# The Hong Kong Building and Loan Agency Limited
# 香港建屋貸款有限公司

(Stock Code: 145)

# 2019
## Annual Report

# CORPORATION INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Dr. Li Ai Guo
Mr. Chong Kok Leong
Mr. Zhuang Miaozhong

### Independent Non-executive Directors

Mr. Choy Hiu Fai, Eric
Mr. Huang Lizhi
Mr. Ng Kay Kwok

## AUDIT COMMITTEE

Mr. Ng Kay Kwok *(Chairman)*
Mr. Choy Hiu Fai, Eric
Mr. Huang Lizhi

## NOMINATION COMMITTEE

Mr. Choy Hiu Fai, Eric *(Chairman)*
Mr. Huang Lizhi
Mr. Ng Kay Kwok

## REMUNERATION COMMITTEE

Mr. Choy Hiu Fai, Eric *(Chairman)*
Mr. Huang Lizhi
Mr. Ng Kay Kwok

## AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

## COMPANY SECRETARY

Mr. Cheung Yuk Chuen (appointed on 16 October 2019)
Ms. Lai Wai Ha (resigned on 15 October 2019)

## PRINCIPAL BANKERS

China CITIC Bank International Limited
Industrial and Commercial Bank of China
Shanghai Pudong Development Bank
The Hongkong and Shanghai Banking
Corporation Limited

## LEGAL ADVISOR

WT Law Offices

## SHARE REGISTRAR

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

## REGISTERED OFFICE

Rooms 1801-4
Harcourt House
39 Gloucester Road
Wanchai
Hong Kong

## STOCK CODE

145

## WEBSITE

http://www.hkbla.com.hk

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# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Hong Kong Building and Loan Agency Limited (the "**Company**"), together with its subsidiaries (collectively, the "**Group**"), are principally engaged in treasury investments, provision of loan financing and design and provision of energy saving solutions.

During the year ended 31 December 2019, based on audited financial information,the Group recorded a revenue of approximately HK$41,272,000, representing a decrease of approximately 18.3% as compared with HK$50,506,000 for the last year. A loss for the year attributable to the owners of the Company of approximately HK$109,325,000 (2018: loss of approximately HK$1,371,738,000) was recorded, which was mainly attributable to (i) an impairment of intangible assets of approximately HK$43,435,000 (2018: HK$541,453,000); (ii) an amortisation of the intangible assets of approximately HK$8,565,000 (2018: HK$54,484,000); (iii) finance costs of approximately HK$23,560,000 (2018: HK$99,123,000) which included the interest expense on convertible bonds of HK$19,693,000 (2018: Nil) and interest expense of approximately HK$3,812,000 (2018: HK$3,307,000) on other borrowings raised for project financing of the Group; (iv) net allowance for expected credit losses on trade and finance lease receivables and loss on early settlement of finance lease receivables of approximately HK$22,842,000 (2018: HK$289,000); and (v) an one-off loss of approximately HK$5,593,000 on disposal of subsidiary (2018: Nil).

During the year ended 31 December 2018, there was an one-off loss on remeasurement of liability component of convertible bonds of approximately HK$403,694,000; an impairment of goodwill of approximately HK$432,403,000; and imputed interest charged on convertible bonds and promissory notes of HK$78,811,000 and HK$17,005,000 respectively. There was no such expenses during the year ended 31 December 2019.

### Energy saving solutions business

The Company completed the acquisition of Weldtech Technology Co. Limited and its subsidiary, Haoxin Technology (Shanghai) Company Limited (濠信節能科技(上海)有限公司) (collectively, the "**Weldtech Group**") in June 2014 (the "**Acquisition**"), which is primarily engaged in design and provision of energy saving solutions business.

With respect to the segment of design and provision of energy saving solutions, a segment loss of approximately HK$76,980,000 was recorded for the year ended 31 December 2019 (2018: approximately HK$1,025,904,000). The segment loss was mainly attributable to: (i) an impairment of intangible assets of approximately HK$43,435,000 (2018: approximately HK$541,453,000); (ii) an amortisation of the intangible assets of approximately HK$8,565,000 (2018: approximately HK$54,484,000); and (iii) net allowance for expected credit losses on trade receivables and finance lease receivables and loss on early settlement of finance lease receivables of approximately HK$22,842,000 (2018: HK$289,000). The amortisation of intangible assets is calculated over the useful life of 7 patents for "Ultra Performance Plant Control System" (the "**UPPC System"**) held under Weldtech Group. There was no impairment of goodwill during the year ended 31 December 2019 (2018: HK$432,403,000).

The impairment of goodwill and intangible assets represents the impairment of goodwill arising from the Acquisition in 2014 and the impairment of intangible assets held under Weldtech Group. The Company engaged an independent qualified valuer to assess the value in use of Weldtech Group as at 31 December 2019 and produced the valuation report, which was used to determine the fore-mentioned impairment amount, after taking into account (i) the economic development of the People's Republic of China (the "**PRC**"); (ii) the development of energy saving industry; and (iii) the expected business flow and development plan of the energy saving business during the valuation process.

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

The decrease in valuation was mainly due to the following factors: (i) the slow-down in the PRC economy including but not limited to the US-China trade war and the outbreak of the novel coronavirus (COVID-19) (the "**Virus**") that weakened the market demand; (ii) the fierce competition within the energy saving business; (iii) difficulties in getting financing within the energy saving industry; and (iv) continuous lowering of government subsidies. As above, an overall poor market sentiment in energy saving sector was resulted.

During the year ended 31 December 2019, Weldtech Group has focused on the completion of the projects signed in previous years. Project completion is subjected to factors such as (i) suitable weather conditions for system commissioning and/or trial run to ensure the system stability and level of energy saving; (ii) customer related factors including the condition and/or the readiness of the project site provided by customers; and (iii) projection variations due to change in project scope or schedule requested by customers. Weldtech Group mainly focused on seeking buyout project opportunities from potential customers or through secondary sales from existing customers. Due to the slow-down of the PRC economy, commercial activities as well as energy consumption of existing and potential customers were weakened. In light of the economic downturn and the delay in receiving settlements noted from customers, Weldtech Group has taken cautious approach including negotiations with the existing customers for early settlement and provided provisions for net allowance for expected credit losses on trade receivables and finance lease receivables with a total of HK$22,842,000. Before deducting the amortisation of intangible assets and the respective deferred tax movement, Weldtech Group has generated a segment loss of approximately HK$32,780,000 (2018: segment profit of approximately HK$2,436,000) to the Group.

### Loan financing and treasury investments businesses

With respect to the segment of loan financing and treasury investments businesses, the Company is in the process of locating opportunities in both the loan financing and treasury investments segments. However, there is no desirable opportunity raised and found fit to the Company. The Company will continue to explore the business opportunities in the market for the development of the Group's business.

## TOTAL ASSETS AND TOTAL LIABILITIES

As at 31 December 2019, the total assets decreased to approximately HK$190,757,000 (2018: approximately HK$281,240,000). The decrease was mainly attributable to: (i) an impairment of intangible assets of approximately HK$43,435,000 (2018: approximately HK$541,453,000); (ii) an amortisation of intangible assets of HK$8,565,000 (2018: approximately HK$54,484,000); (iii) the decrease in construction in progress by approximately HK$19,614,000; and (iv) the decrease in the financial assets at fair value through other comprehensive income by approximately HK$8,811,000 through disposal of subsidiary.

As at 31 December 2019, the Group held intangible assets amounting to approximately HK$49,000,000 (2018: approximately HK$101,000,000). The intangible assets represent 7 patents related to the UPPC System used by the energy saving solutions business.

As at 31 December 2019, the Group held finance lease receivables amounting to approximately HK$77,863,000 (2018: approximately HK$78,867,000).

As at 31 December 2019, total liabilities decreased to approximately HK$47,749,000 (2018: approximately HK$1,162,231,000). The total liabilities mainly represented the trade and other payables of approximately HK$17,705,000 (2018: approximately HK$51,991,000); and other borrowings of approximately HK$22,318,000 (2018: approximately HK$22,532,000). The significant decrease in total liabilities was mainly due to the completion of the scheme of arrangement on 25 October 2019. A total number of 1,418,478,995 Shares were allotted and issued to the creditors at the price of HK$0.8 per share to settle the outstanding principal amount of the convertible bonds of approximately HK$945.2 million, promissory notes of approximately HK$127.4 million, and interest accrued on the outstanding principal amount of the convertible bonds of approximately HK$62.2 million, accordingly. For further details, please refer to "SIGNIFICANT EVENTS" section of this report.

## FOREIGN EXCHANGE EXPOSURE

The Group conducts its business transactions mainly in the PRC and Hong Kong. The Group's assets were mainly denominated in Renminbi ("**RMB**") and Hong Kong Dollars ("**HK$**"). HK$ is the Group's presentation currency. During the year, the revenue, cost of operations and operating expenses of the Group are mainly denominated in RMB. Therefore, the Group is exposed to potential foreign exchange risk as a result of fluctuation of RMB against HK$. The Group has not entered into any significant foreign exchange contract. Management closely monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the year ended 31 December 2019, the Group finances its operations by internally generated cashflows and borrowings. As at 31 December 2019, the Group has net current assets of approximately HK$24,429,000 (2018: net current liabilities of approximately HK$1,076,923,000). As at 31 December 2019, the Group's cash and bank balances amounted to approximately HK$11,076,000 (2018: approximately HK$22,986,000).

The gearing ratio of the Group as at 31 December 2019, which is calculated as net debts (as calculated by total borrowings less cash and cash equivalents) divided by total capital (as calculated by total equity plus net debts), was 7.3% (2018: 561%).

As at 31 December 2019, the Group's other borrowings of approximately HK$22,318,000 (2018: HK$22,532,000) were secured by the corporate guarantees granted by the Company.

On 25 October 2019, the scheme of arrangement has been closed. A total number of 1,418,478,995 shares were allotted and issued to the creditors at the price of HK$0.8 per share to settle the outstanding principal amount of the convertible bonds of approximately HK$945.2 million, promissory notes of approximately HK$127.4 million, and interest accrued on the outstanding principal amount of the convertible bonds of approximately HK$62.2 million, accordingly. For further details, please refer to "SIGNIFICANT EVENTS" section of this report.

The share capital of the Group only comprises of ordinary shares. As at 31 December 2019, the Company's number of issued ordinary shares was 3,724,981,811 ("**Share(s)**") (2018: 2,306,502,816 Shares).

## CHARGE ON GROUP ASSETS AND CONTINGENT LIABILITIES

As at 31 December 2019 and 31 December 2018, the Group did not have material contingent liabilities and charge on group assets.

## CAPITAL COMMITMENT

As at 31 December 2019, the Group had capital commitments, which were contracted but not provided for, in respect of construction contract of approximately HK$5,872,000 (2018: approximately HK$6,679,000).

## MATERIAL INVESTMENTS, ACQUISITION AND DISPOSALS

On 11 September 2019, the Group entered into a sale and purchase agreement to dispose of its 100% equity interest in Blossom Ally Limited to an independent third party for cash consideration of approximately HK$4,500,000. The disposal was completed on 24 December 2019.

Save as disclosed elsewhere in this report, there were no material investments, acquisitions or disposals of subsidiaries during the year ended 31 December 2019.

## STAFF AND REMUNERATION

The Group had 33 (2018: 34) employees as at 31 December 2019 and total staff costs during the year ended 31 December 2019 amounted to approximately HK$9,911,000 (2018: approximately HK$9,966,000). The Group offers competitive remuneration packages to its employees.

## FINANCIAL KEY PERFORMANCE INDICATORS

The Group's net asset value is a key indicator of the financial performance and it decreased to approximately HK$143,008,000 as at 31 December 2019 (2018: net liabilities of approximately HK$880,991,000). During the year ended 31 December 2019, the Group recorded a loss attributable to the owners of the Company of approximately HK$109,325,000 (2018: loss of approximately HK$1,371,738,000).

The net asset value per share was HK$0.04, which was calculated on the above net assets value and the Company's number of 3,724,981,811 issued ordinary shares as at 31 December 2019.

## USE OF PROCEEDS

In early 2017, a total of 384,416,000 new Shares have been successfully placed to a placee at the placing price of HK$0.36 per placing Share who and whose ultimate beneficial owners were third parties independent of and not connected with the Company and its connected persons (as defined under the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Exchange**") immediately prior to the completion of the placing.

The gross proceeds from the placing were approximately HK$138,400,000 and the net proceeds after deducting all relevant expenses were approximately HK$133,900,000, which the Company intends to utilise for (i) general working capital of the Group, (ii) repayment of existing indebtedness, and/or (iii) possible investments in the future. The utilisation of the net proceeds from the placing was summarised as follows:

| | Original allocation of net proceeds HK$'000 | Revised allocation after the changes as disclosed in the announcement dated 18 October 2017 HK$'000 | Amount utilised up to 31 December 2019 HK$'000 | Balance as at 31 December 2019 HK$'000 |
|---|---|---|---|---|
| General working capital of the Group | 48,920 | 96,085 | (96,085) | – |
| Repayment of existing indebtedness | 34,980 | 34,980 | (34,980) | – |
| Possible investments | 50,000 | 2,835 | (835) | 2,000 |
| | 133,900 | 133,900 | (131,900) | 2,000 |

For further details, please refer to the announcements of the Company dated 29 December 2016, 11 January 2017, 20 January 2017, 18 August 2017, 18 October 2017 and 24 September 2019.

## SIGNIFICANT EVENTS

In early 2018, the Group was negotiating the corporate financing plan with an independent potential investor for fund raising and both the Group and potential investor already engaged their financial advisor and related professional parties for due diligence task. However, after exchanging the views of the structure of the fund raising exercise, no further update has been received from the potential investor. Since then, the Company has been negotiating with other investors and institutions to provide further liquidity for the Group.

### The Scheme of Arrangement

As announced in January 2019, the Company proposed to enter into and implement a scheme of arrangement (the "**Scheme**"), the purpose of which is to settle and discharge all liabilities under the convertible bonds and promissory notes issued by the Company in relation to the Acquisition in the previous years. The management is in the opinion that settlement and discharge of the above liabilities upon the successful implementation and completion of the Scheme will substantially improve the financial position of the Group and increase the likelihood and successfulness of engaging potential investors for investments in the Group.

The outstanding indebtedness of the Company included, but not limited to, (i) convertible bonds in the principal amount of approximately HK$945.2 million (the "**Convertible Bonds**"); (ii) the interest accrued on the outstanding principal amount of the Convertible Bonds in the amount of approximately HK$62.2 million as at 22 August 2019, being the effective date of the Scheme (the "**Interest**"); and (iii) promissory notes in the principal amount of approximately HK$127.4 million (the "**Promissory Notes**").

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

The Promissory Notes matured on 31 December 2018. The failure to repay the Promissory Notes on their maturity has led to cross default of the Convertible Bonds, notwithstanding the latter's maturity date on 31 December 2023. As such, the Company proposed to enter into and implement the Scheme to settle the aforesaid liabilities owed to the holders of the Convertible Bonds and the Promissory Notes (the "**Creditors**").

The Company filed with the Court of First Instance of the High Court of Hong Kong (the "**Court**") seeking an order (the "**Convening Order**") and the hearing at which such an order was considered to, (the "**Convening Hearing**") among other things, convene a meeting (the "**Scheme Meeting**") which is to settle and discharge all liabilities under the Convertible Bonds and Promissory Notes issued by the Group with certain creditors. On 14 May 2019, the Court granted the Convening Order and the Scheme Meeting was held and approved by requisite statutory majorities of the Creditors on 28 June 2019. The Scheme was sanctioned by the Court at the Court Hearing held on 20 August 2019. The order of the Court sanctioning the Scheme has been registered with the Registrar of Companies on 22 August 2019. Accordingly, the Scheme has become effective on 22 August 2019.

The closing date of the Scheme took place on 25 October 2019 (the "**Closing Date**"). A total number of 1,418,478,995 Shares (the "**Scheme Shares**") were allotted and issued to the Creditors at the price of HK$0.8 per share to settle the outstanding principal amount of the Convertible Bonds, Promissory Notes and Interest, accordingly.

Please refer to the announcements dated 10 January 2019, 15 May 2019, 4 June 2019, 14 June 2019, 28 June 2019, 4 July 2019, 20 August 2019, 29 August 2019, 25 October 2019 and the circular dated 11 July 2019.

## OUTLOOK AND PROSPECT

Regarding the energy saving solutions business, the increasing awareness of the energy saving, social responsibility and also the determination to reduce carbon emission, the energy saving and environmental protection remain the key focus of the PRC government. However, the Group is facing intensified competition in the industry, particularly for small and medium-sized projects. Macro-economic factors also fluctuate the market.

Going forward, Weldtech Group will continue to target potential customers for buyout projects to improve cashflow of Weldtech Group with shorter turnover days and explore secondary sales from existing customers, enhancing the portfolio of the Company's energy saving solutions to maximise the potential of our customers on top of the existing UPPC System and air conditioning solutions. Weldtech Group will explore the feasibility to research and develop automation or energy saving systems platforms to customers in which such products would require relatively lower upfront capital deployment from Weldtech Group.

The negative effect of the US-China trade war and the Virus are expected to affect the economic in 2020, which represent additional uncertainties in the operating environment in China. As far as the Group's businesses are concerned, customer demand, budget for capital expenditure are expected to be sallow; operational delays in terms of site visits, meetings and project implementation are noted due to the transportation restrictions during the period. The Group will take feasible and necessary measures to lower the impact from the economic downturn. However, management remains cautious for the year 2020.

Furthermore, the Group has been reviewing its existing operations from time to time and will continue to seek for different investment opportunities with appropriate risk and return profile. The Group will continue to explore various funding sources including project financing, debt financing and/or equity fund raising to finance the development of the Group's businesses.

# BIOGRAPHICAL DETAILS OF DIRECTORS

## EXECUTIVE DIRECTORS

**Dr. Li Ai Guo ("Dr. Li")**, aged 42, was appointed as an executive director of the Company on 10 September 2014. He is a director and chief technology officer of Haoxin Technology (Shanghai) Company Limited, a wholly owned subsidiary of the Company. Dr. Li is also a director of certain subsidiaries of the Company. Dr. Li was admitted to the Harbin Institute of Technology in 1996, and completed his bachelor's degree, master's degree and Ph.D. in heating, gas supply, ventilating and air conditioning engineering, and applied computer science, in 2000, 2003 and 2007 respectively.

**Mr. Chong Kok Leong ("Mr. Chong")**, aged 56, was appointed as an executive director of the Company on 1 October 2015. Mr. Chong has also been appointed as a director of certain subsidiaries of the Company. Mr. Chong has over 30 years of senior management experience with multinational companies in the Asia Pacific Region, of which 16 years have been in China. The management expertise of Mr. Chong has been with sales & marketing and channel development at regional and country levels, with key responsibilities covering sales & marketing, business strategies and channel development. Prior to joining the Company, Mr. Chong has been the Managing Partner of a successful digital solution and media network company based in Shanghai. From June 2009 to April 2013, Mr. Chong was the Managing Director of PC-Ware (Beijing) Commercial Co., Ltd., where its parent company PC-Ware GmbH was the second largest software distribution and IT solution company in Europe. From February 2006 to April 2009, Mr. Chong worked as the General Manager (Software Division) and the Senior Business Development Director of China of Ingram Micro Asia Holdings Limited, a B2B technology company. From 1996 to 2006, Mr. Chong worked at Hewlett-Packard Asia Pacific, primarily responsible for its channel development in China and South & South East Asian markets. Mr. Chong graduated with a Bachelor's Degree in Engineering (Mechanical) from the National University of Singapore in 1988, obtained a Master's Degree in Business Administration from Monash University in Melbourne, Australia in 1993, and was admitted as member of the CPA Australia in 1995.

**Mr. Zhuang Miaozhong ("Mr. Zhuang")**, aged 51, was appointed as an executive director of the Company on 16 January 2017. Mr. Zhuang also has been appointed as a director of certain subsidiaries of the Company. He has over 15 years of work experience in petroleum industry, which includes working in state-owned enterprises in China, overseas corporations and large-scale enterprises. Mr. Zhuang has extensive knowledge and contacts within this field.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Choy Hiu Fai, Eric ("Mr. Choy")**, aged 42, was appointed as an independent non-executive director of the Company on 8 July 2016. He was also appointed as the chairman of each of the audit, nomination and remuneration committees of the Company, all with effect from 1 November 2017. Mr. Choy resigned as the chairman but remained as a member of the audit committee of the Company effective from 15 August 2018. He has more than 18 years of experience working in accounting firms in Hong Kong, including one of the Big 4 CPA firms. Mr. Choy graduated from The University of Hong Kong with a degree in Business Administration in 2000. He is also a member of The Hong Kong Institute of Certified Public Accountants, The Taxation Institute of Hong Kong and American Institute of CPAs.

Mr. Choy is currently an independent non-executive director of Wing Fung Group Asia Limited (stock code: 8526), a company listed on GEM of the Exchange.

**Mr. Huang Lizhi ("Mr. Huang")**, aged 68, was appointed as a non-executive director of the Company on 7 August 2014 and then re-designated as an independent non-executive director of the Company on 1 September 2017. Mr. Huang was also appointed as a member of each of the audit, nomination and remuneration committees of the Company. He is a consultant with CITIC International Assets Management Limited ("**CIAM**"). Prior to joining CIAM, Mr. Huang held various positions including Deputy Director in Supreme People's Procuratorate of the PRC for over 20 years. Mr. Huang has extensive experiences in the PRC, in particular, investment experience in environment friendly businesses.

**Mr. Ng Kay Kwok ("Mr. Ng")**, aged 57, was appointed as an independent non-executive director, the chairman of audit committee and members of remuneration and nomination committees of the Company on 15 August 2018. Mr. Ng graduated from the Australian National University with a bachelor's degree in Economics and obtained a graduate diploma in Accounting from Macquarie University. He is a member of CPA Australia and has extensive experience in accounting and financial management. Mr. Ng was an independent non-executive director of China Fortune Financial Group Limited (Stock Code: 290), a company listed on the Main Board of the Exchange from September 2007 to December 2019. Mr. Ng was also an independent non-executive director of Merdeka Financial Services Group Limited (Stock Code: 8163), a company listed on GEM of the Exchange from July 2013 to March 2019.

# DIRECTORS' REPORT

The directors of the Company (the "**Director(s)**") present this report together with the audited consolidated financial statements of the Group for the year ended 31 December 2019 (the "**Year**").

## PRINCIPAL ACTIVITIES

The Group is principally engaged in treasury investments, provision of loan financing and design and provision of energy saving solutions. The principal activities and other particulars of the Company's subsidiaries are set out in note 34 to the consolidated financial statements.

## SEGMENT INFORMATION

An analysis of the Group's revenue and results by principal activities for the Year is set out in note 7 to the consolidated financial statements.

## BUSINESS REVIEW AND COMMENTARY

### Financial Results

The financial results and business review of the Group for the Year is set out in this annual report on the section of "Management Discussion and Analysis" from pages 3 to 8.

### Principal Risks and Uncertainties

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

### Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risks basically rests with every function at divisional and department levels. The Group recognises that operational risks cannot be eliminated completely and that it may not always be cost-effective to do so.

Key functions in the Group are guided by their standard operating procedures, limits of authority and reporting framework. Functions such as, but not limited to, Internal Audit and Internal Control have the responsibility for providing assurance on the internal control framework. Key operational risk exposures are communicated to senior management as early as possible so that appropriate risk response can be taken.

# BUSINESS REVIEW AND COMMENTARY (continued)

## Market Risks

### PRC government policy

The energy saving industry is identified as one of the key industries and is backed by the PRC government, the PRC government will continue to commit to reduce per unit of GDP in carbon dioxide emissions and aim to cut energy intensity. While the PRC government remains supportive in the area of energy saving and environment protection, there is no assurance that the PRC government will continue to pursue favorable policies towards the energy saving industry, or its favorable policies will not change in the future in a manner adverse to our business. In view of the Weldtech Group's reliance on government support and incentives for its business, any revision, change or abolition of the PRC government's policies towards the energy saving industry could have an adverse effect on the business, financial condition and results of operations of the Group.

### PRC economic downturn

Weldtech Group generates its revenue mainly from the sale of its products to commercial and industrial buildings in the PRC. Demand for Weldtech Group's products depends on capital expenditure of commercial and industrial buildings on energy savings and the existence of service requirements. Any period of economic downturn in the PRC would reduce market demand for energy management systems, and a prolonged decline in market demand would have an adverse effect on the business, financial condition and results of operations of the Group.

### Market competition

Weldtech Group faces competition against other energy saving service providers. Therefore, there is no assurance that the Weldtech Group will be able to compete successfully against its current and future competitors.

## Financial Risk

In the course of its business activities, the Group is exposed to a variety of financial risks, including market, liquidity and credit risks. The currency environment, interest rate cycles and mark to market value of investment securities may pose significant risks to the Group's financial condition, results of operations and businesses. The financial risk management objectives and policies of the Group can be found in note 6 to the consolidated financial statements.

## Relationship with Employees, Customers and Suppliers

The Group understands the importance of maintaining a good relationship with its employees, customers and suppliers to meet it business goals. During the Year, there were no significant dispute between the Group and its employees, customers and suppliers.

## Environmental Policy and Performance

The Group has strong commitment towards environmental protection. It is the Group's policy to encourage and promote awareness towards environmental protection to our employees. It has implemented green office practices such as double-sided printing and copying, promoting the use of recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance in the Group's offices.

The management will review the Group's environmental practices from time to time and will consider implementing further ecology friendly measures and practices in the operation to enhance environmental protection and sustainability.

## BUSINESS REVIEW AND COMMENTARY (continued)

### Compliance with Laws and Regulations

During the Year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance, including a discussion of an indication of the likely future developments in the Group's business, the Group's environmental policy and performance, can be found in the "Management Discussion and Analysis", "Corporate Governance Report", "Environmental, Social and Governance Report" and "Summary of Financial Information" sections of this annual report. The above sections form part of this Directors' Report.

## RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on page 51.

The Directors do not recommend the payment of a final dividend for the Year (2018: Nil). No interim dividend was declared for the Year.

## DONATIONS

The Group did not make any charitable donations during the Year (2018: Nil).

## SUMMARY OF FINANCIAL INFORMATION

A summary of the published results and of the assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on page 140.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the Year are set out in note 18 to the consolidated financial statements.

## DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company had no reserves available for distribution, calculated in accordance with the provisions of Part 16 of the Companies Ordinance (2018: Nil).

## DIVIDEND POLICY

The Company has adopted a dividend policy that aims to enhance the Shareholders' value. The following parameters/factors shall be considered by the board of Directors (the "**Board**") for declaration of dividend:

– Circumstances under which the Shareholders may or may not expect dividend;

– Financial parameters/factors that shall be considered for declaration of dividend;

– Internal and external factors that shall be considered for declaration of dividend;

– Utilization of retained earnings; and

– Multiple classes of Shares.

The payment of dividend is also subject to any restrictions under the applicable laws, the Company's articles of associations (the "**Articles of Associations**").

The policy shall be reviewed periodically and submitted to the Board for approval if amendments are required.

## SHARE CAPITAL

Details of movements in the share capital of the Company during the Year are set out in note 32 to the consolidated financial statements.

## 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 page 129 and note 33 to the consolidated financial statements, respectively.

## SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in note 34 to the consolidated financial statements.

## DIRECTORS

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

### Executive Directors:

Dr. Li Ai Guo
Mr. Chong Kok Leong
Mr. Zhuang Miaozhong

### Independent Non-executive Directors:

Mr. Choy Hiu Fai, Eric
Mr. Huang Lizhi
Mr. Ng Kay Kwok

In accordance with Article 120 of the Articles of Association, Dr. Li Ai Guo and Mr. Huang Lizhi will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company (the "**AGM**").

None of the Directors proposed for re-election at the forthcoming AGM has an unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

## SERVICE CONTRACT OF DIRECTORS

Each of Dr. Li Ai Guo and Mr. Zhuang Miaozhong has entered into a service contract/letter of appointment with the Company for a term of two years. Mr. Chong Kok Leong has entered into a letter of appointment with the Company for a term of one year.

Each of Mr. Huang Lizhi and Mr. Ng Kay Kwok has entered into a letter of appointment with the Company for a term of three years. Mr. Choy Hiu Fai, Eric has entered into a letter of appointment with the Company for a term of one year.

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

As at 31 December 2019, none of the Directors or chief executives of the Company had any the interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**") which were notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO) or were required to be recorded in the register of interests required to be kept under Section 352 of the SFO or were otherwise notified to the Company and the Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

## SHARE OPTION SCHEME

The Company operates a share option scheme adopted by the shareholders of the Company (the "**Shareholders**") on 22 May 2008 (the "**Share Option Scheme**") which shall be valid and effective for a period of ten years from the date of adoption. Accordingly, the Share Option Scheme was expired on 22 May 2018.

The Company operates a new share option scheme adopted by the Shareholders on 25 May 2018 (the "**New Share Option Scheme**") which shall be valid and effective for a period of ten years from the date of adoption. Accordingly, the New Share Option Scheme will be expired on 25 May 2028.

The purpose of the New Share Option Scheme is to enable the Company to grant options to selected eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group and any invested entity. Eligible participants include any employee (whether full time or part time), any executive Director and any non-executive Director (including independent non-executive Directors), or any of its subsidiaries or invested entity in which any member of the Group holds any equity interest, any shareholder of any member of the Group or any invested entity or any holder of any securities issued or proposed to be issued by any member of the Group or any invested entity and any other person (such as consultant, adviser, business partner or service provider of any member of the Group) whom the Board considers, in its sole discretion, has contributed or will contribute to the Group.

Under the New Share Option Scheme, where any further grant of options to an eligible participant, if exercised in full, would result in the total number of shares already issued or to be issued upon exercise of all options granted and to be granted to such eligible participant (including exercised, cancelled and outstanding options) in any 12-month period up to and including the date of such further grant exceeding 1% of the total number of shares in issue (the "**Individual Limit**"), such further grant must be separately approved by the Shareholders in general meeting. Save for the foregoing, no eligible participant shall be granted an option if exercised in full, would exceed the Individual Limit. In addition, where any grant of options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (a) representing in aggregate over 0.1% of the relevant class of shares in issue; and (b) having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK$5,000,000, such further grant of options must be approved by the Shareholders.

## SHARE OPTION SCHEME (continued)

A consideration of HK$1 is payable on acceptance of the grant of an option. An option may be exercised in whole or in part by the grantee within the option period as determined and notified by the Board to the grantee. The New Share Option Scheme does not specify a minimum period for which an option must be held before an option can be exercised. However, the provisions of the New Share Option Scheme provide that the Board may impose, at its sole discretion, conditions on the grant of an option.

The subscription price for the shares under the New Share Option Scheme will be a price determined by the Board in its absolute discretion but shall not be lower than the higher of (i) the closing price of the shares as stated in the Exchange's daily quotations sheet on the date of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Exchange's daily quotations sheets for the 5 trading days immediately preceding the date of grant.

Notwithstanding the foregoing, the maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the issued shares of the Company from time to time.

The maximum number of Shares which may be allotted and issued upon the exercise of all share options shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders (the "**Scheme Mandate Limit**"), and the existing Scheme Mandate Limit was approved by the Shareholders in the AGM on 25 May 2018 and the outstanding number of options available for issue under the existing Scheme Mandate Limit is 230,650,281, representing approximately 6.19% of the issued shares as at the date of this report.

Details of the share options movements during the Year under the Share Option Scheme are as follows:

| | | Number of share options | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Name of category | Date of grant of share options | Outstanding as at 01.01.2018 | Granted during Year | Exercised during the Year | Lapsed during the Year | Cancelled during the Year | Outstanding as at 31.12.2019 | Validity period of share options | Exercise price |
| **Employees** | 22.01.2015 | 4,000,000 | – | – | 4,000,000 | – | – | 22.01.2017 to 21.01.2019 | HK$1.500 |
| **Total** | | 4,000,000 | – | – | 4,000,000 | – | – | | |

No share option was granted under the New Share Option Scheme.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed under the sections headed "SHARE OPTION SCHEME" and "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATION" above, at no time during the Year did there subsist any arrangements to which the Company or the Company's subsidiary or holding company or a subsidiary of the Company's holding company is a party, being arrangements whose objects are, or one of whose objects is, to enable Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

## DIRECTORS OF SUBSIDIARIES

During the Year and up to the date of this report, Mr. Chong Kok Leong, Dr. Li Ai Guo and Mr. Zhuang Miaozhong are directors of certain subsidiaries of the Company.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2019, to the best knowledge of the Directors, interests or short positions of the persons, other than a Director or chief executive of the Company, in the shares and/or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

| **Name** | **Capacity** | **Number of Shares** | **Approximate percentage of number of Shares in issue** (Note 1) |
|---|---|---|---|
| CITIC Group Corporation (Note 2) | Interest of controlled corporation | 1,064,470,087 (L) | 28.58% |
| CITIC Limited (Note 2) | Interest of controlled corporation | 1,064,470,087 (L) | 28.58% |
| China CITIC Bank Corporation Limited (Note 2) | Interest of controlled corporation | 1,064,470,087 (L) | 28.58% |
| CITIC International Financial Holdings Limited (Note 2) | Interest of controlled corporation | 1,064,470,087 (L) | 28.58% |
| CITIC International Assets Management Limited ("**CIAM**") (Note 2) | Beneficial owner | 1,064,470,087 (L) | 28.58% |
| Liu Quanhui ("**Mr. Liu**") (Note 3) | Interest of controlled corporation | 734,666,950 (L) | 19.72% |
| Niu Fang ("**Ms. Niu**") (Note 3) | Interest of controlled corporation | 734,666,950 (L) | 19.72% |
| State Energy HK Limited ("**State Energy**") (Note 3) | Beneficial owner | 734,666,950 (L) | 19.72% |
| Hong Kong Mengzai Material Co., Limited | Beneficial owner | 384,416,000 (L) | 10.32% |

(L) denotes the long position held in the Shares

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

Notes:

(1) As at 31 December 2019, the Company's number of issued Share was 3,724,981,811.

(2) CIAM is owned as to 46% by CITIC International Financial Holdings Limited, a wholly-owned subsidiary of China CITIC Bank Corporation Limited, which is over 60% indirectly owned by CITIC Limited, which is indirectly owned as to 58.13% by CITIC Group Corporation. By virtue of the SFO, each of CITIC International Financial Holdings Limited, China CITIC Bank Corporation Limited, CITIC Limited and CITIC Group Corporation is deemed to be interested in the shares held by CIAM.

(3) Mr. Liu and Ms. Niu are interested in State Energy. By virtue of the SFO, Mr. Liu and Ms. Niu are deemed to be interested in the shares held by State Energy.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year, none of the Directors was considered to have interests in any business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the business of the Group pursuant to the Listing Rules.

## DIRECTORS' INTEREST IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed elsewhere, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or its subsidiaries was a party and in which a Director of the Company or his or her core connected persons had a material interest, whether directly or indirectly, subsisted during or at the end of the year.

## MATERIAL RELATED PARTY TRANSACTIONS

Details of the material related party transactions undertaken during the year ended 31 December 2019 are provided under note 40 to the consolidated financial statements. These related party transactions did not fall under the definition of connected transaction or continuing connected transaction as defined in the Listing Rules.

## EQUITY-LINKED ARRANGEMENTS

Except for convertible bonds and share options granted issued as more particularly disclosed in the respective note 29 and note 39 to the consolidated financial statements of the Company, the Company had no other equity-linked arrangements during the Year and subsisted as at 31 December 2019.

## MANAGEMENT CONTRACTS

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

## EMOLUMENT POLICY

Details of the Directors' emoluments and emoluments of the five highest paid individuals in the Group are set out in notes 13 and 14 to the consolidated financial statements, respectively.

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of the employees' merit, qualifications and competence.

The Directors' emoluments are recommended by the Remuneration Committee and approved by the Board, having regard to the Company's operating results, individual performance and comparable market statistics.

Details of the emolument of the senior management of the Company by band is set in note 14 to the consolidated financial statements of the Company.

## PURCHASE, SALE OR REDEMPTION OF SHARES

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

## MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the Group's revenue attributed to the five largest customers accounted for approximately 95.6% of the Group's total revenue while the Group's revenue attributed to the largest customer accounted for approximately 51.9% of the Group's total revenue. To the best knowledge of the Directors, none of the Directors, their respective close associates; or any shareholder of the Company (which to the knowledge of the Directors own more than 5% of the Company's issued shares) has interests in these customers.

The Group had no major suppliers due to the nature of its principal activities.

## RETIREMENT BENEFIT SCHEME

Details of the retirement benefit scheme of the Group and the employer's retirement benefit costs charged to the profit or loss for the Year are set out in note 38 to the consolidated financial statements.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed sufficient public float during the Year and up to the date of this report.

## INDEMNITY OF DIRECTORS

A permitted indemnity provision that provides for indemnity against liability incurred by Directors is currently in force and was in force throughout the Year.

## AUDITORS

HLB Hodgson Impey Cheng Limited ("**HLB**") retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming AGM. There has been no change in the Company's auditors in the preceding three years.

For and on behalf of the Board

**Chong Kok Leong**
*Executive Director*

Hong Kong, 9 May 2020

# CORPORATE GOVERNANCE REPORT

The Company is committed to maintain a high standard of corporate governance within a sensible framework with an emphasis on the principles of transparency, accountability and independence. The Board believes that good corporate governance is essential to the success of the Company and to the enhancement of shareholders' value.

## CORPORATE GOVERNANCE CODE

Throughout the Year, the Company applied the principles of and complied with the code provisions of the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 to the Listing Rules of the Exchange save for the following deviations:

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive ("**CE**") should be separate and should not be performed by the same individual. The Company did not appoint any chairman or CE during the Year, reason being the functions of the chairman and CE are performed by the three executive Directors collectively. The Board will review the current practice from time to time and make appropriate changes if considered necessary. For details, please refer to the section headed "Chairman and Chief Executive Officer".

Under code provision A.2.7 of the CG Code, the chairman of the board should at least annually hold meetings with the non-executive directors (including independent non-executive directors) without the executive directors present. As the Company does not have a chairman, no such meeting was held in the Year.

Under code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Some Directors were absent from the last annual general meeting of the Company held on 3 June 2019 due to their other important engagements at the relevant time.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "**Model Code**") as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code throughout the Year.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Company has not appointed chairman and chief executive officer, and the roles and functions of those have been performed by three executive Directors collectively, including but not limited to: properly briefing on issues arising at board meeting by the chairman of the meeting; ensuring good corporate governance practices and procedures are established; encouraging other Directors to make a full and active contribution to the Board's affairs and ensuring that it acts in the best interests of the Group; encouraging every Director with different views to voice their concerns; allowing sufficient time for discussion of issues and ensuring that Board decision fairly reflect Board consensus; providing effective communication with shareholders and that their views are communicated to the Board as a whole; promoting a culture of openness and debate by facilitating the effective contribution of non-executive Directors in particular; ensuring constructive relations between executive Directors and non-executive Directors; and managing the day-to-day business of the Company. The Board members believe that Directors they have their unique expertise and functions well within the Company.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER (continued)

The company secretary of the Company (the "**Company Secretary**") assists the Board in setting out and finalizing the agenda, after taking into account any matters proposed by any other Directors and ensure adequate information being received by the Directors in a timely manner in advance of the intended meeting date and ensuring good corporate governance practices and procedures are in place.

The Board believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by current Board which comprises experience and high caliber individuals with sufficient number thereof being independent non-executive Directors.

## BOARD OF DIRECTORS

The Board currently comprises six Directors, with three executive Directors and three independent non-executive Directors. The composition of the Board is as follows:

| | |
|---|---|
| **Executive Directors:** | Dr. Li Ai Guo |
| | Mr. Chong Kok Leong |
| | Mr. Zhuang Miaozhong |
| **Independent Non-executive Directors:** | Mr. Choy Hiu Fai, Eric |
| | Mr. Huang Lizhi |
| | Mr. Ng Kay Kwok |

The brief biographical details of the Directors are set out in the "BIOGRAPHICAL DETAILS OF DIRECTORS" section from pages 9 to 10. Save as disclosed in this annual report, none of the Directors has any other financial, business, family or other material or relevant relationships among members of the Board.

The independent non-executive Directors, with sound professional expertise and experience, have actively participated in the Board and committee meetings and brought independent judgment on issues relating to the Group's strategy, performance and management process. They have also taken up various roles in the Board committees.

As at the date of this report, the Company had three independent non-executive Directors representing not less than one-third of the Board. One of the independent non-executive Directors have the appropriate professional qualifications or related financial management expertise under Rule 3.10(2) of the Listing Rules. The Board has received from each independent non-executive Director an annual confirmation of his independence and considers that all the independent non-executive Directors are independent under the guidelines set out in Rule 3.13 of the Listing Rules.

The independent non-executive Directors have been expressly identified as such in all corporate communications and the website of the Company that disclose the names of Directors. The independent non-executive Directors were appointed for a fixed term, subject to retirement by rotation and re-election requirements under the Articles of Association.

## CORPORATE GOVERNANCE REPORT (continued)

## BOARD OF DIRECTORS (continued)

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group in addition to the meetings for reviewing and approving the Group's annual and interim results.

During the Year, the Board passed several written resolutions and held nine Board meetings, one AGM and one extraordinary general meeting of the Company. Details of the attendance of the Directors are as follows:

| | Attendance of | | |
|---|---|---|---|
| | Board meetings | Annual general meeting | Extraordinary general meeting |
| **Executive Directors:** | | | |
| Dr. Li Ai Guo | 9/9 | 0/1 | 0/1 |
| Mr. Chong Kok Leong | 9/9 | 1/1 | 1/1 |
| Mr. Zhuang Miaozhong | 8/9 | 0/1 | 0/1 |
| **Independent Non-executive Directors:** | | | |
| Mr. Choy Hiu Fai, Eric | 9/9 | 1/1 | 1/1 |
| Mr. Huang Lizhi | 6/9 | 0/1 | 0/1 |
| Mr. Ng Kay Kwok | 9/9 | 1/1 | 1/1 |

The Board has reserved for its decision or consideration matters covering mainly the Group's overall strategy, annual operating budget, financial performance, recommendations on Directors' appointment or re-appointment, material contracts and transactions as well as other significant policy and financial matters.

The day-to-day management, administration and operation of the Company are delegated to the executive Directors of the Company. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the executive Directors.

Each year, Board meetings, which are scheduled in advance to facilitate maximum attendance of Directors, are held as required by business needs. At least 14 days' notice of a Board meeting is given to all Directors for the regular meetings who are given an opportunity to include matters for discussion in the agenda. Reasonable notices have been given to all Directors generally prior to meetings, except in cases of emergency. The agenda and the accompanying Board papers are normally sent to all Directors at least 3 days before the intended date of a regular Board meeting. All minutes are kept by the Company and are open for inspection at any reasonable time on reasonable notice by any Director.

## BOARD OF DIRECTORS (continued)

According to the current Board practice, any transaction which involves a conflict of interests with a substantial shareholder or a Director and is considered by the Board to be material will be dealt with by the Board at a duly convened Board meeting. The Articles of Association also stipulate that a Director should abstain from voting and not be counted in the quorum at meetings for approving transactions in which such Director or any of his associates have a material interest therein. In addition, he has to declare his interests therein in accordance with the Articles of Association.

Every Director is entitled to have access to board papers and related materials and has access to the advice and services of the Company Secretary. The Board and each Director also have separate and independent access to the Company's senior management. Directors will be updated continuously on the major development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices.

## INDEPENDENT NON-EXECUTIVE DIRECTOR/NON-EXECUTIVE DIRECTOR

All independent non-executive Directors and non-executive Directors were appointed for a specific term with effect from their respective appointment dates. All of them are subject to the relevant provisions in the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office.

According to the Articles of Association, at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) should retire from office by rotation. Further, any Directors appointed to fill a casual vacancy should hold office only until the next following general meeting of the Company whilst for those appointed as an addition to the Board should hold office until the next following AGM and, in both cases, those Directors would then be eligible for re-election at the relevant meeting. Every Director shall be subject to retirement by rotation at least once every three years.

## BOARD COMMITTEES

The Board has established three committees; namely, the nomination committee (the "**Nomination Committee**"), the remuneration committee (the "**Remuneration Committee**") and the audit committee of the Company (the "**Audit Committee**"). Each of them has its specific written terms of reference or guidelines. Copies of minutes of all meetings and resolutions of the committees, which are duly kept by the Company, are circulated to all committee members. The committees are required to report back to the Board on their decisions and recommendations where appropriate. The procedures and arrangements for a Board meeting, as mentioned on pages 23 to 25 in the section "BOARD OF DIRECTORS" above, have been adopted for the committee meetings as far as practicable.

## BOARD COMMITTEES (continued)

### Nomination Committee

The Nomination Committee has been established since June 2005. As at the date of this report, the Nomination Committee comprises three independent non-executive Directors namely, Messrs. Choy Hiu Fai, Eric (chairman of the Nomination Committee), Huang Lizhi and Ng Kay Kwok.

The major roles and functions of the Nomination Committee are:

(a) to review the structure, size, composition and diversity (including but not limited to skills, knowledge, gender, age, cultural and educational background or professional experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(b) to identify suitably qualified individuals to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships on merits and against objective criteria, with due regard on the benefits of diversity on the Board;

(c) to assess the independence of independent non-executive Directors;

(d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive of the Company, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;

(e) to review the Board Diversity Policy and the Nomination Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy and the Nomination Policy and the progress on achieving the objectives, and make disclosure of its review results in the Corporate Governance Report annually;

(f) to perform its duties with sufficient resources made available to it and seek independent professional advice, at the Company's expense, to perform its responsibilities when necessary;

(g) to do any such things to enable the Committee to perform its powers and functions conferred on it by the Board; and

(h) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

The terms of reference of the Nomination Committee were adopted in June 2005 and lately, revised on 31 December 2018 and have been posted on the Exchange's website and the Company's website.

## BOARD COMMITTEES (continued)

### Nomination Committee (continued)

The Board has adopted a board diversity policy which sets out the approach to achieve diversity on the Board. Accordingly, selection of candidates to the Board is based on a range of measurable objectives, including but not limited to gender, age, cultural and educational background, professional experience and qualifications, skills, knowledge and length of service, having due regard to the Company's own business model and specific needs from time to time. With the existing Board members coming from a variety of business and professional background, the Company considers that the Board possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the Company's business.

During the Year, the Nomination Committee passed several written resolutions and held four meetings to make recommendations to the Board on the re-appointment of Directors, the review of the existing structure, size, composition and diversity of the Board, the re-election of retiring Directors and independence of independent non-executive Directors.

The attendance of each Nomination Committee member is set out as follows:

| Nomination Committee members | Number of Nomination Committee meetings attended/eligible to attend |
|---|---|
| Mr. Choy Hiu Fai, Eric *(Chairman)* | 4/4 |
| Mr. Huang Lizhi | 4/4 |
| Mr. Ng Kay Kwok | 4/4 |

### Nomination Policy

The nomination policy of the Group (the "**Nomination Policy**") is in place and was adopted in writing in the Year taking into consideration the revised Listing Rules effective from 1 January 2019. The Nomination Policy sets out the procedures, process and criteria for identifying and recommending candidates for election to the Board.

## BOARD COMMITTEES (continued)

### Remuneration Committee

The Remuneration Committee has been established since June 2005. As at the date of this report, the Remuneration Committee comprises three independent non-executive Directors namely, Messrs. Choy Hiu Fai, Eric (chairman of the Remuneration Committee), Huang Lizhi and Ng Kay Kwok. The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice in accordance with the Company's policy if considered necessary.

The major roles and functions of the Remuneration Committee are:

(i) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

(ii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

(iii) to make recommendations to the Board on the remuneration of non-executive Directors;

(iv) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group;

(v) to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

(vi) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

(vii) to ensure that no Director or any of his associates is involved in deciding his own remuneration;

(viii) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and

(ix) to ensure that the Company shall disclose details of any remuneration payable to the senior management in the annual reports.

## BOARD COMMITTEES (continued)

### Remuneration Committee (continued)

The terms of reference of the Remuneration Committee were adopted in June 2005 and lately, revised on 28 March 2013 and have been posted on the Exchange's website and the Company's website.

The Remuneration Committee shall meet at least once a year. During the Year, the Remuneration Committee passed several written resolutions and held four meetings to review the remuneration packages of the Board, the re-appointment of executive Directors and independent non-executive Directors and review the existing remuneration packages of the Board.

The attendance of each Remuneration Committee member is set out as follows:

| **Remuneration Committee members** | **Number of Remuneration Committee meetings attended/eligible to attend** |
|---|---|
| Mr. Choy Hiu Fai, Eric *(Chairman)* | 4/4 |
| Mr. Huang Lizhi | 4/4 |
| Mr. Ng Kay Kwok | 4/4 |

The remuneration payable to Directors will depend on their respective contractual terms under their service contracts as approved by the Board on the recommendation of the Remuneration Committee. Details of the Directors' remuneration are set out in note 14 to the consolidated financial statements.

# BOARD COMMITTEES (continued)

## Audit Committee

As at the date of this report, the Audit Committee comprises three independent non-executive Directors, namely, Messrs. Ng Kay Kwok (chairman of the Audit Committee), Choy Hiu Fai, Eric, and Huang Lizhi. The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

During the Year, the Audit Committee has reviewed the Group's consolidated financial statements for the year ended 31 December 2018 and the interim financial report for the six months ended 30 June 2019, including the accounting principles and practice adopted by the Group.

The audited final results for the Year has been reviewed by the Audit Committee.

The major roles and functions of the Audit Committee are:

(i) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any questions of its resignation or dismissal;

(ii) to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences;

(iii) to develop and implement policy on engaging an external auditors to supply non-audit services. For this purpose, "external auditors" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

(iv) to monitor integrity of financial statements of the Company and its annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them;

(v) to review the Company's financial reporting systems, risk management and internal control systems;

## BOARD COMMITTEES (continued)

### Audit Committee (continued)

(vi) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have an effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;

(vii) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;

(viii) where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;

(ix) to review the Group's financial and accounting policies and practices;

(x) to review the external auditors' management letter, any material queries raised by the auditors to management about accounting records, financial accounts or systems of control and management's response;

(xi) to ensure that the Board will provide a timely response to the issues raised in the external auditors' management letter;

(xii) to report to the Board on the matters set out in the CG Code; and

(xiii) to consider other topics, as defined by the Board.

The terms of reference of Audit Committee were adopted in January 2009 and lately, revised on 31 December 2018 and have been posted on the Exchange's website and the Company's website.

The Audit Committee shall meet at least twice a year. During the Year, the Audit Committee passed several written resolutions and held three meetings.

# BOARD COMMITTEES (continued)

## Audit Committee (continued)

During the Year, the Audit Committee had performed the work as summarised below:

(i) recommended to the Board for the re-appointment of the Group's auditors for the Year;

(ii) reviewed the letter of representation and the financial statements for the year ended 31 December 2018 and recommended the same to the Board for approval;

(iii) reviewed the financial statements for the six months ended 30 June 2019 and recommended the same to the Board for approval;

(iv) discussed the effectiveness of the internal control and risk management systems throughout the Group, including financial, operational and compliance controls;

(v) discussed the engagement of professional party for the environmental, social and governance reporting of the Group; and

(vi) met with the auditors of the Company regarding the pre-audit matters for preparation of the audited financial statements for the Year.

The attendance of each Audit Committee member is set out as follows:

| **Audit Committee members** | **Number of Audit Committee meetings attended/eligible to attend** |
|---|---|
| Mr. Ng Kay Kwok *(Chairman)* | 3/3 |
| Mr. Choy Hiu Fai, Eric | 3/3 |
| Mr. Huang Lizhi | 2/3 |

# ACCOUNTABILITY AND AUDIT

## Financial Reporting

The Directors acknowledge their responsibility for preparing, with support from the accounting department, the consolidated financial statements of the Group. In preparing the consolidated financial statements for the Year, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards (which also include Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the Listing Rules and the Companies Ordinance were complied with. The financial statements were prepared on a going concern basis.

The reporting responsibilities of the Company's external auditors, HLB, are set out in the Independent Auditors' Report on pages 44 to 50.

## Internal Control and Risk Management Systems

The Board is overall responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group established and maintained appropriate and effective risk management and internal control systems.

The Audit Committee reviews the risk management and internal controls that are significant to the Group on an on-going basis. The Audit Committee considers the adequacy of resources, qualifications and experience and training of staff and external advisor of the Group's accounting, internal audit and financial reporting functions.

The management of the Group is responsible for designing, maintaining, implementing and monitoring the risk management and internal control system to ensure adequate control is in place to safeguard the Group's assets and stakeholder's interest.

The Group has established risk management procedures to address and handle all significant risks associated with the business of the Group. The Board conducts annual review on any significant change of the business environment and establish procedures to respond the risks resulting from significant change in business environment. The risk management and internal control systems are designed to mitigate potential losses of business.

The management identifies risks associated with the business of the Group by considering both internal and external factors and events which include politics, economy, technology, environment, society and staff. Each type of risks has been assessed and prioritised based on their relevant impact and possibility of occurrence. The relevant risk management strategy will be applied to each type of risks according to the assessment results, and the types of risk management strategy are listed as follows:

– Risk retention and reduction: accept the impact of risk or undertake actions by the Group to reduce the impact of the risks;

– Risk avoidance: change business process or objective so as to avoid the risk;

– Risk sharing and diversification: diversify the effect of the risk or allocate to different location or product or market;

– Risk transfer: transfer ownership and liability to a third party.

## ACCOUNTABILITY AND AUDIT (continued)

### Internal Control and Risk Management Systems (continued)

The internal control systems are designed and implemented to reduce the risks associated with the business accepted by the Group and minimise the adverse impact resulting from the risks. The risk management and internal control system is 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.

For the Year, the Group has engaged an external advisory firm to undertake the internal audit function to ensure the effectiveness and efficiency of the risk management and internal control system of the Group. No significant deficiency and weakness on the internal control system has been identified by the external advisory firm for the Year.

The Board considered that, for the Year, the risk management and internal control system and procedures of the Group, covering all material controls including financial, operational and compliance controls and risk management functions, were reasonably effective and adequate.

The Company regulates the handling and dissemination of inside information as set out in the code of conduct to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made.

### External Auditors' Remuneration

During the Year, the remuneration payable to the Company's external auditors is set out as follows:

| **Services rendered for the Group** | **Fee payable 2019 HK$'000** |
|---|---|
| Audit services | **900** |

## CORPORATE GOVERNANCE FUNCTION

The Board is also responsible for performing the corporate governance duties with its written terms of reference as set out below:

(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 the Directors and senior management;

(c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(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 CG Code and disclosure in the Corporate Governance Report.

During the Year, the Board has reviewed the policy of the corporate governance and the corporate governance report of the Company.

## TRAINING FOR DIRECTORS

Every newly appointed Director will receive an information package from the Company on the first occasion of his/her appointment. This information package is a comprehensive, formal and tailored induction on the responsibilities and on-going obligations to be observed by a Director pursuant to the Companies Ordinance, the Listing Rules and the SFO. In addition, this information package includes material which briefly describes the operations and business of the Company. Directors will be continuously updated on major development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices.

The Company provides regular updates and presentations on changes and developments relating to the Group's business and the legislative and regulatory environments to the Directors at regular Board meetings.

The Directors are committed to complying with code provision A.6.5 of the CG Code and all Directors have participated in continuous professional development to develop and refresh their knowledge and skills and provided a record of training they received for the Year to the Company.

## TRAINING FOR DIRECTORS (continued)

The individual training record of each Director received for the Year is summarised as follows:

| Directors | Type of continuous professional development programmes |
|---|---|
| Dr. Li Ai Guo | B |
| Mr. Chong Kok Leong | B |
| Mr. Zhuang Miaozhong | B |
| Mr. Choy Hiu Fai, Eric | A, B |
| Mr. Huang Lizhi | B |
| Mr. Ng Kay Kwok | B |

Notes:

A: attending seminars/forums/workshops/conferences relevant to the business or directors' duties

B: reading regulatory updates

## COMPANY SECRETARY

Ms. Lai Wai Ha has been appointed as the Company Secretary since 1 August 2018 up to 15 October 2019. Mr. Cheung Yuk Chuen, delegated by an external service provider, has been appointed as the Company Secretary since 16 October 2019 and has taken no less than 15 hours of relevant professional training for the Year. His primary contact person in the Company is Mr. Chong Kok Leong, the executive Director.

## SHAREHOLDERS' RIGHTS

### Right to convene extraordinary general meeting

The Directors, on the requisition of shareholder(s) of the Company holding at the date of the deposit of the requisition not less than one-twentieth 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 rights, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company for the attention of the Board or the Company Secretary.

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 1. INTRODUCTION

The Group regards corporate social responsibilities as one of the core values of its business operations for sustainable development and thus is committed to operate its business in an economic, social and environmentally feasible manner. The Group firmly recognizes the importance of balancing its business objectives with the stewardship of natural environment, the need to meet market demand for resources, and the need to build a more prosperous and sustainable society.

This environmental, social and governance ("ESG") report, prepared in accordance with the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 of the Rules Governing the Listing of Security on The Stock Exchange of Hong Kong Limited, has been reviewed and approved by the Company's Board of Directors. It aims to provide a balanced representation of the efforts made by the Group on environmental protection and social responsibility and covers the Group's major operating activities, including treasury investment, provision of loan financing and design and provision of energy saving solutions for the year ended 31 December 2019 (the "Year"). There are no significant changes in the scope of this report from that of environment, social and governance report for the year ended 31 December 2018.

## 2. STAKEHOLDERS ENGAGEMENT

The Group endeavors to create sustainable growth and long-term value for its stakeholders, who comprise the Group's employees, investors, contractors, customers and the wider community. We continue to interact with our stakeholders on an ongoing basis in order to understand their views and collect their feedback. Our communication channels with our stakeholders include company website, annual general meeting, staff meetings and contractor meetings.

## 3. ENVIRONMENTAL

The Group's business predominantly focuses on the provision of energy saving solutions which involves the design, installation and implementation of the "Ultra Performance Plant Control System ("UPPC System"). These operations do not have significant impact on the environmental and natural resources thus the Group's emission relating to air, greenhouse gas emissions and discharges into water and land as well as the generation of hazardous and non-hazardous wastes are minimal in the Year. The UPPC System is designed to optimize energy efficiency of customers including but not limited to offices and production plants, thereby aid the presentation of the environment and natural resources.

# 3. ENVIRONMENTAL (continued)

## 3.1 Energy Consumption and Green House Gas ("GHG") Emissions

### Overview of energy consumption

| Energy Consumption | 2019 kWh | 2018 kWh | Variance Increase/ (decrease) |
|---|---|---|---|
| Electricity | **20,427** | 19,054 | 7% |
| Energy consumption intensity[1] | | | |
| Per employee | **730** | 560 | 30% |

Note:

1. Energy consumption intensity is calculated by dividing the total energy consumption by the number of employees. The number of employees for 2018 and 2019 is 34 and 28 respectively.

### Overview of carbon footprint

| GHG Emissions | 2019 $tCO_2e$ | 2018 $tCO_2e$ | Variance Increase/ (decrease) |
|---|---|---|---|
| Scope 2: Indirect emissions[2] | | | |
| – Carbon dioxide | **14** | 13 | 8% |
| Scope 3: Other indirect emissions[3] | | | |
| – Carbon dioxide | **13** | 11 | 18% |
| Total GHG emissions | | | |
| – Carbon dioxide | **27** | 24 | 13% |
| GHG emissions intensity[4] | | | |
| Per employee | **0.96** | 0.7 | 37% |

Notes:

1. The above calculation is based on the reference and tools provided by Environmental Protection Department. https://www.carbon-footprint.hk/node/52

2. Scope 2 refers to indirect GHG emissions from consumption of purchased electricity.

3. Scope 3 refers to other indirect GHG emissions from paper consumption and business travel.

4. GHG emissions intensity is calculated by dividing the total GHG emissions by the number of employees.

# 3. ENVIRONMENTAL (continued)

## 3.1 Energy Consumption and Green House Gas ("GHG") Emissions (continued)

The Group's operations do not generate direct GHG emissions, the major sources of emission of GHG by the Group are consumption of electricity at the workplace and business travels by employees. The Group has therefore, directed efforts to monitor its electricity usage in the workplace by encouraging our employees to keep the indoor temperature within the office at 24 to 26 degrees Celsius and to switch off lights and other office equipment when idle. However, due to the generally higher temperature experienced during the Year, the property management office had switched on the central air conditioning system earlier than usual. As a result, the Group's electricity consumption increased by 7% from 19,054 kWh in 2018 to 20,427 kWh in the Year and related GHG emissions increased from 13 tonnes of $CO_2$ equivalent in 2018 to 14 tonnes of $CO_2$ equivalent in the Year.

The Group's other indirect emissions, which are mainly generated from business travels, increased by 18% from 11 tonnes of $CO_2$ equivalent in 2018 to 13 tonnes of $CO_2$ equivalent in the Year. The main reason for the increase was mainly due to more complex projects were carried out which required onsite visits for effective communication with our clients.

The Group is committed to promote a sustainable working and living environment through continuous efforts in emissions reduction and will continue to encourages staff to use e-communication channels, such as video conference for business meetings whenever possible, in order to minimize greenhouse gas emissions caused by business trips.

## 3.2 Waste Management

The Group adheres to waste management principles that comply with the Environmental Protection Law of the People's Republic of China and other applicable environmental laws and regulations. No hazardous waste produced by the Group is observed during the Year and the major non-hazardous waste generated by the Group's operations is shown below:

| Non-hazardous waste | **2019 sheet** | 2018 sheet | Variance Increase/ (decrease) |
|---|---|---|---|
| Paper | **18,000** | 18,500 | (3%) |
| Paper consumption intensity[1] | | | |
| Per employee | **643** | 544 | 18% |

Note:

1. Paper consumption intensity is calculated by dividing the paper consumption by the number of employees.

Paper waste is the major waste that has been identified in the Group's business operation. The Group encourages employees to maximize the usage of electronic copies instead of hardcopies to create a paperless environment and setting duplex printing as default setting in printers for printing internal documents. Hence, paper consumption decreased by 3% from 18,500 sheets in 2018 to 18,000 sheets in the Year.

# 3. ENVIRONMENTAL (continued)

## 3.3 Use of Resources

As an environmentally friendly and energy saving services provider, the Group is committed to utilise resources in the most efficient and effective manner. Electricity and materials are the main resources used by the Group during the Year. Hence, the Group adopts the following key policies in the workplace and for its operations:

– Standardisation of materials for installation of the UPPC System;

– Utilisation of scrap materials where possible;

– Use of optimal temperature and light control in the workplace;

– Switch off lights and air-conditions when idle; and

– Use recycle paper and duplex print wherever possible and appropriate.

Moreover, the principal activities of the Group are not in production, hence water is used mainly for domestic purpose at our office and the Group does not have any concern in sourcing water that is fit for such purpose. The Group will continue to promote energy and water-saving behavior under its overall environmental management agenda.

## 3.4 Compliance

The Group is not aware of any incidents of non-compliance with laws and regulations that have a significant impact on the Group relating to air and GHG emission, discharges into water and land and generation of hazardous and non-hazardous wastes.

# 4. SOCIAL

## 4.1 Employment

The Group considers its employees as its most valuable asset and the key to long-term growth and prosperity. It is committed to provide a healthy, safe and friendly working environment. The Group has several non-discriminatory policies in place to ensure equal opportunities for all sexes, ethnicities, races, ages and religions.

The management regularly reviews the Group's remuneration and benefits policies with reference to the market standards and is committed to safeguarding the rights and interests of the staff. Remuneration and benefits have been adjusted and reviewed on annual basis in accordance with the employees' individual performance, contribution and market conditions.

Employment rights such as compensation and dismissal, recruitment and promotion, working hours, rest period, equal opportunity, diversity, anti-discrimination and welfare and other benefits were clearly stated in the employment contract to protect the interest of the staff.

# 4. SOCIAL (continued)

## 4.1 Employment (continued)

The Group encourages work-life balance to raise team spirit and promote good relations with the employees. The Group has organised activities for staff such as annual dinner to bond and increase staff satisfaction.

During the Year, the Group was not aware of any material non-compliance with laws and regulations relating to employment and labour practices.

## 4.2 Health and Safety

The Group is committed to maintaining high standards of health and safety for staff. The Group has fully complied with all relevant laws and regulations regarding the health and safety requirements of the Group during the Year.

To minimize occupational accidents and to provide a safe and secure working environment, the Group makes use of visual aids and diagrams to demonstrate safety rules. All employees are required to abide all safety rules and regulations and utilise applicable protection measures at all times to avoid accidents.

During the Year, no non-compliance with the laws and regulations relating to occupational safety that have resulted or may result in significant impact on the Group was identified.

## 4.3 Development and Training

The Group trusts that growth of employees remains key to sustaining market leadership. It is imperative to cultivate a learning culture within the Group and to encourage continual education and development in order for our employees to be well-equipped and competent in delivering high quality services and products to customers, and to raise their occupational safety awareness.

Training of the Group could be categorized into three aspects:

- New-comer programme;
- On-the-job training programmes; and
- External trainings

New employees are provided with on-board training to familiarize with the culture, business and operation of the Group. Also, for technical positions such as technical support, every newly-hired employee will be provided with pre-job technical training to enhance their professional skills.

The Group welcomes every staff to join training programmes according to their respective job duties and positions. The Group's human resources department would review all staff applications from the staffs and assign each staff to the most suitable training and development programme.

# 4. SOCIAL (continued)

## 4.4 Labour Standards

The Group seeks to provide a work environment with equal opportunities and diversified human resources. The Group's guidelines on staff recruitment and avoidance of unlawful employment policy outlines the Group's obligations as a responsible employer and the procedure necessary to ensure all candidates are treated equally and employment is complaint with local laws and regulations.

Information such as statement on work hours, pay and performance issues, policies on benefits, trainings, leave and disciplinary procedures and possible sanction are clearly stated on a written employee hand book provided in the national language of the employees.

During the Year, there is no child or forced labour in the Group as the Group works in compliance with the Employment Ordinance of the Hong Kong Special Administrative Region and Labour Contract Law of the People's Republic of China in term of employment management.

## 4.5 Supply Chain Management

Maintaining an efficient and fair supply chain is one of the agendas of the Group to ensure stable and quality supplies.

For this purpose, the Group closely collaborates with stakeholders along the supply chain to improve overall environmental, social and governance performance and to ensure to ensure all supply chain management processes are in line with the best practice incorporated.

## 4.6 Product and Service Responsibility

Maintaining a high quality and standard of the products and services is crucial to the Group's success and sustainable development. Therefore, maintaining consistency in quality and precision of the products are the Group's major priorities. Each UPPC System of the Group are subject to stringent quality tests before release to the customers. The Group also provides after-sales services such as maintenance services, email and phone supports.

During the Year, the Group was not aware of any non-complied with relevant laws, rules and regulations relating to products and services safety that have resulted or may result in significant impact on the Group.

## 4.7 Anti-Corruption

Anti-corruption measures and laws are enforced within the business arena of the Group. The Group endeavor to maintain high moral standard and integrity, and forbid any forms of corruptions by setting out guidance in the Group's Code of Conducts. Whistleblowing policy is a good example of an anti-corruption, anti-fraud, and anti-malpractice policy followed by the Group which encourages reporting of any inappropriate behavior. During the Year, there were no complaints of corruption against the Group or any of the staff.

# 4. SOCIAL (continued)

## 4.8 Community Investment

The Group believed that a sustainable community plays a vital role in its long-term growth and success. Therefore, the Group has portrayed immense dedication in contributing to the amelioration of the society through collaborating with the local communities it operates in and addressing the community's need.

The Group also encourages employees to devote time and to actively get involved in community engagements and charity works.

In the future, the Group will:

– Seek opportunities to work with charitable organisations to get involved in different community programmes and contribute to the society; and

– Promote health of its employees and customers by organising and taking part in sports and fitness activities.

# INDEPENDENT AUDITORS' REPORT

國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

**TO THE SHAREHOLDERS OF**
**THE HONG KONG BUILDING AND LOAN AGENCY LIMITED**
*(Incorporated in Hong Kong with limited liability)*

## QUALIFIED OPINION

We have audited the consolidated financial statements of The Hong Kong Building and Loan Agency Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 51 to 139, 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, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, 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 Hong Kong Companies Ordinance.

## BASIS FOR QUALIFIED OPINION

As detailed in Note 17 to the consolidated financial statements, the intangible assets of the Group amounted to approximately HK$101,000,000 as at 31 December 2018, representing its recoverable amount as at that date. The recoverable amount of the intangible assets was estimated by reference to the value in use of the design and provision of energy saving solutions cash generating unit (the "CGU") in the energy saving solution business segment to which the intangible assets belong. The value in use of the CGU was estimated based on cash flow projections of the CGU. The preparation of the cash flow projections involved management making certain key assumptions, including the assumption that the Group would be able to obtain additional working capital required for payment by the CGU of the costs of design, procurement and installation of the CGU's proprietary UPPC Systems as well as maintenance costs over the contract period for the new contracts included in the cash flow projections. The CGU would not be able to meet the cash flow projections if the Group were to be unable to obtain the additional working capital due to the factors concerning the material uncertainties about the Group's ability to continue as a going concern, in which event adjustments would have to be made to further write down the carrying value of the intangible assets as at 31 December 2018.

## BASIS FOR QUALIFIED OPINION (continued)

The possible effects of the adjustments referred to above were not reflected in the consolidated financial statements of the Group for the financial year ended 31 December 2018 and we were unable to determine whether such adjustments were necessary. Our audit opinion on the consolidated financial statements for the financial year ended 31 December 2018 was modified accordingly. Since opening balances as at 1 January 2019 affect the determination of the results of operations for the year ended 31 December 2019, any adjustments found to be necessary to the opening balances of the intangible assets of the Group as at 1 January 2019 would have consequential effects on the impairment loss recognised on intangible assets, and hence on loss and amounts presented in consolidated statement of cash flows of the Group, for the year ended 31 December 2019. Accordingly, any adjustments found to be required to the carrying value of the intangible assets as at 31 December 2018 may have consequential significant effects on the consolidated financial statements for the year ended 31 December 2019, including the comparative figures for the preceding financial year, and hence on the net liabilities of the Group as at 31 December 2018 and the loss and amounts presented in consolidated statement of cash flows for the years ended 31 December 2019 and 2018.

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

## MATERIAL UNCERTAINTY RELATING TO GOING CONCERN

We draw attention to Note 3(b) in the consolidated financial statements, which indicates that the Group incurred a net loss of approximately HK$109,325,000 and a net cash outflow from operating activities of approximately HK$13,017,000 for the year ended 31 December 2019. These factors indicate the existence of material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the "Basis for Qualified Opinion" and "Material uncertainty relating to going concern" sections, we have determined the matters described below to be the key audit matters to be communicated in our report.

**Key audit matter**

**Impairment assessment on intangible assets for energy saving solution business**

Refer to Notes 5 and 17 to the consolidated financial statements.

As at 31 December 2019, the carrying amount of the Group's intangible assets in relation to design and provision of energy saving solutions cash generating unit ("CGU") was approximately HK$49,000,000.

Management performed impairment assessment of the design and provision of energy saving solutions CGU and recognised an impairment loss on intangible assets of approximately HK$43,435,000 for the year.

We focused on these areas as the assessment made by management involved significant estimates and judgement with respect to the discount rate and underlying cashflows, in particular future revenue growth rate and capital expenditure. Independent external valuation was obtained in order to support the management's estimation.

**How our audit addressed the key audit matter**

Our procedures in relation to management's impairment assessment of intangible assets included:

- Evaluating the independent professional external valuer's competence, capabilities and objectivity;
- Assessing the appropriateness of the valuation methodology, key assumptions and estimates used based on our knowledge of the relevant industry and using our valuation experts;
- Challenging the reasonableness of key assumptions used based on our knowledge of the business and industry; and
- Checking, on a sample basis, the accuracy and relevance of the input data used.

We found that the assumptions made by management in relation to the value in use calculations and the fair value assessment of intangible assets to be reasonable based on available evidence.

## KEY AUDIT MATTERS (continued)

**Key audit matter**

**Allowance for expected credit losses recognised in respect for trade receivables and finance lease receivables**

Refer to Notes 5, 22 and 24 to the consolidated financial statements.

At 31 December 2019, the Group has gross trade receivables of approximately HK$61,306,000 and allowance for expected credit losses of approximately HK$11,977,000.

At 31 December 2019, the Group has gross finance lease receivables of approximately HK$81,293,000 and allowance for expected credit losses of approximately HK$3,430,000.

Management performed periodic assessment on the recoverability of the trade receivables and finance lease receivables and the sufficiency of allowance for expected credit losses based on information including internal credit assessment of different customers, ageing of the trade receivables and finance lease receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and ongoing trading relationships with the relevant customers. Management also considered forward-looking information that may impact the counterparties' ability to repay the outstanding balances in order to estimate the expected credit losses for impairment assessment.

We focused on this are due to the impairment assessment of trade receivables and finance lease receivables under the expected losses model involved the use of significant management judgments and estimates.

**How our audit addressed the key audit matter**

Our procedures in relation to management's estimated allowance for expected credit losses of the trade receivables and finance lease receivables as at 31 December 2019 included:

- Understanding and evaluating the key controls that the Group has implemented to manage and monitor its credit risk, and validating the control effectiveness on a sample basis;
- Checking, on a sample basis, the ageing profile of the trade receivables and finance lease receivables as at 31 December 2019 to the underlying financial records and post year-end settlements to bank receipts;
- Inquiring of management for the status of each of the material trade receivables and finance lease receivables past due as at year end and corroborating explanations from management with supporting evidence, such as internal credit assessment of selected customers, understanding ongoing business relationship with the customers based on trade and finance lease records, checking historical and subsequent settlement records of and other correspondence with the counterparties; and
- Assessing the appropriateness of the expected credit loss provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses.

We found that the management judgement and estimates used to assess the recoverability of the trade receivables and finance lease receivables and determine the allowance for expected credit losses to be supportable by available evidence.

## OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon (the "Other Information").

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. As described in the Basis for Qualified Opinion section above, we were unable to obtain sufficient appropriate evidence about the possible effects of the adjustments that might be required to further write down the carrying value of the intangible assets of the Group as at 31 December 2018 and the consequential adjustments to the results of operations of the Group for the year ended 31 December 2019. Accordingly, we are unable to conclude whether or not the Other Information is materially misstated with respect to this matter.

## RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE 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 Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

## AUDITORS' 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 auditors' report that includes our opinion. We report our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance 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 HKSAs 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.

## AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

As part of an audit in accordance with HKSAs, we exercise professional judgment 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.

- 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 auditors' 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 auditors' 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.

## AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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.

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

The engagement director on the audit resulting in this independent auditors' report is Shek Lui.

**HLB Hodgson Impey Cheng Limited**
Certified Public Accountants

**Shek Lui**
Practising Certificate Number: P05895

Hong Kong, 9 May 2020

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2019

| | Notes | **2019 HK$'000** | 2018 HK$'000 |
|---|---|---|---|
| **Revenue** | 8 | **41,272** | 50,506 |
| Cost of sales | | **(37,132)** | (35,606) |
| **Gross profit** | | **4,140** | 14,900 |
| Other income | 9 | **5,155** | 7,384 |
| Net allowance of expected credit losses on trade receivables and finance lease receivables | | **(13,042)** | (289) |
| Loss on early settlement of finance lease receivables | | **(9,800)** | – |
| Loss on disposal of subsidiary | 35 | **(5,593)** | – |
| Impairment loss on goodwill | 20 | **–** | (432,403) |
| Impairment loss on intangible assets | 17 | **(43,435)** | (541,453) |
| Amortisation of intangible assets | 17 | **(8,565)** | (54,484) |
| Loss on remeasurement of liability component of convertible bonds | 29 | **–** | (403,694) |
| Selling expenses | | **(2,281)** | (2,515) |
| Administrative and operating expenses | | **(20,144)** | (22,047) |
| **Loss from operations** | | **(93,565)** | (1,434,601) |
| Finance costs | 10 | **(23,560)** | (99,123) |
| **Loss before taxation** | 11 | **(117,125)** | (1,533,724) |
| Taxation | 12 | **7,800** | 161,986 |
| **Loss for the year** | | **(109,325)** | (1,371,738) |
| **Other comprehensive income/(loss) for the year, net of tax** | | | |
| *Item that will not be reclassified to profit or loss:* | | | |
| Changes in fair value of financial assets at fair value through other comprehensive income | | **6,522** | (2,481) |
| *Item that may be reclassified subsequently to profit or loss:* | | | |
| Exchange differences on translating foreign investments | | **446** | (6,430) |
| **Other comprehensive income/(loss) for the year, net of tax** | | **6,968** | (8,911) |
| **Total comprehensive loss for the year, net of tax** | | **(102,357)** | (1,380,649) |
| **Loss for the year attributable to owners of the Company** | | **(109,325)** | (1,371,738) |
| **Total comprehensive loss attributable to owners of the Company** | | **(102,357)** | (1,380,649) |
| | | **HK cents** | HK cents |
| **Loss per share** | | | |
| – Basic and diluted | 16 | **(4.26)** | (59.47) |

The accompanying notes form an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2019

| | Notes | **2019 HK$'000** | 2018 HK$'000 |
|---|---|---|---|
| **Non-current assets** | | | |
| Intangible assets | 17 | **49,000** | 101,000 |
| Property, plant and equipment | 18 | **116** | 367 |
| Right-of-use assets | 19 | **374** | – |
| Construction in progress | | **–** | 19,614 |
| Financial assets at fair value through other comprehensive income | 21 | **–** | 8,811 |
| Trade receivables | 22 | **25,126** | 13,130 |
| Finance lease receivables | 24 | **51,313** | 68,160 |
| | | **125,929** | 211,082 |
| **Current assets** | | | |
| Inventories | | **562** | 597 |
| Trade and bills receivables | 22 | **25,457** | 34,084 |
| Prepayments, deposits and other receivables | 23 | **1,183** | 1,784 |
| Finance lease receivables | 24 | **26,550** | 10,707 |
| Cash and bank balances | 25 | **11,076** | 22,986 |
| | | **64,828** | 70,158 |
| **Current liabilities** | | | |
| Trade and other payables | 26 | **17,705** | 51,991 |
| Lease liabilities | 27 | **376** | – |
| Other borrowing | 28 | **22,318** | 22,532 |
| Convertible bonds | 29 | **–** | 945,158 |
| Promissory notes | 30 | **–** | 127,400 |
| | | **40,399** | 1,147,081 |
| **Net current assets/(liabilities)** | | **24,429** | (1,076,923) |
| **Total assets less current liabilities** | | **150,358** | (865,841) |

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

As at 31 December 2019

| | Notes | 2019 HK$'000 | 2018 HK$'000 |
|---|---|---|---|
| **Non-current liabilities** | | | |
| Deferred tax liabilities | 31 | **7,350** | 15,150 |
| | | **7,350** | 15,150 |
| **Net assets/(liabilities)** | | **143,008** | (880,991) |
| **Capital and reserves** | | | |
| Share capital | 32 | **3,148,629** | 1,344,398 |
| Reserves | | **(3,005,621)** | (2,225,389) |
| **Total equity** | | **143,008** | (880,991) |

Approved and authorised for issue by the board of directors on 9 May 2020 and signed on its behalf by:

**Dr. Li Ai Guo**
*Director*

**Mr. Chong Kok Leong**
*Director*

The accompanying notes form an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2019

| | | Reserves | | | | | |
|---|---|---|---|---|---|---|---|
| | Share capital HK$'000 | Share options reserve HK$'000 | Convertible bond reserve HK$'000 | Financial assets at fair value through other comprehensive income reserve HK$'000 | Exchange reserve HK$'000 | Accumulated losses HK$'000 | Total HK$'000 |
| At 1 January 2018 (Restated) | 1,344,398 | 607 | 672,631 | 1,203 | 4,566 | (1,523,747) | 499,658 |
| Loss for the year | – | – | – | – | – | (1,371,738) | (1,371,738) |
| Other comprehensive loss for the year | – | – | – | (2,481) | (6,430) | – | (8,911) |
| Total comprehensive loss for the year | – | – | – | (2,481) | (6,430) | (1,371,738) | (1,380,649) |
| At 31 December 2018 and 1 January 2019 | 1,344,398 | 607 | 672,631 | (1,278) | (1,864) | (2,895,485) | (880,991) |
| Loss for the year | – | – | – | – | – | (109,325) | (109,325) |
| Other comprehensive income for the year | – | – | – | 6,522 | 446 | – | 6,968 |
| Total comprehensive income/(loss) for the year | – | – | – | 6,522 | 446 | (109,325) | (102,357) |
| Release upon disposal of subsidiary (Note 35) | – | – | – | (5,244) | – | – | (5,244) |
| Lapse of share option | – | (607) | – | – | – | 607 | – |
| Implementation of the Scheme | | | | | | | |
| – Issue of scheme shares, net of expense (Note 32) | 1,131,600 | – | – | – | – | – | 1,131,600 |
| – Conversion of convertible bonds under the scheme of arrangement | 672,631 | – | (672,631) | – | – | – | – |
| **At 31 December 2019** | **3,148,629** | **–** | **–** | **–** | **(1,418)** | **(3,004,203)** | **143,008** |

The accompanying notes form an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2019

| | Notes | 2019 HK$'000 | 2018 HK$'000 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Loss before taxation | | **(117,125)** | (1,533,724) |
| Adjustments for: | | | |
| Finance costs | 10 | **23,560** | 99,123 |
| Depreciation of property, plant and equipment | 18 | **249** | 293 |
| Amortisation of right-of-use assets | 19 | **467** | – |
| Loss on early settlement of finance lease receivables | 24 | **9,800** | – |
| Bank interest income | | **(80)** | (173) |
| Allowance for expected credit losses on trade receivables | | **11,289** | 770 |
| Allowance for expected credit losses on finance lease receivables | | **2,172** | – |
| Reversal of loss allowance on trade receivables | | **(1)** | (1) |
| Reversal of loss allowance on finance lease receivables | | **(418)** | (480) |
| Amortisation of intangible assets | 17 | **8,565** | 54,484 |
| Impairment loss on intangible assets | 17 | **43,435** | 541,453 |
| Loss on disposal of subsidiary | 35 | **5,593** | – |
| Impairment loss on goodwill | 20 | **–** | 432,403 |
| Loss on remeasurement of liability component of convertible bonds | 29 | **–** | 403,694 |
| **Operating loss before working capital changes** | | **(12,494)** | (2,158) |
| Decrease/(increase) in prepayments, deposits and other receivables | | **601** | (793) |
| Decrease in amount due from customers under construction contracts | | **–** | 861 |
| (Increase)/decrease in trade and bills receivables | | **(14,657)** | 10,867 |
| Increase in finance lease receivables | | **(10,550)** | (34,179) |
| Decrease in inventories | | **35** | 35 |
| Decrease in construction in progress | | **19,614** | 2,901 |
| Increase/(decrease) in trade and other payables | | **4,434** | (2,146) |
| Decrease in amounts due to shareholders | | **–** | (40) |
| Cash used in operations | | **(13,017)** | (24,652) |
| Interest paid | | **–** | (2,617) |
| **Net cash used in operating activities** | | **(13,017)** | (27,269) |
| **Cash flows from investing activities** | | | |
| Proceeds from disposal of financial assets at FVTOCI | | **–** | 835 |
| Purchase of property, plant and equipment | | **–** | (33) |
| Bank interest income received | | **80** | 173 |
| Net proceeds from disposal of subsidiary | 35 | **4,496** | – |
| **Net cash generated from investing activities** | | **4,576** | 975 |

## CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

For the year ended 31 December 2019

| | Notes | **2019 HK$'000** | 2018 HK$'000 |
|---|---|---|---|
| **Cash flows from financing activities** | | | |
| Repayments of lease liabilities | | **(519)** | – |
| Transaction cost for implementation of the Scheme of Arrangement | 32 | **(3,183)** | – |
| **Net cash used in financing activities** | | **(3,702)** | – |
| **Net decrease in cash and cash equivalents** | | **(12,143)** | (26,294) |
| **Cash and cash equivalents at beginning of year** | | **22,986** | 57,111 |
| Effect of exchange rate changes on the balance of cash held in foreign currencies | | **233** | (7,831) |
| Cash and cash equivalents at end of year | | **11,076** | 22,986 |
| **Analysis of balances of cash and cash equivalents** | | | |
| Cash and bank balances | | **11,076** | 22,986 |

The accompanying notes from an integral part of these consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

## 1. CORPORATE INFORMATION

The Hong Kong Building and Loan Agency Limited (the "Company") was incorporated in Hong Kong and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Exchange"). The address of registered office of the Company is Rooms 1801-4, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in treasury investments and provision of loan financing and design and provision of energy saving solutions.

The consolidated financial statements are presented in Hong Kong dollars ("HK$") which is the same as functional currency of the Company and rounded to the nearest thousand (HK$'000), unless otherwise stated.

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") for the first time in the current year:

| | |
|---|---|
| HKFRSs (Amendments) | Annual Improvements to HKFRSs 2015 – 2017 Cycle |
| HKFRS 9 (Amendments) | Prepayment Features with Negative Compensation |
| HKFRS 16 | Leases |
| HKFRS 19 (Amendments) | Plan Amendment, Curtailment or Settlement |
| HKFRS 28 (Amendments) | Long-term Interests in Associates and Joint Ventures |
| HK(IFRIC)-Int 23 | Uncertainty over Income Tax Treatment |

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in the consolidated financial statements.

### HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases ("HKAS 17"), and the related interpretations.

#### Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease* and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

### HKFRS 16 Leases (continued)

#### Definition of a lease (continued)

*As a lessee*

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by any prepaid or accrued lease payments by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

(i) elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;

(ii) excluded initial direct costs from measuring the right-of-use assets at the date of initial application;

(iii) applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment;

(iv) used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension and termination options; and

(v) relied on the assessment of whether leases are onerous by applying HKAS 37 Provisions, Contingent Liabilities and Contingent Assets as an alternative of impairment review.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rates applied is 9.65%.

A reconciliation of the operating lease commitment as at 31 December 2018 to the lease liabilities as at 1 January 2019 is as follows:

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

### HKFRS 16 Leases (continued)

#### Definition of a lease (continued)

*As a lessee (continued)*

| | At 1 January 2019 HK$'000 |
|---|---|
| Operating lease commitment at 31 December 2018 | 1,094 |
| Less: total future interest expenses | (67) |
| **Present value of remaining lease payments, discounted using the incremental borrowing rate and lease liabilities recognised as at 1 January 2019** | 1,027 |
| Less: Recognition exemption – short-term leases not recognised as liability | (180) |
| Lease liabilities as at 1 January 2019 | 847 |
| Analysis as: | |
| Non-current | 380 |
| Current | 467 |
| | 847 |

The Group recognised lease liabilities of approximately HK$847,000 and right-of-use assets of approximately HK$847,000 at 1 January 2019.

The carrying amount of right-of-use assets for own use as at 1 January 2019 comprises the following:

| | HK$'000 |
|---|---|
| Right-of-use assets relating to operating leases recognised upon application of HKFRS 16 (Note (a)) | 847 |
| By class | |
| – Office premises | 847 |

Note:

(a) The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the consolidated statement of financial position at 1 January 2019.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

### HKFRS 16 Leases (continued)

#### Definition of a lease (continued)

*As a lessee (continued)*

The following table summarises the impacts of the adoption of HKFRS 16 on the Group's consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

| | Carrying amount previously reported at 31 December 2018 HK$'000 | Adjustments HK$'000 | Carrying amount under HKFRS 16 at 1 January 2019 HK$'000 |
|---|---|---|---|
| **Non-current assets** | | | |
| Right-of-use assets | – | 847 | 847 |
| **Current liabilities** | | | |
| Lease liabilities | – | (467) | (467) |
| **Non-current liabilities** | | | |
| Lease liabilities | – | (380) | (380) |

Note:

(1) The application of HKFRS 16 to leases previously classified as operating leases under HKAS 17 resulted in the recognition of right-of-use assets of HKD847,000 and lease liabilities of HKD847,000 at the initial adoption of HKFRS 16.

### NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

| | |
|---|---|
| HKAS 1 and HKAS 8 (Amendments) | Definition of Material[1] |
| HKFRS 9, HKAS 39 and HKFRS 7 (Amendments) | Interest Rate Benchmark Reform[1] |
| HKFRS 3 (Amendments) | Definition of a Business[2] |
| HKFRS 10 and HKAS 28 (Amendments) | Sale or contribution of Assets between an investor and its Associate or Joint Venture[4] |
| HKFRS 17 | Insurance Contracts[3] |

1 Effective for annual periods beginning on or after 1 January 2020.

2 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

3 Effective for annual periods beginning on or after 1 January 2021.

4 Effective for annual periods beginning on or after a date to be determined.

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

### NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE (continued)

In addition to the above new and amendments to HKFRSs, a revised "Conceptual Framework for Financial Reporting" was issued in 2018. Its consequential amendments, the "Amendments to References to the Conceptual Framework" in HKFRS Standards, will be effective for annual periods beginning on or after 1 January 2020. The directors of the Company anticipate that the application of all the new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### (a) Statement of compliance

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by HKICPA. In addition, these consolidated financial statements also include applicable disclosures required by the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange and the Hong Kong Companies Ordinance.

### (b) Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (b) Basis of preparation (continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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

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

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (b) Basis of preparation (continued)

#### Going Concern

For the year ended 31 December 2019, the Group incurred a net loss of approximately HK$109,325,000 (2018: approximately HK$1,371,738,000) and a net cash outflow from operating activities of approximately HK$13,017,000 (2018: approximately HK$27,269,000). The directors of the Company adopted the going concern basis in the preparation of consolidated financial statements and implemented the following measures in order to improve the working capital and liquidity and cash flow position of the Group.

*(i) Alternative source of funding*

The Group is actively considering to raise new capital by carrying out fund raising activities including but not limited to rights issue, open offer and placing of new shares.

*(ii) Control policy for operating cost*

The Group will implement operation plans to control costs and generate adequate cash flows from the Group's operations.

These conditions indicate the existence of a material uncertainty that might cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise the Group's assets and discharge the Group's liabilities in the normal course of business.

The directors of the Company have reviewed the Group's cash flow projections prepared by the management. The cash flow projections cover a period of not less than twelve months from the end of the reporting period. The directors of the Company are of the opinion that, taking into account the above mentioned plans and measures, the Group would have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the end of the reporting period. Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements for the year ended 31 December 2019 on a going concern basis.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for any future liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (c) Basic of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

# 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## (c) Basic of consolidation (continued)

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

### Changes in the Group's ownership interests in existing subsidiaries

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

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and 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 carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

## (d) Investments in subsidiaries

Investments in subsidiaries are included in the Company's statement of financial position at cost less any identified accumulated impairment loss. Results of subsidiaries are accounted for by the Company on the basis of dividends received or receivable during the year.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

# 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## (e) Business combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

(i) deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;

(ii) liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment transactions with share-based payment transactions of the Group are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date;

(iii) assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and

(iv) lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at he acquisition date, except for leases for which (a) the lease terms ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquire (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or another measurement basis required by another standard.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (e) Business combination (continued)

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and considered as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments being made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

### (f) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of profit or loss on disposal.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (g) Impairment of non-financial assets (other than goodwill)

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (h) Revenue and other income recognition

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance 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.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

A contract asset and a contract liability relating to a contract are accounted for an presented on a net basis.

For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (h) Revenue and other income recognition (continued)

#### Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

#### Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the Group transferred the associated goods or services before payments from customers in which the Group adjusts for the promised amount of consideration for significant financing components, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The Group recognises interest income during the period between the payment from customers and the transfer of the associated goods or services.

#### Costs to fulfil a contract

The Group incurs costs to fulfil a contract in its construction contracts. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant Standards, failing which it recognises an asset for these costs only if they meet all of the following criteria:

(a) the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;

(b) the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and

(c) the costs are expected to be recovered.

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

The Group recognises revenue from the following major sources:

*Energy saving solutions income*

Energy saving solutions income is recognised when the contract relates to work on energy saving solutions under the control of the customer and therefore the Group's construction activities create or enhance an asset under the customer's control.

When the outcome of energy saving solutions contract can be reasonably measured, revenue from the contract is recognised progressively over time using the input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

When the outcome of the contract cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (h) Revenue and other income recognition (continued)

#### Existence of significant financing component (continued)

*Repair and maintenance service income*

Repair and maintenance service income is recognised in the accounting period in which the services are based on the actual service provided.

*Finance lease interest income*

Finance lease interest income is recognised on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

*Interest income*

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

### (i) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the group with no future related costs are recognised in profit or loss in the period in which they become receivable.

### (j) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred.

Depreciation is provided on the straight line method so as to write down the cost of property, plant and equipment to their realisable value over their anticipated useful lives at the following annual rates:

| | |
|---|---|
| Office equipment: | 25% |
| Furniture and fixture: | 20% |
| Computer: | 25% |

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

# 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## (j) Property, plant and equipment (continued)

Depreciation is recognised so as to write off the costs of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year in which the item is derecognised.

## (k) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average costing method. Net realisable value is based on estimated selling price less any estimated costs to be incurred to completion on sale.

## (l) Leases

### Lease (upon application of HKFRS 16 in accordance with transitions in Note 2)

*Definition of a lease*

Lease is a contract 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 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 (upon application of HKFRS 16 in accordance with transitions in Note 2)

*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, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (l) Leases (continued)

#### The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in Note 2) (continued)

*Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to leases of leased properties 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.

*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.

*Refundable rental deposits*

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

# 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## (l) Leases (continued)

### The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in Note 2) (continued)

*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.

Lease payments included in the measurement of the lease liability comprise:

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

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/ expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The lease liability is presented as a separate line in the consolidated statement of financial position.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (l) Leases (continued)

#### The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in Note 2) (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 and lease incentives from lessor 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.

#### The Group as a lessee (prior to adoption of HKFRS 16 on 1 January 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight line basis.

# 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## (m) Foreign currencies translation

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing on the end of the reporting period. 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. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in equity in the consolidated financial statements. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the re-translation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognized directly in equity.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the exchange reserve.

## (n) Retirement benefits costs

(i) Salaries, annual bonuses, paid annual leave, leave passage and the cost to the Group of non-monetary benefits are accrued in the period in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Payments to Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance are made based on a percentage of the employee's basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme.

(iii) Payments to the state-managed retirement benefit schemes ("PRC Scheme") are charged as expenses when employees have rendered services entitling them to the contributions.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (o) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

# 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## (o) Taxation (continued)

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

## (p) Intangible assets

### Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

## (q) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (r) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest and dividend income which are derived from the financial assets and shareholders' rights are presented as other revenue and other income.

#### Financial assets

*Classification and subsequent measurement of financial assets*

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- The financial asset is held within a business model whose objective is to collect contractual cash flows; and

- The contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (r) Financial instruments (continued)

#### Financial assets (continued)

*Classification and subsequent measurement of financial assets (continued)*

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

*Financial assets at FVTPL*

Amortised cost and effective interest rate

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

The effective interest method is a method of calculating the amortised cost of debt instrument and of allocating interest income over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial assets, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying effective interest rate to the gross carrying amount of the financial asset.

# 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## (r) Financial instruments (continued)

### Financial assets (continued)

*Financial assets at FVTPL (continued)*

Amortised cost and effective interest rate (continued)

Financial assets that do not meet the criteria for being measured at amortised cost or at FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. Fair value is determined in the manner described in Note 5.

Financial assets at FVTOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assess' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through other comprehensive income, expect for the recognition of impairment gains or losses, interest income and foreign exchange gains/loss which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other (loss)/gain, net. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other (loss)/gain, net and impairment expenses are presented as separate line item in the consolidated statement of profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (r) Financial instruments (continued)

#### Financial assets (continued)

*Impairment of financial assets*

Impairment under ECL model

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade and bills receivables, deposits and other receivables, finance lease receivables, cash and bank balances. The amount of ECL is updated at each reporting period to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12m ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting period. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting period as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade and bills receivables. The ECL on these assets are assessed individually for significant balances or collectively using a provision matrix for the remaining balances with appropriate groupings based on shared credit risk characteristics of customers from the relevant operating segment.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting period with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

# 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## (r) Financial instruments (continued)

### Financial assets (continued)

*Impairment of financial assets (continued)*

Impairment under ECL model (continued)

- an actual or expected significant deterioration in the operating results of the debtor;

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or

- information developed internally or obtained from external sources indicates that the debtor is likely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

The Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (r) Financial instruments (continued)

Financial assets (continued)

*Impairment of financial assets (continued)*

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognized in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (r) Financial instruments (continued)

#### Financial assets (continued)

*Impairment of financial assets (continued)*

Measurement and recognition of ECL (continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's finance lease receivables and deposits and other receivables are each assessed as a separate group. Trade and bills receivables are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

#### Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the asset of the Group after deducting all of its liabilities. The Group's financial liabilities are classified into other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

*Other financial liabilities*

Other financial liabilities including trade and other payables, lease liabilities, promissory notes, convertible bonds and other borrowing are subsequently measured at amortised cost, using the effective interest rate method.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

# 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## (r) Financial instruments (continued)

### Financial liabilities and equity instruments (continued)

*Equity instruments*

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

*Effective interest method*

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

Interest expense is recognised on an effective interest basis other than those financial liabilities designated as at FVTPL.

*Convertible bonds*

The component parts of the convertible bonds issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognized in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible bonds, the balance recognised in equity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

At initial recognition the derivative component of the convertible bonds is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs that relate to the issuance of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

The derivative component is subsequently remeasured in accordance with note 3(r). The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method.

# 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## (r) Financial instruments (continued)

### Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

Financial liabilities are derecognised when the obligation specific in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liabilities derecognised and the consideration paid and payable is recognised in profit or loss.

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities.

# 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## (s) Equity-settled share-based payment transactions

### Share options granted to employees

The fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share options reserve).

When the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

### Share options granted to consultants

Share options issued in exchange for services are measured at the fair values of the services received, unless that fair value cannot be reliably measured, in which case the services received are measured by reference to the fair value of the share options granted. The fair values of the services received are recognised as expenses, with a corresponding increase in equity (share options reserve), when the counterparties render services, unless the services qualify for recognition as assets.

## (t) Provisions

Provisions are recognised when the Group have a present obligation (legal or constructive) as a result of a past event, and it is probable that the Group will be required to settle that obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

## (u) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprises of cash in hand, demand deposits and short term highly liquid investments which are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (v) Related party transactions

(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 the key management personnel of the Group or of a parent of the Group.

(b) An entity is related to the Group if any of the following conditions applies:

(i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group which the other entity is a member);

(iii) both entities are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

a. that person's children and spouse or domestic partner;

b. children of that person's spouse or domestic partner; and

c. dependants of that person or that person's spouse or domestic partner.

A transaction is considered to be a related party transaction when there is a transfer of resources and obligations between related parties.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (w) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's chief operating decision maker for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

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

## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies which are described in Note 3 to the consolidated financial statements, management has made certain key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk in causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

### (a) Income taxes

Significant judgement is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determinations are made.

### (b) Impairment of intangible assets

Determine whether intangible assets are impaired requires estimation of the value in use. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value.

The carrying amounts of intangible assets at the end of the reporting period were approximately HK$49,000,000 (2018: HK$101,000,000) and an impairment loss of approximately HK$43,435,000 was recognised for the year (2018: HK$541,453,000). Details of the impairment loss calculation are provided in Note 17 to the consolidated financial statements.

### (c) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires the Group estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate the present value.

The goodwill is fully impaired during the year ended 31 December 2018 with impairment loss of approximately HK$432,403,000.

## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

### (d) Provision of ECL for financial assets at amortised cost

The loss allowances for financial assets at amortised cost are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in Note 5(b).

As at 31 December 2019, the carrying amount of trade receivables, other receivables and finance lease receivables are approximately HK$49,329,000, HK$91,000 and HK$77,863,000 respectively (net of loss allowance of HK$11,977,000, HK$Nil and HK$3,430,000 respectively).

As at 31 December 2018, the carrying amount of trade receivables, other receivables and finance lease receivables are approximately HK$45,979,000, HK$462,000 and HK$78,867,000 respectively (net of loss allowance of HK$770,000, HK$Nil and HK$1,817,000 respectively).

The provision of ECL is sensitive to changes in estimates. The information about the allowance for expected credit losses and the Group's trade receivables, other receivables and finance lease receivables are disclosed in Notes 5(b), 22, 23 and 24.

### (e) Going concern basis

As disclosed in Note 3(b), the directors of the Company adopted the going concern basis in the preparation of consolidated financial statements and implemented the following measures in order to improve working capital and liquidity and cash flow position of the Group.

#### (i) Alternative source of funding

The Group is actively considering to raise new capital by carrying out fund raising activities including but not limited to rights issue, open offer and placing of new shares.

#### (ii) Control policy for operating cost

The Group will implement operational plans to control costs and generate adequate cash flows from the Group's operations.

These conditions indicate the existence of a material uncertainty that might cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise the Group's assets and discharge the Group's liabilities in the normal course of business.

The directors of the Company have reviewed the Group's cash flow projections prepared by the management. The cash flow projections cover a period of not less than twelve months from the end of the reporting period. The directors of the Company are of the opinion that, taking into account the above mentioned plans and measures, the Group would have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the end of the reporting period. Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements for the year ended 31 December 2019 on a going concern basis.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

### (f) Incremental borrowing rate

In determination on incremental borrowing rate, the Group applies judgement to determine the applicable rate to calculate the present value of lease payments. The incremental borrowing rate of the Group applied will significantly affects the amount of lease liabilities and right-of-use assets recognised.

### (g) Determining the lease term

As explained in Note 2, the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying assets to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

# 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

## (a) Categories of financial instruments

| | **2019** | 2018 |
|---|---|---|
| | **HK$'000** | HK$'000 |
| **Financial assets** | | |
| Financial assets at fair value through other comprehensive income | **–** | 8,811 |
| Financial assets at amortised costs | **139,919** | 149,728 |
| | **139,919** | 158,539 |

| | **2019** | 2018 |
|---|---|---|
| | **HK$'000** | HK$'000 |
| **Financial liabilities** | | |
| *At amortised costs* | | |
| Other financial liabilities at amortised cost | **17,705** | 51,991 |
| Lease liabilities | **376** | – |
| Other borrowing | **22,318** | 22,532 |
| Promissory notes | **–** | 127,400 |
| Convertible bonds | **–** | 945,158 |
| | **40,399** | 1,147,081 |

## (b) Financial risk management objectives and policies

The Group's major financial instruments include trade and bills receivables, financial assets at fair value through other comprehensive income, finance lease receivables, deposits and other receivables, cash and bank balances, trade and other payables, other borrowing, promissory notes, convertible bonds and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

# 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

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

### Market risk

The Group's activities expose them primarily to the financial risks of changes in foreign exchange risk, interest rate risk and other price risk (the prices of financial assets at fair value through other comprehensive income).

Market risk exposures are measured by sensitivity analysis. There has been no change to the Group's exposure to market risk or the manner in which it manages and measures the risk.

*(i) Foreign exchange risk*

The Group operates in Hong Kong and the PRC is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Renminbi ("RMB"). Foreign exchange risk arises from the foreign currency denomination of commercial transactions, assets and liabilities. The Group has no significant direct exposure to foreign currencies as most of the commercial transactions, assets and liabilities are denominated in a currency same as the functional currency of each entity of the Group.

*(ii) Interest rate risk*

The Group is also exposed to cash flow interest rate risk mainly in relation to variable rate bank balances. The Group's exposure to fair values interest rate risk is mainly caused by other borrowing, promissory notes and convertible bonds.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for financial instruments at the end of reporting period. The analysis is prepared assuming the structured loan outstanding at the end of the reporting period was outstanding for the whole period. A 100 basis point for the period increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's pre-tax loss for the year would increase/decrease by approximately HK$94,000 (2018: decrease/increase by approximately HK$4,000).

*(iii) Other price risks*

The Group is exposed to price risk through its investments in listed equity securities during the reporting period and classified as financial assets at fair value through other comprehensive income in consolidated statement of financial position. The management manages this exposure by maintaining a portfolio of investment with different risks.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to price risk at the end of reporting period.

If market prices of equity investments have been 20% higher/lower, financial assets at fair value through other comprehensive income reserve would increase/decrease by approximately HK$Nil (2018: HK$1,762,000) due to change in fair value of financial assets at fair value through other comprehensive income.

# 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

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

### Market risk (continued)

*(iv) Credit risk and impairment assessment*

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables, deposits and other receivables, finance lease receivables and cash and bank balances. At 31 December 2019, the Group's maximum exposure to credit risk, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables, other receivables and finance lease receivables

Credit evaluations are performed on all customers requiring credit terms. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as to the economic environment.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and therefore significant concentrations of credit risk primarily arises when the Group has significant exposure to individual customers.

In respect of trade receivables and finance lease receivables arising from design and provision of energy saving solutions business, the Group has a concentration of credit risk in certain individual customers. At the end of each reporting period, the five largest receivable balances accounted for approximately 98.93% (2018: approximately 98.0%) of the trade receivables and the largest trade receivable was approximately 93.16% (2018: approximately 75.0%) of the Group's total trade receivables. At the end of each reporting period, the five largest receivable balances accounted for approximately 94.53% (2018: approximately 91.4%) of the finance lease receivables and the largest finance lease receivable was approximately 49.75% (2018: approximately 60.0%) of the Group's total finance lease receivables. The Directors closely monitor the risk exposure of the customers and collateral and would take appropriate action to ensure the risk exposure is acceptable. The Directors are of the view that the expected cash flow of trade receivables and finance lease receivables are sufficient to cover the carrying amount of trade receivables and finance lease receivables as at 31 December 2019.

In order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow up action is taken to recover overdue debts. In addition, the management reviews the recoverability of each trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The Group applies simplified approach on trade receivables to provide for the ECL prescribed by HKFRS 9. 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.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

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

Market risk (continued)

*(iv) Credit risk and impairment assessment (continued)*

Trade receivables, other receivables and finance lease receivables (continued)

The Group applies the HKFRS 9 general approach to measure ECL on finance lease receivables. The Group estimates the amount of loss allowance for ECL on financial lease receivables that are measured at amortised cost based on the credit risk of the finance lease receivables. The Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. Assessment is done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2019 and 2018:

| As at 31 December 2019 | **Expected loss rate %** | **Gross carrying amount HK$'000** | **Allowance for expected credit loss HK$'000** |
|---|---|---|---|
| Current (not past due) | **–** | **269** | **–** |
| Less than 1 month past due | **–** | **751** | **–** |
| 1 to 3 months past due | **–** | **–** | **–** |
| 3 months to 1 year past due | **11.2%** | **15,246** | **(1,700)** |
| More than 1 year | **22.8%** | **45,040** | **(10,277)** |
| | | **61,306** | **(11,977)** |

| As at 31 December 2018 | Expected loss rate % | Gross carrying amount HK$'000 | Allowance for expected credit loss HK$'000 |
|---|---|---|---|
| Current (not past due) | – | – | – |
| Less than 1 month past due | – | – | – |
| 1 to 3 months past due | – | 900 | – |
| 3 months to 1 year past due | – | – | – |
| More than 1 year | 1.7% | 45,849 | (770) |
| | | 46,749 | (770) |

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

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

Market risk (continued)

*(iv) Credit risk and impairment assessment (continued)*

Trade receivables, other receivables and finance lease receivables (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for finance lease receivables as at 31 December 2019 and 2018:

**As at 31 December 2019**

| **12-month or lifetime ECL** | **Stage** | **Expected loss rate %** | **Gross carrying amount HK$'000** | **Allowance for expected credit loss HK$'000** |
|---|---|---|---|---|
| 12-month ECL | Stage 1 | **1.06** | **48,600** | **(514)** |
| Lifetime ECL | Stage 2 | **8.92** | **32,693** | **(2,916)** |
| | | | **81,293** | **(3,430)** |

As at 31 December 2018

| 12-month or lifetime ECL | Stage | Expected loss rate % | Gross carrying amount HK$'000 | Allowance for expected credit loss HK$'000 |
|---|---|---|---|---|
| 12-month ECL | Stage 1 | 2.25 | 80,684 | (1,817) |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

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

Market risk (continued)

*(iv) Credit risk and impairment assessment (continued)*

Trade receivables, other receivables and finance lease receivables (continued)

The closing loss allowances for including trade receivables and finance lease receivables as at 31 December 2019 and 2018 reconcile to the opening loss allowances as follows:

| | Trade receivables with extended credit terms HK$'000 | Trade receivables with normal credit terms HK$'000 | Finance lease receivables HK$'000 | Total HK$'000 |
|---|---|---|---|---|
| At 1 January 2018 | (3) | (1) | (2,304) | (2,308) |
| Increase in loss allowance recognised in profit or loss during the year | – | (770) | – | (770) |
| Reversal of loss allowance recoginsed in profit or loss during the year | 1 | – | 480 | 481 |
| Exchange realignment | – | 3 | 7 | 10 |
| At 31 December 2018 and 1 January 2019 | (2) | (768) | (1,817) | (2,587) |
| Increase in loss allowance recognised in profit or loss during the year | (4,831) | (6,458) | (2,172) | (13,461) |
| Reversal of loss allowance recoginsed in profit or loss during the year | – | 1 | 418 | 419 |
| Exchange realignment | 23 | 58 | 141 | 222 |
| **At 31 December 2019** | **(4,810)** | **(7,167)** | **(3,430)** | **(15,407)** |

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period greater than agreed contract terms.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Expected loss rates are based on actual loss experience over the past 2 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.

# 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

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

### Market risk (continued)

*(iv) Credit risk and impairment assessment (continued)*

Trade receivables, other receivables and finance lease receivables (continued)

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables, finance lease receivables and other receivables are set out in Notes 22, 24 and 23 respectively.

The management monitored the financial background and creditability of those debtors on an ongoing basis. The Group seeks to minimise its risk by dealing with counterparties which have good credit history. Majority of the trade receivables that are neither past due nor impaired have no default payment history. In this regard, the directors consider that the Group's credit risk is significantly reduced.

Deposits and other receivables

The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. The Group has assessed that the expected credit loss rate for these receivables are immaterial under 12 months expected credit losses method. Thus, no loss allowance for deposits and other receivables was recognised as at 31 December 2019 and 2018.

Deposits with bank

In respect to the Group's deposit with bank, the Group limits its exposure to credit risk by placing deposits with financial institution with high credit rating and no recent history of default. Given the high credit ratings of the banks, management does not expect any counterparty to fail to meet its obligations. Management will continue to monitor the position and will take appropriate action if their ratings are changed. As at 31 December 2019 and 2018, the Group has no significant concentration of credit risk in relation to deposit with bank.

In these regards, other than the credit risks mentioned above, the management considers the Group does not have any other significant credit risk and the exposures to these credit risks are monitored on an ongoing basis.

*(v) Liquidity risk*

In the management of the liquidity risk, the Group monitor and maintain a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group remaining contractual maturity for its financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period. The table includes both interest and principal cash flows.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

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

Market risk (continued)

*(v) Liquidity risk (continued)*

| | Weighted average interest rate % | Repayable on demand or less than 1 year HK$'000 | 1–2 years HK$'000 | 2–5 years HK$'000 | Over 5 years HK$'000 | Total undiscounted cash flows HK$'000 | Total carrying amount HK$'000 |
|---|---|---|---|---|---|---|---|
| **31 December 2019** | | | | | | | |
| **Non-derivative financial liabilities** | | | | | | | |
| Trade and other payables | – | 17,705 | – | – | – | 17,705 | 17,705 |
| Other borrowing | 17.0 | 22,318 | – | – | – | 22,318 | 22,318 |
| Lease liabilities | 9.6 | 388 | – | – | – | 388 | 376 |
| | | 40,411 | – | – | – | 40,411 | 40,399 |

| | Weighted average interest rate % | Repayable on demand or less than 1 year HK$'000 | 1–2 years HK$'000 | 2–5 years HK$'000 | Over 5 years HK$'000 | Total undiscounted cash flows HK$'000 | Total carrying amount HK$'000 |
|---|---|---|---|---|---|---|---|
| 31 December 2018 | | | | | | | |
| **Non-derivative financial liabilities** | | | | | | | |
| Trade and other payables | – | 51,991 | – | – | – | 51,991 | 51,991 |
| Other borrowing | 15.1 | 22,532 | – | – | – | 22,532 | 22,532 |
| Promissory notes | 15.4 | 127,400 | – | – | – | 127,400 | 127,400 |
| Convertible bonds | 15.9 | 945,158 | – | – | – | 945,158 | 945,158 |
| | | 1,147,081 | – | – | – | 1,147,081 | 1,147,081 |

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (c) Fair values of financial instrument

The fair value of financial assets and financial liabilities are determined as follows:

(i) The fair value of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to quoted market bid prices and ask prices respectively, and

(ii) The fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models (e.g. discounted cash flow analysis using observable and/or unobservable inputs).

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

(i) Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets and liabilities.

(ii) Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

(iii) Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair value of the Group's financial assets and liabilities are measured at fair value on a recurring basis.

| | **Fair value as at** | | | | |
|---|---|---|---|---|---|
| **Financial assets** | **31 December 2019** | 31 December 2018 | **Fair value hierarchy** | **Valuation Techniques and key inputs** | **Significant unobservable inputs** |
| Listed equity securities classified as financial assets at fair value through other comprehensive income | – | Assets – approximately HK$8,811,000 | Level 1 | Quoted bid prices active market | N/A |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (c) Fair values of financial instrument (continued)

#### (i) Assets and liabilities measured at fair value

Fair value hierarchy as at 31 December 2018

| | Level 1<br>HK$'000 | Level 2<br>HK$'000 | Level 3<br>HK$'000 | Total<br>HK$'000 |
|---|---|---|---|---|
| Financial assets | | | | |
| Financial assets at fair value through other comprehensive income | 8,811 | – | – | 8,811 |

Except as disclosed as above, the directors of the Company consider the carrying amounts of financial assets and financial liabilities recorded at amortised costs in the consolidated financial statements approximates to their fair values.

## 6. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of debt, which includes other borrowing, promissory notes and convertible bonds, net of cash and bank balances and total equity comprising issued share capital and reserves. Details of which are disclosed in respective notes.

The Group monitors capital using a gearing ratio, calculated as net debt divided by total capital. Net debt is calculated as other borrowing, promissory notes and convertible bonds, net of cash and bank balances. Total capital is calculated as "total equity" as shown in the consolidated statement of financial position plus net debt. The Group aims to maintain the gearing ratio at a reasonable level. The gearing ratios at the end of the reporting periods were as follows:

| | **2019** | 2018 |
|---|---|---|
| | **HK$'000** | HK$'000 |
| Other borrowing (Note 28) | **22,318** | 22,532 |
| Convertible bonds (Note 29) | **–** | 945,158 |
| Promissory notes (Note 30) | **–** | 127,400 |
| Less: cash and bank balances | **(11,076)** | (22,986) |
| Net debt | **11,242** | 1,072,104 |
| Total equity | **143,008** | (880,991) |
| Total capital | **154,250** | 191,113 |
| Gearing ratio | **7.3%** | 561% |

## 7. SEGMENT INFORMATION

Information reported to the Directors, being the chief operating decision maker ("CODM") for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. This is also the basis upon which the Group is organised and specifically focuses on the Group's operating divisions. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

During the years ended 31 December 2019 and 2018, the Group operates in one operating segment which is the provision of design and provision of energy saving solutions. A single management team reports to the Directors of the Group (being the chief operating decision-maker) who comprehensively manages the entire business. Accordingly, the Group does not present separately segment information.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 7. SEGMENT INFORMATION (continued)

### Geographical information

The Group operates in three principal geographical areas – Hong Kong, the People's Republic of China (the "PRC") and Taiwan.

The Group's revenue from external customers and information about its non-current assets by geographical location are detailed below:

| | Revenue from external customers | | Non-current assets | |
|---|---|---|---|---|
| | **2019** | 2018 | **2019** | 2018 |
| | **HK$'000** | HK$'000 | **HK$'000** | HK$'000 |
| The PRC | **41,272** | 50,506 | **125,929** | 202,271 |
| Taiwan | **–** | – | **–** | 8,811 |
| | **41,272** | 50,506 | **125,929** | 211,082 |

### Information about major customer

Included in the Group's revenue of approximately HK$41,272,000 (2018: HK$50,506,000), the revenue of approximately HK$34,608,000 (2018: HK$48,075,000) which arose from two (2018: three) customers of the design and provision of energy saving solutions business which contributed 10% or more to the Group's revenue for the year.

Revenue from major customers, each of them amounted to 10% or more of the Group's revenue, are set out below:

| | **2019** | 2018 |
|---|---|---|
| | **HK$'000** | HK$'000 |
| Customer A | **21,418** | 24,615 |
| Customer B (Note (a)) | **–** | 18,095 |
| Customer C (Note (b)) | **13,190** | – |
| Customer D (Note (a)) | **–** | 5,365 |

Notes:

(a) No information on revenue for the year ended 31 December 2019 is disclosed for these customers since none of them contributed 10% or more than to the Group's revenue for the year ended 31 December 2019.

(b) No information on revenue for the year ended 31 December 2018 is disclosed for these customers since none of them contributed 10% or more than to the Group's revenue for the year ended 31 December 2018.

## 8. REVENUE

Revenue represents the aggregate of the amounts received and receivable from third parties, income from design and provision of energy saving solutions. Revenue recognised during the years are as following:

| | **2019 HK$'000** | 2018 HK$'000 |
|---|---|---|
| **Disaggregation of revenue from contracts with customers** | | |
| **Recognised over time** | | |
| Energy saving solutions income | **25,099** | 6,452 |
| **Recognised at a point in time** | | |
| Repair and maintenance service income | **778** | 472 |
| Revenue from contracts with customers | **25,877** | 6,924 |
| **Revenue from other source** | | |
| Energy saving solutions income under finance leases | **15,395** | 43,582 |
| | **41,272** | 50,506 |

## 9. OTHER INCOME

| | **2019 HK$'000** | 2018 HK$'000 |
|---|---|---|
| Bank interest income | **80** | 173 |
| Interest income on finance lease receivables | **2,808** | 3,865 |
| Interest income on extended trade receivables | **2,122** | 3,299 |
| Government grants | **60** | 36 |
| Others | **85** | 11 |
| | **5,155** | 7,384 |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2019

## 10. FINANCE COSTS

| | **2019 HK$'000** | 2018 HK$'000 |
|---|---|---|
| Interest expense on other borrowing | **3,812** | 3,307 |
| Interest expenses on lease liabilities | **55** | – |
| Imputed interest charged on promissory notes | **–** | 17,005 |
| Imputed interest charged on convertible bonds | **–** | 78,811 |
| Interest expense on convertible bonds | **19,693** | – |
| | **23,560** | 99,123 |

## 11. LOSS BEFORE TAXATION

The Group's loss for the year is arrived at after charging/(crediting):

| | Notes | **2019 HK$'000** | 2018 HK$'000 |
|---|---|---|---|
| Staff costs (including directors' remuneration) | | | |
| – Directors' fee | 13 | **1,800** | 1,701 |
| – Salaries, bonus and wages | | **7,303** | 7,424 |
| – Contribution to retirement benefits schemes | | **808** | 841 |
| | | **9,911** | 9,966 |
| Auditors' remuneration | | **900** | 890 |
| Amortisation of intangible assets | 17 | **8,565** | 54,484 |
| Depreciation of property, plant and equipment | 18 | **249** | 293 |
| Depreciation expenses on right-of-use assets | 19 | **467** | – |
| Operating lease payments | | **–** | 1,455 |
| Expenses relating to short-term lease | | **448** | – |
| Exchange loss | | **1,476** | 2,744 |
| Impairment loss on intangible assets | 17 | **43,425** | 541,453 |
| Impairment loss on goodwill | 20 | **–** | 432,403 |
| Loss on remeasurement of liability component of convertible bonds | | **–** | 403,694 |
| Net allowances for expected credit losses on trade receivables and finance lease receivables | | | |
| – Allowance for expected credit losses on trade receivables | | **11,289** | 770 |
| – Allowance for expected credit losses on finance lease receivables | | **2,172** | – |
| – Reversal of allowance for expected credit losses on trade receivables | | **(1)** | (1) |
| – Reversal of allowance for expected credit losses on finance lease receivables | | **(418)** | (480) |
| | | **13,042** | 289 |

## 12. TAXATION

| | 2019<br>HK$'000 | 2018<br>HK$'000 |
|---|---|---|
| **Deferred taxation** | | |
| Credit for the year (Note 31) | **(7,800)** | (161,986) |

The Group is subject to income tax on an entity basis on profit arising in or derived from the jurisdictions which members of the Group are domiciled and operate.

### (i) Hong Kong Profits Tax

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No.7) Bill 2017 (the "Bill") which introduces 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 assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK$2 million will be taxed at 16.5%. The assessable profits of corporation not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The two-tiered profits tax rates regime is applicable to the Group for the years ended 31 December 2018 and 2019.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements.

No provision of profit tax as no assessable profit for the both years.

### (ii) PRC Enterprise Income Tax

The subsidiaries of the Group established in the PRC is generally subject to PRC Enterprise Income Tax on its taxable income at an income tax rate of 25%. One of Company's subsidiary in the PRC is qualified as an High Technology Enterprise from 1 January 2012 and enjoy PRC Enterprise Income Tax rate of 15%.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 12. TAXATION (continued)

Reconciliation between tax expenses and accounting profit at applicable tax rates:

| | **2019 HK$'000** | 2018 HK$'000 |
|---|---|---|
| Loss before taxation | **(117,125)** | (1,533,724) |
| Tax calculated at the rates applicable to the tax jurisdiction concerned | **(19,370)** | (253,444) |
| Tax effect of non-taxable income | **(13)** | (1,834) |
| Tax effect of non-deductible expenses | **17,771** | 254,296 |
| Tax effect of temporary differences | **(7,800)** | (161,986) |
| Tax effect of unused tax losses not recognised | **1,612** | 982 |
| Taxation credit for the year | **(7,800)** | (161,986) |

## 13. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the directors For the year ended 31 December 2019 and 2018:

**Year ended 31 December 2019**

| | **Directors' fees HK$'000** | **Basic salaries, allowances and other benefits HK$'000** | **Contributions to retirement benefit schemes HK$'000** | **Share-based payment HK$'000** | **Total HK$'000** |
|---|---|---|---|---|---|
| **Executive directors** | | | | | |
| Mr. Chong Kok Leong | **600** | **–** | **–** | **–** | **600** |
| Dr. Li Ai Guo | **240** | **1,078** | **113** | **–** | **1,431** |
| Mr. Zhuang Miao Zhong | **240** | **–** | **–** | **–** | **240** |
| | **1,080** | **1,078** | **113** | **–** | **2,271** |
| **Independent non-executive directors** | | | | | |
| Mr. Choy Hiu Fai, Eric | **240** | **–** | **–** | **–** | **240** |
| Mr. Huang Lizhi | **240** | **–** | **–** | **–** | **240** |
| Mr. Ng Kay Kwok | **240** | **–** | **–** | **–** | **240** |
| | **720** | **–** | **–** | **–** | **720** |
| Total | **1,800** | **1,078** | **113** | **–** | **2,991** |

## 13. DIRECTORS' EMOLUMENTS (continued)

Year ended 31 December 2018

| | Directors' fees HK$'000 | Basic salaries, allowances and other benefits HK$'000 | Contributions to retirement benefit schemes HK$'000 | Share-based payment HK$'000 | Total HK$'000 |
|---|---|---|---|---|---|
| **Executive directors** | | | | | |
| Mr. Chong Kok Leong | 600 | – | – | – | 600 |
| Dr. Li Ai Guo | 240 | 1,021 | 111 | – | 1,372 |
| Mr. Zhuang Miao Zhong (appointed on 16 January 2017) | 240 | – | – | – | 240 |
| | 1,080 | 1,021 | 111 | – | 2,212 |
| **Independent non-executive directors** | | | | | |
| Mr. Choy Hiu Fai, Eric | 240 | – | – | – | 240 |
| Mr. Huang Lizhi (re-designated on 1 September 2017) | 240 | – | – | – | 240 |
| Mr. Yeung Wai Hung, Peter (resigned on 2 June 2018) | 50 | – | – | – | 50 |
| Mr. Ng Kay Kwok (appointed on 15 August 2018) | 91 | – | – | – | 91 |
| | 621 | – | – | – | 621 |
| Total | 1,701 | 1,021 | 111 | – | 2,833 |

There were no arrangements under which a director waived or agreed to waive any emoluments during the years ended 31 December 2019 and 2018. Apart from Directors, the Group has not classified any other person as chief executives during the years ended 31 December 2019 and 2018.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

# 14. EMPLOYEES' EMOLUMENTS

## (a) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, two (2018: two) were directors whose emoluments are disclosed in Note 13. The aggregate of the emoluments in respect of the remaining three (2018: three) individuals, included one (2018: one) of senior management, were as follows:

| | **2019**<br>**HK$'000** | 2018<br>HK$'000 |
|---|---|---|
| Salaries, bonus and other benefits | **2,876** | 2,232 |
| Contributions to retirement benefits schemes | **55** | 47 |
| | **2,931** | 2,279 |

The emoluments were within the following bands:

| | **Number of individuals** | |
|---|---|---|
| | **2019** | 2018 |
| **HK$** | | |
| Nil – 1,000,000 | **2** | 2 |
| 1,000,001 – 1,500,000 | **1** | 1 |
| | **3** | 3 |

## (b) Senior management of the Company

The emoluments of the senior management of the Company are within the following bands:

| | **Number of individuals** | |
|---|---|---|
| | **2019** | 2018 |
| **HK$** | | |
| Nil – 1,000,000 | **–** | – |
| 1,000,001 – 1,500,000 | **1** | 1 |
| | **1** | 1 |

During the years ended 31 December 2019 and 2018, no emoluments were paid by the Group to any of the highest paid individuals and senior management as an inducement to joining the Group or as compensation for loss of office.

## 15. DIVIDEND

The Directors do not recommend payment of any dividends for the year ended 31 December 2019 (2018: Nil).

## 16. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

| | **2019**<br>**HK$'000** | 2018<br>HK$'000 |
|---|---|---|
| **Loss** | | |
| Loss attributable to the owners of the Company for the purpose of basic and diluted loss per share | **(109,325)** | (1,371,738) |

| | **2019**<br>**HK$'000** | 2018<br>HK$'000 |
|---|---|---|
| **Number of shares** | | |
| Weighted average number of ordinary shares for the purpose of basic and diluted loss per share | **2,566,881** | 2,306,502 |

The denominators used are the same as those detailed above for basic and diluted loss per share.

Note: The calculation of diluted loss per share for the years ended 31 December 2019 and 2018 does not include convertible bonds and share options as the assumed conversion of these convertible bonds and exercise of these share options has an anti-dilutive effect. The basic and diluted loss per share are the same for both years.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 17. INTANGIBLE ASSETS

| | **Patents** |
|---|---|
| | HK$'000 |
| **Cost** | |
| **At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019** | **889,901** |
| **Accumulated amortisation and impairment** | |
| At 1 January 2018 | 192,964 |
| Amortisation expenses | 54,484 |
| Impairment for the year | 541,453 |
| At 31 December 2018 and 1 January 2019 | 788,901 |
| Amortisation expenses | 8,565 |
| Impairment for the year | 43,435 |
| **At 31 December 2019** | **840,901** |
| **Carrying amounts** | |
| **At 31 December 2019** | **49,000** |
| At 31 December 2018 | 101,000 |

Notes:

(a) The intangible assets represent 7 patents regarding the acquired and owned "Ultra Performance Plant Control System" ("UPPC") for its novelty and industrial applicability in the PRC under the cash generating units of design and provision of energy saving solutions business.

(b) As at 31 December 2019, the remaining useful life of the patents for UPPC system is 10.8 years (2018: 11.8 years).

(c) The Group carried out a review of the recoverable amount of the patents which are allocated to energy saving solution business for impairment assessments. An impairment loss of approximately HK$43,435,000 (2018: HK$541,543,000) on the intangible assets allocated to energy saving solution business was recognised during the year.

## 17. INTANGIBLE ASSETS (continued)

Patents have been allocated for impairment testing purposes to the following cash generating units ("CGU"):

– Design and provision of energy saving solutions ("Energy Saving Business")

### Impairment testing on patents

The recoverable amount of the above CGU was determined on the basis of value in use calculations. The recoverable amount is based on certain assumptions. The value in use calculations use cash flow projections based on the financial budgets approved by the management covering a 10-year period. Given that the expected receipt of future economic benefits of projects are phased over its contractual life which generally lasts for 5 to 8 years, the management prepared a 10-year projection in order to better reflect the substance of such business model in the value in use of Energy Saving Business CGU. The pre-tax discount rate used is 20.39% (2018: 20.34%) per annum. Cash flows beyond 10-year period are extrapolated using a steady 3% growth rate per annum.

Impairment loss of approximately HK$43,435,000 (2018: HK$541,453,000) were recognised during the year ended 31 December 2019 in respect of patents as the recoverable amount of the CGU was determined to be approximately HK$49,000,000 (2018: HK$101,000,000) as at 31 December 2019. The management engaged an independent professional valuer to assess the value in use of Weldtech Group, which represented the CGU, as at 31 December 2019 which was used to determine the aforementioned impairment amounts, after taking into account (i) the economic development of the PRC; (ii) the development of energy saving industry; and (iii) the expected business flow and development plan of the Energy Saving Solutions Business during the valuation process.

In the preparation of the profit forecasts for the valuation, the management forecasted decreases in profits and cash flows compared to those forecasted in last year, which were mainly based on the following factors: (i) the economic development of the PRC; (ii) the development of energy saving industry; and (iii) the expected business flow and development plan of the Energy Saving Business during the valuation process.

The decrease in valuation was mainly due to the following factors: (i) the slow-down in the PRC economy including but not limited to the US-China trade war and the outbreak of the novel coronavirus (COVID-19) (the "Virus") that weakened the market demand; (ii) the fierce competition within the energy saving business; (iii) difficulties in getting financing within the energy saving industry; and (iv) continuous lowering of government subsidies. As above, an overall poor market sentiment in energy saving sector was resulted.

During the year ended 31 December 2019, the Weldtech Group has focused on the completion of the projects signed in previous years. Project completion is subjected to factors such as (i) suitable weather conditions for system commissioning and/or trial run to ensure the system stability and level of energy saving; (ii) customer related factors including the condition and/or the readiness of the project site provided by customers; and (iii) projection variations due to change in project scope or schedule requested by customers. The Group mainly focused on seeking buyout project opportunities from potential customers or through secondary sales from existing customers. Due to the slow-down of the PRC economy, commercial activities as well as energy consumption of existing and potential customers were weakened.

The key assumption and major parameters used in the value in use calculations are as follows:

| | |
|---|---|
| Budgeted market share | Average market share in the period immediately before the budget period. The values assigned to the assumption reflect past experience. |
| Budgeted gross margin | Average gross margins achieved in the period immediately before the budget period which reflect past experience. |
| Risk-free rate | 3.14% (2018: 3.31%) |
| Weighted average cost of capital (pre-tax) | 26.41% (2018: 23.96%) |
| Discount rate (pre-tax) | 20.39% (2018: 20.34%) |
| Terminal growth rate | 3% (2018: 3%) |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

# 18. PROPERTY, PLANT AND EQUIPMENT

| | Office equipment HK$'000 | Furniture and fixtures HK$'000 | Computer HK$'000 | Total HK$'000 |
|---|---|---|---|---|
| **Cost:** | | | | |
| At 1 January 2018 | 1,170 | 46 | 1,410 | 2,626 |
| Additions | – | – | 33 | 33 |
| Exchange realignment | (69) | – | (69) | (138) |
| At 31 December 2018 and 1 January 2019 | 1,101 | 46 | 1,374 | 2,521 |
| Exchange realignment | (10) | – | (10) | (20) |
| **At 31 December 2019** | **1,091** | **46** | **1,364** | **2,501** |
| **Accumulated depreciation:** | | | | |
| At 1 January 2018 | 657 | 46 | 1,264 | 1,967 |
| Charge for the year | 213 | – | 80 | 293 |
| Exchange realignment | (45) | – | (61) | (106) |
| At 31 December 2018 and 1 January 2019 | 825 | 46 | 1,283 | 2,154 |
| Charge for the year | 204 | – | 45 | 249 |
| Exchange realignment | (9) | – | (9) | (18) |
| **At 31 December 2019** | **1,020** | **46** | **1,319** | **2,385** |
| **Carrying amounts** | | | | |
| **At 31 December 2019** | **71** | **–** | **45** | **116** |
| At 31 December 2018 | 276 | – | 91 | 367 |

Note:

(1) From the year ended 31 December 2019, the lease property is presented as a separate line item in the consolidated statement of financial position. Details of right-of-use assets for leased property are set out in Note 19.

## 19. RIGHT-OF-USE ASSETS

| | **Leased property** HK$'000 |
|---|---|
| **Cost** | |
| Impact on adoption of HKFRS 16 as at 1 January 2019 (Note 2) | 847 |
| Exchange realignment | (8) |
| **At 31 December 2019** | **839** |
| **Accumulated depreciation and impairment losses** | |
| At 1 January 2019 (Note 2) | – |
| Charge for the year | 467 |
| Exchange realignment | (2) |
| **At 31 December 2019** | **465** |
| **Carrying amounts** | |
| **At 31 December 2019** | **374** |

Lease liabilities of HK$847,000 are recognised with related right-of-use assets of HK$847,000 as at 31 December 2019. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Details of total cash outflow of leases is set out in the consolidated statement of cash flows.

During the current year, the Group leases property for self-own use. Lease contracts are entered into for fixed term of two years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

# 20. GOODWILL

| | HK$'000 |
|---|---|
| **Cost** | |
| **At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019** | **1,275,620** |
| **Accumulated impairment** | |
| As at 1 January 2018 | 843,217 |
| Impairment for the year | 432,403 |
| **At 31 December 2018, 1 January 2019 and 31 December 2019** | **1,275,620** |
| **Carrying amounts** | |
| **At 31 December 2019** | **–** |
| At 31 December 2018 | – |

Goodwill have been allocated for impairment testing purposes to the following cash generating units ("CGU"):

– Design and provision of energy saving solutions ("Energy Saving Business")

## Impairment testing on goodwill

The Group carried out a review of the recoverable amount of the goodwill and patents which are allocated to energy saving solution business for impairment assessments. The goodwill was fully impaired during the year ended 31 December 2018 with impairment loss of approximately HK$432,403,000. Details of the valuation method and other key assumptions used in the value in use for the calculation of recoverable amount are disclosed in Note 17 to the consolidated financial statements.

## 21. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

| | **2019 HK$'000** | 2018 HK$'000 |
|---|---|---|
| Listed equity securities in Taiwan, at fair value (Note (i)) | – | 8,811 |

Note:

(i) The amount represents Group's investments in listed equity securities in Taiwan. The Group held 6,100,000 shares of Fortune Oriental Company Limited ("Fortune Oriental"). Fair value of the investments in listed equity securities are determined by reference to bid prices quoted in active markets. Upon application of HKFRS 9, on 1 January 2018, the Group has reclassified all AFS financial assets to financial assets at FVTOCI. As at 31 December 2018, there was a change in fair value of financial assets at fair value through other comprehensive income with approximately HK$2,481,000 recognised in financial assets at fair value through other comprehensive income reserve.

During the year ended 31 December 2019, the Group recognised a change in fair value of financial assets at fair value through other comprehensive income with approximately HK$6,522,000 in financial assets at fair value through other comprehensive income reserve.

On 24 December 2019, the Group had disposed the subsidiary which was directly holding the listed equity securities. Details of the disposal of subsidiary please refer to Note 35 to the consolidated financial statements.

## 22. TRADE AND BILLS RECEIVABLES

| | **2019 HK$'000** | 2018 HK$'000 |
|---|---|---|
| Trade receivables with normal credit terms | **9,372** | 22,262 |
| Less: Allowance for expected credit losses | **(7,167)** | (768) |
| | **2,205** | 21,494 |
| Trade receivables with extended credit terms | **51,934** | 24,487 |
| Less: Allowance for expected credit losses | **(4,810)** | (2) |
| | **47,124** | 24,485 |
| Total trade receivables, net of allowance for expected credit losses | **49,329** | 45,979 |
| Less: Non-current portion of trade receivables with extended credit terms | **(25,126)** | (13,130) |
| Current portion of trade receivables | **24,203** | 32,849 |
| Bills receivables | **1,254** | 1,235 |
| | **25,457** | 34,084 |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 22. TRADE AND BILLS RECEIVABLES (continued)

The ageing analysis of trade receivables is based on the invoice date, net of allowance for expected credit losses, as follows:

| | Extended credit terms | | Normal credit terms | | Total | |
|---|---|---|---|---|---|---|
| | **2019** | 2018 | **2019** | 2018 | **2019** | 2018 |
| | **HK$'000** | HK$'000 | **HK$'000** | HK$'000 | **HK$'000** | HK$'000 |
| 0–90 days | **–** | – | **1,020** | 900 | **1,020** | 900 |
| 91–180 days | **–** | – | **–** | – | **–** | – |
| Over 180 days | **47,124** | 24,485 | **1,185** | 20,594 | **48,309** | 45,079 |
| | **47,124** | 24,485 | **2,205** | 21,494 | **49,329** | 45,979 |

According to the credit rating of different customers, the Group allows credit term average of 90 days to its customers. Trade receivables disclosed above include amounts which are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances. The directors of the Company consider that these balances are fully recoverable.

In determining the recoverability of trade receivables, the Group considers any change in credit quality of the trade receivables from the date credit was initially granted up to the end of the reporting period. The impairment loss recognised represents the difference between the carrying amount of the specific trade receivables and the present value of the expected recoverable amount.

Allowance for expected credit losses of approximately HK$11,289,000 has been recognised for trade receivables during the year ended 31 December 2019 (2018: HK$770,000). Details of impairment assessment of trade receivables for the year ended 31 December 2019 are set out in Note 5(b).

## 23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

| | **2019** | 2018 |
|---|---|---|
| | **HK$'000** | HK$'000 |
| Prepayments | **786** | 1,123 |
| Receivables from disposal of a subsidiary | **9,200** | 9,200 |
| Other receivables | **91** | 462 |
| Refundable rental deposits and other deposits | **306** | 199 |
| | **10,383** | 10,984 |
| Less: accumulated impairment allowance on other receivables | **(9,200)** | (9,200) |
| | **1,183** | 1,784 |

As at 31 December 2019 and 2018, the receivables from disposal of a subsidiary amounting to HK$9,200,000 was overdue and an impairment allowance of HK$9,200,000 was provided in previous years. No movement in allowance account for both years ended 31 December 2019 and 2018.

Details of impairment assessment of other receivables are set out in Note 5(b).

## 24. FINANCE LEASE RECEIVABLES

| | **2019** | 2018 |
|---|---|---|
| | **HK$'000** | HK$'000 |
| Current portion of finance lease receivables | **28,756** | 12,524 |
| Non-current portion of finance lease receivables | **52,537** | 68,160 |
| | **81,293** | 80,684 |
| Less: allowance for expected credit losses | **(3,430)** | (1,817) |
| | **77,863** | 78,867 |

### Leasing arrangements

Certain of the Group's energy saving equipments are leased out under finance leases. All leases are denominated in RMB. The term of finance lease entered into is range from 5–18 years (2018: range from 5–19 years).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 24. FINANCE LEASE RECEIVABLES (continued)

### Amounts receivable under finance leases

| | Minimum lease payments | | Present value of minimum lease payments | |
|---|---|---|---|---|
| | **2019** | 2018 | **2019** | 2018 |
| | **HK$'000** | HK$'000 | **HK$'000** | HK$'000 |
| Not later than one year | **31,192** | 13,573 | **28,839** | 12,524 |
| Later than one year and not later than five years | **23,818** | 38,206 | **18,152** | 30,179 |
| Later than five years | **82,802** | 83,937 | **34,302** | 37,981 |
| | **137,812** | 135,716 | **81,293** | 80,684 |
| Less: unearned finance income | **(56,519)** | (55,032) | **–** | – |
| Present value of minimum lease payments receivable | **81,293** | 80,684 | **81,293** | 80,684 |
| Less: allowance for expected credit losses | **(3,430)** | (1,817) | **(3,430)** | (1,817) |
| | **77,863** | 78,867 | **77,863** | 78,867 |

The interest rate inherent in the leases is fixed at the contract date for the entire lease term. The effective interest rate is approximately 8.45% per annum for the years ended 31 December 2019 and 2018.

Finance lease receivables were considered credit-impaired when the customers fail to settle according to the settlement terms for more than 180 days after taking into consideration the recoverability of collateral and deposits.

Allowance for expected credit losses of approximately HK$2,172,000 has been recognised for finance lease receivables during the year ended 31 December 2019 (2018: Nil). Details of impairment assessment of finance lease receivables are set out in Note 5(b).

Loss on early settlement of finance lease receivables of approximately HK$9,800,000 (2018: Nil) has been recognised during the year ended 31 December 2019.

## 25. CASH AND BANK BALANCES

Bank balances carry interest at market rates from 0.01% to 0.35% (2018: 0.30% to 1.00%). The fair value of these assets approximates the corresponding carrying amount.

The Group has bank deposits denominated in Renminbi ("RMB"), which expose the foreign currency risk. RMB is not freely convertible into other currencies. The carrying amounts of the Group's RMB denominated monetary assets at the end of the reporting period are as follows:

| | **2019**<br>**HK$'000** | 2018<br>HK$'000 |
|---|---|---|
| RMB | **7,734** | 19,137 |

## 26. TRADE AND OTHER PAYABLES

| | **2019**<br>**HK$'000** | 2018<br>HK$'000 |
|---|---|---|
| Trade payables | **6,416** | 1,422 |
| Accrued service fee for acquisition of a subsidiary | **3,871** | 3,871 |
| Accrued expenses | **2,356** | 3,588 |
| Interest payables | **4,293** | 42,532 |
| Other payables | **769** | 578 |
| | **17,705** | 51,991 |

The ageing analysis of trade payables is based on the invoice date as follows:

| | **2019**<br>**HK$'000** | 2018<br>HK$'000 |
|---|---|---|
| 0 – 90 days | **4,655** | 181 |
| 91 – 180 days | **875** | 7 |
| 181 – 365 days | **20** | 380 |
| Over 365 days | **866** | 854 |
| | **6,416** | 1,422 |

Trade payables are interest-free and normally settled on delivery. The average credit period for purchase of goods is 90 days.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 27. LEASE LIABILITIES

At 31 December 2019, the Group had lease liabilities as follows:

| | **As at 31 December 2019** | | As at 1 January 2019 | |
|---|---|---|---|---|
| | **Present value of the minimum lease payments HK$'000** | **Total minimum lease payments HK$'000** | Present value of the minimum lease payments HK$'000 | Total minimum lease payments HK$'000 |
| Within one year | **376** | **388** | 467 | 504 |
| After one year but within two years | **–** | **–** | 380 | 410 |
| | **376** | **388** | 847 | 914 |
| Less: Total future interest expenses | | **(12)** | | (67) |
| Present value of lease liabilities | | **376** | | 847 |

Analysed for reporting purposes as:

| | **As at 31 December 2019 HK$'000** | As at 1 January 2019 HK$'000 |
|---|---|---|
| Current liabilities | **376** | 467 |
| Non-current liabilities | **–** | 380 |
| | **376** | 847 |

Lease obligation is denominated in RMB as at 31 December 2019.

The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Comparative information as at 31 December 2018 has not been restated. Further details on the impact of the transition to HKFRS 16 are set out in Note 2.

## 28. OTHER BORROWING

| | **2019** **HK$'000** | 2018 HK$'000 |
|---|---|---|
| Secured borrowing | **22,318** | 22,532 |
| The carrying amounts of the above borrowing are repayable: | | |
| Within one year | **22,318** | 22,532 |
| Within a period of more than one year but not exceeding two years | **–** | – |
| | **22,318** | 22,532 |
| Less: Amounts due within one year shown under current liabilities | **(22,318)** | (22,532) |
| Amounts shown under non-current liabilities | **–** | – |

Notes:

(i) During the year ended 31 December 2017, a subsidiary of the Group entered into a loan agreement with a lender for other borrowing with principal amount of approximately RMB20,000,000, which is secured by a guarantee provided by the Company, and carried a fixed interest rate at 12% per annum. On 28 September 2018, the loan agreement was expired and carried the default interest rate at 17% per annum. The Group was negotiating the extended agreement with the lender of other borrowing during the years ended 31 December 2018 and 2019.

On 24 March 2020, the Group entered into a supplemental loan agreement with the lender of other borrowing to extend the maturity date of other borrowing to 31 December 2021, pursuant to terms and conditions under the supplemental loan agreement.

(ii) On 25 October 2019, the immediate holding company of the lender, CITIC International Assets Management Limited, increased the shareholding of the Group after the implementation of the Scheme of Arrangement and became a related party of the Group with common shareholder.

## 29. CONVERTIBLE BONDS

### The details of Convertible Bonds A and B:

On 13 June 2014, the Company issued convertible bonds, convertible bonds A ("CB A") and convertible bonds B ("CB B"), with principal amounts of HK$434,980,000 and HK$827,520,000 respectively as a part of the consideration for the acquisition of Weldtech Group. Both convertible bonds are non-interest bearing for the first three years, followed by 3% interest per annum from the fourth to the remaining years. CB A can be converted commencing from the date of issue while CB B can only be converted commencing from 1 July 2015 and can be converted into ordinary shares of the Company at HK$0.8 per share. The maturity date of CB A and CB B fall on the date of 31 December 2023. The effective interest rate of the liability component on initial recognition is 15.99% per annum for both CB A and CB B.

**CB A**

As at 31 December 2019, there is no outstanding principal amount of CB A (2018: approximately HK$305,546,000). Principal amount of approximately HK$305,546,000 (2018: Nil) of the CB A were converted into the share capital of the Company under the Scheme of Arrangement during the year ended 31 December 2019. For details please refer to Note 32 to the consolidated financial statements.

The movements of the liability and equity components of the CB A for the years ended 31 December 2019 and 2018 are set out below:

| | Liability component HK$'000 | Equity component HK$'000 | Total HK$'000 |
|---|---|---|---|
| At 1 January 2018 | 156,970 | 222,669 | 379,639 |
| Imputed interest charged | 25,477 | – | 25,477 |
| Interest paid | (9,166) | – | (9,166) |
| Remeasurement of liability component of CB | 132,265 | – | 132,265 |
| 31 December 2018 and 1 January 2019 | 305,546 | 222,669 | 528,215 |
| Converted into Conversion Shares under the Scheme of Arrangement (Note 32) | (305,546) | (222,669) | (528,215) |
| **At 31 December 2019** | – | – | – |

## 29. CONVERTIBLE BONDS (continued)

### The details of Convertible Bonds A and B: (continued)

**CB B**

As at 31 December 2019, there is no outstanding principal amount of CB B (2018: approximately HK$639,612,000). Principal amount of approximately HK$639,612,000 (2018: Nil) of the CB B were converted into share capital of the Company under the Scheme of Arrangement during the year ended 31 December 2019. For details please refer to Note 32 to the consolidated financial statements.

The movements of the liability and equity components of the CB B for the years ended 31 December 2019 and 2018 are set out below:

| | Liability component HK$'000 | Equity component HK$'000 | Total HK$'000 |
|---|---|---|---|
| At 1 January 2018 | 334,038 | 449,962 | 784,000 |
| Imputed interest charged | 53,334 | – | 53,334 |
| Interest paid | (19,189) | – | (19,189) |
| Remeasurement of liability component of CB | 271,429 | – | 271,429 |
| 31 December 2018 and 1 January 2019 | 639,612 | 449,962 | 1,089,574 |
| Converted into Conversion Shares under the Scheme of Arrangement (Note 32) | (639,612) | (449,962) | (1,089,574) |
| **At 31 December 2019** | – | – | – |

Notes:

(i) Interest expenses of CB A and CB B are calculated using the effective interest method by applying the effective interest rate of 15.99% to the liability component.

(ii) During the year ended 31 December 2018, the Group had defaulted for the repayment of promissory notes, and as a result the convertible bonds become repayable on demand of the holder due to breach of cross default term in the convertible bonds agreement. The whole outstanding principal amount of the CB A and CB B were reclassified to the current liabilities and remeasured to the amounts repayable on demand. A loss on the remeasurement of liability component of CB A and CB B of approximately HK$132,265,000 and HK$271,429,000 respectively were recognised in the consolidated statement of profit or loss for the year ended 31 December 2018.

(iii) During the year ended 31 December 2019, interest expenses of approximately HK$6,366,000 (2018: HK$25,477,000) and HK$13,327,000 (2018: 53,334,000) were charged on CB A and CB B respectively for the overdue principal amounts from 1 January 2019 to the date of settlement under the Scheme of Arrangement on 25 October 2019.

(iv) Upon conversion of CB A and CB B on 25 October 2019, the equity components for CB A and CB B of approximately HK$222,669,000 and HK$449,962,000 were transferred to share capital of the Company respectively.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 30. PROMISSORY NOTES

The movement of the carrying amount of the PN A during the years ended 31 December 2019 and 2018 is set out below:

| | **PN A**<br>HK$'000<br>(Notes) |
|---|---|
| At 1 January 2018 | 110,395 |
| Interest charged calculated at an effective interest rate of PN A 15.4% | 17,005 |
| At 31 December 2018 and 1 January 2019 | 127,400 |
| Converted into Conversion Shares under the Scheme of Arrangement (Note 32) | (127,400) |
| **At 31 December 2019** | – |

Notes:

(i) On 13 June 2014, the Company issued PN A with a principal amount of HK$474,400,000 as a part of consideration for acquiring the entire issued share capital of Weldtech Technology Co. Limited. The fair value of PN A was approximately HK$247,295,000 on 13 June 2014. PN A is non-interest bearing and mature on 31 December 2018. The effective interest rate on initial recognition is 15.4% per annum. The principal of PN A amounting of HK$11,623,540 were disposed through disposal of a subsidiary of the Group during the year ended 31 December 2017.

(ii) During the year ended 31 December 2018, the PN A was matured on 31 December 2018.

(iii) No interest was charged on the PN A (2018: approximately HK$17,005,000) for the year ended 31 December 2019.

(iv) On 25 October 2019, the outstanding balance of PN A of approximately HK$127,400,000 were converted into share capital of the Company under the Scheme of Arrangement. For details please refer to Note 32 to the consolidated financial statements.

## 31. DEFERRED TAX LIABILITIES

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

| | **Intangible assets**<br>HK$'000 | **Convertible bonds**<br>HK$'000 | **Total**<br>HK$'000 |
|---|---|---|---|
| At 1 January 2018 | 104,541 | 72,595 | 177,136 |
| Credit to profit or loss (Note 12) | (89,391) | (72,595) | (161,986) |
| At 31 December 2018 and 1 January 2019 | 15,150 | – | 15,150 |
| Credit to profit or loss (Note 12) | (7,800) | – | (7,800) |
| **At 31 December 2019** | 7,350 | – | 7,350 |

At the end of the reporting period, the Group has estimated tax losses of approximately HK$28,555,000 (2018: HK$17,810,000) available for offset against future profits. No deferred tax assets has been recognised as it is uncertain that there will be sufficient future profits available to utilise the balances.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

# 32. SHARE CAPITAL

| | Number of shares | | Share capital | |
|---|---|---|---|---|
| | **2019** | 2018 | **2019** | 2018 |
| | **'000** | '000 | **HK$'000** | HK$'000 |
| Issued and fully paid: | | | | |
| At the beginning of the year | **2,306,502** | 2,306,502 | **1,344,398** | 1,344,398 |
| Issuance of Scheme Shares by the way of Scheme of Arrangement (Note (i)) | | | | |
| – Conversion Shares | **1,181,448** | – | **945,158** | – |
| – Promissory Notes Shares | **159,250** | – | **127,400** | – |
| – Interest Shares | **77,781** | – | **62,225** | – |
| – Cost of scheme | **–** | – | **(3,183)** | – |
| | **1,418,479** | – | **1,131,600** | – |
| Transfer from convertible bonds reserve following the implementation of the Scheme of Arrangement | **–** | – | **672,631** | – |
| At the end of the year | **3,724,981** | 2,306,502 | **3,148,629** | 1,344,398 |

Note:

**(i) The Scheme of Arrangement**

As announced in January 2019, the Company proposed to enter into and implement a scheme of arrangement (the "Scheme"), the purpose of which is to settle and discharge all liabilities under the convertible bonds and promissory notes issued by the Company in relation to the Acquisition in the previous years. The management is in the opinion that settlement and discharge of the above liabilities upon the successful implementation and completion of the Scheme will substantially improve the financial position of the Group and increase the likelihood and successfulness of engaging potential investors for investments in the Group.

The outstanding indebtedness of the Company included, but not limited to, (i) convertible bonds in the principal amount of approximately HK$945,158,000 ("Convertible Bonds"); (ii) the interest accrued on the outstanding principal amount of the Convertible Bonds in the amount of approximately HK$62,225,000 as at 22 August 2019, being the effective date of the Scheme (the "Interest"); and (iii) promissory notes in the principal amount of approximately HK$127,400,000 ("Promissory Notes").

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 32. SHARE CAPITAL (continued)

Note: (continued)

**(i) The Scheme of Arrangement (continued)**

The Promissory Notes matured on 31 December 2018. The failure to repay the Promissory Notes on their maturity has led to cross default of the Convertible Bonds, notwithstanding the latter's maturity date on 31 December 2023. As such, the Company proposed to enter into and implement the Scheme to settle the aforesaid liabilities owed to the holders of the Convertible Bonds and the Promissory Notes (the "Creditors").

The Company filed with the Court of First Instance of the High Court of Hong Kong ("Court") seeking an order ("Convening Order") and the hearing at which such an order was considered to, (the "Convening Hearing") among other things, convene a meeting ("Scheme Meeting") which is to settle and discharge all liabilities under the Convertible Bonds and Promissory Notes issued by the Group with certain creditors. On 14 May 2019, the Court granted the Convening Order and the Scheme Meeting was held and approved by requisite statutory majorities of the Creditors on 28 June 2019. The Scheme was sanctioned by the Court at the Court Hearing held on 20 August 2019. The order of the Court sanctioning the Scheme has been registered with the Registrar of Companies on 22 August 2019. Accordingly, the Scheme has become effective on 22 August 2019.

The closing date of the Scheme took place on 25 October 2019 (the "Closing Date"). A total number of 1,418,478,995 Shares ("Scheme Shares") were allotted and issued to the Creditors at the price of HK$0.8 per share to settle the outstanding principal amount of the Convertible Bonds, Promissory Notes and accrued interest, accordingly. Amounts of approximately HK$3,183,000 was charged as the cost of the scheme of arrangement.

For further details, please refer to the announcements dated 10 January 2019, 15 May 2019, 4 June 2019, 14 June 2019, 28 June 2019, 4 July 2019, 20 August 2019, 29 August 2019, 25 October 2019 and the circular dated 11 July 2019.

## 33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

| | Notes | **2019 HK$'000** | 2018 HK$'000 |
|---|---|---|---|
| **Non-current assets** | | | |
| Interest in subsidiaries | | **390** | 390 |
| | | **390** | 390 |
| **Current assets** | | | |
| Prepayments, deposits and other receivables | | **290** | 614 |
| Amounts due from subsidiaries | | **45,743** | 148,018 |
| Cash and bank balances | | **270** | 257 |
| | | **46,303** | 148,889 |
| **Current liabilities** | | | |
| Other payables and accruals | | **1,606** | 44,236 |
| Promissory notes | | **–** | 127,400 |
| Convertible bonds | | **–** | 945,158 |
| | | **1,606** | 1,116,794 |
| **Net current assets assets/(liabilities)** | | **44,697** | (967,905) |
| **Total assets less current liabilities** | | **45,087** | (967,515) |
| **Net assets/(liabilities)** | | **45,087** | (967,515) |
| **Capital and reserves** | | | |
| Share capital | 32 | **3,148,629** | 1,344,398 |
| Reserves | | **(3,103,542)** | (2,311,913) |
| **Total equity** | | **45,087** | (967,515) |

Approved and authorised for issue by the board of directors on 9 May 2020 and signed on its behalf by:

| | |
|---|---|
| **Dr. Li Ai Guo** | **Mr. Chong Kok Leong** |
| *Director* | *Director* |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

# 33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

## Movements of the Company's reserves

| | Share capital HK$'000 | Share option reserve HK$'000 | Convertible bond reserve HK$'000 | Accumulated losses HK$'000 | Total HK$'000 |
|---|---|---|---|---|---|
| At 1 January 2018 | 1,344,398 | 607 | 672,631 | (1,540,092) | 477,544 |
| Loss for the year | – | – | – | (1,445,059) | (1,445,059) |
| At 31 December 2018 and 1 January 2019 | 1,344,398 | 607 | 672,631 | (2,985,151) | (967,515) |
| Loss for the year | – | – | – | (118,998) | (118,998) |
| Lapse of share option | – | (607) | – | 607 | – |
| Implementation of the Scheme (Note 32) | | | | | |
| – Issue of scheme shares, net of expenses | 1,131,600 | – | – | – | 1,131,600 |
| Transfer from convertible bonds reserve following the implementation of the Scheme of Arrangement | 672,631 | – | (672,631) | – | – |
| **At 31 December 2019** | **3,148,629** | **–** | **–** | **(3,103,542)** | **45,087** |

## 34. SUBSIDIARIES

Particulars of the principal subsidiaries of the Company as at 31 December 2019 and 2018 were as follows:

| Name of companies | Place of Incorporation/ operation | Issued and fully paid-up share/ registered capital | Percentage of equity attributable to the Company | | | | Principal activities |
|---|---|---|---|---|---|---|---|
| | | | 2019 | | 2018 | | |
| | | | Direct | Indirect | Direct | Indirect | |
| Total Global Holdings Limited | BVI | US$50,000 | **100%** | **–** | 100% | – | Investment holding |
| Blossom Ally Limited | BVI | US$1 | **–** | **–** | 100% | – | Investment holding |
| Weldtech Technology Co., Limited | Hong Kong | HK$1,724 | **–** | **100%** | – | 100% | Investment holding |
| 濠信節能科技(上海)有限公司(1) (Haoxin Technology (Shanghai) Company Limited) | PRC | Paid-up capital US$12,380,000 | **–** | **100%** | – | 100% | Design and provision of energy saving solutions |
| 濠信節能科技(宿遷)有限公司(1) Haoxin Technology (Suqian) Company Limited | PRC | Paid-up capital HK$27,800,000 | **–** | **100%** | – | 100% | Design and provision of energy saving solutions |

(1) These companies are registered as wholly-foreign-owned enterprises with limited liability under PRC law.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

## 35. DISPOSAL OF SUBSIDIARY

The Group entered into a sale and purchase agreement on 11 September 2019 and a supplemental agreement on 24 December 2019 to dispose of its 100% equity interest in Blossom Ally Limited to an independent third party for cash consideration of approximately HK$4,500,000. The disposal was completed on 24 December 2019. Summary of the effects of the disposal is as follows:

| | HK$'000 |
|---|---|
| **Net assets disposed of:** | |
| Financial assets at fair value through other comprehensive income | 15,333 |
| Cash and bank balances | 4 |
| | 15,337 |

### Loss on disposal of subsidiary

| | HK$'000 |
|---|---|
| Consideration received | 4,500 |
| Release of financial assets at fair value through other comprehensive income reserve | 5,244 |
| Net assets disposed of | (15,337) |
| Loss on disposal | (5,593) |

### Net cash inflow from disposal of subsidiary

| | HK$'000 |
|---|---|
| Consideration received in cash and cash equivalents | 4,500 |
| Less: cash and bank balances disposed of | (4) |
| Net cash inflow from disposal of subsidiary | 4,496 |

## 36. CAPITAL COMMITMENT

Capital commitments at each of the end of the reporting period contracted but not provided for in the consolidated financial statements were as follows:

| | **2019** **HK$'000** | 2018 HK$'000 |
|---|---|---|
| Commitments for the construction contract | **5,872** | 6,679 |

## 37. OPERATING LEASES

As at 31 December 2018, the Group had commitments for future minimum lease payments under non-cancellable operating leases for certain of its office premises as follows:

| | 2018 HK$'000 |
|---|---|
| Within one year | 637 |
| In the second to fifth years inclusive | 457 |
| | 1,094 |

Leases are negotiated and rental are fixed for term of 2 years.

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term from two to three years and rentals are fixed over the lease terms and do not include contingent rentals.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

# 38. RETIREMENT BENEFITS PLANS

The Group participate in a defined contribution scheme which is registered under a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance in December 2000. The assets of the scheme are held separately from those of the Group, in funds under the control of trustee.

For members of the MPF Scheme, the Group contribute 5% or HK$1,500 in maximum of relevant payroll costs to the scheme, which contribution is matched by employees.

Pursuant to the regulations of the relevant authorities in the PRC, the Group participates in the PRC Schemes whereby the Group is required to contribute to the PRC Schemes to fund the retirement benefits of the eligible employees. Contributions made to the PRC Schemes are calculated based on certain percentages of the applicable payroll costs as stipulated under the requirements in the PRC. The relevant authorities of the PRC are responsible for the entire pension obligations payable to the retired employees. The only obligation of the Group with respect to the PRC Schemes is to pay the ongoing required contributions under the PRC Schemes.

The retirement benefit schemes contribution represents gross contributions by the Group to the PRC Schemes operated by the relevant authorities of the PRC.

The total cost charged to the profit or loss of approximately HK$63,000 (2018: HK$62,000) represents contributions paid and payable to the MPF Scheme by the Group in respect of the current year.

# 39. SHARE OPTION SCHEME

On 22 May 2008, the Company adopted a share option scheme (the "Share Option Scheme"), pursuant to which the board of directors of the Company (the "Board") may, at its discretion, grant options to the eligible participants (as defined in the Share Option Scheme) including employees, directors, shareholders and other person whom the Board considers, in its sole discretion, has contributed or will contribute to the Group. The subscription price for the shares under the Share Option Scheme will be a price determined by the Board in its absolute discretion but shall not be lower than the higher of (i) the closing price of the shares as stated in the Exchange's daily quotation sheet on the date of grant, which must be a business day; and (ii) the average closing price of the shares as stated in the Exchange's daily quotations sheets for the 5 trading days immediately preceding the date of grant. The maximum number of shares which may be issued upon exercise of all outstanding options granted under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 30% of the total number of shares in issue from time to time. The number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to a director, chief executive or substantial shareholder or any of their respective associates in excess of 0.1% of the Company's share capital and with a value in excess of HK$5,000,000 must be approved by the Company's shareholders. Options granted under the Share Option Scheme will entitle the holder to subscribe for shares from the date of grant up to the 10th anniversary of the date of grant. A nominal consideration of HK$1 is payable on acceptance of the grant of an option.

On 22 January 2015 and 31 December 2015, a total of 8,000,000 and 1,000,000 options were granted to Directors of the Group pursuant to the Share Option Scheme. The estimated fair value of share options granted on 22 January 2015 and 31 December 2015 are approximately HK$607,000 and HK$100,000 respectively. No share option expenses has been recognised in the consolidated statement of profit or loss and other comprehensive income for the years ended 31 December 2019 and 2018.

## 39. SHARE OPTION SCHEME (continued)

The inputs into the model as grant date were as follows:

| | |
|---|---|
| Grant date share price | HK$0.405–0.415 |
| Weighted average share price: | HK$0.414 |
| Weighted average exercise price: | HK$1.156 |
| Expected volatility: | 62.14%–66.07% |
| Risk-free rate: | 0.7%–0.9% |
| Expected dividend yield: | 0% |
| Option period: | 3–4 years |
| Fair value per option | HK$0.0683–0.1003 |

Expected volatility was determined by using the historical volatility of the Company's share price over the expected option period. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

As the fair value of the services received could not be estimated reliably by the Company, the fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on Binomial Option Pricing Model. The contractual life of the share option is used as an input into this model. Expectations of early exercise multiple are incorporated into the Binomial Option Pricing Model.

No share options exercised during the year, the weighted average share price at dates of exercise was HK$1.5.

Details of specific categories of options are as follows:

| Date of grant | Vesting period | Exercise period | Exercise price |
|---|---|---|---|
| 22 January 2015 | One year from the date of grant | 22 January 2016 to 22 January 2018 | HK$0.90 |
| 22 January 2015 | Two year from the date of grant | 22 January 2017 to 22 January 2019 | HK$1.50 |
| 31 December 2015 | One year from the date of grant | 1 January 2017 to 31 December 2018 | HK$0.80 |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

# 39. SHARE OPTION SCHEME (continued)

Details of the terms and movements of the share options granted pursuant to the Share Option Scheme are as follows:

**2019**

| Category of grantee | Date of grant | Exercise Price per share | Expiry date | Balance as at 1.1.2019 | Grant during the year | Exercise during the year | Lapsed during the year | Balance as at 31.12.2019 |
|---|---|---|---|---|---|---|---|---|
| Employee | 22.1.2015 | HK$1.50 | 22.1.2019 | 4,000,000 | – | – | (4,000,000) | – |
| Exercisable at the end of the year | | | | | | | | – |
| Weighted average exercise price (HK$) | | | | 1.5 | – | – | 1.5 | – |
| Weighted average remaining contractual life (years) | | | | | | | | – |

2018

| Category of grantee | Date of grant | Exercise Price per share | Expiry date | Balance as at 1.1.2019 | Grant during the year | Exercise during the year | Lapsed during the year | Balance as at 31.12.2019 |
|---|---|---|---|---|---|---|---|---|
| Employee | 22.1.2015 | HK$0.90 | 2.1.2018 | 4,000,000 | – | – | (4,000,000) | – |
| | 22.1.2015 | HK$1.50 | 22.1.2019 | 4,000,000 | – | – | – | 4,000,000 |
| | | | | 8,000,000 | – | – | (4,000,000) | 4,000,000 |
| Exercisable at the end of the year | | | | | | | | 4,000,000 |
| Weighted average exercise price (HK$) | | | | 1.2 | – | – | 0.9 | 1.5 |
| Weighted average remaining contractual life (years) | | | | | | | | 0.1 |

# 40. MATERIAL RELATED PARTIES TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, during the year the Group had the following transactions with related parties.

## (a) Income or expense items:

| | 2019<br>HK$'000 | 2018<br>HK$'000 |
|---|---|---|
| Rental expenses paid to a shareholder | **347** | 73 |
| Interest expense paid to a company that became a related party after the implementation of the Scheme of Arrangement | **710** | – |

The Directors are of the opinion that the transactions were entered into on normal commercial terms and in the ordinary course of the Group's business.

## (b) Compensation of key management personnel

The key management of the Group comprises all Directors, details of their remuneration are disclosed in Note 13 to the consolidated financial statements. The remuneration of Directors is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

None of the above related party transactions falls under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

# 41. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

| | **Other borrowing** HK$'000 | **Convertible bonds** HK$'000 | **Promissory notes** HK$'000 | **Lease liabilities** HK$'000 | **Total** HK$'000 |
|---|---|---|---|---|---|
| At 1 January 2018 | 23,965 | 491,008 | 110,395 | – | 625,368 |
| Changes from financing cash flows: | | | | | |
| Interest paid | (2,617) | – | – | – | (2,617) |
| Non-cash changes: | | | | | |
| Remeasurement of liability component of CB | – | 403,694 | – | – | 403,694 |
| Finance costs (Note 10) | 3,307 | 78,811 | 17,005 | – | 99,123 |
| Interest payables | (690) | (28,355) | – | – | (29,045) |
| Exchange realignment | (1,433) | – | – | – | (1,433) |
| At 31 December 2018 | 22,532 | 945,158 | 127,400 | – | 1,095,090 |
| Impact on adoption of HKFRS 16 | – | – | – | 847 | 847 |
| At 1 January 2019 | 22,532 | 945,158 | 127,400 | 847 | 1,095,937 |
| Changes from financing cash flows: | | | | | |
| Repayments of lease liabilities | – | – | – | (519) | (519) |
| Non-cash changes: | | | | | |
| Converted into Schemes Shares | – | (964,851) | (127,400) | – | (1,092,251) |
| Finance costs (Note 10) | 3,812 | 19,693 | – | 55 | 23,560 |
| Interest payables | (3,812) | – | – | – | (3,812) |
| Exchange realignment | (214) | – | – | (7) | (221) |
| **At 31 December 2019** | **22,318** | **–** | **–** | **376** | **22,694** |

## 42. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2019, the Group has completed the scheme of arrangement on 25 October 2019. A total number of 1,418,478,995 Shares were allotted and issued to the creditors at the price of HK$0.8 per share to settle the outstanding principal amount of the convertible bonds of approximately HK$945,158,000, promissory notes of approximately HK$127,400,000, and accrued interest on the outstanding principal amount of the convertible bonds of approximately HK$62,225,000, respectively.

## 43. EVENT AFTER THE END OF REPORTING PERIOD

Since January 2020, the outbreak of Novel Coronavirus ("COVID-19") has impact on the global business environment. Up to the date of these consolidated financial statements, COVID-19 has not resulted in material impact to the Group. Pending the development and spread of COVID-19 subsequent to the date of these consolidated financial statements, further changes in economic conditions for the Group arising thereof may have impact on the financial results of the Group, the extent of which could not be estimated as at the date of these consolidated financial statements. The Group will keep continuous attention on the situation of the COVID-19 and react actively to its impact on the financial position and operating results of the Group.

## 44. COMPARATIVE FIGURES

The Group has initially applied HKFRS 16 at 1 January 2019. Upon the transition methods, comparative information is not restated. Further details, of the changes in accounting policies are disclosed in Note 2.

## 45. APPROVAL FOR CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 9 May 2020.

# SUMMARY OF FINANCIAL INFORMATION

For the year ended 31 December 2019

A summary of the results and of the assets and liabilities of the Group for the five financial years ended 31 December 2019, as extracted from the audited consolidated financial statements, is as set out below.

## RESULTS

| | For the year ended 31 December | | | | |
|---|---|---|---|---|---|
| | **2019** | 2018 | 2017 | 2016 | 2015 |
| | **HK$'000** | HK$'000 | HK$'000 | HK$'000 | HK$'000 |
| Revenue | **41,272** | 50,506 | 80,719 | 22,080 | 16,776 |
| Loss for the year attributable to owners of the Company | **(109,325)** | (1,371,738) | (193,233) | (201,928) | (815,428) |
| | **HK cents** | HK cents | HK cents | HK cents | HK cents |
| Loss per share | | | | | |
| – Basic | **(4.26)** | (59.47) | (8.45) | (10.51) | (52.33) |
| – Diluted | **(4.26)** | (59.47) | (8.45) | (10.51) | (52.33) |

## ASSETS AND LIABILITIES

| | For the year ended 31 December | | | | |
|---|---|---|---|---|---|
| | **2019** | 2018 | 2017 | 2016 | 2015 |
| | **HK$'000** | HK$'000 | HK$'000 | HK$'000 | HK$'000 |
| Total assets | **190,757** | 281,240 | 1,329,455 | 1,326,885 | 1,554,198 |
| Total liabilities | **(47,749)** | (1,162,231) | (827,636) | (772,582) | (796,897) |
| Net assets/(liabilities) | **143,008** | (880,911) | 501,819 | 554,303 | 757,301 |