8 Connaught Place  
Central, Hong Kong

### 執行董事

林代聯先生(主席)  
段川紅先生  
夏小兵先生

### 獨立非執行董事

鮑金橋先生  
李慧武先生  
王國鎮先生

### 審核委員會

李慧武先生(主席)  
鮑金橋先生  
王國鎮先生

### 提名委員會

鮑金橋先生(主席)  
林代聯先生  
王國鎮先生

### 薪酬委員會

鮑金橋先生(主席)  
林代聯先生  
王國鎮先生

### 公司秘書

楊昕女士

### 註冊辦事處

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

### 香港辦事處

香港中環  
康樂廣場8號  
交易廣場3座  
16樓

# CORPORATE INFORMATION

## 公司資料

### MAINLAND OFFICE

No .15 North Guangcong Commercial Street  
First Industrial Zone  
Zhuliao Town, Baiyun District  
Guangzhou  
Guangdong Province  
PRC

### STOCK CODE

1143

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
54th Floor  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

### PRINCIPAL BANKERS

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

### AUDITORS

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

### LEGAL ADVISORS AS TO HONG KONG LAWS

Fangda Partners  
26th Floor  
One Exchange Square  
8 Connaught Place  
Central, Hong Kong

### 內地辦事處

中國  
廣東省  
廣州  
白雲區竹料鎮  
第一工業區  
廣從商業北街15號

### 股份代號

1143

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心  
54樓

### 主要往來銀行

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

### 核數師

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

### 有關香港法律的法律顧問

方達律師事務所  
香港中環  
康樂廣場8號  
交易廣場一期  
26樓



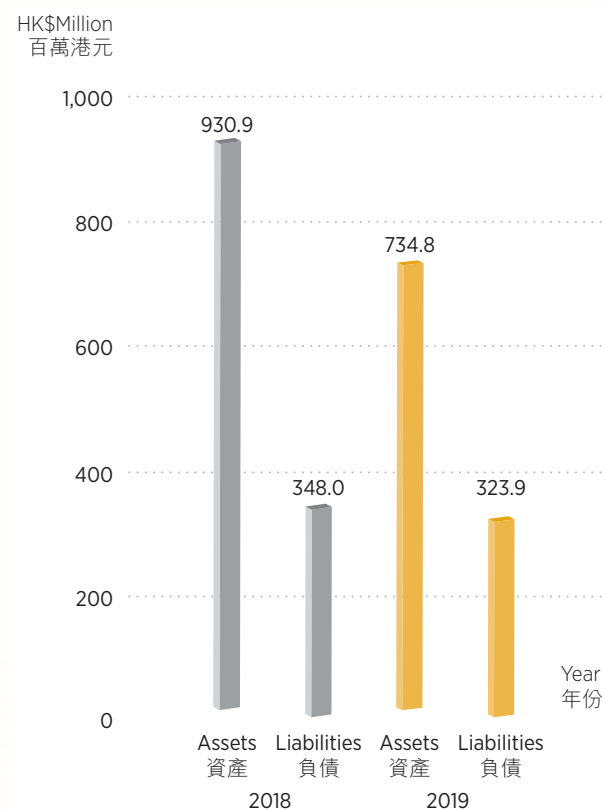
# FINANCIAL HIGHLIGHTS

## 財務摘要

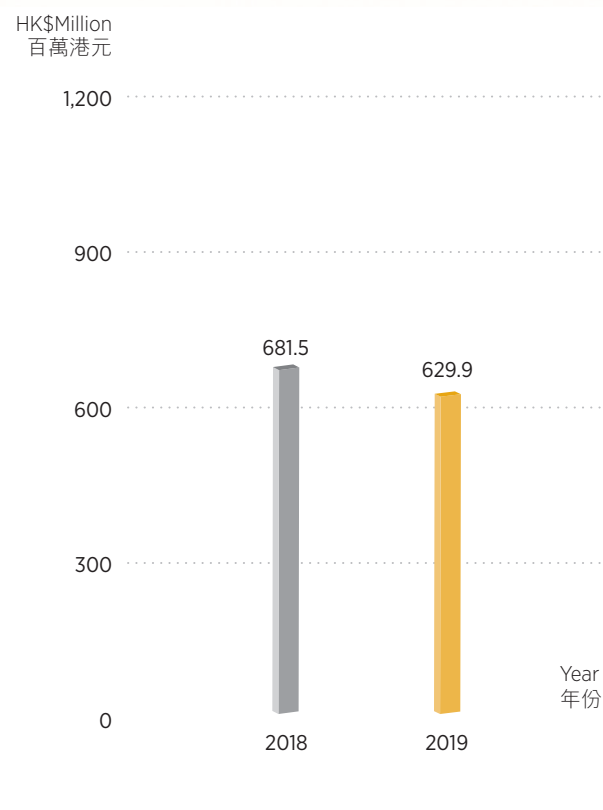
HK\$ Million, except otherwise stated  
百萬港元，除另有指明者外

		2019 二零一九年	2018 二零一八年 (Re-presented) (經重列)
Revenue	收入	<b>629.9</b>	681.5
Loss for the year	年度虧損	<b>(179.3)</b>	(49.3)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	<b>(171.7)</b>	(58.0)
Loss per share (HK cents)	每股虧損(港仙)	<b>(2.889)</b>	(0.975)
Average inventory turnover day (days)	平均存貨周轉天數(天)	<b>71.6</b>	64.6
Average trade receivable turnover day (days)	平均應收貿易賬款周轉天數(天)	<b>83.1</b>	67.7
Average trade payable turnover day (days)	平均應付貿易賬款周轉天數(天)	<b>48.3</b>	49.1
Total assets	資產總值	<b>734.8</b>	930.9
Total liabilities	負債總值	<b>323.9</b>	348.0

### Financial position 財務狀況



### Revenue 收入



# CHAIRMAN'S STATEMENT

## 主席報告書

Dear Shareholders,

On behalf of the board (the “Board”) of directors (the “Directors”), I would hereby like to present the audited consolidated financial results of Link-Asia International Co. Ltd. (the “Company”) and its subsidiaries (collectively, the “Group”) for the year ended 31 December 2019 (“the Year”).

During the Year, the global economy had suffered from geopolitical conflicts and the uncertainty arising out of the Sino-US trade dispute. China’s export business was severely affected as well. Coupled with weak domestic demand, China’s annual GDP growth fell to 6.1%, the lowest since 1990. The Group had carefully assessed the situation and will continue to closely monitor the relevant negative impacts and actively seek quality investment opportunities for future sustainable development.

As part of the future development strategy, the Group officially changed the name from “China Healthcare Enterprise Group Limited” to “Link-Asia International Co. Ltd.” on 20 November 2019, unveiling a new chapter for the Group to tap into new areas. Based on the Group’s extensive experience in the electronics industry and its insights of the industry trends, we are optimistic about global technological innovations and long-term development of the digital economy. In addition, it is noted that Southeast Asia, with a young and massive population, are creating rare opportunities for local real estate development and rich individuals from developed Asian countries have strong demand on asset allocation in Southeast Asia. As such, the Group has started to set foot in the real estate supply chain service business in Southeast Asia since the second half of 2019.

During the Year, even though the global economic was not good, the Group managed to maintain a stable performance in its electronic manufacturing services (“EMS”) and marketing and distribution of communication products (“Distribution of Communication Products”). Only a mild decrease was recorded in the revenue and a reasonable gross profit margin was maintained.

致各股東：

本人謹代表董事（「董事」）會（「董事會」）提呈環亞國際實業有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零一九年十二月三十一日止年度（「本年度」）之經審核綜合財務業績。

於本年度內，全球經濟受壓於地緣政治衝突及中美貿易糾紛的不確定性影響。中國出口業務亦大受影響。疊加國內需求疲弱，中國年度國內生產總值增長下跌至6.1%，是自一九九零年以來最低。本集團已審慎評估有關情況，並將繼續密切觀察全球經濟的負面因素對本集團的影響，以及積極尋求可促進本集團未來可持續發展的優質投資機會。

為配合本集團未來發展戰略，本集團於二零一九年十一月二十日正式將其名稱由「華夏健康產業集團有限公司」更改為「環亞國際實業有限公司」，為本集團開拓未來新發展領域揭開新篇章。憑藉本集團於電子行業的豐富經驗及其對科技行業發展趨勢的瞭解，我們對全球技術創新及數碼經濟的長期發展持樂觀態度。此外，東南亞擁有龐大而且年輕的人口，為當地房地產發展帶來難得的機遇；發達亞洲國家、地區的富有人群亦對於東南亞進行資產配置有強勁需求。有見及此，本集團自二零一九年下半年起開始佈局東南亞房地產供應鏈服務業務。

於本年度內，儘管宏觀經濟環境不佳，本集團電子製造服務（「電子製造服務」）以及營銷及分銷通訊產品（「分銷通訊產品」）仍能維持相對穩定表現。收入僅錄得溫和下跌，毛利率也維持在合理水準。

# CHAIRMAN'S STATEMENT

## 主席報告書

With regard to the Securities and Other Assets Investment operation, the Group disposed of non-core business that possessed barely any potential and were irrelevant to our future development strategy. This move would help the Group to further consolidate its resources and re-deploy these resources to better opportunities.

Looking ahead, although the U.S.A. and China have entered into the first stage economic and trade agreement early this year, the global economy didn't improve much. The first "black swan event" occurred at the beginning of 2020 — severe global outbreak of the novel coronavirus (COVID-19). It brought China's economics and global tourism, transportation, trade, retail business, etc, to a standstill and seriously affected the global economy and the Group's business. Nevertheless, the Group will actively consolidate its resources and act with prudence in pursuing continuous development in our core businesses. Meanwhile, the Group will provide value chain service to China's middle class who seek for overseas investment opportunities, and Chinese leading enterprises which aim to expand businesses in overseas markets. Besides, the Group will seize the opportunities in the global fight against the COVID-19, such as the dealing of diagnostic kits and other medical equipments, in order to diversify income sources and discharge its corporate social responsibility.

In light of various difficulties and challenges, the Group will continue its path ahead. With the prudent approach, stable operation and steady management, we will strive to consolidate the business base and seek new business opportunities to bring reasonable returns to shareholders.

Finally, on behalf of the board of directors, I would like to extend my gratitude to our staff for their hard work and efforts during the year. I wish to also thank all our shareholders, stakeholders, customers and business partners for their continuous support and trust to the Group.

**Lin Dailian**  
*Chairman*  
31 March 2020

就證券及其他資產投資業務而言，本集團於年內出售了沒有發展前景以及與本集團未來發展規劃無關的非核心業務，此舉可讓本集團進一步集中資源並將資源重新調配至其他更好的發展機會。

展望將來，儘管中美於今年年初訂立首階段經貿協議，但環球經濟形勢未能大幅改善，首個「黑天鵝事件」於二零二零年年初發生 — 全球爆發嚴重的新冠病毒(COVID-19)，令中國經濟活動以至全球旅遊、運輸、貿易及零售業務等停滯不前，嚴重影響全球經濟乃至本集團目前的業務。儘管如此，本集團將積極整合資源，並以謹慎態度行事，在繼續發展核心業務的同時，也為尋求海外投資機會的中國中產階級，以及到海外發展的中國優勢企業提供相應供價值鏈服務。此外，本集團亦把握全球對抗新冠病毒(COVID-19)疫情的機會，如分銷檢測試劑盒及其他相關醫療設備等，在拓寬本集團收入來源之外，亦履行企業的社會責任。

面對各種困難及挑戰，本集團將繼續邁步向前。憑藉穩健的政策、穩定的業務營運及穩固的管理基礎，我們將致力鞏固業務基礎及物色新商機，為股東帶來合理的回報。

最後，本人謹代表董事會衷心感謝全體員工於本年度的辛勤工作及不懈努力，同時亦感謝全體股東、持份者、客戶及商業夥伴一如既往的支持及對本集團的信任。

**林代聯**  
*主席*  
二零二零年三月三十一日



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS OVERVIEW

During the Year, the global economy suffered from geopolitical conflicts and the Sino-US trade dispute. China's annual GDP growth in 2019 fell to approximately 6.1%, the lowest since 1990.

Even though the overall demand of our products was turning weak under the aforementioned context, the Group has managed to maintain a stable performance in the EMS and Distribution of Communication Products businesses while a mild decrease in revenue was recorded.

In order to expand revenue streams, the Group proactively looked for business opportunities in Southeast Asia and Pan-Asia, in particular, in the real estate supply chain business. As part of the business strategy, the Group has changed its name from "China Healthcare Enterprise Group Limited" to "Link-Asia International Co. Ltd." on 20 November 2019, signifying an important step into the promising realm of Southeast Asia with massive population. The Group has leveraged its network in selected Southeast Asia countries to locate high-quality real estate projects since the second half of 2019.

For the Year, the Group generated total revenue from continuing operations of approximately HK\$629.9 million (2018: HK\$681.5 million). Gross profit from continuing operations amounted to approximately HK\$135.8 million (2018: HK\$147.3 million), and loss attributable to owners of the Company amounted to approximately HK\$171.8 million (2018: HK\$58.0 million).

As at 31 December 2019, the Group had bank and cash balances totalling approximately HK\$241.4 million (2018: HK\$354.2 million) and maintained a healthy financial position.

### 業務回顧

於本年度，全球經濟因地緣政治衝突及中美貿易糾紛而大受影響。中國於二零一九年的年度國內生產總值增長下跌至約6.1%，自一九九零年以來最低。

在上述背景下，儘管我們產品的整體需求正在轉弱，但本集團電子製造服務及分銷通訊產品業務仍能維持穩定表現，而收入錄得溫和下跌。

為擴大收入來源，本集團積極地於東南亞及泛亞地區物色商機，尤其是房地產供應鏈業務。作為業務策略的一部分，本集團於二零一九年十一月二十日將其名稱由「華夏健康產業集團有限公司」更改為「環亞國際實業有限公司」，標誌著進入東南亞這一擁有大量人口及前景光明的領域的重要一步。本集團自二零一九年下半年起利用其於選定東南亞國家的網絡物色優質房地產項目。

於本年度，本集團錄得來自持續經營業務的總收入約629,900,000港元(二零一八年：681,500,000港元)。來自持續經營業務的毛利約為135,800,000港元(二零一八年：147,300,000港元)，而本公司擁有人應佔虧損約為171,800,000港元(二零一八年：58,000,000港元)。

於二零一九年十二月三十一日，本集團的銀行及現金結餘合共約為241,400,000港元(二零一八年：354,200,000港元)，維持穩健的財務狀況。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### REVIEW OF OPERATIONS

#### The EMS and Distribution of Communications Products Businesses

The EMS and Distribution of Communication Products businesses contributed revenue of approximately HK\$582.5 million (2018: HK\$622.9 million) and HK\$36.5 million (2018: HK\$43.7 million), respectively, to the Group. The Group has seen an overall weak demand in both residential and business phone sectors in the major markets. Nevertheless, the Group managed to maintain a relatively stable performance in the turnover and only a mild decrease of approximately 7.1% was recorded in 2019.

#### Securities and Other Assets Investment

Indicative of its relatively brief period of operation, having been established in 2016, the Securities and Other Assets Investment business contributed revenue of approximately HK\$11.0 million (2018: 14.9 million) to the Group during the Year, primarily through the provision of catering service.

#### Geographical Analysis

Revenue from the major European countries (the United Kingdom, Switzerland, Poland and France) totalled approximately HK\$328.5 million (2018: HK\$271.3 million), and accounted for approximately 52.2% (2018: 39.8%) of the Group's revenue from continuing operations for the Year. The U.S.A. market contributed approximately HK\$52.8 million (2018: HK\$129.9 million) in revenue and accounted for approximately 8.4% (2018: 19.1%) of the Group's revenue from continuing operations. The PRC (including Hong Kong) and other countries accounted for approximately HK\$113.5 million (2018: HK\$120.0 million) and HK\$135.1 million (2018: HK\$160.2 million), respectively, representing approximately 18.0% (2018: 17.6%) and 21.4% (2018: 23.5%) of the Group's revenue from continuing operations.

### 營運回顧

#### 電子製造服務及分銷通訊產品業務

電子製造服務及分銷通訊產品業務分別為本集團貢獻收入約582,500,000港元(二零一八年: 622,900,000港元)及36,500,000港元(二零一八年: 43,700,000港元)。本集團的住宅及商務電話於主要市場的整體需求疲軟。儘管如此,本集團的營業額仍維持相對穩定的表現,於二零一九年僅錄得約7.1%的溫和下跌。

#### 證券及其他資產投資

證券及其他資產投資業務於二零一六年成立,經營時間相對較短,於本年度為本集團貢獻收入約11,000,000港元(二零一八年: 14,900,000港元),主要來自提供餐飲服務。

#### 地區分析

於本年度,主要歐洲國家(英國、瑞士、波蘭及法國)的總收入約為328,500,000港元(二零一八年: 271,300,000港元),佔本集團來自持續經營業務的收入約52.2%(二零一八年: 39.8%)。美國市場貢獻收入約為52,800,000港元(二零一八年: 129,900,000港元),佔本集團來自持續經營業務的收入約8.4%(二零一八年: 19.1%)。中國(包括香港)及其他國家分別錄得約113,500,000港元(二零一八年: 120,000,000港元)及135,100,000港元(二零一八年: 160,200,000港元),分別佔本集團來自持續經營業務的收入約18.0%(二零一八年: 17.6%)及21.4%(二零一八年: 23.5%)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### Revenue

The Group's reporting segments are strategic business units that offer different products and services. There are three broad groups of business units for segment accounting purpose, namely, EMS, Distribution of Communications Products and the Securities and Other Assets Investment. In EMS segment, there are also two main groups of products, namely, communications and non-communications products, whereas non-communications products mainly include appliances and appliances control products and multimedia products. Distribution of Communications Products segment represents the marketing and distribution of communications products. The function of the Securities and Other Assets Investment segment is to carry out effective financial management and new business development.

For the Year, the Group recorded total revenue from continuing operations of approximately HK\$629.9 million (2018: HK\$681.5 million).

For the Year, the revenue from EMS segment decreased by approximately 6.5% to HK\$582.5 million (2018: HK\$622.9 million), whereas the revenue from Distribution of Communications Products segment decreased by approximately 16.6% to HK\$36.5 million (2018: HK\$43.7 million). The Securities and Other Assets Investment segment contributed revenue of approximately HK\$11.0 million (2018: HK\$14.9 million).

The decrease in the revenue of EMS segment was composed of approximately HK\$24.7 million decrease in the appliance and appliances control product and approximately HK\$27.5 million in residential phone product, as a result of weaker market demand, offset by the increase in sales of multimedia products of approximately HK\$12.7 million.

The decrease in the revenue of Distribution of Communications Products segment was caused by the fall in overall demand in the business phone sector.

#### Cost of Sales

Cost of sales decreased by 7.5% from approximately HK\$534.2 million in 2018 to HK\$494.1 million in 2019 in line with the decrease of the revenue.

### 財務回顧

#### 收入

本集團的報告分部為策略性業務單位，提供不同產品及服務。就分部會計目的而言，目前有三個廣泛的業務單位組別，即電子製造服務、分銷通訊產品以及證券及其他資產投資。電子製造服務分部亦有兩大產品類別，即通訊及非通訊產品，而非通訊產品主要包括電器以及電器控制產品及多媒體產品。分銷通訊產品分部指營銷及分銷通訊產品。證券及其他資產投資分部的職能為進行有效財務管理及新業務發展。

於本年度，本集團來自持續經營業務之總收入約為629,900,000港元(二零一八年：681,500,000港元)。

於本年度，電子製造服務分部收入減少約6.5%至582,500,000港元(二零一八年：622,900,000港元)，而分銷通訊產品分部收入下跌約16.6%至36,500,000港元(二零一八年：43,700,000港元)。證券及其他資產投資分部貢獻收入約11,000,000港元(二零一八年：14,900,000港元)。

電子製造服務分部收入減少包括電器及電器控制產品減少約24,700,000港元及家用電話產品減少約27,500,000港元，乃由於市場需求疲弱所致，由多媒體產品銷售增加約12,700,000港元所抵銷。

分銷通訊產品分部收入下降乃由於商務電話市場的整體需求下滑所致。

#### 銷售成本

銷售成本由二零一八年約534,200,000港元減少7.5%至二零一九年494,100,000港元，與收入減少一致。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Gross Profit

Gross profit from continuing operations decreased by approximately 7.8% from HK\$147.3 million in 2018 to HK\$135.8 million in 2019, as a result of diminished turnover achieved during the Year, while the gross profit margin was maintained at approximately 21.6% in both years.

### Investment and other income

The investment and other income decreased from approximately HK\$15.1 million in 2018 to HK\$12.4 million in 2019. The major components of the investment and other income were interest income of approximately HK\$8.3 million and reimbursement from suppliers for testing defective products of approximately HK\$1.7 million. The decrease was mainly due to no consultancy fee income recognised in 2019 (2018: HK\$2.5 million) and no waive of license rights payable in 2019 (2018: HK\$1.9 million) offset by the increase in reimbursement from suppliers for testing defective products by approximately HK\$1.5 million.

### Other gains and losses

Other gains and losses decreased from approximately HK\$9.1 million in 2018 to HK\$3.9 million in 2019. The major components of other gains and losses were net foreign exchange gains of approximately HK\$3.9 million. The decrease was mainly due to no gain on disposal of subsidiaries recognised and less net foreign exchange gains in the Year.

### Selling and distribution expenses

Selling and distribution expenses of approximately HK\$28.8 million (2018: HK\$27.5 million) accounted for approximately 4.6% in 2019 and 4.0% in 2018 of the Group's revenue from continuing operations. The increases was mainly attributable to the increase of approximately HK\$2.7 million in the royalty expense and partially offset by the decrease of approximately HK\$1.3 million in the freight and transportation cost in distribution business in the U.S.A..

### Administrative expenses

Administration expenses of approximately HK\$179.4 million (2018: HK\$182.5 million) accounted for approximately 28.5% in 2019 and 26.8% in 2018 of the Group's revenue from continuing operations, respectively. The decrease of approximately HK\$3.1 million was mainly attributable to the decrease in rental expenses.

### 毛利

由於本年度的營業額下降，因此來自持續經營業務的毛利由二零一八年147,300,000港元減少約7.8%至二零一九年135,800,000港元，毛利率於兩個年度則維持約21.6%。

### 投資及其他收入

投資及其他收入由二零一八年約15,100,000港元減少至二零一九年12,400,000港元。投資及其他收入的主要組成部分為利息收入約8,300,000港元及供應商測試瑕疵產品的報銷約1,700,000港元。該減少乃主要由於在二零一九年並無確認顧問費收入(二零一八年：2,500,000港元)，以及於二零一九年並無特許權應付款豁免(二零一八年：1,900,000港元)，由供應商測試瑕疵產品的報銷增加約1,500,000港元所抵銷。

### 其他收益及虧損

其他收益及虧損由二零一八年約9,100,000港元減少至二零一九年3,900,000港元。其他收益及虧損的主要組成部分為匯兌收益淨額約3,900,000港元。該減少乃主要由於本年度並無確認出售附屬公司的收益及匯兌收益淨額較少。

### 銷售及分銷開支

銷售及分銷開支約28,800,000港元(二零一八年：27,500,000港元)，於二零一九年及二零一八年佔本集團來自持續經營業務的收入分別約4.6%及4.0%。該增加乃主要由於美國分銷業務的專利費開支增加約2,700,000港元，且由貨運及運輸成本減少約1,300,000港元部分抵銷。

### 行政費用

行政費用約179,400,000港元(二零一八年：182,500,000港元)，分別於二零一九年及二零一八年佔本集團來自持續經營業務的收入約28.5%及26.8%。該減少約3,100,000港元乃主要由於租金開支減少所致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Impairment losses for loans to other parties, net

Impairment losses for loans to other parties increased from approximately HK\$5.0 million in 2018 to HK\$54.6 million in 2019. A valuation of expected credit loss was performed by an independent valuer, based on the credit rating analysis of the borrowers. As the borrowers' financial situation deteriorated during the Year, the expected credit loss has risen significantly.

### Other operating expenses

Other operating expenses increased from approximately HK\$20.0 million in 2018 to HK\$42.5 million in 2019. The increase was mainly attributable to the disposal of fixed assets of approximately HK\$2.1 million, loss of disposal of a subsidiary of approximately HK\$19.2 million and a reinstatement provision of approximately HK\$1.5 million during the Year. The loss of disposal of a subsidiary included the goodwill of approximately HK\$18.8 million as disclosed in the profit warning announcement on 24 January 2020.

### Finance costs

The Group's finance costs mainly comprise the interest on loans from independent third party and related companies. The Group's finance costs were approximately HK\$6.8 million in 2019 and HK\$2.8 million in 2018, representing approximately 1.1% and 0.4% of the Group's revenue from continuing operations in 2019 and 2018, respectively. The increase was mainly due to the interest expenses on lease liabilities of approximately HK\$4.4 million (after the adoption effect of HKFRS 16).

### Income tax expenses

The Group's income tax expense represents amounts of income tax paid by the Group, at the applicable tax rates in accordance with the relevant laws and regulations in Hong Kong, PRC and the U.S.A.. The Group had no tax payable in other jurisdictions during the years ended 31 December 2019 and 2018.

### Loss attributable to owners of the Company

The loss attributable to owners of the Company is of approximately HK\$171.7 million (2018: HK\$58.0 million). The Group's net loss margin attributable to owners of the Company for the year ended 31 December 2019 was approximately -27.3% (2018: -8.5%).

### 向其他人士貸款的減值虧損淨額

向其他人士貸款的減值虧損由二零一八年約5,000,000港元增加至二零一九年54,600,000港元。獨立估值師根據借款人的信貸評級分析進行預期信貸虧損的評估。由於年內借款人的財務狀況惡化，預期信貸虧損大幅上升。

### 其他經營費用

其他經營費用由二零一八年約20,000,000港元增加至二零一九年42,500,000港元。該增加乃主要由於在本年度內出售固定資產約2,100,000港元、出售一間附屬公司虧損約19,200,000港元及修復撥備約1,500,000港元。出售一間附屬公司的虧損包括於二零二零年一月二十四日的盈利警告公告中所披露的商譽約18,800,000港元。

### 融資成本

本集團的融資成本主要包括來自獨立第三方及關聯公司貸款的利息。本集團的融資成本於二零一九年及二零一八年分別約為6,800,000港元及2,800,000港元，並於二零一九年及二零一八年分別佔本集團來自持續經營業務的收入約1.1%及0.4%。該增加主要由於租賃負債的利息開支約為4,400,000港元（計及採納香港財務報告準則第16號的影響後）。

### 所得稅開支

本集團的所得稅開支指本集團根據香港、中國及美國的有關法律及法規按適用稅率繳付的所得稅款額。於截至二零一九年及二零一八年十二月三十一日止年度，本集團並無其他司法權區之應付稅項。

### 本公司擁有人應佔虧損

本公司擁有人應佔虧損約為171,700,000港元（二零一八年：58,000,000港元）。截至二零一九年十二月三十一日止年度，本公司擁有人應佔本集團淨虧率約為-27.3%（二零一八年：-8.5%）。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Loss for the year attributable to non-controlling interests

Loss for the year attributable to non-controlling interests amounted to approximately HK\$7.6 million for the year ended 31 December 2019 (2018: profit of HK\$8.7 million). The loss attributable to the non-controlling interests mainly contributed by the sales of medical equipments in the PRC.

### Discontinued operation

On 31 December 2019, Anhui Huayuan Guoyi Medical Investment Management Limited (“Guoyi”) was disposed at a consideration of approximately HK\$0.6 million. The disposal gain was recorded at approximately HK\$0.7 million.

A sale and purchase agreement to dispose Guoyi was entered on 31 December 2019 and completed on the same date. The financial reporting of Guoyi has been reclassified as discontinued operation. The total revenue of the discontinued operation was approximately HK\$58.2 million (2018: HK\$53.7 million).

Loss for the year from discontinued operation was approximately HK\$14.7 million for the Year (2018: profit of HK\$15.9 million).

## LIQUIDITY AND CAPITAL RESOURCES

The Group generally finances its operations and capital expenditure by internally generated cashflows.

As at 31 December 2019, the bank and cash balances amounted to approximately HK\$241.4 million (2018: HK\$354.2 million), representing an decrease of approximately HK\$112.8 million from 2018. Respective sum of approximately 18.8%, 67.2% and 10.2% of the bank and cash balances was denominated in RMB, USD and HKD.

The Group’s current ratio remains in a healthy position at 1.9 times (2018: 2.15 times).

As at 31 December 2019, the carrying amounts of the loan from a related company and loan from an independent third party were approximately HK\$0.6 million and HK\$20.0 million, respectively. The loan from a related company is denominated in RMB which is non-interest bearing and repayable on demand, and the loan from an independent third party is denominated in HK Dollar with a fixed interest rate of 12% per annum and was settled on 24 March 2020. Details of such are set out in the announcement of the Company dated 24 March 2020. As at 31 December 2018, the borrowings represented the loans from related companies and loan from an independent third party of approximately HK\$20.3 million and HK\$20.0 million, respectively.

### 非控股權益應佔年度虧損

截至二零一九年十二月三十一日止年度，非控股權益應佔年度虧損約為7,600,000港元(二零一八年：溢利8,700,000港元)。非控股權益應佔虧損主要來自於中國的醫療設備銷售業務。

### 已終止經營業務

於二零一九年十二月三十一日，安徽華源國怡醫療投資管理有限公司(「國怡」)以代價約600,000港元出售。出售收益錄得約700,000港元。

買賣協議於二零一九年十二月三十一日訂立以出售國怡，並於同日完成。國怡的財務報告已重新分類為已終止經營業務。已終止經營業務的總收入約為58,200,000港元(二零一八年：53,700,000港元)。

於本年度，已終止經營業務的年度虧損約為14,700,000港元(二零一八年：溢利15,900,000港元)。

### 流動資金及資本資源

本集團一般以內部產生現金流量撥付其業務營運及資本開支所需。

於二零一九年十二月三十一日，銀行及現金結餘合共約為241,400,000港元(二零一八年：354,200,000港元)，較二零一八年減少約112,800,000港元。銀行及現金結餘中約18.8%、67.2%及10.2%以人民幣、美元及港元計值。

本集團流動比率保持穩健，為1.9倍(二零一八年：2.15倍)。

於二零一九年十二月三十一日，來自關連公司的貸款及來自一名獨立第三方的貸款的賬面值分別約為600,000港元及20,000,000港元。來自一間關連公司的貸款以人民幣計值，其為免息及須按要求償還，而來自一名獨立第三方的貸款以港元計值，固定年利率為12%，並於二零二零年三月二十四日償還。有關詳情載於本公司日期為二零二零年三月二十四日的公告。於二零一八年十二月三十一日，借款指來自關聯公司的貸款及來自一名獨立第三方的貸款分別約為20,300,000港元及20,000,000港元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The gearing ratio of the Group was 44.1% as at 31 December 2019 (2018: 37.4%), which is calculated based on the Group's total liabilities divided by its total assets. Taking into account of the amount of liquid assets on hand, the Group has sufficient financial resources to meet its ongoing operational requirements.

### Cash flow

In 2019, approximately HK\$62.4 million was used in the operating activities, whilst approximately HK\$0.5 million and HK\$37.6 million were generated from investing activities and used in financing activities, respectively. Net cash outflow from financing activities was related to the payment of lease liabilities after the adoption effect of HKFRS 16.

### Capital structure

As at 31 December 2019, the total number of issued shares of the Company is 5,945,311,400 shares with a nominal value of HK\$0.001 each.

### Exchange risk exposure

The Group has transactional currency exposures. Such exposures arise from the business operations in the PRC and Hong Kong denominated in RMB and USD, respectively. As at 31 December 2019, the Group had minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities were principally denominated in the respective functional currencies, i.e. RMB and USD, used by the respective group entities, or in USD for the respective group entities with HKD being the functional currency. As HKD is pegged to USD, the Group considers the risk of movements in exchange rates between HKD and USD to be insignificant for transactions denominated in USD. The RMB is not freely convertible into other foreign currencies and conversion of the RMB into foreign currencies is subject to rules and regulations of foreign exchange control promulgated by the PRC government. As at 31 December 2019, the Group does not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group had no investment in any financial derivatives, foreign exchange contracts, interest or currency swaps, hedging or other financial arrangements for hedging purposes to reduce any currency risk nor made any over-the-counter contingent forward transactions. The Group will closely monitor its foreign currency exposure and will consider using hedging instruments in respect of significant foreign currency exposure as and when appropriate.

於二零一九年十二月三十一日，本集團資本負債比率為44.1%（二零一八年：37.4%），乃按本集團總負債除以其總資產為計算基準。經考慮手頭流動資產的金額，本集團有足夠財務資源應付其持續營運需要。

### 現金流量

於二零一九年，經營活動所用現金為約62,400,000港元，投資活動所產生及融資活動所用現金分別為約500,000港元及37,600,000港元。融資活動現金流出淨額與計及採納香港財務報告準則第16號的影響後支付租賃負債有關。

### 資本結構

於二零一九年十二月三十一日，本公司已發行股份總數為5,945,311,400股，每股面值0.001港元。

### 外匯風險

本集團存在交易貨幣風險。該等風險來自中國及香港分別以人民幣及美元計值的業務營運。於二零一九年十二月三十一日，本集團的外匯風險極小，因為其大部分業務交易、資產及負債主要以相關集團實體使用的相關功能貨幣計值（即人民幣及美元）或功能貨幣為港元的相關集團實體使用的美元計值。由於港元與美元掛鉤，本集團認為港元兌美元匯率變動風險對以美元計值的交易影響不大。人民幣不可自由兌換為其他外幣，人民幣兌換為外幣須遵守中國政府頒佈的外匯管制規則及法規。於二零一九年十二月三十一日，本集團並無就其外幣資產及負債設定外幣對沖政策。本集團並無投資於任何金融衍生工具、外匯合約、利率或貨幣掉期、對沖或作對沖用途的其他財務安排，以減低任何貨幣風險，亦無進行任何場外或然遠期交易。本集團將密切監察其外匯風險，並將於適當時候考慮就重大外匯風險使用對沖工具。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Capital expenditure

Capital expenditure for 2019 amounted to approximately HK\$9.2 million and capital commitments as at 31 December 2019 amounted to approximately HK\$96,000. Both the capital expenditure and capital commitments were mainly related to the acquisition of plant and machinery to replace retired ones.

### Pledge of assets

As at 31 December 2019, no bank deposits (2018: HK\$1.3 million) were pledged to banks for securing banking facilities and also certain shares of subsidiaries have been pledged to an independent third party to secure a loan facility available to the Group.

### Contingent liabilities

(i) As at 31 December 2018 and 2019, the Group had an outstanding guarantee (the “Guarantee”) to one of the suppliers of an overseas subsidiary (the “Disposed Subsidiary”), which was disposed on 7 October 2015, for payment in relation to a sum of US\$2.6 million (equivalent to approximately HK\$20.3 million), representing a trade balance under dispute between the Disposed Subsidiary and the supplier. The supplier subsequently sold the trade balance to a third party.

During 2017, the Disposed Subsidiary had agreed with the third party for a final settlement by instalment of US\$650,000 (equivalent to approximately HK\$5.1 million). In this regards, as at 31 December 2019, the Group had an outstanding guarantee of the sum limited to US\$650,000, subject to the full payment of the final settlement effected by the Disposed Subsidiary.

The Disposed Subsidiary had issued counter guarantee to the Company to indemnify the Company for any loss in relation to the Guarantee.

### 資本開支

二零一九年的資本開支約為9,200,000港元，及於二零一九年十二月三十一日的資本承擔約為96,000港元。資本開支及資本承擔主要與購置廠房及機器以替代退役機器有關。

### 資產抵押

於二零一九年十二月三十一日，並無銀行存款（二零一八年：1,300,000港元）已抵押予銀行作為銀行融資的擔保，且若干附屬公司股份已抵押予獨立第三方，作為本集團可獲得貸款融資的抵押。

### 或然負債

(i) 於二零一八年及二零一九年十二月三十一日，本集團對已於二零一五年十月七日出售之海外附屬公司（「已出售附屬公司」）之其中一名供應商有尚未償付擔保（「該擔保」），其有關支付合共2,600,000美元（相當於約20,300,000港元）之款項，此乃已出售附屬公司與該供應商之爭議貿易結餘。隨後供應商已出售貿易結餘予第三方。

於二零一七年，已出售附屬公司已與第三方達成最終和解，分期付款650,000美元（相當於約5,100,000港元）。就此而言，於二零一九年十二月三十一日，本集團擁有尚未償付擔保金額上限為650,000美元，視乎已出售附屬公司實際悉數支付的最終和解款項而定。

已出售附屬公司已向本公司發出反擔保，以就該擔保之任何損失為本公司提供彌償保證。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

(ii) In 2018, a lawsuit was lodged against a subsidiary of the Company, Guangzhou Telefield Limited. The plaintiff seeks compensation of approximately RMB1 million (equivalent to approximately HK\$1.1 million). A settlement agreement was signed with the plaintiff to compensate RMB1 million (equivalent to approximately HK\$1.1 million) in five payment instalments. As at 31 December 2019, four instalments were made and the remaining instalment was approximately RMB0.2 million (equivalent to approximately HK\$0.22 million).

Apart from the above, the Group and the Company did not have any significant contingent liabilities.

### Significant investments, acquisition and disposal

As at 31 December 2019, the Group was holding listed equity investments at fair value of approximately HK\$13.4 million (2018: HK\$27.2 million), which were classified as equity investments at fair value through other comprehensive income ("FVTOCI"). The fair value change in respect of such investments of approximately HK\$9.4 million (2018: downward movement of HK\$25.7 million) was recorded in other comprehensive income. No dividend income was received during the year ended 31 December 2019 in respect of these investments.

Save as disclosed in note 43(e) to the consolidated financial statements, there were no significant investment held, material acquisitions or disposals of subsidiaries, associates and joint ventures by the Group during the Year.

### Future plans for material investments or capital assets

There was no specific plan for material investments or capital assets as at 31 December 2019.

(ii) 於二零一八年，本公司的附屬公司廣州中慧電子有限公司被提出訴訟。原告要求彼賠償約人民幣1,000,000元(相當於約1,100,000港元)。與原告簽訂和解協議以分五期賠償人民幣1,000,000元(相當於約1,100,000港元)。於二零一九年十二月三十一日，已支付四期款項，餘下期數約為人民幣200,000元(相當於約220,000港元)。

除上文所述外，本集團及本公司並無任何重大或然負債。

### 重大投資、收購及出售

於二零一九年十二月三十一日，本集團持有公平值約為13,400,000港元(二零一八年：27,200,000港元)的上市股權投資，有關投資分類列為按公平值計入其他全面收益(「按公平值計入其他全面收益」)的股權投資。有關該等投資的公平值變動約為9,400,000港元(二零一八年：下跌25,700,000港元)，已計入其他全面收益。截至二零一九年十二月三十一日止年度，本集團概無獲得有關該等投資的任何股息收入。

除該等財務報表附註43(e)所披露者外，本集團於年內概無持有重大投資、重大收購或出售附屬公司、聯營公司及合營企業。

### 日後重大投資計劃或資本資產

於二零一九年十二月三十一日概無具體的重大投資計劃或資本資產。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Use of proceeds from subscription

On 13 October 2017, the Group entered into share subscription agreement (“Subscription Agreement”) with Keywan Global Limited (“Keywan”). All conditions precedent of the Subscription Agreement have been fulfilled and completion took place on 1 November 2017. Pursuant to the Subscription Agreement, an aggregate of 990,000,000 shares of the Company were allotted and issued to Keywan at a subscription price of HK\$0.3 per share. The net proceeds received by the Group was approximately HK\$297 million. Upon completion of the share subscriptions, Keywan has 16.65% shareholding in the Company. The intended use of the net proceeds from the Subscription was to finance the proposed acquisition of a polyurethane condom business (the “Proposed Acquisition”) as detailed in the circular dated 15 February 2018 and/or the general working capital of the Group. As at 31 December 2019, the Proposed Acquisition was not materialized.

As at the date of 2018 Annual Report, the net proceeds of approximately HK\$159 million was utilised for the Group’s general working capital, of which approximately 39% for staff costs, 27% for office rental and management fee and 34% for other administrative and operating expenses.

Up to 31 December 2019, additionally approximately HK\$88 million was used as the Group’s general working capital, of which approximately 25% for staff costs, 24% for office rental and management fee and 51% for other administrative and operating expenses.

On 6 March 2020, in order to better deploy the resources of the Group, the Board has resolved to assign the unutilised net proceeds of approximately HK\$21 million as at 6 March 2020 to the development of business in Pan Asia, including the establishment of the real estate sale channel system in Southeast Asia, and the upgrade and development of the digital economy cloud service business in Southeast Asia, which has leveraged on its electronic products and telecommunications services, while the unutilised net proceeds of approximately HK\$10 million as general working capital of the Group. For further details, please refer to the announcement of the Company dated 6 March 2020.

Subsequently from 1 January 2020 up to the date of 2019 Annual Report, additionally approximately HK\$47 million was used, of which approximately 38.3% for the development of business in Pan Asia and 61.7% for the general working capital. The remaining unutilised net proceeds is estimated to be fully utilised in the next three months.

### 認購事項所得款項用途

於二零一七年十月十三日，本集團與Keywan Global Limited（「Keywan」）訂立股份認購協議（「認購協議」）。認購協議的所有先決條件均已獲達成，並於二零一七年十一月一日完成。根據認購協議，本公司已向Keywan配發及發行合共990,000,000股股份，認購價為每股股份0.3港元。本集團收取的所得款項淨額約為297,000,000港元。股份認購完成後，Keywan擁有本公司16.65%股權。認購事項所得款項淨額擬定用作為日期為二零一八年二月十五日的通函所詳述的建議收購聚氨酯避孕套業務（「建議收購事項」）提供資金及／或本集團的一般營運資金。於二零一九年十二月三十一日，建議收購事項沒有落實。

於二零一八年年報日期，所得款項淨額約159,000,000港元用作本集團的一般營運資金，其中約39%用作員工成本、27%用作辦公室租金及管理費，以及34%用作其他行政及營運開支。

直至二零一九年十二月三十一日，另撥約88,000,000港元用作本集團的一般營運資金，其中約25%用作員工成本、24%用作辦公室租金及管理費及51%用作其他行政及營運開支。

於二零二零年三月六日，為了將本集團的資源作更佳部署，董事會議決將於二零二零年三月六日未動用的所得款項淨額約21,000,000港元分配在泛亞地區業務發展方面，包括打造東南亞地區房地產銷售渠道體系，升級發展以電子產品及通訊服務為基礎的東南亞地區數字經濟雲服務業務等，餘下約10,000,000港元用作本集團的一般營運資金。有關進一步詳情，請參閱本公司日期為二零二零年三月六日的公告。

於二零二零年一月一日後直至二零一九年年報日期，已額外動用約47,000,000港元，其中約38.3%用作發展泛亞業務及61.7%用作一般營運資金。餘下未動用的所得款項淨額估計將於未來三個月悉數動用。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Human resources

As at 31 December 2019, the Group had approximately 1,400 employees in various operating units located in Hong Kong, U.S.A. and PRC. In order to attract and retain high quality talents to ensure smooth operation and cater for the Group's constant expansion, it offers competitive remuneration packages, with reference to market conditions, individual qualifications and experience. In addition to basic salaries, the Group also provides medical coverage, discretionary and performance related bonus. Meanwhile, employees are provided or funded to attend training and development programs which are relevant to their works.

There is no outstanding share option as at 31 December 2019 and 2018. In addition, no share option was granted, cancelled or lapsed during the year ended 31 December 2019.

### Environmental, social and corporate responsibility

As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure sustainable development of its business. The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands a better future depends on everyone's participation and contribution. It has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole. The Group maintains strong relationships with its employees, has enhanced cooperation with its suppliers and has provided high quality products and services to its customers so as to ensure sustainable development.

The details of such are set out in the Environmental, Social and Governance report on pages 38 to 64 of this annual report. During the Year, the Group has complied with the relevant environmental laws and regulations in all material respects. The Group will review its environmental practices from time to time and will implement further eco-friendly measures and practices closely enhancing environmental sustainability. For further details, please refer to pages 38 to 64 of this annual report.

### 人力資源

於二零一九年十二月三十一日，本集團位於香港、美國及中國各個營運單位僱用約1,400名僱員。為招攬及延挽優質精英，以確保營運順暢及應付本集團持續拓展需要，本集團參照市況、個人資歷及經驗提供具競爭力的薪酬待遇。除基本薪金外，本集團亦提供醫療保障及酌情表現花紅。此外，本集團為僱員提供或資助參加與其工作相關的培訓及發展課程。

本集團於二零一九年及二零一八年十二月三十一日概無未行使購股權。此外，於截至二零一九年十二月三十一日止年度，本集團並無任何購股權獲授出、註銷或失效。

### 環境、社會及企業責任

作為一間具社會責任的企業，本集團致力維持最高要求之環境及社會標準，以確保其業務可持續發展。本集團已遵守所有與其業務有關的相關法律及法規，包括健康及安全、工作環境條件、就業及環境。本集團明白有賴所有人的參與及貢獻才能成就美好將來，亦因此鼓勵僱員、客戶、供應商及其他持份者參與環境及社會活動，惠及整個社區。本集團與其僱員維持緊密關係，加強與其供應商之間的合作，並為其客戶提供優質產品及服務，以確保可持續發展。

有關詳情載於本年報第38至第64頁的環境、社會及管治報告。於年內，本集團已遵守有關環境法律及法規的所有重要方面。本集團將不時檢討其環境條例，並會進一步實施環保措施及行動，以密切提高環境可持續性。有關進一步詳情，請參閱本年報第38至64頁。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Compliance with laws and regulations

The Group's operations are mainly carried out by the Company's subsidiaries in the mainland China while the Company itself is listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Our establishment and operations accordingly shall comply with applicable laws and regulations in the mainland China and Hong Kong. The Group would seek professional legal advice from its legal advisers to ensure its transactions and business are in compliance with the applicable laws and regulations. During the Year, the Group was not aware of any noncompliance with any relevant laws and regulations that had a significant impact on it.

### Key risks and uncertainties

Our Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to our Group's businesses. The followings are the key risks and uncertainties identified by our Group. There may be other risks and uncertainties in addition to those shown below which are not known to our Group or which may not be material now but could turn out to be material in the future.

### Market Risks

Market risk is the risk that deteriorates profitability or affects ability to meet business objectives arising from the movement in market prices, like foreign exchange rates, interest rates and equity prices. The management of our Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

### Foreign Exchange Rates Risk

As our Group's transactions were mainly conducted in HKD, USD, RMB and Euro ("EUR"), exposing to the potential RMB and EUR exchange rate fluctuations. The Group currently does not have a foreign currency hedging policy in respect of other foreign currency transactions, assets and liabilities. However, the Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

### 遵守法律及法規

本集團的業務主要由本公司於中國內地的附屬公司進行，而本公司本身於香港聯合交易所有限公司（「聯交所」）上市。因此，我們的成立及營運須遵守中國內地及香港的適用法律及法規。本集團將尋求法律顧問的專業法律意見，以確保其交易及業務符合適用的法律及法規。於年內，本集團並不知悉任何不遵守任何有關法律及法規的情況（對其有重大影響）。

### 主要風險及不明朗因素

本集團的財務狀況、營運業績及業務前景可能受到與本集團業務直接或間接相關的許多風險及不明朗因素的影響。以下為本集團知悉的主要風險及不明朗因素。除下文所列者外，或會存在本集團並未知悉或目前可能不重要但日後可能變得重要的其他風險及不明朗因素。

### 市場風險

市場風險乃因市場價格（即匯率、利率及股價）變動而使盈利能力受損或影響達成業務目標的能力的風險。本集團管理層對該等風險進行管理及監控，以確保能及時有效採取適當措施。

### 外匯風險

由於本集團交易主要以港元、美元、人民幣及歐元（「歐元」）計值，因此其面臨人民幣及歐元的潛在匯率波動。本集團現時並無制定有關其他外幣交易、資產及負債的外幣對沖政策。然而，本集團密切監察其外幣風險，需要時會考慮對沖重大的外幣風險。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Interest Rate Risk

For interest-sensitive products and investments, our Group analyses its interest rate exposure on a dynamic basis and considers managing this risk in a cost-effective manner when appropriate, through variety of means.

### Liquidity Risk

Liquidity risk is the potential that our Group will be unable to meet its obligations when they fall due because of an inability to obtain adequate funding or liquidate assets. In managing liquidity risk, our Group monitors cash flows and maintains an adequate level of cash and cash equivalent to ensure the ability to finance the Group's operations and reduce the effects of fluctuation in cash flows.

### Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risks basically rests with every function at divisional and departmental levels. Key functions in our Group are guided by their standard operating procedures, limits of authority and reporting framework. Our management will identify and assess key operational exposures regularly so that appropriate risk response can be taken.

### Manpower and Retention Risk

Our Group may face the risk of not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence which would meet the business objectives of our Group. Our Group will provide attractive remuneration package to suitable candidates and personnel.

### 利率風險

就利率敏感產品及投資而言，本集團以動態基準分析其利率風險，並考慮適當時透過各種手段以低成本方式管理該風險。

### 流動資金風險

流動資金風險即是本集團由於未能取得充足資金或變現資產，在責任到期時未能履約的可能性。管理流動資金風險時，本集團監察現金流量，並維持充足之現金及現金等價物水平，以確保能為本集團營運提供資金及降低現金流量波動之影響。

### 營運風險

營運風險指因內部程序、人員或制度不足或缺失，或因外部事件導致之損失風險。管理營運風險之責任基本上由各個功能之分部及部門肩負。本集團之主要功能經由本身之標準營運程序、權限及匯報框架作出指引。管理層將會定期識別及評估主要之營運風險，以便採取適當風險應對。

### 人力供應及留聘人才之風險

本集團可能面臨無法吸引及留聘具備適當及所需技能、經驗及才能之主要人員及人才的風險，這些主要人員及人才均是達致本集團業務目標所需之因素。本集團將為合適人選及人員提供具吸引力的薪酬方案。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### PROSPECTS

In 2020, the unexpected COVID-19 outbreak has become a major challenge to the global public healthcare system as well as the economy, leading to worldwide disruptions. Due to the continued spread of the virus and the rise in the number of infected cases, markets become volatile.

Although the quantitative impact on the economics has yet to be unveiled, it is expected that there will be a severe contraction. The Group's operating environment in China and overseas markets has also been affected. The Group has taken contingency measures to mitigate the impact of the outbreak. However, the situation remains unstable at this stage.

Nevertheless, the Group believes that due to stricter measures adopted by international governments, such as community and/or border restrictions, the virus spread will gradually slow down and eventually suppressed. The economy will also resume to normal over time.

As such, the Group will firmly continue to develop its core businesses, which are the EMS and Communication Product Distribution business, and the new business including the real estate sale supply chain service business in Southeast Asia. The Group will proactively consolidate its resources in those business sectors and adopt a prudential approach in the year ahead. Meanwhile, the Group will leverage its network and resources to grasp the opportunities in the global fight against the COVID-19 outbreak, including but not limited to the trading of diagnosis kit and other medical equipment.

### 展望

於二零二零年，新冠病毒(COVID-19)的意外爆發成為全球公共醫療體系及經濟的重大挑戰，導致全球出現動盪。由於病毒持續擴散及感染病例數目攀升，市場變得波動。

儘管對經濟的量化影響尚未浮現，但預期將出現嚴重收縮。本集團於中國及海外市場的經營環境亦受到影響。本集團已採取應變措施以減低爆發的影響。然而，形勢在此階段仍然不穩定。

然而，本集團相信，由於各國政府採取更嚴格的措施(如社區及／或邊境限制)，病毒傳播將逐步放緩並最終受到抑制。經濟亦將隨時間回復正常。

因此，本集團將堅定繼續發展其核心業務(電子製造服務及通訊產品分銷業務)及新業務(包括東南亞房地產銷售供應鏈服務業務)。本集團將積極整合該等業務分部的資源，並於來年採取審慎態度。同時，本集團將利用其網絡及資源把握全球對抗新冠病毒(COVID-19)疫情的機會，包括但不限於分銷檢測试剂盒及其他醫療設備。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance to protect the interests of the shareholders of the Company.

The Directors are of the opinion that the Company has complied with the code provisions set out in the Corporate Governance Code (the “Code”) under Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) throughout the year ended 31 December 2019, except for the deviation from code provision A.2.1 of the Code as described below.

#### Code Provision A.2.1

Under code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The Company does not have any officer with the title of “chief executive officer” and this is deviated from the code provision A.2.1 of the Code.

Mr. Lin Dailian, who acts as the Chairman and an executive Director of the Company since 12 July 2019, is also responsible for overseeing the general operations of the Group. The Board will meet regularly to consider major matters affecting the operations of the Group. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Group. The roles of the respective executive directors and senior management, who are in charge of different functions complement the role of the chairman and chief executive officer. The Board believes that this structure is conducive to strong and consistent leadership enabling the Group to operate efficiently.

### 企業管治

本公司致力維持高水準的企業管治，以保障本公司股東的利益。

董事認為，本公司於截至二零一九年十二月三十一日止年度內一直遵守證券上市規則（「上市規則」）附錄十四下的《企業管治守則》（「守則」）所載的守則條文，惟下文所述就守則的守則條文第A.2.1條有所偏離的情況除外。

#### 守則條文第A.2.1條

根據守則的守則條文第A.2.1條，主席及行政總裁的角色應分開及不應由同一人士擔任。本公司並無任何職銜為「行政總裁」的高級職員，此偏離守則的守則條文第A.2.1條。

林代聯先生自二零一九年七月十二日起為本公司主席兼執行董事，亦負責監督本集團整體運作。董事會定期召開會議考慮影響本集團運作的重大事宜。董事會認為此架構無損董事會與本集團管理層之間的權力均衡和權責。各執行董事及主管不同職能的高級管理層的角色與主席及行政總裁的角色相輔相成。董事會相信，此架構有利於建立鞏固而連貫的領導，讓本集團有效運作。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company understands the importance to comply with the code provision A.2.1 and will continue to consider the feasibility to comply with the said code provision. If compliance with the said provision is determined, appropriate persons will be nominated to assume the different roles of chairman and chief executive officer.

On 12 August 2019, Mr. Wong Chun Hung resigned as an independent non-executive Director, the chairman of the audit committee of the Company (the "Audit Committee") and a member of the remuneration committee and nomination committee of the Company. Following the resignation of Mr. Wong Chun Hung, the number of independent non-executive Directors of the Company fell below the minimum number required under Rule 3.10(1) of the Listing Rules and the Company failed to meet the requirement set out in Rule 3.10A of the Listing Rules. Further, the Company fails to meet the requirements set out in Rule 3.21 of the Listing Rules in respect of the constitution of the Audit Committee. According to Rule 3.11 and 3.23 of the Listing Rules, the Company is required to meet the requirements set out in Rule 3.10 and 3.21 of the Listing Rules within three months after failing to meet the requirements. On 14 October 2019, Mr. Li Huiwu was appointed as an independent non-executive Director and the chairman of the Audit Committee.

Following the appointment of Mr. Li Huiwu on 14 October 2019 as an independent non-executive Director and the chairman of the Audit Committee, the Company has complied with Rules 3.10(1) and 3.10A of the Listing Rules in relation to the composition of the Board and Rule 3.21 of the Listing Rules with regard to the composition of the Audit Committee.

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code") as the required standard for securities transactions by the directors. The Company has made specific enquiries of all Directors and all Directors confirmed that they have complied with the required standards set out in the Model Code and its code of conduct regarding Directors' securities transactions throughout the year ended 31 December 2019 and up to the date of this annual report.

本公司明白遵守守則條文第A.2.1條的重要性，並將繼續考慮遵守上述守則條文的可行性。如決定遵守上述條文，本公司將提名合適人選分別擔任主席及行政總裁之職。

於二零一九年八月十二日，黃鎮雄先生辭任獨立非執行董事、本公司審核委員會（「審核委員會」）主席以及本公司薪酬委員會及提名委員會成員。在黃鎮雄先生辭任後，本公司獨立非執行董事人數低於上市規則第3.10(1)條規定的至少人數，且本公司未能符合上市規則第3.10A條所載的規定。此外，本公司就審核委員會組成未能符合上市規則第3.21條所載的規定。根據上市規則第3.11及3.23條，本公司須於未能符合該等規定的三個月內符合上市規則第3.10及3.21條的規定。於二零一九年十月十四日，李慧武先生已獲委任為獨立非執行董事及審核委員會主席。

李慧武先生於二零一九年十月十四日獲委任為獨立非執行董事及審核委員會主席後，本公司已遵守上市規則第3.10(1)及3.10A條有關董事會組成及上市規則第3.21條有關審核委員會組成的規定。

### 進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為其董事進行證券交易所需的標準。本公司經向全體董事作個別查詢後，所有董事均確認彼等於截至二零一九年十二月三十一日止年度及直至本年報日期止期間已遵守標準守則載列的所需標準及有關董事進行證券交易的行為守則。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS

The Board currently comprises three Executive Directors and three Independent Non-executive Directors. The three Independent Non-executive Directors account for more than one-third of the Board. The composition of the Board is set out as follows:

#### *Executive Directors:*

Mr. Lin Dailian (*Chairman*)  
Mr. Duan Chuanhong  
Mr. Xia Xiaobing

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

Mr. Bao Jinqiao  
Mr. Li Huiwu  
Mr. Wang Guozhen

The biographical details of the Directors are disclosed in the section headed “Biographical Details of Directors” on pages 36 to 37 in this annual report. The composition of the Board ensures a balance of skills and experiences appropriate to the requirements of the businesses of the Group and to exercise of independence and is well balanced. Each of the Directors has relevant expertise and extensive corporate and strategic planning experiences that may contribute to the business of the Group. The Board members have no financial, business, family or other material/relevant relationships with each other. The Company has complied with the requirements under Rule 3.10(1) and (2) of the Listing Rules since the Listing Date. All Independent Non-executive Directors also meet the guidelines for assessment of their independence as set out in Rule 3.13 of the Listing Rules.

### Functions of the Board

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

### 董事會

董事會現時由三名執行董事及三名獨立非執行董事組成。該三名獨立非執行董事佔董事會三分之一以上。董事會的成員如下：

#### *執行董事：*

林代聯先生(主席)  
段川紅先生  
夏小兵先生

#### *獨立非執行董事：*

鮑金橋先生  
李慧武先生  
王國鎮先生

董事的履歷詳情披露於本年報第36至第37頁的「董事履歷詳情」一節。董事會之組成確保集各方專長技能及經驗，以滿足本集團之業務需求，達致獨立判斷及平衡作用。各董事擁有相關專業及豐富的企業及策略計劃經驗，均可為本集團業務作出貢獻。董事會成員各自之間並無財務、業務、親屬或其他重大／相關的關係。本公司自上市日期起一直遵守上市規則第3.10(1)及(2)條的規定。全體獨立非執行董事亦符合上市規則第3.13條所載對其獨立性的評估指引。

### 董事會職能

董事會監督本公司業務及事務的管理。董事會的主要職責為確保本公司的可存續性，並確保其以符合股東整體最佳利益同時顧及其他持份者利益的方式管理。本集團已採納內部指引，列出需要董事會批准的事宜。除法定責任外，董事會批准本集團的策略計劃、重點營運舉措、主要投資及融資決定。其亦負責檢討本集團財務表現，識別本集團業務的重大風險並確保實施合適制度管控有關風險。本集團日常業務營運及行政職能乃轉授管理層處理。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Board Meetings and Procedures

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

All Independent Non-executive Directors have been appointed for a fixed term. Every Director is subject to re-election on retirement by rotation in accordance with the Articles of Association of the Company. The Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and still considers the Independent Non-executive Directors to be independent as at the date of this annual report.

### 董事會會議及程序

董事會成員獲提供完整、充分和及時的資料，以便妥善履行其職責。根據守則之守則條文第A.1.3條之規定，董事會召開例行會議須發出至少14天通知，以便所有董事都能出席。有關董事會例行會議之通告、議程及文件乃於會議前合理時間內(最少三天前)發送予所有董事。董事可於會上各抒己見，而任何重大決策均須經董事會會議審議後始行落實。若任何董事就建議交易事項或待討論事項涉及利益衝突或重大利益，則不得計入該次會議的法定人數，亦不得就相關決議案投票。會後須編製完整會議記錄，草擬本交全體董事評議，最終定稿則於隨後董事會會議上審批。

全體獨立非執行董事的任命均有固定任期。根據本公司的組織章程細則，每名董事均須輪值告退並膺選連任。本公司已接獲各獨立非執行董事根據上市規則第3.13條呈交的年度確認書，確認其獨立性。本公司於本年報日期仍視獨立非執行董事具獨立性。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Name of member	成員姓名	Number of meetings attended/ held	
		Annual general meeting	Board meeting
		股東週年大會	董事會會議
<i>Executive Directors:</i>			
Mr. Lin Dailian (Chairman) <sup>1</sup>	林代聯先生(主席) <sup>1</sup>	0/1	31/47
Mr. Gong Shaoxiang <sup>2</sup>	龔少祥先生 <sup>2</sup>	1/1	16/47
Mr. Duan Chuanhong	段川紅先生	1/1	46/47
Mr. Lee Chi Hwa Joshua <sup>3</sup>	李智華先生 <sup>3</sup>	1/1	19/47
Mr. Li Wuhao <sup>4</sup>	李武好先生 <sup>4</sup>	0/1	24/47
Mr. Shi Xinbiao <sup>5</sup>	史新標先生 <sup>5</sup>	0/1	2/47
Mr. Xia Xiaobing <sup>6</sup>	夏小兵先生 <sup>6</sup>	0/1	3/47
<i>Non-executive Director:</i>			
Mr. Cao Yuyun <sup>7</sup>	曹雨云先生 <sup>7</sup>	1/1	22/47
<i>Independent Non-executive Directors:</i>			
Mr. Bao Jinqiao	鮑金橋先生	1/1	45/47
Mr. Wong Chun Hung <sup>8</sup>	黃鎮雄先生 <sup>8</sup>	1/1	23/47
Mr. Leung Pok Man <sup>3</sup>	梁博文先生 <sup>3</sup>	1/1	30/47
Mr. Li Huiwu <sup>9</sup>	李慧武先生 <sup>9</sup>	0/1	13/47
Mr. Wang Guozhen <sup>6</sup>	王國鎮先生 <sup>6</sup>	0/1	3/47

<sup>1</sup> Appointed on 12 July 2019  
<sup>2</sup> Resigned on 12 July 2019  
<sup>3</sup> Removed on 17 December 2019  
<sup>4</sup> Appointed on 6 June 2019 and resigned on 18 November 2019  
<sup>5</sup> Resigned on 31 January 2019  
<sup>6</sup> Appointed on 28 November 2019  
<sup>7</sup> Resigned on 29 July 2019  
<sup>8</sup> Resigned on 12 August 2019  
<sup>9</sup> Appointed on 14 October 2019

<sup>1</sup> 於二零一九年七月十二日獲委任  
<sup>2</sup> 於二零一九年七月十二日辭任  
<sup>3</sup> 於二零一九年十二月十七日被罷免  
<sup>4</sup> 於二零一九年六月六日獲委任及於二零一九年十一月十八日辭任  
<sup>5</sup> 於二零一九年一月三十一日辭任  
<sup>6</sup> 於二零一九年十一月二十八日獲委任  
<sup>7</sup> 於二零一九年七月二十九日辭任  
<sup>8</sup> 於二零一九年八月十二日辭任  
<sup>9</sup> 於二零一九年十月十四日獲委任



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Directors' Training and Professional Development

Newly appointed Directors are provided with necessary induction and information to ensure that they have a proper understanding of the Company's business and operations, as well as awareness of Director's responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

Pursuant to code provision A.6.5 of the Code, the Directors should participate in continuous professional development to develop and refresh their knowledge and skills, so as to ensure that their contribution to the Board remains informed and relevant. The Directors committed to participating in appropriate continuous professional development activities by way of attending training or reading materials relevant to the Company's business or to the Directors' duties and responsibilities. During the year ended 31 December 2019, the Directors have been provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. The Directors are also briefed on the latest development and changes in the Listing Rules and other relevant regulatory requirements from time to time. All directors are encouraged to participate in continuous professional development programmes to develop and refresh their professional knowledge and skills. All the existing Directors confirmed that they have had suitable directors' training through attendance of training courses and seminars; or reading materials to refresh their knowledge and skills during the Year.

### DIVIDEND POLICY

The Company has adopted a dividend policy ("Dividend Policy"), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company to allow shareholders of the Company to share the Company's profits and for the Company to retain adequate reserves for future growth.

The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

### 董事培訓及專業發展

新獲委任之董事均獲提供必要的入職培訓及資料，以確保其對本公司之業務及營運以及董事於上市規則及相關監管規定項下之責任及義務有適當程度的瞭解。

根據守則的守則條文第A.6.5條，董事須參加持續專業培訓，以增進及重溫彼等的知識及技能，以確保彼等具備充分資訊及切合所需的情況下對董事會作出貢獻。董事透過參與培訓或閱讀與本公司業務或董事職務及責任相關資料，致力達致相關的持續專業發展。截至二零一九年十二月三十一日止年度，董事已獲提供有關本公司業績、狀況及前景之定期最新資料，以便董事會整體及各董事履行其職責。董事亦不時獲提供有關上市規則及其他相關監管規定之發展及變動之最新簡報。本公司鼓勵所有董事參與持續專業發展計劃，以增進及重溫彼等的專業知識及技能。所有現任董事均確認，彼等已於年內透過參與培訓課程及研討會，或閱讀材料等方式接受適當董事培訓，藉以更新其知識及技能。

### 股息政策

本公司已採納股息政策（「股息政策」），根據該政策，本公司可能向本公司股東宣派及分派股息，可讓本公司股東分享本公司溢利及可讓本公司就未來增長保留充足儲備。

董事會將持續檢討股息政策，並保留其唯一及絕對酌情權利隨時更新、修訂及／或修改股息政策，且股息政策絕不會構成本公司須派付任何特定金額的股息之具法律約束力承諾及／或令本公司有義務須隨時或不時宣派股息。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The non-executive Directors of the Company are appointed for a specific term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company.

In accordance with Article 108(a) of the Articles of Association of the Company, at each annual general meeting, at least one third of the Directors are required to retire from office by rotation. Each Director shall retire from office at least once every three years and shall include those who have been longest in office since their last election or re-election.

In accordance with Article 112 of the Articles of Association of the Company, new Directors appointed by the Board during the year shall retire and submit themselves for re-election at the annual general meeting immediately following their appointments.

### BOARD COMMITTEES

The Board has established specific committees, namely the Audit Committee, Remuneration Committee and Nomination Committee, with written terms of reference to assist them in the efficient implementation of their functions. Specific responsibilities have been delegated to the above committees.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

The Board shall establish other committees for specific purposes from time to time to facilitate the Company's operations.

### 董事委任、重選及罷免

本公司非執行董事任期為三年，惟於本公司股東週年大會上輪值告退及重選。

根據本公司組織章程細則第108(a)條，於每年股東週年大會上最少須有三分之一董事輪席退任。各名董事須最少每三年退任一次，當中須包括自上次獲委任或重選為董事時間最長的董事。

根據本公司組織章程細則第112條，本年度內獲董事會委任之新董事須退任並於緊隨獲委任後之股東週年大會上提呈重選。

### 董事委員會

董事會已成立具書面職權範圍的特定委員會（即審核委員會、薪酬委員會及提名委員會），以協助其有效實行其職能。上述委員會已獲轉授特定職責。

董事委員會獲提供足夠的資源以履行其職務，並且於提出合理要求時，可以在合適的情況下尋求獨立專業建議，費用由本公司承擔。

董事會可不時為特定目的成立其他委員會，以推動本公司的業務運作。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Audit Committee

The Company established the Audit Committee on 31 December 2010. As at 31 December 2019, the Audit Committee had three members comprising three Independent Non- executive Directors, namely Mr. Li Huiwu (Chairman), Mr. Bao Jinqiao and Mr. Wang Guozhen. On 12 August 2019, Mr. Wong Chun Hung resigned as an independent non-executive Director, the chairman of the Audit Committee of the Company and a member of the Remuneration Committee and Nomination Committee of the Company. Following the resignation of Mr. Wong Chun Hung, the number of independent non-executive Directors of the Company fell below the minimum number required under Rule 3.10(1) of the Listing Rules and the Company failed to meet the requirement set out in Rule 3.10A of the Listing Rules. Further, the Company fails to meet the requirements set out in Rule 3.21 of the Listing Rules in respect of the constitution of the Audit Committee. According to Rule 3.11 and 3.23 of the Listing Rules, the Company is required to meet the requirements set out in Rule 3.10 and 3.21 of the Listing Rules within three months after failing to meet the requirements. On 14 October 2019, Mr. Li Huiwu was appointed as an Independent non-Executive Director and the chairman of the Audit Committee.

Following the appointment of Mr. Li Huiwu on 14 October 2019 as an Independent non-Executive Director and the chairman of the Audit Committee, the Company has complied with Rules 3.10(1) and 3.10A of the Listing Rules in relation to the composition of the Board and Rule 3.21 of the Listing Rules with regard to the composition of the Audit Committee.

The primary duties of the Audit Committee are mainly to review and supervise the financial reporting process and internal control system of the Group. The written terms of reference which describes the authority and duties of the Audit Committee have been revised by the Board on 24 February 2016 to conform to the provisions of the Revised Code, a copy of which is posted to the websites of the Company and the Stock Exchange.

### 審核委員會

本公司已於二零一零年十二月三十一日成立審核委員會。於二零一九年十二月三十一日，審核委員會由三名成員組成，包括三名獨立非執行董事李慧武先生(主席)、鮑金橋先生及王國鎮先生。於二零一九年八月十二日，黃鎮雄先生辭任獨立非執行董事、本公司審核委員會主席以及本公司薪酬委員會及提名委員會成員。在黃鎮雄先生辭任後，本公司獨立非執行董事人數低於上市規則第3.10(1)條規定的至少人數，且本公司未能符合上市規則第3.10A條所載的規定。此外，本公司就審核委員會組成未能符合上市規則第3.21條所載的規定。根據上市規則第3.11及3.23條，本公司須於未能符合該等規定的三個月內符合上市規則第3.10及3.21條的規定。於二零一九年十月十四日，李慧武先生已獲委任為獨立非執行董事及審核委員會主席。

李慧武先生於二零一九年十月十四日獲委任為獨立非執行董事及審核委員會主席後，本公司已遵守上市規則第3.10(1)及3.10A條有關董事會組成及上市規則第3.21條有關審核委員會組成的規定。

審核委員會之基本職務主要為審閱及監察本集團之財務報告程序及內部監控系統。載列審核委員會的權力及職責的書面職權範圍已於二零一六年二月二十四日經董事會作出修訂，以符合經修訂守則的條文。該份經修訂職權範圍已刊登於本公司及聯交所網站。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The works performed by the Audit Committee in 2019 included the following:

- to review the financial results and reports;
- to review the reports from external auditor, management letters and management response;
- to review the matters in relation to internal audit and the effectiveness of the internal control and risk management system;
- to review the Group's compliance with statutory and regulatory requirements;
- to review corporate governance matters; and
- to review the re-appointment of the external auditor.

The details of meetings held by the Audit Committee during 2019 and the individual attendance of each member is set out below:

審核委員會於二零一九年履行的工作包括以下所列者：

- 審閱財務業績及報告；
- 審閱外聘核數師報告、管理層函件及管理層回應；
- 審閱有關內部審計及內部監控及風險管理系統有效性的事宜；
- 審閱本集團遵守法定及監管規定的情況；
- 審閱企業管治事宜；及
- 審閱外部核數師的續聘事宜。

審核委員會於二零一九年舉行會議之詳情及各成員的個別出席率載列如下：

Name of member	成員姓名	Number of meetings attended/held 出席會議數目／舉行會議數目
Mr. Li Huiwu ( <i>Chairman</i> ) <sup>1</sup>	李慧武先生(主席) <sup>1</sup>	0/3
Mr. Bao Jinqiao	鮑金橋先生	3/3
Mr. Wong Chun Hung <sup>2</sup>	黃鎮雄先生 <sup>2</sup>	2/3
Mr. Leung Pok Man <sup>3</sup>	梁博文先生 <sup>3</sup>	3/3
Mr. Wang Guozhen <sup>4</sup>	王國鎮先生 <sup>4</sup>	0/3

<sup>1</sup> Appointed on 14 October 2019

<sup>2</sup> Resigned on 12 August 2019

<sup>3</sup> Removed on 17 December 2019

<sup>4</sup> Appointed on 28 November 2019

<sup>1</sup> 於二零一九年十月十四日獲委任

<sup>2</sup> 於二零一九年八月十二日辭任

<sup>3</sup> 於二零一九年十二月十七日被罷免

<sup>4</sup> 於二零一九年十一月二十八日獲委任

The Company's annual results for the year ended 31 December 2019 have been reviewed by the Audit Committee.

本公司截至二零一九年十二月三十一日止年度的年度業績已經由審核委員會進行審閱。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Remuneration Committee

The Remuneration Committee was established on 31 December 2010. The Remuneration Committee had three members comprising two Independent Non-executive Directors, namely, Mr. Bao Jinqiao (Chairman), Mr. Wang Guozhen and one executive Director namely Mr. Lin Dailian.

The Remuneration Committee is governed by its terms of reference, which have been revised by the Board on 30 March 2012 pursuant to the Revised Code. The terms of reference are currently available on the websites of the Company and the Stock Exchange.

The primary duties of the Remuneration Committee are mainly to review and determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management and to make recommendation to the Board on the Group's policy and structure for all remuneration of the Directors and senior management. No Director shall participate in any discussion about his or her own remuneration. The remuneration of the Directors was determined with reference to their respective experience, responsibilities with the Group and general market conditions.

Five meetings of the Remuneration Committee were held during the year ended 31 December 2019 to review the remuneration package of the Directors and senior management. The individual attendance of each member is set out below.

### 薪酬委員會

本公司於二零一零年十二月三十一日成立薪酬委員會。薪酬委員會由三名成員組成，包括兩名獨立非執行董事鮑金橋先生(主席)、王國鎮先生及一名執行董事林代聯先生。

薪酬委員會受其職權範圍監管，董事會於二零一二年三月三十日根據經修訂守則修訂其職權範圍。薪酬委員會職權範圍現已刊登於本公司及聯交所網站。

薪酬委員會基本職責主要為審閱及釐定應付董事及高級管理層之薪酬待遇、花紅及其他補償，並就本集團所有董事及高級管理層薪酬的政策及架構向董事會提出建議。概無董事參與任何涉及其本人薪酬的討論。董事薪酬參考其各自經驗、於本集團的職責及整體市場狀況釐定。

截至二零一九年十二月三十一日止年度薪酬委員會召開了五次會議，以檢討董事及高級管理層的薪酬待遇。各成員的個別出席率如下。

Name of member	成員姓名	Number of meetings attended/held 出席會議數目／舉行會議數目
Mr. Bao Jinqiao (Chairman)	鮑金橋先生(主席)	5/5
Mr. Lin Dailian <sup>1</sup>	林代聯先生 <sup>1</sup>	2/5
Mr. Wang Guozhen <sup>2</sup>	王國鎮先生 <sup>2</sup>	0/5
Mr. Wong Chun Hung <sup>3</sup>	黃鎮雄先生 <sup>3</sup>	3/5
Mr. Leung Pok Man <sup>4</sup>	梁博文先生 <sup>4</sup>	4/5

<sup>1</sup> Appointed on 10 October 2019  
<sup>2</sup> Appointed on 28 November 2019  
<sup>3</sup> Resigned on 12 August 2019  
<sup>4</sup> Removed on 17 December 2019

<sup>1</sup> 於二零一九年十月十日獲委任  
<sup>2</sup> 於二零一九年十一月二十八日獲委任  
<sup>3</sup> 於二零一九年八月十二日辭任  
<sup>4</sup> 於二零一九年十二月十七日被罷免

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Nomination Committee

The Company established the Nomination Committee on 31 December 2010 with written terms of reference which are in compliance with the code provision of the Code. The primary duties of the Nomination Committee include the making of recommendations to the Board on appointment of Directors and succession planning for the Directors. The specific terms of reference of the Nomination Committee are currently available on the websites of the Company and the Stock Exchange.

The following is a summary of the work of the Nomination Committee during the year ended 31 December 2019:

- review the structure, size and composition (including but without limitation, the skills, knowledge and experience) of the Board;
- review the retirement of Directors by rotation and the re-appointment of the retiring Directors at the 2019 Annual General Meeting;
- review the reappointment of Directors during the year; and
- assess the independence of the Independent Non-executive Directors.

The Nomination Committee consisted of three members, comprising two Independent Non-executive Directors, namely, Mr. Bao Jinqiao (Chairman), Mr. Wang Guozhen and one executive Director namely Mr. Lin Dailian.

Seven Nomination Committee meeting was held and the individual attendance of each member is set out below.

### 提名委員會

本公司於二零一零年十二月三十一日成立提名委員會，並書面訂立符合守則的守則條文之職權範圍。提名委員會主要職責包括就董事委任及董事替任計劃向董事會提出建議。提名委員會的具體職權範圍現刊登於本公司網站及聯交所網站。

截至二零一九年十二月三十一日止年度，提名委員會工作總結如下：

- 檢討董事會的架構、人數及組成(包括但不限於技能、知識及經驗方面)；
- 檢討於二零一九年股東週年大會上，需輪值退任及重新委任之退任董事；
- 檢討當年之董事續聘；及
- 評核獨立非執行董事的獨立性。

提名委員會由三名成員組成，包括兩名獨立非執行董事鮑金橋先生(主席)、王國鎮先生及一名執行董事林代聯先生。

提名委員會曾召開七次會議，各成員的個別出席率如下。

Name of member	成員姓名	Number of meetings attended/held 出席會議數目／舉行會議數目
Mr. Bao Jinqiao (Chairman)	鮑金橋先生(主席)	7/7
Mr. Lin Dailian <sup>1</sup>	林代聯先生 <sup>1</sup>	3/7
Mr. Wang Guozhen <sup>2</sup>	王國鎮先生 <sup>2</sup>	0/7
Mr. Wong Chun Hung <sup>3</sup>	黃鎮雄先生 <sup>3</sup>	5/7
Mr. Leung Pok Man <sup>4</sup>	梁博文先生 <sup>4</sup>	6/7

<sup>1</sup> Appointed on 10 October 2019

<sup>2</sup> Appointed on 28 November 2019

<sup>3</sup> Resigned on 12 August 2019

<sup>4</sup> Removed on 17 December 2019

<sup>1</sup> 於二零一九年十月十日獲委任

<sup>2</sup> 於二零一九年十一月二十八日獲委任

<sup>3</sup> 於二零一九年八月十二日辭任

<sup>4</sup> 於二零一九年十二月十七日被罷免

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Board diversity policy

The Company recognises that the Board with a reasonable balance of skills and experience and sufficient diversity of perspectives appropriate to the business and operation of the Group would be beneficial to the Company and its shareholders as a whole and enhance the quality of its performance.

The Board has adopted a board diversity policy (“Board Diversity Policy”) which sets out the approach to achieve and maintain diversity on the Board.

Pursuant to the Board Diversity Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, educational background, professional experience and qualifications, relevant industry experience, skills, knowledge and length of service. The ultimate decision will be made according to the merits of candidates and their contribution to the Board.

As at the date of this report, the Board comprises six Directors. Three of them are independent non-executive Directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of age, educational background, professional experience, skills, and knowledge.

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENT

The Directors acknowledge their responsibility for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period.

The statement by the auditor of the Company about its responsibilities for the financial statements is set out in the independent auditor's report contained in the Annual Report. There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

### 董事會成員多元化政策

本公司深明，董事會成員的技能及經驗維持合理的平衡且具備對本集團業務及營運適用的足夠多元化視野，會對本公司及其股東整體有利，並可改善其表現質素。

董事會已採納董事會成員多元化政策（「董事會成員多元化政策」），該政策載列達致及維持董事會成員多元化的方法。

根據董事會成員多元化政策，本公司從多個因素考慮（包括但不限於性別、年齡、教育背景、專業經驗及資歷、相關行業經驗、技能、知識及服務任期）達致董事會成員多元化政策。最終決定將根據候選人優勢及其對董事會所作貢獻作出。

於本報告日期，董事會由六名董事組成。其中三名為獨立非執行董事，藉此促進管理過程之重要審核及控制。無論於考慮年齡、教育背景、專業經驗、技能及知識等方面，董事會亦體現為高度多元化。

### 董事對財務報表的責任

董事明白其須負責編製財務報表，以真實及公平地反映本集團的事務狀況以及有關期間的業績和現金流量。

本公司核數師對財務報表的責任陳述載於本年報獨立核數師報告內。並無重大不明朗事件或情況對本公司持續經營的能力造成重大疑問。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDITOR'S REMUNERATION

The Company engaged RSM Hong Kong as its external auditor for the Year. Analysis of the remuneration in respect of audit services provided by the external auditor is included in note 14 to the financial statements in the Annual Report. For the Year, the total fee paid in respect of the non-audit services is approximately HK\$0.25 million. The non-audit services mainly consisted of the interim report review service.

### COMPANY SECRETARY

The Company's company secretary, Ms. Yeung Josephine Yan ("Ms. Yeung"), is delegated by an external service provider. The external service provider's primary contact person at the Company is Mr. Lin Dailian, the executive Director and the Chairman of the Board. For the year ended 31 December 2019, Ms. Yeung had complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training. She is a practising fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

### INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for maintaining and reviewing the effectiveness of system of internal controls and risk management within the Group. The system is set up to address key business risks of failure to meet corporate objectives and to provide reasonable, but not absolute, assurance against material misstatement or loss. The purpose of such system is to manage and control risks properly, but not eliminate it.

The Board has through the Audit Committee reviewed the effectiveness of the Group's system of internal controls, internal audit and risk management, including financial, operational and compliance controls on annual basis. The Board considered the system is effective and adequate. The review has also considered the adequacy of resources, qualifications and experience of staff in respect of the Company's accounting and financial reporting function, and their training programmes and budget. The Board ensures the existing resources, qualifications and experience of staff and their training programmes and budget should be adequate in respect of the Group's accounting and financial reporting function.

### 核數師薪酬

本公司委聘羅申美會計師事務所為本年度的外聘核數師。有關外聘核數師就所提供審核服務收取的薪酬分析載於本年報財務報表附註14。於本年度，就非核數服務支付的總費用約為250,000港元。非審核服務主要包括中期報告審閱服務。

### 公司秘書

本公司的公司秘書楊昕女士（「楊女士」）由外聘服務供應商委派。外聘服務供應商於本公司的主要聯絡人為執行董事兼董事會主席林代聯先生。截至二零一九年十二月三十一日止年度，楊女士已遵守上市規則第3.29條，接受不少於15小時的相關專業培訓。彼為香港會計師公會執業資深會員及英國特許公認會計師公會資深會員。

### 內部監控及風險管理

董事會負責維持及檢討本集團內部監控制度及風險管理的功效。設立該系統旨在減少導致無法達到公司目標之主要業務風險，並提供合理而非絕對保證，以免出現重大錯誤陳述或損失。該系統的功能在於妥善管理及監控風險，而非撇除風險。

董事會已透過審核委員會按年度基準檢討本集團內部監控、內部審核及風險管理制度之功效，包括財務、營運及合規監控。董事會認為該制度屬有效並充分。檢討亦已考慮本公司在會計及財務匯報職能方面之資源、人員之資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足。董事會確保就履行本集團的會計及財務匯報職能而言，現時之資源、員工資歷及經驗，以及員工所接受之培訓課程及有關預算應屬足夠。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

In view of the size, nature and complexity of the business of the Group, the Board has appointed external independent professionals to perform internal audit functions. As approved by the Audit Committee, the external independent professionals made assessment on various business and operation risks of the Group. The Audit Committee reviewed the findings from the external independent professionals periodically and discussed the recommended actions needed to be taken to develop and improve the effectiveness of the Group's internal control system. The Board will continue to improve the Group's internal control and risk management systems through periodic reviews and recommendations from the external auditors and external independent professionals during their audit.

Regarding the procedures and internal control for the handling and dissemination of inside information, the Company is aware of its disclosure obligations under the Listing Rules and Part XIVA of the Securities and Futures Ordinance ("Inside Information Provisions"), and any information required to be disclosed under Rule 13.09 of the Listing Rules or any inside information required to be disclosed under the Inside Information Provisions should be announced immediately.

### SHAREHOLDERS' RIGHTS

#### Convening of extraordinary general meeting on requisition by shareholders

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. An annual general meeting of the Company shall be held in each year. Each general meeting, other than an annual general meeting is referred to as an extraordinary general meeting.

According to article 64 of the Articles of Association of the Company, the Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

鑑於本集團業務之規模、性質及複雜性，董事會已委派外聘獨立專業人士履行內部審核職能。經審核委員會批准，外聘獨立專業人士對本集團各類業務及經營風險作出評估。審核委員會定期審閱外聘獨立專業人士所作之評估結果，並就完善及提升本集團內部監控系統有效性之建議措施作出討論。董事會將透過定期檢討及就外聘核數師與外聘獨立專業人士於核數過程中所提供之建議繼續改善本集團之內部監控及風險管理制度。

就處理及發佈內幕消息之程序及內部監控方面，本公司已知悉其於上市規則以及證券及期貨條例第XIVA部（「內幕消息條文」）項下之披露責任，而任何須根據上市規則第13.09條規定予以披露之資料或任何須根據內幕消息條文規定予以披露之內幕消息應即時作出公佈。

### 股東權利

#### 股東請求召開股東特別大會

本公司的股東大會提供機會讓股東及董事會進行溝通。本公司每年舉行一次股東週年大會。股東週年大會以外的各個股東大會稱為股東特別大會。

根據本公司組織章程細則第64條，董事會可在其認為適合時召開股東特別大會。股東特別大會亦須應一名或多名股東要求召開，該等股東於遞呈請求書當日須持有不少於十分之一本公司有權於股東大會上投票的繳足股本。該項請求書須以書面形式向董事會或秘書提呈，要求董事會召開股東特別大會，以處理有關請求書中指明的任何事項。該大會須於該項請求書遞呈後兩個月內舉行。倘於有關遞呈後21日內，董事會未有召開該大會，則遞呈請求書的人士可自行以相同方式召開大會，本公司須償還遞呈請求書的人士因董事會沒有妥為召開會議而產生的所有合理費用。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Shareholders who wish to move a resolution at general meetings may follow the procedures set out in the preceding paragraph.

### COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board recognised that effective communication to shareholders and potential investors is very important to gain their confidence and attract new investors.

The Group has taken following measures to enhance the communication with shareholders and investors of the Group:

- (1) Annual and interim reports are prepared and issued to all shareholders within the prescribed period stipulated by the Stock Exchange. All results announcements and reports are posted on the Stock Exchange's website and the Company's website [www.link-asia.com.hk](http://www.link-asia.com.hk).
- (2) The Group releases business update through voluntary announcement posted on the Stock Exchange's website and the Company's website to keep all shareholders updated about the business development of the Group.
- (3) The Group has provided enquiry mailbox ([enquiry@1143.com.hk](mailto:enquiry@1143.com.hk)) and phone number on the Company's website. Shareholders, investors and interested parties are welcome to make their enquiries through email and phone and the management will provide their timely response.

### Constitutional Documents

During 2019, the Company has not made any changes to its Memorandum and Articles of Association.

股東如欲於股東大會動議決議案，可遵循前段所述的程序。

### 與股東及投資者的溝通

董事會認為與股東及潛在投資者有效溝通對增加彼等的信心及吸引新投資者非常重要。

本集團已採取以下措施加強與本集團股東及投資者的溝通：

- (1) 於聯交所規定期間內編製年度及中期報告，並刊發予全體股東。所有業績公告及報告均載於聯交所網站及本公司網站 [www.link-asia.com.hk](http://www.link-asia.com.hk)。
- (2) 本集團透過於聯交所網站及本公司網站刊登自願公告發佈最新業務資料，以知會全體股東有關本集團業務發展的最新情況。
- (3) 本集團已於本公司網站提供查詢電郵 ([enquiry@1143.com.hk](mailto:enquiry@1143.com.hk)) 及電話號碼，歡迎股東、投資者及有興趣人士透過電郵及電話作出查詢，管理層將及時作出回應。

### 組織章程文件

於二零一九年，本公司並沒有對其組織章程大綱及細則作任何變動。



# BIOGRAPHICAL DETAILS OF DIRECTORS

## 董事履歷詳情

### DIRECTORS

#### Executive Directors

**Mr. Lin Dailian (“Mr. Lin”)**, aged 39, was graduated from Anhui University of Finance and Economics and later studied at Fudan University. He is a well-known venture capitalist in China. Mr. Lin has over 17 years of experience in entrepreneurship and investment, successfully led or participated in the equity investment and listing of nearly 30 projects. Mr. Lin has been adhering to the concept of value investment, real estate finance, corporate strategic planning and business model shaping. He has extensive practical experience and professional knowledge in business management, mergers and acquisitions, and restructuring of companies. With rich entrepreneurial experience and value investment philosophy, Mr. Lin has been recognized in the financial industry. He has won the Top 100 Best Venture Capitalists of Hurun 2016 and the Top 30 Outstanding Innovative People of China’s Equity Investment in China. Mr. Lin joined the Group in July 2019.

**Mr. Duan Chuanhong (“Mr. Duan”)**, aged 32, had worked in different industries for over 10 years. Mr. Duan has ample experience in corporate planning, management and execution.

**Mr. Xia Xiaobing (“Mr. Xia”)**, aged 41, holds a master’s degree in business administration from Shanghai Jiaotong University. He has over 18 years of experience in human resource management. He currently serves as the director of human resources and administration of the Group.

#### Independent Non-executive Directors

**Mr. Bao Jinqiao (“Mr. Bao”)**, aged 54, was graduated from Anhui University with research study in Civil Law in 1988 and obtained a Master Degree in Law from Shanghai Academy of Social Sciences. He is a lawyer qualified to practise in the PRC. Mr. Bao is the founder and partner of Anhui Chengyi Law Firm since 2000. Mr. Bao was an independent director of Anhui Kouzi Distillery Co., Ltd. which is listed on the A-share market on the Shanghai Stock Exchange (stock code: 603589) until April 2017. He is currently an independent non-executive director of Landing International Development Limited which is listed on the Main board of the Stock Exchange (stock code: 582).

### 董事

#### 執行董事

**林代聯先生(「林先生」)**，39歲，畢業於安徽財經大學，其後就讀於復旦大學。彼為中國著名的風險投資家。林先生擁有超過17年的創業及投資經驗，成功領導或參與近30個股權投資及上市項目。林先生秉承價值投資、房地產金融、企業策略規劃及商業模式塑造的理念。彼在企業管理、兼併及收購以及公司重組方面擁有豐富的實踐經驗及專業知識。憑藉豐富的創業經驗及價值投資理念，林先生在金融界備受認可。彼贏得胡潤2016年度中國最佳創業投資人TOP100及中國股權投資傑出創新人物TOP30殊榮。林先生於二零一九年七月加入本集團。

**段川紅先生(「段先生」)**，32歲，於多個行業工作逾10年。段先生具備企業規劃、管理及行政方面之豐富經驗。

**夏小兵先生(「夏先生」)**，41歲，持有上海交通大學工商管理碩士學位。彼於人力資源管理方面擁有逾18年經驗。彼目前擔任本集團人力資源及行政總監。

#### 獨立非執行董事

**鮑金橋先生(「鮑先生」)**，54歲，於一九八八年分別畢業於安徽大學，取得民法研究生資格，及於上海社會科學院取得法律系碩士學位。彼為具有中國執業律師資格之律師。鮑先生自二零零零年起成為安徽承義律師事務所之創辦人及合夥人。鮑先生曾擔任安徽口子酒業股份有限公司的獨立董事，其股份在上海證券交易所A股市場上市(股份代號：603589)，直至二零一七年四月為止。彼現時為聯交所主板上市公司藍鼎國際發展有限公司(股份代號：582)之獨立非執行董事。

## BIOGRAPHICAL DETAILS OF DIRECTORS 董事履歷詳情

**Mr. Li Huiwu (“Mr. Li”)**, aged 42, obtained a bachelor degree in accounting from Wuhan Polytechnic University, the People’s Republic of China in June 2002. He is currently an affiliated member of The Association of International Accountants and a certified tax planner and a certified intermediate accountant in the PRC. He has approximately 16 years of experience in financial accounting, internal audit and risk management. Mr. Li held various senior positions in the internal audit department in certain companies listed on the Shanghai Stock Exchange where he was mainly responsible for internal control and risk management matters. Mr. Li joined the Group in October 2019.

**Mr. Wang Guozhen (“Mr. Wang”)**, aged 61, holds an executive master’s degree in business administration with Cheung Kong Graduate School of Business. He joined the Ministry of Finance of the People’s Republic of China in 1982 and has served as heads of various departments. He was also officer of General Office and Bureaucratic Service Center of National Council for Social Security Fund, the standing member of council of Beijing Charity Association and the member of 11th and 12th Beijing Municipal Committee of the Chinese People’s Political Consultative Conference. Mr. Wang joined the Group in November 2019.

Mr. Wang acted as the executive director and vice chairman of Hsin Chong Group Holdings Limited (新昌集團控股有限公司) (“Hsin Chong”) from September 2018 to November 2019. Hsin Chong is a company incorporated in Bermuda with limited liability and the securities of which were listed on the Main Board of The Stock Exchange of Hong Kong Limited until 31 December 2019. Hsin Chong was principally engaged in engineering and property businesses. Hsin Chong was wound up by an order of the Supreme Court of Bermuda dated 20 January 2020, following a winding-up petition being filed by a creditor and shareholder of Hsin Chong in January 2019. Mr. Wang confirmed that (i) the winding up had not resulted in any liability or obligation imposed against him, (ii) there was no wrongful act on his part leading to the winding up process of Hsin Chong, and (iii) he was not aware of any actual or potential claim that had been or would be made against him as a result of the winding up.

**李慧武先生(「李先生」)**，42歲，於二零零二年六月自中華人民共和國武漢理工大學取得會計學學士學位。彼目前為國際會計師公會附屬會員以及中國註冊納稅籌劃師及中級審計師。彼於金融會計、內部審計及風險管理方面積累約16年經驗。李先生曾於多間上海證券交易所上市公司之內部審計部門擔任多個高級職位，主要負責內部監控及風險管理事宜。李先生於二零一九年十月加入本集團。

**王國鎮先生(「王先生」)**，61歲，持有長江商學院高級管理人員工商管理碩士學位。彼於一九八二年加入中華人民共和國財政部，曾擔任多個部門的領導。彼亦曾擔任全國社會保障基金理事會辦公廳主任、北京市慈善協會常務理事以及第十一屆及第十二屆北京市政協委員。王先生於二零一九年十一月加入本集團。

王先生自二零一八年九月至二零一九年十一月曾擔任新昌集團控股有限公司(「新昌」)的執行董事兼副主席。新昌為一家於百慕達註冊成立的有限公司，其證券於香港聯合交易所有限公司主板上市直至二零一九年十二月三十一日。新昌主要從事工程及房地產業務。新昌債權人及股東於二零一九年一月提交清盤呈請後，新昌被百慕達最高法院於二零二零年一月二十日下令清盤。王先生已確認，(i)清盤並無致令彼須承擔任何責任或義務；(ii)彼並無任何不當行為導致新昌的清盤過程發生；及(iii)彼並不知悉任何因清盤而已經或可能對彼提出的實際或潛在申索。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### INTRODUCTION

The Board is pleased to present Environmental Social and Governance (ESG) Report to demonstrate the efforts toward sustainable development. The report has been prepared in accordance with the standards set forth by the Hong Kong Exchanges and Clearing Limited in its Environmental, Social and Governance Reporting Guide, which covers the subject areas of environmental protection, workplace quality, operating practices and community investment. During the Year, the Group is achieving and benchmarking with well-recognized international guidelines and protocols of Sustainable development. The major areas to be reporting are (I) Environmental Protection and (II) Social Commitment.

### SCOPE OF REPORT

The principal activities of the Group are primarily manufacturing consumer electronic products through offering one-stop solutions to a number of international brand owners. The Group's headquarter office is located in Hong Kong and its operation location in PRC with its diversified customer base covering Japan, Asia-Pacific region, America and Europe.

Unless otherwise specified, this report covered the Group progress and performance on ESG issues from 1 January 2019 to 31 December 2019, focusing on the EMS business conducted by the subsidiaries with the manufacturing plant located in Guangzhou ("Guangzhou Factory"). The Group has adopted consistent methodologies to the information presented unless otherwise stated. The board of directors has acknowledged its responsibility to oversee the Company's sustainable development and review the truthfulness, accuracy and completeness of this report.

### STAKEHOLDERS ENGAGEMENT AND MATERIALITY ANALYSIS

The management and staff from various departments holding key positions in the Group jointly prepare this ESG Report and assist the Group in reviewing its operating conditions. The opinion collection of the management and other staff enables the Group to identify major issues at the environmental and social levels and make relevant disclosure and response in this ESG Report.

The Group strives to create positive values to shareholders and believes that the interests of all stakeholders must be taken in account in order to strengthen relationship with our shareholders, employees, suppliers, customers, government authorities and the society as a whole.

### 緒言

董事會欣然提呈環境、社會及管治報告，以展示可持續發展的努力。本報告已根據香港交易及結算有限公司有關環境、社會及管治報告指引所載標準編製，當中涵蓋環境保護、工作環境質素、營運慣例及社區投資等範疇。於本年度，本集團致力於達致及遵守公認的國際可持續發展指引及協議。報告的主要範疇為(I)環境保護及(II)社會承擔。

### 報告範圍

本集團的主營業務主要是透過向多間國際品牌擁有人提供一站式解決方案來生產消費電子產品。本集團總辦事處位於香港，營運地點位於中國，其多元化客戶群覆蓋日本、亞太地區、美國及歐洲。

除另有說明外，本報告載列本集團於二零一九年一月一日至二零一九年十二月三十一日有關環境、社會及管治事宜的進展情況及表現，其專注於由附屬公司位於廣州的生產廠房（「廣州廠房」）開展的電子製造服務業務。除另有說明外，本集團已就所呈列資料採納一致方法。董事會已確認其有責任監督本公司的可持續發展及審閱本報告的真實性、準確性及完整性。

### 持份者參與及重要性分析

於本集團各部門擔任重要職位的管理層及員工共同編製本環境、社會及管治報告，並協助本集團審閱其經營狀況。收集管理層及其他員工的意見令本集團能夠識別在環境及社會層面的重要議題，並在本環境、社會及管治報告中作出相關披露及回應。

本集團努力為股東締造正面價值，並認為必須考慮全體持份者的利益，藉以強化與股東、僱員、供應商、客戶、政府機關及社會的整體關係。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

Our approach to stakeholder engagement is designed to ensure that our stakeholders' perspectives and expectations are fully understood to help define our current and future sustainability strategies.

我們對持份者採取的方針旨在確保充分了解持份者的見解及期望，藉此協助制訂現有及未來的可持續性發展策略。

The Group proactively engaged with the key stakeholder groups in a variety of ways to ensure effective communication of our objective and progress in relation to the following areas of concern.

本集團以多種方法主動接觸主要持份者團體，以確保就以下關注事項有效傳達我們的目標及進度。

Major Stakeholder 主要持份者	Major Communication Channels 主要傳達途徑	Major Concerns 主要注意事項
Shareholders and Investors 股東及投資者	<ul style="list-style-type: none"> <li>Press release, Corporate Announcements and Circulars 新聞稿、企業公告及通函</li> <li>Annual and Interim Reports 年度及中期報告</li> <li>Annual General Meetings 股東週年大會</li> </ul>	<ul style="list-style-type: none"> <li>Profitability 盈利能力</li> <li>Financial Stability 財務穩定</li> <li>Information Disclosure &amp; Transparency 資料披露及透明度</li> </ul>
Employees 僱員	<ul style="list-style-type: none"> <li>Trainings and Team Building Activities 培訓及培養團隊精神活動</li> <li>Business Meetings and Briefings 業務會議及簡介會</li> <li>Performance Appraisals 績效評核</li> </ul>	<ul style="list-style-type: none"> <li>Compensation &amp; Benefits 補償及福利</li> <li>Career Development and Training Opportunities 職業發展及培訓機會</li> <li>Health &amp; Safety Work Environment 健康及安全工作環境</li> </ul>
Suppliers 供應商	<ul style="list-style-type: none"> <li>Phone Calls, Conferences, Emails 電話、會議、電郵</li> </ul>	<ul style="list-style-type: none"> <li>Cooperation on Fair Terms 按公平條款合作</li> </ul>
Customers 客戶	<ul style="list-style-type: none"> <li>Customer Complaint Hotlines 客戶投訴熱線</li> <li>Meetings and Correspondences 會議及通訊</li> </ul>	<ul style="list-style-type: none"> <li>Quality Products and services 優質產品及服務</li> <li>Privacy Protection 私隱保障</li> </ul>
Public Community 公共社區	<ul style="list-style-type: none"> <li>Charitable and Volunteering Activities 慈善及志願活動</li> <li>Community Interactions 社區互動</li> <li>ESG Reporting 環境、社會及管治報告</li> </ul>	<ul style="list-style-type: none"> <li>Corporate Social Responsibilities 企業社會責任</li> <li>Community Investment and Charitable Activities 社區投資及慈善活動</li> </ul>
Government and Supervisory Institutions 政府及監管機構	<ul style="list-style-type: none"> <li>Major Meeting and Policy Consultation 重要會議及政策諮詢</li> <li>Information Disclosures 資料披露</li> <li>Institutional Visits 機構訪問</li> </ul>	<ul style="list-style-type: none"> <li>Compliance Operation 合規營運</li> <li>Corporate Governance 企業管治</li> <li>Environmental Protection 環境保護</li> </ul>

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

During the year, through a wide range of communication channels, we found that ESG compliance and environmental emissions are the main focuses of our stakeholders.

### A. ENVIRONMENTAL PROTECTION

To demonstrate the Group's commitments to sustainable development and compliance with applicable Regional Laws and Regulations relating to environmental protection, we endeavor to maintain green manufacturing processes and office operational practices in order to minimize the adverse environmental impacts of our business activities. Achieving the balance among another two pillars of society and economy of the sustainable development, the Group is dedicated to contribute to the environmental, the third pillar of the sustainability and following these principles to minimize our adverse impacts on the environment:

- Complying with all the applicable Regional Laws and Regulations from all levels and functions of the organization
- Assuring needs, expectations and/or applicable legal requirements (if any) of the relevant interested parties; the person or organization that can affect, be affected by, like shareholders and/or stakeholders including customers, suppliers, communities, regulators, non-governmental organizations, investors and employees relating to environmental protection being communicated and understood

於年內，我們透過多種不同的傳達途徑發現環境、社會及管治合規情況及環境排放物乃持份者主要關注焦點。

### A. 環境保護

為展示本集團對可持續發展的承諾及遵守有關環境保護的適用地區法律及法規，我們盡力維持綠色的生產流程及辦公室作業常規，以降低我們的業務活動帶來的不利環境影響。為達致與可持續發展中另外兩大支柱－社會與經濟的平衡，本集團致力為可持續發展的第三大支柱－環境作出貢獻，並遵循下列原則，降低我們對環境的不利影響：

- 遵守各職能機構及部門的所有適用地方法律及法規
- 確保傳達及了解相關利益方(可能影響股東及／或利益相關者等(包括客戶、供應商、社區、監管機構、非政府組織、投資者及僱員)或受其影響的人士或機構)就環境保護的需求、預期及／或適用法律規定(如有)



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

- Employing ISO-14001 Environmental Management System to adopt systematic approach to effectively protect the environment and respond to changing environmental conditions in balance with socio-economic needs
- Ensuring sufficient investments and resources for the environmental-friendly facilities, equipments and instruments that are operating safely, effectively and more efficient
- Reinforcing promotion of conservation commitments, educational training, and enhancing staff's environmental protection awareness
- Incorporating environmental targets and objectives into our business strategic visions and competitive implication by aligning them with business priorities and decision making
- 採用ISO-14001環境管理系統，以採用系統的方法有效保護環境及處理不斷變化的環境狀況與社會經濟需求之間的平衡
- 確保向安全、有效及高效運作的環保型設施、設備及工具投入足夠的資金及資源
- 加強推廣節能減排承諾、教育培訓及提升員工的環保意識
- 使環境目標及宗旨與業務優先事項及決策保持一致，將其納入我們的業務策略願景及競爭意識中

The Group acts as a responsible corporate citizen by complying with all the applicable Regional Laws and Regulations for our business activities in PRC, maintaining the Guangzhou Factory are ISO-14001 Environmental & OHSAS-18001 Occupational Health & Safety management system certified since 2009 & 2010 respectively. It is the Group's ambition to sustain compliance obligation, safe production, resources conservation, pollution mitigation, wastes reduction, accident-free as well as packaging materials recycling. The Group is continuously incorporating environmental targets into business decision making, we believe that protecting the environment is always the crucial concerns for our manufacturing nature business. During the Year, the Group was not aware of any material non-compliance with relevant standards, rules and regulations in relation to environmental protection in respect of our business activities.

### Emission

The Group attaches great importance to mitigate the possible adverse impact of its EMS business on the environmental, and considers environmental protection mindset an important obligation during its production and operating activities. The Group's major environmental aspects mainly related to energy consumptions and wastes generation, nevertheless, the impact to natural resources is minimal due to our business nature.

本集團作為一個負責任的企業公民，遵守在中國有關我們業務活動的所有適用地區法律及法規，我們的廣州廠房自二零零九年及二零一零年起分別獲得ISO-14001環境管理系統及OHSAS-18001職業健康安全管理系統認證。本集團的目標是遵紀守法、安全生產、節約資源、降低污染、減少浪費、零事故及循環利用包裝材料。本集團將持續於業務決策中納入環境目標，我們認為保護環境一直是我們這類製造業企業的重要問題。於年內，本集團並不知悉涉及本集團業務活動的任何違反環保相關標準、法律法規的情況。

### 排放

本集團極為重視降低其電子製造服務業務對環境的潛在不利影響，並將環保觀念視為其生產及經營活動的一項重要責任。本集團的重大環境問題主要與能源消耗及產生廢棄物有關，儘管如此，我們的業務性質決定了我們對自然資源的影響極微。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### KPI A1.1 The type of emissions and respective emissions data

#### Emission from gaseous fuel consumption

During our operation, the factory's canteen used Liquefied petroleum gas (LPG) as the cooking fuel. The burning of LPG generated nitrogen oxides (NOx) and sulphur oxides (SOx) to the environment nearby. The approximate amount of NOx and SOx produced from our operation in Guangzhou were shown in the table below:

Region (China)	地區(中國)	2019 二零一九年	2018 二零一八年	Increase/ (decrease) in percentage 百分比增加 /(減少)
Total NOx emissions (kg)	氮氧化物總排放量(千克)	<b>2,339,607.84</b>	5,398,924.32	(56.67%)
Total SOx emissions (kg)	硫氧化物總排放量(千克)	<b>11,639.84</b>	26,860.32	(56.67%)

The total LPG consumption amounted to 12,652 liters in fiscal year 2019, it represented a decrease of approximately 57% comparing to 2018. It was mainly attributed to the largest staff canteen had ceased its operation during 2019 and the decrease of usage of the smaller staff canteen, which resulted in the drop of the burning of liquefied petroleum gas for the canteen of the factory.

#### Emissions from Vehicles

During our operation, the usage of light goods vehicles generated the emission of nitrogen oxides (NOx), particular matters (PM) and sulphur oxides (SOx) to the environment nearby. The approximate amount of NOx, PM and SOx produced from our operation in Guangzhou were shown in the table below:

Region (China)	地區(中國)	2019 二零一九年	2018 二零一八年	Increase/ (decrease) in percentage 百分比增加 /(減少)
Total NOx emissions (g)	氮氧化物總排放量(克)	<b>33,334.89</b>	38,599.73	(13.64%)
Total PM emissions (g)	特殊物質總排放量(克)	<b>3,155.21</b>	3,652.26	(13.61%)
Total SOx emissions (g)	硫氧化物總排放量(克)	<b>69.26</b>	73.38	(5.62%)

### 關鍵績效指標 A1.1 排放物種類及相關排放數據

#### 氣體燃料消耗產生的排放

於運營期間，工廠的食堂使用液化石油氣作為烹飪燃料。燃燒液化石油氣會向周圍環境排放氮氧化物及硫氧化物。我們廣州業務產生的氮氧化物及硫氧化物的概約數量如下表所示：

於二零一九年財政年度的液化石油氣耗用總量為12,652升，與二零一八年相比，減少約57%。此乃主要歸因於最大的員工食堂已於二零一九年停止營運，且規模較小的員工食堂減少營業，導致工廠食堂液化石油氣燃燒量下跌。

#### 車輛排放

在我們的運營過程中，使用輕型貨車會向周圍環境排放氮氧化物、特殊物質及硫氧化物。我們廣州業務產生的氮氧化物、特殊物質及硫氧化物的概約數量如下表所示：

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

Both NO<sub>x</sub>, PM emissions resulted by 14% drop and the corresponding SO<sub>x</sub> emissions resulted by 6% drop in fiscal year 2019 comparing to 2018, it attributed to the better planning and much efficient use of vehicles.

### Emissions from production

Volatile organic compounds (VOCs), is the major organic waste which is air pollutant being produced during the paint spraying process for our products. Therefore, the governance of industrial waste gases containing VOCs is the main focus and control area for our product fabrication processes. Besides VOCs discharges, benzene, toluene, xylene, total non-methane hydrocarbons, lead and tin are also the air pollutant being produced during our production process. During the review period, a licensed party was outsourced for the Group to carry out an inspection assessment regarding to the average density and speed of waste gases emissions from our factory. The assessment confirmed by the licensed party concluding that our waste gases emission has met the standard discharge limit of the relevant environmental regulations in the PRC and the density and speed were shown in the following tables:

### Average density 2019

Waste gases of emissions 廢氣排放	Average density (mg/m <sup>3</sup> ) 平均密度 (毫克/立方米)		Sampling collection date 取樣日期	Assessment Report No. 評估報告編號
	Lead 鉛	Tin 錫		
Waste gas emission from old factory production unit 來自舊有工廠生產單位的 廢氣排放	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	12th March 2019 二零一九年三月十二日	Environment assessment (2019) No.0357 環境評估(2019)No.0357
Waste gas emission from new factory production unit 來自新工廠生產單位的廢氣排放	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	12th March 2019 二零一九年三月十二日	Environment assessment (2019) No.0357 環境評估(2019)No.0357
Standard Discharge limit 標準排放限額	≤0.7	≤0.85	-	-
Results 結果	Pass 通過	Pass 通過	-	-

與二零一八年相比，二零一九年財政年度的氮氧化物及特殊物質排放量均下跌14%以及相應硫氧化物排放量下跌6%，此乃歸因於更好的用車規劃及更有效的汽車使用率。

### 生產的排放

揮發性有機化合物為主要的有機廢棄物，該空氣污染物產生自產品的噴漆過程。因此，治理包含揮發性有機化合物的工業廢氣為我們產品製造過程的主要重點及控制領域。除揮發性有機化合物排放外，我們的生產過程亦會產生空氣污染物苯、甲苯、二甲苯、非甲烷碳氫化合物總量、鉛及錫。於回顧期間，本集團向一名持牌方外判業務，對我們工廠廢氣排放量的平均密度及速率進行檢查評估。持牌方已批准相關評估，確認我們的廢氣排放符合中國相關環境法規標準排放限額，密度及速率載列於下表：

### 平均密度 二零一九年

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

Waste gases of emissions 廢氣排放	Average density (mg/m <sup>3</sup> ) 平均密度 (毫克/立方米)					Sampling collection date 取樣日期	Assessment Report No. 評估報告編號
	Benzene 苯	Toluene 甲苯	Xylene 二甲苯	Volatile organic compounds (VOC) 揮發性 有機化合物	Total non-methane hydrocarbons 非甲烷碳氫 化合物總量		
Waste gas emission exhaust port from injection factory production 來自注射工廠生產的 廢氣排放口	Not- Detected (ND) 未檢出	0.611	0.251	Not- Detected (ND) 未檢出	1.22	10th April 2019 二零一九年 四月十日	JA20190453
Waste gas emission exhaust port from pad printing production 來自移印生產的 廢氣排放口	Not- Detected (ND) 未檢出	0.260	0.227	4.06	Not- Detected (ND) 未檢出	10th April 2019 二零一九年 四月十日	JA20190453
Standard discharge limit 標準排放限額	≤12	≤40	≤70	≤60	≤120	-	-
Results 結果	Pass 通過	Pass 通過	Pass 通過	Pass 通過	Pass 通過	-	-



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

2018

二零一八年

Waste gases of emissions 廢氣排放	Average density (mg/m <sup>3</sup> ) 平均密度(毫克/立方米)				Volatile organic compounds (VOC) 揮發性有機化合物	Sampling collection date 取樣日期	Assessment Report No. 評估報告編號
	Benzene 苯	Toluene 甲苯	Xylene 二甲苯				
Organic waste gas emission from old factory production unit 來自舊有工廠生產單位的有機廢氣排放	0.258	0.182	0.213	2.42	5th June 2018 二零一八年六月五日	Environment assessment (2018) No.06050 環境評估(2018) No.06050	
Waste gas emission exhaust port from spray paint production before waste gas treatment 廢氣處理前噴漆生產的廢氣排放口	N/A 不適用	N/A 不適用	N/A 不適用	16.1	8th May 2018 二零一八年五月八日	EDD49K000193	
Waste gas emission exhaust port from spray paint production after waste gas treatment 廢氣處理後噴漆生產的廢氣排放口	N/A 不適用	N/A 不適用	N/A 不適用	6.03	8th May 2018 二零一八年五月八日	EDD49K000193	
Waste gas emission exhaust port from assembly wave soldering before waste gas treatment 廢氣處理前組裝波焊接的廢氣排放口	N/A 不適用	N/A 不適用	N/A 不適用	9.16	8th May 2018 二零一八年五月八日	EDD49K000193	
Waste gas emission exhaust port from assembly wave soldering after waste gas treatment 廢氣處理後組裝波焊接的廢氣排放口	N/A 不適用	N/A 不適用	N/A 不適用	3.82	8th May 2018 二零一八年五月八日	EDD49K000193	
Standard Discharge limit 標準排放限額	≤12	≤40	≤70	≤60	-	-	
Results 結果	Pass 通過	Pass 通過	Pass 通過	Pass 通過	-	-	

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### Average speed 2019

平均速率  
二零一九年

Waste gases of emission 廢氣排放	Average speed (kg/h) 平均速率(公斤/小時)		Sampling collection date 取樣日期	Assessment Report No. 評估報告編號
	Lead 鉛	Tin 錫		
Waste gas emission from old factory production unit 來自舊有工廠生產單位的 廢氣排放	2.3x10 <sup>-5</sup>	2.3x10 <sup>-5</sup>	12th March 2019 二零一九年三月十二日	Environment assessment (2019) No.0357 環境評估(2019)No.0357
Waste gas emission from new factory production unit 來自新工廠生產單位的廢氣排放	2.3x10 <sup>-5</sup>	1.8x10 <sup>-5</sup>	12th March 2019 二零一九年三月十二日	Environment assessment (2019) No.0357 環境評估(2019)No.0357
Standard Discharge limit 標準排放限額	≤0.005	≤0.43	-	-
Results 結果	Pass 通過	Pass 通過	-	-

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

Waste gases of emission 廢氣排放	Average speed (kg/h) 平均速率(公斤/小時)					Total non-methane hydrocarbons 非甲烷碳氫 化合物總量	Sampling collection date 取樣日期	Assessment Report No. 評估報告編號
	Benzene 苯	Toluene 甲苯	Xylene 二甲苯	Volatile organic compounds (VOC) 揮發性 有機化合物				
Waste gas emission exhaust port from injection factory production 來自注射工廠生產的 廢氣排放口	1.55x10 <sup>-5</sup>	1.27x10 <sup>-2</sup>	5.20x10 <sup>-3</sup>	Not- Applicable (N/A) 不適用		0.025	10th April 2019 二零一九年 四月十日	JA20190453
Waste gas emission exhaust port from pad printing production 來自移印生產的廢氣排放口	8.06x10 <sup>-6</sup>	2.80x10 <sup>-3</sup>	2.44x10 <sup>-3</sup>	0.044		Not- Applicable (N/A) 不適用	10th April 2019 二零一九年 四月十日	JA20190453
Standard discharge limit 標準排放限額	≤0.42	≤2.5	≤0.84	≤3.6		≤14.0	-	-
Results 結果	Pass 通過	Pass 通過	Pass 通過	Pass 通過		Pass 通過	-	-



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

2018

二零一八年

Waste gases of emission 廢氣排放	Average speed (kg/h) 平均速率 (公斤/小時)				Volatile organic compounds (VOC) 揮發性有機化合物	Sampling collection date 取樣日期	Assessment Report No. 評估報告編號
	Benzene 苯	Toluene 甲苯	Xylene 二甲苯				
Organic waste gas emission from old factory production unit 來自舊有工廠生產單位的有機廢氣排放	3.4×10 <sup>-3</sup>	2.4×10 <sup>-3</sup>	2.81×10 <sup>-3</sup>	3.19×10 <sup>-2</sup>	5th June 2018 二零一八年六月五日	Environment assessment (2018) No.06050 環境評估(2018) No.06050	
Waste gas emission exhaust port from spray paint production before waste gas treatment 廢氣處理前噴漆生產的廢氣排放口	N/A 不適用	N/A 不適用	N/A 不適用	0.046	8th May 2018 二零一八年五月八日	EDD49K000193	
Waste gas emission exhaust port from spray paint production after waste gas treatment 廢氣處理後噴漆生產的廢氣排放口	N/A 不適用	N/A 不適用	N/A 不適用	0.057	8th May 2018 二零一八年五月八日	EDD49K000193	
Waste gas emission exhaust port from assembly wave soldering before waste gas treatment 廢氣處理前組裝波焊接的廢氣排放口	N/A 不適用	N/A 不適用	N/A 不適用	0.18	8th May 2018 二零一八年五月八日	EDD49K000193	
Waste gas emission exhaust port from assembly wave soldering after waste gas treatment 廢氣處理後組裝波焊接的廢氣排放口	N/A 不適用	N/A 不適用	N/A 不適用	0.068	8th May 2018 二零一八年五月八日	EDD49K000193	
Standard Discharge limit 標準排放限額	≤0.42	≤2.5	≤0.84	≤3.6	-	-	
Results 結果	Pass 通過	Pass 通過	Pass 通過	Pass 通過	-	-	

During the review period, a licensed party was outsourced for the Group to carry out an assessment in April 2019 regarding to the amount of discharges of VOCs, benzene, toluene, xylene and total non-methane hydrocarbons. In addition, the Group also outsourced the licensed party to carry out another assessment in March 2019 regarding to the amount of lead and tin emissions. Sampling collection points reduced in 2019 compare to 2018 due to the reduction of production in old factory during 2019.

於回顧期間，本集團向一名持牌方外判業務，於二零一九年四月對揮發性有機化合物、苯、甲苯、二甲苯及非甲烷碳氫化合物總量的排放量進行評估。此外，本集團亦向一名持牌方外判業務，於二零一九年三月對鉛及錫排放量進行另一項評估。與二零一八年相比較，二零一九年的取樣點減少，此乃歸因於二零一九年舊有工廠的產量減少所致。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### KPI A1.2 Greenhouse gas emission

The greenhouse gas emission produced by the Group is mainly due to Indirect emissions (Scope 2) from purchased electricity for the production factory. In addition, we also had Direct emission (Scope 1) principally resulted from the consumptions of liquefied petroleum gas for running the canteens of the factory, burning of diesel fuel by the power generators and usages of factory vehicles. There were Carbon-dioxide equivalent Scope 1 Direct and Scope 2 Indirect emissions figures tabulated as below:

### 關鍵績效指標 A1.2 溫室氣體排放

本集團的溫室氣體排放主要來自生產工廠購買電力的間接排放(範圍2)。此外，我們亦有直接排放(範圍1)，主要來自工廠食堂使用液化石油氣、發電機燃燒柴油以及使用工廠車輛。二氧化碳當量範圍1直接及範圍2間接排放量數據如下表所列：

Emission type	排放類型	2019 二零一九年	2018 二零一八年	Increase/ (decrease) in percentage 百分比增加 /(減少)
Direct emission (Scope 1) — Total carbon dioxide generated equivalent (tonnes)	直接排放(範圍1) — 二氧化碳總當量(噸)	<b>67.20</b>	129.46	(48.09%)
Indirect emission (Scope 2) — Total carbon dioxide generated equivalent (tonnes)	間接排放(範圍2) — 二氧化碳總當量(噸)	<b>7,142.97</b>	7,536.02	(5.22%)
Total emission (tonnes)	總排放量(噸)	<b>7,210.17</b>	7,665.48	(5.94%)

Intensity analysis	密度分析	2019 二零一九年	2018 二零一八年	Increase/ (decrease) in percentage 百分比增加 /(減少)
Total production of finished goods (unit)	成品總產量(單位)	<b>34,404,483</b>	39,504,447	(12.91%)
Intensity for total greenhouse gas emission (tonne) per unit of finished good	每成品單位溫室氣體總 排放量的密度(噸)	<b>0.000209598</b>	0.000194063	(8.00%)

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

The carbon dioxide generated equivalent from direct emission (Scope 1) amounted to 67.20 tonnes in fiscal year 2019, it represented a decrease of 48% comparing to 2018. It was mainly attributed to the largest staff canteen had ceased operation during 2019 and the decrease of usage of the smaller staff canteen. Moreover, no generator was additionally employed according to electricity suspension also helped the drop of the carbon dioxide generated equivalent from direct emission (Scope 1).

Regarding to the carbon dioxide generated equivalent from indirect emission (Scope 2), it amounted to approximately 7,142.97 tonnes in fiscal year 2019, it represented a slight decrease of 5% comparing to 2018. It was mainly attributed to the decrease of production units to give the reduction of carbon dioxide generated equivalent from indirect emission (Scope 2).

As the Paris Agreement sends a clear signal that the shift to a low-carbon economy is inevitable and everyone must play their part as a corporate citizen. In order to facilitate such transition, the Group has continued participation to the CDP (Carbon Disclosure Project) Supply Chain program which helps CDP to highlight and spur meaningful action on tackling climate change by capturing vital data on climate change in order to improve collaboration and encourage transparency. Our greenhouse gas emission is reported on the platform in July on an annual basis.

於二零一九年財政年度，直接排放(範圍1)所產生的二氧化碳當量為67.20噸，較二零一八年下跌48%。此乃主要歸因於最大的員工食堂已於二零一九年停止營運，且規模較小的員工食堂減少營業。此外，概無因應電力中斷而額外使用發電機，此亦有助減少直接排放(範圍1)所產生的二氧化碳當量。

至於間接排放(範圍2)所產生的二氧化碳當量，則於二零一九年財政年度約達7,142.97噸，較二零一八年輕微減少5%。此乃主要歸因於生產單位減少導致間接排放(範圍2)所產生的二氧化碳當量減少。

巴黎協議發出明確信號，轉向低碳經濟乃大勢所趨，每個人均需扮演企業公民的一份子。為促進該轉型，本集團已參加碳排放披露項目供應鏈計劃，當中碳排放披露項目透過收集氣候變化的重要數據，幫助找出並推行應對氣候變化的有效行動，以改善合作並提高透明度。我們每年七月在該平台報告溫室氣體排放。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### KPI A1.3 Hazardous waste emission

The Group is dedicated to managing waste in a responsible way and strives to optimize the use of resources. The Guangzhou Factory has established a comprehensive hazardous waste management system and carries out disposal of hazardous waste in accordance with relevant laws and regulations. Our hazardous waste mainly included waste activated carbon with organic matters, banana oil polluted waste fabrics, waste lubricant and engine oil, waste emulsion oil, waste paint and paint residual. There is a storage area in the factory for storing hazardous solid waste. Our factory also works with institutions which are qualified to dispose of hazardous waste. During the review period, we recorded the following hazardous waste emission figures and they were all collected by qualified institutions.

### 關鍵績效指標 A1.3 有害廢棄物排放

本集團致力於以負責任的方式管理廢棄物，並盡力優化資源利用。廣州廠房已建立全面的有害廢棄物管理系統，並根據相關法律及法規處理有害廢棄物。我們的有害廢棄物主要包括有機廢物活性炭、香蕉油污染廢棄織物、廢棄潤滑油及機油、廢棄乳化油、廢漆及油漆殘留物。該廠房設有用於存放有害固體廢棄物的存放區域。廠房已與合資格機構合作以處理有害廢棄物。於回顧期間，我們記錄以下有害廢棄物排放數據而該等有害廢棄物均由合資格機構收集。

Waste type	廢棄物類型	2019	2018	Increase/ (decrease) in percentage
		二零一九年	二零一八年	百分比增加 /(減少)

Total hazardous waste (tonnes)	有害廢棄物總量 (噸)	1.49	2.60	(42.69%)
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Intensity analysis	密度分析	2019	2018	Increase/ (decrease) in percentage
		二零一九年	二零一八年	百分比增加 /(減少)

Total production of finished goods (unit)	成品總產量(單位)	34,404,483	39,504,447	(12.91%)
Intensity for hazardous waste emission (tonne) per unit of finished good	每成品單位有害廢棄物排放量的密度(噸)	0.0000000433	0.0000000658	(34.19%)

The total hazardous waste emission amounted to 1.49 tonnes in fiscal year 2019, it represented a decrease of approximately 43% comparing to 2018. It was mainly attributed to the decrease of production units which resulted in the drop of the waste of organic solvents for cleaning.

於二零一九年財政年度，有害廢棄物總排放量為1.49噸，較二零一八年減少約43%。此乃主要歸因於生產單位減少導致減少浪費有機清潔溶劑。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### KPI A1.4 Non-hazardous waste emission

Our Non-hazardous waste from the Guangzhou Factory operation mainly attributed to scrap, wasted packaging materials, waste residual from sewer and filter tank as well as other domestic waste. Packaging materials mainly include cardboard boxes for product wrap up. We have been considering the principle of environmental friendly in our packaging design, and select more eco-friendly packaging materials and reducing the weight of materials used for our products. During the review period, we recorded the following non-hazardous waste emission figures.

### 關鍵績效指標 A1.4 無害廢棄物排放

廣州廠房作業中的無害廢棄物主要來自廢料、廢棄包裝材料、下水道及過濾池廢渣以及其他生活垃圾。包裝材料主要包括將產品打包的紙板箱。我們在包裝設計中已一直考慮環保原則，並選擇更生態友好的包裝材料及降低我們產品所用材料的重量。於回顧期間，我們記錄了以下無害廢棄物排放數據。

Type	類型	2019 二零一九年	2018 二零一八年	Increase/ (decrease) in percentage 百分比增加 /(減少)
Scrap and wasted packaging materials (kg)	廢料及廢棄包裝材料(公斤)	<b>62,269.00</b>	66,868.97	(6.88%)
Waste residual from sewer and filter tank (kg)	下水道及過濾池廢渣(公斤)	<b>222,000.00</b>	70,000	217.14%

Intensity analysis	密度分析	2019 二零一九年	2018 二零一八年	Increase/ (decrease) in percentage 百分比增加 /(減少)
Total production of finished goods (unit)	成品總產量(單位)	<b>34,404,483</b>	39,504,447	(12.91%)
Intensity for Scrap and wasted packaging materials emission (kg) per unit of finished good	每成品單位廢料及廢棄包裝材料排放密度(公斤)	<b>0.0018</b>	0.0017	5.88%
Intensity for Waste residual from sewer and filter tank (kg) per unit of finished good	每成品單位下水道及過濾池廢渣(公斤)	<b>0.0065</b>	0.0018	261.11%

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

The total non-hazardous waste emission including scrap and wasted packaging materials as well as waste residual from sewer and filter tank resulted a decrease of approximately 7% and increment of approximately 217% respectively in fiscal year 2019. The reduction figures was attributed to the decrease of production units. The big increment figure of sewer wastes was due to the cleaning intensities of the chemical discharge pool after production, including special cleaning of the pool residues. In addition, the kitchen waste of staff canteen was also properly treated and the treatment through the filter slag pool was also reduced.

In addition, the Group continues to practice paper saving initiatives, such as default double-sided printing, reminder for staff to have environmentally friendly photocopying habit, and separated collection of waste paper for effective recycling. Waste paper recycling bins are placed in office to regularly recycle used paper, and employees are encouraged to read and send files electronically to reduce printing.

### Use of Resources

The Group adheres to the concept of energy conservation and emission reduction for green production. The major resources used by the Group are principally attributed to electricity, water and packaging materials consumed at the factory in Guangzhou. We aim to improve our energy utilization efficiency to achieve low-carbon practices and emission reduction throughout our production and operation, and strive to save the resources. The Group's electricity, water and packaging materials consumption were shown in the following tables:

無害廢棄物總排放量包括廢料及廢棄包裝材料以及下水道及過濾池廢渣，分別於二零一九年財政年度下跌約7%及上升約217%。數字下跌乃歸因於生產單位減少。下水道廢棄物數量大幅增加乃歸因於生產後對化學品排放池進行頻密清潔（包括特別清潔水池殘渣）。另外，員工食堂的廚餘已獲妥善處理，並減少濾渣池的處理程序。

此外，本集團持續踐行節約用紙倡議，例如預設雙面打印、提醒員工保持環保的影印習慣及分開收集可有效回收利用的廢紙。辦公室備有廢紙回收箱，以定期回收用過的紙張，並鼓勵員工閱讀及發送電子文檔，減少打印。

### 資源利用

本集團遵循節能減排的理念，以實現綠色生產。本集團使用的主要資源主要歸因於廣州廠房消耗的電力、水及包裝材料。我們致力於在生產及經營過程中提高能源利用率，實現低碳減排為目標，並努力節約資源。本集團的電力、水及包裝材料消耗如下表所示：



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### KPI A2.1 Indirect electricity consumption

### 關鍵績效指標 A2.1 間接用電

Region	地區	2019 二零一九年	2018 二零一八年	Increase/ (decrease) in percentage 百分比增加 /(減少)
Guangzhou's factory electricity consumption (Kwh)	廣州廠房用電(千瓦時)	<b>10,642,279</b>	11,166,528	(4.69%)
Intensity analysis	密度分析	2019 二零一九年	2018 二零一八年	Increase/ (decrease) in percentage 百分比增加 /(減少)
Total production of finished goods (unit)	成品總產量(單位)	<b>34,404,483</b>	39,504,447	(12.91%)
Intensity for indirect electricity consumption (Kwh) per unit of finished good	每單位成品間接用電密度(千瓦時)	<b>0.309</b>	0.283	9.19%

The total indirect electricity consumption amounted to 10,642,279 kwh in fiscal year 2019, it represented a decrease of 4.69% comparing to 2018 and it was attributed to the decrease of production units following the decrease of total indirect electricity consumption.

於二零一九年財政年度，間接用電總量達10,642,279千瓦時，較二零一八年減少4.69%，乃歸因於間接用電總量減少導致生產單位減少。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### KPI A2.2 Water consumption

### 關鍵績效指標 A2.2 用水

Region	地區	2019 二零一九年	2018 二零一八年	Increase/ (decrease) in percentage 百分比增加 /(減少)
Guangzhou's factory water consumption (tonnes)	廣州廠房用水(噸)	<b>95,332</b>	105,670	(9.78%)

Intensity analysis	密度分析	2019 二零一九年	2018 二零一八年	Increase/ (decrease) in percentage 百分比增加 /(減少)
Total production of finished goods (unit)	成品總產量(單位)	<b>34,404,483</b>	39,504,447	(12.91%)
Intensity for water consumption (tonne) per unit of finished good	每單位成品用水密度(噸)	<b>0.0028</b>	0.0027	3.70%

The total water consumption amounted to 95,332 tonnes in fiscal year 2019, it represented a decrease of 9.78% comparing to 2018, it was attributed to the decrease of production of finished goods.

於二零一九年財政年度，用水總量達95,332噸，較二零一八年減少9.78%，乃歸因於成品產量減少。

The Group has implemented guidelines and policies for energy saving management which include in-house rules and regulations for both office and factory employees to follow. The implementation of policy is the follow-up plan after the Third-party Certifications upon the ISO-14001 and OHSAS-18001 management Standards. An environmental management team is developed and authorized to set up the targets, indices for emissions level as well as developing management programmes. General affairs department is responsible for carrying out the monitoring work for effective uses of resources.

本集團已實施節能管理指引及政策，包括辦公室及工廠僱員均須遵守的內部規則及條例。所實施的政策是根據ISO-14001及OHSAS-18001管理標準在獲得第三方認證後的跟進計劃。本公司已成立環境管理團隊，並授權其設立排放水平目標、指數及制定管理方案。總務部負責對資源的有效利用進行監督。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

We have implemented a range of measures designed to reduce emissions and cut down its consumption of energy and natural resources. We also promote a paperless office and encourage staff to reduce electricity and water usage in their daily work to create a green office. To reduce remarkably the consumption of electrical energy, the Guangzhou factory has gradually replaced the traditional lighting tubes with energy-saving tubes that enjoy higher efficiency and longer life cycle. The factory has applied push-button taps instead of screwdriver faucet in order to reduce water wastage. We have established a maintenance and conservation policy for production and non-production equipment which aims at enhancing the optimal use of machineries and equipments. Hence, achieving the least electricity consumption and greenhouse gas emissions.

In addition, a number of energy conservation promotional banners and posters were post up in various places to remind workers. Through catchy slogan and posters, everyone paid high attention to environmental protection and resource conservation.

Currently, the water supply is mainly from the municipal water supply. The Group has a strong focus on the water conservation, and therefore tries to prevent water pollution which is mainly generated from workers' living activities. The Guangzhou Factory promotes sewage bio-chemical treatment facility and water reuse, so as to reduce the amount of water consumption and ensure water is used sustainably. We build our own sewage treatment facilities in the factory to undertake sewage treatment before discharging, the water from reclaimed water tank is used for irrigation in staff living quarters.

我們已實施多項措施，旨在降低排放及減少其能源及自然資源消耗。我們亦推行無紙化辦公室，鼓勵員工在日常工作中減少水電使用量，創建綠色辦公室。為大幅降低電能消耗，廣州廠房已逐步更換傳統燈管，改用具備更高效率及更長使用壽命的節能燈管。該廠房已使用按壓式水龍頭，取代螺旋式水龍頭，以減少水浪費。我們已為生產及非生產設備制定維護及保護政策，以增強機器及設備的最佳使用。從而達到最少的電力消耗及溫室氣體排放。

此外，我們於多個地方張貼若干節能宣傳標語及海報，以提醒工人。透過顯眼的標語及海報，每個人都高度重視環境保護及資源節約。

目前，水源供應主要來自市政供水。本集團重點關注水資源保護，因此盡力預防主要產生自工人生活活動的水污染。廣州廠房推行污水生物化學處理設施及廢水回用，從而降低水消耗量及確保水可持續使用。我們在廠房建立自有的污水處理設施，在排放前對污水進行處理，將員工宿舍中回收水箱內收集的水用於灌溉。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### KPI A2.5 Packaging materials used for finished products

Our packaging materials for each finished goods include label, paper packing materials such as cardboard box, plastic bag and Styrofoam. During the review period, the packaging materials consumption was shown in the following table:

### 關鍵績效指標 A2.5 成品所用包裝材料

每件成品的包裝材料包括標籤、紙包裝材料，如紙箱、塑料袋及聚苯乙烯泡沫塑料。於回顧期間，包裝材料消耗如下表所示：

Type of packaging material	包裝材料類型	2019 二零一九年	2018 二零一八年	Increase/ (decrease) in percentage 百分比增加 /(減少)
Label (piece)	標籤(件)	<b>10,835,572</b>	20,042,643	(45.94%)
Paper packing material (piece)	紙包裝材料(件)	<b>31,108,304</b>	56,998,654	(45.42%)
Plastic bag (piece)	塑料袋(件)	<b>6,445,997</b>	16,787,863	(61.60%)
Foam (piece)	泡沫塑料(件)	<b>947,496</b>	5,064,899	(81.29%)
Total (piece)	總計(件)	<b>49,337,369</b>	98,894,059	(50.11%)

Intensity analysis	密度分析	2019 二零一九年	2018 二零一八年	Increase/ (decrease) in percentage 百分比增加 /(減少)
Total production of finished goods (unit)	成品總產量(單位)	<b>34,404,483</b>	39,504,447	(12.91%)
Intensity for usage of packaging materials (piece) per unit of finished good	每單位成品包裝材料 使用密度(件)	<b>1.43</b>	2.50	(42.64%)

The total usage of packaging materials amounted to approximately 49,337,369 pieces in fiscal year 2019, it represented a decrease of 50.11% comparing to 2018. The decreasing figure was attributed to the decrease of production of finished goods and effective management of waste resources. The 2018 finished goods of stored telephones sets could be delivered after re-inspection in 2019, in which, it was also one major reason for the decrease of total usage of packaging materials.

於二零一九年財政年度，包裝材料總用量約為49,337,369件，較二零一八年減少50.11%。數字下跌乃歸因於成品產量減少及有效管理廢棄物資源。於二零一八年的庫存電話成品在二零一九年經過再次檢查後可予交付，此亦為我們包裝材料使用總量減少的主要原因之一。

The Group is dedicated to consume the least packaging materials as possible. It is the Group's practice to implement production planning in a timely basis so as to assess the least amount of packaging materials needed. The Group is also committed to source recyclable packaging materials from suppliers with eco-friendly practice and engagement.

本集團致力於盡量降低包裝材料使用量。本集團的慣例是適時實施生產計劃，以評估所需包裝材料的最少數量。本集團亦致力根據環保慣例及操守向供應商採購可循環使用的包裝材料。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### B. SOCIAL COMMITMENT

#### Employment and Labour Practices

Quality talents are the Group's valuable assets for maintaining business sustainability. The Group has implemented practices and adopted "Staff Handbook" with respect to: (i) compensation and dismissal; (ii) recruitment and promotion; (iii) working hours; (iv) rest periods; (v) equal opportunity; (vi) diversity; (vii) anti-discrimination; and (viii) welfare and other benefits that all information and procedures are complied with the Labor law of the People's Republic of China, Labor Contract Law of the People's Republic of China and other relevant laws and regulations.

The Group strictly complies with International Labour Standards and the government's "Provision on the Prohibition of Using Child Labor" 《禁止使用童工規定》. No juveniles under 16 years old are being recruited.

In order to maintain harmonious labour relationships, the Group firmly eradicates any forced labour, employment discrimination and occupational discrimination. The Group protects the rights of staff in terms of providing rest and leave days according to relevant governmental laws and regulations.

During the year ended 31 December 2019, the Group was complying sustainably with laws and regulations relating to employment and labour practices.

### B. 社會承擔

#### 僱傭及勞工常規

優秀人才是本集團維持業務可持續性的寶貴資產。本集團已實施及採納有關(i) 薪酬及解聘；(ii) 僱傭及晉升；(iii) 工作時數；(iv) 假期；(v) 平等機會；(vi) 多元化；(vii) 反歧視；及(viii) 福利及其他待遇方面的常規及「員工手冊」，所有資料及程序均遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及其他相關法律法規的規定。

本集團嚴格遵守勞工標準國際公約及政府的《禁止使用童工規定》。我們並無聘用年齡不滿16歲的童工。

為保持和諧的勞資關係，本集團堅決杜絕任何強迫勞動、聘用歧視及職業歧視。本集團會依照政府的相關法律及法規，保護員工休息及休假的權利。

於截至二零一九年十二月三十一日止年度，本集團一直遵守僱傭及勞工慣例相關法律法規。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### Health and Safety

The Group rigorously comply with the “Law of the People’s Republic of China on Work Safety” (《中華人民共和國安全生產法》) and other relevant laws and regulations in order to maintain health and safety working environment. Employment safety rules is included in the Group “Staff Handbook” for regulating occupational health and safety and on-the-job training is provided for the employees in order to minimize the potential risk of accidents, injuries and exposure in relation to health risks.

The Guangzhou factory had obtained Quality Management System Certification (ISO9001) and Environmental Management System Certification (ISO14001) formulated by the International Organisation for Standardisation (“ISO”) and they were certified, thus effectively guaranteeing the establishment of a healthy, safe and stable working environment. Daily operations are inspected by relevant departments, according to the occupational health and safety requirements of the respective company. Any non-compliance will also be identified and rectified on a timely basis. Furthermore, the Guangzhou factory has designed several safety requirements so as to avoid fire and industrial accidents, such as:

- Fire-fighting facilities like fire extinguishers are well equipped.
- Designated staff conducts inspection from time to time so as to ensure the exit passageway clear and unblocked.
- Fire drills are organized twice per year.

During the year ended 31 December 2019, the Group did not receive any non-compliance with the health and safety laws and regulations.

### 健康與安全

本集團嚴格遵守《中華人民共和國安全生產法》及其他相關法律及法規，以維持健康與安全的工作環境。本集團「員工手冊」已載有僱傭安全規則，以規範職業健康與安全，我們亦向僱員提供在職培訓，以盡量降低潛在事故及受傷風險以及相關健康風險。

廣州廠房已取得國際標準化組織(「ISO」)制定的質量管理系統認證(ISO9001)及環境管理系統認證(ISO14001)，並通過審核，為企業建立健康、安全、穩定的工作環境提供有力的保障。日常操作由相關部門按各公司的職業健康與安全規定進行檢查，並及時糾正發現的不遵守情況。此外，廣州廠房已設計多項安全規定，以避免火災及工業事故，例如：

- 已配備滅火筒等適當的滅火消防器材。
- 專責人員不時巡查以確保安全通道暢通無阻。
- 每年組織兩次火警演習。

截至二零一九年十二月三十一日止年度，本集團並不知悉任何違反健康與安全法律法規的情況。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### Development and Training

The Group places strong emphasis on the career development of individual employees. Employees are encouraged to keep abreast of the changing world and pursue continuing educations, so as to cope with the rapidly changing society and meet the evolving corporate development needs. The Group encourages its employees to participate in individual continuing education programs which are related to their job duties, with a view to strengthening the professional career training of its staff teams, promoting professional expertise of management teams and stimulating the potential abilities of employees. In addition, in order to enable new staff to fit into the Company and comprehend the company policy and corporate culture as soon as possible, the Group provides basic orientation training for all the new staff and provides its management personnel and employees with on-the-job education, training and other opportunities to improve their skills and knowledge. The Group continues to intensify its efforts to promote staff training programmes. This helps provide the necessary protection for talent reserves for corporate development.

### Supply Chain Management

The principal raw materials and components used in Guangzhou factory production include ICs, PCBs, plastic, motor and battery. At present, the majorities of manufacturing materials are purchased domestically. The factory typically procures raw materials and components upon receipt of purchase orders from its customers. In order to ensure that the raw materials and components procured are of the requisite standards, The Purchasing Department is responsible of procurement of raw materials, and manages sourcing for our supply chain. An approved vendor list is maintained for each of its principal raw materials and components and the vendor list is reviewed periodically.

### 發展及培訓

本集團一直重視僱員個人的事業發展，並鼓勵僱員要與時並進，持續進修，以應付社會日新月異的變化與企業急速發展的需要。本集團鼓勵員工參與跟工作崗位相關的個人進修課程，以加強員工隊伍的職業培訓，提升管理團隊的專業知識及激發員工的潛能。此外，為使新進員工能夠盡快融入本公司，了解公司的制度和企業文化，本集團為所有新員工提供入職基礎培訓，並向我們的管理人員及員工提供在職教育、培訓及其他機會，以提升彼等的技能及知識。本集團持續加強推行員工培訓課程，為企業的發展做好人才儲備提供必要的保障。

### 供應鏈管理

廣州廠房所使用的主要原材料及組件包括集成電路、印刷電路板、塑料、發動機及電池。目前，大部分生產材料購自國內。工廠一般於接獲客戶的採購訂單後採購原材料及組件。為確保所採購的原材料及組件符合規定的標準，採購部負責採購原材料，並管理供應鏈。本集團為其各主要原材料及組件建立一份經認可供應商名單，並定期對其進行審查。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

To enhance supply chain management, the Group has formulated management systems and regulates the supplier selection process to systematically evaluate and qualify new suppliers. This enables top notch suppliers to enter its supply system and become its qualified suppliers, thereby facilitating its stable procurement development. According to the Group's "Standard Operating Procedure" and quality management system relating to the supplier management process, the Group carefully manage and select qualified suppliers and carry out regular evaluations to safeguard the quality of its materials and to ensure its product delivery schedules, establishing a foundation for providing quality products to our customers. Customers are becoming more concerned about environmental issues, and stress us the importance of using environmental-friendly materials. We will continue to communicate these demands to our suppliers, strengthen our cooperation with suppliers regarding their ability to deliver environmental-friendly materials, coordinate with them in sampling trials, and work with them to produce societal benefits.

### Product responsibility

The Group is committed to supplying quality products and providing quality services that consistently meet or even exceed our customers' expectations. The Group has placed a strong emphasis on quality assurance and has adopted stringent quality assurance procedures at different stages of its business operation including the pre-production process, the procurement of raw materials and components and the monitoring of production processes and the inspections of finished products to ensure the qualities of its products.

The Group's production facilities had been successfully transited to the new version of ISO-9001:2015 and that of IATF-16949:2016 Certified for Automotive products since 2017. In addition, Guangzhou Factory was ISO-13485:2016 Certified for Medical Devices.

為加強供應鏈管理，本集團已制定管理制度及規範供應商挑選流程，對新供應商進行系統的評估及認可，使優秀的供應商能進入其供貨體系，成為其合資格供應商，以滿足其穩定採購發展的需要。根據本集團的《標準作業流程》及品質管理制度體系的供應商管理流程，本集團小心管理及選擇合資格供應商，並定期進行考評，確保其產品的材料品質與交付時間，為向我們的客戶提供優質的產品奠定基礎。客戶環保意識日益提高，並向我們強調採用環保材料的重要性。我們不斷與供應商溝通，並將其要求傳遞予供應商，加強與具備環保型材料供應能力的供應商合作，積極配合供應商的產品試用，與他們一起共同努力創造社會效益。

### 產品責任

本集團致力提供優質產品及服務，貫徹始終地滿足甚至超越客戶期望。本集團重視質量保證，並在生產作業各個階段採取嚴格質量保證程序，包括生產前工序、原材料及組件採購，以及生產工序監察及製成品檢查，確保產品質量。

本集團生產設施已自二零一七年起就汽車產品成功轉換新版ISO-9001:2015認證及新版IATF-16949:2016認證。另外，廣州廠房就醫療設備獲得ISO-13485:2016認證。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

The Guangzhou Factory has a team who is responsible for quality control and quality assurance. It also has an independent quality assurance department that reports directly to the top management on product quality matters. Quality assurance functions are performed throughout the production processes from the raw materials and components procurement stages to product delivery stages to ensure that the products can meet the required national standards and certain industry standards applicable to such products. Industry standards for products adopted by the factory including:

- (i) IPC-A-610F Acceptability of Electronics Assemblies for PCBA workmanship requirements;
- (ii) RoHS (Restriction of Hazardous Substances Directives 2002/95/EC); and
- (iii) REACH (Registration, Evaluation, Authorisation and Restriction of Chemical substances).

Our products are also in compliance with various international safety standards including:

- (i) FCC standards — product standards which are applicable to telephone and IT;
- (ii) UL standards — standards for product safety;
- (iii) CSA standards — standards for product safety and performance;
- (iv) China Compulsory Certification — a mandatory certification system concerning product safety in China; and
- (v) CE — European Union consumer safety, health or environmental requirements.

廣州廠房有一支團隊負責質量控制及質量保證。廣州廠房亦設有一個獨立的質量保證部門，直接向最高管理人員匯報產品質量事宜。從原材料及組件採購階段至產品付運階段的整個生產工序，都一一履行質量保證，確保產品達致規定的國家標準及有關產品適用的若干行業標準。該廠房就產品採納的行業標準包括：

- (i) PCBA工藝要求的IPC-A-610F電子組件可接受性；
- (ii) 有害物質禁用指令(RoHS 2002/95/EC)；及
- (iii) 化學品註冊、評估、授權及限制法規(REACH)。

我們的產品亦符合多項國際安全標準，包括：

- (i) FCC標準 — 適用於電話及資訊科技的产品標準；
- (ii) UL標準 — 產品安全標準；
- (iii) CSA標準 — 產品安全及性能標準；
- (iv) 中國強制性產品認證 — 有關中國產品安全的強制性產品認證制度；及
- (v) CE — 歐盟消費者安全、健康或環境規定。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### Intellectual property

Our legal department is in charge of protecting our intellectual property. In addition to highlighting and protecting intellectual property and ensuring we respect the intellectual property of others, we protect the fair competition environment, and comply with industry standards and criteria. During the year, the Group had not experienced any infringement of its intellectual property rights by third parties. Also, the Group was not involved in any material litigation or legal proceedings for violation of intellectual property rights and there was no material violation of the same.

### Customer relationship management

Customer satisfaction is the foundation of an enterprise's competitiveness, and the Group continuously tries to improve on this aspect. The Group has a customer-oriented focus and strives to provide quality products and services by continuously hearing what its customers are looking for. A policy "Communication and Service with Customers Manual" (《與顧客的溝通及服務控制程序》) has set to standardize the procedure for customers' communication in order to promote operation consistency and increased responsiveness to customers' changing needs. The Group collects customers' feedbacks relating to its manufactured products which are used as important references in its constant efforts to improve product quality and promote customer satisfaction. The Group is always trying to improve, and address complaints or feedback quickly to resolve any issues. A Customer Services Department has set up to maintain ongoing communication with customers and ensure the Group can provide excellent service. The Group put great emphasis on protecting customer privacy, and implement stringent internal management for marketing activities to safeguard customer information security.

During the year ended 31 December 2019, the Group did not receive any non-compliance with relevant laws and regulations related to product responsibility.

### 知識產權

我們的知識產權的維護由法務部負責。本集團重視及保護知識產權，尊重他人的知識產權，維護公平競爭環境，以及遵守行業標準與規範。於年內，本集團並無遇上第三方侵犯其知識產權的事件。本集團亦無違反知識產權而涉及任何重大訴訟或法律程序，且概無嚴重違反知識產權。

### 客戶關係管理

客戶的滿意度乃企業競爭力的基礎，本集團堅持客戶至上的原則，通過不斷了解顧客的需求，為其提供優質的產品和服務，以不斷提升客戶的滿意度。本集團已制定《與顧客的溝通及服務控制程序》政策，以促進經營的一致性及進一步貼近不斷變化的客戶需求。本集團堅持對所生產的產品收集客戶反饋意見，作為其不斷提高產品品質，持續提升客戶滿意度的重要參考。本集團始終盡力以最快速度進行改善及解決客戶投訴或回應客戶的問題。本集團設有客戶服務部，與客戶長期保持溝通並確保為客戶提供優質服務。本集團重視保護客戶的隱私，在營銷活動中嚴格推行內部管理，保障客戶的資訊安全。

截至二零一九年十二月三十一日止年度，本集團並不知悉任何違反產品責任法律法規的情況。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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

### Anti-Corruption policy

As corruption is detrimental to fair competition and corporate integrity, anti-corruption has become one of the main corporate business ethics principles for many of the world's premier enterprises. We advocate honest operation and fair competition, and require that our staff comply with the national laws and regulations, as well as the Group's regulations and systems. To promote compliance in the workplace, we also focus on anti-corruption and anti-bribery principles for staff.

As part of the Group efforts to make anti-corruption an important corporate management activity, it sets up whistle blowing channels to help prevent irregularities. All staff must comply with the Group's business code of conduct, which aims to prevent corruption from a system perspective. The Group also continues to improve its internal control and monitoring system. If problems are identified, the Group takes immediate action, and has a zero tolerance approach to corruption in order to prevent irregularities.

During the year ended 31 December 2019, the Group did not receive any non-compliance with relevant laws and regulations related to anti-corruption.

### Community Investment

In terms of community involvement, the Group continues to run a corporate social responsibility program, in which it encourages employees to participate in community services and contribute to care needs of the community. As part of its efforts to promote education, one of the subsidiaries of the Group established the "migrant workers' child education subsidize program" to support the education of the worker's children. During the year ended 31 December 2019, with 186 migrant workers are benefited and a total amount of RMB92,750 (2018: RMB90,000) is subsidized.

### 反貪污政策

貪污行為損害公平競爭，破壞企業誠信，反貪污是企業主要商業道德原則之一，並已成為全球優秀企業的共識。我們提倡誠實經營及公平競爭，同時要求員工遵守國家法律法規及本集團規章及制度。我們亦集中向員工宣傳反貪污及反賄賂原則，在工作中貫徹合規文化。

本集團將反貪污作為企業管理活動的一項重要工作，並設立舉報通道，以防止不合規行為。所有員工必須遵守本集團制定的商業行為守則，從制度上防止貪污。本集團亦不斷完善內部控制及監督制度。一旦發現問題，本集團將立即處理，對貪污零容忍，以防止不合規行為。

截至二零一九年十二月三十一日止年度，本集團並不知悉任何違反反貪污法律法規的情況。

### 社區投資

在社區參與方面，本集團繼續進行企業社會責任計劃，鼓勵僱員參與社區服務，關愛弱勢群體。為促進教育，本集團一間附屬公司成立「民工子女教育補貼計劃」，以支持工人子女的教育。截至二零一九年十二月三十一日止年度，有186名民工受惠，補貼總額為人民幣92,750元(二零一八年：人民幣90,000元)。



# REPORT OF THE DIRECTORS

## 董事會報告

The Board is pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2019.

### CHANGE OF COMPANY NAME

Pursuant to a special resolution passed at the extraordinary general meeting of the Company held on 25 September 2019 and approved by the Registrars of Companies of Hong Kong, the name of the Company was changed from China Healthcare Enterprise Group Limited to Link-Asia International Co. Ltd. The Company changed its Chinese name from 華夏健康產業集團有限公司 to 環亞國際實業有限公司 which is part of its legal name.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities and other particulars of the Company's subsidiaries are set out in note 26 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

### BUSINESS REVIEW

#### Overview

Details of (i) business review, (ii) principal risks and uncertainties, (iii) future development of the Group's business, (iv) the Company's environmental policies and performance, (v) the Company's compliance with the relevant laws and regulations that have a significant impact on the Company, are set out respectively in the "Business overview", "Key risks and uncertainties", "Prospects", "Environmental, social and corporate responsibility" and "Compliance with laws and regulations" sections under "Management Discussion and Analysis" of the annual report.

An analysis of the Group's performance during the Year using financial key performance indicators is set out in the Group's Five-year Financial Summary on pages 238 to 239 of this annual report.

The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. Details of discussion of the Group's environmental policies and performance are set out in this Environmental Social and Governance (ESG) Report.

董事會欣然提呈董事會報告及本集團截至二零一九年十二月三十一日止年度的經審核綜合財務報表。

### 更改公司名稱

根據本公司於二零一九年九月二十五日舉行的股東特別大會上通過的特別決議案及經香港公司註冊處處長批准後，本公司的名稱由 China Healthcare Enterprise Group Limited 更改為 Link-Asia International Co. Ltd.，而本公司的中文名稱則由 華夏健康產業集團有限公司 更改為 環亞國際實業有限公司（構成其法定名稱的一部分）。

### 主要業務

本公司之主要業務為投資控股。本公司附屬公司之主要業務及其他細節的詳情載於綜合財務報表附註 26。本年度內，本集團之主要業務性質並無任何重大變動。

### 業務回顧

#### 概覽

有關 (i) 業務回顧；(ii) 主要風險及不明朗因素；(iii) 本集團業務未來發展；(iv) 本公司的環境政策及表現；(v) 本公司就對本公司產生重大影響的相關法律及法規的合規情況之詳情分別載於本年報「管理層討論及分析」內「業務回顧」、「主要風險及不明朗因素」、「展望」、「環境、社會及企業責任」及「遵守法律及法規」各節。

以主要財務表現指標對本集團於本年度之表現作出之分析，載於本年報第 238 至 239 頁本集團之五年財務概要。

本集團已遵守所有與其業務有關的法律及法規，包括健康及安全、工作環境、就業及環境。有關本集團環境政策及表現的討論詳情載於本環境、社會及管治 (ESG) 報告內。



# REPORT OF THE DIRECTORS

## 董事會報告

The Group understands the success of the Group's business depends on the support from its key stakeholders, including employees, customers, suppliers, banks, regulators and shareholders. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

During the year, as far as the Board is aware, there was no material non-compliance with applicable laws and regulations by the Group that has a significant impact on the Group's business and operations.

### RESULTS AND DIVIDEND

The Group's loss for the year ended 31 December 2019 and the Group's financial position at that date are set out in the audited consolidated financial statements on pages 89 to 93.

The Board does not recommend the payment of a dividend for the year ended 31 December 2019 (2018: Nil).

### FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements is set out on pages 238 to 239. This summary does not form part of the audited consolidated financial statements in this annual report.

### CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to approximately HK\$327,000 (2018: HK\$861,000).

### SHARE CAPITAL

Details of movements in the Company's share capital during the Year are set out in note 40 to the consolidated financial statements in this annual report.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

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

There was no purchase, sale or redemption of the Company's listed securities by the Company or any of the subsidiaries during the year ended 31 December 2019.

本集團深明本集團業務的成功有賴主要持份者的支持，包括僱員、客戶、供應商、銀行、監管機構及股東。本集團將繼續確保與各主要持份者保持有效溝通及維繫良好關係。

就董事會所知悉，本集團於年內並無出現對本集團業務及經營有重大影響的重大不遵守適用法律及法規的情況。

### 業績及股息

本集團截至二零一九年十二月三十一日止年度之虧損及本集團於該日之財務狀況載於第89至第93頁之經審核綜合財務報表。

董事會不建議派發截至二零一九年十二月三十一日止年度之股息(二零一八年：無)。

### 財務概要

本集團過去五個財政年度之已刊發業績與資產、負債及非控股權益之概要載於第238至239頁，乃摘錄自本公司經審核綜合財務報表。該概要並非本年報中經審核綜合財務報表一部分。

### 慈善捐款

本集團於本年度內作出的慈善捐款達約327,000港元(二零一八年：861,000港元)。

### 股本

本公司股本於本年度之變動詳情載於本年報綜合財務報表附註40。

### 優先購買權

本公司組織章程細則或本公司註冊成立所在司法權區開曼群島之法例均無任何有關優先購買權之條文，規定本公司須按比例向現有股東提呈發售新股份。

### 購買、贖回或出售本公司之上市證券

於截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

# REPORT OF THE DIRECTORS

## 董事會報告

### RESERVES

For the year ended 31 December 2019, the loss attributable to shareholders of the Company amounted to HK\$171.7 million. The Company's reserves available for distribution comprise share premium and accumulated losses/retained profits. Under the Companies Law of the Cayman Islands and the provisions of the Memorandum and Articles of Association of the Company, the Company's share premium account may be applied by the Company in paying distributions or dividend to shareholders of the Company provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

As at 31 December 2019, the Company has no distributable reserve that was available for distribution to the shareholders.

### RELATED PARTIES TRANSACTIONS

Related parties transactions of the Group during the Year are disclosed in note 47 to the consolidated financial statements in this annual report. None of such related party transactions constitutes connected transaction which is subject to the reporting, annual review, announcement and/or shareholders' approval requirements under Chapter 14A of the Listing Rules.

### CONNECTED TRANSACTIONS

During the Year, the Company and the Group had the following continuing connected transactions, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

#### Continuing connected transaction

On 21 December 2017, an indirectly wholly-owned subsidiary of the Company, Telefield Holdings Limited ("Telefield") and its subsidiaries (collectively, the "Telefield Group") and Noble Treasure Holdings Limited ("Noble Treasure") and its subsidiaries (collectively, the "Noble Treasure Group") entered into a master sale agreement (the "Agreement 1"), pursuant to which Telefield Group agreed to supply to Noble Treasure Group and Noble Treasure Group agreed to purchase from Telefield Group the EMS products for a period commencing from the 5th business days from the date of the Agreement 1 or such other day as may be agreed between the parties to 31 December 2018 (both days inclusive).

### 儲備

於截至二零一九年十二月三十一日止年度，本公司股東應佔虧損為171,700,000港元。本公司之可供分派儲備包括股份溢價及累計虧損／保留溢利。根據開曼群島公司法及本公司組織章程大綱及細則條文，本公司可動用其股份溢價賬，以向本公司股東作出分派或派付股息，惟於緊隨建議分派或派付股息當日後，本公司須有能力支付日常業務中到期之債務。

於二零一九年十二月三十一日，本公司並無可供分派予股東的可分派儲備。

### 關連方交易

本集團於本年度之關連方交易乃於本年報之綜合財務報表附註47披露。該等關連方交易概無構成須遵守上市規則第14A章項下申報、年度審閱、公告及／或股東批准規定的關連交易。

### 關連交易

於本年度內，本公司及本集團有以下持續關連交易，其若干詳情須根據上市規則第14A章規定披露。

#### 持續關連交易

於二零一七年十二月二十一日，本公司間接全資附屬公司Telefield Holdings Limited (「Telefield」)及其附屬公司(統稱「Telefield集團」)與尚寶控股有限公司(「尚寶」)及其附屬公司(統稱「尚寶集團」)訂立總銷售協議(「協議1」)，據此，Telefield集團同意向尚寶集團供應及尚寶集團同意向Telefield集團採購電子製造服務產品，年期自協議1日期起計第五個營業日(或訂約方可能協定的有關其他日期)起直至二零一八年十二月三十一日為止(包括首尾兩日)。

# REPORT OF THE DIRECTORS

## 董事會報告

In addition, on 24 December 2018, Telefield further entered into a master sale agreement (“Agreement 2”) with Noble Treasure pursuant to which Telefield Group agreed to supply to Noble Treasure Group and Noble Treasure Group agreed to purchase from Telefield Group the EMS products for a period commencing from the 5th business days from the date of the Agreement 2 or such other day as may be agreed between the parties to 31 December 2020 (both days inclusive).

As at the date of the Agreement 2, Noble Treasure is owned as to approximately 17.40% by Telefield Charitable Fund Limited and approximately 82.60% by Dragon Fortune International Limited. Each of Dragon Fortune International Limited and Telefield Charitable Fund Limited is interested as to approximately 53.30% by Century Win Industrial Limited which in turn is interested as to approximately 53.68% by Mr. Cheng Han Ngok Steve and approximately 46.32% by Ms. Ma Mei Han Elitte, a spouse of Mr. Cheng Han Ngok Steve. The approximate 46.70% interests in each of Dragon Fortune International Limited and Telefield Charitable Fund Limited are held as to approximately 6.50% by Ms. Fok Pui Yin, approximately 8.64% by Mr. Lee Kai Bon, approximately 8.64% by Mr. Ng Kim Yuen and approximately 22.92% by other independent third parties. As each of Mr. Cheng Han Ngok Steve, Ms. Fok Pui Yin, Mr. Lee Kai Bon and Mr. Ng Kim Yuen is a director of Telefield, Noble Treasure is a connected person at the subsidiary level of the Company.

The following pricing principles were determined between Telefield and Noble Treasure after arm’s length negotiations and on normal commercial terms with reference to the prevailing market price of the EMS Products:

1. The sale price of the EMS products supplied by Telefield Group to Noble Treasure Group will be equivalent to or higher than those of the same or similar products that Telefield Group supply to other independent third parties, if any; and
2. The sale price as agreed between Telefield Group and Noble Treasure Group after negotiation should not be altered, adjusted, varied unless both parties agree to alter, adjust and vary the sale price in writing.

此外，於二零一八年十二月二十四日，Telefield與尚寶訂立總銷售協議（「協議2」），據此，Telefield集團同意向尚寶集團供應及尚寶集團同意向Telefield集團採購電子製造服務產品，期限自協議2日期起計第五個營業日（或訂約方可能協定的有關其他日期）起直至二零二零年十二月三十一日為止（包括首尾兩日）。

於協議2日期，尚寶由中慧慈善基金有限公司及龍豐國際有限公司分別擁有約17.40%及約82.60%權益。龍豐國際有限公司及中慧慈善基金有限公司分別由紀宏實業有限公司擁有約53.30%權益，而後者由鄭衡嶽先生及鄭衡嶽先生配偶馬美嫻女士分別擁有約53.68%及約46.32%權益。龍豐國際有限公司及中慧慈善基金有限公司各自的約46.70%權益由霍佩賢女士、李繼邦先生、吳儉源先生以及其他獨立第三方分別擁有約6.50%、約8.64%、約8.64%及約22.92%權益。由於鄭衡嶽先生、霍佩賢女士、李繼邦先生及吳儉源先生為Telefield的董事，因此尚寶為本公司附屬公司的關連人士。

以下定價準則乃由Telefield及尚寶經公平磋商後按正常商業條款並參照電子製造服務產品的現行市價釐定：

1. Telefield集團向尚寶集團供應的電子製造服務產品的銷售價將等於或高於Telefield集團向其他獨立第三方供應的相同或同類產品的銷售價（如有）；及
2. Telefield集團與尚寶集團經磋商後協定的銷售價不得更改、調整、修訂，除非各訂約方以書面方式同意更改、調整及修訂銷售價。



# REPORT OF THE DIRECTORS

## 董事會報告

The Directors expect that the maximum aggregate annual fee payable by Noble Treasure Group to Telefield Group under the Master Sale Agreement for each of the three years ending 31 December 2018, 2019 and 2020 shall not exceed HK\$18.5 million, HK\$20.5 million and HK\$22.5 million respectively.

Further details are set out in the Company's announcements dated 24 December 2018 and 6 March 2019.

During the Year, the Telefield Group has entered into the sales of goods transaction with the Noble Treasure Group as follows:

董事預期，根據總銷售協議於截至二零一八年、二零一九年及二零二零年十二月三十一日止三個年度各年尚寶集團應付予Telefield集團的最高年度總費用分別不會超過18,500,000港元、20,500,000港元及22,500,000港元。

進一步詳情載列於本公司日期為二零一八年十二月二十四日及二零一九年三月六日的公告。

本年度內，Telefield集團與尚寶集團已訂立以下銷售貨品交易：

		HK\$ 港元
Maestro Wireless Solutions Limited	領先無線科技有限公司	7,827,079
Able Trend Technology Limited	榮通科技有限公司	2,137,054
MarkAudio Loudspeakers Limited	MarkAudio Loudspeakers Limited	1,201,783
B. Kettner Products Hong Kong Limited	香港碧凱娜化妝品有限公司	967,612
Sota Acoustics Limited	蘇達音響有限公司	110,243
<b>Total</b>	<b>總計</b>	<b>12,243,771</b>

The Independent Non-executive Directors have reviewed the abovementioned continuing connected transactions and have confirmed that such transactions were entered into:

- in the ordinary and usual course of business of the Group;
- on normal commercial terms and on terms no less favourable to the Group than terms available from independent third parties; and
- in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders as a whole.

獨立非執行董事已審閱上述持續關連交易，並確認有關交易：

- 於本集團日常及一般業務過程中訂立；
- 按正常商業條款及按不遜於獨立第三方向本集團提供的條款訂立；及
- 根據規管該等交易的有關協議條款訂立，屬公平合理，並符合股東整體利益。

# REPORT OF THE DIRECTORS

## 董事會報告

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Company's auditor has issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this annual report in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

The auditor's letter confirms that, in respect of the above-mentioned continuing connected transactions:

- a. nothing has come to the auditor's attention that causes the auditor to believe that the above-mentioned continuing connected transactions have not been approved by the Board.
- b. nothing has come to the auditor's attention that causes the auditor to believe that the above-mentioned continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions.
- c. nothing has come to the auditor's attention that causes the auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group.
- d. with respect to the aggregate amount of the abovementioned continuing connected transactions, nothing has come to the auditors' attention that causes the auditor to believe that the abovementioned continuing connected transactions have exceeded the maximum aggregate annual value disclosed in the circular of the Company dated 24 December 2018.

### MAJOR CUSTOMERS AND SUPPLIERS

During the Year, total sales to the Group's five largest customers accounted for approximately 76.3% of the Group's sales for the Year and sales to the largest customer included therein amounted to 41.6%. Total purchases from the Group's five largest suppliers accounted for approximately 21.6% of the Group's purchases.

本公司核數師已獲聘根據香港會計師公會頒佈之香港核證工作準則第3000號(經修訂)「非審核或審閱歷史財務資料之監證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易之核數師函件」報告本集團之持續關連交易。本公司核數師已根據上市規則第14A.56條發出核數師無保留意見函件，當中載有彼等對有關本集團於本年報披露之持續關連交易之發現及結論。本公司已將核數師函件副本送呈聯交所。

核數師函件確認，就上述持續關連交易而言：

- a. 核數師概無注意到任何事宜致令核數師相信上述持續關連交易尚未經董事會批准。
- b. 核數師概無注意到任何事宜致令核數師相信上述持續關連交易在所有重大方面未有根據規管該等交易的相關協議訂立。
- c. 核數師概無注意到任何事宜致令核數師相信該等交易在所有重大方面不符合本集團定價政策。
- d. 就上述持續關連交易之總金額而言，核數師概無注意到任何事宜致令核數師相信上述持續關連交易已超過本公司日期為二零一八年十二月二十四日之通函所披露之最高年度總額。

### 主要客戶及供應商

於本年度內，本集團五大客戶之總銷售額佔本集團於本年度銷售額之約76.3%，其中最大客戶之銷售為41.6%。本集團五大供應商之總購買額佔本集團購買額之約21.6%。

# REPORT OF THE DIRECTORS

## 董事會報告

None of Directors, their associates or any substantial shareholder (which to the knowledge of the directors own more than 5% of the listed issuers share capital) has any interest in the Group's five largest suppliers and customers.

### EMOLUMENT POLICY

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

### DIRECTORS

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

#### Executive Directors:

Mr. Lin Dailian (*Chairman*) (*appointed on 12 July 2019*)  
Mr. Gong Shaoxiang (*resigned on 12 July 2019*)  
Mr. Duan Chuanhong  
Mr. Lee Chi Hwa Joshua (*removed on 17 December 2019*)  
Mr. Li Wuhao (*appointed on 6 June 2019 and resigned on 18 November 2019*)  
  
Mr. Shi Xinbiao (*resigned on 31 January 2019*)  
Mr. Xia Xiaobing (*appointed on 28 November 2019*)

#### Non-executive Director:

Mr. Cao Yuyun (*resigned on 29 July 2019*)

#### Independent non-executive Directors:

Mr. Bao Jinqiao  
Mr. Wong Chun Hung (*resigned on 12 August 2019*)  
Mr. Leung Pok Man (*removed on 17 December 2019*)  
Mr. Li Huiwu (*appointed on 14 October 2019*)  
Mr. Wang Guozhen (*appointed on 28 November 2019*)

概無董事、其聯繫人士或任何主要股東(就董事所知，擁有上市發行人股本逾5%者)於本集團五大供應商及客戶擁有任何權益。

### 薪酬政策

薪酬委員會之設立旨在根據本集團之經營業績、個人表現及可作比較之市場慣例，檢討本集團之薪酬政策及所有董事及高級管理層之薪酬架構。

### 董事

於本年度及截至本報告日期，本公司董事為：

#### 執行董事：

林代聯先生(主席)  
(於二零一九年七月十二日獲委任)  
龔少祥先生(於二零一九年七月十二日辭任)  
段川紅先生  
李智華先生(於二零一九年十二月十七日被罷免)  
李武好先生(於二零一九年六月六日獲委任  
並於二零一九年十一月十八日辭任)  
史新標先生(於二零一九年一月三十一日辭任)  
夏小兵先生  
(於二零一九年十一月二十八日獲委任)

#### 非執行董事：

曹雨云先生(於二零一九年七月二十九日辭任)

#### 獨立非執行董事：

鮑金橋先生  
黃鎮雄先生(於二零一九年八月十二日辭任)  
梁博文先生(於二零一九年十二月十七日被罷免)  
李慧武先生(於二零一九年十月十四日獲委任)  
王國鎮先生  
(於二零一九年十一月二十八日獲委任)



# REPORT OF THE DIRECTORS

## 董事會報告

In accordance with Article 108(a) of the Articles of Association of the Company and code provision A.4 of the Code under Appendix 14 of the Listing Rules, Mr. Lin Dailian, Mr. Duan Chuanhong, Mr. Xia Xiaobing, Mr. Li Huiwu and Mr. Wang Guozhen will retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

The Company has received annual confirmations of independence from Mr. Bao Jinqiao, Mr. Li Huiwu and Mr. Wang Guozhen, and as at the date of this annual report, the Company still considers them to be independent.

### DIRECTORS' BIOGRAPHIES

Biographical details of the Directors of the Group are set out on pages 36 to 37 of this annual report.

### DIRECTORS' SERVICE CONTRACTS

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

### DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group subsisted at the end of the Year or at any time during the Year to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party.

### MANAGEMENT CONTRACTS

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

### PERMITTED INDEMNITY PROVISION

Under Articles of Association 191 of the Company's articles, the directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attached to any of them. Such permitted indemnity provision is currently in force and was in force throughout the financial year.

根據本公司組織章程細則第108(a)條及上市規則附錄14項下守則第A.4條守則條文，林代聯先生、段川紅先生、夏小兵先生、李慧武先生及王國鎮先生將於應屆股東週年大會上輪值退任，且彼等均符合資格及願意重選連任。

本公司已接獲鮑金橋先生、李慧武先生及王國鎮先生發出之年度獨立身份確認書，截至本年報日期，本公司仍認為彼等屬獨立人士。

### 董事履歷

本集團董事之履歷詳情載於本年報第36至37頁。

### 董事服務合約

擬於應屆股東週年大會上重選連任之董事概無與本公司訂立任何本公司不得於一年內終止而不作出補償(法定補償除外)之服務合約。

### 董事之合約權益

董事概無於任何由本公司、其控股公司或其任何附屬公司或同系附屬公司所訂立對本集團業務而言屬重大、且於本年度年結日或本年度任何時間內依然存續之合約中，直接或間接擁有重大權益。

### 管理合約

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

### 許可彌償條文

根據本公司組織章程細則第191條，董事將獲得以本公司資產及溢利作為彌償及擔保，使其不會因彼等或彼等任何一方於執行其各自的職務的職責或假定職責期間或關於執行職責而作出、同意或遺漏的任何行為而將會或可能招致或蒙受的一切訴訟、成本、收費、損失、損害賠償及開支而蒙受損害，唯該彌償不得涉及任何有關任何欺詐或不誠實行為的事宜。該許可彌償條文目前已生效，並在整個財政年度生效。

# REPORT OF THE DIRECTORS

## 董事會報告

### INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2019, no interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) were held by the Directors and chief executives of the Company which are required (i) 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 short positions which were taken or deemed to have under such provisions of the SFO); (ii) pursuant to section 352 of part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of the Company contained in the Listing Rules to be notified to the Company and the Stock Exchange.

As at 31 December 2019, none of the Director is a director or employee of a company which has an interest or a short position in the shares of the Company (the “Shares”) or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

### INTEREST AND/OR SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS OF THE COMPANY IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2019 and 19 February 2020, the register of substantial shareholders maintained by the Company pursuant to Section 336 of Part XV of the SFO shows the following shareholders had notified the Company of relevant interests, being 5% or more of the issued share capital of the Company.

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉

於二零一九年十二月三十一日，各董事及本公司之主要行政人員並無於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有須(i)根據證券及期貨條例第XV部第7及8分部條文須知會本公司及聯交所（包括根據證券及期貨條例之有關條文被當作或被視為擁有之權益及淡倉）；(ii)根據證券及期貨條例第XV部第352條記入該條所述之登記冊內；或(iii)根據上市規則所載本公司董事進行證券交易的標準守則知會本公司及聯交所之權益及淡倉。

於二零一九年十二月三十一日，概無董事於在本公司股份（「股份」）或本公司相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益或淡倉之公司出任董事或僱員。

本公司主要股東於股份及相關股份之權益及／或淡倉

於二零一九年十二月三十一日及二零二零年二月十九日，按根據證券及期貨條例第XV部第336條本公司須存置之主要股東登記冊所記錄，下列股東已知會本公司其相關權益（即佔本公司已發行股本5%或以上）。

Name	Capacity	Number of shares held	Long or short position	Percentage of Issued Share Capital of the Company	
				31 December 2019	19 February 2020 (Note 4)
姓名／名稱	身份	所持股份數目	好倉或淡倉	二零一九年十二月三十一日	二零二零年二月十九日(附註4)
Power Port Holdings Limited (“Power Port”) (Note 1)	Beneficial Owner 實益擁有人	1,516,340,000	Long 好倉	25.50%	21.25%
Power Port Holdings Limited (「Power Port」)(附註1)					

# REPORT OF THE DIRECTORS

## 董事會報告

Name 姓名／名稱	Capacity 身份	Number of shares held 所持股份數目	Long or short position 好倉 或淡倉	Percentage of Issued Share Capital of the Company 佔本公司已發行股本百分比	
				31 December 2019 二零一九年 十二月三十一日	19 February 2020 (Note 4) 二零二零年 二月十九日(附註4)
Mr. Yang Zhihui ("Mr. Yang") (Note 1) 仰智慧先生(「仰先生」)(附註1)	Held by controlled corporation 由受控制法團持有	1,516,340,000	Long 好倉	25.50%	-
Ms. Yang Changrong ("Ms. Yang C.") (Note 1) 楊長容女士(「楊長容女士」)(附註1)	Held by controlled corporation 由受控制法團持有	1,516,340,000	Long 好倉	-	21.25%
Keywan Global Limited (Note 2) Keywan Global Limited (附註2)	Beneficial Owner 實益擁有人	990,000,000	Long 好倉	16.65%	13.88%
Mr. He Xiaoming (Note 2) 何笑明先生(附註2)	Held by controlled corporation 由受控制法團持有	990,000,000	Long 好倉	16.65%	13.88%
Mr. Cao Longbing (Note 3) 操隆兵先生(附註3)	Beneficial Owner 實益擁有人	727,160,000	Long 好倉	12.23%	10.19%
Hearts Capital (Asia) Limited (Note 3) Hearts Capital (Asia) Limited (附註3)	Held by controlled corporation 由受控制法團持有	718,600,000	Long 好倉	12.09%	10.07%
Hearts Capital SPC – Hearts SP2 (Note 3) Hearts Capital SPC – Hearts SP2 (附註3)	Beneficial Owner 實益擁有人	718,600,000	Long 好倉	12.09%	10.07%
Long Asia Asset Management (HK) Limited ("Long Asia") (Note 3) 長亞資產管理(香港)有限公司 (「長亞」)(附註3)	Investment manager 投資經理	718,600,000	Long 好倉	12.09%	10.07%



# REPORT OF THE DIRECTORS

## 董事會報告

### Notes:

- 1,516,340,000 ordinary shares are held by Power Port, a company incorporated in the British Virgin Islands whose entire issued share capital is held by Mr. Yang. A share purchase agreement was entered into on 8 January 2020 between Mr. Yang, as the seller and Ms. Yang C. as the purchaser, pursuant to which, Ms. Yang C. agreed to acquire, and Mr. Yang agreed to dispose, the entire issued share capital of Power Port (the "Transfer"). Following the completion of the Transfer, Ms. Yang C. became the sole shareholder of Power Port and a substantial shareholder of the Company.
- 990,000,000 ordinary shares are held by Keywan Global Limited, a company incorporated in the British Virgin Islands whose entire issued share capital is held by Mr. He Xiaoming.
- Long Asia is the investment manager of Hearts Capital SPC – Hearts SP2 and is therefore deemed to be interested in the shares owned by Hearts Capital SPC – Hearts SP2 under the SFO. 718,600,000 ordinary shares are held by Hearts Capital SPC – Hearts SP2, a company incorporated in Cayman Islands whose entire issued share capital is held by Hearts Capital (Asia) Limited, which in turn is 70% controlled by Mr. Cao Longbing who is also interested in 8,560,000 ordinary shares.
- On 19 February 2020, an aggregate of 1,189,060,000 placing shares, which represented approximately 16.7% of the issued share capital of the Company immediately after completion of the placing, has been successfully placed (the "Placing"). Following the completion of the Placing, the total issued shares of the Company increased from 5,945,311,400 to 7,134,371,400.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective associates, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### COMPETING INTERESTS

During the year, none of the Directors or controlling shareholders of the Company nor their respective associates is considered to have interests in a business that competes or is likely to compete, either directly or indirectly, with the businesses of the Group other than those businesses where the Directors have been appointed or were appointed as Directors to represent the interests of the Company.

### 附註：

- 1,516,340,000 股普通股由 Power Port 持有，該公司為於英屬處女群島註冊成立之有限公司，其全部已發行股本由仰先生持有。仰先生(作為賣方)與楊長容女士(作為買方)於二零二零年一月八日訂立股份購買協議，據此，楊長容女士同意收購而仰先生同意出售 Power Port 全部已發行股本(「轉讓」)。隨轉讓完成後，楊長容女士已成為 Power Port 的唯一股東及本公司的主要股東。
- 990,000,000 股普通股由 Keywan Global Limited 持有，該公司於英屬處女群島註冊成立，其全部已發行股本由何笑明先生持有。
- 長亞為 Hearts Capital SPC – Hearts SP2 的投資經理，因此根據證券及期貨條例被視為於 Hearts Capital SPC – Hearts SP2 擁有的股份中擁有權益。718,600,000 股普通股由 Hearts Capital SPC – Hearts SP2 持有，該公司於開曼群島註冊成立，其全部已發行股本由 Hearts Capital (Asia) Limited 持有，而 Hearts Capital (Asia) Limited 則由操隆兵先生控制 70%，操隆兵先生亦於 8,560,000 股普通股中擁有權益。
- 於二零二零年二月十九日，合共 1,189,060,000 股配售股份(佔於緊隨配售事項完成後本公司已發行股本約 16.7%) 已成功配售(「配售事項」)。於配售事項完成後，本公司已發行股份總數由 5,945,311,400 股增加至 7,134,371,400 股。

### 董事購買股份或債券之權利

本公司於本年度內任何時間概無向任何董事或彼等各自之聯繫人士授出可藉收購本公司股份或債券而獲益之權利，而彼等亦無行使任何該等權利；或本公司、其控股公司或其任何附屬公司或同系附屬公司概無訂立任何安排，致使董事可於任何其他法人團體獲得此等權利。

### 競爭權益

於本年度內，概無董事或本公司控股股東或彼等各自之聯繫人士被視為於與本集團業務直接或間接構成或可能構成競爭之業務(董事獲委任或曾獲委任為董事以代表本公司權益之業務除外)中擁有權益。

# REPORT OF THE DIRECTORS

## 董事會報告

### SHARE OPTION SCHEME

The Company has a share option scheme (the “Old Share Option Scheme”) which was adopted on 31 December 2010, valid and effective for a period of 10 years until 31 December 2020, subject to the early termination provisions contained in the Old Share Option Scheme. Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 10 March 2020, the Old Share Option Scheme was terminated, a new share option scheme (the “New Share Option Scheme”) of the Company was adopted and approved. Upon termination of the Old Share Option Scheme, no further options of the Old Share Option Scheme can be offered thereunder but the provisions of the scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior to its termination and options granted prior to such termination shall continue to be valid and exercisable. As at the date of this report, the Company has no option granted under the Old Share Option Scheme remained unexercised or outstanding.

#### Old Share Option Scheme

As to attract and retain the eligible persons, to provide additional incentive to them and to promote the success of the business of the Group, the Company adopted the Old Share Option Scheme whereby the Board were authorised, at their absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the Shares to, inter alia, any employees (full-time or part-time), Directors, consultants, advisors, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group.

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1.00. The subscription price of a share in respect of any particular option granted under the Old Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant of the option; (ii) the average of the closing prices of the shares as stated in the Stock Exchange’s daily quotations sheets for the 5 trading days immediately preceding the date of grant of the option; and (iii) the nominal value of a share on the date of grant of the option provided always that for the purpose of calculating the subscription price, where the Company has been listed on the Stock Exchange for less than 5 trading days, the issue price shall be used as the closing price for any trading day fall within the period before the Listing Date.

### 購股權計劃

本公司於二零一零年十二月三十一日採納購股權計劃(「舊購股權計劃」)，直至二零二零年十二月三十一日止有效期為十年，惟可根據舊購股權計劃所載之條款提前終止。根據在本公司於二零二零年三月十日舉行的股東特別大會上通過的普通決議案，舊購股權計劃終止，並採納及批准本公司的新購股權計劃(「新購股權計劃」)。於舊購股權計劃終止後，不得根據舊購股權計劃進一步授出購股權，惟該計劃的條款將繼續有效，以便在其終止前授出的任何購股權可繼續行使，而於有關終止前授出的購股權將繼續有效及可予行使。於本報告日期，本公司概無根據舊購股權計劃授出的購股權尚未行使或仍發行在外。

#### 舊購股權計劃

為吸引及挽留合資格人士、向彼等提供額外獎勵以及推動本集團創出佳績，本公司已採納舊購股權計劃，據此，董事會獲授權全權酌情按該計劃的條款向(其中包括)本集團任何僱員(全職或兼職)、董事、顧問、諮詢人、分銷商、分包商、供應商、代理、客戶、商業夥伴或服務供應商授出購股權，以認購股份。

授出購股權的建議須於發出有關建議日期(包括當日)起計七日內接納。承授人於接納授出購股權建議時須就購股權向本公司支付1.00港元。就根據舊購股權計劃授出的任何特定購股權的股份認購價，將全權由董事會釐定並通知參與者，但不得低於下列最高者：(i) 股份於購股權授出日期在聯交所每日報價表所報的收市價；(ii) 股份於緊接購股權授出日期前五個交易日在聯交所每日報價表所報的平均收市價；及(iii) 股份於購股權授出日期的面值，惟就計算認購價而言，倘本公司於聯交所之上市期間少於五個交易日，發行價將當作上市日期前期間任何交易日之收市價。



# REPORT OF THE DIRECTORS

## 董事會報告

The Company shall be entitled to issue options, provided that the total number of shares which may be issued upon exercise of all options to be granted under the Old Share Option Scheme does not exceed 10% of the shares in issue from the Listing Date. The Company may at any time refresh such limit, subject to the shareholders' approval and issue of a circular in compliance with the Listing Rules, provided that the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the shares in issue at the time. An option may be exercised in accordance with the terms of the Old Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

### New Share Option Scheme

The purpose of the New Share Option Scheme is to provide incentives and rewards to selected eligible persons for their contributions to the Group. The New Share Option Scheme will remain valid until 10 March 2030, subject to the early termination provisions contained in the New Share Option Scheme. The participants of the New Share Option Scheme may include directors, employees, consultants, professionals, customers, suppliers, agents, business or joint venture partners, advisors and contractors of the Group or a company in which the Group holds an interest or a subsidiary of such company.

An offer shall be deemed to have been accepted within 21 days from the date on which an option is offered to an eligible participant and a non-refundable payment of HK\$1.00 in favour of the Company as consideration for the grant thereof. The subscription price for any share under the New Share Option Scheme will be a price determined by the Board at its absolute discretion and notified to each grantee and will be not less than the highest of (i) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option; (ii) an amount equivalent to the average closing price of the share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the relevant option; and (iii) the nominal value of a share on the date of the grant.

本公司有權發行購股權，惟行使舊購股權計劃項下授予的所有購股權時可能發行的股份總數不得超過上市日期已發行股份的10%。本公司可於任何時間更新有關上限，惟須得到股東批准並遵守上市規則刊發通函後，方可作實，而行使根據本公司所有購股權計劃授予的所有尚未行使購股權及有待行使的購股權時已發行的股份總數，不得超過當時已發行股份的30%。購股權可於董事會釐定的期間內任何時間行使，惟須遵守舊購股權計劃的條款，而該期間不得超過授出日期後十年，且可根據條文提早終止。

### 新購股權計劃

新購股權計劃旨在向經選定合資格人士提供作為彼等對本集團所作貢獻的獎勵及回報。新購股權計劃將一直有效，直至二零三零年三月十日為止，惟受限於新購股權計劃所載的提早終止條款。新購股權計劃的參與者可包括本集團或本集團持有權益的公司或該公司的附屬公司的董事、僱員、顧問、專業人士、客戶、供應商、代理、業務或合營夥伴、顧問及承包商。

倘本公司向合資格參與者提呈購股權當日起計21日內連同以本公司為受益人的不可退還付款1.00港元作為授出購股權的代價，則要約被視為已接納。新購股權計劃項下任何股份的認購價將為董事會全權酌情釐定的價格並告知各承授人，惟將不低於以下各項的最高者：(i) 股份於相關購股權授出日期在聯交所每日報價表所列的收市價；(ii) 相等於股份於緊接相關購股權授出日期前五個營業日在聯交所每日報價表所列的平均收市價的金額；及(iii) 股份於授出日期的面值。



# REPORT OF THE DIRECTORS

## 董事會報告

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other schemes involving the issue or grant of options or similar rights over Shares or other securities by the Company must not, in aggregate, exceed 10% of the shares in issue from time to time. Notwithstanding anything contrary to the terms of the New Share Option Scheme, no options may be granted under any scheme of the Company (including the New Share Option Scheme) if this will result in the said 30% limit being exceeded.

The total number of shares issued and to be issued upon exercise of the options already granted or to be granted to each participant under the New Share Option Scheme and any other share option scheme(s) of the Company (including exercised and outstanding share options) in any 12-month period up to and including the date of such grant should not exceed 1% aggregate of the shares in issue as at the date of such grant. Any grant of further options above this 1% limit shall be subject to approval of the shareholders of the Company at general meetings, with such participant and his associates abstaining from voting.

The total number of shares in respect of which options may be granted under the New Share Option Scheme shall be 713,437,340 shares, representing 10.0% of the issued share capital of the Company as at the date of this annual report.

The period within which the options must be exercised will be specified by the Board at the time of the offer of grant, and must expire no later than 10 years from the date of grant. There is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the New Share Option Scheme.

There is no outstanding share option as at 31 December 2019 and 2018 under the Old Share Option Scheme. In addition, no share option was granted, cancelled or lapsed during the year ended 31 December 2019.

### CORPORATE GOVERNANCE

The Company has applied the code provisions set out in the Code contained in Appendix 14 to the Listing Rules. Since its listing on the Stock Exchange, the Company has complied with the code provisions of the Code, save for the exceptions explained in the Corporate Governance Report in this annual report.

根據新購股權計劃及涉及發行或授出購股權或對本公司股份或其他證券的類似權利的任何其他計劃授出但尚未行使的所有尚未行使購股權獲行使而可予發行的股份最高數目，合共不得超過不時已發行股份的10%。儘管新購股權計劃條款有任何相反規定，倘根據本公司任何計劃（包括新購股權計劃）授出購股權將導致超過上述30%限額，則不得授出購股權。

直至有關授出日期（包括當日）止12個月期間根據新購股權計劃及本公司任何其他購股權計劃已授予或將授予各參與者的購股權（包括已行使及尚未行使的購股權）獲行使而已發行及將發行的股份總數不超過於有關授出當日已發行股份總數的1%。進一步授出超過該1%限額的任何購股權須在股東大會上獲得本公司股東批准，而有關參與者及其緊密聯繫人須放棄投票。

根據新購股權計劃可予授出的購股權股份總數為713,437,340股，佔本公司於本年報日期已發行股本的10.0%。

董事會將於授出購股權要約時指明購股權須予行使的期限，必須不遲於授出日期起計十年內屆滿。根據新購股權計劃條款，並無須持有購股權的最短期間或於購股權可予行使前須達致表現目標的一般規定。

於二零一九年及二零一八年十二月三十一日，舊購股權計劃項下概無尚未行使的購股權。此外，於截至二零一九年十二月三十一日止年度，概無購股權獲授出、註銷或失效。

### 企業管治

本公司已應用上市規則附錄十四守則所載的守則條文。自本公司於聯交所上市以來，本公司已遵守守則的守則條文，惟本年報內企業管治報告所述者除外。

# REPORT OF THE DIRECTORS

## 董事會報告

### SUFFICIENCY OF PUBLIC FLOAT

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

### TAX RELIEF

The Company is not aware of any relief from taxation to which the Shareholders are entitled by reason of their holding of the Shares.

### EVENTS AFTER THE REPORTING PERIOD

#### (i) Placing of new shares of the Company (the "Placing")

On 29 January 2020, the Company and Zinvest Global Limited (the "Placing Agent") entered into a placing agreement (the "Placing Agreement"), pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavour basis, in aggregate of up to 1,189,062,000 new shares of the Company to be allotted and issued pursuant to the terms and conditions of the Placing Agreement (the "Placing Shares").

On 19 February 2020, the condition precedent set out in the Placing Agreement had been fulfilled, and completion of the Placing took place on 19 February 2020 in accordance with the terms and conditions of the Placing Agreement. In accordance with the terms and conditions of the Placing Agreement, the Placing Shares are to be placed by the Placing Agent on a best endeavour basis. The Placing Shares under the Placing have not been fully placed. An aggregate of 1,189,060,000 Placing Shares, which represents approximately 16.7% of the issued share capital of the Company immediately after completion of the Placing, has been successfully placed to not less than six Placees, at the placing price of HK\$0.035 per Placing Share. The net proceeds from the Placing (after deduction of commission and other expenses of the Placing) are approximately HK\$41.4 million.

### 足夠公眾持股量

據本公司可獲得之公開資料及董事所知悉，於本年報日期，本公司已發行股本總額中最少25%由公眾人士持有。

### 稅務寬減

本公司並不知悉有股東因持有股份而享有任何稅務寬減。

### 報告期後事件

#### (i) 配售本公司新股份(「配售事項」)

於二零二零年一月二十九日，本公司與尊嘉證券國際有限公司(「配售代理」)訂立配售協議(「配售協議」)，據此，本公司已有條件同意透過配售代理按竭誠盡力基準配售，根據配售協議的條款及條件合共配發及發行本公司最多1,189,062,000股新股(「配售股份」)。

於二零二零年二月十九日，配售協議所載的先決條件獲達成，且根據配售協議的條款及條件，配售事項已於二零二零年二月十九日完成。根據配售協議的條款及條件，配售股份將由配售代理按竭誠盡力基準配售。配售事項下的配售股份未獲悉數配售。合共1,189,060,000股配售股份(佔於緊隨配售事項完成後本公司已發行股本約16.7%)已成功配售予不少於六名承配人，配售價為每股配售股份0.035港元。配售事項所得款項淨額(扣除配售事項的佣金及其他開支後)約為41,400,000港元。

# REPORT OF THE DIRECTORS

## 董事會報告

Details of the Placing are set out in the announcements of the Company dated 29 January 2020, 3 February 2020 and 19 February 2020, respectively.

### (ii) Share option schemes

On 17 February 2020, the Company proposed to the shareholders of the Company at the extraordinary general meeting to be held on 10 March 2020 (the “EGM”) to terminate the share option scheme adopted by the Company on 31 December 2010 (the “2010 Share Option Scheme”) and to approve and adopt a new share option scheme (the “New Share Option Scheme”). Details of the New Share Option Scheme are set out in the circular of the Company dated 17 February 2020.

On 10 March 2020, at the EGM, the proposed adoption of the New Share Option Scheme and the termination of the 2010 Share Option Scheme were duly passed by the shareholders of the Company by way of poll.

### (iii) Settlement of legal proceeding

On 21 October 2019, the Company has been served a writ of summons issued by the Court of First Instance of the High Court of the Hong Kong Special Administrative Region by the lender as the plaintiff (the “Plaintiff”) against the Company as the defendant. The Plaintiff claims against the Company for a sum of HK\$20,000,000, being the loan principal under a facility agreement, plus interest and costs. Details are set out in the announcement of the Company dated 23 October 2019.

Subsequent to the end of the reporting period, the Company has entered into a settlement agreement in respect of the legal proceeding, pursuant to which, amongst others, to settle the amount in full and final by way of assignment of the rights of two loans due to the Company and the Plaintiff has unconditionally and irrevocably agreed in writing to waive its right to claim against the Company. Details are set out in the announcement of the Company dated 24 March 2020.

有關配售事項的詳情分別載於本公司日期為二零二零年一月二十九日、二零二零年二月三日及二零二零年二月十九日的公告。

### (ii) 購股權計劃

於二零二零年二月十七日，本公司於二零二零年三月十日舉行的股東特別大會（「股東特別大會」）向本公司股東提呈終止本公司於二零一零年十二月三十一日採納的購股權計劃（「二零一零年購股權計劃」），且批准並採納新購股權計劃（「新購股權計劃」）。有關新購股權計劃的詳情載於本公司日期為二零二零年二月十七日的通函。

於二零二零年三月十日，於股東特別大會上，本公司股東以按股數投票表決方式正式通過建議採納新購股權計劃及終止二零一零年購股權計劃。

### (iii) 法律訴訟達成和解

於二零一九年十月二十一日，本公司收到由香港特別行政區高等法院原訟法庭發出的傳票，貸款人作為原告（「原告」）向本公司作為被告提出訴訟。原告向本公司申索合共20,000,000港元，即融資協議項下的貸款本金，另加利息及成本。有關詳情載於本公司日期為二零一九年十月二十三日的公告。

於報告期末後，本公司就法律訴訟程序訂立和解協議，據此（其中包括）最終透過轉讓兩項貸款的權利悉數償還款項，乃由於本公司及原告以書面形式無條件及不可撤回地同意放棄向本公司提出申索的權利。有關詳情載於本公司日期為二零二零年三月二十四日的公告。



# REPORT OF THE DIRECTORS

## 董事會報告

### (iv) Fair value of Equity Investments at FVTOCI

Subsequent to the end of the reporting period and up to the date of this annual report, the Group's equity investments at FVTOCI has suffered a decline in market value of approximately HK\$9.0 million, due to market volatility, as compared to the carrying amount as at 31 December 2019.

### (v) The COVID-19 outbreak

After the COVID-19 outbreak in early 2020, a series of precautionary and control measures have been and continued to be implemented across the globe. The Group is paying close attention to the development of, and the disruption to the global business and economic activities caused by, the COVID-19 outbreak and evaluating its impact on the financial position, cash flows and operating results of the Group. Given the impact of the COVID-19 outbreak remains uncertain, it is not practicable to provide a reasonable estimate of such impact on the Group's financial position, cash flows and operating results at the date on which these financial statements are authorised for issue.

### (iv) 以公平值計入其他全面收益的股權投資公平值

於報告期末後及直至本年報日期，由於市場波動所致，本集團以公平值計入其他全面收益的股權投資市值與二零一九年十二月三十一日的賬面值相比下跌約9,000,000港元。

### (v) 新冠病毒(COVID-19)爆發

於二零二零年年初爆發新冠病毒(COVID-19)後，全球已採取並繼續實施一系列預防及控制措施。本集團一直密切關注新冠病毒(COVID-19)爆發的發展以及其對全球業務及經濟活動的中斷，並評估其對本集團財務狀況、現金流量及經營業績的影響。鑑於新冠病毒(COVID-19)爆發的影響仍然不確定，於授權刊發該等財務報表日期提供一個其對本集團財務狀況、現金流量及經營業績的影響的合理估計並不可行。

## AUDITOR

At the last annual general meeting of the Company, RSM Hong Kong was re-appointed as the auditor of the Company.

The consolidated financial statements have been audited by RSM Hong Kong who retires and, being eligible, offers themselves for re-appointment at the forthcoming annual general meeting.

## 核數師

於本公司上屆股東週年大會上，羅申美會計師事務所獲續聘為本公司核數師。

綜合財務報表已由羅申美會計師事務所審核，羅申美會計師事務所將退任，惟合資格並願意於應屆股東週年大會上膺選連任。

## ON BEHALF OF THE BOARD

**Lin Dailian**  
Chairman

Hong Kong  
31 March 2020

## 代表董事會

**林代聯**  
主席

香港  
二零二零年三月三十一日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



### TO THE SHAREHOLDERS OF LINK-ASIA INTERNATIONAL CO. LTD.

(FORMERLY KNOWN AS "CHINA HEALTHCARE ENTERPRISE GROUP LIMITED")

(Incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of Link-Asia International Co. Ltd. (formerly known as "China Healthcare Enterprise Group Limited") (the "Company") and its subsidiaries (the "Group") set out on pages 89 to 237, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致環亞國際實業有限公司(前稱「華夏健康產業集團有限公司」)全體股東

(於開曼群島註冊成立的有限公司)

### 意見

我們已審核列載於第89至237頁環亞國際實業有限公司(前稱「華夏健康產業集團有限公司」)(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一九年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括重要會計政策概要)。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實及公平地反映 貴集團於二零一九年十二月三十一日之綜合財務狀況及截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥善編製。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKASAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### KEY AUDIT MATTERS

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

### 意見之基礎

我們已按照香港會計師公會頒佈之香港審計準則（「香港審計準則」）進行審核。在該等準則下，我們之責任在我們報告內「核數師就審計綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會之會計師道德守則（「道德守則」），我們獨立於貴集團，並已根據道德守則履行我們的其他道德責任。我們相信，我們所獲得之審計憑證可充足和適當地為我們的意見提供基礎。

### 關鍵審計事項

關鍵審計事項為根據我們的專業判斷，認為於我們對本期間之綜合財務報表審計中最为重要之事項。我們在對綜合財務報表整體進行審計並就此達致意見時處理此等事項，而不會就此等事項發表單獨之意見。我們確定之關鍵審計事項為：



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

Impairment of loans to other parties

向其他人士提供的貸款減值

### Key Audit Matter

關鍵審計事項

### How our audit addressed the Key Audit Matter

我們進行審計時如何處理關鍵審計事項

#### Impairment of loans to other parties

Refer to note 31 of the consolidated financial statements.

Loans to other parties represent a significant portion of the Group's assets. A loss allowance for 12-month or lifetime ECL is made on all loans.

As at 31 December 2019, the Group has loans to independent third parties and individual with outstanding principal and accrued interest totaling of approximately HK\$111,813,000. During the year, expected credit loss ("ECL") of HK\$54,560,000 was recognised due to increase in assessed credit risk.

Management is required to exercise significant judgement in determining whether there has been a significant increase in credit risk or the credit risk of the financial asset has increased to a point that it is considered credit-impaired since initial recognition, and in estimating 12-month and lifetime ECL on the loans. Accordingly, this area is considered as a key audit matter.

#### 向其他人士提供的貸款減值

參閱綜合財務報表附註31。

向其他人士貸款佔 貴集團資產的重要部分。所有貸款均已計提12個月或全期預期信貸虧損的虧損撥備。

於二零一九年十二月三十一日，貴集團向獨立第三方及個人的未償還本金及應計利息的貸款總額約為111,813,000港元。年內，由於評估信貸風險增加，已確認預期信貸虧損（「預期信貸虧損」）為54,560,000港元。

管理層須作出重大判斷，以釐定自初步確認以來信貸風險是否出現顯著增加或金融資產的信貸風險已增加至被視為信貸減值的程度，以及估計貸款的12個月及全期預期信貸虧損。因此，此領域被視為關鍵審計事項。

— Evaluating management's assessment of whether there has been a significant increase in credit risk or the credit risk of the financial asset has increased to a point that it is considered credit-impaired since initial recognition of material loans.

— Evaluating the independent external valuer's competence, capabilities and objectivity.

— With the assistance of our internal valuation specialists: assessing the appropriateness of the impairment models used by management to estimate ECL; comparing the inputs to the models to external data; and assessing the appropriateness of any forward looking adjustments in light of available information about current and forecast future economic conditions.

— 評估管理層對初步確認重大貸款以來信貸風險是否顯著增加或金融資產的信貸風險已增加至被視為信貸減值的程度的評估。

— 評估獨立外部估值師的資歷、能力及客觀性。

— 在我們的內部估值專家的協助下：評估管理層用於估計預期信貸虧損的減值模型的適當性；將模型的輸入數據與外部數據進行比較；及根據有關當前及預測未來經濟狀況的可用資料評估任何前瞻性調整的適當性。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### OTHER INFORMATION

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

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

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

### RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

### 其他資料

董事須對其他資料負責。其他資料包括本年報內的所有資料，惟不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表作出的意見並無涵蓋其他資料，我們亦不對該等其他資料發表任何形式的核證結論。

就我們審計綜合財務報表而言，我們的責任為閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。基於我們已執行的工作，倘若我們認為其他資料存在重大錯誤陳述，我們須報告有關事實。就此，我們並無須報告事項。

### 董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及按照香港公司條例之披露規定編製真實及公平之綜合財務報表，及落實其認為編製綜合財務報表所必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估貴集團持續經營的能力，並在適用的情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止營運，或除此之外別無其他實際的替代方案。

審核委員會協助董事履行監督貴集團財務報告流程的責任。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

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

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

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

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

### 核數師就審計綜合財務報表須承擔的責任

我們的目標為合理確定此等綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有我們意見的核數師報告。我們僅向全體股東報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高層次的保證，惟不能保證根據香港審計準則進行的審計工作總能發現所存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘可合理預期彼等個別或整體影響使用者根據綜合財務報表作出的經濟決定，則被視為重大錯誤陳述。

在根據香港審計準則進行審計的過程中，我們運用專業判斷，並且在整個審計過程中保持專業懷疑態度。我們亦：

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



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中的相關披露資料。倘有關披露資料不足，則修改我們意見。我們的結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責指導、監督及執行集團審計。我們僅為我們的審計意見承擔責任。

We communicate with the Audit Committee, 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.

我們與審核委員會溝通了(其中包括)計劃的審計範圍及時間安排、重大審計發現等事項，包括我們在審計過程中識別的內部監控的任何重大缺失。

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

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通可能合理地被認為會影響我們獨立性的所有關係及其他事宜，以及相關防範措施(如適用)。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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 Mr. Wong Tak Man, Stephen.

### **RSM Hong Kong**

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

31 March 2020

從與審核委員會溝通的事項中，我們確定對本期間綜合財務報表的審計最為重要的事項，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中傳達某事項造成的負面後果超過其產生的公眾利益，則我們決定不應在報告中傳達該事項。

本獨立核數師報告的審計項目合夥人是王德文先生。

### **羅申美會計師事務所**

*執業會計師*  
香港  
銅鑼灣  
恩平道28號  
利園二期29樓

二零二零年三月三十一日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

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

			2019 二零一九年 HK\$' 000 千港元	2018 二零一八年 HK\$' 000 千港元 (Re-presented) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收入	8	<b>629,948</b>	681,482
Cost of sales	銷售成本		<b>(494,106)</b>	(534,208)
<b>Gross profit</b>	<b>毛利</b>		<b>135,842</b>	147,274
Investment and other income	投資及其他收入	10	<b>12,391</b>	15,132
Other gains and losses	其他收益及虧損	11	<b>3,936</b>	9,134
Selling and distribution expenses	銷售及分銷開支		<b>(28,829)</b>	(27,527)
Administrative expenses	行政費用		<b>(179,414)</b>	(182,509)
Impairment losses for loans to other parties, net	向其他人士貸款減值虧損淨額	31	<b>(54,560)</b>	(4,982)
Impairment losses for trade receivables, net	應收貿易賬款減值虧損淨額		<b>(1,550)</b>	(148)
Impairment loss for other receivables	其他應收款項減值虧損		<b>(1,800)</b>	-
Reversal of impairment losses on trade receivables	應收貿易賬款減值虧損撥回		-	612
Other operating expenses	其他經營費用		<b>(42,495)</b>	(19,965)
<b>Loss from operations</b>	<b>經營虧損</b>		<b>(156,479)</b>	(62,979)
Finance costs	融資成本	12	<b>(6,809)</b>	(2,778)
<b>Loss before tax</b>	<b>除稅前虧損</b>		<b>(163,288)</b>	(65,757)
Income tax (expense)/credit	所得稅(開支)/抵免	13	<b>(1,300)</b>	566
<b>Loss for the year from continuing operations</b>	<b>持續經營業務之年度虧損</b>	14	<b>(164,588)</b>	(65,191)
<b>Discontinued operation</b>	<b>已終止經營業務</b>			
(Loss)/profit for the year from discontinued operation	已終止經營業務之年度(虧損)/溢利	17	<b>(14,739)</b>	15,891
<b>Loss for the year</b>	<b>年度虧損</b>		<b>(179,327)</b>	(49,300)



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

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

		2019 二零一九年 HK\$' 000 千港元	2018 二零一八年 HK\$' 000 千港元 (Re-presented) (經重列)
	Note 附註		
<b>Attributable to:</b>	以下各方應佔：		
Owners of the Company	本公司擁有人	<b>(171,735)</b>	(57,984)
Non-controlling interests	非控股權益	<b>(7,592)</b>	8,684
		<b>(179,327)</b>	(49,300)
<b>Loss per share</b>	<b>每股虧損</b>		
	19		
From continuing and discontinued operations	來自持續及已終止經營業務		
Basic (HK cents per share)	基本(每股港仙)	<b>(2.889)</b>	(0.975)
Diluted (HK cents per share)	攤薄(每股港仙)	<b>N/A 不適用</b>	N/A 不適用
From continuing operations	來自持續經營業務		
Basic (HK cents per share)	基本(每股港仙)	<b>(2.768)</b>	(1.112)
Diluted (HK cents per share)	攤薄(每股港仙)	<b>N/A 不適用</b>	N/A 不適用

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

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

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Note 附註		
<b>Loss for the year</b>	<b>年度虧損</b>		<b>(179,327)</b>	(49,300)
<b>Other comprehensive income:</b>	<b>其他全面收益：</b>			
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益的項目：</i>			
Gain on property revaluation	物業重估收益	20	-	3,687
Deferred tax charge from gain on property revaluation	物業重估收益的遞延稅項支出	39	-	(495)
Fair value changes of equity investments at fair value through other comprehensive income (FVTOCI)	按公平值計入其他全面收益 (按公平值計入其他全面收益)的股權投資公平值變動	27	<b>9,353</b>	(25,716)
			<b>9,353</b>	(22,524)
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益的項目：</i>			
Exchange differences on translating foreign operations	換算海外業務的匯兌差額		<b>591</b>	352
<b>Other comprehensive income for the year, net of tax</b>	<b>年度其他全面收益，扣除稅項</b>		<b>9,944</b>	(22,172)
<b>Total comprehensive income for the year</b>	<b>年度全面收益總額</b>		<b>(169,383)</b>	(71,472)
<b>Attributable to:</b>	<b>以下各方應佔：</b>			
Owners of the Company	本公司擁有人		<b>(161,791)</b>	(80,020)
Non-controlling interests	非控股權益		<b>(7,592)</b>	8,548
			<b>(169,383)</b>	(71,472)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Note 附註		
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	20	<b>32,960</b>	51,904
Right-of-use assets	使用權資產	21	<b>62,520</b>	-
Investment properties	投資物業	22	<b>30,000</b>	30,000
Prepaid lease payments	預付租賃款項	23	-	1,288
Goodwill	商譽	24	-	18,814
Intangible assets	無形資產	25	-	-
Rental deposits	租金按金		<b>8,659</b>	10,894
Loans to employees and other parties	向僱員及其他人士貸款	31	<b>26,209</b>	44,797
Equity investments at FVTOCI	按公平值計入其他全面收益的 股權投資	27	<b>9,608</b>	21,859
Deferred tax assets	遞延稅項資產	39	<b>1,938</b>	1,938
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>171,894</b>	181,494
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	28	<b>79,927</b>	113,962
Trade receivables	應收貿易賬款	29	<b>131,052</b>	155,761
Prepayments, deposits, other receivables and other assets	預付款項、按金、其他應收 款項及其他資產	30	<b>81,113</b>	85,039
Loans to employees and other parties	向僱員及其他人士貸款	31	<b>25,115</b>	30,631
Amount due from a related company	應收一間關連公司款項	36(i)	-	1,274
Loan to a non-controlling shareholder of a subsidiary	向一間附屬公司之一名 非控股股東貸款	36(ii)	-	1,731
Equity investments at FVTOCI	按公平值計入其他全面收益的 股權投資	27	<b>3,789</b>	5,328
Current tax assets	即期稅項資產		<b>586</b>	183
Pledged bank deposits	已抵押銀行存款	32(i)	-	1,250
Bank and cash balances	銀行及現金結餘	32(ii)	<b>241,364</b>	354,209
<b>Total current assets</b>	<b>流動資產總值</b>		<b>562,946</b>	749,368
<b>TOTAL ASSETS</b>	<b>總資產</b>		<b>734,840</b>	930,862



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

		Note	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		附註		
<b>EQUITY AND LIABILITIES</b>	<b>權益及負債</b>			
<b>Equity</b>	<b>權益</b>			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	40	<b>5,945</b>	5,945
Reserves	儲備	42	<b>405,068</b>	566,859
			<b>411,013</b>	572,804
Non-controlling interests	非控股權益		-	10,028
<b>Total equity</b>	<b>權益總值</b>		<b>411,013</b>	582,832
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	35	<b>33,246</b>	-
<b>Total non-current liabilities</b>	<b>非流動負債總值</b>		<b>33,246</b>	-
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	33	<b>54,422</b>	76,474
Accruals and other payables	預提費用及其他應付款項	34	<b>179,193</b>	215,463
Lease liabilities	租賃負債	35	<b>26,359</b>	-
Amount due to a director	應付一名董事款項		<b>204</b>	-
Borrowings	借貸	37	<b>20,558</b>	40,267
License rights payable	特許權應付款		<b>5,968</b>	4,108
Product warranty provisions	產品保用撥備	38	<b>2,059</b>	2,498
Current tax liabilities	即期稅項負債		<b>1,818</b>	9,220
<b>Total current liabilities</b>	<b>流動負債總值</b>		<b>290,581</b>	348,030
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>權益及負債總值</b>		<b>734,840</b>	930,862

Approved by the Board of Directors on 31 March 2020 and are signed on its behalf by:

董事會於二零二零年三月三十一日批准並由下列人士代為簽署：

**Lin Dailian**  
林代聯

**Xia Xiaobing**  
夏小兵

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔													
		Share capital	Share premium account	Merger reserve	Foreign currency translation reserve	Property revaluation reserve	Contributed surplus	Statutory reserve	Capital reserve	Capital contribution	Equity Investments at FVTOCI reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價賬	合併儲備	匯兌儲備	物業重估儲備	繳入盈餘	法定儲備	資本儲備	資本出資	按公平值計入其他全面收益的股權投資儲備	累計虧損	總計	非控股權益	權益總值
		(note 40)	(b)(i)	(b)(ii)	(b)(iii)	(b)(iv)	(b)(v)	(b)(vi)	(b)(vii)	(b)(viii)	(b)(ix)	(b)(x)			
		(附註40)	(附註42)	(附註42)	(附註42)	(附註42)	(附註42)	(附註42)	(附註42)	(附註42)	(附註42)	(附註42)			
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	5,945	603,750	3,171	13,465	24,297	18,298	2,502	3,836	11,280	-	(31,999)	654,545	(543)	654,002
Adjustment on initial application of HKFRS 9	首次應用香港財務報告準則第9號的調整	-	-	-	-	-	-	-	-	-	(28,145)	26,424	(1,721)	-	(1,721)
Restated balance at 1 January 2018	於二零一八年一月一日的結餘 (經重列)	5,945	603,750	3,171	13,465	24,297	18,298	2,502	3,836	11,280	(28,145)	(5,575)	652,824	(543)	652,281
Total comprehensive income for the year	年度全面收益總額	-	-	-	488	3,192	-	-	-	-	(25,716)	(57,984)	(80,020)	8,548	(71,472)
Disposal of subsidiaries	出售附屬公司	-	-	-	-	(27,489)	-	-	439	-	-	27,050	-	2,023	2,023
Changes in equity for the year	年度權益變動	-	-	-	488	(24,297)	-	-	439	-	(25,716)	(30,934)	(80,020)	10,571	(69,449)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	5,945	603,750	3,171	13,953	-	18,298	2,502	4,275	11,280	(53,861)	(36,509)	572,804	10,028	582,832
Total comprehensive income for the year	年度全面收益總額	-	-	-	591	-	-	-	-	-	9,353	(171,735)	(161,791)	(7,592)	(169,385)
Disposal of equity investments	出售股權投資	-	-	-	-	-	-	-	-	-	7,949	(7,949)	-	-	-
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	-	-	-	(2,436)	(2,436)
Changes in equity for the year	年度權益變動	-	-	-	591	-	-	-	-	-	17,302	(179,684)	(161,791)	(10,028)	(171,819)
At 31 December 2019	於二零一九年十二月三十一日	5,945	603,750	3,171	14,544	-	18,298	2,502	4,275	11,280	(36,559)	(216,193)	411,013	-	411,013

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (Re-presented) (經重列)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動現金流量</b>		
(Loss)/profit before tax	除稅前(虧損)/溢利		
Continuing operations	持續經營業務	<b>(163,288)</b>	(65,757)
Discontinued operation	已終止經營業務	<b>(15,025)</b>	21,302
		<b>(178,313)</b>	(44,455)
Adjustments for:	調整：		
Impairment losses for trade receivables, net	應收貿易賬款減值虧損淨額	29	1,550
Impairment loss for other receivables	其他應收款項減值虧損		1,800
Impairment losses for loans to other parties, net	向其他人士貸款之減值虧損淨額		54,560
Allowance on inventories, net	存貨撥備淨額		4,218
Reversal of allowance on inventories, net	存貨撥備撥回淨額		-
Bad debt written off in trade receivables	於應收貿易賬款撇銷壞賬	29	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	20	24,890
Depreciation of right-of-use assets	使用權資產折舊	21	32,461
Finance costs	融資成本	12	6,809
Gain on disposal of subsidiaries	出售附屬公司收益	11 & 17	(754)
Loss on deregistration of a subsidiary	撤銷一間附屬公司註冊之虧損		-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	11	-
Gain on modification of tenancy agreement	修訂租賃協議之收益	11	(6)
Interest income on loans to employees and other parties	向僱員及其他人士貸款之利息收入		(7,105)
Bank interest income and bank fixed deposit interest income	銀行利息收入及銀行定期存款利息收入	10	(1,239)
Loss on disposal of subsidiaries	出售附屬公司之虧損	14	19,193
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損		2,178
Addition of license rights payable	特許權應付款增添		2,713
Waive of license rights payable	特許權應付款豁免	10	-
Provision on product warranty	產品保用撥備	38	2,059



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

		2019 二零一九年 HK\$' 000 千港元	2018 二零一八年 HK\$' 000 千港元 (Re-presented) (經重列)
	Note 附註		
Operating loss before working capital changes	營運資金變動前經營虧損	<b>(34,986)</b>	(30,142)
Payment of license fee payables	特許權應付款	<b>(853)</b>	(504)
Decrease/(increase) in inventories	存貨減少/(增加)	<b>28,417</b>	(26,379)
Decrease/(increase) in trade receivables	應收貿易賬款減少/(增加)	<b>11,553</b>	(40,437)
Increase in prepayments, deposits, other receivables and other assets	預付款項、按金、其他應收款項及其他資產增加	<b>(13,007)</b>	(38,030)
Decrease/(increase) in amount due from a related company	應收一間關連公司款項減少/(增加)	<b>1,274</b>	(17)
Increase in loan to a non-controlling shareholder of a subsidiary	向一間附屬公司之一名非控股股東貸款增加	<b>(412)</b>	(1,611)
Increase in amount due to a director	應付一名董事款項增加	<b>204</b>	-
Decrease in amount due to a non-controlling shareholder of a subsidiary	應付一間附屬公司之一名非控股股東款項減少	<b>-</b>	(535)
(Decrease)/increase in trade payables	應付貿易賬款(減少)/增加	<b>(21,791)</b>	1,965
(Decrease)/increase in accruals and other payables	預提費用及其他應付款項(減少)/增加	<b>(22,416)</b>	52,710
Decrease in product warranty provisions	產品保用撥備減少	<b>(2,498)</b>	(3,336)
<b>Cash used in operations</b>	<b>經營所用現金</b>	<b>(54,515)</b>	(86,316)
Income tax paid	已支付所得稅	<b>(4,982)</b>	(5,108)
Finance costs paid	已支付融資成本	<b>(2,419)</b>	(4,367)
Interest on lease liabilities	租賃負債利息	<b>(474)</b>	-
<b>Net cash used in operating activities</b>	<b>經營活動所用現金淨額</b>	<b>(62,390)</b>	(95,791)

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (Re-presented) (經重列)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Decrease/(increase) in cash in margin account of brokerage firms		<b>14,026</b>	(14,059)
Decrease in prepaid lease payments	23	-	624
Disposal of subsidiaries (net of cash and cash equivalents disposed of)	43(d) & (e)	<b>(2,381)</b>	30,346
Decrease in pledged bank deposits		<b>1,250</b>	600
Interest received		<b>1,239</b>	439
Loans to employees and other parties		<b>(26,000)</b>	(72,461)
Repayment from loans to employees and other parties		-	92,805
Purchase of equity investments at FVTOCI		<b>(9,852)</b>	(40,945)
Proceeds from disposal of equity investments at FVTOCI		<b>32,995</b>	-
Refundable deposit paid for Exclusive Sales Right		<b>(1,500)</b>	-
Purchases of property, plant and equipment	20	<b>(9,204)</b>	(41,139)
Proceeds from disposal of property, plant and equipment		-	404
Net cash generated from/(used in) investing activities		<b>573</b>	(43,386)

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

			2019 二零一九年 HK\$' 000 千港元	2018 二零一八年 HK\$' 000 千港元 (Re-presented) (經重列)
		Note 附註		
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動現金流量</b>			
Payment of lease liabilities	支付租賃負債		<b>(37,628)</b>	-
Repayment of borrowings	償還借貸	43(g)	-	(1,780)
Net cash used in financing activities	融資活動所用現金淨額		<b>(37,628)</b>	(1,780)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物 減少淨額</b>		<b>(99,445)</b>	(140,957)
Effect of foreign exchange rate changes	匯率變動影響		<b>626</b>	1,728
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>於一月一日的現金及 現金等價物</b>		<b>340,150</b>	479,379
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>於十二月三十一日的 現金及現金等價物</b>	32(ii)	<b>241,331</b>	340,150



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 18 May 2010. The address of its registered office is Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and principal place of business is 16/F., Three Exchange Square, 8 Connaught Place, Central, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 26 to the consolidated financial statements.

### 2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities (the "Listing Rule") on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed in note 4.

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

### 1. 一般資料

本公司於二零一零年五月十八日根據公司法在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處地址為Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands，主要營業地點則為香港中環康樂廣場8號交易廣場第三期16樓。本公司股份在香港聯合交易所有限公司（「聯交所」）主板上市。

本公司為投資控股公司，其附屬公司的主營業務載於綜合財務報表附註26。

### 2. 編製基準

該等綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」）編製。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋。該等綜合財務報表亦符合聯交所證券上市規則（「上市規則」）的適用披露條文及香港公司條例（第622章）的披露規定。本集團採納之重要會計政策於附註4披露。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，該等準則於本集團本會計期間首次生效或可供提早採納。在與本集團有關之範圍內首次應用此等新訂及經修訂之準則所引致當前及過往會計期間之會計政策的任何變更，已於此等綜合財務報表內反映，有關資料載列於附註3。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

The HKICPA has issued a 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 Leases**

HKFRS 16 supersedes 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. HKFRS 16 introduced 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 and leases of low-value assets.

Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in HKAS 17. Therefore, HKFRS 16 did not have an impact on leases where the Group is the lessor. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

### 3. 採納新訂及經修訂香港財務報告準則

#### (a) 應用新訂及經修訂香港財務報告準則

香港會計師公會已頒佈新訂香港財務報告準則、香港財務報告準則第16號租賃及多項香港財務報告準則的修訂，該等準則及修訂於本集團當前會計期間首次生效。

除香港財務報告準則第16號外，上述變動對編製或列示本集團當前或過往期間業績及財務狀況的方式並無重大影響。本集團並未應用任何於當前會計期間尚未生效的新訂準則或詮釋。

#### **香港財務報告準則第16號租賃**

香港財務報告準則第16號取代香港會計準則第17號租賃及相關詮釋、香港（國際財務報告詮釋委員會）第4號釐定安排是否包含租賃、香港（準則詮釋委員會）第15號經營租賃－激勵措施以及香港（準則詮釋委員會）第27號評估涉及租賃法律形式交易的實質內容。香港財務報告準則第16號就承租人引入單一會計模型，要求承租人就所有租賃確認使用權資產及租賃負債，惟租期為12個月或更短的租賃及低價值資產租賃則除外。

香港財務報告準則第16號大致沿用香港會計準則第17號的出租人會計處理方式。出租人將繼續使用與香港會計準則第17號中類似的原則將租賃分類為經營或融資租賃。因此，香港財務報告準則第16號對本集團為出租人的租賃並無影響。沿用香港會計準則第17號的出租人會計處理規定大致維持不變。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

##### HKFRS 16 Leases (Continued)

HKFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

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.

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

#### (a) *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.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第16號租賃(續)

香港財務報告準則第16號亦引入額外的定性及定量披露要求，旨在讓財務報表使用者評估租賃對實體財務狀況、財務表現及現金流量的影響。

本集團自二零一九年一月一日起首次應用香港財務報告準則第16號。本集團已選擇使用經修訂追溯法，因此將首次應用的累計影響確認為二零一九年一月一日的期初權益結餘的調整。比較資料不予重列，並繼續根據香港會計準則第17號報告。

有關過往會計政策變動的性質及影響以及所應用過渡選擇的進一步詳情載列如下：

#### (a) *租賃的新定義*

租賃定義的變動主要涉及控制的概念。香港財務報告準則第16號根據客戶是否於一段期間內控制已識別資產的使用而定義租賃，其可藉界定的使用量釐定。倘客戶既有權指示已識別資產的使用，亦有權自該使用中獲得絕大部分經濟利益，則控制權已轉移。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

##### HKFRS 16 Leases (Continued)

###### (a) *New definition of a lease (Continued)*

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.

###### (b) *Lessee 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.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied the incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 6.11%.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第16號租賃(續)

###### (a) 租賃的新定義(續)

本集團僅對於二零一九年一月一日或之後訂立或變更的合約應用香港財務報告準則第16號中的租賃新定義。對於二零一九年一月一日前訂立的合約，本集團已採用過渡性實際權宜方法，以令對現有安排為租賃或包含租賃的過往評估不受新規定限制。因此，先前根據香港會計準則第17號評估為租賃的合約繼續按香港財務報告準則第16號入賬列為租賃，而先前評估為非租賃服務安排的合約繼續入賬列為待履行合約。

###### (b) 承租人會計處理及過渡影響

香港財務報告準則第16號取消承租人將租賃分類為經營租賃或融資租賃的規定(如香港會計準則第17號先前所規定)。相反，本集團作為承租人時，須資本化所有租賃(包括先前根據香港會計準則第17號分類為經營租賃的租賃)，惟短期租賃及低價值資產租賃則獲豁免。

於確認先前分類為經營租賃的租賃負債時，本集團已應用於首次應用日期相關集團實體的增量借貸利率。所應用的加權平均增量借貸利率為6.11%。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

##### HKFRS 16 Leases (Continued)

##### (b) Lessee accounting and transitional impact (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) 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;
- (ii) applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in a similar economic environment. Specifically, discount rate for certain leases of leasehold lands and properties was determined on a portfolio basis;
- (iii) used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension options;
- (iv) excluded initial direct costs from measuring the right-of-use assets at the date of initial application; and
- (v) relied on the assessment of whether leases are onerous by applying HKAS 37 as an alternative to an impairment review.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第16號租賃(續)

##### (b) 承租人會計處理及過渡影響(續)

為方便過渡至香港財務報告準則第16號，本集團於首次應用香港財務報告準則第16號當日應用下列確認豁免及實際權宜方法：

- (i) 對於剩餘租期於首次應用香港財務報告準則第16號當日起計12個月內屆滿(即租期於二零一九年十二月三十一日或之前屆滿)的租賃，選擇不就確認租賃負債及使用權資產應用香港財務報告準則第16號的規定；
- (ii) 就類似經濟環境內相似類別相關資產的類似剩餘租期的租賃組合應用單一貼現率。具體而言，若干租賃土地及物業的貼現率乃按投資組合釐定；
- (iii) 根據於首次應用日期的事實及情況於事後釐定本集團帶有續租選擇權的租賃的租期；
- (iv) 於首次應用日期計量使用權資產時撇除初始直接成本；及
- (v) 通過應用香港會計準則第37號作為減值審閱的替代方法，評估租賃是否屬有償。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

##### **HKFRS 16 Leases (Continued)**

#### (b) Lessee accounting and transitional impact (Continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### **香港財務報告準則第16號租賃(續)**

#### (b) 承租人會計處理及過渡影響(續)

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣除是否歸屬於使用權資產或租賃負債。

就稅項扣減歸屬於租賃負債的租賃交易而言，本集團就使用權資產及租賃負債獨立應用香港會計準則第12號所得稅的規定。由於應用初步確認豁免，使用權資產及租賃負債的暫時性差額並未於初步確認時及於租期內確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

#### HKFRS 16 Leases (Continued)

#### (b) Lessee accounting and transitional impact (Continued)

The following table reconciles the operating lease commitments as disclosed in note 46 as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

		HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日所披露的經營租賃承擔	90,411
Less: commitments relating to lease exempt from capitalisation:	減：有關豁免資本化的租賃承擔：	
— short-term leases and other leases with remaining lease term ending on or before 31 December 2019	— 租賃期於二零一九年十二月三十一日或之前結束的短期租賃及其他租賃	(7,811)
		82,600
Less: total future interest expenses	減：未來總利息支出	(6,787)
Present value of remaining lease payments, discounted using the incremental borrowing rate and lease liabilities recognised as at 1 January 2019	使用於二零一九年一月一日確認的增量借貸利率及租賃負債貼現的剩餘租賃款項的現值	75,813
Of which are:	其中：	
Current lease liabilities	流動租賃負債	29,879
Non-current lease liabilities	非流動租賃負債	45,934
		75,813

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

#### 香港財務報告準則第16號租賃(續)

#### (b) 承租人會計處理及過渡影響(續)

下表載列於二零一八年十二月三十一日披露於附註46中的經營租賃承擔與於二零一九年一月一日確認的租賃負債期初結餘的對賬：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

##### **HKFRS 16 Leases (Continued)**

#### (b) Lessee accounting and transitional impact (Continued)

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of consolidated financial position at 31 December 2018.

Refundable rental deposits paid are accounted under HKFRS 9 *Financial Instruments* (“HKFRS 9”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### **香港財務報告準則第16號租賃(續)**

#### (b) 承租人會計處理及過渡影響(續)

與先前分類為經營租賃的租賃有關的使用權資產已按相當於剩餘租賃負債已確認金額的金額確認，並就於二零一八年十二月三十一日綜合財務狀況表確認的租賃有關的任何預付或應計租賃款項金額作出調整。

已付可退還租金按金根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)入賬且初步按公平值計量。對初步確認時的公平值作出的調整被視為額外租賃款項，且計入使用權資產成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

#### HKFRS 16 Leases (Continued)

(b) Lessee accounting and transitional impact (Continued)

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

### 3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

#### 香港財務報告準則第16號租賃(續)

(b) 承租人會計處理及過渡影響(續)

下表概述採納香港財務報告準則第16號對本集團綜合財務狀況表的影響：

		Effects of adoption of HKFRS 16			
		採納香港財務報告準則第16號的影響			
		Carrying amount as at 31 December 2018	Re-classification	Re-cognition of leases	Carrying amount as at 1 January 2019
Line items in the consolidated statement of financial position impacted by the adoption of HKFRS 16	受採納香港財務報告準則第16號影響的綜合財務狀況表項目	於二零一八年十二月三十一日的賬面值	重新分類	租賃確認	於二零一九年一月一日的賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Assets</b>	<b>資產</b>				
Right-of-use assets	使用權資產	-	1,912	75,813	77,725
Prepaid land lease payments (note)	預付土地租賃款項(附註)	1,912	(1,912)	-	-
<b>Liabilities</b>	<b>負債</b>				
Lease liabilities	租賃負債	-	-	(75,813)	(75,813)

Note: Upfront payments for leasehold lands in the PRC own used properties were classified as prepaid land lease as payments as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portion of prepaid land lease payments amounting to HK\$624,000 and HK\$1,288,000 respectively were classified to right-of-use assets.

附註：於中國自用物業的租賃土地的首期付款於二零一八年十二月三十一日分類為預付土地租賃款項。於應用香港財務報告準則第16號後，預付土地租賃款項的即期及非即期部分分別為624,000港元及1,288,000港元已分類至使用權資產。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

##### HKFRS 16 Leases (Continued)

#### (c) Impact of the financial results 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, as compared to the results if HKAS 17 had been applied during the year.

In the cash flow statement, the Group as a lessee is required to split rentals paid under capitalised leases into their principal element and interest element (note 43(g)). These elements are classified as financing cash outflows and operating cash outflows respectively. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a significant change in presentation of cash flows within the cash flow statement (note 43(h)).

The following tables give an indication of the estimated impact of the adoption of HKFRS 16 on the Group's financial result and cash flows 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 in 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.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第16號租賃(續)

#### (c) 對本集團財務業績及現金流量的影響

於二零一九年一月一日初步確認使用權資產及租賃負債後，本集團作為承租人須確認租賃負債的未償還結餘累積的利息開支，以及使用權資產折舊，而非過往以直線法於租期內確認根據經營租賃產生的租賃開支的政策。與倘於年內應用香港會計準則第17號所得業績相比，此對本集團的綜合損益表中錄得的經營溢利產生正面影響。

於現金流量表中，本集團作為承租人須將根據資本化租賃所支付之租金分為本金部分及利息部分(附註43(g))。該等部分乃分別分類為融資現金流出及經營現金流出。儘管現金流量總額不受影響，但採納香港財務報告準則第16號導致綜合現金流量表內現金流量之呈現方式發生重大變動(附註43(h))。

下表顯示採納香港財務報告準則第16號對本集團截至二零一九年十二月三十一日止年度的財務業績及現金流量的估計影響，方法為調整該等綜合財務報表中根據香港財務報告準則第16號所呈報的金額以計算根據香港會計準則第17號應確認的估計假設金額(倘該被取代準則而非香港財務報告準則第16號於二零一九年繼續適用)，以及將二零一九年的該等假設金額與二零一八年根據香港會計準則第17號編製的實際相應金額進行比較。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

#### HKFRS 16 Leases (Continued)

(c) Impact of the financial results and cash flows of the Group (Continued)

### 3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

#### 香港財務報告準則第16號租賃(續)

(c) 對本集團財務業績及現金流量的影響(續)

	2019 二零一九年		Deduct: Estimated amounts related to operating lease as if under HKAS 17 (note 1) 扣除：有關經營 租賃的估計金額		2018 二零一八年
	Amounts reported under HKFRS 16	Add back: HKFRS 16 depreciation and interest expense	Hypothetical amounts for 2019 as if under HKAS 17	Compared to amounts reported for 2018 under HKAS 17	
	根據香港財務 報告準則第16號 呈報的金額	加回：香港財務 報告準則第16號下 的折舊及利息開支	假設金額(猶如 根據香港會計準則 第17號)	與二零一八年 呈報的金額比較 (根據香港會計準則 第17號)	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

Financial result for year ended  
31 December 2019 impacted  
by the adoption of HKFRS 16:

受採納香港財務報告準則  
第16號影響的截至  
二零一九年十二月三十一日  
止年度的財務業績：

Loss from operation	經營虧損	(156,479)	32,461	(34,816)	(158,834)	(62,979)
Finance costs	融資成本	(6,809)	4,390	-	(2,419)	(2,778)
Loss before taxation	除稅前虧損	(163,288)	36,851	(34,816)	(161,253)	(65,757)
Loss for the year	年度虧損	(179,327)	36,851	(34,816)	(177,292)	(49,300)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

#### HKFRS 16 Leases (Continued)

#### (c) Impact of the financial results and cash flows of the Group (Continued)

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

#### 香港財務報告準則第16號租賃(續)

#### (c) 對本集團財務業績及現金流量的影響(續)

	2019 二零一九年	2018 二零一八年
	Estimated amounts related to operating leases as if under HKAS 17 (notes 1 & 2) 有關經營租賃 之估計金額 (猶如根據香港 會計準則第17號) (附註1及2)	Hypothetical amounts for 2019 as if under HKAS 17 二零一九年之 假設金額 (猶如根據 香港會計準則 第17號)
Amounts reported under HKFRS 16 根據香港財務報告 準則第16號 呈報之金額 HK\$'000 千港元	HK\$'000 千港元	Compared to amounts reported for 2018 under HKAS 17 與二零一八年 呈報之金額比較 (根據香港 會計準則 第17號) HK\$'000 千港元

Line items in the consolidated cash flow statement for year ended 31 December 2019 impacted by the adoption of HKFRS 16:

受採納香港財務報告準則第16號影響之截至二零一九年十二月三十一日止年度之綜合現金流量表項目：

Cash used in operations	經營所用之現金	(54,515)	(38,102)	(92,617)	(86,316)
Interest element of lease rentals paid	已付租賃租金之利息部分	(474)	474	-	-
<b>Net cash used in operating activities</b>	<b>經營活動所用之現金淨額</b>	<b>(62,390)</b>	<b>(37,628)</b>	<b>(100,018)</b>	<b>(95,791)</b>
Principal element of lease rentals paid	已付租賃租金之本金部分	(37,628)	37,628	-	-
<b>Net cash used in financing activities</b>	<b>融資活動之現金淨額</b>	<b>(37,628)</b>	<b>37,628</b>	<b>-</b>	<b>(1,780)</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 difference 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.

附註1：「有關經營租賃的估計金額」為在香港會計準則第17號於二零一九年仍然適用的情況下，有關會分類為經營租賃的租賃於二零一九年的現金流量估計金額。有關估計假設，租金與現金流量並無差異，以及在香港會計準則第17號於二零一九年仍然適用的情況下，所有於二零一九年訂立的新租賃根據香港會計準則第17號會分類為經營租賃。任何潛在淨稅務影響均忽略不計。

附註2：於此影響表格中，該等現金流出由融資重新分類至經營，以計算經營活動所得之現金淨額及融資活動所用之現金淨額的假設金額，猶如香港會計準則第17號仍然適用。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2019. These new and revised HKFRSs include the following which may be relevant to the Group.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用已頒佈但尚未於二零一九年一月一日開始之財政年度生效之新訂及經修訂香港財務報告準則。可能與本集團有關之新訂及經修訂香港財務報告準則包括以下各項。

	<b>Effective for accounting periods beginning on or after</b> 於以下日期或之後開始 之會計期間生效
Amendments to HKFRS 3 Definition of a Business 香港財務報告準則第3號之修訂業務之定義	1 January 2020 二零二零年一月一日
Amendments to HKAS 1 and HKAS 8 Definition of Material 香港會計準則第1號及香港會計準則第8號之修訂重大之定義	1 January 2020 二零二零年一月一日
Amendments to HKFRS 9, HKAS 39 and HKFRS 7 Interest Rate Benchmark Reform 香港財務報告準則第9號、香港會計準則第39號及 香港財務報告準則第7號之修訂利率基準改革	1 January 2020 二零二零年一月一日

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

本集團現正評估此等修訂及新訂準則於首次應用期間預期帶來之影響。截至目前為止，本集團認為採納該等修訂及新訂準則不大可能會對綜合財務報表構成重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

#### (a) Consolidation

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

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

### 4. 重要會計政策

此等綜合財務報表乃根據歷史成本慣例編製，惟下文的會計政策另有說明者（如按公平值計量之土地及樓宇、投資物業及若干金融工具）除外。

編製符合香港財務報告準則之財務報表需使用若干主要會計估計，亦需要管理層於應用本集團會計政策之過程中作出判斷。涉及較高層次判斷或複雜性之範疇，或對綜合財務報表屬重大之假設及估計之範疇，於附註5披露。

編製該等綜合財務報表時所應用之重要會計政策載述如下。

#### (a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司乃本集團對其擁有控制權之實體。當本集團通過參與實體業務而享有或有權享有浮動回報，並有能力通過對實體之權力而影響該等回報時，即對該實體具有控制權。當本集團擁有令其目前能夠指揮相關活動（即對實體回報造成重大影響之活動）之現有權利時，本集團即對實體擁有權力。

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Consolidation (Continued)

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

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

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

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

### 4. 重要會計政策(續)

#### (a) 綜合賬目(續)

附屬公司自控制權轉入本集團的日期起綜合計算，彼等於控制權終止的日期起不再綜合入賬。

出售附屬公司(導致失去控制權之情況下)之損益乃指(i)出售代價公平值連同於該附屬公司之任何保留投資之公平值與(ii)本公司分佔該附屬公司資產淨值連同與該附屬公司有關之任何餘下商譽以及任何累計匯兌儲備兩者間之差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非有關交易提供證據證明已轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已在需要時作修改，確保其與本集團採納之政策一致。

非控股權益指並非直接或間接歸屬於本公司之附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表之權益內列賬。於綜合損益表及綜合損益及其他全面收益表內，非控股權益呈列為年度溢利或虧損及全面收益總額在非控股股東與本公司擁有人之間的分配。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Consolidation (Continued)

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

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

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

#### (b) Business combination (other than under common control) and goodwill

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

### 4. 重要會計政策(續)

#### (a) 綜合賬目(續)

溢利或虧損及其他全面收益各組成部份歸屬於本公司擁有人及非控股股東，即使導致非控股權益結餘出現虧絀。

本公司於附屬公司之所有權權益之變動(不會導致失去控制權)作為權益交易入賬(即與擁有人(以彼等之擁有人身份)進行交易)。控股及非控股權益之賬面值經調整以反映其於該附屬公司相關權益之變動。非控股權益經調整之金額與已付或已收代價公平值之間之任何差額須直接於權益內確認並歸屬於本公司擁有人。

於本公司之財務狀況表中，於附屬公司之投資按成本減減值虧損列賬，惟投資分類為持作銷售(或計入分類為持作銷售之出售組別)則除外。

#### (b) 業務合併(共同控制者除外)及商譽

本集團採用收購法為業務合併時收購附屬公司列賬。於業務合併時轉讓的代價乃按所獲資產於收購日期之公平值、所發行之權益工具及所產生之負債以及任何或然代價計量。收購相關成本於有關成本產生及接獲服務期間確認為開支。於收購時附屬公司之可識別資產及負債，均按其於收購日期之公平值計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Business combination (other than under common control) and goodwill (Continued)

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

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

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

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs") or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually, or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to its recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

### 4. 重要會計政策(續)

#### (b) 業務合併(共同控制者除外)及商譽(續)

所轉讓代價超出本集團應佔附屬公司可識別資產及負債之公平值淨額之差額乃列作商譽。本集團分佔可識別資產及負債之公平值淨額超出所轉讓代價金額之差額乃於綜合損益內確認為本集團應佔議價收購之收益。

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

於附屬公司之非控股權益初步按非控股股東分佔該附屬公司於收購當日之可識別資產及負債之公平值淨額之比例計算。

初步確認後，商譽按成本減累計減值虧損計量。就減值測試而言，於業務合併時收購之商譽分配至預期將從該業務合併的協同效應中受惠之各現金產生單位(「現金產生單位」)或一組現金產生單位。獲分配商譽的各單位或單位組別為本集團就內部管理目的監控商譽的最低級別。倘發生事件或變化的情況表明有潛在減值的跡象，則會每年或更頻繁地進行商譽減值審閱。包含商譽的現金產生單位賬面值與其可收回金額比較，可收回金額為使用價值與公平值減出售成本之較高者。任何減值即時確認為支出且不會於後續撥回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Foreign currency translation

##### (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the Company's functional and presentation currency.

##### (ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

### 4. 重要會計政策(續)

#### (c) 外幣換算

##### (i) 功能及呈列貨幣

納入本集團各實體財務報表的項目乃按實體經營業務所在的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以港元(「港元」)呈列。港元是本公司的功能及呈列貨幣。

##### (ii) 於各實體財務報表之交易及結餘

以外幣進行之交易乃於初步確認時採用交易當日之適用匯率換算為功能貨幣。以外幣計值之貨幣資產及負債乃採用各報告期末之匯率換算。因此項換算政策導致之收益及虧損於損益確認。

按公平值計量及以外幣計值之非貨幣項目乃按釐定公平值當日之匯率換算。

當非貨幣項目之收益或虧損於其他全面收益確認時，該收益或虧損之任何匯兌部份於其他全面收益內確認。當非貨幣項目之收益或虧損於損益確認時，該收益或虧損之任何匯兌部份於損益確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Foreign currency translation (Continued)

##### (iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

### 4. 重要會計政策(續)

#### (c) 外幣換算(續)

##### (iii) 綜合賬目時換算

當本集團所有實體之功能貨幣與本公司之呈列貨幣不同，其業績及財務狀況乃按下列方式換算為本公司之呈列貨幣：

- 於各財務狀況表呈列之資產及負債按該財務狀況表日期之收市匯率換算；
- 收入及開支乃按期內平均匯率換算(除非此項平均值並不能合理地接近於交易日期之適用匯率之累計影響，在此情況下，收入及開支則按交易日期之匯率換算)；及
- 所有因此而產生之匯兌差額乃於其他全面收益確認並於匯兌儲備累計。

於綜合賬目時，因換算構成部分海外實體投資淨額的貨幣項目產生之匯兌差額於其他全面收益確認及於匯兌儲備累計。當出售海外業務時，該等匯兌差額於綜合損益內重新分類為出售收益或虧損之一部分。

因收購海外實體而產生之商譽及公平值調整，均視作該海外實體之資產及負債，並按收市匯率換算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Property, plant and equipment

Property, plant and equipment, including leasehold land (upon application of HKFRS 16 at 1 January 2019, the interest in leasehold land was reclassified to “Right-of-use assets”, see note 3) (other than land and building), held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Land and building held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amounts do not differ materially from those that would be determined using fair values at the end of each reporting period.

### 4. 重要會計政策(續)

#### (d) 物業、廠房及設備

持作生產、供應貨物或服務或者行政用途的物業、廠房及設備，包括租賃土地(於二零一九年一月一日應用香港財務報告準則第16號後，租賃土地權益重新分類為「使用權資產」，見附註3)(土地及樓宇除外)乃於綜合財務狀況表內按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

其後產生之成本僅於與該項目有關之未來經濟利益可能會流入本集團，而該項目之成本能可靠地計量時，方會列入資產之賬面值或確認為一項獨立資產(如適用)。所有其他維修及保養費用於產生期間於損益內確認。

持作生產、供應貨物或服務或者行政用途的土地及樓宇乃以其重估金額列入綜合財務狀況表。重估金額即重估日期的公平值減任何其後累計折舊及其後累計減值虧損。重估乃以足夠的規律性定期進行，因此賬面值與於各報告期末採用公平值釐定者並無重大差異。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Property, plant and equipment (Continued)

Any revaluation increase arising on the revaluation of such land and building is recognised in other comprehensive income and accumulated in property revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously expensed. A decrease in the carrying amount arising on the revaluation of such land and building is recognised in profit or loss to the extent that it exceeds the balance, if any, held in the property revaluation reserve relating to a previous revaluation of that asset.

Depreciation of revalued building is recognised in profit or loss. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the property revaluation reserve is transferred directly to retained earnings.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

		2019 二零一九年	2018 二零一八年
Leasehold land and building	租賃土地及樓宇	4%	4%
Leasehold improvements	租賃改善工程	<b>Over the lease term or 20%-25%</b> 按租期或20%-25%	Over the lease term or 20%-25% 按租期或20%-25%
Plant, machinery, moulds and tools	廠房、機器、模具及工具	10%-50%	10%-25%
Furniture and equipment	傢俬及設備	10%-20%	10%-20%
Motor vehicles	汽車	18%-33 <sup>1</sup> / <sub>3</sub> %	18%-33 <sup>1</sup> / <sub>3</sub> %

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

### 4. 重要會計政策(續)

#### (d) 物業、廠房及設備(續)

重估該項土地及樓宇產生的任何重估增值於其他全面收益內確認，並累計列入物業重估儲備，惟倘其撥回相同資產先前於損益確認之重估減值，該增值部份乃以先前扣除之虧絀為限計入損益。該項土地及樓宇重估所產生之賬面值減少於損益確認，惟以其超出於有關先前重估該項資產之物業重估儲備之盈餘額(如有)為限。

重估樓宇之折舊於損益內確認。在其後出售或停止使用一項重估物業時，其於物業重估儲備應佔重估盈餘直接轉撥至保留盈利。

物業、廠房及設備按其估計可使用年期以直線法，按足以撇銷其成本減去其剩餘價值之折舊率計算折舊。所採用之主要年折舊率如下：

剩餘價值、可使用年期及折舊方法乃於各報告期末審閱及調整(如適用)。

出售物業、廠房及設備之收益或虧損指銷售所得款項淨額與有關資產賬面值之差額，並於損益中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Investment properties

Investment properties are land and/or building held to earn rentals and/or for capital appreciation. An owned investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at its fair value. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

In the comparative period, when the Group held a property interest under an operating lease and used the property to earn rental income and/or for capital appreciation, the Group could elect on a property-by-property basis to classify and account for such interest as an investment property. Any such property interest which had been classified as an investment property was accounted for as if it were held under a finance lease, and the same accounting policies were applied to that interest as were applied to other investment properties leased under finance leases.

#### (f) Leases

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.

### 4. 重要會計政策(續)

#### (e) 投資物業

投資物業乃為賺取租金及／或資本增值而持有之土地及／或樓宇。自置投資物業初步按成本(包括物業應佔之所有直接成本)計量。

首次確認後，投資物業按公平值列賬。投資物業公平值變動所產生之收益或虧損於產生期間在損益確認。

出售投資物業之收益或虧損乃銷售所得款項淨額與該物業之賬面值兩者之差額，並於損益內確認。

於比較期間，倘本集團根據經營租賃持有物業權益並使用該物業賺取租金收入及／或資本增值，則本集團可按個別物業基準選擇將該等權益分類及入賬列作投資物業。分類為投資物業的任何物業權益的入賬方式與以融資租賃持有的權益相同，而應用於該權益的會計政策亦應用於以融資租賃出租的其他投資物業。

#### (f) 租賃

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。倘客戶有權主導可識別的資產的使用及從該使用中獲取絕大部份經濟收益，則表示控制權已轉讓。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Leases (Continued)

##### **The Group as a lessee**

*Policy applicable from 1 January 2019*

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

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.

### 4. 重要會計政策(續)

#### (f) 租賃(續)

##### **本集團作為承租人**

自二零一九年一月一日起適用的政策

倘合約包含租賃部分及非租賃部分，本集團已選擇不區分非租賃部分，並將各租賃部分及任何相關非租賃部分視作為所有租賃的單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或更短的短期租賃除外。與該等不作資本化租賃相關的租賃款項在租期內按系統基準確認為開支。

當將租賃資本化時，租賃負債初步按租期內應付租賃款項的現值確認，並使用租賃中隱含的利率或(倘該利率不可直接釐定)使用相關的增量借貸利率貼現。初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Leases (Continued)

##### **The Group as a lessee (Continued)**

*Policy applicable from 1 January 2019 (Continued)*

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. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses, except for the right-of-use assets that meet the definition of investment property are carried at fair value in accordance with note 4(e).

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

### 4. 重要會計政策(續)

#### (f) 租賃(續)

##### **本集團作為承租人(續)**

*自二零一九年一月一日起適用的政策(續)*

將租賃資本化時所確認之使用權資產初始按成本計量，其中包括租賃負債之初始金額，加於開始日期或之前支付之任何租賃款項，以及所產生之任何初始直接成本。在適用情況下，使用權資產之成本亦包括拆除及移除相關資產或恢復相關資產或其所在地點之成本估算，並貼現至其現值及扣減任何租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬，惟根據附註4(e)符合投資物業定義之使用權資產則按公平值列賬。

本集團已合理地確定可於租期結束時取得相關租賃資產所有權的使用權資產由開始日期起至可使用年期結束止計提折舊。在其他情況下，使用權資產按直線法於其估計可使用年期及租期(以較短者為準)內計提折舊。

已付的可退回租金按金乃根據香港財務報告準則第9號計算，並初步按公平值計量。初步確認公平值的調整被視為額外租賃款項，並計入使用權資產的成本內。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Leases (Continued)

##### **The Group as a lessee (Continued)**

*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 properties and lease liabilities separately in the consolidated statement of financial position.

*Policy prior to 1 January 2019*

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases, except for the property held under operating leases that would otherwise meet the definition of an investment property was classified as investment property on a property-by-property basis and, if classified.

### 4. 重要會計政策(續)

#### (f) 租賃(續)

##### **本集團作為承租人(續)**

*自二零一九年一月一日起適用的政策(續)*

當未來租賃款項因指數或比率的變化而發生改變，或本集團剩餘價值擔保下預計應付的金額估計發生變化，或當重新評估本集團是否將合理確定行使購買、延長或終止選擇權而產生變動，則會重新計量租賃負債。當租賃負債以此方式重新計量，對使用權資產的賬面值作出相應調整，或倘若使用權資產的賬面值已經減至零，則記入損益。

本集團將不符合投資物業定義的使用權資產及租賃負債獨立呈列於綜合財務狀況表。

*於二零一九年一月一日前的政策*

於比較期間，本集團作為承租人倘於租賃轉移所有權絕大部分之風險及回報至本集團之情況下，則將有關租賃分類為融資租賃。倘租賃並無將所有權之絕大部分風險及回報轉移至本集團，則分類為經營租賃，惟根據經營租賃所持的物業(否則會符合投資物業定義按個別物業基準分類為投資物業)(如分類)除外。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Leases (Continued)

##### **The Group as a lessee (Continued)**

*Policy prior to 1 January 2019 (Continued)*

Where the Group acquired the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets were recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, were recorded as obligations under finance leases. Depreciation was provided at rates which wrote off the cost or valuation of the assets over the term of the relevant lease or, where it was likely the Group would obtain ownership of the asset, the life of the asset. Finance charges implicit in the lease payments were charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

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.

##### **The Group as a lessor**

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

### 4. 重要會計政策(續)

#### (f) 租賃(續)

##### **本集團作為承租人(續)**

*於二零一九年一月一日前的政策(續)*

倘本集團以融資租賃方式收購資產使用權，租賃資產的公平值數額或最低租賃款項的現值的較低者，將確認為物業、廠房及設備以及相應負債(扣除融資費用)並列作融資租賃項下債務。折舊在相關之租期或資產之可用年期(如本集團有可能取得資產之所有權)內，按資產成本撇銷或估值的比率計提撥備。租賃款項內含之融資費用於租賃期自損益項扣除，致使各會計期間債務結餘之費用訂出相若的固定收費比率。或然租金於彼等產生的會計期間在損益扣除。

倘本集團根據經營租賃使用資產，根據租約所付之款項乃於損益中以等額分期方式在租期所涵蓋之會計期間支付，除非其他基準能更清楚地反映租賃資產所產生的收益模式。獲取之租賃優惠於損益內確認為淨租賃款項總額之組成部份。或然租金於彼等產生的會計期間在損益扣除。

##### **本集團作為出租人**

倘本集團為出租人，其於租賃初始階段釐定一項租賃為融資租賃或經營租賃。倘租賃轉移相關資產的所有權附帶的絕大部分所有風險及回報，則該租賃應分類為融資租賃。倘不屬於該情況，則該租賃被分類為經營租賃。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Intangible assets (acquired separately)

License rights and customer relationship are stated at cost less accumulated amortization and impairment losses. Useful lives are as follows:

License rights	Over the license period
Customer relationship	3-6 years

#### (h) Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from the Group's product development activity is recognised only if all of the following conditions are met:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Management intends to complete the intangible asset and use or sell it;
- There is ability to use or sell the intangible asset;
- It can be demonstrated how the intangible asset will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available;
- The expenditure attributable to the intangible asset during its development can be reliably measured.

Internally generated intangible assets are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

### 4. 重要會計政策(續)

#### (g) 無形資產(個別收購)

特許權及客戶關係按成本減累計攤銷及減值虧損列示。可使用年期如下：

特許權	特許有效期內
客戶關係	3-6年

#### (h) 研究及開發支出

研究活動之支出於產生期間內確認為開支。本集團之產品開發活動所產生之內部產生無形資產僅於符合下列所有條件下，方獲確認：

- 完成該無形資產於技術上屬可行，以致其可供使用或銷售；
- 管理層有意完成該無形資產並使用或出售；
- 有能力使用或出售該無形資產；
- 能夠證明無形資產如何將產生可能之未來經濟利益；
- 有足夠的技術、財務和其他資源以完成開發並使用或出售該無形資產；
- 無形資產在開發期內應佔之支出能夠可靠地計量。

內部產生無形資產以成本減累計攤銷及減值虧損列賬。攤銷乃按其估計可使用年期以直線法計算。當並無內部產生無形資產可予確認時，開發支出於產生期間內於損益中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

#### (j) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

### 4. 重要會計政策(續)

#### (i) 存貨

存貨按成本與可變現淨值兩者中之較低者列賬。成本以先進先出基準釐定。製成品及半成品之成本包括原材料、直接人工及適當比例之所有生產間接成本，及外判費用(如適用)。可變現淨值乃於日常業務過程中之估計售價減估計完成成本及估計出售時所需之費用。

#### (j) 確認及終止確認金融工具

金融資產及金融負債在集團實體成為工具合約條文之訂約方時，於綜合財務狀況表內確認。

金融資產及金融負債初步按公平值計量。於初步確認時，收購或發行金融資產及金融負債而直接應佔的交易成本(按公平值計入損益的金融資產及金融負債除外)會按適用情況加入或扣減自該等金融資產或金融負債的公平值。直接自收購按公平值計入損益的金融資產或金融負債產生之交易成本即時於損益中確認。

本集團僅在從資產收取現金流量之合約權利到期，或在本集團將金融資產及該資產擁有權之絕大部分風險及回報轉讓予另一實體的情況下，方終止確認金融資產。倘本集團既無轉移亦無保留擁有權的絕大部分風險及回報並繼續控制已轉讓資產，則本集團會確認其於該資產的保留權益及可能需要支付的相關負債款項。倘本集團保留已轉讓金融資產擁有權的絕大部份風險及回報，本集團繼續確認金融資產，亦就已收取的所得款項確認為抵押借款。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Recognition and derecognition of financial instruments (Continued)

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

#### (k) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

### 4. 重要會計政策(續)

#### (j) 確認及終止確認金融工具(續)

本集團僅在本集團的責任獲解除、取消或到期時終止確認金融負債。終止確認之金融負債之賬面值與已付及應付代價之間的差額(包括任何已轉移非現金資產或已承擔負債)於損益內確認。

當有可合法強制執行權利可抵銷已確認金額，並有意按淨額基準結算或同時變現資產及結算負債時，金融資產與負債可互相抵銷，並在資產負債表呈報其淨額。可合法強制執行權利不得取決於未來事件而定，且須在一般業務過程中以及在有關公司或對手方一旦出現拖欠還款、無力償債或破產時可強制執行。

#### (k) 金融資產

所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。視乎金融資產的分類，所有已確認的金融資產其後全面按攤銷成本或公平值進行計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Financial assets(Continued)

##### Debt investments

Debt investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.
- FVTOCI — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of ECL, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVTPL if the investment does not meet the criteria for being measured at amortised cost or FVTOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

### 4. 重要會計政策(續)

#### (k) 金融資產(續)

##### 債務投資

本集團持有的債務投資分類為以下其中一個計量類別：

- 攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為獲取本金及利息付款。投資所得利息收入乃使用實際利率法計算。
- 按公平值計入其他全面收益 — 可劃轉，倘投資的合約現金流量僅包括本金及利息付款，且投資乃按其目的為同時收取合約現金流量及出售的業務模式持有。公平值變動於其他全面收益確認，惟預期信貸虧損、利息收入(使用實際利率法計算)及匯兌收益及虧損則於損益確認。當投資被終止確認，於其他全面收益累計的金額從權益劃轉至損益。
- 按公平值計入損益，倘投資不符合按攤銷成本計量或按公平值計入其他全面收益(可劃轉)的標準。投資的公平值變動(包括利息)於損益確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Financial assets(Continued)

##### Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in profit or loss as other income.

#### (l) Trade and other receivables

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

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

### 4. 重要會計政策(續)

#### (k) 金融資產(續)

##### 股權投資

股本證券投資分類為按公平值計入損益，除非股本投資並非持作買賣用途，且於初步確認投資時，本集團選擇指定投資為按公平值計入其他全面收益(不可劃轉)，以致公平值的後續變動於其他全面收益確認。有關選擇以個別工具為基準作出，惟僅或會在發行人認為投資符合股本的定義的情況下作出。作出有關選擇後，於其他全面收益內累計的金額仍將保留在公平值儲備(不可劃轉)內直至投資出售為止。出售時，於公平值儲備(不可劃轉)內累計的金額轉撥至保留溢利，且不會劃轉至損益。股本證券投資的股息(不論分類為按公平值計入損益或按公平值計入其他全面收益)於損益內確認為其他收入。

#### (l) 應收貿易賬款及其他應收款項

應收款項於本集團擁有無條件權利可收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。倘於本集團擁有無條件權利可收取代價之前已確認收入，則有關金額呈列為合約資產。

應收款項按攤銷成本(採用實際利率法)扣除信貸虧損撥備列賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL.

#### (n) Discontinued operation

Disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the disposal group is available for immediate sale in its present condition. The Group must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Disposal groups classified as held for sale are measured at the lower of the disposal group's previous carrying amount and fair value less costs to sell.

A discontinued operation is a component of the Group (i.e. the operations and cash flows of which can be clearly distinguished from the rest of the Group) that either has been disposed of, or is classified as held for sale, and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

### 4. 重要會計政策(續)

#### (m) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構之活期存款以及短期及流通性高的投資，而該等投資隨時可轉換為已知數額之現金，價值變動的風險較低且在購入時距離到期日不超過三個月。就綜合現金流量表而言，銀行透支（其須應要求償還其構成本集團現金管理重要部分）亦計入現金及現金等價物，作為其組成部分。我們就預期信貸虧損評估現金及現金等價物。

#### (n) 已終止經營業務

倘出售組別的賬面值將主要透過銷售交易而非持續使用收回，則有關出售組別分類為持作出售。此條件僅於很有可能達成銷售及出售組別可於現況下即時出售方告符合。本集團必須致力進行銷售，並預期可在分類日期起一年內符合資格確認為已完成銷售。

分類為持作銷售之出售組別按其過往之賬面值及公平值減出售成本兩者之較低者計量。

已終止經營業務為其經營業務及現金流量可與本集團之其他部分清楚區分之已被出售或分類為持作銷售之本集團組成部分，且其代表一項單獨主要業務線或經營地區，或為單一協調計劃出售一項單獨主要業務線或經營地區之部分，或為收購專門帶有轉售目的之附屬公司。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Discontinued operation (Continued)

Classification as a discontinued operation occurs upon disposal or when the component meets the criteria to be classified as held for sale in accordance with HKFRS 5, if earlier. It also occurs when the component is abandoned.

When an operation is classified as discontinued, a single amount is presented in the statement of profit or loss, which comprises:

- The post-tax profit or loss of the discontinued operation; and
- The post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the disposal group constituting the discontinued operation.

#### (o) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### (p) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

### 4. 重要會計政策(續)

#### (n) 已終止經營業務(續)

於出售或根據香港財務報告準則第5號組成部分符合分類為持作銷售之標準時(以較早者為準),分類為已終止經營業務情況發生。該情況亦於組成部分被棄用時發生。

當業務被分類為已終止經營時,則於損益表呈列單一金額,其包括:

- 已終止經營業務之除稅後損益;及
- 計量構成已終止經營業務之出售組別之公平值減出售成本或出售組別時確認之除稅後損益。

#### (o) 金融負債及權益工具

金融負債及權益工具乃根據所訂立合約安排之實質內容及香港財務報告準則中金融負債及權益工具之定義予以分類。權益工具為可證明經扣除其所有負債後於本集團資產之餘額權益之任何合約。就特定金融負債及權益工具採納之會計政策載於下文。

#### (p) 借貸

借貸初始按公平值扣除所產生之交易成本確認,其後則採用實際利率法按攤銷成本計量。

借貸被分類為流動負債,惟本集團有權無條件地將清償負債延遲報告期後至少十二個月的則除外。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Trade and other payables

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

#### (r) Equity instruments

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### (s) Revenue and other income

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.

Revenue from the sale of electronic products and medical equipment are recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specific location (delivery). Following delivery, the customer has full discretion over the channel and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

### 4. 重要會計政策(續)

#### (q) 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初始按其公平值列賬，並於其後採用實際利率法按攤銷成本計量，除非折現之影響輕微，在此情況下則按成本列賬。

#### (r) 權益工具

權益工具指能證明於實體扣除其所有負債後資產中擁有剩餘權益的任何合約。由本公司發行的權益工具乃按收取的所得款項減直接發行成本記錄。

#### (s) 收入及其他收入

收入在產品或服務的控制權按本集團預期有權獲取的承諾代價金額(不包括代表第三方收取的金額)轉移至客戶時確認。收入不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

來自電子產品及醫療設備銷售的收入乃於貨品控制權轉移時(即貨品送達客戶指定地點(交付)時)確認。於交付後，客戶可全權酌情決定產品的銷售途徑及價格，並承擔轉售商品的主要責任及商品報廢及損失的風險。本集團於貨品交付至客戶時確認應收款項，原因是此代表收取代價權利成為無條件的一個時間點，於款項到期前只須待時間過去。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Revenue and other income (Continued)

Revenue from catering service is recognised immediately after the services are rendered.

Management fee, consultancy fee and commission are recognised when the services are rendered.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost, the effective interest rate is applied to the gross carrying amount of the asset.

Dividend income is recognised when the shareholders' rights to receive payment are established.

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset.

#### (t) Employee benefits

##### (i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

### 4. 重要會計政策(續)

#### (s) 收入及其他收入(續)

餐飲服務的收入於提供服務後即時確認。

管理費、顧問費及佣金於提供服務時確認。

利息收入於產生時按實際利率法確認。就按攤銷成本計量的金融資產而言，實際利率用於該資產的賬面總值。

股息收入於確立股東收款權利時確認入賬。

經營租賃的應收租金收入在租期所涵蓋的會計期間內，以等額分期方式在損益賬內確認，惟如有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。

#### (t) 僱員福利

##### (i) 僱員應享假期

僱員之年假及長期服務假期於賦予僱員時確認。截至報告期末止已就僱員因所提供服務享有之年假及長期服務假期之估計負債作出撥備。

僱員病假及產假於僱員休假時始確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Employee benefits (Continued)

##### (ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

##### (iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

#### (u) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

### 4. 重要會計政策(續)

#### (t) 僱員福利(續)

##### (ii) 退休金承擔

本集團向定額供款退休金計劃作出供款，全體僱員均可參與該計劃。計劃供款由本集團及僱員按僱員基本薪金之百分比作出。自損益扣除之退休福利計劃成本指本集團應向該基金支付之供款。

##### (iii) 終止僱用福利

在本集團不再能夠取消提供該等福利之日及在本集團確認重組成本及支付終止僱用福利之日(以較早者為準)，終止僱用福利始予確認。

#### (u) 借貸成本

直接涉及合資格資產(即需要一段頗長時間始能投入作擬訂用途或出售之資產)之收購、興建或生產之借貸成本當作該等資產之部分成本資本化，直至該等資產大致上準備好投入作擬訂用途或出售為止。特定借貸於撥作合資格資產之支出前用作短暫投資所賺取之投資收入自可撥作資本之借貸成本中扣除。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (u) Borrowing costs (Continued)

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. Effective 1 January 2019, any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### (v) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

### 4. 重要會計政策(續)

#### (u) 借貸成本(續)

如一般性借入資金用於獲取合資格資產，可撥作資本之借貸成本金額採用資本化率計算該項資產開支之方法釐定。資本化率為適用於該期間本集團未償還借貸之借貸成本加權平均值(為獲得合資格資產之特別借貸除外)。自二零一九年一月一日起，於有關資產可供擬定用途或銷售後仍未償還的任何特定借款計入一般借貸組合以計算一般借款的資本化率。

所有其他借貸成本於產生期間於損益內確認。

#### (v) 政府補貼

政府補貼於能合理確定本集團將符合附帶條件及將獲得補貼時確認。

政府補貼與收入有關，並於期內損益遞延及確認，以配對補貼與其擬補償的成本。

應收作為已產生開支或虧損之補償或為本集團提供即時財務支援且無未來相關成本的政府補貼於其變為應收的期間的損益確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (w) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint arrangements, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

### 4. 重要會計政策(續)

#### (w) 稅項

所得稅指即期稅項及遞延稅項之總額。

現時應付稅項乃按年度應課稅溢利計算。因其他年度之應課稅或應扣減之收入或開支項目及可作免稅或不可作稅項扣減之項目，故應課稅溢利與於損益確認之溢利不同。本集團之當期稅項負債按其於報告期末前已頒佈或大致上頒佈之稅率計算。

遞延稅項就綜合財務報表內資產及負債賬面值與計算應課稅溢利所採用相應稅基之差額予以確認。遞延稅項負債一般按所有應課稅暫時差額確認，遞延稅項資產則於應課稅溢利很可能可供用作抵銷可扣減暫時差額、未動用稅項虧損或未動用稅項抵免之情況下才予以確認。倘暫時差額因商譽或因初步確認(業務合併除外)一項交易涉及之其他資產及負債所產生，而不會影響應課稅溢利或會計溢利，則有關資產及負債不予確認。

遞延稅項負債就於附屬公司及聯營公司之投資及於合營安排之權益所產生應課稅暫時差額予以確認，惟若本集團有能力控制暫時差額撥回，而暫時差額將很可能不會於可見將來撥回則除外。

遞延稅項資產之賬面值乃於各報告期末進行檢討，並予以相應扣減，直至不可能有足夠應課稅溢利可供全部或部分資產可予收回為止。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (w) Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### 4. 重要會計政策(續)

#### (w) 稅項(續)

遞延稅項根據於報告期末前已頒佈或大致上頒佈之稅率，按預期適用於負債清償或資產變現期間之稅率計算。遞延稅項於損益中確認，除非遞延稅項關乎於其他全面收益或直接於權益中予以確認之項目，在該情況下，遞延稅項亦於其他全面收益或直接於權益中確認。

遞延稅項資產及負債之計量反映根據本集團預期於報告期末收回或結算其資產及負債之賬面值之方式將產生之稅務結果。

就計量利用公平值模式計量之投資物業之遞延稅項而言，該等物業之賬面值乃假設通過銷售全數收回，惟該假設被推翻則除外。當投資物業可予折舊及於本集團之業務模式（其業務目標乃隨時間消耗投資物業所包含之絕大部分經濟利益，而非透過銷售）內持有時，有關假設會被推翻。倘假設被推翻，該等投資物業之遞延稅項按該等物業之預期收回方式計量。

就本集團確認使用權資產及相關租賃負債的租賃交易計量遞延稅項而言，本集團首先釐定使用權資產或租賃負債是否應佔稅項扣減。

就稅項扣減歸屬於租賃負債之租賃交易而言，本集團會對使用權資產及租賃負債分開應用香港會計準則第12號之規定。由於應用初步確認豁免，故有關使用權資產及租賃負債之暫時性差異不會於初步確認時及租期內確認。

當擁有合法可強制執行權利以即期稅項資產抵銷即期稅項負債，及當有關權利涉及由同一稅務當局徵收之所得稅，以及本集團計劃按淨額基準結算其即期稅項資產及負債時，遞延稅項資產及負債則互相抵銷。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (x) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the CGU to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the CGU.

Value in use is the present value of the estimated future cash flows of the asset/CGU. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/CGU whose impairment is being measured.

Impairment losses for CGUs are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

### 4. 重要會計政策(續)

#### (x) 非金融資產減值

非金融資產之賬面值於各報告期末檢討有無減值跡象，倘資產已減值，則作為開支透過綜合損益表撇減至其估計可收回金額，惟有關資產按重估值列賬除外，在此情況下，減值虧損視為重估減值處理。可收回金額就個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組合之現金流入，則可收回金額就資產所屬之現金產生單位釐定。可收回金額按個別資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者計算。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間價值及資產／現金產生單位(已計量減值)之特有風險之稅前貼現率計算。

現金產生單位減值虧損首先就該單位之商譽進行分配，然後按比例在現金產生單位其他資產間進行分配。因估計轉變而造成其後可收回金額增加將計入損益，除非有關資產按重估值列賬，否則撥回減值，在此情況下，減值虧損之撥回視為重估增值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (y) Impairment of financial assets

The Group recognises a loss allowance for ECL on investments in debt instruments that are measured at amortised cost or at FVTOCI, trade receivables and loans to other parties. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

### 4. 重要會計政策(續)

#### (y) 金融資產減值

本集團就按攤銷成本計量或按公平價值計入其他全面收益的債券工具投資、應收貿易賬款及向其他人士貸款確認預期信貸虧損的減值撥備。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初始確認有關金融工具以來的變動。

本集團一直確認應收貿易賬款的全期預期信貸虧損。該等金融資產的預期信貸虧損乃根據本集團過往的信貸虧損經驗採用撥備矩陣估計，並就債務人獨有因素、整體經濟狀況以及於報告日期對現行及預測經濟狀況發展方向的評估(包括金錢時間值(如適用))作出調整。

就所有其他金融工具而言，倘信貸風險自初始確認後顯著增加，則本集團確認全期預期信貸虧損。然而，倘金融工具的信貸風險自初始確認後並無顯著增加，則本集團按相等於十二個月預期信貸虧損的金額計量該金融工具的虧損撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (y) Impairment of financial assets (Continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

#### **Significant increase in credit risk**

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

### 4. 重要會計政策(續)

#### (y) 金融資產減值(續)

全期預期信貸虧損指於金融工具預計年期內所有可能違約事件導致的預期信貸虧損。相對而言，十二個月預期信貸虧損指全期預期信貸虧損中預期於報告日期後十二個月內金融工具可能發生違約事件預期導致的部份。

#### **信貸風險大幅增加**

於評估金融工具的信貸風險自初始確認以來是否大幅增加時，本集團比較於報告日期就金融工具發生違約的風險與於初始確認日期就金融工具發生違約的風險。於作出此評估時，本集團考慮屬合理及可支持的定量及定性資料，包括過往經驗及在並無不必要成本或努力下可得的前瞻性資料。所考慮到的前瞻性資料包括來自經濟專家的報告、金融分析、政府機構、相關智囊團及其他類似組織獲得的有關本集團債務人經營所在行業的未來前景，以及與本集團核心業務有關的實際及預測經濟資料的各種外部資料來源等考慮因素。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (y) Impairment of financial assets (Continued)

##### **Significant increase in credit risk (Continued)**

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

### 4. 重要會計政策(續)

#### (y) 金融資產減值(續)

##### **信貸風險大幅增加(續)**

尤其是，在評估自初始確認以來信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(倘可獲得)或內部信貸評級實際或預期明顯轉差；
- 特定金融工具信貸風險的外部市場指標明顯轉差；
- 預期將導致債務人履行其債務責任的能力明顯下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人的經營業績實際或預期明顯轉差；
- 相同債務人的其他金融工具的信貸風險顯著增加；
- 導致債務人履行其債務責任的能力明顯下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (y) Impairment of financial assets (Continued)

##### Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default,
- (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

### 4. 重要會計政策(續)

#### (y) 金融資產減值(續)

##### 信貸風險大幅增加(續)

無論上述評估的結果如何，本集團假定倘合約付款逾期超過30天，則金融資產的信貸風險自初始確認以來顯著增加，除非本集團有能說明信貸風險並無顯著增加的合理可靠資料，則作別論。

儘管如前文所述，本集團假設倘金融工具於報告日期被釐定為信貸風險較低，則金融工具的信貸風險自初始確認以來並無顯著增加。倘

- (i) 金融工具的違約風險低，
- (ii) 債務人有強大能力於近期內履行其合約現金流量責任，及
- (iii) 經濟及業務狀況的長期不利變動可能但未必會削弱借款人履行其合約現金流量責任的能力，則金融工具被釐定為信貸風險較低。

本集團認為，根據眾所周知的定義，金融資產的內部或外部信貸評級為「投資級別」，則該金融資產具有較低信貸風險或倘不可獲得外部評級，則該資產具有「履約」內部評級。履約意味著交易對手擁有強勁的財務狀況及並無逾期款項。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (y) Impairment of financial assets (Continued)

##### **Significant increase in credit risk (Continued)**

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

##### **Definition of default**

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

### 4. 重要會計政策(續)

#### (y) 金融資產減值(續)

##### **信貸風險大幅增加(續)**

本集團定期監察用以識別信貸風險是否大幅上升所用標準的有效性，並酌情修訂以確保該標準能夠在款項逾期前識別信貸風險大幅上升。

##### **違約的定義**

由於過往經驗表明滿足下列標準的應收款項一般不可收回，本集團認為就內部信貸風險管理而言，下列情況構成違約事件。

- 倘交易對手違反金融契約；或
- 內部形成或自外部來源獲得的資料表明債務人不大可能向其債權人(包括本集團)悉數還款(未計及本集團持有的任何抵押品)。

無論上述分析結果如何，本集團認為倘金融資產逾期超過90天，則發生違約事件，除非本集團有能說明更寬鬆的違約標準更為合適的合理可靠資料，則作別論。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (y) Impairment of financial assets (Continued)

##### **Credit-impaired financial assets**

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

##### **Write-off policy**

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

### 4. 重要會計政策(續)

#### (y) 金融資產減值(續)

##### **信貸減值金融資產**

倘發生對金融資產的估計未來現金流量產生不利影響的一項或多項事件，則該金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- 發行人或交易對手出現重大財務困難；
- 違反合約，如違約或逾期事件；
- 交易對手的貸款人因有關交易對手財務困難的經濟或合約原因向交易對手授出貸款人不會另作考慮的特權；或
- 交易對手有可能將告破產或進行其他財務重組；或
- 因財務困難而導致該金融資產之活躍市場消失。

##### **撇銷政策**

倘有資料顯示債務人有嚴重財務困難且無實際可收回期望(包括債務人已進行清算或已進入破產程序)或(倘為應收貿易賬款)賬款逾期超過兩年(以較早發生者為準)，本集團會撇銷金融資產。根據本集團收回程序並考慮法律建議(如適用)，已撇銷金融資產可能仍受到執法活動約束。任何收回均於損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (y) Impairment of financial assets (Continued)

##### Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

### 4. 重要會計政策(續)

#### (y) 金融資產減值(續)

##### 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約可能性、違約虧損率(即出現違約時的虧損幅度)及違約風險的函數。違約可能性及違約虧損率的評估乃按照歷史數據進行，並就上文所述的前瞻性資料作出調整。就金融資產而言，違約風險為該資產於報告日期的賬面總值。

就金融資產而言，預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預期將收取按原有實際利率貼現的所有現金流量之間的差額進行估計。

倘本集團已於過往報告期間按相等於全期預期信貸虧損的金額計量金融工具的虧損撥備，惟於本報告日期釐定全期預期信貸虧損條件不再達成，則本集團於本報告日期會按相等於十二個月預期信貸虧損的金額計量虧損撥備，惟運用簡化法的資產除外。

本集團就所有金融工具於損益中確認減值收益或虧損，並對彼等賬面值作出相應調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (z) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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

#### (aa) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

### 4. 重要會計政策(續)

#### (z) 撥備及或然負債

倘本集團須就已發生之事件承擔現有法律或推定責任，而且履行責任可能涉及經濟效益之流出，並可作出可靠之估計，則須就不確定時間或數額之負債確認撥備。倘金錢之時間價值重大，則撥備將會以預計履行責任之支出現值列示。

倘不大可能涉及經濟效益之流出，或是無法對有關數額作出可靠之估計，則將責任披露為或然負債，惟經濟效益流出之可能性極低則除外。須視乎某宗或多宗未來事件是否發生或不發生方能確定是否存在可能責任，亦會披露為或然負債，惟經濟效益流出之可能性極低則除外。

#### (aa) 報告期後事項

提供有關本集團於報告期末之狀況或顯示持續經營假設不適用之其他資料的報告期後事項均為調整事項，並於綜合財務報表內反映。並不屬調整事項之報告期後事項如屬重大則在綜合財務報表附註內披露。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

#### Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimates, which are dealt with below).

#### (a) Deferred tax for investment properties

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the directors have reviewed the Group's investment properties portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties, the directors have adopted the presumption that investment properties measured using the fair value model are recovered through sale.

### 5. 關鍵判斷及主要估計

#### 應用會計政策的關鍵判斷

在應用會計政策時，董事已作出下列對綜合財務報表確認的款項有最大影響之判斷(除涉及估計者外，其於下文處理)。

#### (a) 投資物業之遞延稅項

就計量利用公平值模式計量之投資物業之遞延稅項而言，董事已審閱本集團的投資物業組合，並得出結論，本集團所持有投資物業之業務模式並非隨時間(而非透過銷售)消耗投資物業所包含的絕大部分經濟利益。因此，於釐定本集團投資物業之遞延稅項時，董事假設以公平值模式計量之投資物業乃透過銷售收回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Critical judgements in applying accounting policies (Continued)

#### (b) Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost or FVTOCI that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets. No such changes were required during the periods presented.

#### (c) Significant increase in credit risk

As explained in note 3, ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

### 5. 關鍵判斷及主要估計(續)

應用會計政策的關鍵判斷(續)

#### (b) 業務模式評估

金融資產的分類和計量取決於合約現金流量測試及業務模式測試結果。本集團釐定業務模式的層級，該層級應當反映如何對金融資產組別進行管理，以達到特定業務目標。該評估涵蓋能夠反映所有相關證據的判斷，包括如何評估和計量資產績效、影響資產績效的風險、以及如何管理資產及資產管理人員如何得到補償。本集團透過監控到期前終止確認按攤銷成本計量或按公平值計入其他全面收益的金融資產，以瞭解其出售的原因，以及該等原因是否與持有資產的業務目標保持一致。監控為本集團持續評估其所持餘下金融資產的業務模式是否仍屬適用部分，倘不再適用，是否需要更改其業務模式且相應改變其資產的分類。於呈列期間，毋須作出有關更改。

#### (c) 信貸風險顯著增加

誠如附註3闡釋，預期信貸虧損按照相等於第一階段資產的十二個月預期信貸虧損或第二階段或第三階段資產的全期預期信貸虧損資產的撥備計量。當信貸風險因初始確認而顯著增加時，資產向第二階段進展。香港財務報告準則第9號並無界定構成信貸風險顯著增加的因素。本集團根據定性及定量的合理及可支持前瞻性資料，評估資產的信貸風險是否顯著增加。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Critical judgements in applying accounting policies (Continued)

#### (d) Determining 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.

Generally, periods covered by an extension option in other properties leases have not been included in the lease liability because the Group could replace the assets without significant cost or business disruption. See note 21 for further information.

The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. During the current financial year, no lease term has been reassessed.

### 5. 關鍵判斷及主要估計(續)

應用會計政策的關鍵判斷(續)

#### (d) 釐定租期

為於開始日期就包括本集團可行使續租選擇權的租賃釐定租期，本集團考量對本集團產生經濟誘因以行使該選項的所有相關事實及情況後，評估行使續租選擇權的可能性，包括有利條款、租賃裝修承擔及相關資產對本集團運營之重要性。

一般而言，其他物業租賃的續租選擇權所涵蓋的期間並未計入租賃負債，因為本集團可在不產生重大成本或業務中斷的情況下替代資產。有關進一步資料見附註21。

倘發生重大事件或情況出現重大變動而該等事件或變動受本集團控制，則將重新評估租賃期。於本財政年度，概無重新評估租期。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

#### Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### (a) Fair value of certain assets involve valuation technique

The fair values of certain land and building, right-of-use assets and investment properties as set out in note 7(b), note 20, note 21 and note 22 to the consolidated financial statements respectively involve valuation techniques. When applying valuation techniques, various assumptions and generally accepted methodologies were used to derive the fair values. Any changes in these assumptions can significantly affect the estimate of the fair value of the underlying assets and liabilities.

The carrying amount of investment properties as at 31 December 2019 was HK\$30,000,000 (2018: HK\$30,000,000).

### 5. 關鍵判斷及主要估計(續)

#### 估計不明朗因素之主要來源

於報告期末對未來的主要假設及其他估計不明朗因素之主要來源(對下一財政年度之資產及負債的賬面值造成重大調整之重大風險)在下文討論。

#### (a) 涉及估值技巧的若干資產之公平值

綜合財務報表附註7(b)、附註20、附註21及附註22分別所載若干土地及樓宇、使用權資產及投資物業的公平值涉及使用估值技巧。於應用估值技巧時，運用了多項假設及公認方法計算公平值。有關假設的任何變動對相關資產及負債之公平值估算有重大影響。

於二零一九年十二月三十一日，投資物業之賬面值為30,000,000港元(二零一八年：30,000,000港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

#### (b) Impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

The carrying amount of property, plant and equipment and right-of-use assets as at 31 December 2019 was approximately HK\$32,960,000 (2018: HK\$51,904,000) and HK\$62,520,000 (2018: HK\$Nil) respectively.

### 5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

#### (b) 物業、廠房及設備的減值及使用權資產

物業、廠房及設備及使用權資產按成本減累計折舊及減值(如有)列賬。於釐定資產是否減值時,本集團須作出判斷及估計,尤其需要評估:(1)是否發生可能影響資產價值的事件或任何跡象;(2)資產的賬面值能否以使用價值(即根據持續使用資產估計的未來現金流量之現值淨額)的可收回金額支持;及(3)估計可收回金額時所採用的適當主要假設,包括現金流量預測及適當貼現率。倘不可能估計個別資產的可收回金額(包括使用權資產),則本集團估計該資產所屬的現金產生單位的可收回金額。假設的變動及估計(包括貼現率或現金流量預測增長率)會對於減值測試中所使用的當前淨值產生重大影響。

於二零一九年十二月三十一日,物業、廠房及設備以及使用權資產的賬面值分別約為32,960,000港元(二零一八年:51,904,000港元)及62,520,000港元(二零一八年:零港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

#### (c) Intangible assets and amortisation

The Group determines the estimated useful lives and related amortisation for the Group's intangible assets. The useful lives of intangible assets (except trademarks) are assessed to be finite, based on the expected usage and technical obsolescence from the changes in the market demands or services output from the assets. Intangible assets with finite useful lives are amortised over the expected useful economic lives and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method for the intangible assets with a finite useful life are reviewed by the management at least at the end of each reporting period.

The carrying amount of intangible assets as at 31 December 2019 was approximately HK\$Nil (2018: HK\$Nil).

#### (d) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. During the year, HK\$1,300,000 (2018: HK\$566,000) of income tax was charged to profit or loss based on the estimated profit from continuing operations.

### 5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

#### (c) 無形資產及攤銷

本集團就其無形資產釐定估計可使用年期及相關攤銷。無形資產(商標除外)的可使用年期按市場需求變動或資產服務輸出的預期用途及技術陳舊程度基準評估為有限。有限可使用年期的無形資產隨預期可使用經濟年期攤銷，並於無形資產有跡象會減值時作出減值評估。有限可使用年期的無形資產的攤銷期及攤銷法由管理層於至少各個報告期末作出檢討。

於二零一九年十二月三十一日，無形資產的賬面值約為零港元(二零一八年：零港元)。

#### (d) 所得稅

本集團須繳納若干司法權區的所得稅。於釐定所得稅撥備時，須作出重大估計。於一般業務過程中，大部份最終稅項之交易及計算屬不確定。倘該等事項的最終評稅結果與初始記錄的數額存在差異，則相關差異將影響釐定期間所得稅及遞延稅項撥備。年內，1,300,000港元(二零一八年：566,000港元)之所得稅根據來自持續經營業務之估計溢利自損益內扣除。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

#### (e) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGU to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill at the end of the reporting period was HK\$Nil after the disposal of the Group's catering services CGU. (2018: HK\$18,814,000). No impairment loss was recognised during the year (2018: HK\$Nil). Details of the impairment loss calculation are provided in note 24 to the consolidated financial statements.

#### (f) Impairment of trade receivables and loans employees and to other parties

The management of the Group estimates the amount of impairment loss for ECL on trade receivables and loans to employees and other parties based on the credit risk of trade receivables and loans to employees and other parties. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 December 2019, the carrying amount of trade receivables is HK\$131,052,000 (net of allowance for trade receivables of HK\$1,860,000) (2018: HK\$155,761,000 (net of allowance for trade receivables of HK\$444,000)).

### 5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

#### (e) 商譽減值

釐定商譽是否出現減值須估計商譽所屬配之現金產生單位的使用價值。計算使用價值時需要本集團估計現金產生單位將來可產生的現金流量及合適的折現率以計算現值。於出售本集團之餐飲服務現金產生單位後，商譽於報告期末之賬面值為零港元(二零一八年：18,814,000港元)。於本年度並無確認減值虧損(二零一八年：零港元)。有關計算減值虧損的詳情載於綜合財務報表附註24。

#### (f) 應收貿易賬款以及向僱員及其他人士貸款之減值

本集團管理層根據應收貿易賬款及向僱員及其他人士貸款之信貸風險估計應收貿易賬款及向僱員及其他人士貸款之預期信貸虧損之減值虧損金額。基於預期信貸虧損模式的減值虧損金額乃根據合約應付本集團的所有合約現金流量與本集團預期將收取的所有現金流量的差額計量，並按初始確認時釐定的實際利率貼現。倘未來現金流量少於預期，或因事實及情況變動而需下調，則可能產生重大減值虧損。

於二零一九年十二月三十一日，應收貿易賬款之賬面值為131,052,000港元(扣除應收貿易賬款撥備1,860,000港元)(二零一八年：155,761,000港元(扣除應收貿易賬款撥備444,000港元))。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

#### (f) Impairment of trade receivables and loans employees and to other parties (Continued)

As at 31 December 2019, the carrying amount of loans to employees and other parties is HK\$51,324,000 (net of allowance for loans to employees and other parties of HK\$60,489,000) (2018: HK\$75,428,000 (net of allowance for loans for employees and other parties of HK\$5,929,000)).

#### (g) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

As at 31 December 2019, accumulated allowance for slow-moving inventories was approximately HK\$17,306,000 (2018: HK\$13,088,000).

#### (h) Product warranty provisions

Product warranty provisions of the Group is recognised based on past experience of level of repairs and returns, discounted to their present value as appropriate. Movement of the product warranty provisions during the year is set out in note 38 to the consolidated financial statements.

The carrying amount of product warranty provisions as at 31 December 2019 was approximately HK\$2,059,000 (2018: HK\$2,498,000).

### 5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

#### (f) 應收貿易賬款以及向僱員及其他人士貸款之減值(續)

於二零一九年十二月三十一日，向僱員及其他人士貸款之賬面值為51,324,000(扣除向僱員及其他人士貸款撥備60,489,000港元)(二零一八年：75,428,000港元(扣除向僱員及其他人士貸款撥備5,929,000港元))。

#### (g) 滯銷存貨撥備

滯銷存貨撥備乃以存貨貨齡及估計可變現淨值為基準計算。評估撥備金額涉及判斷及估計。倘日後之實際結果有別於原來估計，該等差額將影響上述估計出現變動期間存貨賬面值及撥備開支／撥回。

於二零一九年十二月三十一日，滯銷存貨累計撥備約為17,306,000港元(二零一八年：13,088,000港元)。

#### (h) 產品保用撥備

本集團產品保用撥備按過往修理及退貨的經驗確認入賬，並折現至其現值(如適用)。年內的產品保用撥備之變動載於綜合財務報表附註38。

於二零一九年十二月三十一日，產品保用撥備之賬面值約為2,059,000港元(二零一八年：2,498,000港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, price risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### (a) Foreign currency risk

The Group has certain exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The following table indicates the instantaneous change in the Group's loss for the year and equity that would have been arisen if foreign exchange rates to which the Group has significant exposure at the end of reporting period had changed at that day, assuming all other risk variables remained constant.

Foreign currency/ functional currency		2019		2018	
		二零一九年		二零一八年	
外幣兌功能貨幣		Foreign currency appreciate/ (depreciate)		Foreign currency appreciate/ (depreciate)	
		by		by	
		HK\$'000		HK\$'000	
		外幣升值/ (貶值)		外幣升值/ (貶值)	
		千港元		千港元	
Renminbi ("RMB")/ HK\$	人民幣(「人民幣」)兌 港元	5% (5%)	(4,274) 4,274	5% (5%)	(5,419) 5,419

### 6. 財務風險管理

本集團業務活動承受各種財務風險：外幣風險、價格風險、信貸風險、流動資金風險及利率風險。本集團的總體風險管理項目專注於金融市場的不可預測性及致力降低對本集團財務表現的潛在不利影響。

#### (a) 外幣風險

本集團需承受若干外幣風險，原因是大部分業務交易、資產及負債主要以本集團實體之功能貨幣列值。本集團現時並無制定有關其他外幣交易、資產及負債的外幣對沖政策。本集團密切監察其外幣風險，需要時會考慮對沖重大的外幣風險。

假設所有其他風險變數維持不變，本集團於報告期末所承擔主要風險的匯率於報告期末如有變動，本集團年度虧損及權益可能出現的即時變化如下表所示：



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (b) Price risk

The Group is exposed to equity price risk mainly through its investments in equity securities. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on equity securities quoted on the Stock Exchange.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been 10% higher/lower (2018: 10% higher/lower), other comprehensive income for the year ended 31 December 2019 would increase/decrease by HK\$1,340,000 (2018: increase/decrease by HK\$2,719,000) as a result of the changes in fair value of equity investments at FVTOCI.

#### (c) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The Group's exposure to credit risk arising from cash and cash equivalents and derivative financial assets is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

### 6. 財務風險管理(續)

#### (b) 價格風險

本集團主要因其股本證券投資而承受股本價格風險。管理層透過維持具有不同風險及回報屬性的投資組合管理該風險。本集團之股本價格風險主要集中於在聯交所報價之股本證券。

以下敏感度分析乃根據於報告期末之股本價格風險進行。

倘股本價格上升/下跌10%(二零一八年:上升/下跌10%),由於按公平值計入其他全面收益的股權投資的公平值變動,截至二零一九年十二月三十一日止年度之其他全面收益將會增加/減少1,340,000港元(二零一八年:增加/減少2,719,000港元)。

#### (c) 信貸風險

信貸風險乃因交易對手無法履行金融工具或客戶合約項下債務而引致金融虧損的風險。本集團因其經營活動(主要是應收貿易賬款)及因其融資活動(包括銀行及其他金融機構之存款、外匯交易及其他金融工具)而承受信貸風險。

由於交易對手為國際信貸評級機構賦予高評級且因而被本集團視為信貸風險低之銀行及金融機構,故本集團承受現金及現金等價物及衍生金融資產引致之信貸風險有限。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk (Continued)

##### Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30-120 days from the date of billing. Debtors with balances that are more than 3 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables 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.

### 6. 財務風險管理(續)

#### (c) 信貸風險(續)

##### 應收貿易賬款

各業務單元在本集團既有關於客戶信貸風險管理的政策、程序及監控規限下，管理客戶信貸風險。所有超出若干信貸金額的客戶需要進行個別信貸評估。該等評估集中於客戶過往到期付款的記錄及現時的付款能力，並考慮客戶特有的資料以及客戶營運所在經濟環境的相關資料。應收貿易賬款由發票日期起計30至120天內到期。結餘已逾期三個月以上的債務人須清償所有未償還結餘方可再獲授任何信貸。一般而言，本集團不會要求客戶交出抵押品。

本集團按相等於全期預期信貸虧損的金額計量應收貿易賬款的虧損撥備，有關預期信貸虧損金額使用撥備矩陣計算。由於本集團的過往信貸虧損經驗並無顯示不同客戶分部的虧損模式存在重大差別，故本集團並無進一步區分其不同客戶基礎之間按逾期狀況釐定的虧損撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk (Continued)

##### Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2019:

		2019 二零一九年		
		Expected loss rate	Gross carrying amount	Loss allowance
		預期虧損率	賬面總值	虧損撥備
		%	HK\$'000	HK\$'000
			千港元	千港元
Current (not past due)	即期(未逾期)	0.07%	108,817	81
1-90 days past due	逾期1至90日	0.82%	15,430	127
91-180 days past due	逾期91至180日	1.57%	4,216	66
More than 180 days past due	逾期180日以上	1.87%	1,917	36
			<b>130,380</b>	<b>310</b>
Specific provisions (note)	特別撥備(附註)	61%	2,532	1,550
			<b>132,912</b>	<b>1,860</b>
		2018 二零一八年		
		Expected loss rate	Gross carrying amount	Loss allowance
		預期虧損率	賬面總值	虧損撥備
		%	HK\$'000	HK\$'000
			千港元	千港元
Current (not past due)	即期(未逾期)	0.07%	113,124	80
1-90 days past due	逾期1至90日	0.78%	40,411	317
91-180 days past due	逾期91至180日	1.50%	313	5
More than 180 days past due	逾期180日以上	1.78%	2,357	42
			156,205	444

### 6. 財務風險管理(續)

#### (c) 信貸風險(續)

##### 應收貿易賬款(續)

下表載列有關本集團於二零一九年十二月三十一日承擔的信貸風險及應收貿易賬款預期信貸虧損的資料：



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk (Continued)

##### Trade receivables (Continued)

Expected loss rates are based on actual loss experience over the past 3 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.

*Note:* For trade receivables relating to accounts which have known insolvency, they are assessed individually for impairment allowance in order to determine specific provisions.

The Group has certain concentration of credit risk, as the Group's largest three debtors account for 45.1% (2018: 32.4%) of trade receivables as at 31 December 2019.

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	444	3,601
Impairment losses recognised for the year	年內確認減值虧損	1,550	148
Bad debt written off	撇銷壞賬	-	(141)
Disposal of subsidiaries	出售附屬公司	(134)	-
Reversal	撥回	-	(3,164)
At 31 December	於十二月三十一日	1,860	444

### 6. 財務風險管理(續)

#### (c) 信貸風險(續)

##### 應收貿易賬款(續)

預期虧損率基於過去三年的實際虧損經驗計算。該等比率根據過往數據收集期間的經濟狀況、當前狀況及本集團認為應收款項預計年期的經濟狀況之間所反映的差異進行調整。

*附註：* 就已知無力償債賬戶的應收貿易賬款而言，會就減值撥備進行個別評估，以釐定特別撥備。

本集團承受若干信貸集中風險，原因是本集團三大債務人所佔二零一九年十二月三十一日的應收貿易賬款為45.1%(二零一八年：32.4%)。

年內，就應收貿易賬款減值撥備賬之變動如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk (Continued)

##### Trade receivables (Continued)

The following significant changes in the gross carrying amounts of trade receivables contributed to the increase in the loss allowance during 2019:

- origination of new trade receivables net of those settled resulted in an increase in loss allowance of HK\$Nil;
- increase in days past due over 90 days resulted in an increase in loss allowance of HK\$Nil;
- a write-off of trade receivables with a gross carrying amount of HK\$Nil resulted in a decrease in loss allowance of HK\$Nil;
- individual assessment on impairment allowance for known insolvency accounts resulted in an increase in specific loss allowance of HK\$1,550,000; and
- subsidiary with loss allowance was disposed of resulted in a decrease in loss allowance of HK\$134,000.

### 6. 財務風險管理(續)

#### (c) 信貸風險(續)

##### 應收貿易賬款(續)

於二零一九年，以下應收貿易賬款的賬面總值的重大變動引致虧損撥備增加：

- 產生新應收貿易賬款(經扣除引致虧損撥備增加零港元的已結付應收貿易賬款)；
- 逾期90日以上的天數增加引致虧損撥備增加零港元；
- 撇銷賬面總值零港元的應收貿易賬款引致虧損撥備減少零港元。
- 對已知破產賬戶減值撥備的個別評估導致特定虧損撥備增加1,550,000港元；及
- 已出售虧損撥備之附屬公司導致虧損撥備減少134,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk (Continued)

##### Financial assets measured at amortised cost

All financial assets measured at amortised cost other than loans to certain other parties are considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12-month expected losses. For loan to certain other parties, lifetime expected losses were recognised if credit risk has increased significantly since initial recognition.

Movement in the loss allowance for financial assets measured at amortised cost during the year is as follows:

### 6. 財務風險管理(續)

#### (c) 信貸風險(續)

##### 按攤銷成本列賬的金融資產

本集團按攤銷成本列賬的所有金融資產(向特定其他人士貸款除外)被視為信貸風險低，因此，期內已確認的虧損撥備限制為十二個月預期虧損。就向特定其他人士貸款而言，倘信貸風險因初始確認以來大幅增加，本集團方會確認全期預期虧損。

年內，按攤銷成本列賬的金融資產虧損撥備之變動如下：

		Loans to other parties 向其他人士貸款 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	947
Impairment losses recognised for the year	年內確認減值虧損	4,982
At 31 December 2018	於二零一八年十二月三十一日	5,929
Impairment losses recognised for the year	年內確認減值虧損	54,560
At 31 December 2019	於二零一九年十二月三十一日	60,489



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk (Continued)

##### **Certain cash deposits and equity investments at FVTOCI**

The Group has equity investment at FVTOCI and certain cash deposit placed in the margin accounts of brokerage firms. The brokerage firms are subsidiaries of Hong Kong listed companies hence the directors consider the credit-rating is acceptable. The margin account enables the brokerage firm to re-pledge the Group's securities collateral (if any) in the margin account and use it as collateral to secure borrowings for the brokerage firm's use. If the brokerage firm becomes insolvent, the banks may liquidate the securities collateral re-pledged to it by the brokerage firm in order to discharge the brokerage firm's indebtedness. As a result, the Group may not be able to recover all the securities in the margin account. This is commonly known as "pooling risk" associated with the margin account. As at the end of reporting period, the Group is not exposed to any pooling risk as the Group's investment securities and cash deposits held by the brokerage firms have not been re-pledged.

#### (d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

### 6. 財務風險管理(續)

#### (c) 信貸風險(續)

##### **若干現金存款及按公平值計入其他全面收益的股權投資**

本集團於經紀行保證金賬戶存置按公平值計入其他全面收益的股權投資及若干現金存款。該經紀行為香港上市公司之附屬公司，因此董事認為其信貸評級屬可接受。保證金賬戶讓經紀行再抵押保證金賬戶內本集團之證券抵押品(如有)及以之作抵押品以抵押借貸，供經紀行使用。倘經紀行無力償債，銀行可套現經紀行向其再抵押之證券抵押品，以結付經紀行之債務。因此，本集團可能無法收回存於保證金賬戶之所有證券。此與保證金賬戶有關，常稱「匯集風險」。於報告期末，本集團並無面臨任何匯集風險，原因在於經紀行所持本集團投資證券及現金存款並無再抵押。

#### (d) 流動資金風險

本集團的政策為定期監察現時及預期的流動資金需要，以確保本集團維持足夠現金儲備以應付短期及較長期的流動資金需要。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Liquidity risk (Continued)

The maturity analysis based on contractual undiscounted cash flows of the Group's financial liabilities is as follows:

		Less than 1 year and on demand 1年以下 及於提出 要求時 HK\$'000 千港元	Between 1 and 2 years 介乎 1至2年 HK\$'000 千港元	Between 2 and 5 years 介乎 2至5年 HK\$'000 千港元	Over 5 years 超過5年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 December 2019</b>	<b>於二零一九年 十二月三十一日</b>					
Trade payables	應付貿易賬款	54,422	-	-	-	54,422
Accruals and other payables	預提費用及其他 應付款項	157,360	-	-	-	157,360
Lease liabilities	租賃負債	27,228	29,851	13,401	-	70,480
Amount due to a director	應付一名董事款項	204	-	-	-	204
Borrowings	借貸	27,241	-	-	-	27,241
License rights payable	特許權應付款	5,968	-	-	-	5,968
<b>At 31 December 2018</b>	<b>於二零一八年 十二月三十一日</b>					
Trade payables	應付貿易賬款	76,474	-	-	-	76,474
Accruals and other payables	預提費用及其他 應付款項	170,119	-	-	-	170,119
Borrowings	借貸	43,157	-	-	-	43,157
License rights payable	特許權應付款	4,108	-	-	-	4,108

#### (e) Interest rate risk

The Group's loans to other parties and borrowings bear interests at fixed interest rates and therefore are subject to fair value interest rate risks.

The Group's exposure to interest-rate risk arises from its bank deposits. These deposits bear interests at variable rates varied with the then prevailing market condition.

### 6. 財務風險管理(續)

#### (d) 流動資金風險(續)

本集團金融負債的合約非貼現現金流量到期日分析如下：

#### (e) 利率風險

本集團向其他人士貸款及借貸按固定利率計息，因此面臨公平值利率風險。

本集團需承受其銀行存款的利率風險。該等存款按浮動利率計息，利率按當時市況而定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (e) Interest rate risk (Continued)

At 31 December 2019, it is estimated that a general increase/(decrease) of 100 basis points in interest rates, with all other variables held constant, would have decreased/(increased) the Group's loss for the year and accumulated losses as follows:

Increase/(decrease) in interest rates	利率上升/(下降)	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
100 basis points	100 基點	<b>1,694</b>	509
(100) basis points	(100) 基點	<b>(1,694)</b>	(509)

The sensitivity analysis above indicates the impact on the Group's loss for the year and equity that would have arisen assuming that there is an annualised impact on interest income and expense by a change in interest rates. The analysis has been performed on the same basis throughout the year.

#### (f) Categories of financial instruments at 31 December

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Financial assets:</b>	<b>金融資產：</b>		
Financial assets measured at amortised cost	按攤銷成本計量的 金融資產	<b>442,618</b>	619,107
Financial assets measured at FVTOCI	按公平值計入其他全面收益的 金融資產		
Equity investments	股權投資	<b>13,397</b>	27,187
<b>Financial liabilities:</b>	<b>金融負債：</b>		
Financial liabilities at amortised cost	按攤銷成本列賬的金融負債	<b>238,512</b>	290,968

### 6. 財務風險管理(續)

#### (e) 利率風險(續)

於二零一九年十二月三十一日，在所有其他變數維持不變的情況下，估計利率整體上升/(下降)100個基點，本集團的年度虧損及累計虧損的減少/(增加)如下：

上文敏感度分析列示假設利率變動影響年度化利息收入及開支，從而對本集團年度虧損及權益構成的影響。分析乃按全年之同一基準進行。

#### (f) 於十二月三十一日的金融工具類別



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (g) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

### 7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

### 6. 財務風險管理(續)

#### (g) 公平值

本集團於綜合財務狀況表所載金融資產及金融負債的賬面值與其各自的公平值相若。

### 7. 公平值計量

公平值為市場參與者之間於計量日在有序交易中出售資產所得或轉讓負債所支付之價格。本集團採用以下公平值等級架構披露公平值計量，其將用於計量公平值的估值技術的輸入資料分為三層等級：

第1層輸入資料：本集團於計量日可取得之相同資產或負債之活躍市場報價(未經調整)。

第2層輸入資料：第1層所包括之報價以外，就資產或負債可直接或間接觀察得出之輸入資料。

第3層輸入資料：資產或負債不可觀察之輸入資料。

本集團的政策為在導致轉撥的事宜或情況變動的日期確認三層等級各層的轉入及轉出。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 7. FAIR VALUE MEASUREMENTS (Continued)

(a) Disclosures of level in fair value hierarchy at 31 December:

### 7. 公平值計量(續)

(a) 於十二月三十一日公平值等級架構的披露：

2019 二零一九年	Fair value measurements using: 公平值計量所用的等級：			Total 總計
	Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Recurring fair value measurements:</b>	<b>重複性公平值計量：</b>			
<b>Investment property</b>	<b>投資物業</b>			
Commercial unit	商業單位			
— Hong Kong (note 22)	— 香港(附註22)			
	-	30,000	-	30,000
<b>Financial assets</b>	<b>金融資產</b>			
<b>Equity investments at FVTOCI (note 27)</b>	<b>按公平值計入其他全面收益的股權投資(附註27)</b>			
— Equity securities listed in Hong Kong	— 於香港上市之股本證券			
	13,397	-	-	13,397
	13,397	30,000	-	43,397

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 7. FAIR VALUE MEASUREMENTS (Continued)

(a) Disclosures of level in fair value hierarchy at 31 December:  
(Continued)

### 7. 公平值計量(續)

(a) 於十二月三十一日公平值等級架構  
的披露：(續)

2018 二零一八年	Fair value measurements using: 公平值計量所用的等級：			Total 總計 2018 二零一八年 HK\$'000 千港元	
	Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元		
<b>Recurring fair value measurements:</b>	<b>重複性公平值計量：</b>				
<b>Investment property</b>	<b>投資物業</b>				
Commercial unit	商業單位				
— Hong Kong (note 22)	— 香港 (附註22)	-	30,000	-	30,000
<b>Financial assets</b>	<b>金融資產</b>				
<b>Equity investments at FVTOCI</b>	<b>按公平值計入其他全面 收益的股權投資</b>				
(note 27)	(附註27)				
— Equity securities listed in Hong Kong	— 於香港上市之 股本證券	27,187	-	-	27,187
		27,187	30,000	-	57,187



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 7. FAIR VALUE MEASUREMENTS (Continued)

- (b) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2019:

The Group's management is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The management reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the management and the Board of Directors at least twice a year.

For level 2 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

#### Level 2 fair value measurements

	Valuation technique 估值技巧	Inputs 輸入資料	Fair value 公平值	
			2019 二零一九年 HK\$'000 千港元 Assets 資產	2018 二零一八年 HK\$'000 千港元 Assets 資產
Commercial units located in Hong Kong 位於香港的商業單位	Market comparable approach 市場可資比較方法	Market prices 市場價格	<b>30,000</b>	30,000

During the two years, there were no changes in valuation techniques used.

### 7. 公平值計量(續)

- (b) 披露本集團於二零一九年十二月三十一日所採用的估值程序、估值技巧及公平值計量所採用的輸入資料：

本集團的管理層負責就財務報告進行所需的資產及負債的公平值計量(包括第3層公平值計量)。管理層就該等公平值計量直接向董事會匯報。管理層與董事會每年至少兩次討論有關估值程序及結果。

就第2層公平值計量而言，本集團通常將聘用具備獲認可專業資格且有近期估值經驗的外聘估值專家進行估值。

#### 第2層公平值計量

	Valuation technique 估值技巧	Inputs 輸入資料	Fair value 公平值	
			2019 二零一九年 HK\$'000 千港元 Assets 資產	2018 二零一八年 HK\$'000 千港元 Assets 資產
Commercial units located in Hong Kong 位於香港的商業單位	Market comparable approach 市場可資比較方法	Market prices 市場價格	<b>30,000</b>	30,000

於兩個年度內，所使用的估值技巧並無發生變化。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 8. REVENUE

#### Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the year from continuing operations is as follows:

### 8. 收入

#### 收入分拆

本年度來自持續經營業務按主要產品或服務條目劃分的客戶合約收入分拆如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (Re-presented) (經重列)
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
Disaggregated by major products or service lines		
— Sales of goods	618,978	666,611
— Provision of catering service	10,916	14,871
	<b>629,894</b>	681,482
<b>Revenue from other sources</b>		
Rental income	54	-
	<b>629,948</b>	681,482





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 9. SEGMENT INFORMATION

The Group has three operating segments as follows:

EMS	-	Electronic manufacturing services
Distribution of Communications Products	-	Marketing and distribution of communications products
Securities and Other Assets Investment	-	Equity investment, property agency service and other operations

Two operations from securities and other assets investment (Provision of Catering Services CGU and Sales of Medical Equipments) were disposed of in the current year. The segment information reported does not include any amounts from the operation of Sales of Medical Equipments that is classified as a discontinued operation, which are described in note 17 and note 43(e).

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include interest income on loans to other parties, gain on disposal of a subsidiary, interest on loans from independent third party/parties and unallocated expenses. Segment assets do not include unallocated bank and cash balances, unallocated prepayments, deposits, other receivables and other assets, loans to other parties and deferred tax assets. Segment liabilities do not include borrowings and unallocated accruals and other payables. Segment non-current assets do not include loans to employees and other parties, equity investments at FVTOCI and deferred tax assets.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

### 9. 分部資料

本集團三個營運分部如下：

電子製造服務	-	電子製造服務
分銷通訊產品	-	營銷及分銷通訊產品
證券及其他資產投資	-	股權投資、物業代理服務及其他經營

本年度已出售證券及其他資產投資的兩項業務(提供餐飲服務現金產生單位及醫療設備銷售)。所呈報的分部資料不包括已分類為已終止經營業務的醫療設備銷售業務的任何金額，有關資料載列於附註17及附註43(e)。

本集團的報告分部為提供不同產品及服務的策略性業務單位。各分部獨立管理，原因是各業務需要不同的技術及營銷策略。

經營分部的會計政策與綜合財務報表附註4所述者相同。分部損益並不包括向其他人士貸款之利息收入、出售一間附屬公司之收益、來自獨立第三方之貸款利息以及未分配開支。分部資產並不包括未分配銀行及現金結餘、未分配預付款項、按金、其他應收款項及其他資產、向其他人士貸款及遞延稅項資產。分部負債並不包括借貸以及未分配預提費用及其他應付款項。分部非流動資產並不包括向僱員及其他人士貸款、按公平值計入其他全面收益的股權投資及遞延稅項資產。

本集團按當前市價把分部間銷售及轉讓入賬，猶如對第三方銷售或轉讓。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 9. SEGMENT INFORMATION (Continued)

(a) Information about reportable segment profit or loss, assets and liabilities from continuing operations:

### 9. 分部資料(續)

(a) 有關來自持續經營業務的報告分部溢利或虧損、資產及負債的資料：

		Distribution of Communications		Securities and Other Assets	Total
		EMS 電子製造 服務 HK\$'000 千港元	Products 分銷通訊 產品 HK\$'000 千港元	Investment 證券及其他 資產投資 HK\$'000 千港元	
<b>Year ended 31 December 2019</b>	<b>截至二零一九年 十二月三十一日止年度</b>				
Revenue from external customers	來自外來客戶收入	<b>582,502</b>	<b>36,476</b>	<b>10,970</b>	<b>629,948</b>
Intersegment revenue	分部間收入	<b>13,554</b>	-	-	<b>13,554</b>
Segment profit/(loss)	分部溢利/(虧損)	<b>29,289</b>	<b>(10,487)</b>	<b>(101,961)</b>	<b>(83,159)</b>
Interest revenue	利息收入	<b>1,210</b>	<b>4</b>	<b>499</b>	<b>1,713</b>
Interest expense	利息開支	<b>(1,581)</b>	<b>(45)</b>	<b>(2,766)</b>	<b>(4,392)</b>
Depreciation	折舊	<b>(25,515)</b>	<b>(354)</b>	<b>(25,991)</b>	<b>(51,860)</b>
Other material non-cash items:	其他重大非現金項目：				
Addition of license rights payable	特許權應付款增添	-	<b>2,713</b>	-	<b>2,713</b>
Additions to segment non-current assets	分部非流動資產增添	<b>8,146</b>	-	<b>1,058</b>	<b>9,204</b>
<b>As at 31 December 2019</b>	<b>於二零一九年 十二月三十一日</b>				
Segment assets	分部資產	<b>411,877</b>	<b>20,487</b>	<b>236,408</b>	<b>668,772</b>
Segment liabilities	分部負債	<b>237,663</b>	<b>32,015</b>	<b>41,599</b>	<b>311,277</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 9. SEGMENT INFORMATION (Continued)

(a) Information about reportable segment profit or loss, assets and liabilities from continuing operations: (Continued)

### 9. 分部資料(續)

(a) 有關來自持續經營業務的報告分部溢利或虧損、資產及負債的資料：(續)

		Distribution of		Securities and	Total
		EMS	Products	Other Assets	
		電子製造	分銷通訊	證券及其他	總計
		服務	產品	資產投資	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
				(Re-presented)	(Re-presented)
				(經重列)	(經重列)
<b>Year ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日止年度</b>				
Revenue from external customers	來自外來客戶收入	622,882	43,729	14,871	681,482
Intersegment revenue	分部間收入	25,005	-	-	25,005
Segment profit/(loss)	分部溢利/(虧損)	36,330	1,281	(75,742)	(38,131)
Interest revenue	利息收入	404	2	9	415
Interest expense	利息開支	(60)	(286)	-	(346)
Depreciation	折舊	(15,278)	(5)	(2,102)	(17,385)
Other material non-cash items:	其他重大非現金項目：				
Net gain on disposal of subsidiaries	出售附屬公司之收益淨額	1,947	-	-	1,947
Waive of license rights payable (note 10)	特許權應付款豁免(附註10)	-	1,857	-	1,857
Additions to segment non-current assets	分部非流動資產增添	30,653	-	10,486	41,139
<b>As at 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>				
Segment assets	分部資產	375,674	27,703	373,898	777,275
Segment liabilities	分部負債	229,985	28,612	9,223	267,820



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 9. SEGMENT INFORMATION (Continued)

(b) Reconciliations of segment revenue and profit or loss:

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
			(Re-presented)
			(經重列)
<b>Revenue</b>	<b>收入</b>		
Total revenue of reportable segments	報告分部收入總額	<b>643,502</b>	706,487
Elimination of intersegment revenue	分部間收入抵銷	<b>(13,554)</b>	(25,005)
<hr/>			
Consolidated revenue from continuing operations	來自持續經營業務之綜合收入	<b>629,948</b>	681,482
<hr/>			
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
			(Re-presented)
			(經重列)
<b>Profit or loss</b>	<b>溢利或虧損</b>		
Total loss of reportable segments	報告分部虧損總額	<b>(83,159)</b>	(38,131)
Intersegment elimination	分部間抵銷	<b>707</b>	(291)
Unallocated amounts:	未分配金額：		
Interest income on loans to other parties	向其他人士貸款之利息收入	<b>6,631</b>	8,166
Gain on disposal of a subsidiary	出售一間附屬公司之收益	-	700
Interest on loans from independent third party/parties	來自獨立第三方的貸款利息	<b>(2,417)</b>	(2,432)
Other unallocated head office and corporate expenses	其他未分配總辦事處及公司開支	<b>(85,050)</b>	(33,769)
<hr/>			
Consolidated loss before tax from continuing operations	來自持續經營業務之除稅前綜合虧損	<b>(163,288)</b>	(65,757)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 9. SEGMENT INFORMATION (Continued)

(c) Reconciliations of segment assets and liabilities:

### 9. 分部資料(續)

(c) 分部資產及負債的對賬：

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
			(Re-presented)
			(經重列)
<b>Assets</b>	<b>資產</b>		
Total assets of reportable segments	報告分部資產總值	<b>668,772</b>	777,275
Assets relating to discontinued operation	有關已終止經營業務之資產	-	91,268
Elimination of intersegment assets	分部間資產抵銷	<b>(21,435)</b>	(23,453)
Elimination of unrealised profits	未變現溢利抵銷	<b>(905)</b>	(1,613)
Unallocated amounts:	未分配金額：		
Bank and cash balances	銀行及現金結餘	<b>33,568</b>	39
Prepayments, deposits, other receivables and other assets	預付款項、按金、其他應收款項及其他資產	<b>26,693</b>	12,629
Loans to other parties	向其他人士貸款	<b>26,209</b>	72,779
Deferred tax assets	遞延稅項資產	<b>1,938</b>	1,938
Consolidated total assets	綜合資產總值	<b>734,840</b>	930,862
<b>Liabilities</b>	<b>負債</b>		
Total liabilities of reportable segments	報告分部負債總值	<b>311,277</b>	267,820
Liabilities relating to discontinued operation	有關已終止經營業務之負債	-	74,779
Elimination of intersegment liabilities	分部間負債抵銷	<b>(21,435)</b>	(23,453)
Unallocated amounts:	未分配金額：		
Accruals and other payables	預提費用及其他應付款項	<b>13,985</b>	8,884
Borrowings	借貸	<b>20,000</b>	20,000
Consolidated total liabilities	綜合負債總值	<b>323,827</b>	348,030

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 9. SEGMENT INFORMATION (Continued)

#### (d) Geographical information:

The Group's revenue from continuing operations from external customers by location of operations and information about its non-current assets by location are detailed below:

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
			(Re-presented)
			(經重列)
<b>Revenue</b>	<b>收入</b>		
The PRC (including Hong Kong)	中國(包括香港)	<b>113,542</b>	120,048
The U.S.A.	美國	<b>52,804</b>	129,893
Switzerland	瑞士	<b>242,053</b>	196,631
France	法國	<b>56,800</b>	44,327
Poland	波蘭	<b>3,231</b>	4,619
United Kingdom	英國	<b>26,460</b>	25,740
Others	其他	<b>135,058</b>	160,224
Consolidated total	綜合總額	<b>629,948</b>	681,482

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
			(Re-presented)
			(經重列)
<b>Non-current assets</b>	<b>非流動資產</b>		
The PRC (including Hong Kong)	中國(包括香港)	<b>134,139</b>	112,900
Consolidated total	綜合總額	<b>134,139</b>	112,900

### 9. 分部資料(續)

#### (d) 地區資料：

本集團來自持續經營業務的外來客戶按業務所在地劃分的收入以及按所在地劃分之非流動資產相關資料詳述如下：



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 9. SEGMENT INFORMATION (Continued)

#### (e) Revenue from major customers:

An analysis of revenue from major customers which account for 10 percent or more of the Group's revenue is as follows:

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
<b>EMS segment</b>	<b>電子製造服務分部</b>		
Customer A	客戶 A	<b>257,649</b>	306,677
Customer B	客戶 B	<b>117,363</b>	110,492

### 9. 分部資料(續)

#### (e) 來自主要客戶的收入：

佔本集團收入10%或以上的主要客戶收入分析如下：

### 10. INVESTMENT AND OTHER INCOME

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
			(Re-presented)
			(經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>		
Interest income on:	利息收入來自：		
Bank deposits	銀行存款	<b>122</b>	146
Bank fixed deposits	銀行定期存款	<b>1,117</b>	269
Loans to employees and other parties	向僱員及其他人士貸款	<b>7,105</b>	8,166
Total interest income	利息收入總值	<b>8,344</b>	8,581
Consultancy fee income	顧問費收入	-	2,473
Government subsidy	政府資助	<b>250</b>	-
Reimbursement from suppliers for testing defective products	供應商測試瑕疵產品的報銷	<b>1,658</b>	209
Sale of scrap materials	銷售廢料	<b>166</b>	12
Waive of license rights payable	特許權應付款豁免	-	1,857
Written off of trade payables	應付貿易賬款撇銷	<b>455</b>	-
Other	其他	<b>1,518</b>	2,000
		<b>12,391</b>	15,132

### 10. 投資及其他收入

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 11. OTHER GAINS AND LOSSES

### 11. 其他收益及虧損

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
			(Re-presented)
			(經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>		
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之收益	-	88
Gain on disposal of subsidiaries	出售附屬公司之收益	-	2,699
Gain on modification of tenancy agreement	修訂租賃協議之收益	6	-
Net foreign exchange gains	匯兌收益淨額	<b>3,930</b>	6,347
		<b>3,936</b>	9,134

### 12. FINANCE COSTS

### 12. 融資成本

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
			(Re-presented)
			(經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>		
Interest expenses on lease liabilities	租賃負債之利息開支	<b>4,390</b>	-
Interest on loans from independent third party/parties	來自獨立第三方之貸款利息	<b>2,417</b>	2,432
Other interest expenses	其他利息開支	<b>2</b>	346
		<b>6,809</b>	2,778

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 13. INCOME TAX EXPENSE/(CREDIT)

Income tax relating to continuing operations has been recognised in profit or loss as follows:

### 13. 所得稅開支／(抵免)

有關持續經營業務的所得稅已於損益確認如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (Re-presented) (經重列)
<b>Current tax — Hong Kong Profits Tax</b>	<b>即期稅項 — 香港利得稅</b>		
Provision for the year	年度撥備	2,225	3,330
Over-provision in prior years	過往年度撥備過度	(1,218)	-
		<b>1,007</b>	3,330
Current tax — Overseas	即期稅項 — 海外		
Provision for the year	年度撥備	292	703
Under-provision in prior years	過往年度撥備不足	1	-
		<b>293</b>	703
Deferred tax (note 39)	遞延稅項(附註39)	-	(4,599)
		<b>1,300</b>	(566)

Under the two-tiered profits tax regime, profits tax rate for the first HK\$2 million of assessable profits of qualifying corporations established in Hong Kong will be lowered to 8.25%, and profits above that amount will be subject to the tax rate of 16.5%.

根據兩級制利得稅制度，於香港註冊的合資格企業的首2,000,000港元應課稅溢利的利得稅率將按低於8.25%的稅率徵稅，而超過該金額的應課稅溢利將按16.5%的稅率徵稅。

PRC Enterprises Income Tax has been provided at a rate of 25% (2018: 25%).

中國企業按25%的稅率計提所得稅撥備(二零一八年：25%)。

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

其他地方應課稅溢利的稅項費用乃按本集團經營所在國家當前稅率，根據當地現行法例、詮釋及慣例計算。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 13. INCOME TAX EXPENSE/(CREDIT) (Continued)

The reconciliation between the income tax expense/(credit) and the product of loss before tax multiplied by the Hong Kong Profits Tax rate is as follows:

### 13. 所得稅開支／(抵免)(續)

所得稅開支／(抵免)與除稅前虧損乘以香港利得稅稅率所計算出之數額的積對賬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (Re-presented) (經重列)
Loss before tax (from continuing operations)	除稅前虧損(來自持續經營業務)	<b>(163,288)</b>	(65,757)
Tax at the Hong Kong Profits Tax rate of 16.5% (2018: 16.5%)	按香港利得稅稅率 16.5% (二零一八年：16.5%) 計算之稅項	<b>(27,107)</b>	(10,240)
Tax effect of income that is not taxable	毋須課稅收入的稅務影響	<b>(1,903)</b>	(9,403)
Tax effect of expenses that are not deductible	不可扣減費用的稅務影響	<b>24,668</b>	8,282
Tax effect of temporary differences not recognised	未確認暫時差異的稅務影響	<b>586</b>	29
Tax effect of tax concession	優惠稅率的稅務影響	<b>(2,002)</b>	(2,501)
Over-provision in prior years	過往年度撥備過度	<b>(1,218)</b>	-
Tax effect of utilisation of tax losses not previously recognised	動用過往未確認稅務虧損的稅務影響	<b>(772)</b>	(528)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	<b>12,936</b>	12,824
Effect of different tax rates of subsidiaries	附屬公司稅率差異的影響	<b>(3,428)</b>	1,371
Others	其他	<b>(460)</b>	(400)
Income tax expense/(credit) (relating to continuing operations)	所得稅開支／(抵免) (有關持續經營業務)	<b>1,300</b>	(566)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 14. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

The Group's loss for the year from continuing operations is stated after charging/(crediting) the followings:

### 14. 持續經營業務之年度虧損

本集團持續經營業務之年度虧損在扣除/(計入)以下各項後載列如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (Re-presented) (經重列)
Auditor's remuneration		
— audit services	1,567	1,600
— other services	250	210
	<b>1,817</b>	1,810
Business entertainment	7,608	4,681
Cost of goods sold (Note (i))		
Cost of inventories sold	480,764	526,899
Allowance on inventories	14,256	10,409
Reversal of allowance on inventories (Note (ii))	<b>(10,038)</b>	(12,828)
	<b>484,982</b>	524,480
Depreciation on property, plant and equipment	24,792	17,385
Depreciation on right-of-use assets	32,461	-
Legal and professional fee	10,149	12,564
Other income and other gains:		
Gain on disposal of property, plant and equipment	-	(88)
Gain on disposal of subsidiaries (note 43(a) & (b))	-	(2,699)
Gain on modification of tenancy agreement	6	-
Reversal of impairment losses on trade receivables	-	(612)
Other operating expenses:		
Loss on disposal of property, plant and equipment	2,178	-
Loss on disposal of subsidiaries (note 43(c) & (d))	19,193	52
Research and development expenditure (Note (iii))	17,664	19,863
Operating lease charges		
Land and building	6,647	41,529

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 14. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS (Continued)

Notes:

- (i) During the year ended 31 December 2019, cost of goods sold includes approximately HK\$110,979,000 (2018: HK\$122,670,000) relating to employee benefits expense and depreciation, amounts of which are also included in the respective total amounts disclosed separately above and note 15 for each of these types of expenses.
- (ii) The Group makes allowance on inventories under respective aged criteria in different segments. The reversal of such allowance represents the amount of inventories subsequently used in production or sold.
- (iii) During the year ended 31 December 2019, research and development expenditure includes approximately HK\$17,437,000 (2018: HK\$19,761,000) relating to employee benefits expense, amounts of which are set out in note 15 to the consolidated financial statements.

### 14. 持續經營業務之年度虧損(續)

附註：

- (i) 截至二零一九年十二月三十一日止年度，售貨成本包括有關僱員福利開支及折舊約110,979,000港元(二零一八年：122,670,000港元)，該等金額亦計入上文及附註15個別披露各類開支的總額中。
- (ii) 本集團對貨齡逾各自類別的賬齡準則的存貨作出撥備。撥備撥回指其後用於生產或出售的存貨金額。
- (iii) 截至二零一九年十二月三十一日止年度，研究及開發支出包括有關僱員福利開支約17,437,000港元(二零一八年：19,761,000港元)，該等金額載於綜合財務報表附註15。

### 15. EMPLOYEE BENEFITS EXPENSE

### 15. 僱員福利開支

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Employee benefits expense (including directors' emoluments):		
Salaries, bonuses and allowances	<b>199,353</b>	233,606
Retirement benefit scheme contributions	<b>12,977</b>	13,488
	<b>212,330</b>	247,094



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 15. EMPLOYEE BENEFITS EXPENSE (Continued)

Five highest paid individuals:

The five highest paid individuals in the Group during the year included none (2018: none) directors whose emoluments are reflected in the analysis presented in note 16(a). The emoluments of the remaining five (2018: five) individuals are set out below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries, bonuses and allowances	薪金、花紅及津貼	<b>32,492</b>	32,541
Retirement benefit scheme contributions	退休福利計劃供款	<b>287</b>	338
		<b>32,779</b>	32,879

The emoluments fell within the following band:

酬金屬於下列範圍：

		Number of individuals 人數	
		2019 二零一九年	2018 二零一八年
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	<b>2</b>	-
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元	-	2
HK\$5,000,001 to HK\$5,500,000	5,000,001港元至5,500,000港元	-	1
HK\$5,500,001 to HK\$6,000,000	5,500,001港元至6,000,000港元	-	1
HK\$6,000,001 to HK\$6,500,000	6,000,001港元至6,500,000港元	<b>2</b>	-
HK\$12,000,001 to HK\$12,500,000	12,000,001港元至12,500,000港元	<b>1</b>	-
HK\$12,500,001 to HK\$13,000,000	12,500,001港元至13,000,000港元	-	1
		<b>5</b>	5

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 16. BENEFITS AND INTERESTS OF DIRECTORS

#### (a) Directors' emoluments

The remuneration of every director is set out below:

### 16. 董事福利及權益

#### (a) 董事薪酬

各董事薪酬載列如下：

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就作為董事(無論於本公司或其附屬公司任職)的個人服務已付或應收的薪酬										
Name of director 董事姓名		Fees 費用	Salaries 薪金	Discretionary bonus 酌情花紅	Other benefits 其他福利	Remunerations Employer's contribution to a retirement benefit scheme 僱員退休福利計劃供款		Housing allowance 住房津貼	Emoluments paid or receivable in respect of director's other services in connection with the management of the Company or its subsidiary undertaking 就董事有關管理本公司或其附屬公司的其他服務已付或應收的薪酬	Total 總計
						Estimated money value of 估計貨幣價值	paid or receivable in respect of office as director 就接受董事職位已付及應收的薪酬			
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Executive directors 執行董事</b>										
Mr. Lin Dailian (Chairman) 林代聯先生(主席)	(ii)	-	941	-	-	-	-	-	-	941
Mr. Duan Chuanhong 段川紅先生		-	1,000	-	-	-	-	-	-	1,000
Mr. Xia Xiaobing 夏小兵先生	(iii)	-	22	-	-	-	-	-	-	22
Mr. Gong Shaoxiang 龔少祥先生 (Former chairman) (前任主席)	(iv)	-	582	-	-	-	-	-	-	582
Mr. Lee Chi Hwa Joshua 李智華先生	(v)	-	1,455	377	-	-	-	-	-	1,832
Mr. Shi Xinbiao 史新標先生	(vi)	-	83	-	-	-	-	-	-	83
Mr. Li Wuhao 李武好先生	(vii)	-	1,167	-	-	-	-	-	-	1,167
<b>Non-executive director 非執行董事</b>										
Mr. Cao Yuyun 曹雨云先生	(viii)	1,167	-	-	-	-	-	-	-	1,167
<b>Independent Non-executive directors 獨立非執行董事</b>										
Mr. Bao Jinqiao 鮑金橋先生		480	-	-	-	-	-	-	-	480
Mr. Li Huiwu 李慧武先生	(ix)	52	-	-	-	-	-	-	-	52
Mr. Wang Guozhen 王國鎮先生	(x)	44	-	-	-	-	-	-	-	44
Mr. Wong Chun Hung 黃鎮雄先生	(xi)	148	-	-	-	-	-	-	-	148
Mr. Leung Pok Man 梁博文先生	(xii)	231	-	-	-	-	-	-	-	231
<b>Total for 2019 二零一九年總計</b>		<b>2,122</b>	<b>5,250</b>	<b>377</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,749</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 16. BENEFITS AND INTERESTS OF DIRECTORS (Continued) 16. 董事福利及權益(續)

#### (a) Directors' emoluments (Continued)

The remuneration of every director is set out below:

#### (a) 董事薪酬(續)

各董事薪酬載列如下：

		Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就作為董事(無論於本公司或其附屬公司任職)的個人服務已付或應收的薪酬								Emoluments paid or receivable in respect of director's other services in connection with the management of the Company or its subsidiary undertaking 就董事有關 管理本公司 或其附屬 公司的其他 服務已付或 應收的薪酬		Total
		Remunerations paid or receivable in respect of office as director								Housing allowance		
		Fees	Salaries	Discretionary bonus	Estimated money value of other benefits (附註i)	Employer's contribution to a retirement benefit scheme	paid or receivable in respect of office as director	Housing allowance			Total	
		費用	薪金	酌情花紅	其他福利的 估計貨幣 價值	僱員退休 福利計劃 供款	就接受董事 職位已付及 應收的薪酬	住房津貼			總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
<b>Name of director</b>	<b>董事姓名</b>											
<i>Executive directors</i>		<i>執行董事</i>										
Mr. Gong Shaoxiang	龚少祥先生	(iv)	-	1,000	-	-	-	-	-	-	1,000	
(Chairman)	(主席)											
Mr. Lee Chi Hwa Joshua	李智華先生	(v)	-	1,800	400	-	-	-	-	-	2,200	
Mr. Duan Chuanhong	段川紅先生		-	1,000	1,000	-	-	-	-	-	2,000	
Mr. Shi Xinbiao	史新標先生	(vi)	-	1,000	-	-	-	-	-	-	1,000	
<i>Non-executive director</i>		<i>非執行董事</i>										
Mr. Cao Yuyun	曹雨云先生	(viii)	2,000	-	-	-	-	-	-	-	2,000	
<i>Independent Non-executive directors</i>		<i>獨立非執行董事</i>										
Mr. Bao Jinqiao	鮑金橋先生		480	-	-	-	-	-	-	-	480	
Mr. Wong Chun Hung	黃鎮雄先生	(xi)	240	-	-	-	-	-	-	-	240	
Mr. Leung Pok Man	梁博文先生	(xii)	240	-	-	-	-	-	-	-	240	
Total for 2018	二零一八年總計		2,960	4,800	1,400	-	-	-	-	-	9,160	



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 16. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

#### (a) Directors' emoluments (Continued)

Notes:

- (i) Estimated money value of other benefits include salaries tax paid, rent paid, share options, insurance premium and club memberships.
- (ii) Appointed on 12 July 2019.
- (iii) Appointed on 28 November 2019.
- (iv) Resigned on 12 July 2019.
- (v) Removed on 17 December 2019.
- (vi) Resigned on 31 January 2019
- (vii) Appointed on 6 June 2019 and resigned on 18 November 2019.
- (viii) Resigned on 29 July 2019.
- (ix) Appointed on 14 October 2019.
- (x) Appointed on 28 November 2019.
- (xi) Resigned on 12 August 2019.
- (xii) Removed on 17 December 2019.

None of the directors waived any emoluments during the year (2018: Nil).

#### (b) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 16. 董事福利及權益(續)

#### (a) 董事薪酬(續)

附註：

- (i) 其他福利的估計貨幣價值包括已付薪俸稅、已付租金、購股權、保險費及會所會員。
- (ii) 於二零一九年七月十二日獲委任。
- (iii) 於二零一九年十一月二十八日獲委任。
- (iv) 於二零一九年七月十二日辭任。
- (v) 於二零一九年十二月十七日被罷免。
- (vi) 於二零一九年一月三十一日辭任。
- (vii) 於二零一九年六月六日獲委任及於二零一九年十一月十八日辭任。
- (viii) 於二零一九年七月二十九日辭任。
- (ix) 於二零一九年十月十四日獲委任。
- (x) 於二零一九年十一月二十八日獲委任。
- (xi) 於二零一九年八月十二日辭任。
- (xii) 於二零一九年十二月十七日被罷免。

年內，概無董事放棄任何酬金(二零一八年：無)。

#### (b) 董事於交易、安排或合約的重大權益

概無於本年度結束時或年內任何時間生效且本公司為其中訂約方及本公司董事及董事之關連方直接或間接擁有重大權益的有關本集團業務的其他重大交易、安排及合約。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 17. DISCONTINUED OPERATION

On 31 December 2019, the Company entered into a sale and purchase agreement to dispose of interests in Anhui Huayuan Guoyi Medical Investment Management Limited (安徽華源國怡醫療投資管理有限公司) (“Guoyi”), which is significant in the Group’s securities and other assets investment segment operations. Details of the assets and liabilities disposed of, and the calculation of the profit or loss on disposal, are disclosed in note 43(e).

### 17. 已終止經營業務

於二零一九年十二月三十一日，本公司訂立一份買賣協議以出售安徽華源國怡醫療投資管理有限公司(「國怡」)的權益，該權益對本集團的證券及其他資產投資分部業務而言屬重大。有關出售資產及負債以及計算出售事項損益的詳情披露於附註43(e)。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
(Loss)/profit for the year from discontinued operation:	已終止經營業務之年度 (虧損)/溢利：		
Revenue	收入	<b>58,204</b>	53,702
Cost of Sales	銷售成本	<b>(53,114)</b>	(28,487)
Other income	其他收入	<b>451</b>	2,223
Selling expenses	銷售開支	<b>(1,529)</b>	(1,733)
Administrative expenses	行政費用	<b>(3,824)</b>	(2,529)
Other operating expenses	其他經營費用	<b>(14,684)</b>	—
Finance cost	融資成本	<b>(1,283)</b>	(1,874)
(Loss)/profit before tax	除稅前(虧損)/溢利	<b>(15,779)</b>	21,302
Income tax credit/(expense)	所得稅抵免/(開支)	<b>286</b>	(5,410)
		<b>(15,493)</b>	15,891
Gain on disposal of operation (note 43(e))	出售業務之收益(附註43(e))	<b>754</b>	—
(Loss)/profit for the year from discontinued operation	已終止經營業務之年度 (虧損)/溢利	<b>(14,739)</b>	15,891

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 17. DISCONTINUED OPERATION (Continued)

### 17. 已終止經營業務(續)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Attributable to:	以下各方應佔：		
Owners of the Company	本公司擁有人	<b>(7,147)</b>	8,104
Non-controlling interests	非控股權益	<b>(7,592)</b>	7,787
		<b>(14,739)</b>	15,891
(Loss)/profit for the year from discontinued operation include the following:	已終止經營業務之年度(虧損)/溢利包括以下各項：		
Depreciation on property, plant and equipment	物業、廠房及設備折舊	<b>98</b>	103
Cash flows from discontinued operation:	已終止經營業務之現金流量：		
Net cash (outflows)/inflows from operating activities	經營活動現金(流出)/流入淨額	<b>(23,264)</b>	11,237
Net cash inflows from investing activities	投資活動現金流入淨額	—	—
Net cash inflows/(outflows) from financing activities	融資活動現金流入/(流出)淨額	<b>5,500</b>	(3,053)
Net cash (outflows)/inflows	現金(流出)/流入淨額	<b>(17,764)</b>	8,184

### 18. DIVIDENDS

No dividends have been paid or proposed during the year ended 31 December 2019, nor has any dividend been proposed since the end of the reporting period (2018: Nil).

### 18. 股息

截至二零一九年十二月三十一日止年度概無已派發或擬派發股息，且自報告期末以來亦無擬派發任何股息(二零一八年：無)。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 19. LOSS PER SHARE

From continuing and discontinued operations

The calculation of the basic loss per share is based on the following:

### 19. 每股虧損

來自持續及已終止經營業務

每股基本虧損按下列方式計算：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Loss</b>		
Loss attributable to owners of the Company, used in the basic loss per share calculation	<b>(171,735)</b>	(57,984)

#### (a) Basic loss per share

*Number of shares – Basic*

	2019 二零一九年	2018 二零一八年
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	<b>5,945,311,400</b>	5,945,311,400

#### (b) Diluted loss per share

No diluted loss per share was presented as the Company did not have any diluted potential ordinary shares for the years ended 31 December 2019 and 2018.

#### (a) 每股基本虧損

*股數 – 基本*

#### (b) 每股攤薄虧損

由於本公司截至二零一九年及二零一八年十二月三十一日止年度並無任何攤薄潛在普通股，故並無呈列每股攤薄虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 19. LOSS PER SHARE (Continued)

#### From continuing operations

The calculation of the basic loss per share from continuing operations is based on the following:

### 19. 每股虧損(續)

#### 來自持續經營業務

計算持續經營業務之每股基本虧損乃基於以下各項：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Loss</b>	<b>虧損</b>		
Loss attributable to owners of the Company, used in the basic loss per share calculation	用於計算每股基本虧損之本公司擁有人應佔虧損	<b>(171,735)</b>	(57,984)
Less: (Loss)/profit for the year from discontinued operation	減：已終止經營業務之年度(虧損)/溢利	<b>(7,147)</b>	8,104
Loss for the year attributable to non-controlling interests from continuing operations	持續經營業務之非控股權益應佔年度虧損	-	(897)
Loss attributable to owners of the Company, used in the basic loss per share calculation from continuing operations	用於計算持續經營業務之每股基本虧損之本公司擁有人應佔虧損	<b>(164,588)</b>	(65,191)

#### From discontinued operation

Basic loss per share from the discontinued operation is 0.121 HK cents per share (2018: gain of 0.137 HK cents per share) based on the loss (2018: profit) for the year from discontinued operation attributable to the owners of the Company of approximately HK\$7,147,000 (2018: approximately HK\$8,104,000) and the denominators used are the same as those detailed above for basic loss per share.

#### 來自已終止經營業務

已終止經營業務之每股基本虧損為每股0.121港仙(二零一八年：每股0.137港仙收益)，乃根據本公司擁有人應佔已終止經營業務之年內虧損(二零一八年：溢利)約7,147,000港元(二零一八年：約8,104,000港元)計算，而所用分母與上文就每股基本虧損所詳述者相同。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 20. PROPERTY, PLANT AND EQUIPMENT

### 20. 物業、廠房及設備

		Land and	Leasehold	Plant,	Furniture	Motor	Total
		building	improvements	machinery, moulds and tools	and equipment	vehicles	
		土地及樓宇	租賃改善 工程	廠房、機器、 模具及工具	傢俬及設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Cost or valuation</b>	<b>成本或估值</b>						
At 1 January 2018	於二零一八年一月一日	29,000	19,358	137,895	10,607	1,344	198,204
Additions	購置	-	11,369	27,487	2,283	-	41,139
Elimination of accumulated depreciation	累計折舊抵銷	(687)	-	-	-	-	(687)
Gain on property revaluation	物業重估收益	3,687	-	-	-	-	3,687
Disposal of subsidiaries (note 43(b) & (c))	出售附屬公司 (附註43(b)及(c))	(32,000)	-	-	(117)	-	(32,117)
Disposals	出售	-	-	(2,199)	(569)	-	(2,768)
Written off	撇銷	-	-	(15,623)	(50)	-	(15,673)
Exchange differences	匯兌差額	-	(800)	(4,033)	(243)	(29)	(5,105)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	-	29,927	143,527	11,911	1,315	186,680
Additions	購置	-	1,245	7,576	383	-	9,204
Disposal of subsidiaries (note 43(d) & (e))	出售附屬公司 (附註43(d)及(e))	-	(1,078)	-	(573)	(332)	(1,983)
Disposals	出售	-	-	-	(114)	-	(114)
Written off	撇銷	-	(1,055)	(27,746)	(4,554)	-	(33,355)
Exchange differences	匯兌差額	-	(327)	(1,340)	(63)	(4)	(1,734)
At 31 December 2019	於二零一九年十二月三十一日	-	28,712	122,017	6,990	979	158,698



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 20. PROPERTY, PLANT AND EQUIPMENT (Continued)

### 20. 物業、廠房及設備(續)

		Land and building	Leasehold improvements	Plant, machinery, moulds and tools	Furniture and equipment	Motor vehicles	Total
		土地及樓宇	租賃改善 工程	廠房、機器、 模具及工具	傢俬及設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Accumulated depreciation</b>	<b>累計折舊</b>						
At 1 January 2018	於二零一八年一月一日	-	11,404	119,748	8,458	718	140,328
Charge for the year	年度費用	687	4,481	10,700	1,236	384	17,488
Elimination on accumulated depreciation	重估累計折舊	(687)	-	-	-	-	(687)
Disposal of subsidiaries (note 43 (b) & (c))	出售附屬公司 (附註43(b)及(c))	-	-	-	(116)	-	(116)
Disposals	出售	-	-	(2,182)	(270)	-	(2,452)
Written off	撇銷	-	-	(15,623)	(50)	-	(15,673)
Exchange difference	匯兌差額	-	(588)	(3,238)	(269)	(17)	(4,112)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	-	15,297	109,405	8,989	1,085	134,776
Charge for the year	年度費用	-	7,610	16,585	559	136	24,890
Disposal of subsidiaries (note 43(d) & (e))	出售附屬公司 (附註43(d)及(e))	-	(738)	-	(309)	(238)	(1,285)
Disposals	出售	-	-	-	(25)	-	(25)
Written off	撇銷	-	(1,044)	(25,683)	(4,539)	-	(31,266)
Exchange differences	匯兌差額	-	(274)	(1,018)	(56)	(4)	(1,352)
At 31 December 2019	於二零一九年十二月三十一日	-	20,851	99,289	4,619	979	125,738
<b>Carrying amount</b>	<b>賬面值</b>						
At 31 December 2019	於二零一九年十二月三十一日	-	7,861	22,728	2,371	-	32,960
At 31 December 2018	於二零一八年十二月三十一日	-	14,630	34,122	2,922	230	51,904

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 20. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group's land and building in Hong Kong were revalued at 31 December 2017 on the open market value basis by reference to market evidence of recent transactions for similar properties by Colliers International (Hong Kong) Limited, an independent firm of chartered surveyors. It was disposed of on 1 August 2018 (note 43(c)).

During the year, the Group changed the estimated useful lives of certain plant, machinery, moulds and tools from 3 years to 2 years. As a result of this change in accounting estimate, the depreciation charge increased by HK\$3,638,000 for the year and will decrease by HK\$303,000 and HK\$3,335,000 for the following year and the year after respectively.

### 21. RIGHT-OF-USE ASSETS

		Leasehold lands 租賃土地 HK\$'000 千港元	Leased properties 租賃樓宇 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2019 (note 3)	於二零一九年一月一日 (附註3)	1,912	75,813	77,725
Additions	增添	-	20,367	20,367
Depreciation	折舊	(635)	(31,826)	(32,461)
Modification	修訂	-	(411)	(411)
Disposal of subsidiaries	出售附屬公司	-	(2,512)	(2,512)
Exchange differences	匯兌差額	(26)	(162)	(188)
At 31 December 2019	於二零一九年十二月 三十一日	1,251	61,269	62,520

Lease liabilities of HK\$59,605,000 are recognised with related right-of-use assets of HK\$62,520,000 as at 31 December 2019. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

### 20. 物業、廠房及設備(續)

本集團於香港的土地及樓宇由獨立特許測量師事務所高力國際物業顧問(香港)有限公司參考類似物業的近期交易市場證據按公開市值基準於二零一七年十二月三十一日重估，並於二零一八年八月一日出售(附註43(c))。

年內，本集團將若干廠房、機器、模具及工具之估計可使用年期由3年更改為2年。由於此項會計估計變動，年內折舊費用增加3,638,000港元，並將於來年及往後年度分別減少303,000港元及3,335,000港元。

### 21. 使用權資產

於二零一九年十二月三十一日，已確認租賃負債59,605,000港元及相關的使用權資產62,520,000港元。除出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他契約。租賃資產不得用於借款擔保。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 21. RIGHT-OF-USE ASSETS (Continued)

### 21. 使用權資產(續)

		2019 二零一九年 HK\$'000 千港元
Depreciation expenses on right-of-use assets	使用權資產之折舊開支	<b>32,461</b>
Interest expense on lease liabilities (included in finance cost)	租賃負債之利息開支(計入融資成本)	<b>4,390</b>
Expenses relating to short-term lease (included in cost of goods sold and administrative)	有關短期租賃的開支(計入售貨成本及行政費用)	<b>6,647</b>

Details of total cash outflow for leases is set out in note 43(h).

租賃現金流出總額的詳情載於附註43(h)。

For both years, the Group leases various offices, factories and staff quarters for its operations. Lease contracts are entered into for fixed term of one to ten years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩年期間，本集團就其營運租賃多個辦公室、工廠及員工宿舍。租賃合約按一至十年的固定年期訂立。租賃條款按個別基準磋商，並包含各種不同的條款及條件。於釐定租期及評估不可撤回期間長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

### 22. INVESTMENT PROPERTIES

### 22. 投資物業

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January and 31 December	於一月一日及十二月三十一日	<b>30,000</b>	30,000

Investment properties were revalued at 31 December 2018 and 31 December 2019 on the open market value basis by reference to market evidence of recent transactions for similar properties by Savills Valuation and Professional Services Limited, an independent firm of chartered surveyors.

投資物業於由獨立特許測量師事務所第一太平戴維斯估值及專業顧問有限公司參考類似物業的近期交易市場證據按公開市值基準於二零一八年十二月三十一日及二零一九年十二月三十一日重估。

For commercial properties and offices, the Group used market comparable approach.

就商業物業及辦公室而言，本集團採用市場可資比較法。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 23. PREPAID LEASE PAYMENTS

The Group's interests in prepaid land lease payments represent prepaid operating lease payments and their net book value are analysed as follows:

### 23. 預付租賃款項

本集團於預付土地租賃款項的權益指預付經營租賃款項及其賬面淨值，其分析如下：

		HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	2,641
Exchange differences	匯兌差額	(105)
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	(624)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	1,912
Reclassification due to adoption of HKFRS 16 (note 3)	因採納香港財務報告準則第16號而重新 分類(附註3)	(1,912)
Restated balance at 1 January 2019	於二零一九年一月一日的結餘(經重列)	-

		2018 二零一八年 HK\$'000 千港元
Current portion	即期部分	624
Non-current portion	非即期部分	1,288
		1,912

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 24. GOODWILL

### 24. 商譽

		Catering Services CGU 餐飲服務現金 產生單位 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
At acquisition date, 31 December 2018 and 1 January 2019	於收購日期、二零一八年十二月三十一日 及二零一九年一月一日	18,814
Disposal of subsidiaries (note 43(d))	出售附屬公司(附註43(d))	(18,814)
At 31 December 2019	於二零一九年十二月三十一日	-
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>	
At acquisition date, 31 December 2018, 1 January 2019 and 31 December 2019	於收購日期、二零一八年十二月三十一日、 二零一九年一月一日及 二零一九年十二月三十一日	-
<b>Carrying amount</b>	<b>賬面值</b>	
At 31 December 2019	於二零一九年十二月三十一日	-
At 31 December 2018	於二零一八年十二月三十一日	18,814

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 24. GOODWILL (Continued)

Goodwill acquired in a business combination is allocated, at acquisition, to the CGUs that are expected to benefit from that business combination.

The Group acquired 100% equity interest of Pride Review Group on 17 July 2017. The goodwill arising from the acquisition is allocated to the Catering Services CGU.

The recoverable amounts of the Catering Services CGU have been determined on the basis of their value in use calculations using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and revenue during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the Catering Services CGU. The growth rates are based on long-term average economic growth rate of the geographical area in which the business of the Catering Services CGU operates. Budgeted gross margin and revenue are based on past practices and expectations on market development.

In 2018, the Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with the residual period using the growth rate of 3%. The rate does not exceed the average long-term growth rate for the relevant markets.

In 2018, the rate used to discount the forecast cash flows from the Group's Catering Service CGU is 19.08%.

On 31 December 2019, the Group has disposed of the entire equity interest in Pride Review Group.

### 24. 商譽(續)

於一項業務合併下收購的商譽於收購時分配至預期從該業務合併受益的現金產生單位。

本集團於二零一七年七月十七日收購 Pride Review 集團的100%股權。收購事項產生的商譽分配至餐飲服務現金產生單位。

餐飲服務現金產生單位之可收回金額乃使用貼現現金流量法根據其使用價值釐定。於貼現現金流量法中作出之主要假設涉及貼現率、增長率以及期內預算毛利率及收益。本集團採用除稅前利率估計貼現率，該利率反映市場現時對貨幣時間價值之評估及餐飲現金產生單位之特有風險。增長率乃以餐飲服務現金產生單位經營業務所在地區之長期平均經濟增長率為基準。預算毛利率及收入乃以過往慣例及對市場發展之預期為基準。

於二零一八年，本集團編製之現金流量預測乃按最近由董事批准之未來五年財務預算以及餘下期間採用3%之增長率計算。有關比率並未超逾有關市場之平均長期增長率。

於二零一八年，用於貼現來自本集團餐飲服務現金產生單位之預測現金流量之比率為19.08%。

於二零一九年十二月三十一日，本集團已出售 Pride Review 集團的全部股權。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 25. INTANGIBLE ASSETS

### 25. 無形資產

		License rights (note a) 特許權 (附註a) HK\$' 000 千港元	Customer relationship (note b) 客戶關係 (附註b) HK\$' 000 千港元	Total 總計 HK\$' 000 千港元
<b>Cost</b>	<b>成本</b>			
At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	於二零一八年一月一日、 二零一八年十二月三十一日、 二零一九年一月一日及 二零一九年十二月三十一日	32,458	13,707	46,165
<b>Accumulated amortisation and impairment losses</b>	<b>累計攤銷及減值虧損</b>			
At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	於二零一八年一月一日、 二零一八年十二月三十一日、 二零一九年一月一日及 二零一九年十二月三十一日	32,458	13,707	46,165
<b>Carrying amount</b>	<b>賬面值</b>			
At 31 December 2019	於二零一九年十二月三十一日	-	-	-
At 31 December 2018	於二零一八年十二月三十一日	-	-	-

Note:

- (a) License rights represent the right to use the "RCA" trademark in trading of certain manufactured business phones in the U.S.A. and Canada. The license rights expired on 31 December 2018 and was further extended to 31 December 2020.
- (b) Customer relationship represents the future economic benefit to the Group arising from regular contact between individual customer and the business entity before business combination. The amortising period of customer relationship was 3-6 years.

附註：

- (a) 特許權指在美國及加拿大買賣若干商務電話成品時使用「RCA」商標的權利。特許權已於二零一八年十二月三十一日屆滿，並進一步延長至二零二零年十二月三十一日。
- (b) 客戶關係指在業務合併前個人客戶及業務實體定期接觸對本集團產生的未來經濟利益。客戶關係的攤銷期為3至6年。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 26. INVESTMENTS IN SUBSIDIARIES

Particulars of the subsidiaries as at 31 December 2019 are as follows:

### 26. 於附屬公司的投資

於二零一九年十二月三十一日附屬公司的詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立／成立地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest/ voting power/ profit sharing 應佔擁有權權益／投票權／ 共享溢利百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Captain Ace Limited	British Virgin Islands ("B.V.I.") 英屬處女群島 (「英屬處女群島」)	100 ordinary shares of US\$1 each 100股每股面值 1美元的普通股	100%	-	Inactive 暫無業務
Charm Year International Limited 創年國際有限公司	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值 1美元的普通股	100%	-	Investment holding 投資控股
China Khan Limited 華將有限公司	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值 1美元的普通股	100%	-	Investment holding 投資控股
Fortune Cycle Investments Limited	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值 1美元的普通股	100%	-	Investment holding 投資控股
Grant Global Limited	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值 1美元的普通股	100%	-	Inactive 暫無業務
Natural Perseverance Limited 天毅有限公司	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值1美元的 普通股	100%	-	Investment holding 投資控股
Powerled Limited 權領有限公司	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值 1美元的普通股	100%	-	Investment holding 投資控股
Power Trump Investments Limited	Hong Kong 香港	Ordinary shares of HK\$100 100港元的普通股	100%	-	Investment holding 投資控股
Sheer Victory Limited	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值 1美元的普通股	100%	-	Investment holding 投資控股

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 26. INVESTMENTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries as at 31 December 2019 are as follows: (Continued)

### 26. 於附屬公司的投資(續)

於二零一九年十二月三十一日附屬公司的詳情如下：(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest/ voting power/ profit sharing 應佔擁有權權益/投票權/ 共享溢利百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
ValueCatch Global Limited	Cayman Islands 開曼群島	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	100%	-	Inactive 暫無業務
ValueCatch Global Fund One Limited	Cayman Islands 開曼群島	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	100%	-	Inactive 暫無業務
ValueCatch Global Fund One CIP Limited	Cayman Islands 開曼群島	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	100%	-	Inactive 暫無業務
Winning Global Holdings Limited	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值 1美元的普通股	100%	-	Inactive 暫無業務
China Healthcare Partners Limited	Cayman Islands 開曼群島	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	-	100%	Inactive 暫無業務
Dayshine Global Investments Limited	B.V.I. 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	-	100%	Inactive 暫無業務
Ever Billion Industrial Limited 億恒實業有限公司	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	Investment holding 投資控股
Idea Perfect Holdings Limited 意美控股有限公司	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	Investment holding 投資控股
Keenpro Investments Limited 建保投資有限公司	B.V.I. 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	-	100%	Investment holding 投資控股



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 26. INVESTMENTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries as at 31 December 2019 are as follows: (Continued)

### 26. 於附屬公司的投資(續)

於二零一九年十二月三十一日附屬公司的詳情如下：(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest/ voting power/ profit sharing 應佔擁有權權益/投票權/ 共享溢利百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Sheer Victory Company Limited 香港	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	Inactive 暫無業務
Sino Achieve Limited 中禧有限公司	Hong Kong 香港	Ordinary shares of HK\$5,000,000 5,000,000港元的 普通股	-	100%	Investment holding and trading 投資控股及貿易
Space Wisdom Limited 智航有限公司	B.V.I. 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	-	100%	Inactive 暫無業務
Talent-Asia Real Estate Holdings Co. Ltd. 天賦環亞地產控股有限公司	Hong Kong 香港	Ordinary shares of HK\$50,000,000 50,000,000港元的普通股	-	100%	Investment holding and provision of property agency service 投資控股及提供物業 代理服務
Telefield Asia Pacific Limited 中慧亞太有限公司	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	Inactive 暫無業務
Telefield Holdings Limited	B.V.I. 英屬處女群島	410,000 ordinary shares of US\$1 each 410,000股每股面值 1美元的普通股	-	100%	Investment holding 投資控股
Telefield Limited 中慧有限公司	Hong Kong 香港	Ordinary shares of HK\$20,000,000 and non-voting deferred shares of HK\$5,000,000 20,000,000港元的 普通股及 5,000,000港元的 無投票權遞延股份	-	100%	Investment holding, electronic manufacturing services for telecommunications, security, car electronics, home appliances, other consumer and industrial electronic products 投資控股、電訊、 保安、汽車電子產品、 家電、其他消費及 工業電子產品的 電子製造服務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 26. INVESTMENTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries as at 31 December 2019 are as follows: (Continued)

### 26. 於附屬公司的投資(續)

於二零一九年十二月三十一日附屬公司的詳情如下：(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest/ voting power/ profit sharing 應佔擁有權益/投票權/ 共享溢利百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Telefield Medical Devices Limited 中慧醫療器材有限公司	Hong Kong 香港	Ordinary shares of HK\$1,000 1,000港元的普通股	-	100%	Trading of personal care products 個人護理產品貿易
Telefield NA Inc.	U.S.A. 美國	Share capital of US\$2,000,000 股本2,000,000美元	-	100%	Trading of business telephone system 商業電話系統貿易
Telefield Universal Limited 中慧環球有限公司	Hong Kong 香港	Ordinary shares of HK\$15,600,000 15,600,000港元的 普通股	-	100%	Investment holding and trading of telecommunication products 投資控股及 電訊產品貿易
Well Dragon Electronics Limited 益龍電子有限公司	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	Inactive 暫無業務
Wise State Investment Ltd 智邦投資有限公司	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	Investment holding 投資控股
鼎成投資(揚州)有限公司 Ding Cheng Investment (Yangzhou) Limited*	PRC 中國	Registered capital of RMB200,000,000 註冊資本人民幣 200,000,000元	-	100%	Inactive 暫無業務
廣州中慧電子有限公司 Guangzhou Telefield Limited *	PRC 中國	Registered capital of US\$8,060,000 註冊資本 8,060,000美元	-	100%	Manufacture of telecommunications and other products 電訊及其他產品的 製造
廣州中穗電子有限公司 Guangzhou Zhong Sui Limited *	PRC 中國	Registered capital of US\$1,500,000 註冊資本 1,500,000美元	-	100%	Manufacture and sale of consumable electronic products 消費電子產品的 製造及銷售
廣州卓豐塑料製品有限公司 Guangzhou Zhuo Feng Plastics Co., Limited *	PRC 中國	Registered capital of US\$2,000,000 註冊資本 2,000,000美元	-	100%	Inactive 暫無業務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 26. INVESTMENTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries as at 31 December 2019 are as follows: (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest/ voting power/ profit sharing 應佔擁有權權益/投票權/ 共享溢利百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
華氏管理諮詢(深圳)有限公司 Huashi Management Consultancy (Shenzhen) Limited *	PRC 中國	Registered capital of RMB300,000,000 註冊資本人民幣 300,000,000元	-	100%	Inactive 暫無業務
華氏醫藥控股(深圳)有限公司 Healthcare Holdings (Shenzhen) Co., Ltd *	PRC 中國	Registered capital of RMB500,000,000 註冊資本人民幣 500,000,000元	-	100%	Investment holding 投資控股
上海賦勉管理諮詢有限公司 Shanghai Fu Mian Management Consultancy Limited*	PRC 中國	Registered capital of RMB100,000,000 註冊資本人民幣 100,000,000元	-	100%	Provision of consultancy service 提供諮詢服務

\* English names for identification purpose.

\* 英文名供識別用途。

Except for Guoyi, all subsidiaries established in the PRC are wholly foreign-owned enterprises. Guoyi was disposed of during the year.

除國怡外，所有在中國成立的附屬公司均為外商獨資企業。國怡已於年內出售。

As at 31 December 2019, the bank balances of the Group's subsidiaries in the PRC denominated in RMB and deposited with banks in the PRC were amounted to approximately HK\$45,273,000 (2018: HK\$27,663,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

於二零一九年十二月三十一日，本集團的中國附屬公司以人民幣計值及存放於中國的銀行的銀行結餘為約45,273,000港元(二零一八年：27,663,000港元)。人民幣兌換為外幣須受中國外匯管理條例及結匯、售匯及付匯管理規定的規限。

### 26. 於附屬公司的投資(續)

於二零一九年十二月三十一日附屬公司的詳情如下：(續)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 27. EQUITY INVESTMENTS AT FVTOCI

### 27. 按公平值計入其他全面收益的股權投資

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Equity securities, at fair value	股本證券，按公平值		
Listed in Hong Kong	於香港上市	<b>13,397</b>	27,187
		<b>13,397</b>	27,187
Analysed as:	分析如下：		
Current portion	即期部分	<b>3,789</b>	5,328
Non-current portion	非即期部分	<b>9,608</b>	21,859
		<b>13,397</b>	27,187

The fair values of listed securities are based on current bid prices at the end of the reporting period. All equity investments at FVTOCI are denominated in HK\$.

During the year, fair value changes in respect of the Group's equity investments recognised in other comprehensive income amounted to HK\$9,353,000 (2018: HK\$25,716,000).

上市證券之公平值乃根據報告期末之現行買入價而定。全部按公平值計入其他全面收益的股權投資皆以港元計值。

年內，有關已於其他全面收益確認的本集團股權投資的公平值變動金額為9,353,000港元(二零一八年：25,716,000港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 28. INVENTORIES

### 28. 存貨

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Food and beverages	餐飲	-	469
Raw materials	原材料	<b>36,163</b>	55,482
Work in progress	半成品	<b>15,280</b>	20,912
Finished goods	製成品	<b>22,554</b>	27,169
Goods in transit	在運貨品	<b>5,930</b>	9,930
		<b>79,927</b>	113,962

### 29. TRADE RECEIVABLES

### 29. 應收貿易賬款

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	應收貿易賬款	<b>132,912</b>	156,205
Allowance for trade receivables (note 6(c))	應收貿易賬款撥備(附註6(c))	<b>(1,860)</b>	(444)
		<b>131,052</b>	155,761

The Group's trading terms with customers are mainly on credit. The credit terms generally range from 30 to 120 days. Each customer has a maximum credit limit. For new customers, payment in advance is normally required. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

本集團與客戶主要以信貸方式進行買賣。信貸期一般介乎30至120天。每名客戶均有最高信貸限額。新客戶一般須預付款項。本集團致力對尚未收回應收款項維持嚴格監控。董事定期審閱逾期結餘。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 29. TRADE RECEIVABLES (Continued)

The aging analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 to 90 days	0至90天	<b>108,667</b>	135,996
91 to 180 days	91至180天	<b>22,142</b>	17,454
181 to 365 days	181至365天	<b>133</b>	1,305
Over 365 days	365天以上	<b>110</b>	1,006
		<b>131,052</b>	155,761

Reconciliation of allowance for trade receivables:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At the beginning of year	於年初	<b>444</b>	3,601
Impairment losses for the year	年度減值虧損	<b>1,550</b>	148
Bad debts written off	撇銷壞賬	-	(141)
Disposal of a subsidiary	出售一間附屬公司	<b>(134)</b>	-
Reversal	撥回	-	(3,164)
At the end of year	於年末	<b>1,860</b>	444

The individually impaired trade receivables relate to customers that were in financial difficulties or were in default in payments and the receivables are not expected to be recovered.

### 29. 應收貿易賬款(續)

按發票日期的應收貿易賬款(扣除撥備)賬齡分析如下:

應收貿易賬款的撥備對賬載列如下:

個別減值應收貿易賬款與面臨財務困難或拖欠償還付款之客戶及預期無法收回應收款項有關。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 29. TRADE RECEIVABLES (Continued)

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
United States dollars ("USD")	美元(「美元」)	127,490	131,606
HK\$	港元	29	693
RMB	人民幣	3,533	23,462
Total	合計	131,052	155,761

### 29. 應收貿易賬款(續)

本集團應收貿易賬款之賬面值使用以下貨幣計值：

### 30. PREPAYMENTS, DEPOSITS, OTHER RECEIVABLES AND OTHER ASSETS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Prepayments	預付款項	52,189	4,651
Prepaid consultancy fee	預付顧問費	16,864	7,500
Prepaid lease payments	預付租賃款項	-	624
Deposits	按金	2,155	8,145
Purchase deposits	購買按金	1,841	49,533
Other assets – consumables	其他資產 – 消耗品	-	4,171
Other receivables	其他應收款項	8,064	10,415
		81,113	85,039

### 30. 預付款項、按金、其他應收款項及其他資產

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 31. LOANS TO EMPLOYEES AND OTHER PARTIES

Loans to employees and other parties represent loans advanced to employees and other independent third parties detailed as below. The Group has engaged external independent valuers to assist the management to assess the expect credit loss (“ECL”) rates at end of reporting period.

### 31. 向僱員及其他人士貸款

向僱員及其他人士貸款指向僱員及其他獨立第三方墊付的貸款，詳情如下。本集團已外聘獨立估值師以協助管理層評估於報告期末的預期信貸虧損（「預期信貸虧損」）利率。

Name	Terms of loan		Principal balance at 31 December 2019 於二零一九年十二月三十一日之本金結餘 HK\$'000 千港元	Accrued interest as at 31 December 2019 於二零一九年十二月三十一日之應計利息 HK\$'000 千港元	ECL rate 預期信貸虧損率 %	Cumulative allowance 累計撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Balance at 31 December 2018 於二零一八年十二月三十一日之結餘 HK\$'000 千港元
Independent third party A 獨立第三方 A	Unsecured, repayable on 12 September 2020 and bears interest of 12% p.a. 無抵押、須於二零二零年九月十二日償還及按年利率12%計息	(i)	45,000	9,750	61.39%	(33,611)	21,139	44,797
Individual E (2018: Individual A) 個人 E (二零一八年：個人 A)	Unsecured, repayable on 5 April 2019 and bears interest of 12% p.a. 無抵押、須於二零一九年四月五日償還及按年利率12%計息	(ii)	27,000	3,590	87.00%	(26,614)	3,976	27,982
Independent third party C 獨立第三方 C	Unsecured, repayable on 20 February 2021 and bears interest of 5% p.a. 無抵押、須於二零二一年二月二十日償還及按年利率5%計息	(iii)	26,000	473	1.00%	(264)	26,209	-
Employees 僱員	Unsecured, repayable on demand and interest free 無抵押、按要求償還及免息	(iv)	-	-	-	-	-	2,649
Total 總計			98,000	13,813		(60,489)	51,324	75,428
Current portion 即期部份			72,000	13,340		(60,225)	25,115	30,631
Non-current portion 非即期部分			26,000	473		(264)	26,209	44,797
			98,000	13,813		(60,489)	51,324	75,428

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 31. LOANS TO EMPLOYEES AND OTHER PARTIES (Continued)

- (i) Lifetime ECL is recognised as the loan was deemed default and considered credit-impaired (2018: Lifetime ECL is recognised as credit risk has increased significantly since initial recognition).
- (ii) Lifetime ECL is recognised as the loan was default and considered credit-impaired.
- (iii) 12-month ECL is recognised.
- (iv) ECL for employees' loans are considered minimal.

### 31. 向僱員及其他人士貸款(續)

- (i) 全期預期信貸虧損被確認為視作違約的貸款並被視為信貸減值(二零一八年:全期預期信貸虧損確認為信貸風險,自初始確認起大幅增加)。
- (ii) 全期預期信貸虧損被確認為貸款違約並被視為信貸減值。
- (iii) 已確認12個月預期信貸虧損。
- (iv) 僱員貸款的預期信貸虧損被視為輕微。

Name	Terms of loan		Principal balance at 31 December 2018	Accrued interest as at 31 December 2018	ECL rate	Cumulative allowance	Total	Balance at 31 December 2017
姓名/名稱	貸款條款		於二零一八年 十二月三十一日 之本金結餘 HK\$'000 千港元	於二零一八年 十二月三十一日 之應計利息 HK\$'000 千港元	預期 信貸虧損率 %	累計 撥備 HK\$'000 千港元	總計 HK\$'000 千港元	於二零一七年 十二月三十一日 之結餘 HK\$'000 千港元
Independent third party A	Unsecured, repayable on 12 September 2020 and bears interest of 12% p.a.	(i)	45,000	4,320	11.04%	(4,523)	44,797	-
獨立第三方A	無抵押,須於二零二零年九月十二日 償還及按年利率12%計息							
Employees	Unsecured, repayable within one year or on demand, bearing interest of 9% or interest free	(ii)	2,649	-	-	-	2,649	2,188
僱員	無抵押,須於一年內或按要求償還及 按利率9%計息或免息							
Individual A	Unsecured, repayable on 5 April 2019 and bears interest of 12% p.a.	(iii)	27,000	2,388	5.36%	(1,406)	27,982	-
個人A	無抵押,須於二零一九年四月五日 償還及按年利率12%計息							
Independent third party B	Unsecured, repayable within one year and bearing interest of 8% p.a.		-	-	-	-	-	29,748
獨立第三方B	無抵押,須於一年內償還及按年利率 8%計息							



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 31. LOANS TO EMPLOYEES AND OTHER PARTIES (Continued)

### 31. 向僱員及其他人士貸款(續)

Name	Terms of loan	Principal	Accrued	ECL rate	Cumulative allowance	Total	Balance at
		balance at	interest as at				31 December
		31 December	31 December				31 December
		2018	2018				2017
		於二零一八年	於二零一八年	預期	累計		於二零一七年
姓名/名稱	貸款條款	十二月三十一日	十二月三十一日	信貸虧損率	撥備	總計	十二月三十一日
		之本金結餘	之應計利息	%	HK\$'000	HK\$'000	之結餘
		千港元	千港元	%	千港元	千港元	千港元
Individual B	Unsecured, repayable within one year and bears interest of 10% p.a.	-	-	-	-	-	30,945
個人B	無抵押、須於一年內償還及按年利率10%計息						
Individual C	Unsecured, repayable within one year and bears interest of 10% p.a.	-	-	-	-	-	30,937
個人C	無抵押、須於一年內償還及按年利率10%計息						
Individual D	Unsecured, repayable within one year and bears fixed interest of RMB20,000	-	-	-	-	-	1,175
個人D	無抵押、須於一年內償還及按固定利息人民幣20,000元計息						
Total	總計	74,649	6,708		(5,929)	75,428	94,993
Current portion	即期部份	29,649	2,388		(1,406)	30,631	94,993
Non-current portion	非即期部分	45,000	4,320		(4,523)	44,797	-
		74,649	6,708		(5,929)	75,428	94,993

(i) Lifetime ECL is recognized as credit risk has increased significantly since initial recognition.

(ii) ECL for employee's loans are considered minimal.

(iii) 12-month ECL is recognised.

(i) 全期預期信貸虧損確認為信貸風險，自初始確認起大幅增加。

(ii) 僱員貸款的預期信貸虧損被視為輕微。

(iii) 已確認12個月預期信貸虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 32. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES

- (i) Pledged bank deposits represented deposits pledged to bank to secure banking facilities such as corporate credit card and general bank account services.
- (ii) The followings are bank and cash balances details:

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Cash on hand	庫存現金	105	118
Cash in transit	在途現金	15	45
Fixed deposits	定期存款	85,250	11,625
Cash at bank	銀行現金	155,961	328,362
Cash and cash equivalents in the consolidated statement of cash flows		241,331	340,150
Cash in margin account of brokerage firms		33	14,059
		241,364	354,209

- (iii) The pledged bank deposits and bank and cash balances of the Group are denominated in the following currencies:

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
USD	美元	162,138	55,574
HK\$	港元	24,598	262,365
RMB	人民幣	45,348	28,196
Euro ("EUR")	歐元(「歐元」)	-	74
Singapore dollars	新加坡元	9,279	9,249
Others	其他	1	1
		241,364	355,459

As at 31 December 2019, the bank balances of the Group's subsidiaries in the PRC denominated in RMB and deposited with banks in the PRC were amounted to approximately HK\$45,273,000 (2018: HK\$27,663,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

### 32. 已抵押銀行存款及銀行及現金結餘

- (i) 已抵押銀行存款指有關存款已抵押予銀行以獲得銀行融資(如公司信用卡及一般銀行賬戶服務)。
- (ii) 銀行及現金結餘詳情如下：

- (iii) 本集團已抵押銀行存款及銀行及現金結餘乃按以下貨幣計值：

於二零一九年十二月三十一日，本集團的中國附屬公司以人民幣計值及存放於中國的銀行的銀行結餘為約45,273,000港元(二零一八年：27,663,000港元)。人民幣兌換為外幣須受中國外匯管理條例及結匯、售匯及付匯管理規定的規限。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 33. TRADE PAYABLES

The aging analysis of trade payables, based on invoice date, is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 to 90 days	0至90天	46,675	70,149
91 to 180 days	91至180天	6,601	2,619
181 to 365 days	181至365天	234	2,133
Over 365 days	365天以上	912	1,573
		<b>54,422</b>	76,474

The carrying amounts of the Group's trade payables are denominated in the following currencies:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
USD	美元	22,986	7,860
HK\$	港元	25,500	26,471
RMB	人民幣	5,827	41,596
EUR	歐元	109	547
Total	合計	<b>54,422</b>	76,474

### 33. 應付貿易賬款

本集團按發票日期計算的應付貿易賬款的賬齡分析如下：

本集團應付貿易賬款之賬面值使用以下貨幣計值：

### 34. ACCRUALS AND OTHER PAYABLES

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Accrued salaries	預提薪金	111,892	111,536
Accrued expenses	預提開支	31,770	47,676
Accrued borrowing interests	預提借貸利息	6,144	7,433
Customer deposits	客戶按金	21,833	45,344
Other payables	其他應付款項	7,554	3,474
		<b>179,193</b>	215,463

### 34. 預提費用及其他應付款項



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 35. LEASE LIABILITIES

### 35. 租賃負債

		Minimum lease payments 最低租賃款項		Present value of minimum lease payments 最低租賃款項之現值	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	<b>27,228</b>	-	<b>26,359</b>	-
In the second to fifth years, inclusive	第二年至第五年(包括首尾 兩年)	<b>29,851</b>	-	<b>25,685</b>	-
After five years	五年以上	<b>13,401</b>	-	<b>7,561</b>	-
		<b>70,480</b>	-	<b>59,605</b>	-
Less: Future finance charges	減：未來財務費用	<b>(10,875)</b>	-	<b>N/A</b>	N/A
Present value of lease obligations	租賃責任之現值	<b>59,605</b>	-	<b>59,605</b>	-
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內到期應付款項 (於流動負債列示)			<b>(26,359)</b>	-
Amount due for settlement after 12 months	12個月後到期應付款項			<b>33,246</b>	-

All lease liabilities are denominated in Hong Kong dollars.

所有租賃負債均以港元計值。

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.

本集團已使用經修訂追溯法首次應用香港財務報告準則第16號，並調整於二零一九年一月一日期初結餘以確認與先前根據香港會計準則第17號分類為經營租賃的租賃相關的租賃負債。於二零一八年十二月三十一日的比較資料並未重列。有關過渡至香港財務報告準則第16號的影響進一步詳情載於附註3。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. AMOUNTS DUE FROM A RELATED COMPANY AND LOAN TO A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

- (i) The amount due from a related company, is unsecured, interest-free and has no fixed terms of repayment.
- (ii) The loan to a non-controlling shareholder of a subsidiary which bears interest at 9% p.a., is unsecured and repayable on demand.

### 36. 應收一間關連公司款項及向一間附屬公司之一名非控股股東貸款

- (i) 應收一間關連公司款項為無抵押、免息且無固定還款期限。
- (ii) 向一間附屬公司之一名非控股股東貸款按年利率9%計息，為無抵押及按要求償還。

### 37. BORROWINGS

### 37. 借貸

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Loan from a related company (note (i))	來自一間關連公司貸款(附註(i))	558	569
Loans from a related company (note (ii))	來自一間關連公司貸款(附註(ii))	-	19,698
Loan from an independent third party (note (iii))	來自一名獨立第三方貸款(附註(iii))	20,000	20,000
		<b>20,558</b>	40,267

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 37. BORROWINGS (Continued)

Notes:

- (i) The amount represented loan from a related company which is non-interest bearing, unsecured and repayable on demand.
- (ii) The amounts represented loans from a related company which bears interest at 9% p.a., unsecured and repayable on 31 December 2019.
- (iii) The amount represents loan from an independent third party, which bears interest at 12% p.a., secured by charges over the shares of the Company's subsidiary (China Khan Limited and Telefield Holdings Limited). At 31 December 2019, the aforementioned subsidiaries held non-current assets of HK\$59,577,000 (2018: HK\$44,173,000) and current assets of HK\$356,367,000 (2018: HK\$339,915,000). At 31 December 2019, the accrued interest of HK\$6,144,000 (2018: HK\$3,727,000) is included in accrued borrowing interest as set out in note 34.

On 21 October 2019, the Company has been served a writ of summons issued by the Court of First Instance of the High Court of the Hong Kong Special Administrative Region by the lender as the Plaintiff against the Company as the Defendant. The Plaintiff claims against the Company for a sum of HK\$20,000,000, being the loan principal under a facility agreement, plus interest and costs (the "Legal Proceedings").

Subsequent to the end of the reporting period, the Company has entered into a settlement agreement in respect of the Legal Proceeding, pursuant to which, amongst others, to settle the amount in full and final by way of assignment of the rights of two loans due to the Company, namely, the loan to independent third party A and individual E as set out in note 31, and the Plaintiff has unconditionally and irrevocably agreed in writing to waive its right to claim again the Company.

Borrowings are arranged at fixed interest rates or non-interest bearing thus expose the Group to fair value interest rate risk. Except for the loans from related companies which are denominated in RMB, other loans are denominated in HK\$.

The directors estimate the fair value of the Group's borrowings at 31 December 2019 and 2018 approximate to their carrying amounts.

### 37. 借貸(續)

附註：

- (i) 該金額為來自一間關連公司的免息、無抵押及按要求償還貸款。
- (ii) 該金額為來自一間關連公司的貸款，其按年利率9%計息、無抵押且於二零一九年十二月三十一日償還。
- (iii) 該金額為來自一名獨立第三方的貸款，其按年利率12%計息，由本公司附屬公司(華將有限公司及Telefield Holdings Limited)的股份押記擔保。於二零一九年十二月三十一日，上述附屬公司持有非流動資產59,577,000港元(二零一八年：44,173,000港元)及流動資產356,367,000港元(二零一八年：339,915,000港元)。於二零一九年十二月三十一日，應計利息6,144,000港元(二零一八年：3,727,000港元)計入附註34所載的預提借貸利息。

於二零一九年十月二十一日，本公司收到由香港特別行政區高等法院原訟法庭發出的傳票，貸款人作為原告向本公司作為被告提出訴訟。原告向本公司申索合共20,000,000港元，即融資協議項下的貸款本金，另加利息及成本(「法律訴訟」)。

於報告期末後，本公司就法律訴訟程序訂立和解協議，據此(其中包括)最終透過轉讓兩項貸款的權利悉數償還款項(即附註31所載向獨立第三方A及個人E的貸款)，而原告以書面形式無條件及不可撤回地同意放棄向本公司提出申索的權利。

借貸按固定利率計息或免息，使本集團面對公平值利率風險。除以人民幣計值的關連公司貸款外，其他貸款以港元計值。

董事估計本集團於二零一九年及二零一八年十二月三十一日之借貸之公平值與其賬面值相若。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 38. PRODUCT WARRANTY PROVISIONS

The movement in the Group's product warranty provisions are analysed as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	<b>2,498</b>	3,336
Provisions used	已動用撥備	<b>(2,498)</b>	(3,336)
Additional provisions	額外撥備	<b>2,059</b>	2,498
At 31 December	於十二月三十一日	<b>2,059</b>	2,498

The Group has committed to repurchase its products from or offer replacement of its products to certain distributors when these distributors receive returned goods from unsatisfied ultimate consumers. Such kind of provision for product warranties are recognised based on past experience of level of repairs and returns, discounted to their present value as appropriate.

### 38. 產品保用撥備

本集團產品保用撥備變動分析如下：

當若干分銷商自不滿最終客戶收取退貨時，本集團承諾向該等分銷商購回產品或更換產品。該類產品保用撥備根據修理及退貨水平的過往經驗確認，並折現至其現值（如適用）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 39. DEFERRED TAX

### 39. 遞延稅項

		Accelerated tax depreciation 加速稅務折舊 HK\$'000 千港元	License rights payable 特許權應付款 HK\$'000 千港元	Land and buildings 土地及樓宇 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	-	1,102	(4,198)	930	(2,166)
Credit/(charge) to profit or loss for the year	年度損益中列為 抵免/(費用)					
– origination and reversal of temporary differences	– 臨時差異產生 及撥回	-	(236)	4,693	142	4,599
Charge to other comprehensive income for the year	年度其他全面收益中 列為費用	-	-	(495)	-	(495)
At 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日及 二零一九年一月一日	-	866	-	1,072	1,938
Credit/(charge) to profit or loss for the year	年度損益中列為 抵免/(費用)					
– origination and reversal of temporary differences	– 臨時差異產生 及撥回	-	-	-	-	-
Charge to other comprehensive income for the year	年度其他全面收益中 列為費用	-	-	-	-	-
At 31 December 2019	於二零一九年 十二月三十一日	-	866	-	1,072	1,938

The following is the analysis of the deferred tax balances for consolidated statement of financial position purposes:

以下為就綜合財務狀況表的遞延稅項結餘分析：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	1,938	1,938
Deferred tax liabilities	遞延稅項負債	-	-
		<b>1,938</b>	1,938

At the end of the reporting period, the Group has unused tax losses of approximately HK\$11.1 million (2018: HK\$13.1 million) available for offset against future profits. No deferred tax asset in relation to unused tax losses has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$0.2 million (2018: HK\$2.2 million) that will expire before 2022. Other tax losses may be carried forward indefinitely.

於報告期末，本集團獲得未動用稅項虧損約為11,100,000港元(二零一八年：13,100,000港元)，可用於抵扣未來溢利。由於未能預料未來溢利來源，故並無確認有關未動用稅項虧損的遞延稅項資產。未確認稅項虧損包括將於二零二二年前屆滿的虧損約為200,000港元(二零一八年：2,200,000港元)。其他稅項虧損可無限期結轉。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 40. SHARE CAPITAL

### 40. 股本

	2019 二零一九年		2018 二零一八年	
	Number of shares 股數	Amount 金額 HK\$'000 千港元	Number of shares 股數	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>			
Ordinary shares of HK\$0.001 each	每股面值 0.001 港元普通股			
At the beginning and the end of the year	於年初及年末			
	<b>1,500,000,000,000</b>	<b>1,500,000</b>	1,500,000,000,000	1,500,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>			
Ordinary shares of HK\$0.001 each	每股面值 0.001 港元普通股			
At the beginning of the year and the end of the year	於年初及年末			
	<b>5,945,311,400</b>	<b>5,945</b>	5,945,311,400	5,945

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

本集團管理資本的目標是維護本集團的持續經營能力，並通過優化債項及權益結餘，為股東帶來最大回報。本集團整體策略與上一年度並無改變。

本集團按風險比例釐定資本金額。本集團因應經濟狀況的變動及相關資產的風險特性管理資本結構並作出調整。為了維持或調整資本結構，本集團可調整股息款項、發行新股、購回股份、籌集新債、贖回現有債項或出售資產以減債。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 40. SHARE CAPITAL (Continued)

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as total debt divided by adjusted capital. Total debt comprises borrowings (except for bank overdrafts). Adjusted capital comprises all components of equity (i.e. share capital, retained profits/accumulated losses and other reserves) except for non-controlling interests.

During 2019, the Group's strategy, which was unchanged from 2018, was to maintain the debt-to-adjusted capital ratio at reasonable level. The debt-to-adjusted capital ratios at 31 December 2019 and at 31 December 2018 were as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Total debt	總債務	20,558	40,267
Adjusted capital	經調整資本	411,013	572,804
Debt-to-adjusted capital ratio	債務對經調整資本比率	5.0%	7.0%

The only externally imposed capital requirement for the Group to maintain its listing status on the Main Board of Stock Exchange is that it has to have a public float of at least 25% of the shares. Based on the information that is publicly available to the Group and within the knowledge of the Directors, the Group has maintained sufficient public float throughout the year ended 31 December 2019 as required under the Listing Rules of the Stock Exchange.

### 40. 股本(續)

本集團根據債務對經調整資本比率監察資本。該比率乃按總債務除以經調整資本計算。總債務包括借貸(銀行透支除外)。經調整資本包括所有權益成份(即股本、保留溢利/累計虧損及其他儲備)(非控股權益除外)。

於二零一九年，本集團之策略與二零一八年並無變動，為將債務對經調整資本比率維持於合理水平。於二零一九年十二月三十一日及二零一八年十二月三十一日的債務對經調整資本比率如下：

本集團為維持其股份於聯交所主板上市地位唯一須遵守的外界資本規定是公眾持股量不低於25%。根據本集團所得的公開資料及據董事所知，於截至二零一九年十二月三十一日止年度，本集團一直維持聯交所上市規則所規定的足夠公眾持股量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 41. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

### 41. 本公司之財務狀況表及儲備變動

(a) 本公司之財務狀況表

			2019	2018
			二零一九年	二零一八年
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		<b>6,686</b>	9,654
Right-of-use assets	使用權資產		<b>31,116</b>	-
Investments in subsidiaries	於附屬公司的投資	26	<b>27,854</b>	57,851
Equity investments at FVTOCI	按公平值計入其他 全面收益的股權投資		<b>9,607</b>	21,859
			<b>75,263</b>	89,364
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from subsidiaries	應收附屬公司款項	41(c)	<b>121,896</b>	73,712
Prepayments, deposits, other receivables and other assets	預付款項、按金、其他 應收款項及其他資產		<b>35,870</b>	23,711
Loans to other parties	向其他人士貸款		<b>26,209</b>	-
Equity investments at FVTOCI	按公平值計入其他 全面收益的股權投資		<b>3,789</b>	5,328
Pledged bank deposits	已抵押銀行存款		-	1,250
Bank and cash balances	銀行及現金結餘		<b>53,856</b>	255,585
<b>Total current assets</b>	<b>流動資產總值</b>		<b>241,620</b>	359,586
<b>Total assets</b>	<b>資產總值</b>		<b>316,883</b>	448,950

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 41. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

### 41. 本公司之財務狀況表及儲備變動(續)

(a) Statement of financial position of the Company (Continued)

(a) 本公司之財務狀況表(續)

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Note 附註		
<b>EQUITY AND LIABILITIES</b>	<b>權益及負債</b>			
<b>Equity</b>	<b>權益</b>			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本		5,945	5,945
Reserves	儲備	41(b)	243,318	408,820
<b>Total equity</b>	<b>權益總值</b>		<b>249,263</b>	414,765
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債		9,144	-
<b>Total non-current liabilities</b>	<b>非流動負債總值</b>		<b>9,144</b>	-
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals and other payables	預提費用及其他應付款項		17,535	13,857
Lease liabilities	租賃負債		20,940	-
Amounts due to subsidiaries	應付附屬公司款項	41(c)	1	328
Borrowings	借貸		20,000	20,000
<b>Total current liabilities</b>	<b>流動負債總值</b>		<b>58,476</b>	34,185
<b>Total equity and liabilities</b>	<b>權益及負債總值</b>		<b>316,883</b>	448,950

Approved by the Board of Directors on 31 March 2020 and are signed on its behalf by:

董事會於二零二零年三月三十一日批准並由下列人士代為簽署：

**Lin Dailian**  
林代聯

**Xia Xiaobing**  
夏小兵



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 41. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

#### (b) Reserve movement of the Company

		Share premium account	Merger reserve	Accumulated losses	Equity Investments at FVTOCI reserve	Capital contribution	Total
		股份溢價賬	合併儲備	累計虧損	按公平值 計入其他全面 收益的股權 投資儲備	資本出資	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	603,750	3,171	(198,560)	-	11,280	419,641
Adjustment on initial application of HKFRS 9	首次應用香港財務報告準則 第9號的調整	-	-	27,198	(28,145)	-	(947)
Restated balance at 1 January 2018	於二零一八年一月一日的結餘 (經重列)	603,750	3,171	(171,362)	(28,145)	11,280	418,694
Total comprehensive income for the year	年度全面收益總額	-	-	15,842	(25,716)	-	(9,874)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	603,750	3,171	(155,520)	(53,861)	11,280	408,820
Total comprehensive income for the year	年度全面收益總額	-	-	(174,855)	9,353	-	(165,502)
Disposal of equity investments	出售股權投資	-	-	(7,949)	7,949	-	-
At 31 December 2019	於二零一九年 十二月三十一日	603,750	3,171	(338,324)	(36,559)	11,280	243,318

(c) The amounts due from/(to) subsidiaries are unsecured, interest free and have no fixed terms of repayments.

### 41. 本公司之財務狀況表及儲備變動 (續)

#### (b) 本公司之儲備變動

(c) 應收/(應付)附屬公司款項為無抵押、免息及無指定還款期。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 42. RESERVES

#### (a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

#### (b) Nature and purpose of reserves

##### (i) Share premium account

Share premium represents the amount of the excess of issue price of the Company's shares over its par value.

##### (ii) Merger reserve

The merger reserve represents the difference between the nominal value of the shares issued by the Company in exchange for the nominal value of the share capital of its subsidiaries arising from the group reorganisation.

##### (iii) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(c)(iii) to the consolidated financial statements.

##### (iv) Property revaluation reserve

The property revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for land and buildings in note 4(d) to the consolidated financial statements.

##### (v) Contributed surplus

The contributed surplus of the Group represents the difference between the nominal value of shares of the subsidiaries acquired pursuant to a group reorganisation in 1997, over the nominal value of shares of Telefield Holdings Limited issued in exchange therefor.

### 42. 儲備

#### (a) 本集團

本集團儲備金額及其變動於綜合損益及其他全面收益表及綜合權益變動表內呈列。

#### (b) 儲備性質及目的

##### (i) 股份溢價賬

股份溢價代表本公司股份的發行價超過其面值的金額。

##### (ii) 合併儲備

合併儲備代表因集團重組本公司發行股份的面值以換取其附屬公司股本面值之差額。

##### (iii) 外匯換算儲備

外匯換算儲備包括換算海外業務財務報表產生的所有外匯差異。該儲備根據綜合財務報表附註4(c)(iii)所載會計政策處理。

##### (iv) 物業重估儲備

物業重估儲備根據綜合財務報表附註4(d)所載就土地及樓宇採納的會計政策設立及處理。

##### (v) 繳入盈餘

本集團的繳入盈餘指於一九九七年根據集團重組收購附屬公司股份面值超逾Telefield Holdings Limited為換取該等股份發行的股份面值之間的差額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 42. RESERVES (Continued)

#### (b) Nature and purpose of reserves (Continued)

##### (vi) Statutory reserve

The statutory reserve, which is non-distributable, is appropriated from the profit after taxation of the Group's PRC subsidiaries under the applicable laws and regulations in the PRC.

##### (vii) Capital reserve

The capital reserve represents gains/losses directly reflect in equity resulted from change of equity interests in subsidiaries without change of control.

##### (viii) Capital contribution

The amount represents the difference between inception fair value and proceeds of non-interest bearing loan from shareholder, which regarded as capital contribution.

##### (ix) Equity investments at FVTOCI reserve

The equity investments at FVTOCI reserve comprises the cumulative net change in the fair value of equity investments at FVTOCI held at the end of the reporting period and is dealt with in accordance with the accounting policy in note 4(k) to the consolidated financial statements.

### 42. 儲備(續)

#### (b) 儲備性質及目的(續)

##### (vi) 法定儲備

法定儲備為不可分派，乃根據中國適用法律及法規自本集團中國附屬公司除稅後溢利中劃撥。

##### (vii) 資本儲備

資本儲備為因並無改變控制權的附屬公司權益變動引致且直接於權益內反映的收益／虧損。

##### (viii) 資本出資

該款項指公平值與來自股東免息貸款所得款項之間的差額，被視為注資。

##### (ix) 按公平值計入其他全面收益的股權投資儲備

按公平值計入其他全面收益的股權投資儲備包括於報告期末持有的按公平值計入其他全面收益的股權投資公平值累計變動淨額及根據綜合財務報表附註4(k)會計政策處理。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Disposal of Navigator Holdings Limited and its subsidiary Dol-Fin Asset Management Limited (“Navigator Group”)

On 31 March 2018, the Company disposed of its 100% equity interests in Navigator Group at a consideration of HK\$700,000 to an independent third party. Net assets at the date of disposal were as follows:

### 43. 綜合現金流量表附註

(a) 出售 Navigator Holdings Limited 及其附屬公司大福國際資產管理有限公司(「Navigator 集團」)

於二零一八年三月三十一日，本公司將 Navigator 集團之全部權益出售予獨立第三方，代價為 700,000 港元。於出售日期之資產淨值如下：

		HK\$'000 千港元
Net assets disposed of	已出售資產淨值	-
Gain on disposal of subsidiaries (note 11)	出售附屬公司之收益(附註11)	700
Total consideration satisfied by cash	以現金結付的總代價	700
Net cash inflow arising on disposal:	因出售產生的現金流入淨額：	
Cash consideration received	已收現金代價	700
Cash and cash equivalents disposed of	已出售現金及現金等價物	-
		700

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (b) Disposal of Gabrio International Limited and its subsidiary Telefield Lifestyle Limited (“Gabrio Group”)

On 10 August 2018, the Group entered into a sales and purchase agreement, pursuant to which the Group agreed to sell its 100% equity interests in Gabrio Group and the shareholder’s loan to Mr. Liu Chi Cheung at a consideration HK\$7.8. Net liabilities at the date of disposal were as follows:

### 43. 綜合現金流量表附註(續)

#### (b) 出售 Gabrio International Limited 及其附屬公司中慧生活科技有限公司 (「Gabrio 集團」)

於二零一八年八月十日，本集團簽訂了一份買賣協議，據此，本集團同意將 Gabrio 集團之全部權益及股東貸款出售予 Liu Chi Cheung 先生，代價為 7.8 港元。於出售日期之負債淨額如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1
Trade receivables	應收貿易賬款	419
Bank and cash balances	銀行及現金結餘	2,304
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	10
Trade payables	應付貿易賬款	(320)
Accruals and other payables	預提費用及其他應付款項	(6,436)
Amount due to the Group	應付本集團款項	(10,479)
<hr/>		
Net liabilities disposed of	已出售負債淨額	(14,501)
Non-controlling interests	非控股權益	2,023
Sales loan	銷售貸款	10,479
<hr/>		
		(1,999)
Gain on disposal of subsidiaries (note 11)	出售附屬公司之收益(附註11)	1,999
<hr/>		
Total consideration	代價總額	-
<hr/>		
Consideration satisfied by cash	以現金結付的代價	-
<hr/>		
Net cash outflow arising on disposal:	因出售產生的現金流出淨額：	
Cash consideration received	已收現金代價	-
Cash and cash equivalents disposed of	已出售現金及現金等價物	(2,304)
<hr/>		
		(2,304)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (c) Disposal of a subsidiary — Circuit Development Limited (“Circuit”)

On 1 August 2018, the Group entered into a sales and purchase agreement, pursuant to which the Group agreed to sell its 100% equity interests in Circuit and the shareholder’s loan to Dragon Fortune International Limited at a consideration HK\$32,000,000. Net assets at the date of disposal were as follows:

### 43. 綜合現金流量表附註(續)

#### (c) 出售一間附屬公司 — Circuit Development Limited (「Circuit」)

於二零一八年八月一日，本集團簽訂了一份買賣協議，據此，本集團同意將Circuit之全部權益及股東貸款出售予龍豐國際有限公司，代價為32,000,000港元。於出售日期之資產淨值如下：

		HK\$'000 千港元
Investment property	投資物業	32,000
Bank and cash balances	銀行及現金結餘	50
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	2
Amount due to the Group	應付本集團款項	(6,898)
<hr/>		
Net assets disposed of	已出售資產淨值	25,154
Sales loan	銷售貸款	6,898
<hr/>		
		32,052
Loss on disposal of a subsidiary (note 14)	出售一間附屬公司之虧損(附註14)	(52)
<hr/>		
		32,000
Total consideration	代價總額	32,000
<hr/>		
		32,000
Consideration satisfied by cash	以現金結付的代價	32,000
<hr/>		
		32,052
Net cash inflow arising on disposal:	因出售產生的現金流入淨額：	
Cash consideration received	已收現金代價	32,000
Cash and cash equivalents disposed of	已出售現金及現金等價物	(50)
<hr/>		
		31,950
<hr/>		



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(d) Disposal of Pride Review Limited and its subsidiaries: Nice Merit Limited, Ace Wealthy Limited, Chief Hero Limited, Excel Limited, Easy Time Limited and Earn King Corporation Limited (collectively, the “Pride Review Group”)

On 31 December 2019, the Company entered into a sales and purchase agreement, pursuant to which the Company agreed to sell its 100% equity interests in Pride Review Group at a total consideration of HK\$100,000. The disposal was completed on 31 December 2019. Net liabilities at the date of disposal were as follows:

### 43. 綜合現金流量表附註(續)

(d) 出售Pride Review Limited及其附屬公司：賢好有限公司、Ace Wealthy Limited、志雄有限公司、奕思有限公司、易泰有限公司及御安有限公司(統稱「Pride Review集團」)

於二零一九年十二月三十一日，本公司簽訂了一份買賣協議，據此，本公司同意將Pride Review集團之全部權益出售，總代價為100,000港元。出售事項已於二零一九年十二月三十一日完成。於出售日期之負債淨額如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	604
Right-of-use assets	使用權資產	2,512
Goodwill	商譽	18,814
Bank and cash balances	銀行及現金結餘	686
Inventories	存貨	215
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	2,057
Tax assets	稅項資產	969
Trade payables	應付貿易賬款	(77)
Accruals and other payables	預提費用及其他應付款項	(4,246)
Lease liabilities	租賃負債	(2,241)
Amount due to the Company	應付本公司款項	(12,754)
<hr/>		
Net assets disposed of	已出售資產淨值	6,539
Sales loan	銷售貸款	12,754
<hr/>		19,293
Loss on disposal of subsidiaries (note 14)	出售附屬公司之虧損(附註14)	(19,193)
<hr/>		
Total consideration	總代價	100
<hr/>		
Consideration satisfied by cash	以現金結付的代價	100
<hr/>		
Net cash inflow arising on disposal:	因出售產生的現金流入淨額：	
Cash consideration to be received	將收現金代價	100
Cash and cash equivalents disposed of	已出售現金及現金等價物	(686)
<hr/>		(586)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued) 43. 綜合現金流量表附註(續)

#### (e) Disposal of a subsidiary — Guoyi

On 31 December 2019, the Group entered into a sales and purchase agreement, pursuant to which the Group agreed to sell its 51% equity interests in Guoyi at a consideration HK\$616,000. The disposal was completed on 31 December 2019. Net assets at the date of disposal were as follows:

#### (e) 出售一間附屬公司 — 國怡

於二零一九年十二月三十一日，本集團簽訂了一份買賣協議，據此，本集團同意將國怡的51%權益出售，代價為616,000港元。出售事項已於二零一九年十二月三十一日完成。於出售日期之資產淨值如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	94
Trade receivables	應收貿易賬款	11,607
Bank and cash balances	銀行及現金結餘	1,695
Inventories	存貨	1,185
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19,551
Amount due from non-controlling interests	應收非控股權益款項	2,143
Trade payables	應付貿易賬款	(184)
Tax liabilities	稅項負債	(4,688)
Accruals and other payables	預提費用及其他應付款項	(9,608)
Borrowings	借貸	(19,709)
Net assets disposed of	已出售資產淨值	2,086
Non-controlling interests	非控股權益	(2,436)
Release of foreign currency reserve	解除外匯儲備	212
		(138)
Gain on disposal of subsidiaries ( <i>note 17</i> )	出售附屬公司收益 ( <i>附註17</i> )	754
Total consideration	總代價	616
Consideration satisfied by cash	以現金結付的代價	616
Net cash outflow arising on disposal:	因出售產生的現金流出淨額：	
Cash consideration to be received	將收現金代價	616
Cash and cash equivalents disposed of	已出售現金及現金等價物	(1,695)
		(1,079)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (f) Major non-cash transaction

Additions to right-of-use assets and lease liabilities during the year of HK\$20,367,000 (2018: HK\$Nil) were due to effective of new lease agreements.

#### (g) Reconciliation of liabilities arising from financing activities

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

### 43. 綜合現金流量表附註(續)

#### (f) 主要非現金交易

年內增添使用權資產及租賃負債20,367,000港元(二零一八年:零港元)乃由於新租賃協議生效所致。

#### (g) 融資活動產生之負債對賬

本集團因融資活動而產生之負債的變動,包括現金及非現金變動,已詳列於下表。由融資活動產生的負債,即為該負債過去或將來的現金流量,於本集團的綜合現金流量表中分類為融資活動之現金流量。

		Impact on initial application of	Restated balance at			Interest	Disposal of	Exchange	31 December		
	1 January 2019	HKFRS 16 (note 3)	1 January 2019	Addition	Cash flows	expenses	subsidiaries	difference	2019		
	二零一九年 一月一日	香港財務報告 準則第16號 的影響 (附註3)	於二零一九年 一月一日的 結餘 (經重列)	增添	現金流量	利息 開支	出售 附屬公司	匯兌 差額	二零一九年 十二月 三十一日		
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
Lease liabilities (note 35)		租賃負債(附註35)	-	75,813	75,813	19,949	(38,102)	4,390	(2,241)	(204)	59,605
Borrowings (note 37)		借貸(附註37)	40,267	-	40,267	-	-	-	(19,709)	-	20,558
	40,267	75,813	116,080	19,949	(38,102)	4,390	(21,950)	(204)		80,163	

	1 January 2018	Cash flows	Exchange difference	31 December 2018	
	二零一八年 一月一日	現金流量	匯兌 差額	二零一八年 十二月 三十一日	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Borrowings (note 37)	借貸(附註37)	43,139	(1,780)	(1,092)	40,267



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(h) Amounts included in the cash flow statements for leases comprise the following:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within operating cash flows	經營現金流量內	474	43,841
Within investing cash flows	投資現金流量內	-	-
Within financing cash flows	融資現金流量內	37,628	-
		<b>38,102</b>	43,841

These amounts relate to the following:

該等金額與以下各項有關：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Lease rental paid	已付租賃租金	38,102	43,841

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. CONTINGENT LIABILITIES

- (i) At 31 December 2018 and 2019, the Group had an outstanding guarantee (the “Guarantee”) to one of the suppliers of an overseas subsidiary (the “Disposed Subsidiary”), which was disposed on 7 October 2015, for payment in relation to a sum of US\$2.6 million (equivalent to approximately HK\$20.3 million), representing a trade balance under dispute between the Disposed Subsidiary and the supplier. The supplier subsequently sold the trade balance to a third party.

During 2017, the Disposed Subsidiary had agreed with the third party for a final settlement by instalment of US\$650,000 (equivalent to approximately HK\$5.1 million). In this regards, as at 31 December 2019, the Group had an outstanding guarantee of the sum limited to US\$650,000, subject to the full payment of the final settlement effected by the Disposed Subsidiary.

The Disposed Subsidiary had issued counter guarantee to the Company to indemnify the Company for any loss in relation to the Guarantee.

- (ii) In 2018, a lawsuit was lodged against a subsidiary of the Company, Guangzhou Telefield Limited. The plaintiff seeks compensation of approximately RMB1 million (equivalent to approximately HK\$1.1 million). A settlement agreement was signed with the plaintiff to compensate RMB1 million (equivalent to approximately HK\$1.1 million) in five payments. As at 31 December 2019, four payments were made and the remaining compensation was approximately RMB0.2 million (equivalent to approximately HK\$0.22 million).

Apart from the above, the Group and the Company did not have any significant contingent liabilities.

### 44. 或然負債

- (i) 於二零一八年及二零一九年十二月三十一日，本集團對已於二零一五年十月七日出售之海外附屬公司（「已出售附屬公司」）之其中一名供應商有尚未償付擔保（「該擔保」），其有關支付合共2,600,000美元（相當於約20,300,000港元）之款項，此乃已出售附屬公司與該供應商之爭議貿易結餘。隨後供應商已出售貿易結餘予第三方。

於二零一七年，已出售附屬公司已與第三方達成最終和解，分期付款650,000美元（相當於約5,100,000港元）。就此而言，於二零一九年十二月三十一日，本集團擁有尚未償付擔保金額上限為650,000美元，視乎已出售附屬公司實際悉數支付的最終和解款項而定。

已出售附屬公司已向本公司發出反擔保，以就該擔保之任何損失為本公司提供彌償保證。

- (ii) 於二零一八年，本公司的附屬公司廣州中慧電子有限公司被提出訴訟。原告要求彼賠償約人民幣1,000,000元（相當於約1,100,000港元）。與原告簽訂和解協議以分五期賠償人民幣1,000,000元（相當於約1,100,000港元）。於二零一九年十二月三十一日，已支付四期款項，餘下賠償約為人民幣200,000元（相當於約220,000港元）。

除上文所述外，本集團及本公司並無任何重大或然負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 45. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Plant and machinery	廠房及機器		
Contracted but not yet incurred	已訂約但未產生	96	320

### 46. OPERATING LEASE ARRANGEMENTS

The Group as lessee

At 31 December 2018 the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2018 二零一八年 HK\$'000 千港元
Within one year	一年內	40,718
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)	48,965
After five years	五年以上	728
		90,411

Operating lease payments represent rentals payable by the Group for certain of its staff quarters, factories and offices. Leases are negotiated for an average term of one to ten years and do not include contingent rentals.

The Group regularly entered into short-term leases for staff quarters. As at 31 December 2019, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in note 21.

### 45. 資本承擔

本集團於報告期末的資本承擔如下：

### 46. 經營租賃協議

本集團為承租人

於二零一八年十二月三十一日，根據不可撤銷經營租賃須付的未來最低租賃款項總額如下：

經營租賃款項指本集團就若干員工宿舍、廠房及辦公室應付的租金，經磋商釐定的平均租期介乎一至十年，並不包括或然租金。

本集團定期就員工宿舍訂立短期租賃。於二零一九年十二月三十一日，短期租賃組合與於附註21披露的短期租賃開支的短期租賃組合類似。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. OPERATING LEASE ARRANGEMENTS (Continued)

#### The Group as lessor

Operating leases relate to investment property owned by the Group with lease terms of 2 years. All operating lease contracts contain market review clauses in the vent that the lessee exercises its options to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

Minimum lease payments receivable on leases are as follows:

		2019 二零一九年 HK\$'000 千港元
Within year 1	一年內	644
In the second year	第二年	590
<b>Total</b>	<b>總計</b>	<b>1,234</b>

The following table presents the amounts reported in profit or loss:

		2019 二零一九年 HK\$'000 千港元
Lease income on operating leases	經營租賃之租賃收入	54

### 46. 經營租賃協議(續)

#### 本集團為出租人

經營租賃與本集團擁有的投資物業有關，租期為兩年。所有經營租賃合約均載有承租人行使其續租選擇權的租賃協議內的市場回顧條款。承租人於租期屆滿後並無購置該物業的選擇權。

租賃的最低應收租賃款項如下：

下表列出於損益中呈列的金額：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 47. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Amount due from a director	應收一名董事款項	204	-
Interest on loans from a related company owned by a substantial shareholder	來自一間由一名主要股東擁有的 關連公司的貸款利息	1,332	1,873

The details of remuneration of key management personnel, represents the emoluments of directors of the Company paid during the year and set out in note 16(a).

### 47. 關連方交易

除綜合財務報表其他地方披露的關連方交易及結餘外，本集團於年內與關連方有以下交易：

主要管理層成員的薪酬(即本公司董事於年內獲支付的酬金)詳情載於附註16(a)。

### 48. EVENTS AFTER THE REPORTING PERIOD

#### (i) Placing of new shares of the Company (the "Placing")

On 29 January 2020, the Company and Zinvest Global Limited (the "Placing Agent") entered into a placing agreement (the "Placing Agreement"), pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavor basis, in aggregate of up to 1,189,062,000 new shares of the Company to be allotted and issued pursuant to the terms and conditions of the Placing Agreement (the "Placing Shares").

On 19 February 2020, the condition precedent set out in the Placing Agreement had been fulfilled, and completion of the Placing took place on 19 February 2020 in accordance with the terms and conditions of the Placing Agreement. In accordance with the terms and conditions of the Placing Agreement, the Placing Shares are to be placed by the Placing Agent on a best endeavour basis. The Placing Shares under the Placing have not been fully placed. An aggregate of 1,189,060,000 Placing Shares, which represents approximately 16.7% of the issued share capital of the Company immediately after completion of the Placing, has been successfully placed to not less than six Placées, at the placing price of HK\$0.035 per Placing Share. The net proceeds from the Placing (after deduction of commission and other expenses of the Placing) are approximately HK\$41.4 million.

### 48. 報告期後事項

#### (i) 本公司配售新股份(「配售事項」)

於二零二零年一月二十九日，本公司與尊嘉證券國際有限公司(「配售代理」)訂立配售協議(「配售協議」)，據此，本公司已有條件同意透過配售代理按竭誠盡力基準配售，根據配售協議的條款及條件合共配發及發行本公司最多1,189,062,000股新股(「配售股份」)。

於二零二零年二月十九日，配售協議所載的先決條件獲達成，且根據配售協議的條款及條件，配售事項已於二零二零年二月十九日完成。根據配售協議的條款及條件，配售股份將由配售代理按竭誠盡力基準配售。配售事項下的配售股份未獲悉數配售。合共1,189,060,000股配售股份(佔於緊隨配售事項完成後本公司已發行股本約16.7%)已成功配售予不少於六名承配人，配售價為每股配售股份0.035港元。配售事項所得款項淨額(扣除配售事項的佣金及其他開支後)約為41,400,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 48. EVENTS AFTER THE REPORTING PERIOD (Continued)

#### (i) Placing of new shares of the Company (the “Placing”) (Continued)

Details of the Placing are set out in the announcements of the Company dated 29 January 2020, 3 February 2020 and 19 February 2020, respectively.

#### (ii) Share option scheme

On 17 February 2020, the Company proposed to the shareholders of the Company at the extraordinary general meeting to be held on 10 March 2020 (the “EGM”) to terminate the share option scheme adopted by the Company on 31 December 2010 (the “2010 Share Option Scheme”) and to approve and adopt a new share option scheme (the “New Share Option Scheme”). Details of the New Share Option Scheme are set out in the circular of the Company dated 17 February 2020.

On 10 March 2020, at the EGM, the proposed adoption of the New Share Option Scheme and the termination of the 2010 Share Option Scheme were duly passed by the shareholders of the Company by way of poll.

#### (iii) Settlement of legal proceeding

Subsequent to the end of the reporting period, the Company has entered into a settlement agreement in respect of the Legal Proceeding as set out in note 37(iii). Details of which are set out in the announcement of the Company dated 24 March 2020.

### 48. 報告期後事項(續)

#### (i) 本公司配售新股份(「配售事項」)(續)

有關配售事項的詳情分別載於本公司日期為二零二零年一月二十九日、二零二零年二月三日及二零二零年二月十九日的公告。

#### (ii) 購股權計劃

於二零二零年二月十七日，本公司於二零二零年三月十日舉行的股東特別大會(「股東特別大會」)向本公司股東提呈終止本公司於二零一零年十二月三十一日採納的購股權計劃(「二零一零年購股權計劃」)，且批准並採納新購股權計劃(「新購股權計劃」)。有關新購股權計劃的詳情載於本公司日期為二零二零年二月十七日的通函。

於二零二零年三月十日，於股東特別大會上，本公司股東以按股數投票表決方式正式通過建議採納新購股權計劃及終止二零一零年購股權計劃。

#### (iii) 法律訴訟達成和解

於報告期末後，本公司就法律訴訟程序訂立的和解協議載於附註37(iii)。有關詳情載於本公司日期為二零二零年三月二十四日的公告。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 48. EVENTS AFTER THE REPORTING PERIOD (Continued)

#### (iv) Fair value of Equity Investments at FVTOCI

Subsequent to the end of the reporting period and up to date of approval of these financial statements, the Group's equity investments at FVTOCI has suffered a decline in market value of approximately HK\$9 million, primarily due to market volatility as compared to the carrying amount as at 31 December 2019.

#### (v) The COVID-19 outbreak

After the COVID-19 outbreak in early 2020, a series of precautionary and control measures have been and continued to be implemented across the globe. The Group is paying close attention to the development of, and the disruption to business and economic activities caused by, the COVID-19 outbreak and evaluate its impact on the financial position, cash flows and operating results of the Group. Given the impact of the COVID-19 outbreak, it is not practicable to provide a reasonable estimate of its impact on the Group's financial position, cash flows and operating results at the date on which these financial statements are authorised for issue.

### 49. COMPARATIVE FIGURES

The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 3.

In addition, the comparative profit/(loss) and cash flows from discontinued operation have been re-presented to include the operation classified as discontinued in the current year.

### 48. 報告期後事項(續)

#### (iv) 以公平值計入其他全面收益的股權投資公平值

於報告期末後及直至該等財務報表審批日期，本集團以公平值計入其他全面收益的股權投資市值下跌約9,000,000港元，主要由於與二零一九年十二月三十一日的賬面值相比的市場波動所致。

#### (v) 新冠病毒(COVID-19)爆發

於二零二零年年初爆發新冠病毒(COVID-19)後，全球已採取並繼續實施一系列預防及控制措施。本集團一直密切關注新冠病毒(COVID-19)爆發的發展以及其對業務及經濟活動的中斷，並評估其對本集團財務狀況、現金流量及經營業績的影響。鑑於新冠病毒(COVID-19)爆發的影響，於授權刊發該等財務報表日期提供一個其對本集團財務狀況、現金流量及經營業績的影響的合理估計並不可行。

### 49. 比較數字

本集團已於二零一九年一月一日使用經修訂追溯法首次應用香港財務報告準則第16號。根據此方法，比較資料不作重列。會計政策變動的進一步詳情披露於附註3。

此外，來自已終止經營業務的比較溢利/(虧損)及現金流量已包括列作本年度已終止之經營業務。

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務概要

The consolidated results of the Group for the year ended 31 December 2019 and the consolidated assets, liabilities and equity of the Group as at 31 December 2019 are those set out in the audited financial statements.

本集團截至二零一九年十二月三十一日止年度的綜合業績及本集團於二零一九年十二月三十一日的綜合資產、負債及權益載於經審核財務報表內。

The summary below does not form part of the audited financial statements.

以下的概要並不構成經審核財務報表的部份。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (Re-presented) (經重列)	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收入	<b>629,948</b>	681,482	662,208	748,749	1,008,561
Cost of sales	銷售成本	<b>(494,106)</b>	(534,208)	(497,793)	(598,835)	(796,467)
<b>Gross profit</b>	<b>毛利</b>	<b>135,842</b>	147,274	164,415	149,914	212,094
Other income	其他收入	<b>16,327</b>	24,878	19,524	34,419	13,687
Selling and distribution expenses	銷售及分銷開支	<b>(28,829)</b>	(27,527)	(45,578)	(49,943)	(55,365)
Administrative expenses	行政費用	<b>(179,414)</b>	(182,509)	(151,934)	(131,420)	(76,573)
Other operating expenses	其他經營費用	<b>(100,405)</b>	(25,095)	(94,789)	(74,637)	(43,729)
<b>(Loss)/profit from operations</b>	<b>經營(虧損)/溢利</b>	<b>(156,479)</b>	(62,979)	(108,362)	(71,667)	50,114
Finance costs	融資成本	<b>(6,809)</b>	(2,778)	(13,049)	(4,297)	(6,081)
Share of loss of a joint venture	分佔一間合營企業虧損	-	-	-	-	(117)
<b>(Loss)/profit before tax</b>	<b>除稅前(虧損)/溢利</b>	<b>(163,288)</b>	(65,757)	(121,411)	(75,964)	43,916
Income tax (expense)/credit	所得稅(開支)/抵免	<b>(1,300)</b>	566	(9,898)	(11,074)	(5,549)
<b>(Loss)/profit for the year from continuing operation</b>	<b>持續經營業務之年度(虧損)/溢利</b>	<b>(164,588)</b>	(65,191)	(131,309)	(87,038)	38,367
<b>(Loss)/profit for the year from discontinued operations</b>	<b>已終止經營業務之年度(虧損)/溢利</b>	<b>(14,739)</b>	15,891	-	-	(79,432)
<b>Loss for the year</b>	<b>年度虧損</b>	<b>(179,327)</b>	(49,300)	(131,309)	(87,038)	(41,065)

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務概要

		2019	2018	2017	2016	2015
		二零一九年	二零一八年	二零一七年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
			(Re-presented)			
			(經重列)			
<b>Attributable to:</b>	<b>以下各方應佔：</b>					
Owners of the Company	本公司擁有人	<b>(171,735)</b>	(57,984)	(128,428)	(82,646)	(1,844)
Non-controlling interests	非控股權益	<b>(7,592)</b>	8,684	(2,881)	(4,392)	(39,221)
		<b>(179,327)</b>	(49,300)	(131,309)	(87,038)	(41,065)
<b>ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS</b>	<b>資產、負債及非控股權益</b>					
TOTAL ASSETS	資產總值	<b>734,840</b>	930,862	960,588	800,284	853,448
TOTAL LIABILITIES	負債總值	<b>(323,827)</b>	(348,030)	(306,586)	(336,647)	(305,446)
NON-CONTROLLING INTERESTS	非控股權益	-	(10,028)	543	11,210	5,958
		<b>411,013</b>	572,804	654,545	474,847	553,960

Note: The Group disposed of certain subsidiaries and associates during the year ended 31 December 2019 and 2015. The results of the disposed subsidiaries and associates for the years presented have been reclassified for separate disclosure as discontinued operations above.

附註：本集團於截至二零一九及二零一五年十二月三十一日止年度出售若干附屬公司及聯營公司。已出售附屬公司及聯營公司於呈列年度的業績已重新分類，以於上文獨立披露為已終止經營業務。



# INFORMATION FOR INVESTORS

## 投資者資料

### LISTING INFORMATION

Listing: Hong Kong Stock Exchange  
Stock code: 1143  
Ticker Symbol  
Reuters: 1143.HK  
Bloomberg: 1143 HK Equity

### KEY DATES

27 January 2011  
Listed on Hong Kong Stock Exchange

31 March 2020  
Announcement of 2019 Annual Results

27 May 2020  
Annual General Meeting

### REGISTRAR & TRANSFER OFFICES

#### Principal:

Royal Bank of Canada Trust Company (Cayman)  
Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

#### Hong Kong Branch:

Tricor Investor Services Limited  
54th Floor, Hopewell Centre  
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Hong Kong

### WEBSITE

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### 上市資料

上市：香港聯合交易所  
股份代號：1143  
股票簡稱  
路透社：1143.HK  
彭博：1143 HK Equity

### 重要日子

二零一一年一月二十七日  
於香港聯合交易所上市

二零二零年三月三十一日  
公佈二零一九年年度業績

二零二零年五月二十七日  
股東週年大會

### 過戶登記處

#### 總處：

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Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

#### 香港分處：

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**環亞國際實業有限公司**