



KK Culture Holdings Limited

KK文化控股有限公司

(continued in Bermuda with limited liability 於百慕達繼續經營之有限公司)

(Stock Code 股份代號 : 550)

2019
Annual Report
年報

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Directors' Statement

董事會致辭

Dear Shareholders,

I hereby present you with the 2019 Annual Report of KK Culture Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2019 ("FY2019").

I believe that 2019 is a year of unexpectedness to many Hong Kongers who would have never anticipated such a massive change to the city just a year ago. It has been sent into a whirlpool of social unrest, mistrust and economic turmoil. The economic downturn and the trade dispute between the United States and People's Republic of China ("PRC") has further exacerbated the situation. In fact, the gross domestic product ("GDP") in Hong Kong started to contract in the second quarter by 0.5% on a quarter-to-quarter basis, followed by a further 3.2% drop in the third quarter. The Hong Kong economy has technically entered into a recession. Very few businesses in Hong Kong are unaffected or even outperformed as the unemployment rate is creeping up.

TRAIN MEDIA

The Train Media business represented the exclusive advertising licence at 22 trains operating in Guangzhou-Shenzhen Railway – China Railway High Speed (廣深綫和諧號) in which the licences allowed commercial advertisements to be placed on the train bodies and several areas in the train compartments.

Unfortunately, due to the prolonged sluggish macroeconomy of the PRC, the marketing strategy did not work out satisfactorily for this business. As a result, we decided to sell off this business during the year and successfully disposed of at a consideration of approximately HK\$35 million in early June 2019. For details of the transaction, please refer to the following section "Management Discussion and Analysis".

Although it was a pity to discontinue the business which was significantly affected by external factors which were out of our control, we considered it a right decision as we had strived our best to bargain for the best offer and conserved the Group's resources to allow us to source and develop new opportunities. The immediate result of doing so is a significant reduction of operating expenses which led to net losses.

各位股東：

本人謹此向閣下提呈KK文化控股有限公司(「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(「二零一九財政年度」)的二零一九年年報。

本人相信，對不少香港人而言，二零一九年是意想不到的年，沒有人會在一年前想到，此地竟出現如此變故，使香港陷入社會動亂、缺乏互信及經濟動盪的漩渦之中。經濟下行及美國與中華人民共和國(「中國」)之間的貿易糾紛，令形勢進一步惡化。事實上，香港的本地生產總值(「本地生產總值」)於第二季度開始按季度收縮0.5%，其後於第三季度再下跌3.2%。香港經濟在技術上已經陷入衰退。由於失業率正在上升，不受影響甚至業務表現優異的香港公司少之又少。

鐵路媒體

鐵路媒體業務為22輛廣深綫和諧號列車的獨家廣告特許權，該特許權允許在列車車身及車廂的若干範圍放置商業廣告。

可惜，由於中國的宏觀經濟持續疲弱，該業務的營銷策略未能取得滿意效果。因此，我們於年內決定出售該業務，並於二零一九年六月初成功以約35,000,000港元的代價出售。有關交易詳情，請參閱下文「管理層討論與分析」一節。

雖然終止業務非常可惜，但其遭受非我們所能控制的外部因素嚴重影響，我們認為此舉正確，我們已盡最大努力爭取最好的條件，並保存本集團的資源，使我們得以物色及開拓新商機。此舉即時是令導致淨虧損的營運開支得以大幅削減。

Directors' Statement 董事會致辭

RECRUIT MAGAZINE

Affected by the economic contraction in Hong Kong and labour market turning conservative, the advertising income from the magazine was lower compared with last year.

PROSPECTS

Although Hong Kong is experiencing the poorest economic condition in the past decade, following the fade-out of social movement and the silver lining on the trade talk between the United States and the PRC, we are conservatively optimistic to the coming 2020. Meanwhile, thank you again to all the staff of the Group and your continuing support. On behalf of the Board, I wish you a peaceful, healthy and joyful 2020.

Tsang Hing Bun

Executive Director

Hong Kong, 27 March 2020

《才庫》雜誌

受到香港的經濟萎縮及勞動市場轉趨保守的影響，自雜誌所得的廣告收入與去年相比有所下降。

前景

儘管香港正經歷過去十年來最差的經濟狀況，但隨着社會運動的退潮，以及在中美貿易談判出現一線曙光，我們對二零二零年審慎樂觀。同時，再次感謝本集團全體員工及閣下的不斷支持。本人謹代表董事會祝願閣下二零二零年健康平安、幸福快樂。

執行董事

曾慶贊

香港，二零二零年三月二十七日

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Train Media

On 29 March 2019, the Company and China Baoli Technologies Holdings Limited (“China Baoli” or the “Purchaser”), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (stock code: 164), entered into the sale and purchase agreement (the “Agreement”), pursuant to which the Company conditionally agreed to sell and the Purchaser conditionally agreed to acquire the entire issued share capital of Fullmoon Global Limited (the “Target Company”), the then direct wholly-owned subsidiary of the Company which then held 60% interest in Hong Kong Made (Media) Limited (“Hong Kong Made”) and Ample Success Limited (“Ample Success”), the train media business vehicle of the Company, for an aggregate consideration of HK\$34,750,000 (the “Consideration”), which shall be satisfied by the allotment and issue of the shares (the “Consideration Shares”) in tranches at the issue price of HK\$0.2 per share of the Purchaser at HK\$0.1 per share of the Purchaser (the “Purchaser Shares”) to the Company or its designated nominee(s) in accordance with the terms and conditions of the Agreement.

The Consideration shall be satisfied by the allotment and issue of the Consideration Shares in tranches at the issue price of HK\$0.2 per Purchaser Share by the Purchaser to the Company or its designated nominee(s) in the following manner:

- (i) as to HK\$11,583,333, representing one third of the Consideration, shall be paid by the Purchaser to the Company or its designated nominee(s) by the allotment and issue of 57,916,665 Purchaser Shares upon the Completion Date (the “First Tranche Consideration Shares”);
- (ii) as to HK\$11,583,333, representing one third of the Consideration, shall be paid by the Purchaser to the Company or its designated nominee(s) by the allotment and issue of 57,916,665 Purchaser Shares (the “Second Tranche Consideration Shares”) upon the Second Tranche Consideration Shares Issue Date, subject to Hong Kong Made and 廣州聲煜金線廣告有限公司 (“Guangzhou Shengyu Golden Line Advertising Company Limited” for identification purpose only) (“Guangzhou Shengyu”) having executed an agreement (in form and substance satisfactory to the Purchaser) to extend the term of the Hong Kong Made Contract for three years to 30 June 2023 (the “Second Tranche Consideration Shares Conditions”); and

業務回顧

鐵路媒體

於二零一九年三月二十九日，本公司與中國寶力科技控股有限公司（「中國寶力」或「買方」，於百慕達註冊成立的有限公司，其股份於香港聯合交易所有限公司（「聯交所」）主板上市（股份代號：164）訂立買賣協議（「協議」），據此，本公司有條件同意出售而買方有條件地同意收購 Fullmoon Global Limited（「目標公司」）全部已發行股本，Fullmoon 為本公司當時之直接全資附屬公司，當時持有香港製作（媒體）有限公司（「香港製作」）及博功有限公司（「博功」）之（以上公司為本公司之鐵路媒體業務之載體）60% 股權，總代價為 34,750,000 港元（「代價」）。代價是根據協議之條款及條件以發行價每股 0.2 港元向本公司或其指定代名人按批次配發及發行買方每股面值 0.1 港元的股份（「買方股份」）（「代價股份」）支付。

代價應根據以下方式由買方以發行價每股買方股份 0.2 港元向本公司或其指定代名人按批次配發及發行代價股份支付：

- (i) 其中 11,583,333 港元（代表代價三分之一）將由買方於完成日期向本公司或其指定代名人配發及發行 57,916,665 股買方股份（「第一批代價股份」）支付；
- (ii) 其中 11,583,333 港元（代表代價三分之一）將由買方於第二批代價股份發行日期向本公司或其指定代名人配發及發行 57,916,665 股買方股份（「第二批代價股份」）支付，前提是香港製作及廣州聲煜金線廣告有限公司（「廣州聲煜」）所簽立的協議（形式及內容均獲買方信納）能將香港製作合約的期限延長三年至二零二三年六月三十日（「第二批代價股份條件」）；及

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(iii) as to HK\$11,583,334, representing one third of the Consideration, shall be paid by the Purchaser to the Company or its designated nominee(s) by the allotment and issue of 57,916,670 Purchaser Shares (the “Third Tranche Consideration Shares”) upon the Third Tranche Consideration Shares Issue Date, subject to the satisfaction of the following conditions (the “Third Tranche Consideration Shares Conditions”): (a) Hong Kong Made and Guangzhou Shengyu having executed an agreement (in form and substance satisfactory to the Purchaser) to further extend the term of the Hong Kong Made Contract for two years to 30 June 2025; and (b) Ample Success and Guangzhou Shengyu having executed an agreement (in form and substance satisfactory to the Purchaser) to further extend the term of the Ample Success Contract for two years to 30 March 2024.

In the event that the Second Tranche Consideration Shares Condition and/or the Third Tranche Consideration Shares Conditions are satisfied, the Purchaser shall allot and issue the Second Tranche Consideration Shares and/or the Third Tranche Consideration Shares (as the case may be) on the Second Tranche Consideration Shares Issue Date and/or the Third Tranche Consideration Shares Issue Date (as the case may be).

The Consideration was determined on an arm’s length basis under normal commercial terms pursuant to the negotiation between the Company and the Purchaser after taking into account, among others, the equity interest of Hong Kong Made and Ample Success owned by the Target Company after capitalisation of certain loans owed by Hong Kong Made and Ample Success to the Target Company and the then shareholders of Hong Kong Made and Ample Success and calculated by reference to a premium over the net asset value of the Target Group as at 31 December 2018. Taking into account the above, the Directors consider that the Consideration is fair and reasonable and on normal commercial terms or better and the entering into of the Agreement is in the interests of the Company and the Shareholders as a whole. Since only the First Tranche Consideration Shares were received by the Company, a loss on disposal of approximately HK\$8.5 million was recorded as at the Completion Date. Assuming that the Second and the Third Tranche Consideration Shares could be issued at HK\$0.2 each, the Company would record an income of approximately HK\$23 million.

The disposal was completed on 6 June 2019 and the Company received the First Tranche Consideration Shares. Upon the completion, the Company ceased to operate Train Media business.

(iii) 其中11,583,334港元(代表代價三分之一)將由買方於第三批代價股份發行日期向本公司或其指定代名人配發及發行57,916,670股買方股份(「第三批代價股份」)支付,前提是滿足下列條件(「第三批代價股份條件」):(a)香港製作及廣州聲煜簽立協議(形式及內容均獲買方信納)將香港製作合約的期限再延長兩年至二零二五年六月三十日;及(b)博功及廣州聲煜簽立協議(形式及內容均獲買方信納)將博功合約的期限再延長兩年至二零二四年三月三十日。

倘第二批代價股份條件及/或第三批代價股份條件獲達成,則買方將分別於第二批代價股份發行日期及/或第三批代價股份發行日期(視情況而定)配發及發行第二批代價股份及/或第三批代價股份(視情況而定)。

代價乃經本公司與買方按正常商業條款公平磋商釐定,當中已考慮(其中包括)香港製造及博功欠目標公司以及香港製造及博功當時股東之若干貸款資本化後目標公司擁有的香港製造及博功股權及參考目標集團於二零一八年十二月三十一日的資產淨值溢價計算。經計及上文所述,董事認為代價誠屬公平合理及根據一般或較佳商業條款訂立,而訂立協議符合本公司及股東之整體利益。由於本公司僅收到第一批代價股份,於完成日期錄得出售虧損約8,500,000港元。假設第二批及第三批代價股份可按每股0.2港元發行,本公司將錄得收入約23,000,000港元。

出售事項已於二零一九年六月六日完成,而本公司已收到第一批代價股份。於完成後,本公司停止經營鐵路媒體業務。

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Recruit Magazine

Turnover for the recruitment advertising business recorded a 17.3% decrease from approximately HK\$64.1 million in 2018 to approximately HK\$53.0 million in 2019. The decrease was mainly attributed to the labour market becoming conservative due to the economic downturn in Hong Kong.

Property Investment

For the year ended 31 December 2019, the rental income decreased to approximately HK\$161,000 compared with that of the same period in last year of approximately HK\$462,000. The decrease was due to the disposal of the office premises since 2018 and the last premises was sold in March 2019 and completed in May of the same year. Since all the applicable ratios for the transaction to each of the independent third parties were below 5%, the transaction did not constitute any notifiable transaction for the Company under Chapter 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

Principal risk and uncertainties

In general, the Company's businesses are subject to the following factors: (i) the overall macroeconomic condition in the PRC; and (ii) economic and employment condition in Hong Kong.

These factors may or may not have material impact on the Group's financial conditions and results of its operation. The Company will continue to implement prudential, operational and financial policies in seeking to address the impact of these uncertain factors.

PROSPECTS

The Group's recruitment advertising business faced challenging conditions during the reporting period, as reader habits continued to move away from print and towards digital. This led to declining print circulations and a subsequent reallocation of advertiser budgets. In order to drive subscription and advertising revenue, the management of the Group commenced to switch their focus to digital over print. By doing so, the Group continue to develop its digital business by adopting "offline to online" strategy, which provide readers, advertisers and players with a diversified content, advertising solutions and services. It is expected that such changes would lead to an improvement on the returns in terms of subscriber attraction and retention.

《才庫》雜誌

招聘廣告業務之營業額由二零一八年約64,100,000港元減少17.3%至於二零一九年約53,000,000港元。減少乃主要由於香港經濟轉差導致勞動市場變得保守所致。

物業投資

截至二零一九年十二月三十一日止年度，租金收入減少至約161,000港元，而去年同期則約為462,000港元。減少乃由於出售自二零一八年之辦公室物業及最後一處物業於二零一九年三月出售且於同年五月完成。由於與各獨立第三方交易的所有適用比率均低於5%，故該等交易並不構成本公司於聯交所證券上市規則（「上市規則」）第14章項下之任何須予公佈交易。

主要風險及不確定性

本公司之業務一般受以下因素所影響：(i) 中國整體宏觀經濟環境及(ii) 香港經濟及就業情況。

此等因素可能會或不會對本集團之財務狀況及經營業績有重大影響。本公司將繼續採取審慎之經營及財務政策，以應對此等不確定因素的影響。

前景

於報告期間，本集團之招聘廣告業務面臨挑戰，乃由於讀者之閱讀習慣從印刷媒體轉向數碼化，導致印刷發行量下降，繼而須重新分配廣告預算。為推動訂閱及廣告收益，本集團管理層開展將重心從印刷轉為數碼化。本集團藉此透過採用「從線下至線上」策略，繼續發展其數碼化業務，為讀者、廣告商及用戶提供多元化之內容、廣告方案及服務。預期有關變化將有助吸引及挽留訂閱用戶，導致回報有所增長。

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管理層討論與分析

Having considered that the Recruit magazine and website is still a core strength of the Group that has commanded over years, we will continue to preserve our position in employment and print media industry through maintaining stringent cost control, making improvements in work flow efficiencies, as well as restructuring and streamlining management and operational processes.

Although Hong Kong is experiencing the poorest economic condition in the past decade, following the fade of social movement, we consider that Hong Kong will continue to face uncertainty and downside risk. While external conditions are challenging, the fundamental business strategy of the Group is to make it well positioned through high quality content and services in order to capture the advertiser's confidence. Besides, the Company will continue to explore and grasp opportunities for business development arising from the reform in cultural and educational related sector. We believe that upstream online market and downstream entertainment and educational industries have enormous growth potential. Therefore, we considered that the addition of a potential new sector could accelerate our business expansion and development through various new business model, investment and/or acquisition which is in the interest of the Company and its shareholders as a whole.

FINANCIAL REVIEW

Turnover for the year ended 31 December 2019 was approximately HK\$57.2 million (2018: HK\$73.1 million) and represented a decrease of 21.8% from the corresponding year which was mainly due to the conservative labour market and disposal of Train Media business which contributed approximately HK\$9 million revenue in 2018. The gross profit margin increased from 68.2% in 2018 to 75.6% in 2019 as a result of the change in sales mix.

Other income decreased by 52.4% to approximately HK\$9.0 million (2018: HK\$18.9 million) in 2019 due to the absence of gain on profit guarantee arrangement of HK\$14.6 million which took place in 2018 and was partially offsetted by the leasing income of approximately HK\$6.5 million (2018: nil).

The administrative and other operating expenses decreased by 45.3% to approximately HK\$57.1 million (2018: HK\$104.4 million) mainly due to the decrease in the amortisation of other intangible assets arisen from the exclusive advertising licence rights in Train Media business which was disposed on in 2019 from approximately HK\$50.5 million in 2018 to approximately HK\$7.6 million in 2019.

考慮到《才庫》雜誌及網站仍為本集團之核心優勢，且多年來一直佔據主導地位，我們將繼續透過保持嚴格成本控制、改善工作流程效率以及重組及簡化管理及運營流程，以維持於就業及印刷媒體行業之地位。

儘管香港正經歷過去十年來最差之經濟狀況，但隨着社會運動退潮，我們認為香港將繼續面對不明朗因素及下行風險。縱然外部環境充滿挑戰，本集團之基本業務策略為透過提供優質內容及服務，贏得廣告商之信心。此外，本公司將繼續探索及把握文化及教育相關界別改革帶來之業務發展機會。我們相信上游在線市場及下游娛樂及教育行業具龐大增長潛力。因此，我們認為憑藉增加潛在之新業務領域，本公司可透過各種新業務模式、投資及/或收購促進業務擴展及發展，符合本公司及其股東之整體利益。

財務回顧

截至二零一九年十二月三十一日止年度的營業額約為57,200,000港元(二零一八年：73,100,000港元)，較去年同期減少21.8%，主要由於保守的勞動市場及出售鐵路媒體業務(該業務於二零一八年貢獻約9,000,000港元收益)。整體毛利率由二零一八年之68.2%上升至二零一九年之75.6%，因為銷售組合改變所引致。

其他收入於二零一九年減少52.4%至約9,000,000港元(二零一八年：18,900,000港元)，由於並無溢利保證安排之收益，其於二零一八年錄得14,600,000港元收益，部分被租賃收入約6,500,000港元(二零一八年：零)所抵銷。

行政及其他經營費用減少45.3%至約57,100,000港元(二零一八年：104,400,000港元)，主要由於自鐵路媒體業務(其於二零一九年出售)的獨家廣告特許權而產生的其他無形資產的攤銷由二零一八年約50,500,000港元減少至二零一九年約7,600,000港元。

Management Discussion and Analysis

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As at 31 December 2019, certain receivables from several customers have been aged over the credit period granted by the Company. As a result, they were considered not probable to be collected and an impairment loss of approximately HK\$1.1 million (2018: HK\$3.7 million) has been recognised. No impairment on other assets was made for the year ended 31 December 2019 (2018: HK\$20 million).

FINANCIAL KEY PERFORMANCE

The above financial data were chosen to present in this annual report as they represent a material financial impact on the financial statements of the Group for the current and/or the previous financial year, that a change of which could affect the revenue and profit conspicuously. It is believed that by presenting the changes of these financial data can effectively explain the financial performance of the Group for the year ended 31 December 2019.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2019, the Group had net current assets of approximately HK\$111.4 million (2018: HK\$108.5 million). The Group's current ratio as at 31 December 2019, which is defined as current assets over current liabilities, was 6.3 (2018: 2.8). As at 31 December 2019, the Group had a total cash and bank balance of approximately HK\$100.1 million (2018: HK\$109.5 million).

The Group's gearing ratio as at 31 December 2019 was 0.03 (2018: 0), which is calculated on the basis of the Group's total interest-bearing debts over the total equity interest. Total other borrowing as at 31 December 2019 was approximately HK\$5.8 million (2018: nil). There was no bank loan as at 31 December 2019 (2018: nil).

The Group adopts centralised financing and treasury policies in order to ensure the Group's funding is utilised efficiently. Conservative approach is adopted on monitoring foreign exchange exposure and interest rate risk. Forward contracts were used to hedge the foreign currency exposure in trading and capital expenditure when it was considered appropriate.

CAPITAL STRUCTURE

As at 31 December 2019, the total issued shares of the Company ("Shares") was 446,614,000 (2018: 446,614,000 Shares) at HK\$0.2 each.

於二零一九年十二月三十一日，自數名客戶之若干應收款項已於本公司授予信貸期逾期未付。因此，彼等被視為不可能收回及已確認減值虧損約1,100,000港元(二零一八年：3,700,000港元)。截至二零一九年十二月三十一日止年度並無對其他資產作出減值(二零一八年：20,000,000港元)。

主要財務表現

選擇於本年報呈列上述財務數字，是因為其對本集團於本財政年度及／或上一個財政年度之財務報表有重大財務影響，其變動可能會對收益及溢利構成顯著影響。相信呈列此等財務數字之變動能有效地解釋本集團於截至二零一九年十二月三十一日止年度之財務表現。

流動資金及財政資源

於二零一九年十二月三十一日，本集團之流動資產淨值約為111,400,000港元(二零一八年：108,500,000港元)。本集團於二零一九年十二月三十一日之流動比率(其定義為流動資產除以流動負債)為6.3(二零一八年：2.8)。於二零一九年十二月三十一日，本集團之現金及銀行結餘總額約為100,100,000港元(二零一八年：109,500,000港元)。

本集團於二零一九年十二月三十一日之資本負債比率為0.03(二零一八年：0)，此乃根據本集團之計息債務總額除以股東權益總額而計算。於二零一九年十二月三十一日之其他借貸總額約為5,800,000港元(二零一八年：零)。於二零一九年十二月三十一日，概無銀行貸款(二零一八年：零)。

本集團採納集中的融資及庫務政策，確保有效運用本集團資金。本集團以穩健的態度監控外匯風險及利率風險，並於適當時使用遠期合約對沖其於買賣活動及資本開支中的外匯風險。

資本架構

於二零一九年十二月三十一日，本公司之已發行股份(「股份」)總數為446,614,000股(二零一八年：446,614,000股股份)，每股面值為0.2港元。

Management Discussion and Analysis

管理層討論與分析

Share Options

For the year ended 31 December 2019, 2,830,000 share options were lapsed and no share options were granted, exercised or cancelled.

購股權

截至二零一九年十二月三十一日止年度，2,830,000份購股權已失效及並無購股權授出、獲行使或註銷。

Fund Raising Activity

On 31 July 2018, the Company entered into a placing agreement with BaoQiao Partners Capital Limited (“BaoQiao”, the “Placing Agent”) pursuant to which the Company conditionally agreed to place, through the Placing Agent, on a best-effort basis, a maximum of 74,000,000 Shares under the general mandate granted by the shareholders of the Company at the annual general meeting held on 8 June 2018 to placees who and whose ultimate beneficial owners were third parties independent of and not connected with the Company and its connected persons as defined in the Listing Rules at a price of HK\$1.40 per share. The gross and net proceeds raised from the placing of a total of 74,000,000 Shares were approximately HK\$103.6 million and HK\$103.0 million respectively where the intended use of proceeds was for general working capital and future business and investment opportunities. Set out below is the table summarising (i) the net proceeds from the Placing; (ii) the intended use of proceeds from the Placing; (iii) the actual use of proceeds from the Placing as at 31 December 2019; and (iv) the remaining net proceeds from the Placing as at 31 December 2019.

集資活動

於二零一八年七月三十一日，本公司與寶橋融資有限公司（「寶橋」，即「配售代理」）訂立配售協議，據此，本公司已有條件同意，根據本公司股東於二零一八年六月八日舉行之股東週年大會授出之一般授權，透過配售代理以每股1.40港元之價格按竭盡所能基準向承配人配售最多74,000,000股股份。該等承配人及其最終實益擁有人為獨立於本公司及其關連人士（定義見上市規則）之第三方，且與彼等概無關連。配售合共74,000,000股股份之所得款項總額及所得款項淨額分別為約103,600,000港元及103,000,000港元，該等所得款項之擬定用途為一般營運資金及未來業務與投資機遇。下表概述(i) 配售事項所得款項淨額；(ii) 配售事項所得款項之擬定用途；(iii) 配售事項所得款項於二零一九年十二月三十一日之實際用途；及(iv) 配售事項於二零一九年十二月三十一日之餘下所得款項淨額。

No.	Net proceeds from the Placing	Intended use of proceeds from the Placing	Actual use of proceeds from the Placing as at 31 December 2019	Remaining net proceeds from the Placing as at 31 December 2019
號	配售事項所得款項淨額	配售事項所得款項之擬定用途	配售事項所得款項於二零一九年十二月三十一日之實際用途	配售事項於二零一九年十二月三十一日之餘下所得款項淨額
(i)	Approximately HK\$10 million	For general working capital in the daily operation of the Group	Approximately HK\$7.6 million was utilized by the Company for general working capital in the daily operation of the Group	Approximately HK\$2.4 million and is expected to be utilized by 2020
(i)	約10,000,000港元	用於本集團日常營運中之一般營運資金	本公司已動用約7,600,000港元作本集團日常營運中之一般營運資金	約2,400,000港元，預期於二零二零年或之前動用
(ii)	Approximately HK\$93 million	For any potential investment opportunities as identified by the Group	Not yet utilized by the Group	Approximately HK\$93 million and is expected to be utilized by 2020
(ii)	約93,000,000港元	用於本集團物色到之任何潛在投資機會	本集團尚未動用	約93,000,000港元，預期於二零二零年或之前動用
Total	Approximately HK\$103 million			
總計	約103,000,000港元			



Management Discussion and Analysis

管理層討論與分析

As at 31 December 2019, the Group has not identified any suitable investment in line with the business strategies of the Group and it will continue to identify any further potential investment opportunities. Detailed schedule depends on the overall economic conditions, the development of the Company and market situation.

In all, the Board would like to announce that there is no material change in the intended use of proceeds from the Placing as at 31 December 2019.

Save as disclosed above, there was no fund raising activity taken place during the financial year 2019.

CAPITAL COMMITMENTS

As at 31 December 2019, the Group did not have any significant capital commitments (2018: nil).

CONTINGENT LIABILITIES

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

DIVIDENDS

The Board does not recommend any payment of a final dividend in respect of the reporting period (31 December 2018: nil).

CONTINUING CONNECTED TRANSACTIONS

The independent non-executive Directors have reviewed and confirmed that all the continuing connected transactions taken place during FY2019 were (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant agreements governing the same on terms that are fair and reasonable and in the interests of the Company's shareholders as whole. Moreover, the Company's auditor has provided an unqualified letter to the Board containing their findings and conclusions in respect of the continuing connected transactions taken place during the Reporting Period in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange. For details of the continuing connected transactions, please refer to the section headed "Continuing Connected Transactions" in the Report of the Directors.

於二零一九年十二月三十一日，本集團尚無物色到任何符合本集團商業策略之適合投資項目，本集團將繼續物色任何其他潛在投資機會。詳細時間表視乎整體經濟狀況、本公司之發展及市場狀況而定。

整體而言，董事會謹此宣佈，配售事項所得款項之擬定用途於二零一九年十二月三十一日並無重大變動。

除上文所披露者外，二零一九年財政年度並無進行任何集資活動。

資本承擔

於二零一九年十二月三十一日，本集團並無重大資本承擔(二零一八年：無)。

或然負債

於二零一九年十二月三十一日，本集團並無任何或然負債(二零一八年：無)。

股息

董事會並不建議就本報告期間派付末期股息(二零一八年十二月三十一日：無)。

持續關連交易

獨立非執行董事已審閱及確認，於二零一九財政年度所進行之全部持續關連交易均為(i)於本集團日常及一般業務過程中；(ii)按一般商業條款或更佳條款進行；及(iii)根據相關規管協議進行，且其條款誠屬公平合理，且符合本公司股東之整體利益。此外，根據上市規則第14A.56條，本公司核數師已向董事會提供無保留意見函件，當中載有彼等就本報告期間發生之持續關連交易之發現及結論。本公司已向聯交所提交核數師函件副本。有關持續關連交易之詳情，請參閱董事會報告「持續關連交易一節」。

Management Discussion and Analysis

管理層討論與分析

EVENT AFTER REPORT DATE

There is no significant event subsequent to the end of reporting period.

報告日後事項

報告期末後並無發生重大事項。

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Save as disclosed, the Group did not have any other material acquisition or disposal of subsidiaries during the year.

有關附屬公司之重大收購及出售

除已披露者外，本集團於本年度並無進行任何其他有關附屬公司之重大收購或出售。

ENVIRONMENTAL POLICIES AND COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

Please refer section “Environmental, Social and Governance Report” below for details. No material impact of the relevant laws and regulations in relation to environment is identified on business operations.

環境政策及遵守相關法律及規例

詳情請參閱下文「環境、社會及管治報告」一節。本公司並無發現與環境有關之相關法律及規例對業務營運造成重大影響。

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Please refer to sections “Major Suppliers and Customers” and “Employees and Emolument Policy” in “Directors’ Report”.

與僱員、客戶及供應商之主要關係

請參閱「董事會報告」中「主要供應商及客戶」及「僱員及薪金政策」兩節。

Management Discussion and Analysis

管理層討論與分析

INVESTMENTS IN SECURITIES

As at 31 December 2019, the Company has invested in two securities. The details of, the breakdown and the movement of which during the year is summarised below:

證券投資

於二零一九年十二月三十一日，本公司已投資兩項證券。其詳情、明細及年內變動概述如下：

Principal business	No. of share	% of shareholding	At 1 January 2019	Addition	Fair value changed during the year	At 31 December 2019	% to the Group's net assets as at 31 December 2019	
主要業務	股份數目	股權 %	於二零一九年一月一日	增持	年內之公平價值變動	於二零一九年十二月三十一日	於二零一九年十二月三十一日佔本集團資產淨值 %	
			HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元		
<i>Listed equity securities – Hong Kong</i>								
<i>上市股本證券 – 香港</i>								
Kingkey Financial international (Holdings) Limited (formerly known as UKF (Holdings) Limited) (HK: 1468) # 京基金融國際(控股)有限公司(前稱英裘(控股)有限公司)(HK:1468) #	(i) securities brokerage; (ii) wealth management; and (iii) other financial services, mink farming and trading of mink's fur skin. (i) 證券經紀; (ii) 財富管理; 及 (iii) 其他金融服務、水貂養殖及買賣水貂毛皮。	115,740,000	2.39%	26,851,680	-	17,708,220	44,559,900	25.7%
China Baoli Technology (Holdings) Limited (HK: 0164) # 中國寶力科技控股有限公司(HK: 0164) #	(i) mobile and multi-media technologies; (ii) gamma ray radiation services; (iii) tourism and hospitality business; and (iv) train media. (i) 手機及多媒體技術; (ii) 伽瑪射線照射服務; (iii) 旅遊及消閒業務; 及 (iv) 鐵路媒體。	57,916,665	1.56%	-	9,846,000	(4,290,354)	5,555,646	3.2%
Total								
總值			26,851,680	9,846,000	13,417,866	50,115,546	28.9%	

Included in equity instruments at fair value through other comprehensive income

計入按公平價值計入其他全面收益之股本工具

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管理層討論與分析

The Company believes that, to allocate certain capital to securities investment is a means of diversifying the Group's risk while a higher return in general can be improved which can in turn enhance the Company's value and is beneficial to the shareholders as a whole. These securities investments are categorised as equity instrument at fair value through other comprehensive income accordingly to Hong Kong Financial Reporting Standards and the Company consider to sell some or all of these investments when i) there is a working capital need; ii) shortfall of fund to repay the due debts; or iii) a profitable return is achieved.

Save as disclosed above, no significant securities investments were made and no dividend was received from the above securities during the year ended 31 December 2019.

CHARGES ON GROUP ASSETS

The Group has no charges on group assets at the end of the reporting period (2018: nil).

MISCELLANEOUS

During the financial year ended 31 December 2019, there were no transactions, arrangements or contracts of significance entered into by the Group in which any Director or an entity connected with any Director are or were materially interested, either directly or indirectly.

本公司相信，將若干資本調配至證券投資，乃本集團分散風險之其中一個方法，同時整體回報可以提高，從而提升本公司之價值，整體上對股東有利。按香港財務報告準則，該等證券投資乃分類為按公平價值計入其他全面收益之股本工具。本公司考慮於 i) 營運資金需求；ii) 資金不足以償還到期債務；或 iii) 達到有利回報時出售部份或全部該等投資。

除上文所披露者外，於截至二零一九年十二月三十一日止年度，並無作出主要證券投資及並無自上述證券收取股息。

集團資產抵押

於報告期末，本集團並無抵押集團資產(二零一八年：零)。

其他資料

截至二零一九年十二月三十一日止財政年度，概無由本集團訂立，而任何董事或與任何董事關連的實體於其中直接或間接擁有重大利益之重大交易、安排或合約。

Directors and Senior Management Profile

董事及高級管理層履歷

EXECUTIVE DIRECTOR

Mr. Tsang Hing Bun (“Mr. Tsang”), aged 40, was appointed as Executive Director of the Company on 8 September 2015 and subsequently a director of several subsidiaries. He holds a Bachelor Degree of Social Science from the Chinese University of Hong Kong and a Master of Science Degree in Finance from City University of Hong Kong. He has more than 18 years of experience in audit, accounting, corporate finance and compliance. Mr. Tsang is a member of The Hong Kong Institute of Certified Public Accountants, an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He is also a financial risk manager granted by Global Association of Risk Professionals.

NON-EXECUTIVE DIRECTOR

Mr. Yiu Yu Cheung (“Mr. Yiu”), aged 37, was appointed as Non-executive Director on 8 September 2015. He obtained a Bachelor of Arts degree from Simon Fraser University in Canada in 2006 and a Master Degree in Business and Administration from University of Wales, Newport in 2015. Mr. Yiu has experience in banking and securities industry. Currently, he is a responsible officer of Baoqiao Partners Capital Limited.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Leung Ka Kit (“Dr. Leung”), aged 42, was appointed as Independent Non-executive Director on 10 June 2019. He obtained a doctorate degree and a master degree in education management at the Tarlac State University (太歷國立大學) in the year of 2013 and 2011 respectively. Dr. Leung also obtained a master degree of science in environmental science at the Hong Kong University of Science and Technology in 2009 and a bachelor degree of science in health and safety at Curtin University of Technology in 2006. Dr. Leung is the leading auditor for ISO9001 and ISO14001 quality management system and has almost 15 years of management experience in various multinational enterprises, focusing on nuclear power, thermal power, hydraulic engineering, quality management, environmental safety and comprehensive enterprise system management. Dr. Leung had been an executive director of Artgo Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 3313), from 8 June 2016 to 11 October 2019.

執行董事

曾慶寰先生(「曾先生」)，40歲，於二零一五年九月八日獲委任為本公司執行董事，其後則獲委任為數間附屬公司之董事。彼持有香港中文大學社會科學學士學位，以及香港城市大學理學碩士(金融學)學位。彼擁有逾18年之核數、會計、企業融資及遵例事務經驗。曾先生為香港會計師公會會員、香港特許秘書公會會員以及英國特許秘書及行政人員公會會員。彼亦獲全球風險管理專業人士協會授予金融風險管理師頭銜。

非執行董事

姚宇翔先生(「姚先生」)，37歲，於二零一五年九月八日獲委任為非執行董事。彼於二零零六年取得加拿大西門菲沙大學之文學士學位及於二零一五年取得University of Wales, Newport工商管理碩士學位。姚先生擁有豐富之銀行及證券業經驗。彼目前為寶橋融資有限公司之負責人員。

獨立非執行董事

梁迦傑博士(「梁博士」)，42歲，於二零一九年六月十日獲委任為獨立非執行董事。彼先後於二零一三年及二零一一年獲太歷國立大學頒授教育管理博士學位及碩士學位。梁博士亦分別於二零零九年及二零零六年取得香港科技大學理學(環境科學)碩士學位及科廷科技大學(Curtin University of Technology)理學(健康與安全)學士學位。梁博士為ISO9001及ISO14001質量管理體系主任審核員，並擁有近15年跨國企業管理經驗，專注於核電、火電、水利工程、質量管理、環境安全及綜合企業體系管理。梁博士自二零一六年六月八日至二零一九年十月十一日擔任雅高控股有限公司執行董事，該公司股份於聯交所主板上市(股份代號：3313)。

Directors and Senior Management Profile

董事及高級管理層履歷

Mr. William Keith Jacobsen (“Mr. Jacobsen”), aged 53, was appointed as Independent Non-executive Director on 8 September 2015. Mr. Jacobsen is currently the managing director of a corporation to advise on corporate finance matters. Mr. Jacobsen is a non-executive director of Huge China Holdings Limited (stock code: 428) and an independent non-executive director of abc Multiactive Limited (stock code: 8131). He was an independent non-executive director of Sustainable Forest Holdings Limited (stock code: 723) from 11 January 2013 to 29 December 2017, a non-executive director of Ping An Securities Group (Holdings) Limited (stock code: 231) from 12 August 2015 to 30 September 2016, an executive director of Auto Italia Holdings Limited (formerly known as Wo Kee Hong (Holdings) Limited (stock code: 720) from 1 January 2012 to 16 October 2015, and also an independent non-executive director of King Stone Energy Limited (stock code: 663), Qingdao Holdings International Limited (stock code: 499), E-Rental Car Company Limited (stock code: 1822) and China Financial Leasing Group Limited (stock code: 2312) for the period from 26 September 2008 to 30 September 2011, from 20 June 2008 to 27 September 2014, from 7 January 2013 to 29 August 2014 and from 1 February 2013 to 30 April 2015 respectively. He obtained a Bachelor of Laws degree from the University of Hong Kong and a Master of Business Administration from the University of British Columbia.

葉偉其先生(「葉先生」)，53歲，於二零一五年九月八日獲委任為獨立非執行董事。葉先生現時為一間就企業融資事宜提供意見之持牌法團之董事總經理。葉先生為匯嘉中國控股有限公司(股份代號：428)之非執行董事；亦為辰罡科技有限公司(股份代號：8131)之獨立非執行董事。於二零一三年一月十一日至二零一七年十二月二十九日期間，彼曾為永保林業控股有限公司(股份代號：723)之獨立非執行董事。於二零一五年八月十二日至二零一六年九月三十日期間，彼曾為平安證券集團(控股)有限公司(股份代號：231)之非執行董事。於二零一二年一月一日至二零一五年十月十六日期間，彼曾為意達利控股有限公司(前稱和記行(集團)有限公司，股份代號：720)之執行董事，而於二零零八年九月二十六日至二零一一年九月三十日、二零零八年六月二十日至二零一四年九月二十七日、二零一三年一月七日至二零一四年八月二十九日及二零一三年二月一日至二零一五年四月三十日各期間，彼亦分別為金山能源集團有限公司(股份代號：663)、青島控股國際有限公司(股份代號：499)、宜租互聯網租車有限公司(股份代號：1822)及中國金融租賃集團有限公司(股份代號：2312)之獨立非執行董事。彼取得香港大學法律學士學位及加拿大英屬哥倫比亞大學工商管理碩士學位。

Directors and Senior Management Profile

董事及高級管理層履歷

Mr. Chan Chiu Hung Alex (“Mr. Chan”), aged 53, was appointed as Independent Non-executive Director on 31 March 2016. He graduated from the Hong Kong Baptist University with a bachelor of business administration (honours) degree in finance in 1990. He completed an advanced diploma in specialist taxation with the Hong Kong Institute of Certified Public Accountants in December 2012 and was admitted as an associate with the Institute of Chartered Accountants in England and Wales. Mr. Chan is currently a fellow of the Institute of Chartered Secretaries and Administrators, a fellow of the Hong Kong Institute of Chartered Secretaries, a fellow of the Association of Chartered Certified Accountants and an associate of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has 18 years of experience in accounting, financial management and regulatory compliance of various industries listed in Hong Kong and Singapore. He was an independent non-executive director of Hangkan Group Limited (Stock code: 8331) for the period from 12 December 2015 to 18 December 2017, an independent non-executive director of Great Wall Belt & Road Holdings Limited (Stock code: 524) for the period from 25 February 2015 to 17 May 2017 and an independent non-executive director of Asia Television Holdings Limited (Stock code: 707), for the period from March 2015 to October 2015. Currently, Mr. Chan is an independent non-executive director of Royal Century Resources Holdings Limited (Stock code: 8125).

SENIOR MANAGEMENT

Ms. Chan Sin Mei, Garfield (“Ms. Chan”), aged 49, is the General Manager of our recruitment advertising division. She rejoined the Group in October 2014. Ms. Chan is responsible for the recruitment and display advertising business of the Group. Ms. Chan has over 25 years of experience in the advertising industry. Ms. Chan was the Account Director of the Group’s recruitment advertising division during the period from 9 April 1992 to July 2002. She was the Associate Sales Director of Careertimes Online Limited before joining the Group.

陳釗洪先生(「陳先生」)，53歲，於二零一六年三月三十一日獲委任為獨立非執行董事。彼於一九九零年自香港浸會大學畢業，取得工商管理(榮譽)學士學位，主修金融。彼於二零一二年十二月完成香港會計師公會專業稅務高級文憑，並獲接納為英格蘭及威爾士特許會計師協會會員。陳先生目前為英國特許秘書及行政人員公會資深會員、香港特許秘書公會資深會員、英國特許公認會計師公會資深會員及香港會計師公會會員。陳先生擁有18年有關在香港及新加坡上市之不同行業公司之會計、財務管理及監管遵例經驗。於二零一五年十二月十二日至二零一七年十二月十八日期間，彼曾為恆勤集團有限公司(股份代號：8331)獨立非執行董事，而於二零一五年二月二十五日至二零一七年五月十七日期間，彼曾為長城一帶一路控股有限公司(股份代號：524)獨立非執行董事。於二零一五年三月至二零一五年十月期間，彼曾為亞洲電視控股有限公司(股份代號：707)之獨立非執行董事。陳先生目前為仁德資源控股有限公司(股份代號：8125)之獨立非執行董事。

高級管理層

陳善美女士(「陳女士」)，49歲，為本集團招聘廣告部門之總經理。彼於二零一四年十月再度加入本集團。陳女士負責本集團之招聘及顯示廣告業務。陳女士擁有逾25年之廣告業經驗。陳女士於一九九二年四月九日至二零零二年七月期間擔任本集團招聘廣告部門之客戶經理。彼於加入本集團前曾擔任Careertimes Online Limited之助理業務總監。

Directors' Report

董事會報告

The Directors present their annual report and the audited financial statements of the Company and the Group for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services. The activities of its principal subsidiaries are set out in note 38 to the consolidated financial statements.

BUSINESS REVIEW AND PERFORMANCE

A fair review of the Group's businesses comprising analysis of the Group performance during the year under review using financial key performance indicators, description of the principal risks and uncertainties facing the Group, are set out in the section of "Management Discussion and Analysis" in this annual report. The Group is looking for quality investment opportunities on an on-going basis and will make announcements where appropriate.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 83 to 84.

DIVIDENDS

The Directors did not recommend any final dividend for the year ended 31 December 2019 (2018: nil).

RESERVES

Details of movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on pages 87 to 88 and note 35 to the consolidated financial statements respectively.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on pages 217 to 218 of the annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in the property, plant and equipment of the Group are set out in note 16 to the consolidated financial statements.

董事謹此提呈彼等之年報及本公司及本集團截至二零一九年十二月三十一日止年度之經審核財務報表。

主要業務

本公司為投資控股公司，並提供企業管理服務。本公司旗下各主要附屬公司之業務載於綜合財務報表附註38。

業務回顧及表現

有關本集團業務之中肯審視（包括採用財務表現關鍵指標對本集團於回顧年度內表現之分析及本集團面對之主要風險及不確定性之闡述）載於本年報「管理層討論與分析」一節。本集團目前正在按持續基準尋找投資良機，並將在適當的情況下刊發公佈。

業績及分配

本集團截至二零一九年十二月三十一日止年度之業績載於第83至84頁之綜合損益及其他全面收益表。

股息

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

儲備

本集團及本公司儲備於本年度之變動詳情分別載於第87至88頁之綜合權益變動表及綜合財務報表附註35。

財務摘要

本集團於過往五個財政年度之業績及資產負債狀況概述於年報第217至218頁。

物業、廠房及設備

本集團旗下物業、廠房及設備於本年度之變動詳情載於綜合財務報表附註16。



Directors' Report

董事會報告

SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 33 to the consolidated financial statements.

FUND RAISING ACTIVITIES

Please refer to "Fund Raising Activity" under section "Capital Structure".

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Byelaws or the laws of Bermuda, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2019, the Company did not purchase, redeem or sell any of the Company's listed securities.

DIRECTORS

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

Executive Directors

Mr. Tsang Hing Bun

Mr. Liu Gary Wei (resigned as executive director and chief executive officer on 23 January 2019)

Non-Executive Directors

Mr. Yiu Yu Cheung

Independent Non-Executive Directors

Dr. Leung Ka Kit (appointed on 10 June 2019)

Mr. William Keith Jacobsen

Mr. Chan Chiu Hung, Alex

Mr. Chan Siu Lun (retired on 10 June 2019)

股本

本公司股本於本年度之變動詳情載於綜合財務報表附註33。

集資活動

請參閱「資本結構」項下「集資活動」一節。

優先購股權

本公司公司細則或百慕達法律中並無優先購股權規定，使本公司須按比例向現有股東提呈發售新股份。

購買、贖回或出售本公司上市證券

截至二零一九年十二月三十一日止年度，本公司概無購買、贖回或出售本公司任何上市證券。

董事

於本年度及直至本報告日期，本公司之董事如下：

執行董事

曾慶贊先生

劉維先生(於二零一九年一月二十三日辭任
執行董事兼行政總裁)

非執行董事

姚宇翔先生

獨立非執行董事

梁迦傑博士(於二零一九年六月十日獲委任)

葉偉其先生

陳釗洪先生

陳肇倫先生(於二零一九年六月十日退任)

In accordance with No. 86(2) of the Company's bye-laws, Dr. Leung Ka Kit shall hold the office until the next annual general meeting and, being eligible, offer himself for re-election. In accordance with No. 87 of the Company's bye-laws, Mr. Yiu Yu Cheung and Mr. William Keith Jacobsen will retire at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

Each of the non-executive director has entered into a service agreement and each of independent non-executive directors has entered into an appointment letter with the Company for a specific term and is subject to termination by either party giving not less than three months' prior written notice to another.

None of the directors being proposed for re-election at the forthcoming annual general meeting has any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

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

根據本公司公司細則第86(2)條，梁迦傑博士之任期至下屆股東週年大會屆滿，彼符合資格並將膺選連任。根據本公司公司細則第87條，姚宇翔先生及葉偉其先生將於應屆股東週年大會上退任，彼等符合資格並將膺選連任。

董事之服務合約

每位非執行董事已與本公司訂立服務協議而每位獨立非執行董事已與本公司訂立委任函，當中訂有指定任期並可由任何一方透過向另一方發出不少於三個月之事先書面通知而終止。

擬在應屆股東週年大會上參加連任選舉之董事，概無與本公司或其任何附屬公司簽訂任何服務合約規定本集團若不支付法定賠償以外之賠償則不可在一年內終止有關合約。

董事及最高行政人員於本公司股份及相關股份之權益及淡倉

於二零一九年十二月三十一日，本公司之董事及最高行政人員於本公司或任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中，擁有按本公司根據證券及期貨條例第352條之規定所存置之登記冊所記錄之權益及淡倉，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉如下：

Directors' Report

董事會報告

Interests in the Company – Long position in shares of the Company

本公司之權益 – 於本公司股份之好倉

Name	Nature of Interest	Number of Shares	Approximate Percentage in the Issued Share Capital of the Company
姓名	權益性質	股份數目	佔本公司已發行股本之概約百分比
Mr. YIU Yu Cheung 姚宇翔先生	Beneficial owner 實益擁有人	3,330,000	0.75%
Mr. TSANG Hing Bun 曾慶贊先生	Beneficial owner 實益擁有人	500,000	0.11%

Save as disclosed above, as at 31 December 2019, neither of the Directors nor the chief executives of the Company had interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept under section 352 of the SFO; or (iii) had to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一九年十二月三十一日，概無董事或本公司最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例之相應條文被視為及當作擁有之權益及淡倉）；或(ii)已記入根據證券及期貨條例第352條須予存置之登記冊內之權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所之權益或淡倉。

SHARE OPTIONS

The Company maintained a share option scheme during the year. The share option scheme adopted by the Company on 13 July 2007 (“Old Scheme”) was terminated on 29 December 2015 and replaced by a new share option scheme (the “Scheme”) adopted on the same date.

The purpose of the Scheme is to enable the Group to grant options to eligible participants as incentives or rewards for their contribution to the Group. Eligible participants of the Scheme include, without limitation, any persons who are employees, officers, agents, consultants or representatives of the Group. The Scheme became unconditional upon the Stock Exchange granting on 5 January 2016 the approval of the listing of and the permission to deal in the shares falling to be issued pursuant to the exercise of any options to be granted under the Scheme and, unless otherwise cancelled or amended, shall remain in for 10 years from the adoption date.

購股權

本公司於年內設有一項購股權計劃。本公司於二零零七年七月十三日採納之購股權計劃（「舊計劃」）已於二零一五年十二月二十九日終止並由同日採納之新購股權計劃（「該計劃」）代替。

該計劃旨在令本集團能夠向合資格參與者授出購股權，以激勵或獎勵其為本集團所作貢獻。該計劃之合資格參與者包括（但不限於）本集團之僱員、高級職員、代理、顧問或代表。該計劃待聯交所於二零一六年一月五日批准根據行使該計劃項下授出之任何購股權而將予發行之股份上市及准予買賣時成為無條件，除非經註銷或修訂，否則於採納日期起10年內有效。

The maximum number of shares issuable under share options to each eligible participant in the Scheme and the other scheme (if any) in any 12-month's period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of share options to any eligible participant in excess of this limit is subject to shareholders' approval in a general meeting. The total number of shares which may be issued upon exercise of all share options to be granted under the Scheme and the other schemes (if any) must not in aggregate exceed 10% of the shares of the Company in issue (the "10% Limit") as at 29 December 2015, being the date of passing the resolution by the shareholders at the special general meeting approving and adopting the Scheme. The Company may seek approval of its shareholders in a general meeting to refresh the 10% Limit at any time in accordance with the Listing Rules.

The maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and other schemes (if any) shall not exceed 30% of the share capital of the Company in issue from time to time. The making of an offer to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who or whose associate is a proposed grantee of the share options).

In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company or any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of the offer) in excess of HK\$5,000,000, within any 12-month's period, are subject to the shareholders' approval in a general meeting in accordance with the Listing Rules.

於任何12個月期間，根據該計劃以及其他計劃(如有)授予各合資格參與者之購股權可予發行股份最高數目不得超過本公司當時已發行股本之1%。向任何合資格參與者進一步授出超越此限額之購股權須先獲股東於股東大會上批准。根據該計劃以及其他計劃(如有)將予授出之所有購股權獲行使時可予發行之股份總數，合共不得超過本公司於二零一五年十二月二十九日(即股東於股東特別大會通過批准及採納該計劃之決議案之日期)已發行股份之10%(「10%上限」)。本公司可隨時按照上市規則於股東大會上尋求其股東批准更新10%上限。

因行使合資格參與人根據該計劃及其他計劃(如有)授出所有尚未行使惟將予行使之購股權可能配發及發行之股份合共最多不得超過本公司不時已發行股本30%。向任何董事、本公司之最高行政人員或主要股東、或彼等各自之任何聯繫人士作出要約須先獲獨立非執行董事(不包括彼或其聯繫人士為購股權之建議承授人之任何獨立非執行董事)批准。

此外，於任何12個月期間內，向本公司之主要股東或獨立非執行董事、或彼等各自之任何聯繫人士授出超逾本公司當時已發行股份之0.1%，或總值(按本公司股份於授出日期之收市價計算)超逾5,000,000港元之購股權須遵照上市規則於股東大會上獲股東批准。



Directors' Report 董事會報告

Any offer may be accepted by an eligible participant in respect of less than the number of shares which are offered provided that such number is clearly stated in the duplicate letter comprising acceptance of the offer duly signed by such eligible participants and received by the Company together with a remittance in favour of the Company of HK\$1.00 (which shall not be later than 21 days from the offer date). The exercise price of the share options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations on the offer date; (ii) the average closing price of Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the offer date; and (iii) the nominal value of the Company's shares.

On 5 April 2016, a total of 6,660,000 share options to subscribe for ordinary shares of par value HK\$0.2 each of the Company were granted to Mr. Tsang Hing Bun, Executive Director and Mr. Yiu Yu Cheung, Non-executive Director where each of them was granted 3,330,000 share options at the exercise price of HK\$1.99 each. Each share option was eligible for subscription of one share of the Company. The share options were exercisable from 5 April 2016 to 4 April 2019 and had no vesting period. For the year ended 31 December 2019, 2,830,000 share options were lapsed and no share options were granted, exercised or cancelled. As at 31 December 2019, no share options were outstanding.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, the following parties (in addition to the Directors and chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which were recorded in the register of interests required to be kept by the Company under section 336 of the SFO:

合資格參與者可就少於要約建議之股份數目接納任何要約建議，惟該數目必須清楚載於本公司於要約建議可能註明之時間(不得遲於要約日期起計21日)接獲該合資格參與者妥為簽署之要約建議接納函件副本，連同支付予本公司之匯款1.00港元。購股權之行使價由董事釐定不可低於(i)本公司股份於要約日期在聯交所每日報價上所報之收市價；(ii)本公司股份於緊接要約日期前五個交易日聯交所每日報價表上所報之平均收市價；及(iii)本公司股份之面值(以最高者為準)。

於二零一六年四月五日，合共6,660,000份購股權(可用作認購本公司每股面值0.2港元之普通股)授予執行董事曾慶贊先生及非執行董事姚宇翔先生，各人均獲授出3,330,000份行使價為每股1.99港元之購股權。每份購股權可用作認購一股本公司股份。購股權可於二零一六年四月五日至二零一九年四月四日期間行使，不設歸屬期。截至二零一九年十二月三十一日，2,830,000份購股權已失效及並無購股權授出、獲行使或註銷。於二零一九年十二月三十一日，概無購股權尚未行使。

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一九年十二月三十一日，以下人士(不包括董事及本公司之最高行政人員)於本公司之股份或相關股份中，擁有本公司根據證券及期貨條例第336條須予存置之權益登記冊所記錄之權益或淡倉：

Long position in shares of the Company

本公司股份之好倉

Name	Nature of Interest	Number of Shares	Approximate Percentage in the Issued Share Capital of the Company
名稱	權益性質	股份數目	佔本公司已發行股本之概約百分比
Upsky Global Limited (Note 1) 立天環球有限公司(附註1)	Beneficial owner 實益擁有人	95,037,657	21.28%
Champion Ease Group Limited (Note 2) 冠逸集團有限公司(附註2)	Beneficial owner 實益擁有人	74,000,000	16.57%
Polaris Investment Management Limited (Note 3)(附註3)	Beneficial owner 實益擁有人	50,248,828	11.25%

Notes:

1. Upsky Global Limited is wholly and beneficially owned by Mr. Chen Jiajun.
2. Champion Ease Group Limited is interested as to 50% by each of Ms. Zhan Meiqing and Mr. Liu Guoliang.
3. Polaris Investment Management Limited is wholly and beneficially owned by Mr. Liu Gary Wei.

附註：

1. 立天環球有限公司由陳家俊先生全資實益擁有。
2. 冠逸集團有限公司由詹美清女士及劉國梁先生各自擁有50%之權益。
3. Polaris Investment Management Limited由劉維先生全資實益擁有。

Save as disclosed above, as at 31 December 2019, the Directors are not aware of any persons (other than the Directors or chief executive of the Company) have interests or short positions in the shares or underlying shares of the Company which were recorded in the register of interests required to be kept by the Company under section 336 of the SFO.

除上文所披露者外，於二零一九年十二月三十一日，董事並不知悉任何人士（董事或本公司最高行政人員除外）於本公司之股份或相關股份中擁有權益或淡倉，而已記入本公司根據證券及期貨條例第336條須予存置之權益登記冊中。

Directors' Report

董事會報告

CONNECTED TRANSACTIONS

On 9 June 2017, the Company entered into a tenancy agreement together with Kingkey Enterprise Hong Kong Limited ("Kingkey Enterprise") as joint tenant with an independent third party as landlord to rent an office premise in Wan Chai for a period of three years from 16 May 2017 to 15 May 2020. Since Kingkey Enterprise is wholly owned by Mr. Chen Jiarong, the former Chairman and a current substantial shareholder of the Company, the signing of the tenancy agreement constitutes a connected transaction which, under the applicable percentage ratio under the Listing Rules is more than 0.1% and less than 5%, is subject to reporting, annual review and announcement but exempt from circular (including independent financial advice) and independent shareholders' approval requirement.

CONTINUING CONNECTED TRANSACTIONS

On 24 January 2019, the Company entered into a licensing agreement (the "Licence Agreement") with Kingkey Enterprise (as Licensors) and UKF Management Limited (as Licensee), a wholly owned subsidiary of UKF (Holdings) Limited ("UKF"), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are primary listed on the Main Board of the Stock Exchange (Stock Code: 1468), where the Licensors agreed to lease certain areas of the office premises of 44/F, Officer Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong To Licensee for the period from 24 January 2019 to 15 May 2020 (both days inclusive), at a monthly rent HK\$580,000 (exclusive of Government rates, management fee and air-conditioning charges). The annual cap of the said leasing for the Company for the year ended 31 December 2019 and year ending 31 December 2020 is HK\$6,600,000 and HK\$2,700,000 respectively.

The terms of the Licence Agreement were negotiated on an arm's length basis and the rental chargeable under the Licence Agreement was determined after taking into account the prevailing market rental rates as advised by an independent surveyor engaged by the Company. The Directors (including the independent non-executive Directors) considered that the Licence Agreement was entered into in the ordinary and usual course of business of the Company, and its terms are on normal commercial terms and are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole.

關連交易

於二零一七年六月九日，京基實業香港有限公司（「京基實業」）及本公司（作為聯名承租人）與一名獨立第三方（作為業主）就二零一七年五月十六日起至二零二零年五月十五日止三年期間租賃灣仔一棟辦事處物業訂立租賃協議。由於京基實業由本公司前主席及現任主要股東陳家榮先生全資擁有，故訂立租賃協議構成本公司之關連交易。由於根據上市規則計算最高適用百分比率高於0.1%，但低於5%，因此根據租賃協議擬進行之交易須遵守申報、年度審閱及公佈規定，但獲豁免遵守通函（包括獨立財務意見）及獨立股東批准之規定。

持續關連交易

於二零一九年一月二十四日，本公司與京基實業（作為特許人）及英裘企業管理有限公司（作為獲特許人，英裘（控股）有限公司（「英裘」），於開曼群島註冊成立之有限公司，其已發行股份於聯交所主板第一上市（股份代號：1468）之全資附屬公司）訂立特許協議（「特許協議」），據此，特許人同意於二零一九年一月二十四日至二零二零年五月十五日（包括首尾兩日）期間向獲特許人租出香港灣仔港灣道1號會展廣場辦公大樓44樓之辦公室物業之若干面積，每月租金為580,000港元（不包括政府差餉、管理費及空調費）。截至二零一九年十二月三十一日止年度及二零二零年十二月三十一日止年度，本公司所述租賃的全年上限分別為6,600,000港元及2,700,000港元。

特許協議之條款乃按公平基準磋商，且根據特許協議收取之租金乃經考慮本公司委聘之獨立測量師所告知的現行市場租金後而釐定。董事（包括獨立非執行董事）認為，特許協議乃於本公司之日常及一般業務過程中訂立，且其條款按正常商業條款達成，屬公平合理，符合本公司及股東之整體利益。

As Kingkey Enterprise is wholly-owned by Mr. Chen Jiajun, the substantial Shareholder of the Company, holding 21.28% interest of the Company and also a substantial shareholder of UKF, therefore Kingkey Enterprise and UKF are connected persons of the Company. Accordingly, the transaction contemplated thereby constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio calculated under the Listing Rules in respect of the proposed annual cap under the Licence Agreement is more than 5% but less than 25% and the proposed annual cap is less than HK\$10,000,000, the transaction contemplated under the Licence Agreement is subject to reporting, annual review and announcement requirements but exempt from circular (independent financial advice) and approval of the Company's shareholders requirements pursuant to Rule 14A.76(2) of the Listing Rules.

Save as disclosed above, during the year ended 31 December 2019, the Group has not entered into any connected transactions or continuing connected transaction for the year which are required to disclose pursuant to Chapter 14A of the Listing Rules. Meanwhile, the Company has the necessary internal controls in place to ensure that the terms of all connected or continuing connected transactions, if any, are fair and reasonable and in the interest of the Company and Shareholders as a whole.

MAJOR SUPPLIERS AND CUSTOMERS

The top five suppliers in aggregate and the single largest supplier of the Group accounted for approximately 100% and 100% of the Group's total purchases in continuing operations for the year ended 31 December 2019 respectively.

The top five customers in aggregate and the single largest customer of the Group accounted for approximately 21% and 11% of the Group's total sales in continuing operations for the year ended 31 December 2019 respectively.

At no time during the year did a Director, an associate of a Director, within the meaning of the Listing Rules, or a shareholder of the Company which to the knowledge of the Directors owns more than 5% of the Company's share capital have any interest in the Group's five largest suppliers and five largest customers.

由於京基實業由本公司主要股東陳家俊先生全資擁有，彼持有本公司21.28%之權益，且為英裘之主要股東，故京基實業及英裘為本公司之關連人士。因此，根據上市規則第14A章，據此擬進行之交易構成本公司之關連交易。

由於根據上市規則計算有關特許協議下建議全年上限之最高適用百分比率超過5%但低於25%，而建議全年上限少於10,000,000港元，故根據上市規則第14A.76(2)條，特許協議項下擬進行之交易須遵守申報、年度審閱及公佈規定，惟獲豁免遵守通函(獨立財務意見)及本公司股東批准規定。

除上文所披露者外，於截至二零一九年十二月三十一日止年度，本集團於年內概無訂立任何須根據上市規則第14A章披露之任何關連交易或持續關連交易。與此同時，本公司已有必需之內部監控，確保所有關連交易或持續關連交易(如有)屬公平合理，並符合本公司及股東之整體利益。

主要供應商及客戶

本集團五名最大供應商合計及單一最大供應商分別佔本集團截至二零一九年十二月三十一日止年度持續經營業務之總採購額約100%及100%。

本集團五名最大客戶合計及單一最大客戶分別佔本集團截至二零一九年十二月三十一日止年度持續經營業務之總銷售額約21%及11%。

於年內任何時間，概無董事、董事之聯繫人士(定義見上市規則)或本公司之股東(據董事所知擁有本公司股本5%以上者)在本集團五名最大供應商及五名最大客戶中擁有任何權益。



Directors' Report

董事會報告

Key Relationships with Customers and Suppliers

The Group highly values the relationships with employees, customers and suppliers as they are the foundation of the Group's success.

Customers

The Group provides direct services/goods to customers and conduct surveys to interact with them to gain market insights and feedback. The Group allows a credit period from 7 to 120 days (2018: 7 to 120 days) to its customers. The Group also continuously evaluates the credit risk of its customers to ensure appropriateness of the amount of credit granted. Credit terms are extended to customers based on the evaluation of individual customer's financial conditions. No significant recoverability problem is identified subsequent to the reporting period.

Suppliers

The Group has either long established suppliers or suppliers from well-known enterprises to ensure that they are able to deliver the goods/services as requested. Furthermore, the Company has formulated anti-bribery policies for all staff to comply.

FUTURE PROSPECTS & DEVELOPMENT

Hong Kong has become inseparable from China in all aspects, including economic and political. In order words, Hong Kong's economy is highly correlated to China's economy. The recent signing of the first phase trade deal between the United States and China represents a pause of the trade dispute between the world's two largest economic entities which sweeps away one of the most material uncertainties to Hong Kong. Following the social movement becoming calmer, it is expected that the labour market in Hong Kong will become active in 2020. On the other hand, the Company is open to any suitable but quality opportunities in order to generate more revenue and hopefully net profit.

COMPETING INTERESTS

As at 31 December 2019, no Directors have involved in competing business or have interests in companies engaging in competing business with the Group.

與客戶及供應商之主要關係

本集團高度重視與僱員、客戶及供應商之關係，視彼等為本集團賴以成功之基礎。

客戶

本集團直接向客戶提供服務／貨品，並通過調查與客戶互動，收集市場分析及回饋。本集團給予其貿易客戶7天至120天(二零一八年：7天至120天)之信貸期。本集團亦不斷評估其客戶之信貸風險，以確保授出之信貸額適當。本集團按個別客戶之財務狀況的評估給予客戶信貸條款。報告期間後並無發現任何重大可收回性問題。

供應商

本集團之供應商乃具長久歷史或知名度之企業，確保彼等能按要求交付貨品／服務。此外，本公司亦已制訂反賄賂政策，以供所有員工遵守。

未來前景及發展

香港在包括經濟和政治等不同方面均與中國密不可分。換言之，香港的經濟與中國的經濟唇齒相依。中美最近簽署的第一階段貿易協議意味著全球兩大經濟體暫停貿易糾紛，為香港消除了其中一項最重大的不明朗因素。隨着社會運動趨向平靜，預期二零二零年香港的勞動市場將變得活躍。另一方面，本公司樂於接受任何合適且優質的機會，以產生更多收益並期望錄得純利。

具競爭性權益

於二零一九年十二月三十一日，並無董事涉及構成競爭的業務或於從事與本集團構成競爭的業務之公司中擁有權益。

INTERESTS IN SIGNIFICANT CONTRACTS

As far as the Directors are aware, at no time during the year had the Company or any of its subsidiaries, and the controlling shareholders or any of its subsidiaries entered into any contracts of significance or any contracts of significance for the provision of services by the Directors or controlling shareholders or any of their subsidiaries to the Company or any of its subsidiaries.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company and any of its subsidiaries of the Company and its associated corporations a party to any arrangement to enable the Directors or chief executive or any of their spouse or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

ARRANGEMENTS TO PURCHASE SHARES

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

SUFFICIENCY OF PUBLIC FLOAT

Throughout the year ended 31 December 2019 and as at the date of this annual report, based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company maintained a sufficient prescribed public float of more than 25% of the Company's issued shares as required under the Listing Rules.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

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. The Company considers all of the Independent Non-Executive Directors are independent.

CORPORATE GOVERNANCE

A report on the corporate governance practices adopted by the Company is set out on pages 29 to 41 of the annual report.

於重大合約之權益

就董事所知，於年內任何時間，本公司或其任何附屬公司以及控股股東或其任何附屬公司均未曾訂立任何重大合約或就董事或控股股東或彼等之任何附屬公司向本公司或其任何附屬公司提供服務訂立任何重大合約。

董事收購股份或債券的權利

於年內任何時間，本公司及其任何附屬公司及相關法團概無訂立任何安排，使董事或最高行政人員或其任何配偶或未滿18歲子女可藉收購本公司或任何其他法人團體之股份或債券而獲益。

購買股份之安排

於年內任何時間，本公司或其附屬公司或同系附屬公司概無訂立任何安排，使董事可藉著購入本公司或任何其他法人團體之股份而獲益。

充足公眾持股量

截至二零一九年十二月三十一日止整個年度及於本年報日期，根據本公司從公開途徑所得的資料及據董事所知，董事確認，本公司一直維持上市規則所規定的公眾持股量（佔本公司已發行股份超過25%）。

獨立非執行董事之任命

本公司確認已接獲其每位獨立非執行董事根據上市規則第3.13條確認其獨立身份之年度確認書，而本公司亦認為全體獨立非執行董事屬於獨立人士。

企業管治

有關本公司所採納之企業管治常規的報告載於年報第29至41頁。

Directors' Report

董事會報告

ENVIRONMENTAL POLICIES AND COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

Please refer section "Environmental, Social and Governance Report" below for details. No material impact of the relevant laws and regulations in relation to environment is identified on business operations.

EMPLOYEES AND EMOLUMENT POLICY

As at 31 December 2019, the Group had 50 employees (2018: 60). The pay scale of the Group's employees is maintained at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system. Other employees' benefits include provident fund, insurance and medical cover.

Key Relationship with Employees

The Company strictly complies with all the applicable rules and regulations in relation to employment, to name a few, the Employment Ordinance, Mandatory Provident Fund Ordinance and Personal Data (Privacy) Ordinance, etc. The Group has purchased all necessary insurance and made monthly contributions for its staff and has measures in place endeavored to protect all staff's personal information. There are channels for staff to express their opinions with regard to their work. Moreover, the Group also strives to provide a safe, healthy and harmonious workplace with fair and equal opportunities for staff of both genders.

EVENTS AFTER REPORT DATE

No significant events occurred after the financial year ended 31 December 2019.

AUDITOR

A resolution will be proposed at the forthcoming annual general meeting to re-appoint BDO Limited as auditor of the Company.

On behalf of the Board

Tsang Hing Bun
Executive Director

Hong Kong, 27 March 2020

環境政策及遵守相關法律及規例

詳情請參閱下文「環境、社會及管治報告」一節。本公司並無發現與環境有關之相關法律及規例對業務營運造成重大影響。

僱員及酬金政策

於二零一九年十二月三十一日，本集團聘用50名員工（二零一八年：60名）。本集團僱員之薪級具競爭力，而僱員亦會根據本集團整體之薪金及花紅制度架構，因應個別之表現獲得獎勵。其他僱員福利包括公積金、保險及醫療保障。

與僱員之主要關係

本公司嚴格遵守所有有關僱傭之所有適用規則與規例，例如是僱傭條例、強制性公積金條例及個人資料（私隱）條例等。本集團已為其員工購買所有必須之保險並作每月供款，並有措施致力保障所有員工之個人資料。員工可透過不同渠道就發表有關其工作之意見。此外，本集團亦致力提供安全、健康及和諧之工作環境，對各性別之員工提供公平及平等之機會。

報告日後事項

於截至二零一九年十二月三十一日止財政年度後並無發生任何重大事項。

核數師

本公司將於應屆股東週年大會上提呈決議案，續聘香港立信德豪會計師事務所有限公司為本公司之核數師。

代表董事會

執行董事
曾慶贊

香港，二零二零年三月二十七日

Corporate Governance Report

企業管治報告

The Group has adopted practices which meet the Corporate Governance Code and Corporate Governance Report for the year (the “Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The report describes its corporate governance practices, explains the applications of the principles of the Code and deviations, if any.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors’ securities transactions. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with the required standard as set out in the Model Code regarding securities transactions by the Directors throughout the year ended 31 December 2019.

BOARD OF DIRECTORS

The Board currently comprises five Directors, of whom one is an Executive Director, one is a Non-executive Director and three are Independent Non-executive Directors. The Board has in its composition a balance of skills and experience necessary for decision making and fulfilling its business needs. The participation of non-executive Directors in the Board brings independent judgement on issues relating to the Group’ strategy, performance, conflicts of interest and management process to ensure that the interests of all shareholders of the Company have been duly considered.

The Board considers that all of the Independent Non-executive Directors are independent and has received from each of them the annual confirmation of independence by the Listing Rules.

本集團於本年度已採納符合香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載之企業管治守則及企業管治報告(統稱為「該守則」)之常規。本報告描述本集團之企業管治常規，並解釋應用及偏離該守則之原則之處(如有)。

董事之證券交易

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易之行為守則。本公司經向所有董事明確查詢後，並無發現於截至二零一九年十二月三十一日止整個年度有不遵守董事進行證券交易之標準守則所載的必守準則之情況。

董事會

董事會目前由五位董事組成，其中一位為執行董事，一位為非執行董事及三位為獨立非執行董事。董事會之組成具備為作決策及符合其業務需要所必須的技能和經驗之均衡搭配。非執行董事參與董事會，為有關本集團之策略、表現、利益衝突及管理程序等事項提供獨立判斷，以確保本公司全體股東之利益得到充份考慮。

董事會認為所有獨立非執行董事均為獨立人士，並已接獲每位獨立非執行董事根據上市規則規定發出之年度獨立身份確認書。



Corporate Governance Report

企業管治報告

The Board members during the year ended 31 December 2019 were:

Executive Directors

Mr. Tsang Hing Bun
Mr. Liu Gary Wei (resigned on 23 January 2019)

Non-Executive Directors

Mr. Yiu Yu Cheung

Independent Non-Executive Directors

Dr. Leung Ka Kit (appointed on 10 June 2019)
Mr. Chan Siu Lun (retired on 10 June 2019)
Mr. William Keith Jacobsen
Mr. Chan Chiu Hung, Alex

The Board is responsible for the approval and monitoring of the Group's overall strategies and policies; approval of business plans; evaluating the performance of the Group and oversight of management. It is also responsible for promoting the success of the Company and its businesses by directing and supervising the Company's affairs.

The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group. The Board delegates day-to-day operations of the Group to Executive Directors and senior management of every business segment, while reserving certain key matters for its approval.

Decisions of the Board are communicated to the management through Executive Directors who have attended Board meetings.

The Company had arranged for appropriate liability insurance for the Directors and officers of the Group for indemnifying their liabilities arising from corporate activities.

During the year, all Directors have been provided, on a monthly basis, with the Group's management information updates to give them aware of the Group's affairs and facilitates them to discharge their duties under the relevant requirements of the Listing Rules.

於截至二零一九年十二月三十一日止年度之董事會成員為：

執行董事

曾慶贊先生
劉維先生(於二零一九年一月二十三日辭任)

非執行董事

姚宇翔先生

獨立非執行董事

梁迦傑博士(於二零一九年六月十日獲委任)
陳肇倫先生(於二零一九年六月十日退任)
葉偉其先生
陳釗洪先生

董事會負責批准及監察本集團之整體策略及政策；批准業務計劃；評估本集團之表現及管理層之監管。董事會亦負責透過指導及監察本公司之事務來促進本公司及其業務之成功發展。

董事會專注於整體策略及政策，尤其著重本集團之增長及財務表現。董事會將本集團之日常營運工作交予執行董事及各業務分部之高級管理層處理，同時保留若干主要事項由其批准。

董事會透過出席董事會會議之執行董事向管理層傳達其決定。

本公司已為本集團之董事及高級人員投購適當之責任保險，以對彼等因企業活動而產生之責任提供彌償。

年內，全體董事每月均獲本集團管理層提供有關本集團之最新資料，以便彼等掌握本集團之事務狀況及履行彼等於上市規則相關規定下的職責。

Corporate Governance Report

企業管治報告

There were six Board meetings and one annual general meeting (“AGM”) but nil special general meetings held in 2019. Details of the attendance of each director are as follows:

於二零一九年曾舉行六次董事會會議及一次股東週年大會（「股東週年大會」），惟未曾召開股東特別大會。各董事之出席率詳情如下：

Directors 董事		Attended/Held 出席次數／會議次數	
		Board meeting 董事會會議	AGM 股東週年大會
Mr. Liu Gary Wei (Note 1)	劉維先生(附註1)	0/1	N/A 不適用
Mr. Tsang Hing Bun	曾慶贊先生	6/6	1/1
Mr. Yiu Yu Cheung	姚宇翔先生	6/6	1/1
Mr. William Keith Jacobsen	葉偉其先生	6/6	0/1
Mr. Chan Chiu Hung Alex	陳釗洪先生	6/6	1/1
Mr. Chan Siu Lun (Note 2)	陳肇倫先生(附註2)	4/4	0/1
Dr. Leung Ka Kit (Note 3)	梁迦傑博士(附註3)	1/1	N/A 不適用

Notes:

1. Mr. Liu Gary Wei resigned on 23 January 2019.
2. Mr. Chan Siu Lun retired on 10 June 2019.
3. Dr. Leung Ka Kit was appointed on 10 June 2019.

附註：

1. 劉維先生於二零一九年一月二十三日辭任。
2. 陳肇倫先生於二零一九年六月十日退任。
3. 梁迦傑博士於二零一九年六月十日獲委任。

Board minutes are kept by the Company Secretary and are open for inspection by the Directors. Every Board member is entitled to have access to materials and has unrestricted access to the advice and the Company Secretary, and has the right to seek external professional advice if so required.

董事會會議記錄由公司秘書保存並可供董事查閱。每名董事會成員均有權查閱資料，並可不受限制地得到公司秘書之意見及服務，並有權於需要時尋求外界專業意見。

DIRECTORS AND OFFICERS INSURANCE

Appropriate insurance covers on directors’ and officers’ liabilities have been in force to protect the Directors and officers of the Group from their risk exposure arising from the business of the Group.

董事及高級職員之保險

本公司已為本集團董事及高級職員購買合適之責任保險，就彼等因本集團業務承擔之風險提供保障。

ACCOUNTABILITY AND AUDIT

The Directors were responsible for overseeing the preparation of the financial statements for the year ended 31 December 2019.

問責及審核

董事負責監督截至二零一九年十二月三十一日止年度財務報表之編製。

The Directors’ responsibilities for the preparation of the financial statements and the auditor’s responsibility are set out in the “Independent Auditor’s Report”.

董事編製財務報表之責任及核數師之責任載於「獨立核數師報告」。

Corporate Governance Report

企業管治報告

INTERNAL AUDIT AND RISK MANAGEMENT

During the financial year, the Group has complied with principle C.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. Management is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties on an ongoing basis and an internal audit on the internal control and risk management systems performed on an annual basis. Main features of the risk management and internal control systems are described as follows:

Risk Management System

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

- Identification: identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- Evaluation: analyse the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- Management: consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

Based on the risk assessments conducted for the financial year, no significant risk was identified.

Internal Control System

The Board has overall responsibility for the internal controls of the Company. The Board is committed to implementing an effective and sound internal control system to safeguard the interest of the shareholders and the Group's assets. The implementation enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations.

The internal control system includes safeguard of the interest of shareholders and the Group's assets. The Board has delegated to management for the implementation of all relevant financial, operational, compliance controls and risk management function within a defined framework. During the year ended 31 December 2019, the Board has conducted a review of the system of internal control and no significant control deficiency was identified.

內部審核及風險管理

於本財政年度，本集團已透過建立合適及有效的風險管理及內部監控系統遵守企業管治守則第C.2條。管理層負責設計、實施及監管有關系統，而董事會持續監控管理層履行其職責，以及每年對內部監控及風險管理系統進行內部審核。風險管理及內部監控系統的主要特點描述如下：

風險管理系統

本集團採納風險管理系統（管理與其業務及營運有關的風險）。該系統包括以下階段：

- 識別：識別風險歸屬、商業目標及可影響所達致目標之風險。
- 評估：分析風險出現之可能性及影響，並相應評估風險組合。
- 管理：考慮應對風險之方式，確保與董事會有效溝通及持續監控殘餘風險。

根據於本財政年度進行之風險評估，並無發現任何重大風險。

內部監控制度

董事會對本公司內部監控負全責。董事會全力推行有效而穩健之內部監控制度，以保障股東權益及本集團之資產。推行內部監控制度令本集團可達致有關營運效率及效能、財務報告可靠性及遵守適用法律及法規之目標。

內部監控制度包括保障股東權益及本集團之資產。董事會已根據明確之架構授權管理層實行所有有關之財務、營運、遵例監控及風險管理職能。截至二零一九年十二月三十一日止年度，董事會已檢討內部監控制度，概無識別到監控方面之重大瑕疵。

Internal Audit

The Group performed an internal audit, on rotatory basis, on different business segments of the Group annually as well as reviewed the management or risks arisen from operations. No unusualness was found during the course of internal audit while the business risk profile was satisfactory.

According to the established plan, review of the risk management and internal control systems is conducted annually and the results are reported to the Board via Audit Committee afterwards. This could ensure the internal control system is effective.

Effectiveness of the Risk Management and Internal Control Systems

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

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

CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

Currently, the positions of Chairman and Chief Executive Officer have been vacant and the daily operation and management of the Company is monitored by the whole Board.

內部審核

本集團按年輪流就本集團不同業務分部進行內部審核，同時審視營運之管理及所致之風險。內部審核期間並無發現不正規情況，商業風險狀況亦令人滿意。

根據現有計劃，風險管理及內部監控系統乃每年進行一次檢討，檢討結果其後經審核委員會向董事會呈報。此舉確保內部監控行之有效。

風險管理及內部監控系統之效能

董事會對本集團內部監控及檢討其效能負全責，確保已每年檢討該等系統之效能。董事會在檢討時考慮多個層面，包括但不限於：(i) 自最近一次年度檢討以來，重大風險本質及程度之變化，以及本集團應對業務及外界變動之能力；(ii) 管理層對風險及內部監控系統持續監控的範圍及質素。

董事會透過其檢討及審核委員會作出之檢討，得出風險管理及內部監控系統有效而足夠之結論。然而，有關系統乃為管理風險而非消除無法達致業務目標的風險而設，且僅可就重大失實陳述或損失提供合理而非絕對之保證。董事會亦認為，有關資源、員工資質及相關員工之經驗充足，並已提供足夠的培訓項目及預算。

主席及行政總裁

現時主席及行政總裁的職位出現空缺，由整個董事會監察本公司的日常營運及管理。

Corporate Governance Report

企業管治報告

PROFESSIONAL DEVELOPMENT

Every newly appointed Director will be given an induction training so as to ensure that he/she has appropriate understanding of the Group's business and his/her duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements. The Group continuously updates Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are issued to Directors and senior management where appropriate, to ensure awareness of best corporate governance practices.

The Company also provides regular updates on the business development of the Group. The Directors are regularly briefed on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, the Company has been encouraging the Directors to enroll in professional development courses and seminars relating to the Listing Rules, Companies Ordinance and corporate governance practices organized by professional bodies chambers in Hong Kong. All directors are requested to provide the Company with their respective training records pursuant to the Code.

All Directors have participated in appropriate continuous professional development and refresh their knowledge and skills during the year. Such professional development was completed either by way of attending briefings, conference, forum, courses and seminars and self-reading which are relevant to the business or directors' duties.

CORPORATE GOVERNANCE FUNCTIONS

The Board has delegated the Group's corporate governance functions to Audit Committee. The principal functions include:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;

專業發展

每名新委任的董事將獲履新培訓，確保彼對本集團的業務及上市規則及相關法規及監管要求下其本身的職務及責任有適當了解。本集團持續為董事提供有關上市規則及其他適用監管規則最新發展之最新資料，確保董事遵守有關規則及提高董事對良好企業管治常規的意識。本集團亦向董事及高級管理層發出通函及指引（如適用），確保彼等了解最佳企業管治常規。

本公司亦定期提供本集團業務發展的最新資料。董事獲定期提供有關上市規則及其他適用法律規定的最新發展簡報，確保遵守及維持良好的企業管治常規。此外，本公司一直鼓勵董事參與由香港專業團體或商會舉辦，有關上市規則、公司條例及企業管治常規的專業發展課程及研討會。全體董事均須根據該守則之規定向本公司提供本身的培訓記錄。

全體董事於年內均已參加適當的持續專業發展，讓彼等的知識及技能與時並進。完成專業發展的方式包括出席有關業務或董事職務之簡報會、會議、論壇、課程及研討會以及閱讀相關資料。

企業管治功能

董事會已將本集團之企業管治功能轉授審核委員會負責。主要功能包括：

- (a) 制定及檢討本公司的企業管治政策及常規；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；

- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (e) to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

COMPANY SECRETARY

During the year ended 31 December 2019, the Company Secretary has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

REMUNERATION COMMITTEE

The Remuneration Committee comprises three Independent Non-executive Directors and one Non-executive Director, namely Mr. William Keith Jacobsen (Chairman), Dr. Leung Ka Kit, Mr. Chan Chiu Hung, Alex and Mr. Yiu Yu Cheung.

The terms of reference of the Remuneration Committee are posted on the Company's website. The principal functions include:

- to recommend to the Board on the Company's policies and structure for the remuneration of the Directors and senior management of the Group;
- to determine the remuneration packages of all Executive Directors and senior management of the Group;
- to review and approve the management's remuneration proposals with reference to corporate goals and objectives resolved by the Board from time to time.

The principal elements of executive remuneration package include basic salary, discretionary bonus and share option. The emoluments of Executive Directors are based on skill, knowledge and involvement in the Company's affairs of each Director and are determined by reference to the Company's performance and profitability, as well as remuneration benchmark the industry and the prevailing market conditions.

During the year, a meeting with 100% attendance of the Remuneration Committee's members at that time was duly held for reviewing the remuneration policy and structure and determination of the annual remuneration packages of the Executive Directors and the senior executives and other related matters.

- (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有); 及

- (e) 檢討本公司遵守該守則的情況及在企業管治報告內的披露。

公司秘書

於截至二零一九年十二月三十一日止年度，公司秘書已妥為遵守上市規則第3.29條之相關專業培訓規定。

薪酬委員會

薪酬委員會由三位獨立非執行董事及一位非執行董事組成，分別為葉偉其先生(主席)、梁迦傑博士、陳釗洪先生及姚宇翔先生。

薪酬委員會之職權範圍刊載於本公司網站。其主要職責包括：

- 就本公司有關董事及本集團高級管理層之薪酬政策及架構向董事會提供推薦意見；
- 決定全體執行董事及本集團高級管理層之薪酬組合；
- 參考董事會不時議決之企業宗旨及目標而審批管理層之薪酬方案。

執行人員之薪酬組合之主要部份包括基本薪金、酌情花紅及購股權。執行董事之酬金按照每位董事之技能、知識及參與本公司事務之程度，並參照本公司之表現及盈利能力以及業內薪酬基準及當時市況而釐定。

年內，薪酬委員會召開了一次正式會議(全體成員均已出席該次會議)，以檢討薪酬政策及架構，並釐定了執行董事及高級行政人員之全年薪津組合以及其他相關事宜。

Corporate Governance Report

企業管治報告

Pursuant to paragraph B.1.5 of Code, the remuneration of the members of the senior management by band for the year ended 31 December 2019 is set out below:

根據該守則第B.1.5條，高級管理人員截至二零一九年十二月三十一日止年度之薪酬按薪酬等級載列如下：

Remuneration band 薪酬等級	No. of Individuals 人數
HK\$500,001 – HK\$1,000,000 500,001 港元至 1,000,000 港元	1

NOMINATION COMMITTEE

The Nomination Committee of the Company was established in March 2012 comprising the three Independent Non-executive Directors and one Non-executive Director, namely, Mr. Chan Chiu Hung, Alex (Chairman), Dr. Leung Ka Kit, Mr. William Keith Jacobsen and Mr. Yiu Yu Cheung. The terms of reference of the Nomination Committee are posted on the Company's website.

提名委員會

本公司之提名委員會乃於二零一二年三月成立，由三位獨立非執行董事及一位非執行董事組成，分別為陳釗洪先生(主席)、梁迦傑博士、葉偉其先生及姚宇翔先生。提名委員會之職權範圍已刊載於本公司網站。

The roles and functions the Nomination Committee include reviewing the structure, size and composition of the Board, identifying individuals suitably qualified to become Directors, selecting or making recommendations to the Board on nominations, appointment or reappointment of Directors and Board succession, and assessing the independence of the independent non-executive directors.

提名委員會之角色及職能包括檢討董事會之架構、人數及組成、物色適合成為董事之人選、就董事之提名、委任或續聘以及董事會之繼任而作出選擇或向董事會提供推薦建議，以及評估獨立非執行董事之獨立性。

During the year, a meeting with 100% attendance of the Nomination Committee's members at that time was duly held for reviewing the structure, size and composition, and assessing the independence of the independent non-executive directors of the board of directors.

於年內，提名委員會召開了一次正式會議(全體成員均已出席該次會議)，以檢討董事會之架構、人數及組成以及評估獨立非執行董事之獨立性。

AUDIT COMMITTEE

The Audit Committee was established in April 2000. It comprises three Independent Non-executive Directors, namely Mr. Chan Chiu Hung, Alex (Chairman), Dr. Leung Ka Kit, Mr. William Keith Jacobsen, and one Non-executive Director, namely, Mr. Yiu Yu Cheung.

審核委員會

審核委員會乃於二零零零年四月成立，由三位獨立非執行董事陳釗洪先生(主席)、梁迦傑博士、葉偉其先生、及一位非執行董事姚宇翔先生組成。

The terms of reference of the Audit Committee, which are in compliance with the Listing Rules, are posted on the Company's website. Under the terms of reference, the Audit Committee is mainly responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of such auditor; overseeing the Group's financial report, internal control and risk management systems.

審核委員會之職權範圍符合上市規則之規定並且刊載於本公司網站。根據職權範圍，審核委員會主要負責就外聘核數師之委任、重聘及免職向董事會提供推薦意見及批准聘任外聘核數師之薪酬及聘任條款，以及考慮該等核數師辭任或免職之任何問題；監督本集團之財務報告、內部監控及風險管理系統。

The Audit Committee held two meetings in 2019. All Committee Members at that time attended the two meetings.

During the year, the Audit Committee met with senior management to review the Group's draft annual report and accounts, half-yearly report, internal audit report, risk assessment report and circulars, and provided advice and comments thereon to the Company's Board of Directors. The Audit Committee members met with external auditors to discuss matters arising from the audit. The Audit Committee also discussed with the external auditor the nature and scope of the audit and reporting obligations before the audit commenced.

The Group's 2019 interim report and 2019 annual report have been reviewed by the Audit Committee, which was of the opinion that such reports were prepared in accordance with the applicable accounting standards and requirements. For the 2019 annual report, the Audit Committee met with the external auditor to discuss auditing, internal control, statutory compliance and financial reporting matters before recommending it to the Board for approval. The Audit Committee also monitored the Company's progress in implementing the code provisions on corporate governance practices as required under the Listing Rules.

AUDITOR'S REMUNERATION

The fees in relation to the audit service provided by BDO Limited, the external auditor of the Company, for the year ended 31 December 2019 amounted to HK\$500,000 (2018: HK\$620,000), and those in relation to non-audit services was HK\$100,000 (2018: HK\$150,000).

COMMUNICATIONS WITH SHAREHOLDERS

The Company has adopted a Shareholders' Communication Policy in March 2012 reflecting mostly the current practices of the Company for communication with its shareholders. Information will be communicated to shareholders through:

- continuous disclosure to the Stock Exchange of all material information;
- periodic disclosure through the annual and interim reports;
- notices of meetings and explanatory material;
- the annual general meetings and other general meetings; and
- the Company's website at www.kk-culture.com

審核委員會於二零一九年曾舉行兩次會議，全體委員會成員均有出席。

年內，審核委員會與高級管理層舉行會議，以審閱本集團之年報及賬目、中期報告、內部審核報告、風險評估報告及通函的草擬本，並就此向本公司之董事會提供意見及建議。審核委員會成員與外聘核數師會面，討論在審核中得知的事宜。審核委員會亦於審核工作開始前與外聘核數師討論審核性質及範疇及有關申報責任。

本集團之二零一九年中期報告及二零一九年年報已由審核委員會審閱，審核委員會認為該等報告乃根據適用會計準則及規定編製。就二零一九年年報而言，審核委員會已在建議董事會批准年報前與外聘核數師舉行會議，討論審核、內部控制、遵守法規及財務報告事宜。審核委員會亦監察本公司於實施上市規則所規定企業管治常規之守則條文方面之進度。

核數師酬金

本公司之外聘核數師香港立信德豪會計師事務所有限公司就截至二零一九年十二月三十一日止年度的審核服務收費為500,000港元(二零一八年：620,000港元)，而有關非核數服務的費用則為100,000港元(二零一八年：150,000港元)。

與股東之溝通

於二零一二年三月，本公司採納一項股東溝通政策，其主要反映本公司目前與股東溝通的做法。本公司將透過以下渠道向股東傳達信息：

- 向聯交所持續披露所有重大信息；
- 通過年報及中期報告作定期披露；
- 大會通告及說明材料；
- 股東週年大會及其他股東大會；及
- 本公司網站 www.kk-culture.com



Corporate Governance Report

企業管治報告

The Board endeavours to maintain an on-going dialogue with shareholders and in particular, use annual general meetings or other general meetings to communicate with shareholders and encourage their participation. Most of the Board members including the executive Director attended the annual general meeting held in 2019 to answer questions and collect views of shareholders, if any. The chairmen of the audit and nomination committees and the external auditor also attended the annual general meeting to answer questions of shareholders.

SHAREHOLDERS' RIGHTS

(i) Procedures for members to convene a special general meeting ("SGM")

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company's registered office in Bermuda and its principal place of business in Hong Kong, for the attention of the Company Secretary, to require a SGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the shareholders concerned themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act, but any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

The written requisition must state the purposes of the general meeting, signed by the shareholders concerned and may consist of several documents in like form, each signed by one or more of those shareholders.

董事會致力保持與股東之間的持續對話，尤其是以股東週年大會或其他股東大會與股東溝通及鼓勵彼等參與。大多數董事會成員（包括執行董事）已出席於二零一九年舉行之股東週年大會，以解答股東之提問及收集股東之意見（如有）。審核委員會及提名委員會之主席以及外聘核數師亦已出席股東週年大會，以解答股東之提問。

股東權利

(i) 股東召開股東特別大會（「股東特別大會」）的程序

於遞呈要求當日持有不少於附有本公司股東大會投票權之本公司繳足股本十分之一的股東，可隨時向本公司於百慕達之註冊辦事處及於香港之主要營業地點發出書面要求（請註明收件人為公司秘書），要求董事會召開股東特別大會，處理有關要求所指明的任何事項，而有關大會須於遞呈上述要求後兩個月內舉行。倘遞呈後二十一日內董事會未有召開該大會，則有關股東可根據公司法第74(3)條召開大會，惟須於遞呈要求日期後三個月內召開有關大會。

書面要求須列明股東大會的目的，經相關股東簽署，並可由多份相同格式的文件組成，惟每份文件須經一名或多名該等股東簽署。

If the requisition is in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the requisition is invalid, the shareholders concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested.

The notice period to be given to all the registered members for consideration of the proposal raised by the shareholders concerned at SGM varies according to the nature of the proposal, as follows:

- at least twenty-one clear days' and not less than ten clear business days' notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than a mere clerical amendment to correct a patent error; and
- at least fourteen clear days' and not less than ten clear business days' notice in writing if the proposal constitutes an ordinary resolution of the Company.

(ii) Procedures for a member to propose a person for election as a director

As regards the procedures for proposing a person for election as a Director, please refer to the procedures made available under the Corporate Governance section of the Company's website at www.kk-culture.com.

(iii) Procedures for directing shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing to the principal place of business of the Company in Hong Kong or by e-mail to info@kk-culture.com for the attention of the Company Secretary.

倘要求適當，公司秘書將要求董事會根據法定要求向全體註冊股東發出充分通知後召開股東特別大會。相反，倘要求無效，相關股東將獲告知此結果，亦不會應要求召開股東特別大會。

向全體註冊股東發出通知以供考慮相關股東於股東特別大會上所提呈建議的期限因建議性質而異，詳情如下：

- 倘建議屬本公司特別決議案（除更正明顯錯誤的純粹文書修訂外，不得予以修訂），須最少發出二十一個整日及不少於十個完整營業日的書面通知；及
- 倘建議屬本公司普通決議案，須最少發出十四個整日及不少於十個完整營業日的書面通知。

(ii) 股東建議一名人士參選董事之程序

有關股東建議一名人士參選董事之程序，請參閱本公司網站 www.kk-culture.com 內企業管治一節所載之程序。

(iii) 股東查詢轉交董事會之程序

股東可於任何時間將其向董事會提出之查詢及關注事項以書面方式送交本公司於香港之主要營業地點或電郵至 info@kk-culture.com，請註明收件人為公司秘書。

Corporate Governance Report

企業管治報告

(iv) Procedures for putting forward proposals at a general meeting

Shareholders holding (i) not less than one-twentieth of the total voting rights of all shareholders having the right to vote at the general meeting of the Company; or (ii) not less than 100 shareholders, can submit a written request stating the resolution intended to be moved at the AGM; or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting.

The written request/statements must be signed by the shareholders concerned and deposited at the Company's registered office in Bermuda and its principal place of business in Hong Kong for the attention of the Company Secretary of the Company, not less than six weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition.

If the written request is in order, the Company Secretary will ask the Board (i) to include the resolution in the agenda for the AGM; or (ii) to circulate the statement for the general meeting, provided that the shareholders concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the shareholders concerned in accordance with the statutory requirements to all the registered members. On the contrary, if the requisition is invalid or the shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the shareholders concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM; or the statement will not be circulated for the general meeting.

(iv) 於股東大會提呈建議的程序

(i) 持有有權於本公司股東大會上投票之全體股東總投票權不少於二十分之一的股東，或(ii)不少於100名股東，可向本公司提呈於股東週年大會上動議決議案的書面要求，或就於特定股東大會提呈之任何決議案所述事項或處理的事務作出不超過1,000字的書面陳述。

書面要求／陳述須由相關股東簽署，並不遲於股東週年大會舉行前六週（倘須就要求發出有關決議案之通知）或股東大會舉行前一週（倘為任何其他要求）送交本公司於百慕達之註冊辦事處及於香港之主要營業地點，請註明收件人為本公司之公司秘書。

倘書面要求適當，公司秘書將要求董事會(i)將決議案載入股東週年大會議程；或(ii)傳閱股東大會陳述，惟相關股東須支付董事會釐定的合理金額的費用，以便本公司根據法定要求向全體註冊股東寄發決議案通知及／或向彼等傳閱相關股東提呈的陳述。相反，倘要求無效或有關股東未能存入足夠款項以撥付本公司為上述目的而錄得之開支，相關股東將獲告知此結果，而建議之決議案將不會納入股東週年大會議程，或有關陳述將不會就股東大會而傳閱。

CONSTITUTIONAL DOCUMENTS

There are no changes in the constitutional documents of the Company during the year.

組織章程文件

本公司之組織章程文件於年內並無變動。

DIVIDEND POLICY

The Company is committed to sharing the results with Shareholders while striking a balance of continuous development of its business. Given the current financial condition, the possible financial resources needed for business development, the Company does not have a concrete dividend policy. It will be disclosed in later annual report when such condition exists.

股息政策

本公司致力與股東分享成果，同時與業務持續發展之間取得平衡。鑑於目前的財務狀況、業務發展可能需要的財政資源，本公司並無具體的股息政策。倘出現有關情況，將在稍後的年報中披露。

Environmental, Social and Governance Report

環境、社會及管治報告

INTRODUCTION, ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES

KK Culture Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) is principally engaged in the provision of advertising agency services through paper media and digital media and is committed to maintaining its strong position as a leading advertising agency service provider in Hong Kong and the People’s Republic of China (the “PRC”).

This Environmental, Social and Governance Report (the “ESG Report”) summarises the environmental, social and governance (“ESG”) initiatives, plans and performances of the Group and demonstrates its commitment to sustainable development.

The ESG Governance Structure

The Group adopts a top-down approach for the following sustainability strategies:

1. To achieve environmental sustainability
2. To respect human rights and social culture
3. To engage with stakeholders
4. To support our employees
5. To sustain local communities

The Board of Directors (the “Board”) oversees and sets out ESG strategies for the Group. The Board is also responsible for ensuring the effectiveness of the Group’s risk management and internal controls.

The Group has assigned personnel to systematically identify and cater to ESG issues. The said personnel are responsible for collecting and analysing relevant ESG data and identifying the Group’s ESG issues. In addition, the said personnel periodically report to the Board for the evaluation and subsequent implementation or revision of the Group’s ESG strategies.

引言、環境、社會及管治政策

KK文化控股有限公司(「本公司」，連同其附屬公司，「本集團」)主要從事透過紙媒及數碼媒體提供廣告代理服務，並致力在香港及中華人民共和國(「中國」)維持廣告代理服務供應商的領先地位。

本環境、社會及管治報告(「環境、社會及管治報告」)概述本集團在環境、社會及管治(「環境、社會及管治」)上的倡議、計劃及表現，並表明其在可持續發展方面的承諾。

環境、社會及管治治理結構

本集團採用由上而下的方針實施以下可持續發展策略：

1. 實現環境可持續性發展
2. 尊重人權及社會文化
3. 與持份者攜手合作
4. 支援我們的員工
5. 維持當地社區發展

董事會(「董事會」)監督並制定本集團的環境、社會及管治策略，亦負責確保本集團風險管理及內部監控的成效。

本集團已委派人員有系統地識別及應對環境、社會及管治事宜。相關人員負責收集及分析相關環境、社會及管治資料，並識別本集團的環境、社會及管治事宜。此外，相關人員定期向董事會報告，以檢討及隨後實施或修訂本集團的環境、社會及管治策略。

Environmental, Social and Governance Report

環境、社會及管治報告

SCOPE OF REPORTING

The ESG Report covers the Group's business activities in Hong Kong where its principal business operations are located. The ESG key performance indicator ("KPI") data is gathered and includes subsidiaries that are under the Group's direct operational control. The other subsidiary pertaining to the advertising business, namely HK Made (Media) Limited ("HK Made") has been disposed of during the financial year ended 31 December 2019, its environmental and social data is thus not covered in this ESG Report.

The key performance indicators ("KPIs") gathered are shown in the ESG Report and are supplemented by explanatory notes to establish benchmarks. The Group will extend the scope of disclosure when and where possible.

REPORTING FRAMEWORK

The ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the "ESG Reporting Guide") as set out in Appendix 27 of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Information relating to the Group's corporate governance practices can be found in the Corporate Governance Report on p.29 to p.41 of the Annual Report 2019.

REPORTING PERIOD

The ESG Report specifies the ESG activities, challenges and measures taken by the Group during the financial year ended 31 December 2019 ("FY2019").

報告範圍

環境、社會及管治報告涵蓋本集團主要業務經營所在的香港的業務活動。環境、社會及管治的關鍵績效指標(「關鍵績效指標」)數據予以匯集並包括本集團直接經營控制的附屬公司。另一間與廣告業務有關的附屬公司，即香港製作(媒體)有限公司(「香港製作」)已於截至二零一九年十二月三十一日止財政年度內出售，因而其環境及社會資料並未載於本環境、社會及管治報告。

所收集的關鍵績效指標(「關鍵績效指標」)乃於環境、社會及管治報告中呈列並經說明附註補充，以建立基準。本集團將於適當時候擴大披露範圍。

報告框架

本環境、社會及管治報告按照香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄二十七所載之環境、社會及管治報告指引(「環境、社會及管治報告指引」)所編製。

有關本集團企業管治常規的資料，請參閱二零一九年年報第29至41頁所載的企業管治報告。

報告期間

環境、社會及管治報告詳述本集團於截至二零一九年十二月三十一日止財政年度(「二零一九年財政年度」)採取的環境、社會及管治活動、挑戰及措施。

Environmental, Social and Governance Report

環境、社會及管治報告

STAKEHOLDER ENGAGEMENT

The Group values its stakeholders and their feedback regarding the Group's businesses and ESG aspects. The Group maintains close communication with its key stakeholders, including but not limited to, the Stock Exchange, government and regulatory authorities, shareholders and investors, employees, customers, suppliers, media and the public and the community.

Stakeholders' expectations have been taken into consideration by utilising diversified engagement methods and communication channels as shown below:

持份者參與

本集團重視持份者及其對本集團業務及環境、社會及管治事宜的反饋意見。本集團一直與主要持份者，包括但不限於聯交所、政府及監管機構、股東及投資者、僱員、客戶、供應商、媒體及公眾及社區維持密切溝通。

我們已通過運用下文所示的多元化合作方式及溝通渠道將持份者的期望納入考慮範圍：

Stakeholders 持份者	Communication Channel 溝通渠道	Expectations 期望
The Stock Exchange 聯交所	<ul style="list-style-type: none"> The Stock Exchange website 聯交所網站 Written or electronic correspondences 書面或電子通訊 	<ul style="list-style-type: none"> Compliance with Listing Rules and other relevant Ordinances 遵守上市規則及其他相關條例
Government and regulatory authorities 政府及監管機構	<ul style="list-style-type: none"> Routine reports 例行報告 Written or electronic correspondences 書面或電子通訊 Visits and government inspections 視察及政府檢查 	<ul style="list-style-type: none"> Compliance with local laws and regulations 遵守當地法律及法規 Stability in business operations 業務經營穩定性 Support for local economic growth 支持當地經濟增長
Shareholders and investors 股東及投資者	<ul style="list-style-type: none"> General meeting and other shareholder meetings 股東大會及其他股東大會 Annual and interim reports 年報及中期報告 Announcements and circulars 公告及通函 Company website 公司網站 	<ul style="list-style-type: none"> Sustainable profitability 持續盈利能力 Shareholder return 股東回報 Corporate governance 企業管治 Business compliance 業務合規
Employees 僱員	<ul style="list-style-type: none"> Training, seminars, and briefing 培訓、研討會及簡報會 Employee suggestion boxes 僱員意見箱 Emails 電郵 Regular general meetings 定期全體會議 Internal memos 內部備忘錄 	<ul style="list-style-type: none"> Remuneration, compensation and benefits 薪酬、補償和福利 Fair and competitive employment 公平及具競爭力的僱傭關係 Safe working environment 安全工作環境 Career development 職業發展

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Stakeholders 持份者	Communication Channel 溝通渠道	Expectations 期望
Customers 客戶	<ul style="list-style-type: none"> Customer service hotline and email 客戶服務熱線及電郵 Site visits 實地視察 	<ul style="list-style-type: none"> Rapid response and customer satisfaction 迅速回應及客戶滿意度 High-quality services 高品質服務 Labour protection and work safety 勞工保障和工作安全
Suppliers 供應商	<ul style="list-style-type: none"> Site visits 實地視察 Engagement and cooperation 參與及合作 Business meetings and discussion 商務會議及討論 	<ul style="list-style-type: none"> Fair and open procurement 公平及公開採購 Sustainable relationship 可持續關係
Media and the public 媒體及公眾	<ul style="list-style-type: none"> ESG Report 環境、社會及管治報告 Newsletters on company website 公司網站上發佈通訊 Reports and announcements 報告及公告 	<ul style="list-style-type: none"> Transparency of ESG issues and financial disclosure 環境、社會及管治問題以及財務披露的透明度 Legal compliance 法律合規 Corporate governance 企業管治
Community 社區	<ul style="list-style-type: none"> Community activities 社區活動 Employee voluntary activities 僱員志願活動 Community welfare subsidies 社區福利補貼 Charitable donations 慈善捐贈 	<ul style="list-style-type: none"> Active participation to worthy causes 積極參與善舉 Community development 社區發展

The Group endeavours to actively listen to and collaborate with its stakeholders to ensure that their opinions can be voiced out through a proper communication channel. In the long run, the stakeholders' contribution will aid the Group in improving potentially overlooked ESG performances and sustaining the success of the Group's business in the challenging market.

本集團致力積極聆聽持份者，並與之合作，以確保彼等可通過適當的溝通渠道表達意見。長遠而言，持份者的貢獻將有助本集團改善可能被忽略的環境、社會及管治表現，並在充滿挑戰的市場中保持本集團業務的成功。

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MATERIALITY ASSESSMENT

The respective management and employees responsible for key functions of the Group have participated in the preparation of the ESG Report. They have assisted the Group in reviewing its operations, identified key ESG issues and assessed its importance to the Group's businesses and stakeholders.

The following table is a summary of the Group's material ESG issues included in the ESG Report:

重要範疇評估

本集團主要職能的管理層及僱員負責參與編制環境、社會及管治報告。彼等協助本集團檢討其營運情況，識別主要的環境、社會及管治事宜，並評估其對本集團的業務和持份者的重要性。

下表為環境、社會及管治報告所載的本集團重大環境、社會及管治事宜的摘要：

The ESG Reporting Guide 環境、社會及管治報告指引	Material ESG Aspects of the Group 本集團環境、社會及管治方面的重要範疇
A. Environmental 環境	
A1. Emissions 排放物	Greenhouse Gas ("GHG") Emissions 溫室氣體(「溫室氣體」)排放 Discharges into Water and Land 向水及土地的排污 Waste Management 廢棄物管理
A2. Use of Resources 資源使用	*Energy Efficiency * 能源效益 Water Consumption 耗水量
A3. The Environment and Natural Resources 環境及自然資源	Indoor Air Quality 室內空氣質素

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The ESG Reporting Guide

環境、社會及管治報告指引

Material ESG Aspects of the Group

本集團環境、社會及管治方面的重要範疇

B. Social

社會

B1. Employment
僱傭

***Recruitment, Promotion, and Remuneration**
* 招聘、晉升及薪酬
Equal Opportunities, Diversity and Anti-discrimination
平等機會、多元化及反歧視
***Other Benefits and Welfare**
* 其他待遇及福利

B2. Health and Safety
健康和安全

***Health and Safety**
* 健康和安全

B3. Development and Training
發展與培訓

***Training and Development**
* 培訓與發展

B4. Labour Standards
勞工準則

Prevention of Child and Forced Labour
防止童工及強制勞工

B5. Supply Chain Management
供應鏈管理

Supply Chain Management
供應鏈管理

B6. Product Responsibility
產品責任

***Data Privacy Protection**
* 資料私隱保護
***Protection of Intellectual Property (“IP”) Rights**
* 知識產權(「知識產權」)保護權利
Customer Satisfaction
客戶滿意度

B7. Anti-corruption
反貪污

Anti-corruption
反貪污

B8. Community Investment
社區投資


Community Participation
社區參與

Through the cooperation of the Group's stakeholders, the above ESG issues have been identified to be material to the Group. In particular, * denotes ESG aspects that have been found to bear extra weight and thus are considered to be issues that are more material to the Group.

通過本集團持份者的合作，上述環境、社會及管治事宜被認為對本集團而言屬重大。尤其是，*表示該環境、社會及管治方面被認為具有額外的比重，因此被視為對本集團而言更為重要的事宜。

For FY2019, the Group confirmed that it has established appropriate and effective management policies and internal control systems for ESG issues and confirmed that the disclosed contents are in compliance with the requirements of the ESG Reporting Guide.

於二零一九年財政年度，本集團確認其已為環境、社會及管治事宜制定適當及有效的管理政策及內部監控制度，並確認所披露的內容符合環境、社會及管治報告指引的規定。



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CONTACT US

The Group welcomes stakeholders to provide their opinions and suggestions. You can provide valuable advice in respect of the ESG Report or our performances in sustainable development by writing to: 44/F, Office Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong.

A. ENVIRONMENTAL

A1. Emissions

General Disclosure and KPIs

Environmental protection and sustainable development rely on concerted efforts from all industries and the society. The Group is committed to enhancing its service quality and expanding its business while not sacrificing the environment. Therefore, the Group strives to integrate environmental sustainability into its business operations, green measures are described in the following section of "Aspect A – Environmental".

Due to the Group's office-based business nature, the Group does not cause a significant impact on the environment. The Group nevertheless continuously improves existing policies and incorporates new policies with the intention of mitigating potential direct and indirect negative environmental impacts arising from its business operations.

During FY2019, the Group strictly complied with local environmental laws and regulations and was not aware of any material non-compliance with laws and regulations that would have a significant impact on the Group including but not limited to Waste Disposal Ordinance of Hong Kong.

The major types of emissions produced by the Group's operations include:

- GHG emissions (covered in KPI A1.2)
- Non-hazardous wastes (covered in KPI A1.4)

聯絡我們

本集團歡迎持份者提供意見及建議。閣下可致函香港灣仔港灣道1號會展廣場辦公大樓44樓，就環境、社會及管治報告或我們在可持續發展方面的表現提供寶貴意見。

A. 環境

A1. 排放物

一般披露及關鍵績效指標

環境保護及可持續發展有賴於各行業及社會的共同努力。本集團致力在不犧牲環境的前提下，提升服務質素及擴展業務。因此，本集團致力將環境可持續發展納入業務營運，環保措施載於下文「層面A—環境」一節。

由於本集團的業務性質以在辦公室營運為主，本集團不會對環境造成重大影響。然而，本集團不斷改進現有政策並納入新政策，以減輕其業務營運所產生的潛在直接及間接負面環境影響。

於二零一九年財政年度，本集團嚴格遵守當地環境法律及法規，並不知悉任何對本集團造成重大影響的重大違規情況，包括但不限於香港廢物處置條例。

本集團業務營運所產生的主要排放物類型包括：

- 溫室氣體排放物（涵蓋於關鍵績效指標A1.2中）
- 無害廢棄物（涵蓋於關鍵績效指標A1.4中）

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Air Emissions

As the Group's core business activity is the provision of advertising agency services, the Group considers that air emissions generated were of an insignificant level during FY2019.

GHG Emissions

The principal GHG emissions of the Group were generated from petrol consumption of vehicles (Scope 1), purchased electricity (Scope 2) and paper waste disposal (Scope 3).

Scope 1 – Direct GHG emissions

The Group has adopted the following measures to mitigate direct GHG emissions from petrol consumption by vehicles in its operations:

- Plan routes ahead of time to avoid route repetition and optimise fuel consumption;
- Switch off the engine whenever the vehicle is idling; and
- Regularly service vehicles to ensure optimal engine performance and fuel use.

Scope 2 – Indirect GHG Emissions

Electricity consumption accounted for the largest percentage of GHG emissions within the Group. The Group has implemented measures to reduce energy consumption, said measures are mentioned in "Aspect A2 – Use of Resources".

Scope 3 – Other Indirect GHG Emissions

Paper waste disposal accounted for the other indirect GHG emissions. Measures implemented to reduce disposal can be found in "Aspect A2 – Use of Resources".

Through the implementation of such measures, the employees' awareness of reducing GHG emissions has been increased.

氣體排放

由於本集團的核心業務活動為提供廣告代理服務，故本集團認為於二零一九年財政年度所產生的氣體排放量並不重大。

溫室氣體排放

本集團的溫室氣體排放主要來自汽車耗用的汽油(範圍1)、外購電力(範圍2)及廢紙棄置(範圍3)。

範圍1 – 直接溫室氣體排放

本集團已採納下列措施以減低業務經營中因汽車耗用汽油而直接排放的溫室氣體：

- 提前規劃路線，避免路線重複，優化燃油消耗；
- 汽車處於空轉狀態時關掉發動機；及
- 定期維修車輛以確保發動機性能及燃料使用最佳化。

範圍2 – 間接溫室氣體排放

電力消耗量佔本集團溫室氣體排放量的最高百分比。本集團已採取措施減少能源消耗，相關措施載於「層面A2 – 資源使用」一節。

範圍3 – 其他間接溫室氣體排放

廢紙棄置造成其他間接溫室氣體排放。為減少廢紙處理量而採取的措施載於「層面A2 – 資源使用」一節。

透過實施上述措施，僱員對溫室氣體排放的意識有所提高。

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Summary of GHG emissions performances and its intensity:

溫室氣體排放表現概要及其密度：

Indicator ¹	Unit	FY2019 二零一九年 財政年度	FY2018 二零一八年 財政年度	Change in % 百分比變化
指標 ¹	單位			
Scope 1 – Direct GHG Emissions 範圍1 – 直接溫室氣體排放				
• Petrol consumption 汽油耗用量	tCO ₂ e ² 噸二氧化碳當量 ²	6.10	6.48	-5.86
Scope 2 – Indirect GHG Emissions 範圍2 – 間接溫室氣體排放				
• Purchased electricity 外購電力	tCO ₂ e 噸二氧化碳當量	87.14	126.35	-31.03
Scope 3 – Other Indirect GHG Emissions ³ 範圍3 – 其他間接溫室氣體排放 ³	tCO ₂ e 噸二氧化碳當量			
• Electricity used for processing fresh water and sewage 處理淡水及污水的用電量		–	0.05	N/A 不適用
• Paper Waste Disposal 廢紙棄置		4.38	0.48	812.5
Total GHG Emissions 溫室氣體排放總量	tCO ₂ e 噸二氧化碳當量	97.62	133.36	-26.80
Total GHG Emissions Intensity ⁴ 總溫室氣體排放密度 ⁴	tCO ₂ e/employee 噸二氧化碳當量／僱員	1.95	2.22	-12.16

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Note:

1. GHG emissions data is presented in terms of carbon dioxide equivalent and is based on, but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, "How to prepare an ESG Report – Appendix II: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, the "Global Warming Potential Values" from the IPCC Fifth Assessment Report, 2014 (AR5) and the HK Electric Investments Sustainability Report 2018 published by the HK Electric.
2. tCO₂e is defined as tonnes of carbon dioxide equivalent.
3. The figure in FY2019 represented the amount of paper waste disposal by the remaining subsidiary – Recruit, whereas the figure in FY2018 represented both the amount of electricity used for processing fresh water and sewage and paper waste disposal by the disposed subsidiary – HK Made. The figures are therefore rendered incomparable.
4. As at 31 December 2019, the Group had 50 full-time employees. This data has also been used for calculating other intensity data.

Discharges into Water and Land

Due to the Group's business nature, the discharges into land was insignificant. Similarly, discharges into water was insignificant; sewage discharge is covered by the water bill.

附註：

1. 溫室氣體排放數據乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會刊發的「溫室氣體盤查議定書：企業會計與報告標準」、聯交所發佈的「如何準備環境、社會及管治報告 – 附錄二：環境關鍵績效指標匯報指引」、2014年度政府間氣候變化專門委員會(IPCC)第五次評估報告(AR5)的「全球暖化潛勢值」及港燈電力刊發的港燈電力投資2018年可持續發展報告。
2. tCO₂e定義為噸二氧化碳當量。
3. 二零一九年財政年度的數字代表餘下附屬公司才庫的廢紙棄置量，而二零一八年財政年度的數字則代表已售附屬公司香港製作的處理淡水及污水用電量及廢紙棄置量。因此，該等數字不可作比較。
4. 於二零一九年十二月三十一日，本集團有50名全職僱員。該數據亦用於計算其他密度數據。

向水及土地的排污

由於本集團的業務性質，土地的排污量並不重大。同樣地，向水的排污並不重大；排污涵蓋於水費賬單內。

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Waste Management

Hazardous Waste Management

Due to the Group's advertising business nature, no material hazardous waste was generated by the Group during FY2019.

Non-hazardous Waste Management

Non-hazardous waste generated by an office-based operation would mainly be office paper. In the previous ESG reports, the leftover of pillow cases and disposal of office paper were considered as the major non-hazardous wastes. However, the said figures pertained to the disposed subsidiary – HK Made, while the FY2019 figure only contained data for the remaining subsidiary – Recruit. Therefore, the data of FY2018 and FY2019 regarding office paper are not directly comparable.

During FY2019, the Group did not produce a disproportional amount of waste. The Group continues to place great effort in educating its employees on the importance of reducing waste production and has adopted the following environmentally friendly initiatives to enhance its performance.

Green measures include but not limited to the following:

- Designate a paper recycling bin for the collection of used single-sided office paper;
- Recycle office paper, including those that are to be shredded;
- Print electronic correspondences only when necessary;
- Procure office paper with FSC Recycled Label; and
- Recycle office and electronic equipment after their life cycle.

廢物管理

危險廢物管理

由於本集團的廣告業務性質，本集團於二零一九年財政年度並無產生任何重大危險廢物。

無害廢物管理

以辦公室營運為主的業務產生的無害廢物主要為辦公室用紙。在過往的環境、社會及管治報告中，殘餘枕套及棄置辦公室用紙被視為主要的無害廢物。然而，上述數字屬已出售附屬公司香港製作，而二零一九年財政年度的數字僅包括餘下附屬公司才庫的數據。因此，二零一八年財政年度及二零一九年財政年度有關辦公室用紙的數據不可直接比較。

於二零一九年財政年度，本集團並無產生比例不均的廢物。本集團繼續致力於教育僱員減少廢物產生的重要性，並已採取以下環保措施提升其表現。

環保措施包括但不限於以下各項：

- 指定廢紙回收箱用於收集使用過的單面辦公室用紙；
- 回收辦公室用紙，包括要被碎紙的紙張；
- 僅在必要時打印電子函件；
- 採購有FSC再生標籤的辦公室用紙；及
- 於辦公室及電子設備使用週期完結後將之回收。

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Paper recycling bin
廢紙回收箱



Paper shredder
碎紙機

Summary of major non-hazardous waste discharge performance and its intensity:

主要無害廢物排放表現概要及其密度：

Category of waste 廢棄物類別	Unit 單位	FY2019 二零一九年 財政年度	FY2018 二零一八年 財政年度
Office paper ⁵ 辦公室用紙 ⁵	Tonnes 噸	0.91	0.48
Intensity 密度	Tonnes/employee 噸／僱員	0.018	0.008

Note:

5. Paper consumption was approximately 320 reams for A4 paper and approximately 23 reams for A3 paper.

附註：

5. A4紙的紙張耗量約為320令，而A3紙的紙張耗量約為23令。

As a result, the employees' awareness of waste management has been increased through these implementations.

因此，透過實施該等措施僱員對廢物管理的意識有所提高。

A2. Use of Resources

General Disclosure and KPIs

The Group takes the initiative to introduce green measures to reduce environmental impact arising from its business operations. Measures on reducing office paper waste are mentioned in the preceding "Waste Management" section.

Energy Efficiency

The Group has implemented policies to better govern the use of resources. However, given the Group's office-based business nature, the variety of applicable green measures is limited. Nevertheless, the Group strives to further reduce energy consumption by adopting the following energy-saving measures:

A2. 資源使用

一般披露及關鍵績效指標

本集團主動引入環保措施以減少其業務運作對環境的影響。有關減少辦公室廢紙的措施載於上文「廢物管理」一節。

能源效益

本集團已實行政策以更好地管理資源的使用。然而，鑑於本集團以辦公室營運為主的業務性質，適用的環保措施種類有限。儘管如此，本集團仍採取以下節能措施，致力進一步減少能源消耗：

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- Adopt natural lighting design for the office to reduce excess usage of artificial lighting;
- Switch off all idle appliances and unnecessary lightings upon leaving the office;
- Purchase equipment with high energy efficiency on the replacement of old equipment; and
- Post eye-catching reminders near lights switches and electrical appliances as a reminder to employees.
- 為辦公室採用自然採光設計，減少過量使用人工照明；
- 離開辦公室時關掉閑置的電器及不必要的電燈；
- 替代舊設備時購買能源效率高的設備；及
- 在燈光開關及電器附近張貼醒目的提示提醒僱員。



Oven sticker reminder
焗爐提示貼紙



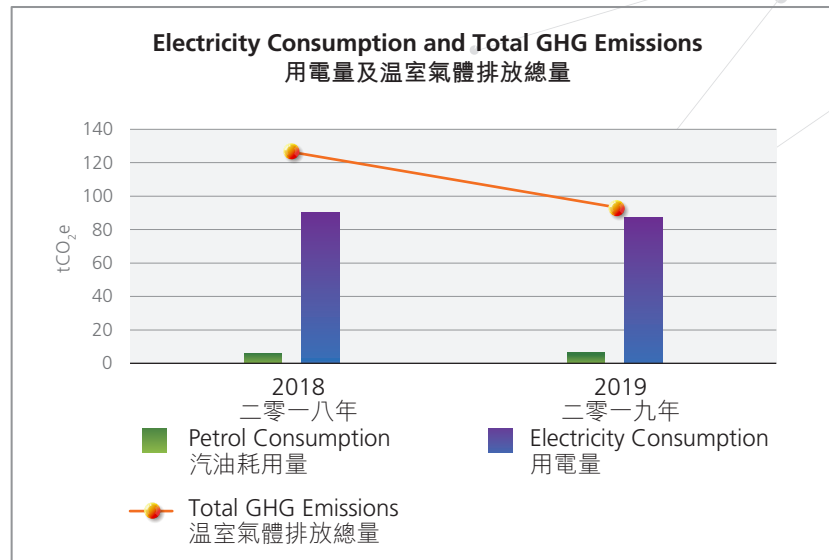
Natural lighting
自然採光

Anomaly in electricity consumption will be investigated to find out the root cause and preventive measures will be taken. A 32.67% decrease in energy usage was recorded, this was due to the disposal of HK Made. Recruit also recorded a reduction in energy usage, as shown in the Summary Table of KPIs. Therefore, these energy-saving measures has been useful in raising employees' awareness of energy conservation.

本集團會對用電量異常情況進行調查，找出根本原因，並採取預防措施。能源使用量錄得32.67%的跌幅，乃由於出售香港製作所致。才庫亦如關鍵績效指標概要表所示錄得能源用量減少。因此，該等節能措施有助提高僱員的節能意識。

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Summary of energy consumption performances and its intensity:

主要能源耗用表現概要及其密度：


Type of energy	Unit	FY2019 二零一九年 財政年度	FY2018 二零一八年 財政年度
能源種類	單位		
Petrol ⁶ 汽油 ⁶	kWh 千瓦時	22,145.15	23,118.36 ⁷
Petrol Intensity 汽油密度	kWh/employee 千瓦時／僱員	442.90	385.31
Electricity 電力	kWh 千瓦時	108,928.00	171,547.00
Electricity Intensity 電力密度	kWh/employee 千瓦時／僱員	2,178.56	2,859.12
Total Energy Consumption 能源耗用總量	kWh 千瓦時	131,073.15	194,665.36
Total Energy Consumption Intensity 能源耗用總量密度	kWh/employee 千瓦時／僱員	2,621.46	3,244.43

Note:

- Actual petrol consumption was approximately 2,291.65 litres.
- Figure in kWh was not available in FY2018, this figure was calculated using the same calculation method as that of FY2019.

附錄：

- 實際汽油消耗量約為2,291.65升。
- 二零一八年財政年度並無提供以千瓦時為單位的數字，此數字乃採用與二零一九年財政年度相同的計算方法計算。



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Water Consumption

Water usage was only confined to water used by employees at the office. Water consumption data was not available since water usage was covered in the tenancy fee.

The Group nevertheless actively promotes the importance of water conservation to its employees. Apart from posting banners around the office, the Group also regularly inspects water taps to prevent leakage, installs dual flush water cistern in toilets and water-saving thimble in sinks in washrooms where possible. Through the implementation of said water-saving measures, the employees' awareness of water conservation has been increased.

Due to the Group's business nature, the Group did not encounter any problem in sourcing water that is fit for purpose.

Use of Packaging Material

Due to the Group's business nature, the use of packaging material is not considered as a material ESG issue to the Group.

A3. The Environment and Natural Resources

General Disclosure and KPIs

Although the core business of the Group has a limited impact on the environment and natural resources, as an ongoing commitment to good corporate social responsibility, the Group realises its responsibility in minimising any negative environmental impacts in its business operations. The Group regularly assesses the environmental risks of its business and adopts preventive measures to reduce the risks and ensures compliance with relevant laws and regulations.

耗水量

用水僅限於僱員在辦公室使用的水。由於用水已包括於租賃費用內，因此無法取得用水數據。

儘管如此，本集團仍積極向僱員推廣節約用水的重要性。除了在辦公室各處張貼橫幅外，本集團亦定期檢查水龍頭以防止漏水，並在洗手間內安裝雙沖水箱及在可能的情况下為洗手間的水龍頭裝上節水裝置。通過實施上述節水措施，員工的節水意識有所提高。

鑒於本集團的業務性質，我們於獲取適用水源方面並無遇到問題。

包裝材料使用

鑒於我們的業務性質，包裝材料使用並非本集團的重大環境、社會及管治事宜。

A3. 環境及自然資源

一般披露及關鍵績效指標

儘管本集團的核心業務對環境及自然資源的影響有限，但本集團深知盡量減少業務營運對環境的負面影響的責任，此為對良好企業社會責任的持續承諾。本集團定期評估業務的環境風險，並採取預防措施以降低風險並確保遵守相關法律法規。

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Indoor Air Quality

Indoor air quality is regularly monitored and measured. During FY2019, the indoor air quality of the Group's office has been satisfactory. To improve indoor air quality, air purifying equipment and pot plants have been placed in the office and the air conditioning system is cleaned periodically. These measures resulted in maintaining indoor air quality at a satisfactory level by filtering out pollutants, contaminants and dust particles.

室內空氣質素

室內空氣質素會被定期監控並測量。於二零一九年財政年度，本集團辦公室的室內空氣質素令人滿意。為改善室內空氣質素，辦公室內設置了空氣淨化設備及盆栽植物，並定期清潔空調系統。該等措施透過過濾污染物及塵埃顆粒令室內空氣質素維持在理想水平。

B. SOCIAL

B1. Employment

General Disclosure

Human resources are the cornerstone of the Group. The Group attaches great importance to its employees' contribution and dedication to sustainable business development.

As at 31 December 2019, the Group had 50 full-time employees and did not hire part-time employees. Approximately 48% of the employees were male and 52% were female, which demonstrates gender equality in the workplace. Since the office is geographically located in Hong Kong, 100% of the Group's employees are located in Hong Kong.

As shown below, more than 50% of the Group's employees have worked in Recruit for more than 10 years, this indicates the reward to the Group for its effort on providing a harmonious workplace and building trustful bonding with employees.

B. 社會

B1. 僱傭

一般披露

人力資源為本集團的基石。本集團非常重視其僱員對可持續業務發展的貢獻和努力。

於截至二零一九年十二月三十一日，本集團有50名全職僱員，並無僱用兼職僱員。僱員中約48%為男性及52%為女性，顯示工作場所內性別平等。由於辦公室位於香港，因此本集團所有僱員均位於香港。

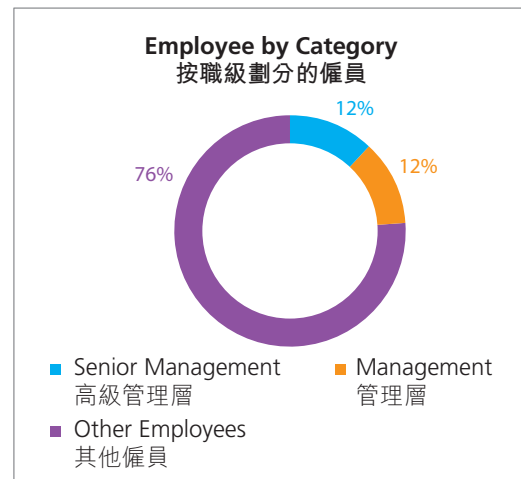
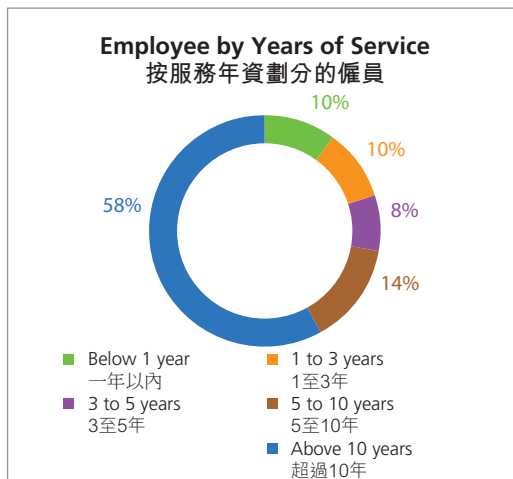
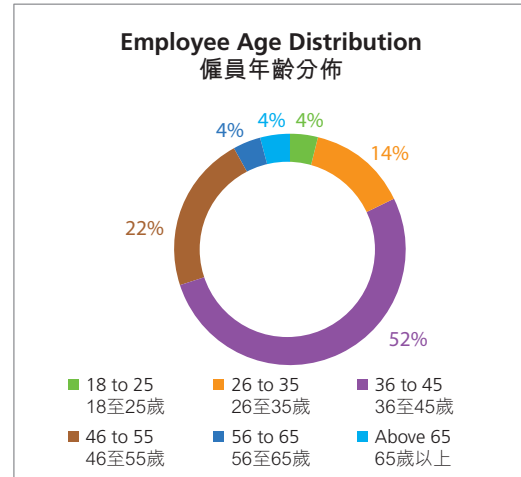
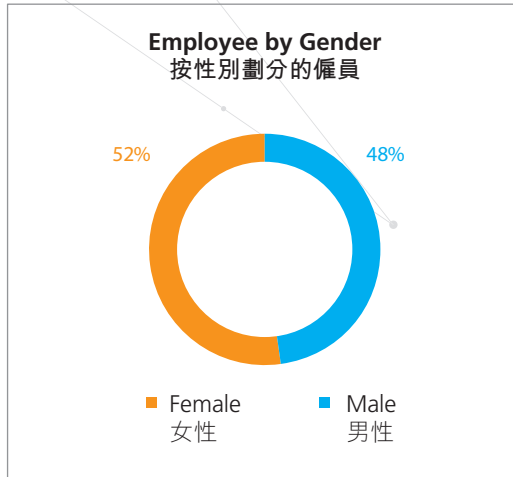
誠如下表所示，超過50%的本集團僱員已於才庫工作超過十年，顯示本集團為提供和諧的工作環境及與僱員建立信任的關係所作出的努力得到的回報。

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The breakdown of employees according to age, years of service and employee category are as follows:

僱員按年齡、服務年資及職級劃分如下：



Relevant employment policies are formally documented in the Staff Handbook, covering recruitment and remuneration, compensations, working hours and rest periods, diversity and equal opportunities, etc. The Group periodically reviews these policies and employment practices to ensure continuous improvement of its employment standards and competitiveness against companies of the similar industry.

相關僱傭政策正式記錄於員工手冊內，涵蓋招聘及薪酬、賠償、工作時間及休息時間、多樣性和平等機會等。本集團定期審閱此等政策及僱傭事宜，確保不斷改善其僱傭標準及提升在業界內的競爭力。

During FY2019, the Group was not aware of any material non-compliance with employment-related laws and regulations that would have a significant impact on the Group, including but not limited to Employment Ordinance, Sex Discrimination Ordinance, and Employees' Compensation Ordinance of Hong Kong.

於二零一九年財政年度，本集團並不知悉任何因嚴重違反與僱傭有關的法律及法規而對本集團產生重大影響的情況，包括但不限於香港《僱傭條例》、《性別歧視條例》及《僱員補償條例》。

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環境、社會及管治報告

Recruitment, Promotion, and Remuneration

Talent acquisition is vital to the sustainable development of the Group's business. The Group is committed to promoting equal opportunities and diversity in recruitment. Employees are recruited via a robust, transparent and fair recruitment process based on their merits and their potential to fulfil the Group's current and future needs.

The provision of compensation and benefits plays a critical role in the ability to attract, retain and motivate the Group's workforce. The Group offers a wide variety of leave entitlements for different circumstances such as maternity leave, paternity leave, marriage leave, study leave, compassionate leave, and compensation leave.

The Group periodically assesses the performance of the employees and evaluates their current salaries, bonus and promotion opportunities. The Group also gives preference to internal promotion to encourage consistent contribution and effort.

Equal Opportunities, Diversity, and Anti-discrimination

Sustainable growth of the Group relies on the diversity of talents and the provision of equal opportunities. The Group endeavours to hire people based on experience and expertise and make decisions independent of race, creed, national origin, ancestry, sex, marital status, disability, religious or political affiliation, age or sexual orientation. It is of the Group's firm belief that all employees should have the right to work in an environment free of discrimination, harassment, victimisation, and vilification. Therefore, the Group is committed to creating and maintaining an inclusive and collaborative workplace culture. In addition, the Group emphatically states its zero-tolerance stance on any aforementioned behaviours in the workplace.

Working Hours and Rest Periods

The Group has formulated policies in determining the working hours and rest periods for employees following local employment laws.

招聘、晉升及薪酬

招納賢才對本集團的業務可持續發展至關重要。本集團致力促進招聘過程中的平等機會及多樣性。僱員乃通過健全、透明和公平的招聘程序受聘，而招聘乃基於應徵者的優點及潛力是否能配合本集團當前及未來需要。

提供薪酬及福利在吸引、挽留及激勵本集團員工方面有關鍵作用。本集團就不同情況提供多種休假安排，如：產假、陪產假、婚假、進修休假、喪假及補償假。

本集團定期評估僱員的表現，並評估彼等目前的薪金、花紅及晉升機會。本集團亦優先考慮內部晉升以鼓勵持續貢獻及努力。

平等機會、多元化及反歧視

本集團的可持續增長有賴於人才多元化及提供平等機會。本集團致力根據經驗及專業知識招聘人才，並作出獨立於種族、信仰、國籍、血統、性別、婚姻狀況、殘障、宗教或政治派別、年齡或性取向的決定。本集團堅信，所有僱員均有權利在不受歧視、騷擾、迫害和誹謗的環境下工作。因此，本集團致力於締造及維持一個包容及合作的職場文化。此外，本集團強調對工作場所內任何上述行為持零容忍態度。

工作時數及休息時間

本集團已根據當地僱傭法律釐定僱員的工作時間及休息時間。

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Compensation and Dismissal

All employees are covered under the Employees' Compensation Ordinance of Hong Kong upon joining the Group. The statute provides protection to employees who sustain personal injury by accident or disease arising out of the course of employment.

Unreasonable dismissal under any circumstances is strictly prohibited, dismissal would be based on reasonable and lawful grounds supported by internal policies of the Group.

Other Benefits and Welfare

The Group understands that good benefits and welfare encourages retention and fosters a sense of belonging. Therefore, the Group actively seeks to introduce additional benefits and welfare where possible. Save for the aforementioned entitlement to various leaves, the employees are also entitled to benefits such as medical insurance, annual medical check-up, and other clinical benefits. Other allowances are also available to employees, including but not limited to meal allowance, travel allowance, education sponsorship, dental consultation, door lock allowance, medical allowance, and marriage gift.

During FY2019, the Group has organised recreational activities such as annual dinner and regular gatherings to boost the sense of belonging of the employees and promote the importance of work-life balance.

B2. Health and Safety

General Disclosure

Health and Safety

During FY2019, the Group was not aware of any material non-compliance with health and safety-related laws and regulations that would have a significant impact on the Group, including but not limited to the Occupational Safety and Health Ordinance. In FY2019, there were no work-related fatalities and lost days due to work injury reported in the Group. The Group shall continue to provide a safe and healthy work environment for the employees.

賠償及解僱

所有僱員於加入本集團時均受香港《僱員補償條例》保障。該法規為在工作過程中因意外或疾病而遭受人身傷害的僱員提供保障。

本集團嚴禁任何情況下不合理的解僱，解僱將基於內部政策的合理和合法理由進行。

其他福利和待遇

本集團明白良好的福利待遇可鼓勵員工挽留及培養歸屬感。因此，本集團積極尋求在可能的情況下提供額外福利及待遇。除上述多項休假權利外，僱員亦享有醫療保險、年度體檢及其他門診服務福利等福利。僱員亦可享有其他津貼，包括但不限於膳食津貼、差旅津貼、教育贊助、牙科諮詢、門鎖津貼、醫療津貼及結婚禮物。

於二零一九年財政年度，本集團舉辦周年晚宴及定期聚會等娛樂活動，以提升僱員的歸屬感，並提倡工作與生活的平衡。

B2. 健康及安全

一般披露

健康及安全

於二零一九年財政年度，本集團並不知悉任何嚴重違反健康及安全相關法律及法規，包括但不限於《職業安全及健康》條例，而將對本集團造成重大影響的情況。於二零一九年財政年度，本集團並無接報因工死亡及因工傷而失去工作日數。本集團會繼續為僱員提供安全及健康之工作環境。

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The Group places a high priority on providing employees with a safe and healthy working environment. Although health and safety measures that are applicable to an office-based business operation is limited, the Group is nevertheless committed to safeguarding the wellbeing of all employees. Relevant policies are included in the Staff Handbook. Working arrangement during typhoon and rainstorm has been clearly specified by the Group to avoid any confusion which might lead to safety issue. Fire extinguishers are strategically placed and fire exits are free from obstruction; first aid boxes are placed around the premise.

本集團高度重視為員工提供安全及健康的工作環境。雖然適用於以辦公室營運為主的業務運作的健康及安全措施有限，但本集團仍致力保障所有僱員的福祉。相關政策載於員工手冊內。本集團已清楚訂明在颱風及暴雨期間的工作安排，以避免出現任何可能引致安全問題的混亂情況。滅火器被策略性地放置在適當的地方，防火出口無雜物阻礙；而辦公室內放置急救箱。

First Aid Box
急救箱



Fire Extinguisher
滅火器



B3. Development and Training

General Disclosure

Training and Development


Training and continuous development are indispensable to our staff to keep abreast of the ever-changing trend in the industry. Therefore, the Group takes a proactive approach to provide employees with opportunities to advance their careers. The Group encourages its employees to apply for internal and external training courses to refresh prior knowledge. Depending on the relevance of the course to be partaken, 50% to 70% reimbursement of the chosen course fees will be granted. Moreover, study leave is provided for permanent employees who partake in job-related courses.

B3. 發展及培訓

一般披露

培訓及發展

培訓及持續發展對本集團員工緊貼業內不斷變化的趨勢而言不可或缺。因此，本集團積極主動向僱員提供機會促進其職業發展。本集團鼓勵僱員申請內部及外部培訓課程以更新先前知識。本集團亦會根據僱員所參加課程的相關性，授出50%至70%所選課程費用的補助。此外，我們會向參加工作相關課程的正式僱員提供學習休假。



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環境、社會及管治報告

As mentioned in the section “Recruitment, Promotion and Remuneration”, the Group regularly assesses employees’ performance. For those employees whose performance has yet to reach a satisfactory level, the Group shall provide directed training tailored to strengthen their skills and knowledge.

B4. Labour Standards

General Disclosure

Prevention of Child and Forced Labour

The Group guarantees that no employee will be made to work against his/her will or be coerced to work. Recruitment of child labour is strictly prohibited. The Staff Handbook states that all employees recruited by the Group should be above 18 years old. Personal data is collected during the process to assist the selection of suitable candidates and to verify candidates’ personal data. The human resources department also ensures that their identity documents are carefully checked.

During FY2019, the Group was not aware of any material non-compliance with child and forced labour-related laws and regulations that would have a significant impact on the Group, including but not limited to Employment Ordinance of Hong Kong.

B5. Supply Chain Management

General Disclosure

Supply Chain Management

To incorporate sustainability values into the Group’s supply chain, the Group has stepped up efforts to ensure all supply chain management practices have been implemented strictly in compliance with local laws and regulations.

誠如「招聘、晉升及薪酬」一節所述，本集團定期評估僱員的表現。對於表現尚未達到理想水平的僱員，本集團將提供針對性培訓以加強其技能及知識。

B4. 勞工準則

一般披露

防止童工及強制勞工

本集團保證概無僱員會被迫違反自身意願工作或以強制勞工的形式進行工作。嚴格禁止招聘童工。員工手冊訂明本集團招聘的所有僱員年齡均需超過 18 歲。過程中會收集個人資料以協助挑選合適徵者及核實其個人資料。人力資源部亦會確保其身份證明文件經詳細檢查。

於二零一九年財政年度，本集團並不知悉有任何嚴重違反童工及強制勞工相關的法例及規例而將對本集團造成重大影響的情況，包括但不限於香港《僱傭條例》。

B5. 供應鏈管理

一般披露

供應鏈管理

為將可持續發展價值納入本集團的供應鏈，本集團已加緊努力確保所有供應鏈管理措施嚴格遵守當地法律及法規。

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The Group has a well-regulated, fair and open tendering and evaluation procedures to select prospective suppliers. Apart from considering the offered price, the Group also takes into account the supplier's background, qualification, management model, the provision of quality service, financial health status, past experience in similar services, fulfilment of contract, social and environmental compliance and follow-up services. The Group periodically evaluates and monitors the performance of its suppliers to ensure their compliance with service standards, contract conditions, and quality provisions. Should services fall below the agreed standard, the cooperation will be terminated. The Group also supports local procurement as far as practicable. During FY2019, the Group engaged 6 suppliers, all of which were geographically located in Hong Kong.

B6. Product Responsibility

General Disclosure

The Group has in place an extensive quality assurance process to ensure that the products and services are in compliance with relevant local laws and regulations.

During FY2019, the Group was not aware of any non-compliance with laws and regulations concerning health and safety, advertising, labelling and privacy matters relating to products and services and methods of redress that would have a significant impact on the Group, including but not limited to Trade Descriptions Ordinance, Copyright Ordinance, Personal Data (Privacy) Ordinance, and Prevention of Child Pornography Ordinance of Hong Kong.

Data Privacy Protection

As an advertising media, the Group has established the Privacy Policy and is available both on the official website of Recruit and also in the Staff Handbook. The said policy covers topics such as the handling and disclosure of confidential information. Unauthorised access to the Group's information system is strictly prohibited. Confidential information is also strictly monitored to prevent any direct or indirect information leakage to external parties through any means.

本集團設有一套規範、公平及公開的招標及評估程序，以挑選潛在供應商。除考慮報價外，本集團亦會考慮供應商的背景、資格、管理模式、提供優質服務、財務健康狀況、過往提供類似服務的經驗、履行合約、社會及環境合規以及後續服務。本集團定期評估及監察其供應商的表現，以確保彼等符合服務標準、合約條件及質量規定。倘服務低於協定標準，合作會被終止。本集團亦在可行範圍內支持本地採購。於二零一九年財政年度，本集團委聘六間供應商，全部均位於香港。

B6. 產品責任

一般披露

本集團已制定廣泛的質量保證程序，以確保產品及服務符合相關當地法律及法規。

於二零一九年財政年度，本集團並不知悉任何違反關於產品及服務的、涉及健康與安全、廣告、標籤及私隱事項以及糾正方法的法律及法規而將對本集團造成重大影響的情況，包括但不限於香港《商品說明條例》、《版權條例》、《個人資料(私隱)條例》及《防止兒童色情條例》。

資料私隱保護

作為廣告媒體，本集團已制訂私隱政策，可在才庫的官方網站及員工手冊上查閱。相關政策涵蓋處理及披露機密資料等主題。本集團嚴禁未經授權進入其資訊系統。機密資料亦受嚴格監察，以防止任何直接或間接資料透過任何途徑向外泄露。

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Protection of IP Rights

Prevention against potential copyright violation is of utmost priority in the advertising industry. Before inserting a copyrighted image on the Group's product, the Group ensures that consent from the relevant copyright holder has been obtained.

Additionally, the Group respects IP rights and therefore is committed to purchasing genuine copyrighted products such as computer software and firewalls. Fundamental guidelines are also provided to the employees to ensure they do not infringe upon any IP rights such as trademark and copyrights. Disciplinary or legal actions may be taken against the employee should he/she be found to be in breach of such rights.

Customer Satisfaction

Feedbacks from customers are welcomed as it is the key to enhancing our service. Procedures for handling feedbacks have been set up. Should the Group receive any complaints, the Group will strive to act immediately to resolve the issue with effective corrective actions. In addition, any complaints received are discussed and reviewed by the management during regular meetings to prevent re-occurrence.

Due to the Group's business nature, the Group is not involved in material labelling and health and safety-related risks.

B7. Anti-corruption

General Disclosure

Anti-corruption

Solid corporate governance is the bedrock of the Group's growth and development. The Group has established an Anti-Corruption Policy in the Staff Handbook which clearly states the definition of bribery and corruption, the Group's zero-tolerance stance and the responsibilities of its employees. The Group strictly prohibits its employees from accepting any forms of gifts and benefits beyond what has been prescribed.

保護知識產權

防止潛在版權侵犯是廣告業的首要任務。在本集團產品上加入版權圖像前，本集團會確保已獲相關版權持有人的同意。

此外，本集團尊重知識產權，因此致力購買正版電腦軟件及防火牆等產品。僱員亦獲提供基本指引，以確保彼等不會侵犯商標及版權等任何知識產權。倘僱員被發現違反該等知識產權，本集團可對僱員採取紀律或法律行動。

客戶滿意度

客戶反饋為我們提升服務的關鍵，故本集團歡迎客戶反饋。本集團已設立處理反饋意見的程序。倘本集團接獲任何投訴，本集團將盡力即時採取有效的糾正行動解決問題。此外，所收到的任何投訴均經由管理層於定期會議上討論及審查，以防止問題再次發生。

由於本集團的業務性質，本集團並無涉及與標籤以及健康及安全有關的重大風險。

B7. 反貪污

一般披露

反貪污

穩固的企業管治是本集團成長及發展的基石。本集團已於員工手冊上制定反貪污政策，清楚列明賄賂及貪污的定義、本集團對此零容忍的立場及其僱員的責任。本集團嚴禁其僱員接受超出規定的任何形式的禮物和利益。

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During FY2019, the Group was not aware of any material non-compliance with the relevant laws and regulations of bribery, extortion, fraud and money laundering that would have a significant impact on the Group, including but not limited to Prevention of Bribery Ordinance. During FY2019, there were no concluded legal cases regarding corrupt practices brought against the Group or its employees.

The Group encourages its employees to report alleged malpractices or misconduct through various channels. The management will take immediate action to investigate the issue. The Group endeavours to protect the whistle-blower from common concerns such as potential retaliation and is assured that their identity as a whistle-blower will be kept confidential.

B8. Community Investment

General Disclosure

Community Participation

The Group encourages its staff to actively engage in community participation. The Group has future plans to give back to the society through more active participation in community programmes, which not only benefit the society but also nurture a good corporate culture.

於二零一九年財政年度，本集團並不知悉任何嚴重違反賄賂、勒索、欺詐及洗黑錢相關法律及法規，包括但不限於防止賄賂條例並對本集團有重大影響的情況。於二零一九年財政年度，概無對本集團或其僱員提出並已審結的法律案件。

本集團鼓勵其僱員透過不同渠道舉報涉嫌違規或不當行為。管理層將立即採取行動調查有關問題。本集團致力保護舉報人免受潛在報復等常見憂慮，並確保其作為舉報人的身份會被保密。

B8. 社區投資

一般披露

社區參與

本集團鼓勵其員工積極參與社區活動。本集團計劃在未來透過更積極參與社區活動回饋社會，不僅令社會受惠，更有助培育良好的企業文化。

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SUMMARY TABLE OF KPIS

PART A. ENVIRONMENTAL

關鍵績效指標概要表

A 部份環境

Location of operations	Energy use and emissions	Unit	FY2017	FY2018	FY2019
運營地點	能源使用及排放	單位	二零一七年 財政年度	二零一八年 財政年度	二零一九年 財政年度
HK Made 香港製作	Electricity 電力	kWh 千瓦時	63,832	57,352	N/A 不適用
		tCO ₂ e 噸二氧化碳當量	40.21	36.13	N/A 不適用
Recruit 才庫	Electricity 電力	kWh 千瓦時	123,841	114,195	108,928
		tCO ₂ e 噸二氧化碳當量	97.83	90.22 ⁸	87.14
HK Made 香港製作	Water 水	Cubic metre 立方米	89.40	83.52	N/A 不適用
		tCO ₂ e 噸二氧化碳當量	0.06	0.05	N/A 不適用
Recruit 才庫	Petrol 汽油	Litres 升	2,675.61	2,392.36	2,291.65
Location of operations	Resources	Unit	FY2017	FY2018	FY2019
運營地點	資源	單位	二零一七年 財政年度	二零一八年 財政年度	二零一九年 財政年度
HK Made 香港製作	Pillow Case 枕套	Number 數量	139,180	194,000	N/A 不適用
Hong Kong 香港	Paper 紙張	Tonnes 噸	0.11	0.10	0.91
		tCO ₂ e 噸二氧化碳當量	0.53	0.48	4.38

Note:

附註：

8. Figure has been rounded up due to a change in presentation from kgCO₂e to tCO₂e.

8. 數字因呈現方式由千克二氧化碳當量改為噸二氧化碳當量而被向上捨入。

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PART B. SOCIAL

B 部分社會

Employment Indicators

就業指標		FY2017 二零一七年 財政年度	FY2018 二零一八年 財政年度	FY2019 二零一九年 財政年度
Employment	僱傭			
Total number of employees	僱員總數	77	60	50
By gender	按性別劃分			
Male	男	29	28	24
Female	女	48	32	26
By age group	按年齡組別劃分			
18 to 25	18至25歲	2	2	2
26 to 35	26至35歲	11	10	7
36 to 45	36至45歲	35	31	26
46 to 55	46至55歲	17	13	11
56 to 65	56至65歲	11	2	2
Over 65	65歲以上	1	2	2
By region	按地區劃分			
Hong Kong	香港	77	60	50
By employment type	按僱傭關係類型劃分			
Permanent	正式	64	60	50
Part-time	兼職	13	0	0

Employment Indicators

就業指標		FY2017 二零一七年 財政年度	FY2018 二零一八年 財政年度	FY2019 ⁹ 二零一九年 財政年度
Employee turnover	僱員流失量			
Total number of employee turnover	僱員流失總人數	9	10	5
By gender	按性別劃分			
Male	男	5	4	3
Female	女	4	6	2
By age group	按年齡組別劃分			
18 to 25	18至25歲	0	0	1
26 to 35	26至35歲	7	5	2
36 to 45	36至45歲	2	4	1
46 to 55	46至55歲	0	0	1
56 to 65	56至65歲	0	1	0
Over 65	65歲以上	0	0	0
By region	按地區劃分			
Hong Kong	香港	9	10	5

Note:

附註：

9. Figures only reflect the number of employee turnover of Recruit.

9. 數字只反映才庫僱員流失人數。

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Health and Safety Indicators

健康和安​​全指標

		FY2017 二零一七年 財政年度	FY2018 二零一八年 財政年度	FY2019 二零一九年 財政年度
Number of reported injuries	報告受傷人數	N/A 不適用	N/A 不適用	0
Injury rate	受傷率	N/A 不適用	N/A 不適用	0
Number of lost days	因工傷損失天數	N/A 不適用	N/A 不適用	0
Lost day rate	因工傷損失天數率	N/A 不適用	N/A 不適用	0

Supply Chain Indicators

供應鏈指標

		FY2017 二零一七年 財政年度	FY2018 二零一八年 財政年度	FY2019 二零一九年 財政年度
Supplier management	供應商管理			
Total number of suppliers	供應商總數	9	9	6
By region	按地區劃分			
Hong Kong	香港	7	7	6
Mainland China	中國大陸	2	2	0

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THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED

香港聯合交易所有限公司的環境、社會及管治報告指引內容索引表

Subject Areas, Aspects, General Disclosures, and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect A1: Emissions 層面 A1：排放物		
General Disclosure 一般披露	Information on: 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to Exhaust Gas and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Emissions 排放物
KPI A1.1 ("comply or explain") 關鍵績效指標 A1.1 (「不遵守就解釋」)	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Emissions – GHG Emissions, Discharges into Water and Land, Waste Management 排放物 – 溫室氣體排放、向水及土地的排污、廢棄物管理
KPI A1.2 ("comply or explain") 關鍵績效指標 A1.2 (「不遵守就解釋」)	GHG emissions in total (in tonnes) and intensity. 溫室氣體總排放量(以噸計算)及密度。	Emissions – GHG Emissions 排放物 – 溫室氣體排放
KPI A1.3 ("comply or explain") 關鍵績效指標 A1.3 (「不遵守就解釋」)	Total hazardous waste produced (in tonnes) and intensity. 所產生有害廢棄物總量(以噸計算)及密度。	Emissions – Waste Management Not applicable – Explained 排放物 – 廢物管理 不適用 – 已解釋
KPI A1.4 ("comply or explain") 關鍵績效指標 A1.4 (「不遵守就解釋」)	Total non-hazardous waste produced (in tonnes) and intensity. 所產生無害廢棄物總量(以噸計算)及密度。	Emissions – Waste Management Not applicable – Explained 排放物 – 廢物管理 不適用 – 已解釋
KPI A1.5 ("comply or explain") 關鍵績效指標 A1.5 (「不遵守就解釋」)	Description of reduction initiatives and results achieved. 描述減低產生量的措施及所得成果。	Emissions – GHG Emissions, Waste Management 排放物 – 溫室氣體排放、廢物管理
KPI A1.6 ("comply or explain") 關鍵績效指標 A1.6 (「不遵守就解釋」)	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Emissions – Waste Management 排放物 – 廢物管理

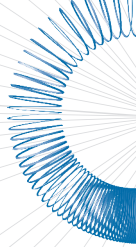
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Subject Areas, Aspects, General Disclosures, and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect A2: Use of Resources 層面 A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源使用
KPI A2.1 ("comply or explain") 關鍵績效指標 A2.1 (「不遵守就解釋」)	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及／或間接能源總耗量及密度。	Use of Resources – Energy Efficiency 資源使用 – 能源消耗
KPI A2.2 ("comply or explain") 關鍵績效指標 A2.2 (「不遵守就解釋」)	Water consumption in total and intensity. 總耗水量及密度。	Use of Resources – Water Consumption 資源使用 – 用水消耗
KPI A2.3 ("comply or explain") 關鍵績效指標 A2.3 (「不遵守就解釋」)	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Use of Resources – Energy Efficiency 資源使用 – 能源消耗
KPI A2.4 ("comply or explain") 關鍵績效指標 A2.4 (「不遵守就解釋」)	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Use of Resources – Water Consumption 資源使用 – 用水消耗
KPI A2.5 ("comply or explain") 關鍵績效指標 A2.5 (「不遵守就解釋」)	Total packaging material used for finished products (in tonnes) and with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及每生產單位估量。	Use of Resources – Use of Packaging Material 資源使用 – 包裝物料使用 Not applicable – Explained 不適用 – 已解釋

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Subject Areas, Aspects, General Disclosures, and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect A3: The Environment and Natural Resources 層面 A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimizing the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	The Environment and Natural Resources 環境及天然資源
KPI A3.1 ("comply or explain") 關鍵績效指標 A3.1 (「不遵守就解釋」)	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	The Environment and Natural Resources – Indoor Air Quality 環境及天然資源 – 室內空氣質素
Aspect B1: Employment 層面 B1：僱傭		
General Disclosure 一般披露	Information on: 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Employment 僱傭
KPI B1.1 (Recommended Disclosures) 關鍵績效指標 B1.1 (建議披露)	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數	Employment 僱傭

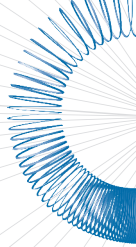
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Subject Areas, Aspects, General Disclosures, and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect B2: Health and Safety 層面 B2：健康及安全		
General Disclosure 一般披露	Information on: 有關提供安全工作環境及保障僱員避免職業性危害的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Health and Safety 健康及安全
KPI B2.1 (Recommended Disclosures) 關鍵績效指標 B2.1 (建議披露)	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	Health and Safety 健康及安全
KPI B2.2 (Recommended Disclosures) 關鍵績效指標 B2.2 (建議披露)	Lost days due to work injury. 因工傷損失工作日數。	Health and Safety 健康及安全
Aspect B3: Development and Training 層面 B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Development and Training 發展及培訓

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Subject Areas, Aspects, General Disclosures, and KPIs 主要範疇、層面、一般披露及關鍵績效指標

Description 描述

Section/Declaration 章節/聲明

Aspect B4: Labour Standards 層面 B4：勞工準則

General Disclosure
一般披露

Information on:
有關防止童工或強制勞工的：
(a) the policies; and
(a) 政策；及
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.
(b) 遵守對發行人有重大影響的相關法律及規例的資料。

Labour Standards
勞工準則

KPI B4.1 (Recommended Disclosures)
關鍵績效指標 B4.1 (建議披露)

Description of measures to review employment Practices to avoid child and forced labour
描述檢討招聘慣例的措施以避免童工及強制勞工。

Labour Standards
勞工準則

Aspect B5: Supply Chain Management 層面 B5：供應鏈管理

General Disclosure
一般披露

Policies on managing environmental and social risks of the supply chain.
管理供應鏈的環境及社會風險政策。

Supply Chain Management
供應鏈管理

KPI B5.1 (Recommended Disclosures)
關鍵績效指標 B5.1 (建議披露)

Number of suppliers by geographical region.
按地區劃分的供應商數目。

Supply Chain Management
供應鏈管理

Aspect B6: Product Responsibility 層面 B6：產品責任

General Disclosure
一般披露

Information on:
有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：
(a) the policies; and
(a) 政策；及
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.
(b) 遵守對發行人有重大影響的相關法律及規例的資料。

Product Responsibility
產品責任

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Subject Areas, Aspects, General Disclosures, and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect B7: Anti-corruption 層面 B7：反貪污		
General Disclosure 一般披露	Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Anti-corruption 反貪污
KPI B7.1 (Recommended Disclosures) 關鍵績效指標 B7.1 (建議披露)	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於滙報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Anti-corruption 反貪污
Aspect B8: Community Investment 層面 B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Community Investment 社區投資

Independent Auditor's Report 獨立核數師報告



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TO THE MEMBERS OF KK CULTURE HOLDINGS LIMITED

KK文化控股有限公司

(incorporated in Cayman Islands and redomiciled to Bermuda with limited liability)

致 KK 文化控股有限公司股東

(於開曼群島註冊成立及遷冊至百慕達之有限公司)

OPINION

We have audited the consolidated financial statements of KK Culture Holdings Limited (the "Company") and its subsidiaries (together referred to as the "Group") set out on pages 83 to 216, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("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 HKICPA's "Code of Ethics for Professional Accountants" (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

本核數師(以下簡稱「我們」)已審計列載於第83至216頁KK文化控股有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合股本變動表和綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

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

意見基礎

我們已根據香港會計師公會所頒佈的香港審計準則(「香港審計準則」)進行審計。在這些準則下，我們的責任會在本報告中「核數師就審計綜合財務報表須承擔的責任」一節進一步詳述。根據香港會計師公會所頒佈的專業會計師道德守則(簡稱「守則」)，我們獨立於貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審計憑證能充足和適當地為我們的意見提供基礎。



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獨立核數師報告

KEY AUDIT MATTERS

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

Impairment of trade receivables

Refer to Note 23 to the consolidated financial statements and the Group's significant accounting policies and critical accounting estimates and judgements set out in Note 2.9(b) and 4(i)

As at 31 December 2019, before taking consideration of the expected credit losses, the Group has trade receivables of HK\$4,440,000. There is a risk that the carrying value of trade receivables is not recoverable. Management's impairment assessment was based on evaluation of collectability, including ageing analysis of each debtor, which required exercise of management's judgement on the current creditworthiness, and the past collection history, of each customer. Management made a provision for impairment of trade receivables amounting to HK\$186,000 as at 31 December 2019.

We have identified impairment assessment of trade receivables as a key audit matter because the assessment involve significant management judgement.

關鍵審計事項

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

貿易應收款項的減值

請參閱綜合財務報表附註23，以及附註2.9(b)所載 貴集團的主要會計政策和附註4(i)所載 貴集團的重要會計估計及判斷

於二零一九年十二月三十一日，於計及預期信貸虧損前，貴集團之貿易應收款項為4,440,000港元。貿易應收款項賬面值存在未能收回的風險。管理層的減值評估乃就各債務人可收回能力的評估（包括賬齡分析）作為基礎，管理層就各客戶現時信用程度以及以往還款歷史的作出評估。於二零一九年十二月三十一日，管理層作出貿易應收款項減值撥備為186,000港元。

我們將貿易應收款項的減值評估列為關鍵審計事項，這是因為評估涉及重大管理層判斷。

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獨立核數師報告

KEY AUDIT MATTERS (Continued)

Our response:

Our procedures in relation to management's impairment assessment of trade receivables included:

- Ascertaining our understanding on the policy and operating effectiveness of internal controls which oversee credit control, debt collection and estimate of expected credit losses;
- Assessing, on a sample basis, whether items in the trade receivables ageing report were classified within the appropriate ageing bracket by comparing individual items in the report with the relevant sales invoices;
- Assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information; and
- Inspecting subsequent cash receipts from customers after the financial year end relating to trade receivables which are past due but not impaired balances as at 31 December 2019, on a sample basis.

關鍵審計事項(續)

我們的回應：

我們就管理層對貿易應收款項的減值評估所進行的程序包括：

- 確定我們對監督信貸控制。債務追收及估計預期信貸虧損之內部監控政策及營運效益之了解；
- 將貿易應收款項賬齡報告中之個別項目與相關銷售發票進行比較，抽樣評估報告中之項目是否已分類至適當賬齡範圍內；
- 透過審查管理層用於構成有關判斷的資料，包括測試過往違約數據之準確性、評估過往虧損率是否根據當前經濟狀況及前瞻性資料進行適當調整；及
- 於財政年度結束後抽樣檢查與於二零一九年十二月三十一日貿易應收款項已逾期惟並無減值之結餘有關之其後客戶現金收入。

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獨立核數師報告

KEY AUDIT MATTERS (Continued)

Impairment of loan receivables

Refer to Note 22 to the consolidated financial statements and the Group's significant accounting policies set out in Note 2.9(b)

As at 31 December 2019, before taking consideration of the expected credit losses, the Group has loan receivables of HK\$14,700,000. There is a risk that the carrying value of loan receivables is not recoverable. Management's impairment assessment was based on the credit loss experience, aging of overdue loan receivables, creditors' financial position and both the current and forecast general economic conditions. Management made a provision for impairment of loan receivables amounting to HK\$649,000 as at 31 December 2019.

We have identified impairment assessment of loan receivables as a key audit matter because the assessment involve significant management judgement.

Our response:

Our procedures in relation to management's impairment assessment of loan receivables included:

- Obtaining an understanding on how the allowance on loan receivables is estimated by the management and assessing the management's process in determining the estimated future cash flows of loan receivables;
- Checking the ageing analysis against repayment terms set out on loan agreements and subsequent settlements of the loan receivables to the source documents, including bank statements;
- Identifying any loan receivables with delay in payments during the year from the register of loan receivables and evaluating the management's assessment of the recoverability of each of these loan receivables with reference to the status of each of these individual borrowers and the Group's debt collection actions; and
- Assessing the reasonableness of allowance on loan receivables with reference to the credit history including creditors' credit rating reports, delay in payments, subsequent settlements and ageing analysis of the loan receivables.

關鍵審計事項(續)

應收貸款之減值

請參閱綜合財務報表附註22，以及附註2.9(b)所載 貴集團的主要會計政策

於二零一九年十二月三十一日，於計及預期信貸虧損前， 貴集團之應收貸款為14,700,000港元。應收貸款賬面值存在未能收回的風險。管理層的減值評估乃根據信貸虧損經驗、逾期應收貸款的賬齡、債權人的財務狀況以及當前及預測的整體經濟狀況而作出。管理層於二零一九年十二月三十一日就應收貸款撥備減值649,000港元。

我們將應收貸款的減值評估列為關鍵審計事項，這是因為評估涉及重大管理層判斷。

我們的回應：

我們就管理層對應收貸款的減值評估所進行的程序包括：

- 了解管理層如何估計應收貸款撥備並評估管理層釐定應收貸款之估計未來現金流量之過程；
- 自銀行結單等來源文件中核查賬齡分析與貸款協議所載還款期以及應收貸款之期後結算情況；
- 從應收貸款登記冊中識別年內延期付款之應收貸款，並評核管理層參照借款人個別狀況及 貴集團收債行動而評估各項應收貸款之可收回程度；及
- 評估參照應收貸款之信貸記錄(包括個人信貸評級報告、延期付款、期後結算情況及賬齡分析)而得出應收貸款撥備是否合理。

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獨立核數師報告

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report but does not include the consolidated financial statements and our auditor's report thereon.

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

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

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibilities in this regard.

年報內的其他資料

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

我們對綜合財務報表作出的意見並未涵蓋其他資料，我們亦不就其他資料發表任何形式的核證結論。

就審計綜合財務報表而言，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審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。倘若我們基於已完成的工作認為其他資料出現重大錯誤陳述，我們須報告該事實。我們就此並無任何事項須報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則以及香港公司條例的披露規定，編製真實而公平的綜合財務報表，以及維持董事認為編製綜合財務報表所必需的有關內部監控，以確保有關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，並披露與持續經營有關的事項（如適用）。除非董事有意將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。

董事亦負責監督 貴集團的財務報告過程。審核委員會協助董事履行彼等之職責。



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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

我們的目標是合理確定整體上綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出包含我們意見的核數師報告。我們根據一九八一年百慕達公司法第90條僅向閣下作為整體報告，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。

合理確定屬高層次的核證，但不能擔保根據香港審計準則進行的審計在某一重大錯誤陳述存在時總能發現。重大錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，被視為重大錯誤陳述。

我們根據香港審計準則進行審計的工作，運用專業判斷，在整個審計過程中保持職業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應這些風險設計及執行審計程序，獲得充足及適當的審計憑證為我們的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部監控，因此未能發現由此造成的重大錯誤陳述風險比未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審計有關的內部監控，以設計恰當的審計程序，但並非旨在對貴集團的內部監控的有效性發表意見。
- 評估所用會計政策是否恰當，以及董事所作出的會計估算和相關披露是否合理。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審計綜合財務報表須承擔的責任(續)

- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審計憑證，總結是否有對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘若我們總結認為有重大不確定因素，我們需要在核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂我們的意見。我們的結論是基於截至核數師報告日期所獲得的審計憑證。然而，未來事件或情況可能導致貴集團不再具有持續經營的能力。
- 評估綜合財務報表的整體列報、架構和內容，包括披露資料，以及綜合財務報表是否已公平地反映及列報相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足的審計憑證，以就綜合財務報表發表意見。我們須負責指導、監督和執行貴集團的審計工作。我們須為我們的審計意見承擔全部責任。

我們就審計工作的計劃範圍和時間、在審計過程中的主要發現，包括內部監控的重大缺失及其他事項與審核委員會進行溝通。

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



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

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

BDO Limited

Certified Public Accountants

Au Yiu Kwan

Practising Certificate Number P05018

Hong Kong, 27 March 2020

核數師就審計綜合財務報表須承擔的 責任 *(續)*

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

香港立信德豪會計師事務所有限公司
執業會計師

歐耀均

香港執業證書號碼 P05018

香港，二零二零年三月二十七日

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

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務			
Turnover	營業額	5	53,193	64,566
Direct operating costs	直接經營成本		(13,990)	(16,980)
Gross profit	毛利		39,203	47,586
Other income	其他收入	7	9,011	4,200
Selling and distribution costs	銷售及分銷成本		(20,009)	(22,386)
Administrative expenses	行政費用		(47,755)	(47,852)
Impairment on trade and other receivables and loan receivables, net of reversal	貿易及其他應收款項以及應收貸款之減值，扣除撥回		(1,060)	(249)
Finance costs	財務費用	8	(1,116)	(1,919)
Loss before income tax from continuing operations	來自持續經營業務之除所得稅前虧損	9	(21,726)	(20,620)
Income tax credit/(expense)	所得稅抵免/(開支)	12	271	(1,193)
Loss for the year from continuing operations	來自持續經營業務之本年度虧損		(21,455)	(21,813)
Discontinued operations	已終止經營業務			
Loss for the year from discontinued operations	來自已終止經營業務之本年度虧損	13	(14,848)	(53,544)
Loss for the year	本年度虧損		(36,303)	(75,357)
Other comprehensive income	其他全面收益			
<i>Item that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益之項目：</i>			
Fair value gain/(loss) on equity instruments at fair value through other comprehensive income	按公平價值計入其他全面收益之股本工具之公平價值收益/(虧損)		13,417	(3,578)
Other comprehensive income for the year, net of tax	本年度其他全面收益，扣除稅項		13,417	(3,578)
Total comprehensive income for the year	本年度全面收益總額		(22,886)	(78,935)

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

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Loss for the year attributable to:	以下人士應佔本年度虧損：		
<i>Equity shareholders of the Company</i>	本公司權益股東		
Loss for the year from continuing operations	來自持續經營業務之本年度虧損	(21,455)	(21,813)
Loss for the year from discontinued operations	來自已終止經營業務之本年度虧損	(12,322)	(34,139)
Loss for the year attributable to equity shareholders of the Company	本公司權益股東應佔之本年度虧損	(33,777)	(55,952)
<i>Non-controlling interests</i>	非控股權益		
Loss for the year from continuing operations	來自持續經營業務之本年度虧損	-	-
Loss for the year from discontinued operations	來自已終止經營業務之本年度虧損	(2,526)	(19,405)
Loss for the year attributable to non-controlling interests	非控股權益應佔之本年度虧損	(2,526)	(19,405)
		(36,303)	(75,357)
Total comprehensive income attributable to:	以下人士應佔全面收益總額：		
Equity shareholders of the Company	本公司權益股東	(20,360)	(59,530)
Non-controlling interests	非控股權益	(2,526)	(19,405)
		(22,886)	(78,935)
Basic and diluted loss per share	每股基本及攤薄虧損		
- from continuing operations	- 來自持續經營業務	15(b) (HK4.80 cents 港仙)	(HK5.48 cents 港仙)
- from discontinued operations	- 來自已終止經營業務	15(c) (HK2.76 cents 港仙)	(HK8.57 cents 港仙)
- from continuing and discontinued operations	來自持續經營業務及已終止經營業務	15(a) (HK7.56 cents 港仙)	(HK14.05 cents 港仙)

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

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產與負債		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	16	3,441
Investment properties	投資物業	17	-
Right-of-use assets	使用權資產	18	10,712
Other intangible assets	其他無形資產	20	-
Equity instruments at fair value through other comprehensive income	按公平價值計入其他全面收益之股本工具	21	50,115
Loan receivables	應收貸款	22	-
			64,268
Current assets	流動資產		
Trade receivables	貿易應收款項	23	4,254
Other receivables, deposits and prepayments	其他應收款項、按金及預付款	24	13,142
Tax recoverable	可收回稅項		813
Loan receivables	應收貸款	22	14,051
Cash and cash equivalents	現金及現金等值項目	26	100,177
			132,437
Current liabilities	流動負債		
Contract liabilities	合約負債	25	788
Other payables and accruals	其他應付款項及應計開支	27	6,661
Amounts due to non-controlling interests of a subsidiary	應付一間附屬公司之非控股權益款項	28	-
Amounts due to a director	應付一名董事款項	28	1,093
Other borrowing	其他借貸	29	5,760
Current portion of license right fees payables	應付特許權費之即期部份	30	-
Current portion of lease liabilities	租賃負債之即期部份	31	6,592
Provision for taxation	稅項撥備		155
			21,049
Net current assets	流動資產淨值		111,388
Total assets less current liabilities	總資產減流動負債		175,656
Non-current liabilities	非流動負債		
Non-current portion of license right fees payables	應付特許權費之非即期部份	30	-
Non-current portion of lease liabilities	租賃負債之非即期部份	31	2,302
			2,302
Net assets	資產淨值		173,354
			171,893

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

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
EQUITY	權益			
Share capital	股本	33	89,323	89,323
Reserves	儲備		84,031	104,391
Equity attributable to equity shareholders of the Company	本公司權益股東應佔權益		173,354	193,714
Non-controlling interests	非控股權益		-	(21,821)
Total equity	權益總額		173,354	171,893

On behalf of the directors

代表董事會

Tsang Hing Bun

曾慶贊

Director

董事

Yiu Yu Cheung

姚宇翔

Director

董事

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 equity shareholders of the Company 本公司權益股東應佔權益							Non-controlling interests 非控股權益	Total equity 權益總額	
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Employee compensation reserve 僱員賠償儲備 HK\$'000 千港元	Investment revaluation reserve 投資重估儲備 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元			Total 合計 HK\$'000 千港元
Balance at 1 January 2018 as originally presented	原先呈列於二零一八年一月一日之結餘	74,523	74,130	1,991	6,734	(43,897)	95,402	(57,700)	151,183	(1,900)	149,283
Initial adoption on HKFRS 9	首次採納香港財務報告準則第9號	-	-	-	-	-	-	(919)	(919)	(516)	(1,435)
Restated balance at 1 January 2018	於二零一八年一月一日之經重列結餘	74,523	74,130	1,991	6,734	(43,897)	95,402	(58,619)	150,264	(2,416)	147,848
Issue of shares upon placing (Note 33)	因配售而發行股份(附註33)	14,800	88,800	-	-	-	-	-	103,600	-	103,600
Share issue expenses	發行股份費用	-	(620)	-	-	-	-	-	(620)	-	(620)
Transactions with equity shareholders	與權益股東交易	14,800	88,180	-	-	-	-	-	102,980	-	102,980
Loss for the year	本年度虧損	-	-	-	-	-	-	(55,952)	(55,952)	(19,405)	(75,357)
Other comprehensive income	其他全面收益										
Change in fair value on equity instruments at fair value through other comprehensive income	按公平價值計入其他全面收益之股本工具之公平價值變動	-	-	-	(3,578)	-	-	-	(3,578)	-	(3,578)
Total comprehensive income for the year	本年度全面收益總額	-	-	-	(3,578)	-	-	(55,952)	(59,530)	(19,405)	(78,935)
Transfer of gain on disposal of equity instruments at fair value through other comprehensive income to retained earnings	轉撥出售按公平價值計入其他全面收益之股本工具之收益至保留溢利	-	-	-	(1,300)	-	-	1,300	-	-	-
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	89,323	162,310	1,991	1,856	(43,897)	95,402	(113,271)	193,714	(21,821)	171,893

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 equity shareholders of the Company								Non-controlling interests	Total equity
		本公司權益股東應佔權益									
		Share capital	Share premium	Employee compensation reserve	Investment revaluation reserve	Merger reserve	Contributed surplus	Accumulated losses	Total		
		股本	股份溢價	僱員賠償儲備	重估儲備	合併儲備	總入盈餘	累計虧損	合計		
HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'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	
Balance at 1 January 2019	於二零一九年一月一日之結餘	89,323	162,310	1,991	1,856	(43,897)	95,402	(113,271)	193,714	(21,821)	171,893
Lapse of share options (Note 34)	購股權失效(附註34)	-	-	(1,991)	-	-	-	1,991	-	-	-
Disposal of subsidiaries (Note 39)	出售附屬公司(附註39)	-	-	-	-	-	-	-	-	24,347	24,347
Transactions with equity shareholders	與權益股東交易	-	-	(1,991)	-	-	-	1,991	-	24,347	24,347
Loss for the year	本年度虧損	-	-	-	-	-	-	(33,777)	(33,777)	(2,526)	(36,303)
Other comprehensive income	其他全面收益										
Change in fair value on equity instruments at fair value through other comprehensive income	按公平價值計入其他全面收益之股本工具之公平價值變動	-	-	-	13,417	-	-	-	13,417	-	13,417
Total comprehensive income for the year	本年度全面收益總額	-	-	-	13,417	-	-	(33,777)	(20,360)	(2,526)	(22,886)
Balance at 31 December 2019	於二零一九年十二月三十一日之結餘	89,323	162,310	-	15,273	(43,897)	95,402	(145,057)	173,354	-	173,354

Merger reserve of the Group arose as a result of the Group's reorganisation in 2000 and represents the difference between the nominal amount of the share capital issued by the Company and the nominal amount of the issued share capital of Recruit (BVI) Limited. Contributed surplus of the Group arose as a result of the reduction in share capital in accordance with the Group's capital reorganisation in 2003.

本集團之合併儲備因二零零零年本集團重組產生，指本公司所發行股本之面值與 Recruit (BVI) Limited 已發行股本面值兩者之差額。本集團之繳入盈餘乃因根據本集團於二零零三年進行股本重組之削減股本產生。

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

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Cash flows from operating activities	經營業務之現金流量		
Loss before tax from continuing operations	來自已持續經營業務之除稅前虧損	(21,726)	(20,620)
Loss before tax from discontinued operations	來自已終止經營業務之除稅前虧損	(14,848)	(53,544)
		(36,574)	(74,164)
Adjustments for :	調整 :		
Amortisation of other intangible assets	其他無形資產攤銷	20	7,607
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	16	2,949
Depreciation of investment properties	投資物業之折舊	17	133
Depreciation of right-of-use assets	使用權資產之折舊	18	7,480
Losses/(Gain) on disposals of a subsidiary	出售一間附屬公司之虧損/(收益)	39	8,533
Gain on disposals of investment properties	出售投資物業之收益	7	(1,398)
Impairment on trade and other receivables and loan receivables, net of reversal	貿易及其他應收款項以及應收貸款之減值，扣除撥回	9	1,060
Impairment of goodwill	商譽減值	19	-
Impairment of other intangible assets	其他無形資產減值	20	-
Interest expenses	利息開支		2,073
Interest income	利息收入		(1,093)
Operating loss before working capital changes	營運資金變動前之經營虧損	(9,230)	(7,339)
Decrease/(Increase) in trade and other receivables, deposits and prepayments	貿易及其他應收款項、按金以及預付款(減少)/增加	8,950	(7,258)
Increase in contract liabilities	合約負債增加	176	612
Increase/(Decrease) in other payables and accruals	其他應付款項及應計開支增加/(減少)	2,611	(6,835)
(Decrease)/Increase in amounts due to non-controlling interests of a subsidiary	應付一間附屬公司之非控股權益款項(減少)/增加	(10,321)	16,134
(Decrease)/Increase in amounts due to a director	應付一名董事款項(減少)/增加	(2,500)	3,593
Cash used in operations	經營業務所用現金	(10,314)	(1,093)
Income taxes paid	已付所得稅	-	(3,067)
Net cash used in operating activities	經營業務所用現金淨額	(10,314)	(4,160)

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

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Cash flows from investing activities	投資業務之現金流量		
Interest received	已收利息	314	540
Payments for license rights	特許權之付款	(14,909)	(69,179)
Proceeds from disposals of investment properties	出售投資物業之所得款項	10,896	19,939
Proceeds from disposals of equity instruments at FVOCI	出售按公平價值計入其他全面收益之股本工具之所得款項	–	15,527
Repayment from/(Loan to) third parties	第三方償還款項／ (向第三方提供之貸款)	1,000	(11,640)
Additions of property, plant and equipment	添置物業、廠房及設備	(3)	(4,539)
Net cash (outflow)/inflow in respect of disposals of subsidiaries	出售一間附屬公司之現金 (流出)／流入淨額	(107)	79,687
<i>Net cash (used in)/generated from investing activities</i>	<i>投資業務(所用)／所得現金淨額</i>	(2,809)	30,335
Cash flows from financing activities	融資業務之現金流量		
Proceeds from/(Repayments of) bank and other borrowings	銀行及其他借貸所得 款項／(償還)	14,560	(5,896)
Interest paid on bank and other borrowings	已付銀行及其他借貸利息	(855)	(660)
Repayments of principal portion of lease liabilities	償還租賃負債之本金部份	(9,298)	–
Interest paid on lease liabilities	已付租賃負債利息	(607)	–
Repayment to a shareholder	向一名股東還款	–	(41,571)
Proceeds from issue of shares	發行股份之所得款項	–	103,600
Share issue expenses paid	已付發行股份費用	–	(620)
<i>Net cash generated from financing activities</i>	<i>融資業務所得現金淨額</i>	3,800	54,853
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目 (減少)／增加淨額	(9,323)	81,028
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值項目	109,500	28,472
Cash and cash equivalents at 31 December	於十二月三十一日之現金 及現金等值項目	100,177	109,500

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

KK Culture Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company on 13 March 2000 and redomiciled to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda, with limited liability on 29 January 2003. The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business is 44/F, Office Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “SEHK”).

The Company acts as an investment holding company and provides corporate management services. Details of the activities of its principal subsidiaries are set out in note 38 to the consolidated financial statements. The Company and its subsidiaries are collectively referred to as the “Group” hereafter.

The consolidated financial statements for the year ended 31 December 2019 were approved for issue by the board of directors of the Company (the “Directors”) on 27 March 2020.

1. 一般資料

KK文化控股有限公司(「本公司」)於二零零零年三月十三日在開曼群島註冊成立為獲豁免公司，後來於二零零三年一月二十九日撤銷於開曼群島之註冊及遷冊至百慕達，並按照百慕達法例持續經營為獲豁免有限責任公司。本公司註冊辦事處之地址位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda及其主要營業地點位於香港灣仔港灣道1號會展廣場辦公大樓44樓。本公司之股份於香港聯合交易所有限公司(「香港聯交所」)主板上市。

本公司乃投資控股公司，提供企業管理服務。各主要附屬公司之業務詳情載於綜合財務報表附註38。本公司連同其附屬公司以下統稱為「本集團」。

截至二零一九年十二月三十一日止年度之綜合財務報表已於二零二零年三月二十七日獲本公司董事(「董事」)會批准刊發。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements on pages 83 to 216 have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also include the applicable disclosures required by the Rules Governing the Listing of Securities on the SEHK.

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group’s consolidated financial statements, if any, are disclosed in note 3.

The consolidated financial statements have been prepared under historical cost convention except for certain financial instruments, which are stated at fair values. The measurement bases are described in the accounting policies below.

2. 主要會計政策概要

2.1 編製基準

第83至216頁之綜合財務報表乃根據香港會計師公會(「香港會計師公會」)所頒佈香港財務報告準則(「香港財務報告準則」,包括所有適用之個別香港財務報告準則、香港會計準則及詮釋)以及香港公司條例之披露規定編製。綜合財務報表亦包括香港聯交所證券上市規則之適用披露規定。

編製該等綜合財務報表所採用之主要會計政策概述如下。除非另有說明,否則有關政策於所有年度貫徹採用。採納新訂或經修訂香港財務報告準則以及對本集團綜合財務報表之影響(如有)於附註3披露。

綜合財務報表乃按照歷史成本慣例編製,惟若干財務工具則按公平價值計量。計量基準於下文之會計政策詳述。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

It should be noted that accounting estimates and assumptions are used in the preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

2.2 Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

2. 主要會計政策概要(續)

2.1 編製基準(續)

務請注意，編製綜合財務報表時已使用會計估計及假設。儘管該等估計乃基於管理層對現時事件及行動所掌握之一切資料而按最佳判斷作出，實際結果最終或會有別於該等估計。涉及高度判斷或極為複雜之範疇，或假設及估計對財務報表為重要之範疇，乃於附註4披露。

2.2 業務合併及綜合賬目基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團內公司間交易、結餘及未變現溢利於編製綜合財務報表時全數對銷。未變現虧損亦予以對銷，除非有證據顯示所轉移之資產出現減值，則有關虧損會於損益中確認。

年內所收購或出售之附屬公司之業績乃由收購生效日期起或直至出售生效日期止(如適用)計入綜合損益及其他全面收益表。如有需要，會對附屬公司之財務報表作出調整，以使其會計政策與本集團其他成員公司所採用者一致。

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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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Business combination and basis of consolidation (Continued)

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in those non-controlling interest having a deficit balance.

2. 主要會計政策概要(續)

2.2 業務合併及綜合賬目基準(續)

本集團於附屬公司之權益變動(並無導致失去控制權)列作權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整,以反映彼等於附屬公司相對權益之變動。非控股權益之調整額與已經支付或收取之代價之公平價值之間的任何差額,均直接於權益確認,並歸屬於本公司擁有人。

倘本集團失去附屬公司之控制權,出售損益乃按下列兩者之差額計算:(i)所收取代價之公平價值與任何保留權益之公平價值之總額,與(ii)該附屬公司之資產(包括商譽)及負債與任何非控股權益過往之賬面值。先前就該附屬公司於其他全面收益確認之款額按出售相關資產或負債時所規定之相同方式列賬。

收購後,代表於附屬公司之目前擁有權權益之非控股權益之賬面值之金額為該等權益於初步確認時之金額加以非控股權益應佔權益其後變動之部份。全面收益總額乃歸屬於非控股權益,即使這會導致非控股權益出現虧絀亦屬如此。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

2.4 Foreign currency translation

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

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

2. 主要會計政策概要 (續)

2.3 附屬公司

附屬公司是本公司能夠對其行使控制權之接受投資對象。如果符合下列全部三個因素，則本公司控制接受投資對象：可對接受投資對象行使權力；承擔來自接受投資對象之風險或有權獲得來自接受投資對象之可變動回報；及能夠運用其權力來影響有關可變動回報。每當事實及情況顯示任何控制權因素可能出現變動時，則會重新評估是否擁有控制權。

於本公司之財務狀況表內，附屬公司乃按成本減任何減值虧損入賬。本公司乃按於報告日之已收及應收股息為基準將附屬公司之業績列賬。從接受投資對象之收購前或收購後溢利收取之所有股息，一概於本公司之損益確認。

2.4 外幣換算

綜合財務報表乃以本公司之功能貨幣港元(「港元」)呈列。

於綜合實體之獨立財務報表內，外幣交易均按交易日期之匯率換算為個別實體之功能貨幣。於報告日，以外幣列值之貨幣資產及負債按報告日之通行外幣匯率換算。結算該等交易及於報告日重新換算貨幣資產及負債所產生之匯兌損益會於損益確認。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Foreign currency translation (Continued)

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the reporting date. Income and expenses have been converted into HK\$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange reserve in equity.

2.5 Property, plant and equipment

Buildings held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold land at the inception of the lease, and other items of plant and equipment are stated at acquisition cost less accumulated depreciation and impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

2. 主要會計政策概要(續)

2.4 外幣換算(續)

以外幣列值並按公平價值列賬之非貨幣項目，按釐定公平價值當日之匯率重新換算，並列作公平價值收益或虧損一部份。以外幣按歷史成本計量之非貨幣項目不予重新換算。

於綜合財務報表內，海外業務所有原先以與本集團之呈列貨幣不同之貨幣呈列之獨立財務報表均已換算為港元。資產與負債已按於報告日之收市匯率換算為港元。倘匯率並無大幅波動，收支項目已按交易日期之匯率或報告期間之平均匯率換算為港元。因此程序而產生之任何差額已於其他全面收益確認並且於權益內之匯兌儲備另行累計。

2.5 物業、廠房及設備

持有作自用而位於租賃土地之樓宇（而有關樓宇之公平價值可於租賃開始時與租賃土地之公平價值分開計量），以及廠房及設備之其他項目按購置成本減累計折舊及減值虧損列賬。一項資產之成本包括其購買價以及將資產達致合適營運狀況及地點以作擬定用途之任何直接應佔成本。

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綜合財務報表附註

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截至二零一九年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Property, plant and equipment (Continued)

Depreciation on property, plant and equipment is provided to write off their costs net of expected residual value over their estimated useful lives, using straight-line method, at the following rates per annum:

	Over the lease term
Leasehold improvements	
Furniture and fixtures	20%
Office equipment	20%
Computer equipment and system	33%
Motor vehicles	20%

The assets' depreciation method, expected residual value and estimated useful lives are reviewed, and adjusted if appropriate, at each reporting period.

Gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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 costs, such as repairs and maintenance are charged to profit or loss during the period in which they are incurred.

2. 主要會計政策概要(續)

2.5 物業、廠房及設備(續)

物業、廠房及設備之折舊以直線法根據下列年率計算，以按其估計可使用年期撇銷其成本(扣除預期剩餘價值)：

	按租賃年期
租賃裝修	
傢俬及裝置	20%
辦公室設備	20%
電腦設備及系統	33%
汽車	20%

資產之折舊方法、預期剩餘價值及估計可使用年期於每個報告期間檢討並於適當時作出調整。

報廢或出售所產生之損益乃出售該項資產所得款項與其賬面值之差額，並於損益內確認。

其後成本僅於與項目有關之未來經濟利益將有可能流入本集團，而項目之成本能可靠地計量時列入資產之賬面值或獨立確認為資產(如適用)。維修及保養費等所有其他成本於產生之期間內於損益表扣除。

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綜合財務報表附註

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截至二零一九年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Investment property

Investment property is property held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is stated at cost less accumulated depreciation and any impairment losses, if any. Depreciation is charged so as to write off the cost of investment property net of expected residual value over the estimated useful life of 36 to 40 years using straight-line method. The estimated useful lives, estimated residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

2.7 Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units ("CGU") that are expected to benefit from the synergies of the acquisition. A CGU to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

2. 主要會計政策概要(續)

2.6 投資物業

投資物業是為了賺取租金或實現資本增值或為兩者兼得而持有之物業，但並非為於一般業務過程中出售、用於生產或供應貨品或服務或為行政用途而持有之物業。投資物業以成本減其後折舊及任何減值虧損(如有)列賬。折舊乃於估計36至40年之可使用年期內以直線法支銷，以撇銷投資物業之成本減其預期剩餘價值。估計可使用年期、估計剩餘價值及折舊方法於各報告期間結束時審閱及調整(如適用)。

2.7 商譽

商譽初步按成本確認，成本即所轉移代價與就非控股權益確認之金額總額超出所收購可識別資產、負債及或然負債之公平價值之部份。

倘可識別資產、負債及或然負債之公平價值高於所付代價之公平價值，則超出部份於重估後於收購日期在損益確認。

商譽乃按成本減去減值虧損計量。就減值測試而言，收購產生之商譽分配予預期會受惠於收購協同效益之各相關現金產生單位(「現金產生單位」)。獲分配商譽之現金產生單位會每年及於有跡象顯示該單位可能出現減值時進行減值測試。

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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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Goodwill (Continued)

For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, impairment loss is allocated to reduce the carrying amount of goodwill allocated to the unit first, and then to other assets of the unit on the pro-rata basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

2.8 Other intangible assets (other than goodwill)

Intangible assets which are advertising agency rights acquired separately are initially recognised at cost. The cost of advertising agency rights acquired in a business combination are recognised at fair value at the date of acquisition. Subsequently, as these intangible assets have finite useful lives, they are carried at cost less accumulated amortisation and any impairment losses.

Amortisation is provided on a straight-line method over their useful life of 3 years. Amortisation commences when the intangible assets are available for use.

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired (see note 2.17).

2. 主要會計政策概要 (續)

2.7 商譽 (續)

就於財政年度內進行收購所產生之商譽而言，獲分配商譽之現金產生單位會於該財政年度結束前進行減值測試。當現金產生單位之可收回金額少於該單位賬面值時，減值虧損會首先分配至撇減該單位獲分配之任何商譽之賬面值，繼而基於該單位內各資產之賬面值按比例分配至該單位之其他資產。商譽之任何減值虧損於損益確認，而不會於往後期間撥回。

2.8 其他無形資產 (商譽除外)

乃為單獨收購之廣告代理費之無形資產，按成本進行初始確認。在業務合併中購入之廣告代理費成本按收購日期之公平價值確認。隨後，由於該等無形資產之可使用年期有限，彼等按成本減累計攤銷及減值虧損列賬。

攤銷按其3年之可使用年期以直線法計提。無形資產於可供使用時開始攤銷。

當有跡象顯示一項資產出現減值，則會對具有有限年期之無形資產進行減值測試 (見附註2.17)。

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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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial instruments

(a) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group’s business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

2. 主要會計政策概要 (續)

2.9 財務工具

(a) 財務資產

財務資產(並無重大融資部份之貿易應收款項除外)初步按公平價值計量,倘項目並非透過損益按公平價值列賬(「透過損益按公平價值列賬」),則另加其收購或發行直接應佔交易成本。並無重大融資部份之貿易應收款項初步按交易價格計量。

所有財務資產之常規買賣均於交易日期(即本集團承諾購買或出售該資產之日期)確認。常規買賣指按一般市場規例或慣例須於指定期間內交付資產之財務資產買賣。

於釐定現金流量是否僅為支付本金及利息時會整體考慮附帶嵌入式衍生工具之財務資產。

債務工具

債務工具之其後計量取決於本集團管理資產之業務模式及資產之現金流量特徵。本集團將其債務工具分類為兩種計量類別:

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截至二零一九年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial instruments (Continued)

(a) Financial assets (Continued)

Debt instruments (Continued)

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

FVTPL: These include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income ("FVOCI"), debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

2. 主要會計政策概要(續)

2.9 財務工具(續)

(a) 財務資產(續)

債務工具(續)

攤銷成本：倘為收取合約現金流量而持有之資產之現金流量僅為支付本金及利息，則該等資產按攤銷成本計量。按攤銷成本計量之財務資產其後採用實際利率法計量。利息收入、外匯收益及虧損以及減值均於損益確認。終止確認之任何收益於損益確認。

透過損益按公平價值列賬：此等包括持作買賣之財務資產、於初步確認時指定為透過損益按公平價值列賬之財務資產或強制要求按公平價值計量之財務資產。倘為於近期出售或購回而收購財務資產，則該等財務資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具指定為有效對沖工具則除外。現金流量並非僅為支付本金及利息之財務資產，不論其業務模式如何，均透過損益按公平價值列賬分類及計量。儘管債務工具可按攤銷成本或按公平價值計入其他全面收益(「按公平價值計入其他全面收益」)分類之準則，惟倘能夠消除或大幅減少會計錯配，則債務工具可於初步確認時指定為透過損益按公平價值列賬。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial instruments (Continued)

(a) Financial assets (Continued)

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

(b) Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss ("ECL") on trade receivables and financial assets measured at amortised cost. ECLs are measured on either of the following bases: (1) 12 months ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

2. 主要會計政策概要(續)

2.9 財務工具(續)

(a) 財務資產(續)

股本工具

股本工具於初步確認並非持作買賣之股本投資時，本集團可作出不可撤銷之選擇，以於其他全面收益中呈列投資公平價值之後續變動。選擇乃按投資逐項作出。按公平價值計入其他全面收益之股本投資按公平價值計量。股息收入於損益確認，除非股息收入明確指收回部份投資成本。其他收益及虧損淨額於其他全面收益確認，並不會重新分類至損益。所有其他股本工具分類為透過損益按公平價值列賬，而因此產生之公平價值、股息及利息收入變動於損益確認。

(b) 財務資產減值虧損

本集團就貿易應收款項及按攤銷成本計量之財務資產之預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損按以下其中一項基準計量：(1) 12個月預期信貸虧損：其為於報告日後12個月內之潛在違約事件所產生之預期信貸虧損；及(2) 全期預期信貸虧損：此乃於財務工具預計年內所有潛在違約事件所產生之預期信貸虧損。於估計預期信貸虧損時所考慮之最長期間為本集團面臨信貸風險之最長合約期間。

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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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial instruments (Continued)

(b) Impairment loss on financial assets (Continued)

ECLs are a probability-weighted estimate of credit losses. Credit losses are 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. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has elected to measure loss allowances for trade receivables using HKFRS 9 "Financial Instruments" ("HKFRS 9") simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

2. 主要會計政策概要 (續)

2.9 財務工具 (續)

(b) 財務資產減值虧損 (續)

預期信貸虧損為信貸虧損之概率加權估計。信貸虧損乃按根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間的差額計量。該差額其後按資產原有實際利率之近似值貼現。

本集團已選用香港財務報告準則第9號「財務工具」(「香港財務報告準則第9號」)之簡化法將貿易應收款項之虧損撥備進行計量，並已根據全期預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算之撥備矩陣，並就債務人特定之前瞻性因素及經濟環境作出調整。

就其他債務財務資產而言，預期信貸虧損按12個月預期信貸虧損釐定。然而，當信貸風險自發放貸款起大幅增加，撥備將以全期預期信貸虧損為基準。

於釐定財務資產之信貸風險是否自初步確認起大幅增加，並於估計預期信貸虧損時，本集團會考慮相關及毋須付出過多成本或努力即可獲得之合理及可靠資料。此包括根據本集團過往經驗及已知信貸評估之定量及定性資料分析，並包括前瞻性資料。

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綜合財務報表附註

For the year ended 31 December 2019
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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial instruments (Continued)

(b) Impairment loss on financial assets (Continued)

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

(c) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost including trade and other payables, contract liabilities, other borrowing, amounts due to non-controlling interests of a subsidiary/a director, license right fees payables and lease liabilities are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

2. 主要會計政策概要(續)

2.9 財務工具(續)

(b) 財務資產減值虧損(續)

本集團假設，倘逾期超過30天，財務資產之信貸風險會明顯增加。

本集團認為財務資產於以下情況下出現信貸減值：(1) 借款人不大可能在本集團並無追索權(如變現抵押品)(如持有)下向本集團悉數支付其信貸義務；或(2) 該財務資產逾期超過90天。

信貸減值財務資產之利息收入乃按攤銷成本(即總賬面值減虧損撥備)計算。非信貸減值財務資產之利息收入乃按總賬面值計算。

(c) 財務負債

本集團按財務負債產生之目的將財務負債分類。按攤銷成本列賬之財務負債初步按公平價值計量，扣除產生之直接應佔成本。

按攤銷成本列賬之財務負債包括貿易及其他應付款項、合約負債、其他借貸、應付一間附屬公司之非控股權益／一名董事之金額、應付特許權費及租賃負債其後採用實際利率法按攤銷成本計量。有關利息開支於損益確認。

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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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial instruments (Continued)

(c) Financial liabilities (Continued)

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(d) Effective interest method

This is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. Effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(e) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(f) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

2. 主要會計政策概要(續)

2.9 財務工具(續)

(c) 財務負債(續)

有關收益或虧損於終止確認負債時及於攤銷過程中在損益確認。

(d) 實際利率法

此為計算財務資產或財務負債之攤銷成本以及於有關期間分配利息收入或利息開支之方法。實際利率為於財務資產或負債之預計年期或(如適用)較短期間內準確貼現估計未來現金收入或付款之利率。

(e) 股本工具

本公司發行之股本工具按已收取所得款項扣除直接發行成本記賬。

(f) 終止確認

倘收取財務資產之未來現金流量之合約權利屆滿，或倘財務資產經已轉讓，而轉讓符合香港財務報告準則第9號規定之終止確認準則，則本集團終止確認該財務資產。

倘有關合約中訂明之責任獲解除、註銷或屆滿時，則會終止確認財務負債。

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綜合財務報表附註

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial instruments (Continued)

(f) Derecognition (Continued)

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

2.10 Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash in hand and demand deposits, 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 and have a short maturity of generally within three months when acquired, less bank overdrafts which are payable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash in hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2. 主要會計政策概要(續)

2.9 財務工具(續)

(f) 終止確認(續)

倘本集團因重新磋商負債條款而向債權人發行本身之股本工具以償付全部或部份財務負債，已發行股本工具即已付代價，乃初步按有關財務負債(或當中部份)註銷當日之公平價值確認及計量。倘已發行股本工具之公平價值無法可靠計量，則股本工具按已註銷財務負債之公平價值計量。已註銷財務負債(或當中部份)之賬面值與已付代價之差額於年內在損益確認。

2.10 現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目由手頭現金及活期存款，以及可隨時兌換為已知金額現金、所涉及價值變動風險輕微以及於短時間內到期(一般於購入後三個月內到期)之短期高流通量投資所組成，並減去須應要求償還及構成本集團現金管理一部份之銀行透支。

就綜合財務狀況表而言，現金及現金等值項目由手頭及銀行現金(包括定期存款)以及性質與現金相若而用途不受限制之資產所組成。

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綜合財務報表附註

For the year ended 31 December 2019
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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Lease (accounting policies applied from 1 January 2019)

Definition of 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.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 "Lease" ("HKFRS 16") at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of car parks that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

2. 主要會計政策概要(續)

2.11 租賃(自二零一九年一月一日起適用之會計政策)

租賃之定義

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之權利，則該合約為租賃或包含租賃。

但凡於初次應用之日或之後訂立、修改或因業務合併而產生之合約，本集團會於合約開始時、修改日或收購日根據香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)之定義評估合約是否為租賃或包含租賃。除非該合約之條款及細則隨後有更改，否則不會重新評估。

本集團作為承租人

將代價分配至合約組成部分

就包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分之合約而言，本集團會根據租賃組成部分之相對單獨價格及非租賃組成部分之總單獨價格將合約代價分配至各個租賃組成部分。

短期租賃及低價值資產之租賃

本集團對自開始日期起計租期為12個月或以下，並且不包含購買選擇權的停車場租賃應用短期租賃確認豁免條款。其亦對低價值資產之租賃應用確認豁免條款。本集團於租期內以直線法或其他更合理之方法確認有關短期租賃及低價值資產之租賃之租賃付款為支出。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Lease (accounting policies applied from 1 January 2019) (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

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.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

2. 主要會計政策概要(續)

2.11 租賃(自二零一九年一月一日起適用之會計政策)(續)

本集團作為承租人(續)

使用權資產

使用權資產之成本包括：

- 租賃負債之初步計量金額；
- 於開始日期或之前的任何已付租賃付款，減任何已收取租賃優惠；
- 本集團產生之任何初步直接成本及；
- 本集團於拆除及移除相關資產、復原相關所在場地或復原相關資產至租賃條款及條件所規定之狀態而產生之估計成本。

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。

本集團於租期結束時合理確定會取得有關租賃資產所有權之使用權資產，自開始日期起至使用年期結束期間折舊。在其他情況下，使用權資產以直線法於其估計可使用年期與租期兩者中之較短者折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Lease (accounting policies applied from 1 January 2019) (Continued)

The Group as a lessee (Continued)

Refundable rental deposits

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.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

2. 主要會計政策概要(續)

2.11 租賃(自二零一九年一月一日起適用之會計政策)(續)

本集團作為承租人(續)

可退回租賃按金

已支付可退回租賃按金乃根據香港財務報告準則第9號入賬且初步按公平價值計量。對初步確認時之公平價值作出之調整被視為額外租賃付款並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按該日未付之租賃付款現值確認及計量租賃負債。倘租賃隱含之利率難以釐定，則本集團會使用租賃開始日期之遞增借款利率計算租賃付款之現值。

租賃付款包括：

- 固定付款(包括實質上是固定之付款)減任何應收租賃優惠；
- 取決於指數或比率之可變租賃付款，最初使用指數或開始日期之比率計算；
- 本集團於剩餘價值擔保下預期應付之金額；
- 購買權之行使價格(倘本集團合理地確定行使該選擇權)；及
- 倘租期反映本集團會行使選擇權終止租賃，就終止租賃支付之罰款。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Lease (accounting policies applied from 1 January 2019) (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

2. 主要會計政策概要 (續)

2.11 租賃(自二零一九年一月一日起適用之會計政策)(續)

本集團作為承租人(續)

租賃負債(續)

於開始日期後，租賃負債就累計利息及租賃付款進行調整。

倘出現以下情況，本集團會重新計量租賃負債(並就相關使用權資產作出相應調整)：

- 租期有所變動或行使購買選擇權之評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期之經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金調查後市場租金費率變動而出現變動，在此情況下，相關租賃負債透過使用初始貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Lease (accounting policies applied from 1 January 2019) (Continued)

The Group as a lessee (Continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

2. 主要會計政策概要(續)

2.11 租賃(自二零一九年一月一日起適用之會計政策)(續)

本集團作為承租人(續)

租賃修改

倘出現以下情況，本集團將租賃修改作為獨立租賃入賬：

- 修改透過加入使用一項或多項以上相關資產之權利擴大租賃範圍；及
- 租賃代價增加，增加之金額相當於範圍擴大對應之單獨價格及為反映特定合約之實際情況而對該單獨價格進行之任何適當調整。

就未作為單獨租賃入賬之租賃修改而言，本集團按透過使用修改生效日期之經修訂貼現率貼現經修訂租賃付款之經修改租賃之租期重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。當經修改後之合同包含租賃組成部分和一個或多個額外租賃或非租賃組成部分時，本集團會根據租賃組成部分之相對單獨價格及非租賃組成部分之總單獨價格，將修改後之合約中之代價分配至每個租賃組成部分。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Lease (accounting policies applied from 1 January 2019) (Continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at commencement date at amounts equal to net investments in the leases, measured using the interest rate implicit in the respective leases. Initial direct costs (other than those incurred by manufacturer or dealer lessors) are included in the initial measurement of the net investments in the leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

2. 主要會計政策概要(續)

2.11 租賃(自二零一九年一月一日起適用之會計政策)(續)

本集團作為出租人

租賃分類及計量

本集團作為出租人之租賃分類為融資租賃或經營租賃。當租賃之條款將資產絕大部份之風險及回報擁有權轉移至承租人，該租賃則分類為融資租賃。所有其他租賃均列為經營租賃。

根據融資租賃應收承租人之款項於開始日期確認為應收款項，其金額等於租賃淨投資額，並採用各租賃內含利率計量。初步直接成本(除製造商及交易商出租人所產生外)包括在租賃淨投資之初步計量中。利息收入被分配至會計期間，以反映本集團有關租賃之未償還淨投資之固定定期收益率。

經營租約之租金收入乃按相關租約年期以直線法於損益中確認。除根據公平價值模式計量之投資物業外，於磋商及安排經營租賃時產生之初步直接成本乃計入租賃資產之賬面值，有關成本按租期以直線法支銷。

來自本集團一般業務過程之租金收入呈列為收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Lease (accounting policies applied from 1 January 2019) (Continued)

The Group as a lessor (Continued)

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

Lease modification

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

2. 主要會計政策概要 (續)

2.11 租賃(自二零一九年一月一日起適用之會計政策)(續)

本集團作為出租人(續)

可退回租賃按金

已收取之可退回租賃按金乃根據香港財務報告準則第9號入賬且初步按公平價值計量。對初步確認時對公平價值作出之調整被視為承租人之額外租賃付款。

轉租

當本集團為中介出租人時，本集團會將主租及轉租入賬為兩項獨立合約。轉租乃參照主租所產生之使用權資產(而非參照相關資產)分類為融資或經營租賃。

租賃修改

本集團自修改生效日期起將經營租賃之修改作為新租賃入賬，並將與原租賃相關之任何預付或累計租賃付款視為新租賃之租賃付款一部分。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Lease (accounting policies applied until 31 December 2018)

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

(ii) Operating lease charges as the lessee

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to profit or loss using straight-line method over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the period in which they are incurred.

2. 主要會計政策概要(續)

2.12 租賃(截至二零一八年十二月三十一日止適用之會計政策)

倘本集團決定有關一項或一連串交易之安排將特定之一項資產或多項資產之使用權按協定期間轉移以換取一筆或一連串之款項，則有關安排屬於租賃或包括租賃。有關決定乃依據對安排之實質內容之評估而作出，而不論有關安排是否屬法定形式之租賃。

(i) 本集團承租之資產之分類

大部份風險及回報轉讓予本集團之資產，分類為按融資租約持有。並無將擁有權之絕大部份風險及回報轉讓予本集團之租賃，分類為經營租約。

(ii) 作為承租人之經營租約支出

倘本集團持有按經營租約持有之資產之使用權，根據租約所付款項會按租期以直線法自損益表扣除，惟倘另一基準更能代表租賃資產所產生利益之時間模式則除外。所獲租約優惠於損益表確認為所付總租金淨額之一部份。或然租金於產生之期間自損益表扣除。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Lease (accounting policies applied until 31 December 2018) (Continued)

(iii) Assets leased out under operating leases as the lessor

Rental income from operating leases is recognised in profit or loss on straight-line method over the terms of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on straight-line method over the lease term.

2.13 Contingent liabilities

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

2.14 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issue of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

2. 主要會計政策概要 (續)

2.12 租賃(截至二零一八年十二月三十一日止適用之會計政策)(續)

(iii) 根據經營租約以出租人身份出租之資產

經營租約之租金收入按相關租期以直線法於損益確認。因磋商及安排經營租約而錄得之初步直接成本乃加至租賃資產之賬面值上，按租期以直線法支銷。

2.13 或然負債

倘不可能需要流出經濟利益或無法可靠估計有關金額，則有關責任會披露為或然負債，惟經濟利益極不可能流出則作別論。其存在與否僅取決於一項或多項未來事件發生與否之潛在責任亦披露為或然負債，惟經濟利益極不可能流出則作別論。

2.14 股本

普通股乃分類為權益。股本乃使用已發行股份之面值釐定。

與發行股份有關之任何交易成本乃自股份溢價(扣除任何相關所得稅利益)中扣除，惟以股本交易之直接成本增加為限。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes any sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

2. 主要會計政策概要(續)

2.15 收益確認

來自客戶合約之收益於商品或服務之控制權轉讓予客戶時確認，有關金額反映預期本集團有權就交換該等商品或服務所收取之代價，惟不包括代表第三方收取之該等金額。收益不包括任何銷售稅並扣除任何交易折扣。

視乎合約條款及合約適用之法律，商品或服務之控制權可在一段時間或某一時間點轉讓。倘本集團在履約過程中符合下列條件，則商品或服務之控制權可在一段時間轉讓：

- 提供客戶同時收取並消耗之所有利益；
- 本集團履約時創造或提升客戶所控制之資產；或
- 並無創造對本集團而言具有其他用途之資產，而本集團擁有可強制執行權利收取至今已完成履約部份之款項。

倘商品或服務之控制權在一段時間轉讓，則收益於合約期間經參考完成履行該履約責任之進度確認。否則，收益於客戶獲得商品或服務控制權之某一時間點確認。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Revenue recognition (Continued)

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15 "Revenue from Contracts with Customers" ("HKFRS 15").

(i) Provision of advertising services

Advertising income is recognised over time as the Group has determined that the customers simultaneously receives and consumes the benefits of the Group's performance. Invoices are issued according to contractual terms and are usually payable within 7 to 120 days.

(ii) Provision of other services

Services income is recognised over time as those services are provided. Invoices are issued according to contractual terms and are usually payable within 30 days. Uninvoiced amounts are presented as contract assets.

2. 主要會計政策概要(續)

2.15 收益確認(續)

倘合約包含融資部份，就為轉讓商品或服務予客戶融資向客戶提供重大利益超過一年，則收益按應收款項金額按本集團與客戶在合約訂立時於個別融資交易內反映之貼現率貼現之現值計量。倘合約載有為本集團提供重大融資利益之融資部份，則收益根據有關合約確認，包括根據實際利率法合約責任附有之利息開支。就付款與轉讓承諾商品或服務之間的期間為一年或以下之合約而言，本集團使用香港財務報告準則第15號「客戶合約之收入」(「香港財務報告準則第15號」)之實際權宜之策，即交易價格不會就重大融資部份之影響作出調整。

(i) 提供廣告服務

由於本集團已釐定客戶同時收取並消耗本集團履約之利益，廣告收入會在一段時間確認。發票根據合約條款開具，通常須於7至120天內支付。

(ii) 提供其他服務

由於本集團提供該等服務，服務收入會在一段時間確認。發票根據合約條款開具，通常須於30天內支付。未開具發票之金額呈列為合約資產。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Revenue recognition (Continued)

(iii) Other income

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

Dividend income is recognised when the right to receive the dividend is established.

2.16 Contract liabilities

Contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

2.17 Impairment of non-financial assets (other than goodwill)

Other intangible assets, property, plant and equipment, investment properties, right-of-use assets and interests in subsidiaries are subject to impairment testing.

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested for impairment annually. All other assets are tested for impairment whenever there are indications that the carrying amount may not be recoverable.

2. 主要會計政策概要(續)

2.15 收益確認(續)

(iii) 其他收入

經營租約之租金收入按相關租期以直線法確認。

利息收入就未償還本金按適用利率以時間基準累計。

股息收入於收取股息之權利確立時確認。

2.16 合約負債

合約負債指本集團因本集團已收取客戶代價(或應收代價金額)而向客戶轉讓服務之責任。

2.17 非財務資產(商譽除外)之減值

其他無形資產、物業、廠房及設備、投資物業、使用權資產以及於附屬公司之權益須進行減值檢測。

具無限定使用年期之資產(如商譽)會每年進行減值測試而毋須攤銷。所有其他資產於有跡象顯示可能無法收回其賬面值時檢測減值。

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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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Impairment of non-financial assets (other than goodwill) (Continued)

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a CGU). As a result, some assets are tested individually for impairment and some are tested at CGU level.

Impairment losses are charged pro rata to the other assets in the CGU, except that the carrying value of an asset will not be reduced below its individual fair value less cost of disposal, or value-in-use, if determinable.

An impairment loss on other assets other than goodwill is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

2. 主要會計政策概要(續)

2.17 非財務資產(商譽除外)之減值(續)

減值虧損按資產賬面值超出其可收回金額數額部份即時確認為支出。可收回金額為反映市況之公平價值減出售成本與使用價值兩者中之較高者。評估使用價值時，估計日後現金流量按反映幣值時間價值之現行市場評估及該資產之特定風險之稅前貼現率貼現至其現值。

就評估減值而言，倘資產並無產生大致上獨立於其他資產之現金流入，其可收回金額會按獨立產生現金流入之最小組別資產(即現金產生單位)釐定。因此，部份資產會個別檢測減值，部份則按現金產生單位檢測。

除資產賬面值將不會調減至低於其個別公平價值減出售成本或使用價值(如可釐定)外，減值虧損乃按比例自該現金產生單位之其他資產中扣除。

如用以釐定資產可收回款額之估計發生有利變化，其他資產(不包括商譽)之減值虧損將予以回撥，但回撥額不得超過如先前不確認減值，並計提折舊或攤銷得出之賬面值。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Employee benefits

(i) Retirement benefit schemes

The Group participates in several staff retirement benefit schemes for employees in Hong Kong, comprising defined contribution retirement schemes and a Mandatory Provident Fund scheme (the "MPF Scheme"). The assets of these schemes are held separately from those of the Group in independently administered funds. The retirement benefit schemes are generally funded by payments from employees and by the relevant group companies. The retirement benefit scheme costs charged to profit or loss represents contributions payable by the Group to the schemes.

(ii) Share-based employee compensation

The Group operates an equity-settled share-based compensation plan, which was a share option scheme by the Company, for the purpose of recognising and motivating the contribution from their staff and directors. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the share options. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

2. 主要會計政策概要(續)

2.18 僱員福利

(i) 退休福利計劃

本集團為香港之僱員提供數項員工退休福利計劃，包括定額供款退休福利計劃及強制性公積金計劃（「強積金計劃」）。該等計劃之資產與本集團之資產分開，由獨立管理基金保管。退休福利計劃之資金一般來自僱員及有關集團公司之供款。於損益扣除之退休福利計劃成本指本集團應向該等計劃作出之供款。

(ii) 以股份支付之僱員賠償

本集團推行一項以股本結算之以股份支付之賠償計劃（即本公司之購股權計劃），以肯定及激勵員工及董事作出貢獻。本集團僱員（包括董事）以股份形式收取酬金，據此，僱員收取股本工具作為提供服務之代價（「以股本結算之交易」）。

僱員提供以換取獲授任何股份付款賠償之所有服務乃按照其公平價值計量。此乃參照有關購股權而間接釐定，其價值乃於授出日期評估，而不包括任何非市場歸屬條件（如盈利能力及銷售增長目標）之影響。

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For the year ended 31 December 2019
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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Employee benefits (Continued)

(ii) Share-based employee compensation (Continued)

All share-based compensation is recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the equity instruments granted vest immediately unless the compensation qualified for recognition as asset, with a corresponding increase in the employee compensation reserve in equity. If vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of equity instruments expected to vest. Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of equity instruments expected to vest differs from previous estimates.

At the time when the share options are exercised, the amount previously recognised in employee compensation reserve is transferred to share premium. After vesting date, when the vested share options are later forfeited or are still not exercised at the expiry date, the amount previously recognised in employee compensation reserve is transferred to retained earnings.

(iii) Bonus plans

The Group recognises a liability and an expense for bonuses where it has a contractual obligation or where there is a past practice that has created a constructive obligation.

2. 主要會計政策概要(續)

2.18 僱員福利(續)

(ii) 以股份支付之僱員賠償(續)

所有以股份支付之賠償於歸屬期在損益表確認為開支(若歸屬條件適用),或於授出之股本工具即時歸屬時在授出日期悉數確認為開支,除非有關賠償符合資格確認為資產,並在權益之僱員賠償儲備相應增加。倘歸屬條件適用,則開支會於歸屬期內按照預期歸屬之股本工具數目之最佳可得估計確認。於假設預期將歸屬之股本工具數目時會計入非市場歸屬條件。倘有任何跡象顯示預期歸屬之股本工具數目與過往之估計不同,則會於其後修訂估計。

於購股權獲行使時,先前於僱員賠償儲備確認之款額轉入股份溢價。於歸屬日期後當已歸屬之購股權其後被沒收或於到期日尚未行使,早前於僱員賠償儲備確認之金額轉入保留溢利。

(iii) 花紅計劃

本集團就在合約上有責任支付或根據過往慣例已產生推定責任之花紅確認負債及開支。

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For the year ended 31 December 2019
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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Employee benefits (Continued)

(iv) Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date. Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

2.19 Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2. 主要會計政策概要(續)

2.18 僱員福利(續)

(iv) 短期僱員福利

僱員可享有之年假於僱員應享有時確認。本公司就僱員因截至報告日止所提供服務而可享有之年假之估計負債作出撥備。如病假及分娩假期等非累計計薪休假於提取假期時方予確認。

2.19 借貸成本

就收購、建造或生產任何合資格資產所產生之借貸成本，於完成及準備資產作擬定用途之期間內撥充資本。合資格資產是指必須要一段長時間方可達致擬定用途或出售之資產。其他借貸成本於產生時支銷。

在資產產生開支、借貸成本產生和使資產投入擬定用途或銷售所必須之準備工作進行期間，借貸成本乃撥充資本，作為合資格資產成本之一部份。在使合資格資產投入擬定用途或銷售所必須之絕大部份準備工作完成時，借貸成本便會停止資本化。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

2. 主要會計政策概要(續)

2.20 所得稅之會計方法

所得稅包括即期稅項及遞延稅項。

即期所得稅資產及／或負債包括現行或上個報告期間應向稅務機關支付或提出而於報告日尚未支付之責任或索償，乃根據其有關財政期間之適用稅率及稅務法例，按照本年度之應課稅溢利計算。所有即期稅務資產或負債之變動於損益表確認為稅項開支一部份。

遞延稅項乃就用於財務報告目的之資產及負債之賬面值與用於稅務目的之相應金額之間的暫時差額確認。除商譽以及不影響會計或應課稅溢利之已確認資產及負債外，會就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅溢利抵銷可抵扣暫時差額之情況確認。遞延稅項乃按適用於預期變現資產或清償負債賬面值之方式以及於報告期間結束時已頒佈或實質上已頒佈之稅率計量。

遞延稅項負債乃就於附屬公司之投資產生之應課稅暫時差額確認，惟倘本集團可控制暫時差額之撥回及暫時差額可能不會於可見將來撥回則除外。

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綜合財務報表附註

For the year ended 31 December 2019
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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Accounting for income taxes (Continued)

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly to equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2. 主要會計政策概要(續)

2.20 所得稅之會計方法(續)

遞延稅項不計貼現，按預期付還負債或變現資產之期間適用而於報告日已實施或大致實施之稅率計算。

遞延稅項資產或負債之變動乃於損益表中確認，倘與於其他全面收益或股本直接扣除或計入之項目有關，則於其他全面收益或直接於股本中確認。

即期稅項資產與即期稅項負債只會於以下情況以淨額呈列：

- (a) 本集團依法有強制執行權可以將已確認金額對銷；及
- (b) 計劃以淨額基準結算或同時實現資產及結清負債。

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綜合財務報表附註

For the year ended 31 December 2019
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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Accounting for income taxes (Continued)

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2. 主要會計政策概要 (續)

2.20 所得稅之會計方法 (續)

本集團只會於以下情況以淨額呈列遞延稅項資產與遞延稅項負債：

- (a) 該實體依法有強制執行權可以將即期稅項資產與即期稅項負債對銷；及
- (b) 遞延稅項資產與遞延稅項負債是關於同一稅務機關就以下任何一項所徵收之所得稅：
 - (i) 同一應課稅實體；或
 - (ii) 計劃於各段未來期間（而預期在有關期間內將結清或收回大額之遞延稅項負債或資產）以淨額基準結算即期稅項負債與資產或同時實現資產及結清負債之不同應課稅實體。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the Directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

The Group has identified one reportable segment, which is the provision of advertising services. No segment information is presented other than the analysis of sales and non-current assets by geographical location.

The measurement policies the Group uses for reporting segment results under HKFRS 8 "Operating Segments" ("HKFRS 8") are the same as those used in its consolidated financial statements prepared under HKFRSs, except that:

- expenses related to share-based payments
- finance costs
- income tax

are not included in arriving at the operating results of the operating segments.

Segment assets include all assets but corporate assets which are not directly attributable to the business activities of any operating segment.

2. 主要會計政策概要(續)

2.21 分部報告

本集團定期向董事報告內部財務資料，以供彼等就本集團業務組成部份之資源分配作決定，以及供彼等檢討該等組成部份之表現，而本集團則根據該等資料劃分營運分部及編製分部資料。向執行董事報告之內部財務資料之業務組成部份，乃依照本集團之主要產品及服務類別而釐定。

本集團已劃分一個可呈報分部，而該唯一分部為提供廣告服務。除了按地理位置劃分之銷售分析及非流動資產分析外，並無呈列分部資料。

本集團根據香港財務報告準則第8號「營運部門」(「香港財務報告準則第8號」)就報告分部業績所採用之計量政策，與根據香港財務報告準則於綜合財務報表所採用之相同，惟以下所述者：

- 與以股份為基礎之支付有關之開支
- 財務費用
- 所得稅

於計算營運分部之經營業績時並不包括在內。

分部資產包括所有資產，惟並非任何營運分部直接應佔之業務活動之企業資產除外。

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綜合財務報表附註

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Segment reporting (Continued)

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include deferred tax liabilities and liabilities incurred for financing rather than operating purposes.

No asymmetrical allocations have been applied to reportable segments.

2.22 Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

2. 主要會計政策概要(續)

2.21 分部報告(續)

分部負債不包括並非任何營運分部直接應佔之業務活動之企業負債及並不會分配至分部，此乃指遞延稅項負債及因融資(而非營運目的)而產生之負債。

並無對可呈報分部採用非對稱之分配。

2.22 有關連人士

- (a) 該名人士於符合以下條件時，該名人士或其家族之近親與本集團方有關連：
- (i) 對本集團擁有控制權或聯合控制權；
 - (ii) 對本集團擁有重大影響；或
 - (iii) 為本集團或本公司母公司之主要管理層人員。
- (b) 實體於適用以下任何條件時，與本集團方有關連：
- (i) 實體與本集團為同一集團成員，即母公司、附屬公司及同系附屬公司各自彼此相互關連。
 - (ii) 某一實體為另一實體之聯營公司或合營公司，或為另一實體所屬集團成員之聯營公司或合營公司。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Related parties (Continued)

(b) (Continued)

- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

2. 主要會計政策概要(續)

2.22 有關連人士(續)

(b) (續)

- (iii) 實體均為同一第三方之合營公司。
- (iv) 實體為第三實體之合營公司，而另一實體為第三實體之聯營公司。
- (v) 實體是為本集團或與本集團有關之實體之僱員福利所設立之離職後福利計劃。
- (vi) 實體受(a)所界定人士控制或聯合控制。
- (vii) (a)(i)所界定人士對實體擁有重大影響或為實體或該名實體母公司之主要管理層人員。
- (viii) 該實體或其所屬集團之任何成員向本集團或本集團之母公司提供主要管理層人員服務。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Related parties (Continued)

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

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

2.23 Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated 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. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier.

Where an operation is classified as discontinued, a single amount is presented on the face of the consolidated statement of profit or loss and other comprehensive income, which comprises:

- post-tax profit or loss of the discontinued operation; and
- post-tax gain or loss recognised on the measurement to fair value less costs of disposal, or on the disposal, of the assets or disposal groups constituting the discontinued operation.

2. 主要會計政策概要(續)

2.22 有關連人士(續)

該名人士之家族近親為預期將會影響與實體交易之該名人士或受其影響之家族成員並包括：

- (i) 該名人士之子女及配偶或同居伴侶；
- (ii) 該名人士之配偶或同居伴侶之子女；及
- (iii) 該名人士或該名人士之配偶或同居伴侶之受養人。

2.23 已終止經營業務

已終止經營業務為本集團業務之一部份，其營運及現金流量可與本集團其他業務清楚區分，且代表一項按業務或地區劃分之獨立主要業務，或作為出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃一部份，或為一間純粹為轉售而收購之附屬公司。倘業務被出售或符合分類為持作出售之標準(以較早者為準)時，有關業務會分類為已終止經營業務。

倘若業務分類為已終止經營業務，則會於綜合損益及其他全面收益表按單一數額呈列，當中包含：

- 已終止經營業務之除稅後溢利或虧損；及
- 就構成已終止經營業務之資產或出售組合，計量公平價值減銷售成本或於出售時確認之除稅後收益或虧損。

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綜合財務報表附註

For the year ended 31 December 2019
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3. ADOPTION OF NEW OR AMENDED HKFRSs

3.1 New or amended HKFRSs which are effective during the year

During the year, the Group has applied for the first time the following new or amended HKFRSs issued by the HKICPA, which are relevant to and effective for the Group's consolidated financial statements for the annual period beginning on 1 January 2019:

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

3. 採納新訂立或經修訂香港財務報告準則

3.1 於本年度內生效之新訂立或經修訂香港財務報告準則

於本年度，本集團已首次採納以下由香港會計師公會頒佈之新訂立或經修訂香港財務報告準則，其與本集團於二零一九年一月一日開始之年度期間之財務報表有關並於該財務報表生效：

年度改進	二零一五年至二零一七年週期之香港財務報告準則年度改進
香港會計準則第19號之修訂	計劃修訂、縮減或結算
香港會計準則第28號之修訂	於聯營公司及合營企業之長期權益
香港財務報告準則第9號之修訂 香港財務報告準則第16號	負值補償之預付特點 租賃
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定性

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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 OR AMENDED HKFRSs

(Continued)

3.1 New or amended HKFRSs which are effective during the year (Continued)

The impact of the adoption of HKFRS 16 “Lease” (“HKFRS 16”) has been summarised in below. The other new or amended HKFRSs that are effective from 1 January 2019 did not have any significant impact on the Group’s accounting policies.

(i) Impact of the adoption of HKFRS 16

HKFRS 16 brings significant changes in accounting treatment for lease accounting, primarily for accounting for lessees. It replaces HKAS 17 “Leases” (“HKAS 17”), HK(IFRIC)-Int 4 “Determining whether an Arrangement contains a Lease” (“HK(IFRIC)-Int 4”), HK(SIC)-Int 15 “Operating Leases-Incentives” and HK(SIC)-Int 27 “Evaluating the Substance of Transactions Involving the Legal Form of a Lease”. From a lessee’s perspective, almost all leases are recognised in the consolidated statement of financial position as a right-of-use assets and a lease liabilities, with the narrow exception to this principle for leases which the underlying assets are of low-value or are determined as short-term leases. From a lessor’s perspective, the accounting treatment is substantially unchanged from HKAS 17. For details of HKFRS 16 regarding its new definition of a lease, its impact on the Group’s accounting policies and the transition method adopted by the Group as allowed under HKFRS 16, please refer to section (ii) to (v) of this note.

3. 採納新訂立或經修訂香港財務報告準則 (續)

3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

採納香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)之影響概述如下。自二零一九年一月一日起生效之其他新訂立或經修訂香港財務報告準則對本集團之會計政策並無任何重大影響。

(i) 採納香港財務報告準則第16號之影響

香港財務報告準則第16號為租賃會計(主要為承租人之會計)之會計處理帶來重大變動。其取代香港會計準則第17號「租賃」、香港(國際財務報告詮釋委員會) – 詮釋第4號「釐定安排是否包括租賃」、香港(常務詮釋委員會) – 詮釋第15號「經營租賃 – 優惠」及香港(常務詮釋委員會) – 詮釋第27號「評估涉及租賃法律形式交易之內容」。從承租人角度來看,絕大部分租賃於綜合財務狀況表確認為使用權資產及租賃負債,惟相關資產屬低價值或被釐定為短期租賃之租賃等少數該原則例外情況除外。在出租人角度來看,會計處理與香港會計準則第17號大致相同。有關香港財務報告準則第16號對租賃之新定義、對本集團會計政策之影響以及根據香港財務報告準則第16號本集團獲准採納之過渡方法之詳情,請參閱本附註(ii)至(v)節。

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綜合財務報表附註

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3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

3.1 New or amended HKFRSs which are effective during the year (Continued)

(i) Impact of the adoption of HKFRS 16 (Continued)

The Group has applied HKFRS 16 using the cumulative effect approach and recognised all the cumulative effect of initially applying HKFRS 16 as an adjustment to the opening balance of accumulated losses at the date of initial application. The comparative information presented in 2018 has not been restated and continues to be reported under HKAS 17 and related interpretations as allowed by the transition provision in HKFRS 16.

The following tables summarised the impact of transition to HKFRS 16 on consolidated statement of financial position as of 31 December 2018 to that of 1 January 2019 as follows:

		Increase 增加 HK\$'000 千港元
Consolidated statement of financial position as at 1 January 2019	於二零一九年一月一日之綜合財務狀況報表	
Assets	資產	
Right-of-use assets	使用權資產	17,093
Liabilities	負債	
Lease liabilities (non-current)	租賃負債(非即期)	7,845
Lease liabilities (current)	租賃負債(即期)	9,248
		17,093

3. 採納新訂立或經修訂香港財務報告準則(續)

3.1 於本年度內生效之新訂立或經修訂香港財務報告準則(續)

(i) 採納香港財務報告準則第16號之影響(續)

本集團採用累計影響法應用香港財務報告準則第16號，並將首次應用香港財務報告準則第16號之累計影響確認為對於首次應用日期之年初累計虧損結餘之調整。在香港財務報告準則第16號過渡條文允許下，於二零一八年呈列之比較資料未作重列，並繼續根據香港會計準則第17號及相關詮釋呈報。

下表概述過渡至香港財務報告準則第16號對截至二零一八年十二月三十一日至二零一九年一月一日之綜合財務狀況報表之影響：

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綜合財務報表附註

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3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

3.1 New or amended HKFRSs which are effective during the year (Continued)

(i) Impact of the adoption of HKFRS 16 (Continued)

Following reconciliation explains how the operating lease commitments disclosed applying HKAS 17 at the end of 31 December 2018 could be reconciled to the lease liabilities at the date of initial application recognised in the consolidated statement of financial position as at 1 January 2019:

		HK\$'000 千港元
Reconciliation of operating lease commitment to lease liabilities	經營租賃承擔與租賃負債之對賬	
Operating lease commitment as of 31 December 2018	於二零一八年十二月三十一日之經營租賃承擔	17,330
Lease liabilities discounted at relevant incremental borrowing rates	按相關遞增借款利率貼現之租賃負債	16,579
Add: contracts reassessed as lease contracts	加：重新評估為租賃合約之合約	593
Less: leases of low-value assets	減：低價值資產之租賃	(79)
Lease liabilities as at 1 January 2019	於二零一九年一月一日之租賃負債	17,093

The weight average lessee's incremental borrowing rate applied to lease liabilities in the consolidated statement of financial position as at 1 January 2019 was 4.33%.

於二零一九年一月一日之綜合財務狀況表內租賃負債所應用之加權平均承租人遞增借款利率為4.33%。

3. 採納新訂立或經修訂香港財務報告準則 (續)

3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

(i) 採納香港財務報告準則第16號之影響 (續)

以下對賬說明截至二零一八年十二月三十一日應用香港會計準則第17號披露之經營租賃承擔如何可與於二零一九年一月一日之綜合中期財務狀況表中確認於首次應用日期租賃負債進行對賬：

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3. ADOPTION OF NEW OR AMENDED HKFRSs

(Continued)

3.1 New or amended HKFRSs which are effective during the year (Continued)

(ii) New definition of a lease

Under HKFRS 16, a lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. A contract conveys the right to control the use of an identified asset for a period of time when the customer, throughout the period of use, has both: (a) the right to obtain substantially all of the economic benefits from use of the identified asset and (b) the right to direct the use of the identified asset.

For a contract that contains a lease component and one or more additional lease or non-lease components, a lessee shall allocate the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, unless the lessee apply the practical expedient which allows the lessee to elect, by class of underlying asset, not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

The Group has elected not to separate non-lease components and account for all each lease component and any associated non-lease components as a single lease component for all leases.

3. 採納新訂立或經修訂香港財務報告準則 (續)

3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

(ii) 租賃之新定義

根據香港財務報告準則第16號，租賃被界定為讓渡權利於一段時間內使用一項資產（相關資產）以換取代價之合約或合約之一部分。當客戶於整個使用已識別資產期間同時：(a)有權藉使用該項已識別資產以獲取絕大部分經濟利益及(b)有權指示該項已識別資產之用途時，即合約讓渡於一段時間內使用該項已識別資產之控制權。

就包含租賃組成部分及一項或多項額外租賃或非租賃組成部分之合約而言，承租人應以租賃組成部分之相對單獨價格及非租賃組成部分之總單獨價格為基礎，將合約內之代價分配至各租賃組成部分，除非承租人應用實際權宜方法允許承租人按相關資產類別選擇不從租賃組成部分中分拆非租賃組成部分，而是將各租賃組成部分及任何相關非租賃組成部分作為單一租賃組成部分入賬。

本集團已選擇不分拆非租賃組成部分，並就所有租賃將各租賃組成部分及任何相關非租賃組成部分入賬列作單一租賃組成部分。

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3. ADOPTION OF NEW OR AMENDED HKFRSs

(Continued)

3.1 New or amended HKFRSs which are effective during the year (Continued)

(iii) Accounting as a lessee

Under HKAS 17, a lessee has to classify a lease as an operating lease or a finance lease based on the extent to which risks and rewards incidental to ownership of a lease asset lie with the lessor or the lessee. If a lease is determined as an operating lease, the lessee would recognise the lease payments under the operating lease as an expense over the lease term. The asset under the lease would not be recognised in the consolidated statement of financial position of the lessee.

Under HKFRS 16, all leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities, but HKFRS 16 provides accounting policy choices for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets (the Group has leased office premises and internet access line) and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

3. 採納新訂立或經修訂香港財務報告準則 (續)

3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

(iii) 作為承租人之會計處理

根據香港會計準則第17號，承租人須基於租賃資產擁有權附帶之風險及回報撥歸出租人或承租人之程度，將租賃分類為經營租賃或融資租賃。倘租賃被釐定為經營租賃，則承租人於租賃期內將經營租賃下之租賃款項確認為開支。租賃下之資產不會於承租人之綜合財務狀況報表確認。

根據香港財務報告準則第16號，所有租賃（不論為經營租賃或融資租賃）須於綜合財務狀況報表內撥充資本作為使用權資產及租賃負債，惟香港財務報告準則第16號為實體提供會計政策選項，可選擇不將(i)屬短期租賃之租賃及／或(ii)相關資產屬低價值資產之租賃撥充資本。本集團已選擇不就低價值資產（本集團已租賃辦公室物業及互聯網專線）及於租賃開始當日租賃期少於12個月之租賃確認使用權資產及租賃負債。與該等租賃相關之租賃款項已於租賃期內以直線法支銷。

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3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

3.1 New or amended HKFRSs which are effective during the year (Continued)

(iii) Accounting as a lessee (Continued)

The Group recognised a right-of-use asset and a lease liability at the commencement date of HKFRS 16. The accounting policies on leases applied from 1 January 2019 are included in note 2.12.

(iv) Accounting as a lessor

The Group has leased out its investment property to a number of tenants. As the accounting under HKFRS 16 for a lessor is substantially unchanged from the requirements under HKAS 17, the adoption of HKFRS 16 does not have significant impact on these consolidated financial statements.

(v) Transition

As mentioned above, the Group has applied HKFRS 16 using the cumulative effect approach and recognised all the cumulative effect of initially applying HKFRS 16 as an adjustment to the opening balance of accumulated losses at the date of initial application (i.e. 1 January 2019). The comparative information presented in 2018 has not been restated and continues to be reported under HKAS 17 and related interpretations as allowed by the transition provision in HKFRS 16.

3. 採納新訂立或經修訂香港財務報告準則 (續)

3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

(iii) 作為承租人之會計處理 (續)

本集團於香港財務報告準則第16號開始日期確認使用權資產及租賃負債。自二零一九年一月一日起適用之租賃會計政策載於附註2.12。

(iv) 作為出租人之會計處理

本集團已向若干租戶出租其投資物業。由於香港財務報告準則第16號之出租人會計處理大致保留香港會計準則第17號之規定，故採納香港財務報告準則第16號對此等綜合財務報表並無重大影響。

(v) 過渡

誠如上文所述，本集團已採用累計影響法應用香港財務報告準則第16號，並將首次應用香港財務報告準則第16號之所有累計影響確認為對於首次應用日期（即二零一九年一月一日）之年初累計虧損結餘之調整。在香港財務報告準則第16號過渡條文允許下，於二零一八年呈列之比較資料未作重列，並繼續根據香港會計準則第17號及相關詮釋呈報。

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3. ADOPTION OF NEW OR AMENDED HKFRSs

(Continued)

3.1 New or amended HKFRSs which are effective during the year (Continued)

(v) Transition (Continued)

The Group has recognised lease liabilities at the date of 1 January 2019 for leases previously classified as operating leases applying HKAS 17 and measured those lease liabilities at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at 1 January 2019.

The Group has elected to recognise all the right-of-use assets at 1 January 2019 for leases previously classified operating leases under HKAS 17 equal to the related lease liabilities. For all these right-of-use assets, the Group has applied HKAS 36 "Impairment of Assets" at 1 January 2019 to assess if there was any impairment as on that date.

3. 採納新訂立或經修訂香港財務報告準則 (續)

3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

(v) 過渡 (續)

本集團已於二零一九年一月一日就以往應用香港會計準則第17號分類為經營租賃之租賃確認租賃負債，並按餘下租賃款項之現值(使用承租人於二零一九年一月一日之遞增借款利率貼現)計量該等租賃負債。

本集團已選擇於二零一九年一月一日就以往根據香港會計準則第17號分類為經營租賃之租賃確認所有使用權資產，金額與相關租賃負債相同。本集團已於二零一九年一月一日就所有該等使用權資產應用香港會計準則第36號「資產減值」評估當日是否出現任何減值。

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For the year ended 31 December 2019
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3. ADOPTION OF NEW OR AMENDED HKFRSs

(Continued)

3.1 New or amended HKFRSs which are effective during the year (Continued)

(v) Transition (Continued)

The Group has also applied the follow practical expedients: (i) applied a single discount rate to a portfolio of leases with reasonably similar characteristics; (ii) applied the exemption of not to recognise right-of-use assets and lease liabilities for leases with term that will end within 12 months of the date of initial application (i.e. 1 January 2019) and accounted for those leases as short-term leases; (iii) exclude the initial direct costs from the measurement of the right-of-use asset at 1 January 2019; and (iv) used hindsight in determining the lease terms if the contracts contain options to extend or terminate the leases.

In addition, the Group has also applied the practical expedients such that: (i) HKFRS 16 is applied to all of the Group's lease contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 and (ii) not to apply HKFRS 16 to contracts that were not previously identified as containing a lease under HKAS 17 and HK(IFRIC)-Int 4.

3. 採納新訂立或經修訂香港財務報告準則 (續)

3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

(v) 過渡 (續)

本集團亦已應用下列可行權宜方法：(i) 對具有合理相似特徵之租賃組合應用單一貼現率；(ii) 應用豁免，不就租賃期將於首次應用日期（二零一九年一月一日）起計12個月內結束之租賃確認使用權資產及租賃負債，並將該等租賃入賬列作短期租賃；(iii) 於二零一九年一月一日計量使用權資產時撇除初步直接成本；及(iv) 倘合約包含延長或終止租賃之選擇權，則於事後釐定租賃期。

此外，本集團亦已應用若干實際權宜方法，以使：(i) 對本集團所有以往應用香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號釐定安排是否包括租賃識別為租賃之租賃合約應用香港財務報告準則第16號；及(ii) 不對以往並無根據香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號識別為包括租賃之合約應用香港財務報告準則第16號。

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3. ADOPTION OF NEW OR AMENDED HKFRSs

(Continued)

3.2 New or amended HKFRSs which are issued but not yet effective

At the date of this report, the following new or amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

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

¹ Effective for annual periods beginning on or after 1 January 2020

² Effective for annual periods beginning on or after 1 January 2021

³ The amendments were originally intended to be effective for periods beginning on or after 1 January 2018. The effective date has now been deferred/removed. Early application of the amendments continue to be permitted.

3. 採納新訂立或經修訂香港財務報告準則 (續)

3.2 已頒佈但未生效之新訂立或經修訂香港財務報告準則

於本報告日期，以下新訂立及經修訂之香港財務報告準則已經頒佈但尚未生效，亦未由本集團提前採納。

香港財務報告準則第17號	保險合約 ²
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
香港財務報告準則第3號之修訂	業務之定義 ¹
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂	利率基準改革 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營公司之間的資產出售或注資 ³

¹ 於二零二零年一月一日或之後開始之年度期間生效

² 於二零二一年一月一日或之後開始之年度期間生效

³ 該等修訂原訂於二零一八年一月一日或之後開始之期間生效。生效日期現已延遲/刪除。該等修訂繼續允許提前應用。

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3. ADOPTION OF NEW OR AMENDED HKFRSs

(Continued)

3.2 New or amended HKFRSs which are issued but not yet effective (Continued)

The Directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. The Directors are currently assessing the impact of the new or amended HKFRSs upon initial application. So far, the Directors have preliminarily concluded that the initial application of these HKFRSs will not result in material financial impact on the consolidated financial statements. Information on new and amended HKFRSs that are expected to have an impact on the Group's accounting policies is provided below.

Amendments to HKAS 1 and HKAS 8 – Definition of Material

The amendments clarify the definition of 'material', align the definition across all HKFRS standards and the conceptual framework, and incorporating supporting requirements in HKAS 1 into the definition.

Amendments to HKFRS 3 – Definition of a Business

The amendments clarify that a business must include, as a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs, together with providing extensive guidance on what is meant by a "substantive process".

3. 採納新訂立或經修訂香港財務報告準則(續)

3.2 已頒佈但未生效之新訂立或經修訂香港財務報告準則(續)

本公司董事預期，本集團將於有關規定生效日期後之首個期間在會計政策中採納所有有關規定。本公司董事現正評估首次應用新訂立及經修訂香港財務報告準則之影響。迄今，董事作出之初步結論為首次應用此等香港財務報告準則將不會對綜合財務報表造成重大財務影響。有關預期對本集團會計政策產生影響之新訂立及經修訂香港財務報告準則之資料提供如下。

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」

該等修訂澄清「重大」之定義，與所有香港財務報告準則及概念框架之定義相同，且將香港會計準則第1號之支持性規定納入定義。

香港財務報告準則第3號之修訂 – 「業務之定義」

該等修訂澄清業務必須包括至少一項投入及一個實質性過程，而兩者對創造產出之能力有重大貢獻，並對「實質性過程」之定義提供廣泛指引。

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綜合財務報表附註

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3. ADOPTION OF NEW OR AMENDED HKFRSs

(Continued)

3.2 New or amended HKFRSs which are issued but not yet effective (Continued)

Amendments to HKFRS 3 – Definition of a Business (Continued)

Additionally, the amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs, whilst narrowing the definition of “outputs” and a “business” to focus on returns from selling goods and services to customers, rather than on cost reductions.

An optional concentration test has also been added that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 – Interest Rate Benchmark Reform

The amendments modify some specific hedge accounting requirements to provide relief from potential effects of the uncertainties caused by interest rate benchmark reform. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties.

3. 採納新訂立或經修訂香港財務報告準則 (續)

3.2 已頒佈但未生效之新訂立或經修訂香港財務報告準則 (續)

香港財務報告準則第3號之修訂 – 「業務之定義」(續)

此外，該等修訂取消市場參與者是否有能力取代任何缺失之投入或過程及持續產出之評估，同時收窄「產出」和「業務」之定義，重點關注向客戶銷售商品及服務所得之回報而非降低成本。

該等修訂亦加入選擇性之集中度測試，允許簡化所收購之一組活動和資產是否並非業務之評估。

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」

該等修訂修改部份特定對沖會計處理之規定，向利率基準改革導致之不確定性之潛在影響提供補救措施。此外，該等修訂規訂公司須向投資者提供有關直接受該等不確定因素影響之對沖關係之額外資料。

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綜合財務報表附註

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The preparation of the consolidated financial statements requires management to make judgement, estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) Estimated impairment of trade receivables

The Group uses provision matrix to calculate impairment of trade receivables. The provision rates are based on the past collection history as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with significant balances and credit impaired are assessed for impairment individually.

4. 重要會計估計及判斷

估計及判斷會根據過往經驗及其他因素(包括在有關情況對未來事件作出應為合理之預期)持續評估。

編製綜合財務報表需要管理層就未來作出判斷、估計及假設。從推算所得之會計估計通常有別於相關實際結果。以下論述導致資產與負債賬面值於下個財政年度出現重大調整之重大風險之有關估計及假設：

(i) 貿易應收款項之估計減值

本集團使用撥備矩陣計算貿易應收款項之減值。撥備率根據擁有類似虧損模式之各應收款項類別過往收回記錄釐定。撥備矩陣根據本集團之過往違約率並考慮毋須付出過多成本或努力即可獲得之合理及可靠前瞻性資料釐定。於各報告日，本集團會重新評估過往觀察違約率，並考慮前瞻性資料之變動。此外，具有重大結餘及出現信貸減值之貿易應收款項進行個別減值評估。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(ii) Depreciation

The Group depreciates property, plant and equipment, investment properties and right-of-use assets using straight-line method over the estimated useful lives, starting from the date on which the assets are put into use. The estimated useful lives reflect the directors' best estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment, investment properties and right-of-use assets.

(iii) Current taxation and deferred taxation

The Group is subject to income taxes in different jurisdictions. Significant judgement is required in determining the amount of the provision of taxation and the timing of the related tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final outcome of the tax 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.

(iv) Valuation of contingent consideration

Fair value of contingent consideration was determined by using valuation techniques. The Group's management uses its judgement to select a variety of methods and make assumptions, including the discount rates and estimation of future economic environment. Changes in assumptions used could materially affect the fair value of the balances and, as a result, affect the Group's financial condition and results of operation.

4. 重要會計估計及判斷(續)

(ii) 折舊

本集團之物業、廠房及設備、投資物業及使用權資產由資產投入使用之日起，以直線法按估計可使用年期折舊。估計可使用年期反映董事對本集團擬自使用該等本集團物業、廠房及設備、投資物業及使用權資產之產生日後經濟利益之期間的最佳估計。

(iii) 即期稅項及遞延稅項

本集團須繳納多個不同司法權區之所得稅。於釐定稅項撥備金額及有關稅項之時間時須作出重大判斷。日常業務過程中有大量難以確定最終稅項之交易及計算。倘最終稅務結果與最初記錄之金額不同，有關差額將影響作出有關計算期間之所得稅及遞延稅項撥備。

(iv) 或然代價估值

或然代價之公平價值乃使用估值技術釐定。本集團之管理層利用其判斷選擇多種方法及作出假設，其中包括貼現率及未來經濟環境估計。所採用假設之變動可能對結餘之公平價值造成重大影響，因而影響本集團之財務狀況及經營業績。

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5. TURNOVER

The principal activities of the Group are the provision of advertising services and property investment.

5. 營業額

本集團之主要業務為提供廣告服務及物業投資。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務		
Revenue from contracts with customer within the scope of HKFRS 15:	於香港財務報告準則第15號範圍內來自客戶合約之收益：		
Advertising income	廣告收入		
– Recruitment	– 招聘	53,032	64,104
Revenue from other sources:	來自其他來源之收益：		
Rental income	租金收入	161	462
		53,193	64,566
Discontinued operations	已終止經營業務		
Revenue from contracts with customer within the scope of HKFRS 15:	於香港財務報告準則第15號範圍內來自客戶合約之收益：		
Advertising income	廣告收入		
– Train media	– 鐵路媒體	4,036	8,498
		57,229	73,064

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綜合財務報表附註

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5. TURNOVER (Continued)

In the following table, revenue is disaggregated by primary geographical market, major products and service lines and timing of revenue recognition.

5. 營業額 (續)

於下表，收益按主要地區市場、主要產品及服務系列以及收益確認時間分拆。

		Continuing operations 持續經營業務				Discontinued operations 已終止經營業務					
		Advertising - Recruitment 廣告收入 - 招聘		Property investment 物業投資		Total 合計		Advertising - Train media 廣告收入 - 鐵路媒體		Total 合計	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Primary geographical market	主要地區市場										
Hong Kong	香港	53,032	64,104	161	462	53,193	64,566	-	1,201	53,193	65,767
PRC	中國	-	-	-	-	-	-	4,036	7,297	4,036	7,297
		53,032	64,104	161	462	53,193	64,566	4,036	8,498	57,229	73,064
Major products/services	主要產品/服務										
Provision of advertising services	提供廣告服務										
- Recruitment	- 招聘	53,032	64,104	-	-	53,032	64,104	-	-	53,032	64,104
- Train media	- 鐵路媒體	-	-	-	-	-	-	4,036	8,498	4,036	8,498
		53,032	64,104	-	-	53,032	64,104	4,036	8,498	57,068	72,602
Property rentals	物業租金	-	-	161	462	161	462	-	-	161	462
		53,032	64,104	161	462	53,193	64,566	4,036	8,498	57,229	73,064
Timing of revenue recognition	收益確認時間										
Transferred over time	在一段時間轉讓	53,032	64,104	161	462	53,193	64,566	4,036	8,498	57,229	73,064

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5. TURNOVER (Continued)

The following table provides information about trade receivables and contract liabilities from contracts with customers:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Receivables	應收款項	4,254	11,900
Contract liabilities (Note 25)	合約負債(附註25)	788	612

Contract liabilities mainly relate to the advance consideration received from customers. HK\$564,000 of the contract liabilities as of 31 December 2018 has been recognised as revenue for the year ended 31 December 2019 from performance obligations satisfied due to the completion of services.

The Group has applied the practical expedient to its sales contracts for advertising services and therefore the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for advertising services that had an original expected duration of one year or less. No other consideration to be included in these sales contracts.

5. 營業額(續)

下表提供貿易應收款項及來自客戶合約之合約負債資料：

合約負債主要與已收客戶預付代價有關。於二零一八年十二月三十一日之合約負債564,000港元已因完成服務而履行履約責任確認為截至二零一九年十二月三十一日止年度之收益。

本集團已應用可行權宜方法於其廣告服務銷售合約，因此上述資料並不包括本集團於完成原先預期年期為一年或以下之廣告服務合約項下其餘履約責任時有權獲得之收益的資料。概無其他考慮因素包含在該等銷售合約中。

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6. SEGMENT INFORMATION

The executive directors have identified the Group has only one reportable segment, which is the provision of advertising services.

The Group's revenue from external customers and its non-current assets other than financial instruments are divided into the following geographical areas.

6. 分部資料

執行董事已劃分本集團僅有一個可呈報分部，而該唯一分部為提供廣告服務。

本集團來自外界客戶之收益以及其非流動資產(不包括財務工具)劃分為以下地區。

		Revenue from external customers (Continuing operations) 來自外界客戶之收益 (持續經營業務)		Non-current assets 非流動資產	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
PRC	中國	-	-	-	22,849
Hong Kong (domicile)	香港(主體所在地)	53,193	64,566	14,153	16,018
		53,193	64,566	14,153	38,867

Sales by geographical markets are analysed based on the location of customers and the geographical location of non-current assets is based (1) the physical location of the assets (for property, plant and equipment, investment properties and right-of-use assets), (2) location of operations (for other intangible assets).

Revenue from a major customer with whom transaction has exceeded 10% of the Group's revenue is as follows:

按地區市場劃分之銷售乃根據客戶所在地而分析，非流動資產之地理位置方面，(1)物業、廠房及設備、投資物業及使用權資產乃根據資產之實際所在地而釐定，(2)其他非流動資產則根據營運地點而釐定。

其交易超過本集團收益10%之主要客戶之收益如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Continuing operations	持續經營業務		
Advertising – Customer A	廣告 – 客戶甲	5,927	7,293

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6. SEGMENT INFORMATION (Continued)

The totals presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the financial statements as follows:

6. 分部資料(續)

本集團經營分部列示之總額與本集團於財務報表列示之關鍵財務數據對賬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務		
Reportable segment (loss)/profit	可呈報分部(虧損)/溢利	(3,839)	11,717
Unallocated corporate income	未分配企業收入	8,576	4,564
Unallocated corporate expenses*	未分配企業費用*	(25,655)	(34,983)
Finance costs	財務費用	(808)	(1,918)
Loss before income tax	除所得稅前虧損	(21,726)	(20,620)
Reportable segment assets	可呈報分部資產	26,470	88,570
Property, plant and equipment	物業、廠房及設備	3,398	6,299
Investment properties	投資物業	-	9,631
Equity instruments at FVOCI	按公平價值計入其他全面收益 之股本工具	50,115	26,852
Right-of-use assets	使用權資產	5,328	-
Loan receivables	應收貸款	2,644	3,880
Deposits and prepayments	按金及預付款	9,959	9,512
Cash and cash equivalents	現金及現金等值項目	98,674	102,114
Other corporate assets	其他企業資產	117	26
Group assets	集團資產	196,705	246,884
Reportable segment liabilities	可呈報分部負債	8,488	70,086
Amounts due to a director	應付一名董事款項	1,093	3,593
Other borrowings	其他借貸	5,760	-
Lease liabilities	租賃負債	3,400	-
Other payables and accruals	其他應付款項及應計開支	4,413	838
Other corporate liabilities	其他企業負債	197	474
Group liabilities	集團負債	23,351	74,991

* Unallocated corporate expenses included staff costs, depreciation and legal and professional fee.

* 未分配企業費用包括員工成本、折舊以及法律及專業費用。

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7. OTHER INCOME

7. 其他收入

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務		
Interest income	利息收入	1,093	930
Gain on disposals of investment properties	出售投資物業之收益	1,398	3,243
Leasing income	租賃收入	6,520	-
Sundry income	雜項收入	-	27
		9,011	4,200

8. FINANCE COSTS

8. 財務費用

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務		
Interest charges on bank borrowings with repayment on demand clause	銀行借貸之利息支出，當中包含須按要求還款之條款	-	94
Interest charges on other borrowing with repayment on demand clause	其他借貸之利息支出，當中包含須按要求還款之條款	509	566
Interest on lease liabilities	租賃負債利息	607	-
Imputed interest expenses on loan from a shareholder	一名股東之貸款之估計利息開支	-	1,259
		1,116	1,919

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9. LOSS BEFORE INCOME TAX

9. 除所得稅前虧損

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務		
Loss before income tax is arrived at after charging/(crediting):	除所得稅前虧損已扣除／(計入)下列各項：		
Auditor's remuneration	核數師酬金	500	620
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	2,949	3,654
Depreciation of investment properties	投資物業之折舊	133	739
Depreciation of right-of-use assets (Note and Note 18)	使用權資產之折舊(附註及附註18)	7,480	-
Employee benefit expense (including directors emoluments) (Note 11)	僱員福利開支(包括董事酬金)(附註11)	36,939	38,919
Exchange losses, net	匯兌虧損淨額	480	213
Gain on disposals of investment properties	出售投資物業之收益	(1,398)	(3,243)
Impairment on trade and other receivables and loan receivables, net of reversal	貿易及其他應收款項以及應收貸款之減值，扣除撥回	1,060	249
Minimum lease payments paid under operating leases under HKAS 17 in respect of rented premises and production facilities	根據香港會計準則第17號，有關租賃物業及生產設施之經營租約所付最低租金	-	11,137
Short-term lease expenses	短期租賃開支	59	-
Low-value assets leases expenses	低價值資產租賃開支	20	-
Direct operating expenses arising from investment properties that generated rental income	產生租金收入之投資物業之直接經營開支	77	191

Note:

The Group has initially applied HKFRS 16 using cumulative effect approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. After initial recognition of right-of-use assets at 1 January 2019, the Group as lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on straight-line basis over the lease term. Under this approach, the comparative information has not been restated. See note 3.1 for details.

During the year, auditor's remuneration for other services amounted to HK\$100,000 (2018: HK\$150,000).

附註：

本集團已採用累計影響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之期初結餘以就先前根據香港會計準則第17號分類為經營租賃之租賃確認使用權資產。於二零一九年一月一日首次確認使用權資產後，本集團作為承租人須確認使用權資產之折舊，而非過往政策於租期內按直線法確認根據經營租賃所產生之租賃開支。根據該方法，比較資料並未重列。有關詳情請見附註3.1。

於本年度內，其他服務之核數師酬金為100,000港元(二零一八年：150,000港元)。

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10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

The aggregate amounts of the emoluments paid or payable to the Directors are as follows:

10. 董事酬金及高級管理層酬金

(a) 董事酬金

已付或應付董事之酬金總額如下：

		Fee	Salaries and allowances	Retirement benefit scheme contributions	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	合計 HK\$'000 千港元
2019	二零一九年				
Executive directors	執行董事				
Mr. Liu Gary Wei (resigned on 23 January 2019)	劉維先生 (於二零一九年一月二十三日辭任)	22	-	-	22
Mr. Tsang Hing Bun	曾慶贊先生	650	-	-	650
Non-executive directors	非執行董事				
Mr. Yiu Yu Cheung	姚宇翔先生	680	220	-	900
Independent non-executive directors	獨立非執行董事				
Mr. William Keith Jacobsen	葉偉其先生	120	-	-	120
Mr. Chan Chiu Hung, Alex	陳釗洪先生	120	-	-	120
Dr. Leung Ka Kit (appointed on 10 June 2019)	梁迦傑博士 (於二零一九年六月十日獲委任)	73	-	-	73
Mr. Chan Siu Lun (retired on 10 June 2019)	陳肇倫先生 (於二零一九年六月十日退任)	53	-	-	53
		1,718	220	-	1,938

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10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

	袍金	薪金及津貼	退休福利 計劃供款	合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
2018	二零一八年			
Executive directors	執行董事			
Mr. Liu Gary Wei (resigned on 23 January 2019)	劉維先生 (於二零一九年 一月二十三日辭任)	360	–	360
Mr. Tsang Hing Bun	曾慶贊先生	600	–	600
Non-executive directors	非執行董事			
Mr. Chen Jiarong (resigned on 28 November 2018)	陳家榮先生 (於二零一八年 十一月二十八日辭任)	330	–	330
Mr. Yiu Yu Cheung	姚宇翔先生	600	635	1,235
Mr. Leung Siu Kee (resigned on 26 January 2018)	梁兆基先生 (於二零一八年 一月二十六日辭任)	17	–	17
Independent non-executive directors	獨立非執行董事			
Mr. William Keith Jacobsen	葉偉其先生	120	–	120
Mr. Chan Chiu Hung, Alex	陳釗洪先生	120	–	120
Mr. Chan Siu Lun (retired on 10 June 2019)	陳肇倫先生 (於二零一九年 六月十日退任)	120	–	120
		2,267	635	2,902

10. 董事酬金及高級管理層酬金 (續)

(a) 董事酬金 (續)

Fee	Salaries and allowances	Retirement benefit scheme contributions	Total
袍金	薪金及津貼	退休福利 計劃供款	合計
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元

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10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

Fees and other emoluments paid to or for the executive directors are generally emoluments in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

During the years ended 31 December 2019 and 2018, none of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included none of the director (2018: nil) whose emoluments are reflected in the analysis presented above. Emoluments paid or payable to the five (2018: five) individuals during the year are as follows:

10. 董事酬金及高級管理層酬金 (續)

(a) 董事酬金 (續)

向執行董事支付之費用及其他酬金為就該等人士就與管理本公司及其附屬公司事務有關之其他服務之一般酬金。

於截至二零一九年及二零一八年十二月三十一日止年度，並無董事放棄或同意放棄任何酬金，而本集團亦並無支付酬金予董事，作為吸引彼等加入本集團或於加入本集團時之報酬又或作為離職補償。

(b) 五位最高薪酬人士

本集團本年度之五位最高薪酬人士並不包括任何董事(二零一八年：無)，彼等之酬金已於上文呈列之分析中反映。本年度已付或應付五位(二零一八年：五位)最高薪酬人士之薪酬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	12,638	10,071
Discretionary bonuses	酌情花紅	1,960	1,270
Retirement benefit scheme contributions	退休福利計劃供款	54	54
		14,652	11,395

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10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(b) Five highest paid individuals (Continued)

The emoluments fell within the following bands:

10. 董事酬金及高級管理層酬金(續)

(b) 五位最高薪酬人士(續)

酬金介乎下列範圍：

		Number of individuals 人數	
		2019 二零一九年	2018 二零一八年
Emolument bands	酬金範圍		
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元至 2,000,000 港元	1	2
HK\$2,000,001 – HK\$2,500,000	2,000,001 港元至 2,500,000 港元	1	2
HK\$2,500,001 – HK\$3,000,000	2,500,001 港元至 3,000,000 港元	1	–
HK\$3,000,001 – HK\$3,500,000	3,000,001 港元至 3,500,000 港元	–	1
HK\$3,500,001 – HK\$4,000,000	3,500,001 港元至 4,000,000 港元	2	–
		5	5

During the years ended 31 December 2019 and 2018, no emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

於截至二零一九年及二零一八年十二月三十一日止年度，本集團並無支付酬金予五位最高薪人士，作為吸引彼等加入本集團或於加入本集團時之報酬又或作為離職補償。

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11. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) 11. 僱員福利開支(包括董事酬金)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務		
Directors' fees	董事袍金	1,718	2,267
Wages, salaries and other benefits	工資、薪金及其他福利	34,396	35,745
Retirement benefit scheme contributions	退休福利計劃供款	825	907
		36,939	38,919

12. INCOME TAX CREDIT/(EXPENSE)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduced the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity would be taxed at 8.25%, and profits above HK\$2 million would be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime would continue to be taxed at a flat rate of 16.5%.

12. 所得稅抵免/(開支)

於二零一八年三月二十一日，香港立法會通過二零一七年稅務(修訂)(第7號)條例草案(「條例草案」)，引入兩級制利得稅率制度。條例草案於二零一八年三月二十八日獲簽署立法，並於翌日刊登憲報。根據兩級制利得稅率制度，合資格集團實體首2百萬港元溢利將按8.25%稅率徵稅，而超過2百萬港元之溢利將按16.5%稅率徵稅。不符合兩級制利得稅率制度資格之集團實體之溢利將繼續按稅率16.5%繳納稅項。

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12. INCOME TAX CREDIT/(EXPENSE) (Continued)

Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operate.

12. 所得稅抵免／(開支)(續)

海外所得稅乃按本集團經營業務所在國家之現行稅率就年內之估計應課稅溢利計算。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Continuing operations	持續經營業務		
Hong Kong profits tax:	香港利得稅		
Current year	本年度	-	1,193
Over provision in prior years	過往年度超額撥備	(271)	-
		(271)	1,193

Reconciliation between income tax credit/(expense) and accounting loss at applicable tax rates is as follows:

所得稅抵免／(支出)與按適用稅率計算之會計虧損對照如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (restated) (重列)
Loss before income tax from continuing operations	來自持續經營業務之除所得稅前虧損	(21,726)	(20,620)
Notional tax calculated at the rates applicable to the losses in the tax jurisdictions concerned	名義稅項，按有關課稅司法權區之虧損適用稅率計算	(3,584)	(3,402)
Tax effect of non-taxable revenue	毋須課稅收入之稅務影響	(314)	(667)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	2,293	4,910
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	1,605	394
Utilisation of previously unrecognised tax losses	動用之前未確認之稅務虧損	-	(42)
Over provision in prior years	過往年度超額撥備	(271)	-
Income tax (credit)/expense	所得稅(抵免)／開支	(271)	1,193

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13. DISCONTINUED OPERATIONS

On 29 March 2019, the Group entered into a sale agreement to dispose of the entire interest in Fullmoon Global Limited and its subsidiaries (the "Disposal Group"), which was engaged in provision of advertising services. The disposal was completed on 6 June 2019, the date on which the control of the Disposal Group passed to the acquirer.

The operations of the Disposal Group represented the entire business segment of provision of advertising services in the People's Republic of China (the "PRC") of the Group and therefore, they are presented as discontinued operations in 2019 group accounts in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations". The comparative consolidated statement of profit or loss and other comprehensive income, loss before income tax stated in the consolidated statements of cash flows and the relevant disclosure notes for profit or loss items have been re-presented as if the operations discontinued during the year had been discontinued at the beginning of the comparative period.

13. 已終止經營業務

於二零一九年三月二十九日，本集團訂立一份出售協議，出售於Fullmoon Global Limited及其附屬公司（「出售集團」）之全部權益，該公司從事廣告服務業務。出售事項已於二零一九年六月六日完成，出售集團之控制權已於當日轉交予收購方。

出售集團之業務為本集團在中華人民共和國（「中國」）提供廣告服務之全部業務分部，因此，根據香港財務報告準則第5號「持作銷售之非流動資產及已終止經營業務」，在二零一九年集團賬戶中列為已終止經營業務。綜合損益及其他全面收益表之比較數據、綜合現金流量表中列示之除所得稅前虧損以及有關損益項目之相關披露說明已重新呈列，猶如年內已終止經營業務於比較期間之初已終止。

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13. DISCONTINUED OPERATIONS (Continued)

An analysis of the results and cash flows of the discontinued operations included in the consolidated statement of profit or loss and other comprehensive income and the consolidated statement of cash flows are as follows:

13. 已終止經營業務 (續)

對綜合損益及其他全面收益表以及綜合現金流量表中已終止經營業務之業績及現金流量之分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Turnover	營業額	4,036	8,498
Direct operating costs	直接經營成本	-	(6,286)
Gross profit	毛利	4,036	2,212
Other income	其他收入	-	14,726
Administrative and other operating expenses	行政及其他經營費用	(9,394)	(56,569)
Impairment on trade and other receivables, net of reversal	貿易及其他應收款項減值，扣除撥回	-	(3,413)
Gain on disposal of a subsidiary	出售一家附屬公司之收益	-	15,159
Impairment of goodwill	商譽減值	-	(3,211)
Impairment of other intangible assets	其他無形資產減值	-	(20,012)
Finance costs	財務費用	(957)	(2,436)
Loss before income tax from discontinued operations	已終止經營業務之除所得稅前虧損	(6,315)	(53,544)
Income tax expense	所得稅開支	-	-
Loss after income tax from discontinued operations	已終止經營業務之除所得稅後虧損	(6,315)	(53,544)
Loss on disposal of subsidiaries (Note 39)	出售附屬公司之虧損(附註39)	(8,533)	-
Loss for the year from discontinued operations	已終止經營業務之年內虧損	(14,848)	(53,544)

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13. DISCONTINUED OPERATIONS (Continued)

The net cash flows related to the Disposal Group 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
Net cash inflows from operating activities	經營活動產生之現金流入淨額	13,800	34,312
Net cash outflows from investing activities	投資活動產生之現金流出淨額	(14,298)	(33,724)
Net cash (outflow)/inflow	現金(流出)/流入淨額	(498)	588

13. 已終止經營業務(續)

與出售集團相關之現金流量淨額如下：

14. DIVIDENDS

The Directors do not recommend the payment of a dividend for the years ended 31 December 2019 and 2018.

14. 股息

董事不建議派付截至二零一九年及二零一八年十二月三十一日止年度之股息。

15. LOSS PER SHARE

(a) For continuing and discontinued operations

The calculation of basic and diluted loss per share attributable to equity shareholders of the Company is based on the following data:

15. 每股虧損

(a) 就持續經營及已終止經營業務

本公司權益股東應佔之每股基本及攤薄虧損乃根據以下數據計算：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss for the year attributable to equity shareholders of the Company	本公司權益股東應佔之本年度虧損		
Continuing operations	持續經營業務	(21,455)	(21,813)
Discontinued operations	已終止經營業務	(12,322)	(34,139)
		(33,777)	(55,952)

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15. LOSS PER SHARE (Continued)

(a) For continuing and discontinued operations (Continued)

Weighted average number of ordinary shares for the purpose of basic loss per share	用於計算每股基本虧損之普通股加權平均數

In 2019 and 2018, diluted loss per share attributable to equity shareholders of the Company are the same as basic loss per share as the impact of the exercise of share options was anti-dilutive.

(b) For continuing operations

The calculation of basic loss per share from continuing operations is based on the loss attributable to equity shareholders of the Company from continuing operations of HK\$21,455,000 (2018: HK\$21,813,000) and the denominators used are the same as those detailed above for both basic and diluted earnings per share.

In 2019 and 2018, diluted loss per share from continuing operations attributable to owners of the Company are the same as basic earnings per share as the impact of the exercise of share options was anti-dilutive.

(c) For discontinued operations

The calculation of basic loss per share from discontinued operations is based on the loss attributable to equity shareholders of the Company from discontinued operations of HK\$12,322,000 (2018: HK\$34,139,000) and the denominators used are the same as those detailed above for both basic and diluted earnings per share.

In 2019 and 2018, diluted loss per share from discontinued operations attributable to equity shareholders of the Company are the same as basic earnings per share as the impact of the exercise of share options was anti-dilutive.

15. 每股虧損 (續)

(a) 就持續經營及已終止經營業務 (續)

Number of individuals 股份數目	
2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
446,614	398,159

於二零一九年及二零一八年，由於行使購股權具反攤薄影響，本公司權益股東應佔之每股攤薄虧損與每股基本虧損相同。

(b) 就持續經營業務

持續經營業務每股基本虧損乃基於持續經營業務中本公司權益股東應佔虧損21,455,000港元(二零一八年：21,813,000港元)計算，所使用之分母與上述每股基本及攤薄盈利所使用者相同。

於二零一九年及二零一八年，由於行使購股權具反攤薄影響，本公司擁有人應佔之持續經營業務每股攤薄虧損與每股基本盈利相同。

(c) 就已終止經營業務

已終止經營業務每股基本虧損乃基於已終止經營業務中本公司權益股東應佔虧損12,322,000港元(二零一八年：34,139,000港元)計算，所使用之分母與上述每股基本及攤薄盈利所使用者相同。

於二零一九年及二零一八年，由於行使購股權具反攤薄影響，本公司擁權益股東應佔之已終止經營業務每股攤薄虧損與每股基本盈利相同。

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Furniture and fixtures	Office equipment	Leasehold improvements	Computer equipment and system	Motor vehicles	Total
		傢俬及裝置 HK\$'000 千港元	辦公室設備 HK\$'000 千港元	租賃裝修 HK\$'000 千港元	電腦設備 及系統 HK\$'000 千港元	汽車 HK\$'000 千港元	合計 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日						
Cost	成本	1,446	1,255	1,207	23,057	1,966	28,931
Accumulated depreciation	累計折舊	(1,346)	(1,222)	(1,207)	(22,955)	(687)	(27,417)
Net book amount	賬面淨值	100	33	-	102	1,279	1,514
Year ended 31 December 2018	截至二零一八年 十二月三十一日止年度						
Opening net book amount	年初賬面淨值	100	33	-	102	1,279	1,514
Additions	添置	-	6	8,521	-	-	8,527
Depreciation	折舊	(51)	(18)	(3,068)	(41)	(476)	(3,654)
Closing net book amount	年末賬面淨值	49	21	5,453	61	803	6,387
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						
Cost	成本	1,446	1,261	9,728	23,057	1,966	37,458
Accumulated depreciation	累計折舊	(1,397)	(1,240)	(4,275)	(22,996)	(1,163)	(31,071)
Net book amount	賬面淨值	49	21	5,453	61	803	6,387
Year ended 31 December 2019	截至二零一九年 十二月三十一日止年度						
Opening net book amount	年初賬面淨值	49	21	5,453	61	803	6,387
Additions	添置	-	-	-	3	-	3
Depreciation	折舊	(42)	(10)	(2,386)	(37)	(474)	(2,949)
Closing net book amount	年末賬面淨值	7	11	3,067	27	329	3,441
At 31 December 2019	於二零一九年十二月三十一日						
Cost	成本	1,446	1,261	9,728	23,060	1,966	37,461
Accumulated depreciation	累計折舊	(1,439)	(1,250)	(6,661)	(23,033)	(1,637)	(34,020)
Net book amount	賬面淨值	7	11	3,067	27	329	3,441

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17. INVESTMENT PROPERTIES

17. 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	於一月一日		
Cost	成本	11,654	30,000
Accumulated depreciation	累計折舊	(2,023)	(2,934)
Net book amount	賬面淨值	9,631	27,066
Opening net book amount	年初賬面淨值	9,631	27,066
Depreciation	折舊	(133)	(739)
Disposals	出售	(9,498)	(16,696)
Closing net book amount	年末賬面淨值	-	9,631
At 31 December	於十二月三十一日		
Cost	成本	-	11,654
Accumulated depreciation	累計折舊	-	(2,023)
Net book amount	賬面淨值	-	9,631

As at 31 December 2018, fair value of investment properties was approximately HK\$12,400,000 which is a level 3 recurring fair value measurement and was based on the valuation performed by an independent professional valuer. The fair value of the Group's investment properties were estimated using comparison approach assuming sale in its existing state with the benefit of vacant possession by making reference to comparable sales evidence as available in the relevant market. Appropriate adjustments had been made to account for the differences between the properties and the comparables in terms of other relevant factors. The fair value measurement was based on the above properties' highest and best use, which did not differ from their actual use.

於二零一八年十二月三十一日，投資物業之公平價值約為12,400,000港元，此屬於第3層經常性公平價值計量，並且是基於獨立專業估值師進行之估值。本集團之投資物業公平價值使用比較法作估計，方法為假設物業在其現況交吉出售，並參考有關市場可得之可比較銷售憑證。已作出適當調整以計及有關物業與可比較物業在其他相關因素方面之差異。公平價值計量是基於上述物業之最高及最佳使用，與其實際用途並無不同。

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18. RIGHT-OF-USE ASSETS

18. 使用權資產

		Leased properties 租賃物業 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日			
Carrying amount	賬面值	16,512	581	17,093
At 31 December 2019	於二零一九年十二月三十一日			
Carrying amount	賬面值	10,263	449	10,712
For the year ended 31 December 2019	截至二零一九年十二月三十一日止年度			
Depreciation charge	折舊開支	7,348	132	7,480

		2019 二零一九年 HK\$'000 千港元
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	與短期租賃及租賃期於首次應用香港財務報告準則第16號當日起計12個月內結束之其他租賃有關之費用	59
Expense relating to leases of low-value assets, excluding short-term leases of low value assets	與租賃低價值資產有關之費用，不包括低價值資產之短期租賃	20
Total cash outflow for leases	因租賃產生之現金流出總額	9,985
Additions to right-of-use assets	添置使用權資產	1,099

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18. RIGHT-OF-USE ASSETS (Continued)

For both years, the Group leased various offices premises and office equipment for its operations. Lease contracts are entered into for fixed term of two to five years (2018: two to five years), but may have extension option as described below. 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.

The Group regularly entered into short-term leases for internet access line. 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 9.

The Group has an extension option for a leased property. This is used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The extension option held are exercisable only by the Group and not by the respective lessor.

The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. In addition, the Group reassesses whether it is reasonably certain to exercise an extension option, upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the year, there is such triggering event happen and resulted additional lease liabilities of HK\$757,000.

For the year ended 31 December 2019, the total cash outflow of HK\$5,711,000 was paid for leased properties under sub-leases.

Details of the lease maturity analysis of lease liabilities are set out in notes 31 and 44(d).

18. 使用權資產(續)

於兩年內，本集團租賃各種辦公物業及辦公設備用於營運。租賃合同以固定期限二至五年(二零一八年：二至五年)訂立，但或會有延期選擇權(如下文所述)。租賃條款按個別基準協商，包含各種不同條款及條件。於釐定期租期及評估不可撤回期間之長度時，本集團應用合同之定義並釐定合同可強制執行之期間。

本集團定期就互聯網專線訂立短期租約。於二零一九年十二月三十一日，短期租賃組合與附註9所披露的短期租賃開支的短期租賃組合類似。

本集團擁有租賃物業的延期權。此乃用於管理本集團營運所用資產方面以令營運靈活性最大化。持有的延期權僅可由本集團而非相關出租人行使。

本集團於租賃開始日期評估是否合理確定行使延期權。此外，在發生重大事件或在承租人可控制的情況下出現重大變動，本集團會重新評估是否合理確定行使延期權。年內，發生觸發事件，導致產生額外租賃負債757,000港元。

截至二零一九年十二月三十一日止年度，已就分租之租賃物業支付現金流出總額5,711,000港元。

有關租賃負債之租賃期限分析之詳情載於附註31及附註44(d)。

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19. GOODWILL

19. 商譽

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Gross carrying amount	總賬面值		
At 1 January	於一月一日	17,330	17,330
Derecognised on disposal of subsidiaries	出售附屬公司時取消確認	(3,211)	–
At 31 December	於十二月三十一日	14,119	17,330
Accumulated impairment loss	累計減值虧損		
At 1 January	於一月一日	17,330	14,119
Impairment losses recognised in the year	本年度確認之減值虧損	–	3,211
Derecognised on disposal of subsidiaries	出售附屬公司時取消確認	(3,211)	–
At 31 December	於十二月三十一日	14,119	17,330
Net carrying amount	賬面淨值		
At 1 January	於一月一日	–	3,211
At 31 December	於十二月三十一日	–	–

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20. OTHER INTANGIBLE ASSETS

20. 其他無形資產

		Advertising agency license rights 廣告代理特許權	
		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		
Gross carrying amount	總賬面值	194,899	289,386
Accumulated amortisation	累計攤銷	(172,050)	(131,473)
Net carrying amount	賬面淨值	22,849	157,913
Year ended 31 December	截至十二月三十一日止年度		
Opening net carrying amount	期初賬面淨值	22,849	157,913
Amortisation	攤銷	(7,607)	(50,524)
Disposals of subsidiaries (Note 39)	出售附屬公司(附註39)	(15,242)	(64,528)
Impairment loss recognised during the year	年內已確認減值虧損	-	42,861
		-	(20,012)
Closing net carrying amount	年末賬面淨值	-	22,849
At 31 December	於十二月三十一日		
Gross carrying amount	總賬面值	-	194,899
Accumulated amortisation and impairment	累計攤銷及減值	-	(172,050)
Net carrying amount	賬面淨值	-	22,849

In 2018, the Group had continuously suffered loss from CGU in advertising segment operated by Fullmoon Global Limited ("Fullmoon Business"). The Directors conducted a review of the recoverability of the Group's other intangible assets and determined that the other intangible assets included in the CGU under Fullmoon Business were impaired.

於二零一八年，本集團由Fullmoon Global Limited經營之廣告業務(「Fullmoon業務」)之現金產生單位持續錄得虧損。董事已就本集團其他無形資產之可收回性進行檢討，並確定計入Fullmoon業務項下現金產生單位之其他無形資產已出現減值。

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21. EQUITY INSTRUMENTS AT FVOCI

21. 按公平價值計入其他全面收益之股本工具

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港		
– Listed equity securities	– 上市股本證券	44,560	26,852
– Suspended listed equity securities (Note)	– 暫停買賣之上市股本證券(附註)	5,555	–
		50,115	26,852

Note:

As at 31 December 2019, the Group's investment in equity instruments of HK\$5,555,000 has been suspended to trade in the SEHK since July 2019.

Movement in equity instruments at FVOCI is as below:

附註：

於二零一九年十二月三十一日，本集團持有的5,555,000港元之股本工具自二零一九年七月已暫停於香港聯交所買賣。

按公平價值計入其他全面收益之股本工具變動如下：

		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	26,852	–
Reclassification from available-for-sale financial assets upon adoption of HKFRS 9	於採納香港財務報告準則第9號時自可供出售財務資產重新分類	–	17,369
Transfer from non-current asset classified as held for sale	轉撥至列為持有待售之非流動資產	–	28,588
Consideration shares received as a result of disposal of subsidiaries (Note 39)	因出售附屬公司而收取之代價股份(附註39)	9,846	–
Disposals	出售	–	(15,527)
Net fair value changes taken to other comprehensive income	其他全面收益之公平價值變動淨額	13,417	(3,578)
At 31 December	於十二月三十一日	50,115	26,852

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21. EQUITY INSTRUMENTS AT FVOCI (Continued)

Listed equity securities with carrying amount of HK\$44,560,000 (2018: HK\$26,852,000) are measured at fair value which has been determined directly by reference to published price and quotations in active market (2018: same).

Listed equity securities with carrying amount of HK\$5,555,000 (2018: nil) are measured at fair value which has been determined based on a comparison approach by reference to comparable listed equity securities as available in the relevant market and is adjusted at the end of each reporting year for the lack of marketability (2018: same).

These investments are not held for trading, instead, they are held for long-term strategic purposes. The Directors have elected to designate these investments in equity instruments as at FVOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

In 2018, the Group disposed of the investments in listed equity securities at a consideration of HK\$15,527,000, which was also the fair value as at the date of disposals as the investment no longer meets the investment objective of the Group. A cumulative gain on disposals of HK\$1,300,000 had been transferred to accumulated losses.

23. 按公平價值計入其他全面收益之股本工具(續)

上市股本證券之賬面值44,560,000港元(二零一八年: 26,852,000)按公平價值計量, 公平價值已直接參考活躍市場之公開價格及報價釐定(二零一八年: 相同)。

上市股本證券之賬面值5,555,000港元(二零一八年: 無)按公平價值計量, 而公平價值乃參考相關市場可資比較上市股本證券按比較法釐定, 並於各報告年末時就缺乏市場流通性而作出調整(2018年: 相同)。

此等投資並非持作買賣, 反之, 乃持作長期策略目的。董事已選擇指定此等股本工具投資為按公平價值計入其他全面收益, 乃因彼等認為, 於損益內確認此等投資公平價值之短期波動與本集團持有此等投資作長期目的並於長遠變現其表現潛力之策略不相符。

於二零一八年, 由於上市股本證券投資不再符合本集團之投資目的, 故本集團出售上市股本證券投資, 代價為15,527,000港元, 亦即出售日期之公平價值。出售事項之累計收益1,300,000港元已轉撥至累計虧損。

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22. LOAN RECEIVABLES

22. 應收貸款

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loan receivables	應收貸款	14,700	15,640
Less: Provision for impairment	減：減值撥備	(649)	(353)
Loan receivables – net	應收貸款 – 淨額	14,051	15,287
Reconciliation to the consolidated statement of financial position:			
與綜合財務狀況表之對賬：			
Non-current	非即期	–	11,407
Current	即期	14,051	3,880
		14,051	15,287

Ageing analysis of loan receivables, net of provision as at 31 December 2019, based on past due date, is as follows:

按到期日劃分，於二零一九年十二月三十一日之應收貸款（扣除撥備）之賬齡分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Not past due	未過期	12,351	15,287
Within 30 days	30天內	1,700	–
		14,051	15,287

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22. LOAN RECEIVABLES (Continued)

Included in the carrying amount of loans receivables as at 31 December 2019 is impairment losses of HK\$649,000 (2018: HK\$353,000). Details of impairment assessment are set out in note 44(a).

Loan receivables comprise:

22. 應收貸款(續)

於二零一九年十二月三十一日，應收貸款之賬面值包括減值虧損 649,000 港元(二零一八年：353,000 港元)。減值評估之詳情載於附註 44(a)。

應收貸款包括：

	Due date 到期日	Securities 抵押	Effective interest rate 實際利率	Gross carrying amount 總賬面值	
				2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$4,000,000 fixed-rate loan receivable 4,000,000 港元 定息應收貸款	30 June 2019 二零一九年 六月三十日	Personal guarantee 個人擔保	8%	-	4,000
HK\$1,000,000 fixed-rate loan receivable 1,000,000 港元 定息應收貸款	6 May 2020 二零二零年 五月六日	None 無	12%	1,060	-
HK\$2,000,000 fixed-rate loan receivable 2,000,000 港元 定息應收貸款	28 December 2019 二零一九年 十二月二十八日	None 無	10%	2,000	-
US\$1,500,000 fixed-rate loan receivables (Note) 1,500,000 美元 定息應收貸款(附註)	31 August 2020 二零二零年 八月三十一日	None 無	3.5%	11,640	11,640
				14,700	15,640

Note:

The due date of this balance has been extended to 31 July 2021, pursuant to a loan extension agreement entered into with the borrower on 16 January 2020.

附註：

根據與借方於二零二零年一月十六日訂立的延長貸款協議，該結餘的到期日已延長至二零二一年七月三十一日。

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23. TRADE RECEIVABLES

23. 貿易應收款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables	貿易應收款項	4,440	20,214
Less: Provision for impairment	減：減值撥備	(186)	(8,314)
Trade receivables – net	貿易應收款項 – 淨額	4,254	11,900

Movement in the provision for impairment loss on trade receivables is as follows:

貿易應收款項之減值虧損撥備變動如下：

		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	8,314	5,301
Impairment loss recognised during the year	年內已確認減值虧損	4	3,451
Impairment loss recovered during the year	年內已收回減值虧損	(12)	(438)
Disposal of subsidiaries (Note 39)	出售附屬公司(附註39)	(8,120)	–
At 31 December	於十二月三十一日	186	8,314

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23. 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:

- Trade receivables net of those impaired resulted in an decrease in loss allowance of HK\$12,000 (2018: HK\$438,000); and
- Increase in days past due over 90 days resulted in an increase in loss allowance of HK\$4,000 (2018: HK\$3,451,000); and
- Disposal of subsidiaries resulted in a derecognition in loss allowance of HK\$8,120,000 (2018: nil).

The Group recognised provision for impairment of trade receivables based on the accounting policy stated in note 2.9(b) for the years ended 31 December 2019 and 2018.

Ageing analysis of trade receivables, net of provision as at 31 December 2019, 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 – 30 days	0至30天	3,941	6,502
31 – 60 days	31至60天	242	304
61 – 90 days	61至90天	37	90
91 – 120 days	91至120天	18	9
121 – 150 days	121至150天	12	–
Over 150 days	超過150天	4	4,995
Total trade receivables	貿易應收款項總額	4,254	11,900

23. 貿易應收款項(續)

於二零一九年，貿易應收款項總賬面值出現下列重大變化，導致虧損撥備增加：

- 貿易應收款項(扣除已減值部分)導致虧損撥備減少12,000港元(二零一八年：438,000港元)；及
- 逾期超過90天之款項增加，導致虧損撥備增加4,000港元(二零一八年：3,451,000港元)；及
- 出售附屬公司導致終止確認虧損撥備8,120,000港元(二零一八年：無)。

截至二零一九年及二零一八年十二月三十一日止年度，本集團根據附註2.9(b)所載之會計政策確認貿易應收款項之減值撥備。

於二零一九年十二月三十一日之貿易應收款項按發單日期及扣除撥備後之賬齡分析如下：

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23. TRADE RECEIVABLES (Continued)

The Group allows a credit period from 7 to 120 days (2018: 7 to 120 days) to its customers.

The Directors consider that the fair values of trade receivables are not materially different from their carrying amounts because these amounts have short maturity periods on their inception.

The Group applies the simplified approach to provide the ECL prescribed by HKFRS 9. A provision of HK\$186,000 (2018: HK\$8,314,000) was made against the gross amounts of trade receivables during the year. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in Note 44(a).

At 31 December 2019 and 2018, the Group did not hold any collateral as security or other credit enhancements over the impaired trade receivables.

23. 貿易應收款項 (續)

本集團給予其客戶7至120天(二零一八年：7至120天)之信貸期。

董事認為，由於有關金額自開始起計於短期間內屆滿，故貿易應收款項之公平價值與賬面值並無重大差異。

本集團採用簡化法以提供香港財務報告準則第9號所規定之預期信貸虧損。年內就貿易應收款項總額作出撥備186,000港元(二零一八年：8,314,000港元)。有關本集團信貸政策及貿易應收款項產生之信貸風險之進一步詳情載於附註44(a)。

於二零一九年及二零一八年十二月三十一日，本集團並無就已減值貿易應收款項有任何作為擔保或其他加強信貸措施之抵押品。

24. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

24. 其他應收款項、按金及預付款

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Other receivables	其他應收款項	1,273	17,038
Deposits	按金	2,661	2,646
Prepayments	預付款	9,997	10,515
Profit Guarantee Arrangement (Note)	溢利保證安排(附註)	-	14,614
		13,931	44,813
Less: Provision for impairment	減：減值撥備	(789)	(1,148)
		13,142	43,665

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24. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Note:

In April 2016, the Group completed the acquisition of 60% equity interest in Hong Kong Made (Media) Limited ("Hong Kong Made") and its shareholders' loan of HK\$6,600,000 from Silver Golden Limited and Mr. Sui Chok Lee ("Vendors") for a cash consideration of HK\$36,600,000. Pursuant to the terms of the sale and purchase agreement for the acquisition of Hong Kong Made, Ms. Chau Lan Sze, the sole beneficial owner of Silver Golden Limited, together with the Vendors (collectively referred as the "Vendor's Guarantors") had agreed to provide a profit guarantee to the Group in relation to the audited net profit after the taxation of Hong Kong Made for the year ended 31 March 2017 and 2018 respectively. If the audited net profit after taxation of Hong Kong Made fell short of the guaranteed profit of HK\$5,000,000 (the "Guarantee Profit Amount") for each year ended 31 March 2017 and 2018, the Vendor's Guarantors was obligated to pay an amount equal to such shortfalls to the Group for the respective periods. No compensation income was received in 2017 as the audited net profit after the taxation of Hong Kong Made met the target level for the year ended 31 March 2017.

As at 31 December 2018, based on the financial performance of Hong Kong Made for the year ended 31 March 2018, audited net loss after taxation of Hong Kong Made did not meet the Guarantee Profit Amount. Accordingly, the Vendor's Guarantors were obliged to compensate an amount of HK\$14,614,000, being the shortfall of the actual results and the Guarantee Profit Amount.

Included in the carrying amount of other receivables and deposits as at 31 December 2019 is accumulated impairment losses of HK\$789,000 (2018: HK\$1,148,000). Details of impairment assessment for the year ended 31 December 2019 are set out in note 44(a).

24. 其他應收款項、按金及預付款 (續)

附註：

於二零一六年四月，本集團完成向 Silver Golden Limited 及蕭作利先生（「賣方」）收購香港製作（媒體）有限公司（「香港製作」）之 60% 股權及其 6,600,000 港元之股東貸款，現金代價為 36,600,000 港元。根據收購香港製作之買賣協議條款，鄒蘭施女士（Silver Golden Limited 之唯一實益擁有人）與賣方（統稱「賣方擔保人」）已同意分別就香港製作於截至二零一七年及二零一八年三月三十一日止年度之經審核除稅後純利向本集團提供溢利保證。倘香港製作於截至二零一七年及二零一八年三月三十一日止年度各年之經審核除稅後純利少於保證溢利 5,000,000 港元（「保證溢利金額」），則賣方擔保人有責任就各期間向本集團支付相等於有關差額之金額。由於香港製作之經審核除稅後純利達到截至二零一七年三月三十一日止年度之目標水平，故於二零一七年並無收取補償收入。

於二零一八年十二月三十一日，根據香港製作於截至二零一八年三月三十一日止年度之財務表現，香港製作之經審核除稅後虧損淨額未達到保證溢利金額。因此，賣方擔保人須向本集團補償金額 14,614,000 港元（即實際業績與溢利保證金額兩者之差額）。

於二零一九年十二月三十一日其他應收款項及按金之賬面值中包括累計減值虧損 789,000 港元（二零一八年：1,148,000 港元）。截至二零一九年十二月三十一日止年度減值評估之詳情載於附註 44(a)。

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25. CONTRACT LIABILITIES

25. 合約負債

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<i>Contract liabilities arising from:</i>	<i>以下項目產生之合約負債：</i>		
Provision of advertising services	提供廣告服務	788	612

Typical payment terms which impact on the amount of contract liabilities are as follows:

影響合約負債金額之一般付款條款如下：

Provision of advertising services

The Group may take certain deposit on acceptance of the order, with the remainder of the consideration payable at the earlier of provision of services. The deposit remains as a contract liability until such time as the work completed to date outweighs it.

提供廣告服務

本集團可於接受訂單時收取若干金額之按金，而其餘應付代價於提供服務前支付。按金仍為合約負債，直至至今已完成工作超過按金之有關時間為止。

Movements in contract liabilities

合約負債變動

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Balance at 1 January	於一月一日之結餘	612	2,212
Decrease in contract liabilities as a result of recognising revenue during the year	年內確認之收益導致合約負債減少	(564)	(2,164)
Increase in contract liabilities as a result of proceeds received in advance from customers	預收客戶所得款項導致合約負債增加	740	564
Balance at 31 December	於十二月三十一日之結餘	788	612

Note:

In 2018, the Group has initially applied HKFRS 15 using the cumulative effect method and adjusted the opening balance at 1 January 2018. Upon the adoption of HKFRS 15, amounts previously included as "Receipts in advance" has been reclassified to "Contract liabilities".

附註：

於二零一八年，本集團採用累計影響法首次應用香港財務報告準則第15號，並對於二零一八年一月一日之年初結餘作出調整。於採納香港財務報告準則第15號時，先前計入「預收款項」之金額已重新分類至「合約負債」。

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26. CASH AND CASH EQUIVALENTS

Bank balances and cash comprise of cash and cash equivalents.

The cash balances at banks bore interest at floating rates based on daily bank deposit rates.

26. 現金及現金等值項目

銀行結餘及現金包括現金及現金等值項目。

銀行現金結餘乃根據每日銀行存款利息按浮動利率計息。

27. OTHER PAYABLES AND ACCRUALS

Accruals	應計開支
Other payables	其他應付款項

27. 其他應付款項及應計開支

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Accruals	3,426	2,473
Other payables	3,235	3,105
	6,661	5,578

28. AMOUNTS DUE TO NON-CONTROLLING INTERESTS OF A SUBSIDIARY/A DIRECTOR

The amounts are non-trade related, unsecured, interest-free and repayable on demand.

28. 應付一間附屬公司之非控股權益／一名董事款項

該等款項與貿易無關、無抵押、免息，並須按要求償還。

29. OTHER BORROWING

Other loan due within one year	一年內到期之其他貸款
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29 其他借貸

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Other loan due within one year	5,760	—

The loan also contains a clause that provides the financial institution with an unconditional right to demand repayment at any time at its own discretion.

貸款亦包含條款向金融機構提供隨時酌情要求還款之無條件權利。

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29. OTHER BORROWING (Continued)

As at 31 December 2019, the loan is secured by a director of the Company and bears a fixed rate at 18% (2018: nil) per annum.

30. LICENSE RIGHT FEES PAYABLES

The balances represented the present values of fee payables for acquisition of exclusive advertising license rights from a third party (Note 20), and related imputed interest arisen from the discounted payable as below:

		2018 二零一八年 HK\$'000 千港元
Within one year	一年內	28,180
In the second year to fifth year inclusive	第二年至第五年(包括首尾兩年)	13,718
		41,898

The payables were unsecured and payable based on the payment dates as scheduled in the exclusive advertising agency agreements. As at 31 December 2018, the payables were carried at amortised cost using effective interest rate of 4.75% per annum.

29. 其他借貸(續)

於二零一九年十二月三十一日，貸款由本公司一名董事擔保作抵押，固定年利率為18% (二零一八年：無)。

30. 應付特許權費

結餘指自第三方收購獨家廣告特許權(附註20)之應付費用之現值，及來自貼現應付款項之相關估計利息如下：

該等應付款項為無擔保，並應根據獨家廣告代理協議所載之付款日期支付。於二零一八年十二月三十一日，該等應付款項使用實際年利率4.75%以攤銷成本計量。

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31. LEASE LIABILITIES

31. 租賃負債

		31 December 2019 二零一九年 HK\$'000 千港元	1 January 2019 二零一九年 HK\$'000 千港元
Current	流動	6,592	9,248
Non-current	非流動	2,302	7,845
		8,894	17,093

Future lease payments are due as follows:

未來租賃款項到期情況如下：

		Minimum lease payments 31 December 2019 最低租賃款項 二零一九年 十二月三十一日 HK\$'000 千港元	Interest 31 December 2019 利息 二零一九年 十二月三十一日 HK\$'000 千港元	Present value 31 December 2019 現值 二零一九年 十二月三十一日 HK\$'000 千港元
Not later than one year	一年內	6,821	229	6,592
Later than one year and not later than two years	一年以上但不超過兩年期間	1,764	50	1,714
Later than two year and not later than five years	兩年以上但不超過五年期間	609	21	588
		9,194	300	8,894

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31. LEASE LIABILITIES (Continued)

31. 租賃負債(續)

		Minimum lease payments	Interest	Present value
		1 January 2019 (note)	1 January 2019 (note)	1 January 2019 (note)
		最低租賃款項 二零一九年 一月一日 (附註)	利息 二零一九年 一月一日 (附註)	現值 二零一九年 一月一日 (附註)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Not later than one year	一年內	9,829	581	9,248
Later than one year and not later than two years	一年以上但不超過兩年期間	6,473	180	6,293
Later than two year and not later than five years	兩年以上但不超過五年期間	1,579	27	1,552
		17,881	788	17,093

Note:

The Group has initially applied HKFRS 16 using cumulative effect 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. See note 3.1 for further details about transition.

附註：

本集團使用累計影響法初始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之期初結餘，以確認有關原先根據香港會計準則第17號列為經營租賃之租賃之租賃負債。有關上述過渡之進一步詳情載於附註3.1。

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32. DEFERRED TAX LIABILITIES

Deferred taxation is calculated on temporary differences under liability method using the rates of taxation prevailing in the countries in which the Group operates.

At the reporting date, the major components of unrecognised deductible temporary differences 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
Difference between depreciation and depreciation allowance	折舊與折舊撥備之差額	(5,022)	(3,133)
Unutilised tax losses	未動用之稅務虧損	27,103	52,182
		22,081	49,049

No deferred tax has been recognised in the consolidated financial statements as it is not probable that future taxable profit will be available against which these deductible temporary differences can be utilised. All tax losses and deductible temporary differences of the Group and the Company have no expiry dates under the current tax legislation.

32. 遞延稅項負債

遞延稅項乃根據負債法以本集團業務所在國家現行稅率按暫時差額計算。

於報告日，未確認可扣稅暫時差額之主要部份如下：

由於無法預測可用以抵銷可扣稅暫時差額之未來應課稅溢利，因此並無於綜合財務報表確認遞延稅項。根據現行稅務法例，本集團及本公司之所有稅務虧損及可扣稅暫時差額並無到期日。

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33. SHARE CAPITAL

33. 股本

		2019 二零一九年		2018 二零一八年	
		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元
Authorised: Ordinary shares of HK\$0.20 each	法定： 每股面值0.20港元 之普通股	5,000,000	1,000,000	5,000,000	1,000,000
Issued and fully paid: Ordinary shares of HK\$0.20 each At 1 January	已發行及繳足： 每股面值0.20港元 之普通股 於一月一日	446,614	89,323	372,614	74,523
Shares issued upon placing in August 2018	因於二零一八年 八月配售 而發行股份	-	-	74,000	14,800
At 31 December	於十二月三十一日	446,614	89,323	446,614	89,323

On 31 July 2018, the Company entered into a placing agreement with the placing agent, pursuant to which an aggregate of 74,000,000 new ordinary shares were placed by the placing agent on behalf of the Company, at the placing price of HK\$1.40 per placing share with an independent investor. The Company issued 74,000,000 new ordinary shares at HK\$1.40 per share on 28 August 2018. As a result, there was an increase in share capital and share premium of HK\$14,800,000 and HK\$88,800,000 respectively. Details of the placing were set out in the Company's announcements dated 31 July 2018, 21 August 2018, 23 August 2018 and 28 August 2018, respectively.

於二零一八年七月三十一日，本公司與配售代理訂立配售協議，據此，配售代理代表本公司配售合共74,000,000股新普通股予獨立投資者，配售價為每股配售股份1.40港元。於二零一八年八月二十八日，本公司以每股1.40港元發行74,000,000股新普通股，因此，股本及股份溢價分別增加至14,800,000港元及88,800,000港元。配售事項之詳情分別載於本公司日期為二零一八年七月三十一日、二零一八年八月二十一日、二零一八年八月二十三日及二零一八年八月二十八日之公佈。

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34. SHARE-BASED EMPLOYEE COMPENSATION

The share option scheme (the "Share Option Scheme") was adopted by the Company pursuant to its resolution passed on 29 December 2015 and expires on 28 December 2025. The purpose of this scheme is to reward participants who have contributed to the Group and to encourage participants to work towards enhancing the value of the Group and its shares for the benefit of the Company and its shareholders as a whole. The Directors may, at its discretion, offer to directors, employees of any member of the Group, any advisors and service providers of any member of the Group, options to subscribe for the shares in the Company at a price not less than the highest of : (i) closing price of the shares of the Company on the SEHK on the date of offer of the option; (ii) average of the closing prices of the shares on the SEHK for the five trading days immediately preceding the date of the grant of the options; and (iii) nominal value of a share.

A nominal consideration of HK\$1 is payable on acceptance of the grant of an option irrespective of numbers of share options granted. The options vest on the condition that the grantee is a director or employee of any member of the Group or any advisor and service provider of any member of the Group from the date of options grant to the commencement date of the exercisable period of the options.

The options are exercisable at any time during the period to be determined and notified by the Directors to the grantee at the time of making an offer in respect of any particular option which shall not expire later than ten years from the date of grant.

The share-based employee compensation is to be settled by the issue of the Company's ordinary shares. The Group has no legal or constructive obligation to repurchase or settle the options other than in the Company's ordinary shares.

34. 以股份支付之僱員賠償

本公司根據於二零一五年十二月二十九日通過之決議案採納購股權計劃（「購股權計劃」），購股權計劃將於二零二五年十二月二十八日到期。此項計劃之目的為獎勵對本集團作出貢獻之參與者，以及鼓勵參與者為本公司及其股東之整體利益致力提高本集團及其股份之價值。董事會可酌情向本集團任何成員公司之董事、僱員，以及本集團任何成員公司之任何顧問及服務供應商授出購股權以認購本公司股份，認購價將不低於下列三者中之最高者：(i) 本公司股份於授出購股權當日在香港聯交所之收市價；(ii) 股份於緊接授出購股權當日前五個交易日在香港聯交所之平均收市價；及(iii) 股份面值。

承授人須於接納授出之購股權時，支付1港元之象徵式代價（不論授出之購股權之數目多寡）。購股權之歸屬條件為承授人於獲授購股權日期至購股權行使期開始之日為止之期間，須為本集團任何成員公司之董事或僱員，或本集團任何成員公司之顧問及服務供應商。

購股權可於董事提出授予任何特定購股權之建議時所釐定並通知承授人之期間內隨時行使，而行使期之屆滿日期概不得遲於授出日期起計十年。

以股份支付之僱員賠償將以發行本公司普通股支付。除本公司普通股外，本集團並無任何購回或支付購股權之法定或推定責任。

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34. SHARE-BASED EMPLOYEE COMPENSATION

(Continued)

Details of the share options granted under the Share Option Scheme are disclosed below. The share options are exercisable immediately upon granted.

34. 以股份支付之僱員賠償(續)

根據購股權計劃授出之購股權詳情如下。購股權自授出後隨即可予行使。

Date of grant 授出日期	Number of options granted 已授出購股權數目	Exercisable period 可行使期間	Exercise price per share 每股行使價 HK\$ 港元
05 April 2016 二零一六年四月五日	6,660,000	05 April 2016 to 04 April 2019 二零一六年四月五日至 二零一九年四月四日	1.990

The following table shows the movements in the outstanding options granted under the Share Option Scheme:

下表披露根據購股權計劃授出而尚未行使購股權之變動：

Grantees 承授人	Number of share options 購股權數目		
	Outstanding at 1 January 2019 於二零一九年 一月一日 尚未行使	Lapsed during the year 年內失效	Outstanding at 31 December 2019 於二零一九年 十二月三十一日 尚未行使
Directors 董事	2,830,000	(2,830,000)	-
Weighted average exercise price 加權平均行使價	HK\$1.990 港元	-	N/A 不適用

Grantees 承授人	Outstanding at 1 January 2018 於二零一八年 一月一日 尚未行使	Lapsed during the year 年內失效	Outstanding at 31 December 2018 於二零一八年 十二月三十一日 尚未行使
Directors 董事	2,830,000	-	2,830,000
Weighted average exercise price 加權平均行使價	HK\$1.990 港元	-	HK\$1.990 港元

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34. SHARE-BASED EMPLOYEE COMPENSATION

(Continued)

No new share options were granted during the years ended 31 December 2019 and 2018.

No share-based employee compensation expense were included in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2019 and 2018 with a corresponding credit in equity. No liabilities were recognised as these were all equity-settled share-based payment transactions.

As at 31 December 2019, no share options are exercisable (2018: 2,830,000 shares at weighted average exercise price of HK\$1.99 per option).

As at 31 December 2018, the weighted average remaining contractual life for the outstanding share options is 94 days.

In 2018, the weighted average closing price of the shares of the Company quoted on the SEHK immediately before the dates on which the options were exercised was HK\$1.761.

As at 31 December 2018, total number of shares available for issue pursuant to the grant of further options under the Share Option Scheme was 74,006,800, representing 16.6% of the issued share capital of the Company.

34. 以股份支付之僱員賠償(續)

截至二零一九年及二零一八年十二月三十一日止兩個年度並無授出新購股權。

並無以股份支付之僱員賠償開支計入截至二零一九年及二零一八年十二月三十一日止年度之綜合損益及其他全面收益表，並於權益計入相應之數額。概無確認負債，因為均為以權益結算之股份付款交易。

於二零一九年十二月三十一日，概無購股權可予行使(二零一八年：2,830,000份購股權可按加權平均行使價1.99港元行使)。

於二零一八年十二月三十一日，未行使購股權之加權平均餘下合約年期為94天。

於二零一八年，本公司股份在緊接購股權獲行使日期前於香港聯交所所報之加權平均收市價為1.761港元。

於二零一八年十二月三十一日，根據購股權計劃進一步授出之購股權之可供發行股份總數為74,006,800股，佔本公司已發行股本16.6%。

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35. RESERVES

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on pages 87 to 88. Movements in the Company's reserves are as follows:

35. 儲備

本集團儲備於本年度之變動載於第87至88頁之綜合股本變動表。本公司儲備之變動如下：

		Company					
		本公司					
		Share premium	Employee compensation reserve	Investment revaluation reserve	Contributed surplus	Accumulated losses	Total
		股份溢價	僱員賠償儲備	投資重估儲備	繳入盈餘	累計虧損	合計
		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	74,130	1,991	6,734	113,321	(150,643)	45,533
Issue of shares upon placing (Note 33)	因配售而發行股份 (附註33)	88,800	-	-	-	-	88,800
Share issue expenses	發行股份費用	(620)	-	-	-	-	(620)
Loss for the year	本年度虧損	-	-	-	-	(41,039)	(41,039)
Change in fair value on equity instruments at fair value through other comprehensive income	按公平價值計入其他全面收益之股本工具之公平價值變動	-	-	(3,578)	-	-	(3,578)
Transfer of gain on disposal of equity investments at fair value through other comprehensive income to retained earnings	轉撥出售按公平價值計入其他全面收益之股本投資之收益至保留溢利	-	-	(1,300)	-	1,300	-
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	162,310	1,991	1,856	113,321	(190,382)	89,096
Loss for the year	本年度虧損	-	-	-	-	(20,549)	(20,549)
Lapse of share options (Note 34)	購股權失效 (附註34)	-	(1,991)	-	-	1,991	-
Change in fair value on equity instruments at fair value through other comprehensive income	按公平價值計入其他全面收益之股本工具之公平價值變動	-	-	13,417	-	-	13,417
At 31 December 2019	於二零一九年十二月三十一日	162,310	-	15,273	113,321	(208,940)	81,964

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35. RESERVES (Continued)

The Company's reserves available for distribution comprise its contributed surplus and retained earnings.

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

36. OPERATING LEASE COMMITMENTS

As lessor

As at 31 December 2019, the total future minimum lease receivables of the Group under non-cancellable operating leases in respect of rented office premises are receivable as follows:

		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	2,900	290

The Group leases out certain area of its offices premise and its investment properties under operating lease arrangements with terms ranging from one to two years (2018: two to three years). None of the leases include contingent rentals.

35. 儲備(續)

本公司可予分派儲備包括其繳入盈餘及保留溢利。

根據一九八一年百慕達公司法(經修訂)，本公司可以分派繳入盈餘。然而，在下列情況下，本公司不得自繳入盈餘分派或支付股息或作出分派：

- (a) 公司現時或支付股息後未能清償到期債務；或
- (b) 公司資產之可變現值將少於其負債、已發行股本和股份溢價之總和。

36. 經營租賃承擔

作為出租人

於二零一九年十二月三十一日，本集團根據有關租賃辦公室物業之不可撤銷經營租賃就未來最低應收租金總額之期滿情況如下：

本集團根據經營租賃安排將其辦公物業及投資物業之若干區域出租，租期為一年至兩年(二零一八年：兩年至三年)。概無租賃包括或然租金。

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36. OPERATING LEASE COMMITMENTS

(Continued)

As lessee

As at 31 December 2018, total future minimum lease payments of the Group 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	9,685
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	7,645
		17,330

The Group leased a number of properties and production facilities under operating leases. The leases ran for an initial period from two to three years, with an option to renew the lease and renegotiate the terms at the expiry date or at dates as mutually agreed between the Group and respective landlords/lessors. None of the leases included contingent rentals.

36. 經營租賃承擔(續)

作為承租人

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃就未來最低應付租金總額之期滿情況如下：

本集團根據經營租賃租賃多項物業及生產設施。該等租賃初步為期介乎兩至三年，可選擇於到期日或本集團與各業主／出租人雙方同意之日期重續租賃及重新磋商條款。概無租賃包括或然租金。

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37. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION 37. 控股公司之財務狀況表

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		3,067	5,453
Investments in subsidiaries		39,314	47,710
Right-of-use assets		5,057	–
Equity instrument at fair value through other comprehensive income		50,115	26,852
		97,553	80,015
Current assets			
Amounts due from subsidiaries		1,572	6,285
Loan receivables		2,644	–
Other receivables		5,654	8,711
Cash and cash equivalents		94,832	92,349
		104,702	107,345
Current liabilities			
Other payables		2,389	670
Amounts due to subsidiaries		18,599	4,678
Amounts due to a director		1,093	3,593
Other borrowing		5,760	–
Lease liabilities		2,478	–
		30,319	8,941
Net current assets		74,383	98,404
Total assets less current liabilities		171,936	178,419
Non-current liabilities			
Lease liabilities		649	–
Net assets		171,287	178,419
EQUITY			
Share capital	33	89,323	89,323
Reserves	35	81,964	89,096
Total equity		171,287	178,419

On behalf of the directors
代表董事會

Tsang Hing Bun
曾慶贊
Director
董事

Yiu Yu Cheung
姚宇翔
Director
董事

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38. PARTICULARS OF PRINCIPAL SUBSIDIARIES 38. 主要附屬公司詳情

Name of company	Date of incorporation/ establishment	Place/Country of incorporation/establishment and type of legal entity	Class of shares	Issued and fully paid share capital/ registered capital 已發行及 繳足股款股本/ 註冊資本	Percentage of issued capital held by the Company 本公司所持 已發行股本之 百分比	Principal activities and place of operations
公司名稱	註冊成立/ 成立日期	註冊成立/成立之地點/ 國家及法定實體類別	股份類別			主要業務及經營地點
Sagacious Education Limited (formerly known as Express Ocean Investment Limited) 摘星社教育有限公司 (前稱為飛洋投資有限公司)	5 May 2008 二零零八年五月五日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$2,000 2,000 港元	100%	Property investment, Hong Kong 物業投資, 香港
Central Publisher Limited 卓越出版社有限公司	26 September 1997 一九九七年九月二十六日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$1,000 1,000 港元	100%	Publishing and investment trading, Hong Kong 出版及投資買賣, 香港
Recruit (BVI) Limited	15 March 2000 二零零零年三月十五日	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary 普通股	US\$10,000 10,000 美元	100%	Investment holding, Hong Kong 投資控股, 香港
Recruit (China) Holdings Limited 才庫(中國)控股有限公司	3 November 2004 二零零四年十一月三日	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary 普通股	US\$1 1 美元	100%	Investment holding, Hong Kong 投資控股, 香港
Recruit Group Limited	8 January 2007 二零零七年一月八日	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary 普通股	US\$10,000 10,000 美元	100%	Investment holding, Hong Kong 投資控股, 香港
Recruit Human Resources Group Limited 才庫招聘資源有限公司	7 April 2005 二零零五年四月七日	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary 普通股	US\$2,564,102 2,564,102 美元	100%	Investment holding, Hong Kong 投資控股, 香港
Recruit Information Technology Limited 才庫媒體集團有限公司	7 November 2003 二零零三年十一月七日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$1,000 1,000 港元	100%	Provision of website development and information technology services, Hong Kong 提供網站發展及資訊科技 服務, 香港
Recruit & Company Limited	13 April 2006 二零零六年四月十三日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$1 1 港元	100%	Provision of advertising service, Hong Kong 提供廣告服務, 香港
Media Services Limited	30 April 1999 一九九九年四月三十日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$52,000,000 52,000,000 港元	100%	Provision of advertising services, Hong Kong 提供廣告服務, 香港

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38. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of company	Date of incorporation/ establishment	Place/Country of incorporation/ establishment and type of legal entity	Class of shares	Issued and fully paid share capital/ registered capital	Percentage of issued capital held by the Company	Principal activities and place of operations
公司名稱	註冊成立/ 成立日期	註冊成立/ 成立之地點/ 國家及法定實體類別	股份類別	已發行及 繳足股款股本/ 註冊資本	本公司所持 已發行股本之 百分比	主要業務及經營地點
Azure Global Group Limited	25 August 2015 二零一五年八月二十五日	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary 普通股	US\$1 1美元	100%	Investment holding, Hong Kong 投資控股, 香港
Hong Kong Made (Media) Limited* 香港製作(媒體)有限公司*	3 November 2012 二零一二年十一月三日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$100 100港元	60%	Provision of advertising services, Hong Kong 提供廣告服務, 香港
Ample Success Limited* 博功有限公司*	14 April 2016 二零一六年四月十四日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$100 100港元	60%	Provision of advertising services, Hong Kong 提供廣告服務, 香港

* These subsidiary were disposed on 6 June 2019.

All principal subsidiaries are indirectly held by the Company except for Modern Ace Global Limited, Recruit (BVI) Limited, Recruit Human Resources Group Limited, Recruit (China) Holdings Limited, Beyond Noble Holdings Limited and Azure Global Group Limited (2018: Modern Ace Global Limited, Fullmoon Global Limited, Recruit (BVI) Limited, Recruit Human Resources Group Limited, Recruit (China) Holdings Limited, Beyond Noble Holdings Limited and Azure Global Group Limited).

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the above list contains only the particulars of the subsidiaries which materially affect the results or assets of the Group.

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

38. 主要附屬公司詳情 (續)

Name of company	Date of incorporation/ establishment	Place/Country of incorporation/ establishment and type of legal entity	Class of shares	Issued and fully paid share capital/ registered capital	Percentage of issued capital held by the Company	Principal activities and place of operations
公司名稱	註冊成立/ 成立日期	註冊成立/ 成立之地點/ 國家及法定實體類別	股份類別	已發行及 繳足股款股本/ 註冊資本	本公司所持 已發行股本之 百分比	主要業務及經營地點
Azure Global Group Limited	25 August 2015 二零一五年八月二十五日	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary 普通股	US\$1 1美元	100%	Investment holding, Hong Kong 投資控股, 香港
Hong Kong Made (Media) Limited* 香港製作(媒體)有限公司*	3 November 2012 二零一二年十一月三日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$100 100港元	60%	Provision of advertising services, Hong Kong 提供廣告服務, 香港
Ample Success Limited* 博功有限公司*	14 April 2016 二零一六年四月十四日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$100 100港元	60%	Provision of advertising services, Hong Kong 提供廣告服務, 香港

* 該等附屬公司已於二零一九年六月六日出售。

除Modern Ace Global Limited、Recruit (BVI) Limited、才庫招聘資源有限公司、才庫(中國)控股有限公司、Beyond Noble Holdings Limited及Azure Global Group Limited(二零一八年: Modern Ace Global Limited、Fullmoon Global Limited、Recruit (BVI) Limited、才庫招聘資源有限公司、才庫(中國)控股有限公司、Beyond Noble Holdings Limited及Azure Global Group Limited)外, 所有主要附屬公司均由本公司間接持有。

本公司董事認為, 全數列出所有附屬公司之詳情會導致篇幅過份冗長, 因此上表只載列對本集團之業績或資產構成重大影響之附屬公司之詳情。

附屬公司於年末或年內任何時間並無存在任何債務證券。

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38. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(Continued)

Details of non-wholly owned subsidiaries that have non-controlling interests

As at 31 December 2018, non-controlling interests (“NCI”) of the Group represented 40% equity interests in Hong Kong Made (Media) Limited (“Hong Kong Made”) and Ample Success Limited (“ASL”) respectively held by non-controlling shareholders.

Summarised financial information in relation to the NCI of Hong Kong Made and ASL is presented below:

38. 主要附屬公司詳情 (續)

擁有非控股權益之非全資附屬公司詳情

於二零一八年十二月三十一日，本集團之非控股權益（「非控股權益」）為於香港製作（媒體）有限公司（「香港製作」）及博功有限公司（「博功」）分別持有之40%股權，由非控股股東持有。

有關香港製作及博功之非控股權益之財務資料概述如下：

		2018 二零一八年		
		Hong Kong Made 香港製作 HK\$'000 千港元	ASL 博功 HK\$'000 千港元	Total 合計 HK\$'000 千港元
For the year ended 31 December Revenue	截至十二月三十一日 止年度 收益	8,498	–	8,498
Loss for the year	本年度虧損	(41,261)	(7,251)	(48,512)
Total comprehensive income	全面收益總額	(41,261)	(7,251)	(48,512)
Loss allocated to NCI	分配至非控股權益之虧損	(16,504)	(2,901)	(19,405)
Cash flows generated from operating activities	經營業務所得現金流量	28,301	6,011	34,312
Cash flows used in financing activities	融資業務所用現金流量	(27,713)	(6,011)	(33,724)
Net cash inflows	現金流入淨額	588	–	588
As at 31 December	於十二月三十一日			
Current assets	流動資產	44,920	–	44,920
Non-current assets	非流動資產	21,104	1,745	22,849
Current liabilities	流動負債	(85,289)	(23,315)	(108,604)
Non-current liabilities	非流動負債	(13,718)	–	(13,718)
Net liabilities	負債淨值	(32,983)	(21,570)	(54,553)
Accumulated non-controlling interests	累計非控股權益	(13,193)	(8,628)	(21,821)

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39. DISPOSAL OF MATERIAL SUBSIDIARIES 2019

As noted in Note 13, on 6 June 2019, the Group disposed its entire interests in the Disposal Group, which was engaged in provision of advertising services, to an independent third party at the consideration of HK\$34,750,000 that shall be satisfied by the allotment and issue of the shares in three tranches at the issue price of HK\$0.2 per share of the purchaser to the Group or its designated nominees in accordance with the terms and conditions of the sales and disposal agreement.

The first tranche consideration at fair value of approximately HK\$9,846,000 was received on 6 June 2019. The second and third tranche considerations are regarded as contingent consideration and will be receivable upon the condition, as stated in the terms and conditions of the sales and disposal agreement, are met.

As at the completion date of disposal of the Disposal Group, the Directors assessed based on (i) the conditions of settlement of the second tranche consideration shares and the third tranche consideration shares; and (ii) the likelihood of satisfying the relevant conditions by the purchaser, it was considered that the recognition of fair value of the second tranche consideration shares and the third tranche consideration shares could only be confirmed by occurrence of satisfied conditions which is uncertain future event not wholly within the control of the Company. Given the information available to the board of directors was uncertain, the Directors disclosed that such part of the consideration was regarded as contingent assets as at 30 June 2019 which were assessed continually in accordance with the applicable accounting standards.

39. 出售主要附屬公司 二零一九年

如附註13所述，於二零一九年六月六日，本集團出售其於出售集團之全部權益，出售集團從事向獨立第三方提供廣告服務，代價為34,750,000港元，支付方式將為根據銷售及出售協議之條款及條件，按發行價每股買方股份0.2港元分三批向本集團或其指定代理人配發及發行股份。

第一批代價於二零一九年六月六日收到，公平價值約為9,846,000港元。第二批及第三批代價被視為或然代價，待銷售及出售協議之條款及條件所述之條件獲達成時收取。

於完成出售出售集團日期，董事根據(i)第二批代價股份及第三批代價股份的結算條件；及(ii)買方滿足相關條件的可能性，認為第二批代價股份及第三批代價股份的公平價值確認僅可在條件獲達成時確定，而條件是否達成乃未能確定的未來事件，不完全在本公司的控制範圍內。鑑於董事會所得的資料並不明確，董事披露該部分代價於二零一九年六月三十日被視為或然資產，並根據適用會計準則持續評估。

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39. DISPOSAL OF MATERIAL SUBSIDIARIES

(Continued)

2019 (Continued)

As at 31 December 2019, the Directors have re-assessed the fair value of the second tranche consideration shares and the third tranche consideration shares based on (i) the updated information provided by the purchaser relating to the satisfaction and fulfilment of the settlement conditions; and (ii) the nature of terms and conditions of the considerations pursuant to the relevant agreement, it is concluded the second tranche consideration shares and the third tranche consideration shares shall be recognised as a financial asset in accordance with HKFRS 3 “Business Combinations”. Having considered that the shares of the purchaser has been suspended since 2 July 2019 and the likelihood of satisfying the relevant conditions by the purchaser is still remote, the fair value of such part of the considerations has been assessed and reduced to a minimal value which is not material to the consolidated financial statements, hence, no fair value of the financial assets was recognised as at 31 December 2019.

39. 出售主要附屬公司(續)

二零一九年(續)

於二零一九年十二月三十一日，董事已根據(i)買方提供有關達成及履行支付條件的最新資料；及(ii)根據相關協議之代價的條款及條件性質，重新評估第二批代價股份及第三批代價股份的公平價值，並認為第二批代價股份及第三批代價股份須根據香港財務報告準則第3號「業務合併」確認為金融資產。經考慮買方的股份自二零一九年七月二日起已暫停買賣，而買方達成有關條件的可能性仍然微乎其微，本公司已評估並調低該部分代價的公平價值至對綜合財務報表並無重大影響的最低價值，因此，於二零一九年十二月三十一日並無確認金融資產的公平價值。

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39. DISPOSAL OF MATERIAL SUBSIDIARIES (Continued)

2019 (Continued)

Net liabilities at the date of disposal are as follows:

		HK\$'000 千港元
Other intangible assets	其他無形資產	15,242
Trade receivables	貿易應收款項	5,094
Other receivables and deposits	其他應收款項及按金	24,080
Bank and cash balance	銀行及現金結餘	107
Other payables	其他應付款項	(1,528)
Amounts due to non-controlling interests	應付非控股權益款項	(12,563)
Licenses rights fee payables	應付特許權費	(27,600)
Other borrowing	其他借款	(8,800)
Shareholders' loan	股東貸款	(99,165)
		(105,133)
Non-controlling interest	非控股權益	24,347
Assignment of shareholders' loan	轉讓股東貸款	99,165
Loss on disposal of subsidiaries	出售附屬公司之虧損	(8,533)
Total consideration	總代價	9,846
Total consideration consists of:	總代價包含：	
Issuance of shares	發行股份	9,846
Net cash outflow arising on disposal:	因出售產生之現金流出淨額：	
Bank and cash balance disposed of	已出售現金及銀行結餘	(107)

39. 出售主要附屬公司 (續)

二零一九年 (續)

於出售日期之負債淨值如下：

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39. DISPOSAL OF MATERIAL SUBSIDIARIES

(Continued)

2018

On 23 July 2018, the Group disposed its entire interests in Star Prestige Investments Limited which was engaged in provision of advertising services in Hong Kong to an independent third party at the consideration of HK\$80,000,000. Net assets at the date of disposal are as follows:

39. 出售主要附屬公司(續)

二零一八年

於二零一八年七月二十三日，本集團以80,000,000港元代價向一名獨立第三方出售其於天賦投資有限公司(於香港從事提供廣告服務之業務)之全部權益。於出售日期之資產淨值如下：

		HK\$'000 千港元
Other intangible assets	其他無形資產	64,528
		64,528
Cost incurred on the disposal	出售產生之成本	313
Gain on disposal of a subsidiary	出售一間附屬公司之收益	15,159
Total consideration satisfied by cash	以現金支付之總代價	80,000
Total consideration consists of:	總代價包括：	
Cash consideration	現金代價	80,000
Less: Cost incurred on the disposal	減：出售產生之成本	(313)
		79,687
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration	現金代價	80,000

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40. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Save as disclosed elsewhere in the consolidated financial statements, details of other significant transactions between the Group and other related parties during the year are disclosed as follows:

(a) Related party transactions

Nature of transactions

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Professional fees	專業費用	(i)	528	308
Leasing income	租賃收入	(ii)	(6,520)	—
Interest expenses	利息開支	(iii)	—	28

Notes:

- (i) During the years ended 31 December 2019 and 2018, professional fees were paid to a related company, in which Mr. Tsang Hing Bun, a director of the Company, was a director and has control over this company, for providing company secretary services. The service charges were determined at the market rate at the date when the service was provided.

40. 有關連人士交易

本公司與屬本公司有關連人士之附屬公司之交易已於綜合賬目時對銷而並無於本附註內披露。除財務報表其他部份披露者外，本集團與其他有關連人士於年內進行之其他重大交易詳情披露如下：

(a) 有關連人士交易

交易性質

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Professional fees	528	308
Leasing income	(6,520)	—
Interest expenses	—	28

附註：

- (i) 截至二零一九年及二零一八年十二月三十一日止年度，已付專業費用予關連公司（本公司董事曾慶贊先生亦為該公司董事及擁有控制權），以提供公司秘書服務。服務酬金乃根據提供服務日期時之市價釐定。

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綜合財務報表附註

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40. RELATED PARTY TRANSACTIONS (Continued)

(a) Related party transactions (Continued)

Nature of transactions (Continued)

Notes: (Continued)

- (ii) On 24 January 2019, the Company entered into a licensing agreement (the "Licence Agreement") with Kingkey Enterprise Hong Kong Limited ("Kingkey Enterprise") (as Licensors) and UKF Management Limited (as Licensee), a wholly owned subsidiary of UKF (Holdings) Limited ("UKF"), the issued shares of which are primary listed on the Main Board of the Stock Exchange (Stock Code: 1468), where the Licensors agreed to lease certain areas of the office premises of 44/F, Office Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong to Licensee for the period from 24 January 2019 to 15 May 2020, at a monthly rent HK\$580,000. As Kingkey Enterprise is wholly-owned by Mr. Chen Jiajun, the substantial shareholder of the Company, holding 21.28% interest of the Company and also a substantial shareholder of UKF, therefore Kingkey Enterprise and UKF are related parties of the Company. Leasing income was charged at the market rate at the date when the Licence Agreement was entered.
- (iii) In 2018, interest expenses were paid to Mr. Tsang Hing Bun, a director of the Company, for financial support provided to the Group. Interest was charged at the market rate at the date when the financial support was provided.

b) Compensation of key management personnel

The key management personnel of the Group are the Directors. The remuneration of the key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends. Details of the remuneration paid to them are set out in note 10(a) to the consolidated financial statements.

40. 有關連人士交易 (續)

(a) 有關連人士交易 (續)

交易性質 (續)

附註：(續)

- (ii) 於二零一九年一月二十四日，本公司與京基實業香港有限公司（「京基實業」）（作為特許人）及英裘企業管理有限公司（作為獲特許人，英裘（控股）有限公司（「英裘」），其已發行股份於聯交所主板第一上市（股份代號：1468）之全資附屬公司）訂立特許協議（「特許協議」），據此，特許人同意於二零一九年一月二十四日至二零二零年五月十五日期間向獲特許人租出香港灣仔港灣道1號會展廣場辦公大樓44樓之辦公室物業之若干面積，每月租金為580,000港元。由於京基實業由本公司主要股東陳家俊先生全資擁有，彼持有本公司21.28%之權益，且為英裘之主要股東，故京基實業及英裘為本公司之有關連人士。租金收入乃按訂立特許協議日期之市場資率支收。
- (iii) 於二零一八年，已就本公司董事曾慶贊先生向本集團提供之財務援助向其支付利息開支。利息乃按提供財務援助當日之市價收取。

b) 主要管理人員補償

本集團主要管理人員為董事。主要管理人員之酬金乃由薪酬委員會經考慮個別人士之表現及市場趨勢後釐定。付予該等人士之酬金詳情載於綜合財務報表附註10(a)。

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41. NOTES SUPPORTING STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financial activities:

融資業務產生之負債對賬：

		Other borrowing	Lease liabilities	Loans from a shareholder
		其他借款 (Note 29)	租賃負債 (Note 31)	一名股東 提供之貸款
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	5,896	–	40,312
Changes from cash flows:	現金流量之變動：			
Repayment of bank loans	償還銀行貸款	(5,989)	–	(41,571)
Interest paid	已付利息	(93)	–	(1,259)
Total changes from financing cash flows	融資現金流量之變動合計	(5,896)	–	(40,312)
Other changes:	其他變動：			
Interest expenses	利息開支	93	–	1,259
Total other changes	其他變動總額	93	–	1,259
At 31 December 2018 and at 1 January 2019 as originally presented	於二零一八年十二月三十一日及 於二零一九年一月一日 (按原先呈列)	–	–	–
Initial adoption of HKFRS 16	初次採納香港財務報告準則 第16號	–	17,093	–
Restated balance at 1 January 2019	於二零一九年一月一日 經重列結餘	–	17,093	–
Changes from cash flows:	現金流量變動：			
Proceeds from other borrowing	其他借款所得收益	14,560	–	–
Repayments of principal portion of lease liabilities	償還租賃負債之本金部分	–	(9,298)	–
Interest paid	已付利息	(855)	(607)	–
Total changes from financing cash flows	融資現金流變動總額	13,705	(9,905)	–
Other changes:	其他變動：			
Disposal of subsidiaries	出售附屬公司	(8,800)	–	–
New lease entered and lease reassessed	訂立新租約及重新評估租約	–	1,099	–
Interest expenses	利息開支	855	607	–
Total other changes	其他變動總額	(7,945)	1,706	–
At 31 December 2019	於二零一九年十二月三十一日	5,760	8,894	–

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42. MAJOR NON-CASH TRANSACTIONS

During the year, the Group entered into a sales and purchase agreement to dispose of the entire interest in the Disposal Group. The consideration for the disposal of the subsidiaries shall be satisfied by the allotment and issue of the shares. Details of the disposal are set out in note 39 above.

During the year, the Group entered into new lease agreements for the use of office premises for two years. On the lease commencement, the Group recognised HK\$342,000 of right-of-use assets and lease liabilities respectively.

During the year, the Group was reasonably certain to exercise an extension options not previously included in determination of lease term in a lease contract in respect of an office premise. After the lease reassessment, the Group recognised HK\$757,000 of right-of-use assets and lease liabilities respectively.

42. 重大非現金交易

年內，本集團訂立買賣協議將其於出售集團之全部權益出售。出售附屬公司之代價將以配發及發行股份之方式結付。出售之詳情載於上文附註39。

年內，本集團訂立新租賃協議以使用辦公處所，為期兩年。租賃開始時，本集團分別確認342,000港元使用權資產及租賃負債。

年內，本集團合理明確行使有關一項辦公處所之租賃合約之延期權（原先在決定租期時並無包括在內）。租賃重估後，本集團分別確認757,000港元使用權資產及租賃負債。

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43. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The following table shows the carrying amount and fair value of financial assets and liabilities:

43. 按類別劃分之財務資產及財務負債概要

下表列出財務資產及負債之賬面值及公平價值：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets	財務資產		
Financial assets at FVOCI	按公平價值計入其他全面收益之財務資產		
– Equity instruments	– 股本工具	50,115	26,852
Amortised costs:	攤銷成本：		
– Trade receivables	– 貿易應收款項	4,254	11,900
– Other receivables and deposits	– 其他應收款項及按金	3,145	33,150
– Loan receivables	– 應收貸款	14,051	15,287
– Cash and cash equivalents	– 現金及現金等值項目	100,177	109,500
		171,742	196,689
Financial liabilities	財務負債		
Financial liabilities measured at amortised cost:	按攤銷成本計量之財務負債：		
– Contract liabilities	– 合約負債	788	612
– Other payables and accruals	– 其他應付款項及應計開支	6,661	5,578
– Amounts due to non-controlling interests of a subsidiary	– 應付一間附屬公司之非控股權益款項	–	22,884
– Amounts due to a director	– 應付一名董事款項	1,093	3,593
– Other borrowing	– 其他借貸	5,760	–
– License right fees payables	– 應付特許權費	–	41,898
– Lease liabilities	– 租賃負債	8,894	–
		23,196	74,565

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43. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(Continued)

(a) Financial instruments not measured at fair value

Financial instruments not measured at fair value include trade and other receivables, loan receivables, cash and cash equivalents, contract liabilities, other payables and accruals, other borrowing, amounts due to non-controlling interests of a subsidiary/a director, other borrowing, license right fees payables and lease liabilities.

Due to their short term nature, the carrying value of trade and other receivables, loan receivables, cash and cash equivalents, contract liabilities, other payables and accruals, other borrowing, amounts due to non-controlling interests of a subsidiary/a shareholder, other borrowing, license right fees payables and lease liabilities approximates fair value.

(b) Financial instruments measured at fair value

The fair value of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

43. 按類別劃分之財務資產及財務負債概要(續)

(a) 並非按公平價值計量之財務工具

並非按公平價值計量之財務工具包括貿易及其他應收款項、應收貸款、現金及現金等值項目、合約負債、其他應付款項及應計開支、其他借貸、應付一間附屬公司之非控股權益／一名董事款項、其他借貸、應付特許權費以及租賃負債。

由於到期日較短，故貿易及其他應收款項、應收貸款、現金及現金等值項目、合約負債、其他應付款項及應計開支、其他借貸、應付一間附屬公司之非控股權益／一名股東款項、其他借貸、應付特許權費以及租賃負債之賬面值與公平價值之間並無重大差異。

(b) 按公平價值計量之財務工具

具有標準條款及條件並在活躍流通市場買賣之財務資產及負債之公平價值參考市場報價釐定。

下表提供按公平價值列賬之財務工具按公平價值架構之層次所作之分析：

- 第1層：相同資產及負債於活躍市場之報價(未作調整)；
- 第2層：就資產或負債而直接(即價格)或間接(即從價格推衍)可觀察之資料輸入(不包括第1層所包含之報價)；及
- 第3層：並非根據可觀察之市場數據而有關資產或負債之資料輸入(無法觀察之資料輸入)。

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43. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(Continued)

(b) Financial instruments measured at fair value (Continued)

43. 按類別劃分之財務資產及財務負債概要(續)

(b) 按公平價值計量之財務工具(續)

		2019 二零一九年			Total
		Level 1 第1層	Level 2 第2層	Level 3 第3層	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets at FVOCI	按公平價值計入其他全面收益之財務資產				
– Listed equity securities	– 上市股本工具	44,560	–	–	44,560
– Suspended listed equity securities	– 暫停買賣之上市股本證券	–	–	5,555	5,555
		44,560	–	5,555	50,115

		2018 二零一八年			Total
		Level 1 第1層	Level 2 第2層	Level 3 第3層	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets at FVOCI	按公平價值計入其他全面收益之財務資產				
– Listed equity securities	– 上市股本證券	26,852	–	–	26,852

The following table presents the changes in Level 3 instruments for the year ended 31 December 2019 and 2018.

下表載列截至二零一九年及二零一八年十二月三十一日止年度第三級工具之變動。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Balance at 1 January	於一月一日之結餘	–	–
Transfer from Level 1	轉自第一級	9,846	–
Fair value loss on revaluation of financial assets at FVOCI	重估按公平價值計入其他全面收益之金融資產之公平價值虧損	(4,291)	–
Balance at 31 December	於十二月三十一日之結餘	5,555	–

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43. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(Continued)

(b) Financial instruments measured at fair value (Continued)

The following table summarises the quantitative information about the significant unobservable inputs used in Level 3 fair value measurements

Description	Fair value at		Significant unobservable inputs	Range of significant unobservable inputs		Relationship of unobservable inputs to fair value	Sensitivity of fair value to the input(s)
	2019	2018		2019	2018		
描述	於以下年度之公平價值		重大不可觀察輸入數據	重大不可觀察輸入數據之範圍		不可觀察輸入數據與公平價值的關係	公平價值對輸入數據之敏感度
	二零一九年	二零一八年		二零一九年	二零一八年		
	HK\$'000	HK\$'000					
	千港元	千港元					
Suspended listed equity securities	5,555	N/A	Discount for the lack of marketability	-15.97% to -25.93%	N/A	Higher the discount rate of lack of marketability, lower the fair value and vice versa	5% increase/(decrease) in the discount rate of lack of marketability would result in (decrease)/increase in fair value of approximately HK\$71,000
暫停買賣之上市股本證券	5,555	不適用	缺乏市場流動性之貼現率	-15.97% 至 -25.93%	不適用	缺乏市場流動性之貼現率愈高，公平價值愈低，反之亦然	缺乏市場流動性之貼現率增加/(減少)5%將導致公平價值(減少)/增加約71,000港元
			Change in share price of comparable companies during the suspension period	-0.62% to 5.90%	N/A	Higher the share price of the comparable companies, higher the fair value and vice versa	5% increase/(decrease) in share price of comparable companies would result in increase/(decrease) in fair value of approximately HK\$25,000
			可比較公司於暫停買賣期間之股價波動	-0.62% 至 5.90%	不適用	可比較公司之股價愈高，公平價值愈高，反之亦然	可比較公司之股價增加/(減少)5%將導致公平價值增加/(減少)約25,000港元
Contingent consideration	-	N/A	Issuance probability	0%	N/A	Higher the issuance probability, higher the fair value and vice versa	5% increase in issuance probability would result in increase in fair value of approximately HK\$278,000
或然代價	-	不適用	發行概率	0%	不適用	發行概率愈高，公平價值愈高，反之亦然	發行概率增加5%將導致公平價值增加約278,000港元

43. 按類別劃分之財務資產及財務負債概要(續)

(b) 按公平價值計量之財務工具(續)

下表概述第三級公平價值計量所使用的重大不可觀察輸入數據的定量資料

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44. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial instrument risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity 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 by closely monitoring the individual exposure.

The Group does not have written risk management policies and guidelines. However, the board of directors meets periodically to analyse and formulate strategies to manage the Group's exposure to a variety of risks which resulted from its operating and investing activities. Generally, the Group employs conservative strategies regarding its risk management to ensure appropriate measures are implemented on a timely and effective manner. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out as follows:

(a) Credit risk

The Group is exposed to credit risk in relation to its trade receivables, other receivables and deposits, loan receivables and cash and cash equivalents. The carrying amounts of trade receivables, other receivables and deposits, loan receivables and cash and cash equivalents represent the Group's maximum exposure to credit risk in relation to financial assets.

To manage this risk arising from cash and cash equivalents, the Group only transacts with reputable commercial banks which are all high-credit-quality financial institutions. There has no recent history of default in relation to these financial institutions.

44. 財務風險管理

本集團因本身之活動而面對不同之財務工具風險：市場風險（包括外匯風險及利率風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃集中於應對金融市場之不確定因素以及通過密切監察各類別之風險而致力減輕本集團財務表現可能受到之潛在不利影響。

本集團並無書面風險管理政策及指引。然而，董事會會定期舉行會議，以分析及制定策略來管理本集團源自本集團之經營及投資業務之各種風險。一般而言，本集團會採取保守之風險管理策略，確保適時有效地實行適當措施。與該等財務工具有關之風險及減低該等風險之政策載列如下：

(a) 信貸風險

本集團面臨之信貸風險與其貿易應收款項、其他應收款項及按金、應收貸款以及現金及現金等值項目有關。貿易應收款項、其他應收款項及按金、應收貸款以及現金及現金等值項目之賬面值指本集團面臨有關財務資產之最高信貸風險。

為管理現金及現金等值項目所產生之風險，本集團僅與信譽良好且為具高信貸質素之金融機構之商業銀行進行交易。近期並無有關該等金融機構之違約記錄。

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44. FINANCIAL RISK MANAGEMENT (Continued)

(a) Credit risk (Continued)

In respect of trade and other receivables, 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 customers as well as pertaining to the economic environment in which the customers operate. Trade receivables are due within 7 to 120 days from the date of billing. Normally, the Group does not obtain collateral from customers.

Trade receivables

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.

44. 財務風險管理(續)

(a) 信貸風險(續)

就貿易及其他應收款項而言，本集團對要求超過一定金額信貸之所有客戶進行信貸評估。該等評估集中於客戶過往繳付到期款項之歷史及現時付款之能力，以及考慮到客戶之具體資料及客戶營運所在地之經濟環境。該等貿易應收款項乃於發票日期後7至120天內到期。本集團一般並無從客戶獲取抵押品。

貿易應收款項

本集團貿易應收款項之虧損撥備以相等於全期預期信貸虧損之金額計量，其乃按撥備矩陣計算。由於本集團之過往信貸虧損經驗並未表明不同客戶分部會有重大不同虧損模式，故基於逾期狀態之虧損撥備不再於本集團不同客戶基礎之間進一步區分。

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44. FINANCIAL RISK MANAGEMENT (Continued)

(a) Credit risk (Continued)

Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

44. 財務風險管理 (續)

(a) 信貸風險 (續)

貿易應收款項 (續)

下表載列本集團就貿易應收款項之信貸風險承擔及預期信貸虧損之資料：

		2019 二零一九年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Collective assessment	集體評估			
0 – 30 days	0至30天	0.25%	3,951	10
31 – 90 days	31至90天	1.06%	283	3
91 – 150 days	91至150天	17.14%	35	6
More than 150 days	超過150天	20.00%	5	1
			4,274	20
Individual assessment	個別評估	100%	166	166
			4,440	186

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44. FINANCIAL RISK MANAGEMENT (Continued)

(a) Credit risk (Continued)

Trade receivables (Continued)

		2018 二零一八年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Collective assessment	集體評估			
0 – 30 days	0至30天	0.25%	6,518	16
31 – 90 days	31至90天	17.75%	479	85
91 – 150 days	91至150天	50.00%	18	9
More than 150 days	超過150天	Not applicable 不適用	–	–
			7,015	110
Debtor A	債務人甲	0.83%	5,037	42
Individual assessment	個別評估	100.00%	8,162	8,162
			20,214	8,314

Expected loss rates are based on actual loss experience over the past 3 years (2018: 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

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

44. 財務風險管理(續)

(a) 信貸風險(續)

貿易應收款項(續)

		2018 二零一八年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Collective assessment	集體評估			
0 – 30 days	0至30天	0.25%	6,518	16
31 – 90 days	31至90天	17.75%	479	85
91 – 150 days	91至150天	50.00%	18	9
More than 150 days	超過150天	Not applicable 不適用	–	–
			7,015	110
Debtor A	債務人甲	0.83%	5,037	42
Individual assessment	個別評估	100.00%	8,162	8,162
			20,214	8,314

預期虧損率基於過去3年(二零一八年:3年)之實際虧損經驗。該等比率經調整以反映所收集歷史數據期內經濟狀況、現時狀況以及本集團對預期應收款項年期內之經濟狀況之間的差別。

並未逾期亦無減值之應收款項與多名來自不同層面之客戶有關，該等客戶並無近期逾期記錄。

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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. FINANCIAL RISK MANAGEMENT (Continued)

(a) Credit risk (Continued)

Trade receivables (Continued)

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

Movement in the loss allowance account in respect of trade receivables during the year is set out in note 23 above.

Other receivables and deposits (excluding prepayments)

The Group measures loss allowances for other receivables and deposits at an amount equal to lifetime ECLs. ECLs is assessed to be 2% – 5% (2018: 2% – 5%) on the gross carry amount of other receivables and deposits.

No significant change to estimation techniques or assumptions was made during the reporting period.

As at 31 December 2019, the gross carrying amount of other receivables and deposits was HK\$3,934,000 (2018: HK\$34,298,000) and after deducting impairment provision, the maximum exposure to loss was HK\$3,145,000 (2018: HK\$33,150,000). The Group made write-off of other receivables and deposits amounted to HK\$779,000 during the year (2018: nil).

44. 財務風險管理(續)

(a) 信貸風險(續)

貿易應收款項(續)

已逾期惟並無減值之應收款項與多名來自不同層面之客戶有關，該等客戶於本集團擁有良好之信貸記錄。根據過往信貸記錄，管理層相信，由於信貸質素並無重大變動而結餘仍視作可全數收回，因此毋須為該等結餘作減值撥備。

年內有關貿易應收款項之虧損撥備賬之變動載於上文附註23。

其他應收款項及按金(預付款除外)

本集團其他應收款項及按金之虧損撥備以相等於全期預期信貸虧損之金額計量。預期信貸虧損評估為其他應收款項及按金總賬面值之2%至5%(二零一八年：2%至5%)。

於報告期間，概無估計技術或假設之重大變動。

於二零一九年十二月三十一日，其他應收款項及按金之總賬面值為3,934,000港元(二零一八年：34,298,000港元)，而扣除減值撥備後，最高虧損風險為3,145,000港元(二零一八年：33,150,000港元)。本集團於年內撇銷其他應收款項及按金779,000港元(二零一八年：無)。

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綜合財務報表附註

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44. FINANCIAL RISK MANAGEMENT (Continued)

(a) Credit risk (Continued)

Loans receivables

The Group has compared with the market ratings of similar companies to rate for the third parties in determining their credit risk. The Group required certain third parties to provide guarantees as security against the loans.

Over the terms of the loans, the Group accounts for its credit risk by appropriately providing for ECLs on a timely basis. In calculating the expected loss rates, the Group considers historical loss rates for each category of loan, and adjusts for forward looking macroeconomic data. As at 31 December 2019, the Group provided for ECLs against loans to third parties based on 12 months expected losses. ECLs is assessed to be 2% – 15% (2018: 2% – 3%) on the gross carry amount of loans.

No significant change to estimation techniques or assumptions was made during the reporting period.

As at 31 December 2019, the gross carrying amount of loans to third parties was HK\$14,700,000 (2018: HK\$15,640,000) and after deducting impairment provision, the maximum exposure to loss was HK\$14,051,000 (2018: HK\$15,287,000). The Group made no write-off of loan receivables during the year (2018: nil).

Maximum exposure to credit risk

At the end of the reporting period, no financial guarantees issued by the Group and Company which represented the maximum amount the Group and Company could be required to pay if the guarantees were called on.

44. 財務風險管理(續)

(a) 信貸風險(續)

應收貸款

本集團已將第三方之市場評級與類似公司之評級進行比較，以釐定其信貸風險。本集團要求若干第三方提供擔保作為貸款之抵押。

於貸款期限內，本集團透過於適時提供適當預期信貸虧損將其信貸風險入賬。於計算預期虧損率時，本集團考慮各類貸款之過往虧損率，並就前瞻性宏觀經濟數據進行調整。於二零一九年十二月三十一日，本集團根據12個月預期虧損就給予第三方之貸款計提預期信貸虧損撥備。預期信貸虧損評估為貸款總賬面值之2%至15%（二零一八年：2%至3%）。

於報告期間，概無估計技術或假設之重大變動。

於二零一九年十二月三十一日，給予第三方之貸款之總賬面值為14,700,000港元（二零一八年：15,640,000港元），而扣除減值撥備後，最高虧損風險為14,051,000港元（二零一八年：15,287,000港元）。本集團於年內並無撇銷應收貸款（二零一八年：無）。

最高信貸風險

於報告期間結束後，本集團及本公司並無發出任何財務擔保，該等財務擔保指本集團及本公司可能需要支付之最高金額。

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44. FINANCIAL RISK MANAGEMENT (Continued)

(b) Currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Most of the sales transactions of the Group were denominated in Renminbi ("RMB") and HK\$ and there were expenses and capital expenditures denominated in RMB and HK\$. Certain trade receivables and trade payables of the Group were denominated in foreign currencies, mainly RMB. To mitigate the impact of exchange rate fluctuations, the Group continuously assessed and monitored the exposure to foreign currency risk.

Foreign currency denominated financial assets and liabilities of the Group were as follows:

44. 財務風險管理(續)

(b) 貨幣風險

外幣風險指財務工具之公平價值或未來現金流量因外幣匯率變動而波動之風險。

本集團大部份銷售交易乃以人民幣(「人民幣」)及港元列值，費用及資本開支則以人民幣及港元列值。本集團若干貿易應收款項及貿易應付款項以外幣列值，主要為人民幣。為舒緩匯率波動之影響，本集團持續評估及監察外幣風險之水平。

本集團以外幣列值之財務資產及負債如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Foreign currency exposure to RMB	人民幣之外匯風險		
Trade receivables	貿易應收款項	-	2,594
Cash and cash equivalents	現金及現金等值項目	1	1
License right fees payables	應付特許權費	-	(41,898)
		1	(39,303)

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44. FINANCIAL RISK MANAGEMENT (Continued)

(b) Currency risk (Continued)

The following table illustrates the sensitivity of the net results for the year and accumulated losses in regards to the Group's financial assets and liabilities at the reporting date and the reasonably possible changes in the foreign exchange rates in the next 12 months to which the Group has significant exposure at the reporting date, based on the assumption that other variables are held constant. Changes in foreign exchange rates have no impact on the Group's other components of equity.

44. 財務風險管理(續)

(b) 貨幣風險(續)

下表顯示有關本集團之財務資產及財務負債於報告日之年度業績淨額及累計虧損之敏感資料，以及本集團於報告日面對重大風險之外幣匯率於未來12個月之合理可能變動，假設其他可變因素保持不變。外幣匯率變動對本集團權益之其他組成部份並無影響。

		2019 二零一九年		2018 二零一八年	
		Increase/ (Decrease) in foreign exchange rates	Effect on loss after tax and accumulated losses 對除稅後 虧損及累計 虧損之影響	Increase/ (Decrease) in foreign exchange rates	Effect on loss after tax and accumulated losses 對除稅後 虧損及累計 虧損之影響
		外匯匯率 上升/(減少)	HK\$'000 千港元	外匯匯率 上升/(減少)	HK\$'000 千港元
RMB	人民幣	2.1%	1	3.4%	1,382
		2.1%	(1)	(3.4%)	(1,382)

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to currency risk.

外匯匯率風險於年內因境外交易量而改變。然而，上述分析被認為可反映本集團面對之貨幣風險。

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44. FINANCIAL RISK MANAGEMENT (Continued)

(c) Interest rate risk

The Group does not have material exposure to interest rate risk, as the Group has no financial assets and liabilities of material amounts with floating interest rates except for deposits held in banks. Cash at bank earns interest at floating rates based on the daily bank deposit rates during the year. Any change in the interest rate promulgated by banks from time to time is not considered to have significant impact to the Group. The Group adopts centralised treasury policies in cash and financial management and focuses on reducing the Group's overall interest expense. The terms of repayment of other borrowing are set out in note 29 to the consolidated financial statements.

Management did not consider it necessary to use interest rate swaps to hedge their exposure to interest rate risk as the interest rate risk exposure is not significant.

44. 財務風險管理 (續)

(c) 利率風險

除銀行存款外，本集團並無任何大額之浮息財務資產及負債，故本集團並無面對重大利率風險。年內，銀行現金按浮動利率（建基於每日存款利率）計息。銀行不時公佈之利率變動應不會對本集團造成重要影響。本集團就現金及財務管理採取集中之財資政策，致力減低本集團整體利息開支。其他借貸之還款期載於綜合財務報表附註29。

管理層認為，由於面對之利息風險並不重大，因此毋須以利率掉期來對沖面對之利息風險。

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44. FINANCIAL RISK MANAGEMENT (Continued)

(d) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements, its compliance with lending covenants and its relationships with its bankers to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term.

The Group had net current assets of HK\$111,388,000 (2018: HK\$108,485,000) and net assets of HK\$173,354,000 (2018: HK\$171,893,000) as at 31 December 2019. In the opinion of the Directors, the Group's exposure to liquidity risk is limited.

The following table details the remaining contractual maturities at each of the reporting dates of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payment computed using contractual rates or, if floating, based on current rates at the reporting date) and the earliest date the Group may be required to pay.

Specifically, for borrowing which contain a repayment on demand clause which can be exercised at the financial institution's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity is required to pay, that is if the financial institutions were to invoke the unconditional rights to call the loan with immediate effect.

44. 財務風險管理(續)

(d) 流動資金風險

本集團之政策為定期監管其流動資金需求、其遵守貸款契諾之情況以及其與往來銀行之關係，確保其保持充裕之現金儲備以及獲主要金融機構承諾提供足夠之資金額度，以此應付短線以至長期之流動資金需求。

於二零一九年十二月三十一日，本集團有流動資產淨額111,388,000港元(二零一八年：108,485,000港元)及資產淨值173,354,000港元(二零一八年：171,893,000港元)。董事認為，本集團流動資金風險有限。

下表詳列出本集團非衍生財務負債於各報告日之尚餘合約到期情況，此乃根據訂約未貼現現金流量(包括以訂約利率計算之利息支出；若為浮動利率，則為根據報告日之即期利率計算之利息支出)及本集團可能需要付款之最早日期而得出。

具體而言，對於包含按要求還款之條款，由金融機構酌情行使此條款之借貸，分析顯示實體需要付款之最早期間之現金流出，猶如相關金融機構行使該等無條件權利要求即時償還貸款。

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44. FINANCIAL RISK MANAGEMENT (Continued)

(d) Liquidity risk (Continued)

	Carrying amount	Total contractual undiscounted cash flow	Within three months or on demand	More than three months but less than one year	More than one year but less than five years
	賬面值	總訂約未貼現金流量現	於三個月內或應要求	超過三個月但於一年內	超過一年但於五年內
	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
As at 31 December 2019	於二零一九年十二月三十一日				
Non-derivatives:	非衍生工具：				
Contract liabilities	合約負債	788	788	788	–
Other payables and accruals	其他應付款項及應計開支	6,661	6,661	6,661	–
Amount due to a director	應付一名董事款項	1,093	1,093	1,093	–
Other borrowing	其他借款	5,760	5,933	5,933	–
Lease liabilities	租賃負債	8,894	9,194	2,502	4,319
		23,196	23,669	16,977	4,319
					2,373
As at 31 December 2018	於二零一八年十二月三十一日				
Non-derivatives:	非衍生工具：				
Contract liabilities	合約負債	612	612	612	–
Other payables and accruals	其他應付款項及應計開支	5,578	5,578	5,578	–
Amounts due to non-controlling interests of a subsidiary	應付一間附屬公司之非控股權益款項	22,884	22,884	22,884	–
Amount due to a director	應付一名董事款項	3,593	3,593	3,593	–
License right fees payables	應付特許權費	41,898	42,268	15,815	12,734
		74,565	74,935	48,482	12,734
					13,719

44. 財務風險管理 (續)

(d) 流動資金風險 (續)

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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. FINANCIAL RISK MANAGEMENT (Continued)

(d) Liquidity risk (Continued)

The table that follows summarises the maturity analysis of other borrowing with repayment-on-demand clause based on the agreed scheduled repayments set out in the loan agreement. The amounts included interest payments computed using contractual rates. As a result, these amounts are greater than the amounts disclosed in the "on demand" time band in the above maturity analysis. Taking into account the Group's financial position, the Directors do not consider that it is probable that the financial institution will exercise their discretion to demand immediate repayment, the Directors believe that such term loan will be repaid in accordance with the scheduled repayment dates as set out in the loan agreement.

44. 財務風險管理(續)

(d) 流動資金風險(續)

下表概列根據相關貸款協議所載預定還款時間表附帶按要求還款條文之其他借貸之到期分析。有關金額包括按合約利率計算之利息付款。因此，該等金額大於以上到期分析中「應要求」時間段披露之金額。經計及本集團之財務狀況後，董事認為該金融機構不大可能行使酌情權要求即時還款。董事相信，有關定期借貸將根據貸款協議所載預定還款日期償還。

	Carrying amount	Total contractual undiscounted cash flow	Within three months	More than three months but less than one year	More than one year but less than five years
	賬面值	總訂約未貼現現金流量	於三個月內	超過三個月但於一年內	超過一年但於五年內
	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
Term loan subject to repayment on-demand clause based or scheduled repayments		受應要求償還條款或定期償還規限的定期貸款：			
As at 31 December 2019		於二零一九年十二月三十一日	5,760	5,933	5,933
					-
					-

(e) Fair values

The Directors consider the fair values of the Group's current financial assets and liabilities are not materially different from their carrying amounts because of the immediate or short-term maturity of these financial instruments. The fair values of non-current financial assets and liabilities were not disclosed because these are not materially different from their carrying amounts.

(e) 公平價值

董事認為，由於本集團流動財務資產及負債屬即期或於短期內到期，故該等財務工具之公平價值與其賬面值並無重大差異。由於非流動財務資產及負債之公平價值與其賬面值並無重大差異，因此並無披露有關公平價值。

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45. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Group's objectives when managing capital are:

- To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;
- To support the Group's stability and growth; and
- To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group has not adopted any formal dividend policy.

Management regards total equity as capital, for capital management purpose. The amount of capital as at 31 December 2019 amounted to approximately HK\$173,354,000 (2018: HK\$171,893,000), which management considers as optimal having considered the projected capital expenditures and the projected strategic investment opportunities.

45. 資本管理政策及程序

本集團管理資本之目標是：

- 確保本集團能夠持續經營，以繼續為股東提供回報，為其他持份人創造利益；
- 支持本集團之穩定發展及成長；及
- 提供資本以加強本集團之風險管理能力。

本集團定期主動審視並管理其資本架構，確保資本架構和股東回報可達致最佳水平，當中會考慮本集團未來之資本需求及資本效率、目前以及預計盈利能力、預計營運現金流量、預計資本開支以及預計策略投資機會。本集團並無採納任何正式之股息政策。

就資本管理而言，管理層將總權益視作資本。於二零一九年十二月三十一日之資本金額約為173,354,000港元（二零一八年：171,893,000港元），經考慮預計資本開支及預計策略投資機會，管理層認為已達致最佳水平。

Financial Summary 財務摘要

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

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and restated in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", is set out below:

本集團過去五個財政年度之業績及資產與負債之概要如下，乃摘錄自己刊發之經審核財務報表，並已根據香港財務報告準則第5號「持有待售之非流動資產及已終止經營業務」重列：

FINANCIAL RESULTS

財務業績

Financial year ended 31 December

截至十二月三十一日止財政年度

		2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)	2017 二零一七年 HK\$'000 千港元 (restated) (經重列)	2018 二零一八年 HK\$'000 千港元 (restated) (經重列)	2019 二零一九年 HK\$'000 千港元
CONTINUING OPERATIONS	持續經營業務					
Revenue from continuing operations	來自持續經營業務之收益	62,857	58,171	61,882	64,566	53,193
Revenue from discontinued operations	來自已終止經營業務之收益	168,620	38,356	36,652	8,498	4,036
		231,477	96,527	98,534	73,064	57,229
Attributable to:	以下人士應佔：					
Equity shareholders of the Company	本公司權益股東	(26,065)	(12,115)	(57,834)	(55,952)	(33,777)
Non-controlling interests	非控股權益	-	(2,120)	(17,640)	(19,405)	(2,526)
Loss for the year	本年度虧損	(26,065)	(14,235)	(75,474)	(75,357)	(36,303)

Financial Summary

財務摘要

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

As at 31 December
於十二月三十一日

		2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 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
ASSETS AND LIABILITIES	資產與負債					
Total assets	總資產	141,698	363,571	324,814	246,884	196,705
Total liabilities	總負債	(10,990)	(145,865)	(175,531)	(74,991)	(23,351)
Total equity	權益總額	130,708	217,706	149,283	171,893	173,354

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Director

Mr. Tsang Hing Bun

Non-Executive Director

Mr. Yiu Yu Cheung

Independent Non-Executive Directors

Dr. Leung Ka Kit

Mr. William Keith Jacobsen

Mr. Chan Chiu Hung, Alex

COMPANY SECRETARY

Mr. Tsang Hing Bun *CPA, ACIS, ACS, FRM*

AUTHORISED REPRESENTATIVES

Mr. Tsang Hing Bun

Mr. Yiu Yu Cheung

AUDIT COMMITTEE

Mr. Chan Chiu Hung, Alex (*Chairman*)

Mr. William Keith Jacobsen

Dr. Leung Ka Kit

Mr. Yiu Yu Cheung

REMUNERATION COMMITTEE

Mr. William Keith Jacobsen (*Chairman*)

Dr. Leung Ka Kit

Mr. Chan Chiu Hung, Alex

Mr. Yiu Yu Cheung

NOMINATION COMMITTEE

Mr. Chan Chiu Hung, Alex (*Chairman*)

Dr. Leung Ka Kit

Mr. William Keith Jacobsen

Mr. Yiu Yu Cheung

WEBSITE

www.kk-culture.com

董事會

執行董事

曾慶贊先生

非執行董事

姚宇翔先生

獨立非執行董事

梁迦傑博士

葉偉其先生

陳釗洪先生

公司秘書

曾慶贊先生 *CPA, ACIS, ACS, FRM*

獲授權代表

曾慶贊先生

姚宇翔先生

審核委員會

陳釗洪先生 (*主席*)

葉偉其先生

梁迦傑博士

姚宇翔先生

薪酬委員會

葉偉其先生 (*主席*)

梁迦傑博士

陳釗洪先生

姚宇翔先生

提名委員會

陳釗洪先生 (*主席*)

梁迦傑博士

葉偉其先生

姚宇翔先生

網站

www.kk-culture.com



Corporate Information

公司資料

AUDITOR

BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

LEGAL ADVISER

Patrick Chu, Conti Wong Lawyers LLP
Unit 2804-7, Man Yee Building
68 Des Voeux Road Central
Central, Hong Kong

PRINCIPAL BANKER

Industrial and Commercial Bank of China (Asia) Limited
33/F, ICBC Tower, 3 Garden Road
Central, Hong Kong

SHARE REGISTRARS AND TRANSFER OFFICES

Principal Registrar

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

Hong Kong Branch Registrar

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

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

44/F, Officer Tower, Convention Plaza
1 Harbour Road, Wan Chai
Hong Kong

STOCK CODE

550

核數師

香港立信德豪會計師事務所有限公司
執業會計師
香港
干諾道中 111 號
永安中心 25 樓

法律顧問

朱國熙、黃錦華律師事務所
香港中環
德輔道中 68 號
萬宜大廈 2804-7 室

主要往來銀行

中國工商銀行(亞洲)有限公司
香港中環花園道3號
中國工商銀行大廈33樓

股份過戶登記辦事處

主要股份過戶登記處

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

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

註冊辦事處

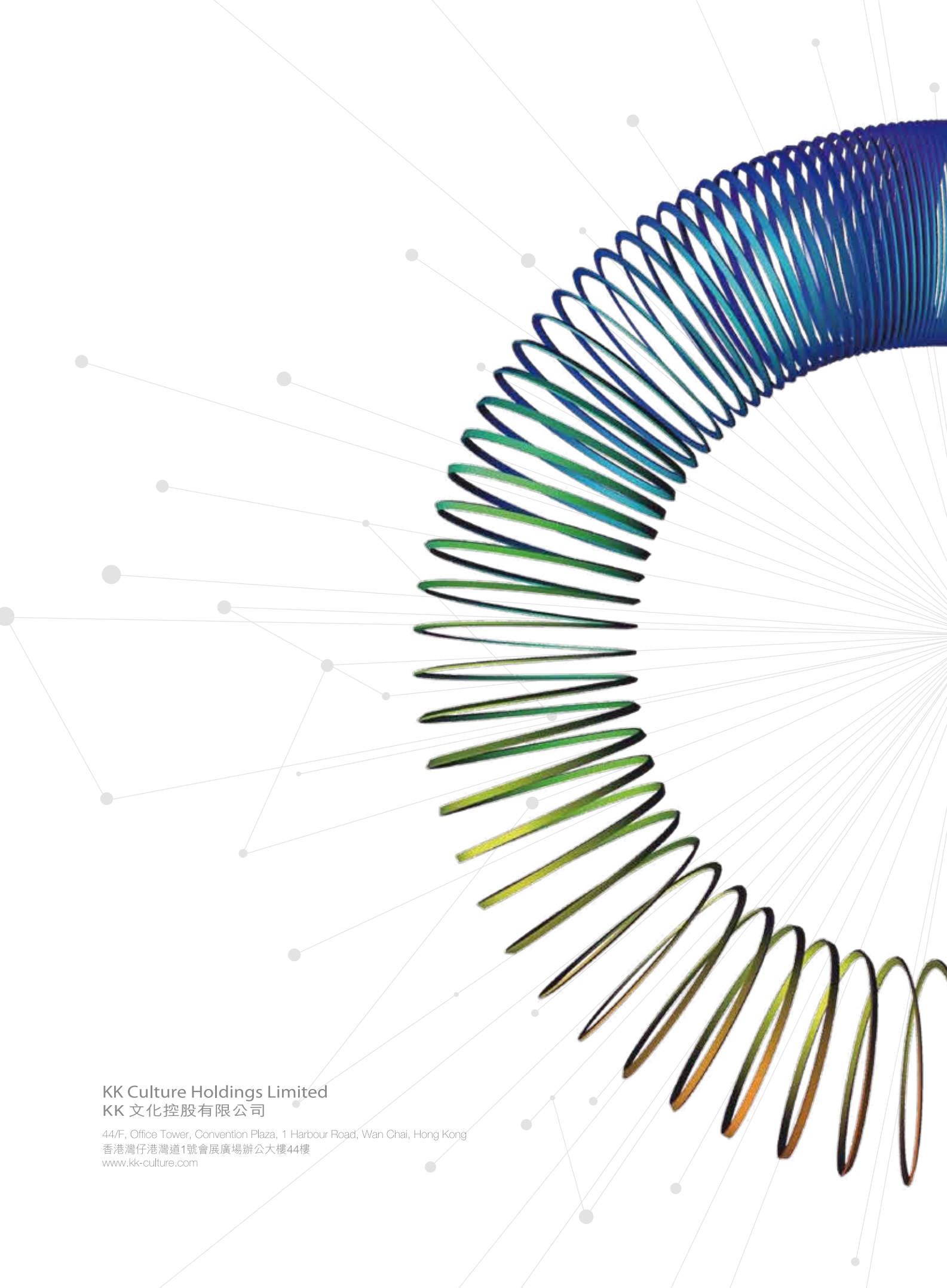
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
灣仔港灣道1號
會展辦公大樓44樓

股份代號

550



KK Culture Holdings Limited
KK 文化控股有限公司

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