



Asia Television Holdings Limited 亞洲電視控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 707

2019

ANNUAL REPORT

年報



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors:

Mr. Deng Jun Jie (Co-Chairman)
Mr. Leong Wei Ping 梁瑋珩先生*
Mr. Chan Wai Kit
Mr. Sze Siu Bun
Ms. Sun Tingting

Non-Executive Directors:

Dato' Sri Lai Chai Suang 拿督斯里賴彩雲博士*
(Co-Chairman)
Mr. Andy Yong Kim Seng 楊錦成先生*

Independent Non-Executive Directors:

Ms. Han Xingxing
Mr. Li Yu
Ms. Wong Chi Yan
Mr. Lee Cheung Yuet Horace

AUDIT COMMITTEE

Ms. Wong Chi Yan (chairman of committee)
Ms. Han Xingxing
Mr. Li Yu
Mr. Lee Cheung Yuet Horace

REMUNERATION COMMITTEE

Mr. Li Yu (chairman of committee)
Ms. Han Xingxing
Ms. Wong Chi Yan
Mr. Lee Cheung Yuet Horace

NOMINATION COMMITTEE

Ms. Han Xingxing (chairman of committee)
Mr. Li Yu
Ms. Wong Chi Yan
Mr. Lee Cheung Yuet Horace

AUTHORISED REPRESENTATIVES

Mr. Chan Wai Kit
Mr. Law Wai Ip Vincent

COMPANY SECRETARY

Mr. Law Wai Ip Vincent

董事會

執行董事：

鄧俊杰先生(聯席主席)
Mr. Leong Wei Ping 梁瑋珩先生*
陳偉傑先生
施少斌先生
孫婷婷女士

非執行董事：

Dato' Sri Lai Chai Suang 拿督斯里賴彩雲博士*
(聯席主席)
Mr. Andy Yong Kim Seng 楊錦成先生*

獨立非執行董事：

韓星星女士
李玉先生
黃志恩女士
李暢悅先生

審核委員會

黃志恩女士(委員會主席)
韓星星女士
李玉先生
李暢悅先生

薪酬委員會

李玉先生(委員會主席)
韓星星女士
黃志恩女士
李暢悅先生

提名委員會

韓星星女士(委員會主席)
李玉先生
黃志恩女士
李暢悅先生

授權代表

陳偉傑先生
羅偉業先生

公司秘書

羅偉業先生

* for identification only

* 僅供識別

CORPORATE INFORMATION (CONTINUED)

公司資料(續)

AUDITOR

Moore Stephens CPA Limited

核數師

大華馬施雲會計師事務所有限公司

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

註冊辦事處

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Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

33 Dai Shing Street
Tai Po Industrial Estate
Tai Po, New Territories
Hong Kong

香港總辦事處及主要營業地點

香港
新界大埔
大埔工業邨
大盛街33號

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
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P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

開曼群島主要股份過戶及登記處

Conyers Trust Company (Cayman) Limited
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Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

香港股份過戶及登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心
54樓

STOCK CODE

707

股份代號

707

DESIGNATED WEBSITE FOR CORPORATE COMMUNICATIONS

www.atvgroup.com.hk/

公司通訊之指定網站

www.atvgroup.com.hk/

CHAIRMAN'S STATEMENT

主席報告

On behalf of the board of directors (the "Directors" and the "Board", respectively) of Asia Television Holdings Limited (the "Company"), we are pleased to present the annual results of the Company and its subsidiaries (together, the "Group") for the year ended 31 December 2019.

FINANCIAL RESULTS

The revenue of the Group for the year ended 31 December 2019 was approximately Renminbi ("RMB") 156.9 million (2018: RMB166.0 million), a slight decrease of approximately 5.5% compared to the year before. The loss before taxation of the Company amounted to approximately RMB621.9 million (2018: RMB840.0 million), representing a significant decrease of 25.9% from 2018.

The Group recorded a substantial decrease in the audited consolidated loss attributable to owners of the Company for the year ended 31 December 2019 ("2019 Consolidated Loss"). The decrease in the Consolidated Loss was mainly attributable to (i) an absence of the recognition of impairment loss on goodwill of approximately RMB114 million for the acquisition of Asia Television Limited and its subsidiaries as recognised in the same period last year; (ii) a decrease in share of loss of an associate and impairment of an associate of approximately RMB208 million as compared to the same period of the last year; and (iii) a decrease in the cost of sales of approximately RMB105 million as compared to the same period of the last year due to the adoption of stringent cost control measures.

Loss per share amounted to approximately RMB0.076 (2018: RMB0.113), while the net asset value per share attributable to owners of the Company was approximately RMB0.01 at the end of 2019 (2018: RMB0.07).

No dividend has been paid or declared by the Company during the year (2018: Nil). The Board resolved not to declare the payment of any final dividend for the year (2018: Nil).

BUSINESS REVIEW

During the year ended 31 December 2019, the Group had engaged in four business streams including (i) the processing, printing and sales of finished fabrics and subcontracting services and the trading of fabric and clothing business (the "Fabrics and Trading Business"); (ii) the money lending business; (iii) securities investment and securities brokerage services business (the "Investments and Brokerage Services Business"); and (iv) media, cultural and entertainment business.

我們謹代表亞洲電視控股有限公司(「本公司」)董事會(分別為「董事」及「董事會」)欣然提呈本公司及其附屬公司(合稱「本集團」)截至二零一九年十二月三十一日止年度之全年業績。

財務業績

本集團截至二零一九年十二月三十一日止年度的收入約為人民幣(「人民幣」)156,900,000元(二零一八年：人民幣166,000,000元)，與去年相比輕微減少約5.5%。本公司的稅前虧損約為人民幣621,900,000元(二零一八年：人民幣840,000,000元)，較二零一八年大幅減少25.9%。

本集團截至二零一九年十二月三十一日止年度錄得的本公司擁有人應佔之經審核綜合虧損(「二零一九綜合虧損」)大幅減少。綜合虧損減少主要是由於(i)並無就收購亞洲電視有限公司及其附屬公司確認去年同期確認的商譽減值虧損約人民幣114,000,000元；(ii)分佔聯營公司虧損及聯營公司減值較去年同期減少約人民幣208,000,000元；及(iii)由於採取嚴格的成本控制措施，銷售成本較去年同期減少約人民幣105,000,000元。

每股虧損約為人民幣0.076元(二零一八年：人民幣0.113元)，而本公司擁有人應佔每股資產淨值於二零一九年底約為人民幣0.01元(二零一八年：人民幣0.07元)。

本公司於年內並無派付或宣派任何股息(二零一八年：無)。董事會議決於本年度不宣派任何末期股息(二零一八年：無)。

業務回顧

於截至二零一九年十二月三十一日止年度，本集團經營四項業務，包括(i)成品布料之加工、印花及銷售及分包服務以及布料及成衣貿易業務(「布料及貿易業務」)；(ii)放債業務；(iii)證券投資及經紀服務業務(「投資及經紀服務業務」)；及(iv)媒體、文化及娛樂業務。

CHAIRMAN'S STATEMENT (CONTINUED)

主席報告(續)

An outline of the business review of the four business streams is described below:

以下描述了四項業務的業務回顧概要：

(i) Fabrics and Trading Business

The overall business environment remained challenging in 2019. Demand from emerging markets remained weak and the substantial increases in direct costs continued to put pressure on gross profit margin. For the year 2019, the turnover contributed by the Fabrics and Trading Business was approximately RMB112.7 million (2018: RMB94.9 million), representing an increase of 18.8% from the previous year, was mainly due to the increase in revenue contributed by subcontracting services. Nevertheless, Gross loss from the operation has reduced significantly from RMB18.1 million in 2018 to gross loss of RMB8.8 million in current year, representing a 51.4% year-over-year decline.

(i) 布料及貿易業務

二零一九年整體營商環境仍具挑戰。新興市場需求維持疲弱及直接成本大幅上漲，均繼續對毛利率構成壓力。於二零一九年年度，布料及貿易業務貢獻之營業額約為人民幣112,700,000元（二零一八年：人民幣94,900,000元），較上年度增加18.8%，主要是由於分包服務的收益增加。然而，經營毛損自二零一八年人民幣18,100,000元顯著減少至本年度毛損人民幣8,800,000元，按年下降51.4%。

(ii) Money Lending Business

For the year ended 31 December 2019, the interest income contributed by the money lending business was approximately RMB18.2 million (2018: RMB18.2 million) with EBITDA result of approximately RMB14.5 million (2018: RMB18.1 million).

(ii) 放債業務

於截至二零一九年十二月三十一日止年度，放債業務貢獻之利息收入約為人民幣18,200,000元（二零一八年：人民幣18,200,000元），EBITDA約為人民幣14,500,000元（二零一八年：人民幣18,100,000元）。

(iii) Investments and Brokerage Services Business

As the stock market was volatile in 2019, the Group had recorded an overall fair value loss of approximately RMB42.4 million from the securities investment business (2018: fair value loss of RMB43.6 million).

(iii) 投資及經紀服務業務

由於股票市場於二零一九年波動，本集團就證券投資業務錄得整體公平值虧損約人民幣42,400,000元（二零一八年：公平值虧損人民幣43,600,000元）。

The revenue generated from the securities brokerage services business was approximately RMB12.9 million (2018: RMB28.2 million), representing a decrease of 54.3% from the previous year. The decrease in revenue of Million Federal International Limited together with its subsidiary, Sincere Securities Limited was mainly due to the overall decrease in revenue generated from brokerage and related services, underwriting and placing services and margin financing interest. The Group's overall Investment and Brokerage Services Business was less than satisfactory.

證券經紀服務業務所產生之收益約為人民幣12,900,000元（二零一八年：人民幣28,200,000元），較去年減少54.3%。萬方國際有限公司連同其附屬公司訊匯證券有限公司的收益減少，主要是由於經紀及相關服務、包銷和配售服務以及保證金融資利息產生的收益整體下降。本集團的整體投資及經紀服務業務表現未如理想。

(iv) Media, Cultural and Entertainment Business

During the year under review, the turnover of the media, cultural and entertainment business was approximately RMB13.1 million (2018: 24.8 million). The decrease in revenue was mainly due to the decrease of advertising and subscription income from the over-the-top platform, including set-top-boxes, mobile app and website. EBITDA for the year ended 31 December 2019 was at a loss of approximately RMB8.0 million (2018: RMB131.5 million), the improvement was mainly due to restructuring, downsizing and the adoption of stringent cost control measures.

(iv) 媒體、文化及娛樂業務

於本回顧年度，媒體、文化及娛樂業務之營業額約為人民幣13,100,000元（二零一八年：人民幣24,800,000元）。收益減少主要是由於來自OTT平台（包括機頂盒、流動應用程式及網站）的廣告及訂購收入減少。截至二零一九年十二月三十一日止年度的EBITDA為虧損約人民幣8,000,000元（二零一八年：人民幣131,500,000元），改善乃主要由於重組、精簡架構及採取嚴格的成本控制措施。

CHAIRMAN'S STATEMENT (CONTINUED)

主席報告(續)

LONG TERM CORPORATE STRATEGIES

Being heavily invested in media, cultural and entertainment business, the Group aims to expand vertically to provide our customers with a "one-stop" advertising solution from creative production to media delivery. In the medium to long term development, it is expected that our platform will cover other Chinese-Speaking regions. We will strategically focus on developing Singapore, Malaysia, Hong Kong and Taiwan before moving on to other countries with large populations.

BUSINESS OUTLOOK

Despite the headwinds and challenges ahead, we will continue to enhance our corporate transparency and strengthen our corporate governance and internal control. In the year ahead, we aim to revitalise our media, cultural and entertainment business through innovation and repositioning. We will take every opportunity to optimise our business to enrich the value of the shareholders of the Company (the "Shareholders"). With the concerted efforts of the management and the staff of the Group, we are confident and optimistic about the Group's future growth and outlook.

APPRECIATION

On behalf of the Group and the Board, we would like to express uttermost gratitude to our employees for all your effort and contribution. We would also like to thank our Shareholders, investors, business partners and customers who have been offering great support and assistance to us. We are confident about the future development prospects of the Group and will continue to forge ahead with innovative development and generate ideal investment returns for Shareholders.

長遠的企業戰略

本集團專注於媒體、文化及娛樂業務，旨在縱向擴展，為客戶提供從創意製作到媒體傳遞的「一站式」廣告解決方案。在中長線發展中，預計我們的平台將覆蓋其他華語區域。我們將策略性地重點發展新加坡、馬來西亞、香港和台灣，然後再轉移到人口眾多的其他國家。

業務展望

儘管面臨逆風和挑戰，我們將繼續提升公司透明度，加強公司治理和內部控制。來年，我們旨在通過創新和重新定位來振興我們的媒體、文化及娛樂業務。我們將利用一切機會優化業務，以提升本公司股東（「股東」）的價值。在管理層及本集團員工的共同努力下，我們對本集團未來的增長及前景充滿信心及樂觀。

鳴謝

我們謹代表本集團和董事會摯誠感謝員工所作出之一切努力和貢獻，並謹此向一直以來給予我們莫大支持及協助之股東、投資者、業務夥伴及客戶致以衷心感謝。我們對本集團之未來發展前景充滿信心，並將繼續全面推動創新的發展，為股東帶來理想投資回報。

Deng Jun Jie

Co-Chairman

Hong Kong, 6 May 2020

Dato' Sri Lai Chai Suang

拿督斯里賴彩雲博士*

Co-Chairman

聯席主席

鄧俊杰

聯席主席

Dato' Sri Lai Chai Suang

拿督斯里賴彩雲博士*

香港，二零二零年五月六日

* for identification only

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS AND FINANCIAL REVIEW

During the year ended 31 December 2019, Asia Television Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) had engaged in four business streams including (i) the processing, printing and sales of finished fabrics and subcontracting services and the trading of fabric and clothing business (the “Fabrics and Trading Business”); (ii) the money lending business; (iii) securities investment and securities brokerage services business (the “Investments and Brokerage Services Business”); and (iv) media, cultural and entertainment business.

Fabrics and Trading Business

The Group continued to engage in the Fabrics and Trading Business during the financial year. The overall business environment remained challenging in 2019. Weak demand from emerging markets and the substantial increase in direct costs continued to exert tremendous pressure on gross profit margin. The fierce competition also made it difficult to pass on various cost increases to customers, along with increasingly demanding environmental standards and requirements applicable in the manufacturing processes. As a result, the Group has focused improving operating efficiency and managing costs last year. We also took other appropriate strategic and operational measures to deal with operational challenges.

For the year 2019, the turnover contributed by the Fabrics and Trading Business was approximately Renminbi (“RMB”) 112.7 million (2018: RMB94.9 million), representing an increase of 18.8% from the previous year, was mainly due to the increase in revenue contributed by subcontracting services. Gross loss from the operation has reduced substantially from approximately RMB18.1 million in 2018 to gross loss of approximately RMB8.8 million in the current year, representing a 51.4% year-on-year decline. Nevertheless, the segment gross loss were primarily due to the fact that (i) the Group was unable to pass on all the increased costs (such as costs related to labour and increasingly stringent environmental protection requirements) and decrease in the average selling price of the fabric owing to intense competition in the market; (ii) most of the material costs have increased dramatically during the year; (iii) the economic environment of the People’s Republic of China (the “PRC”) has becoming more uncertain due to the slowdown of economic growth in the PRC, driven by the structural adjustment in the domestic economy and structural reform on the supply side. Besides, operating environment was extremely unfavourable owing to the escalating trade tensions between the United States (the “US”) and the PRC, which has brought uncertainties to the future of the textile industry as well as weakened demand from customers. We anticipate the fabric manufacturing and trading industry will further undergo a prolong process of consolidation and we will continue to adopt stringent cost control measures and consider of downsizing to counteract the operational headwinds.

業務及財務回顧

於截至二零一九年十二月三十一日止年度，亞洲電視控股有限公司（「本公司」）及其附屬公司（合稱「本集團」）分別經營四項業務，包括(i)成品布料之加工、印花及銷售及分包服務以及布料及成衣貿易業務（「布料及貿易業務」）；(ii)放債業務；(iii)證券投資及經紀服務業務（「投資及經紀服務業務」）；及(iv)媒體、文化及娛樂業務。

布料及貿易業務

於本財政年度，本集團繼續從事布料及貿易業務。二零一九年整體營商環境仍具挑戰。新興市場的需求疲弱和直接成本的大幅增加繼續給毛利率構成巨大壓力。激烈競爭亦使多項成本難以轉嫁客戶，而環保標準和生產流程規定則越趨嚴格。有鑒於此，本集團去年度專注改善營運效率、管理成本，並採取其他適當的策略及經營措施，以應付經營挑戰。

於二零一九年年度，布料及貿易業務貢獻之營業額約為人民幣（「人民幣」）112,700,000元（二零一八年：人民幣94,900,000元），較上年度增加18.8%，主要是由於分包服務的收益增加。經營毛損自二零一八年約人民幣18,100,000元大幅減少至本年度毛損約人民幣8,800,000元，按年減少51.4%。然而，分類毛損乃主要由於(i)本集團無法將所有成本增幅（如有關勞工及嚴格的環保規定增加之成本）轉嫁予客戶及市場競爭激烈使布料平均售價下跌；(ii)大部分材料成本於年內大幅增加；(iii)受本土經濟之結構性調整及供給側結構性改革影響，中華人民共和國（「中國」）經濟增長放緩，經濟環境更欠明朗。此外，由於美利堅合眾國（「美國」）與中國之間貿易緊張局勢升級，為紡織業的未來帶來不確定性因素以及客戶需求轉弱，因此營商環境非常不利。我們預期布料製造及貿易行業將進入漫長的整合期，而我們將繼續採取嚴謹之成本控制措施並考慮縮減規模以抵禦經營動盪。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Money Lending Business

The money lending business is conducted through Rende Finance Limited, a locally licenced money lender under the Money Lenders Ordinance (Chapter 163 of the Laws of the Hong Kong). As at 31 December 2019, the loan balances were approximately RMB86.4 million (2018: RMB100.2 million) with terms of 3 months to 1 year.

The Group adopted the money lending policy and procedure manual which provide guidelines on the handling and monitoring of money lending procedures according to the Money Lenders Ordinance. For the year ended 31 December 2019, the interest income contributed by the money lending business was approximately RMB18.2 million (2018: RMB18.2 million) with EBITDA result of approximately RMB14.5 million (2018: RMB18.1 million).

As a matter of risk management exercise, we will not further enlarge the exposure of the money lending business. We will remain prudent in our credit approval process and exercise stringent internal process in screening applications.

Investment and Brokerage Services Business

During the year under review, the overall performance of the Group's securities investment business was less than satisfactory. Global financial markets experienced a turbulent ride in 2019 primarily due to the US-China trade overhang and sluggish global economic growth. The stock market was volatile in 2019 and the Group recorded an overall fair value loss of approximately RMB42.4 million (2018: RMB43.6 million) from the securities investment business. The decrease in fair value of the securities investment was mainly due to the volatility caused by the US-China trade war, the unrest of Hong Kong society, the weakening RMB and economics in emerging markets, which lead to the overall unsatisfactory performance of the stock market.

As at 31 December 2019, the aggregate amount of the Group's listed securities held for trading at fair value is approximately RMB31.4 million (2018: RMB123.2 million). The Group managed a portfolio of securities listed in Hong Kong and overseas.

The revenue generated from the securities brokerage services business was approximately RMB12.9 million (2018: RMB28.2 million), representing a decrease of 54.3% from the previous year, the decrease in revenue was mainly due to the overall decrease in revenue generated from brokerage and related services, underwriting and placing services and margin financing interest.

放債業務

放債業務透過一間於《放債人條例》(香港法例第163章)下之本地持牌放債人仁德信貸財務有限公司進行。於二零一九年十二月三十一日，貸款結餘約為人民幣86,400,000元(二零一八年：人民幣100,200,000元)，貸款期介乎三個月至一年。

本集團根據《放債人條例》採納提供有關處理及監督放債程序的放債政策及程序手冊。於截至二零一九年十二月三十一日止年度，放債業務貢獻之利息收入約為人民幣18,200,000元(二零一八年：人民幣18,200,000元)，EBITDA約為人民幣14,500,000元(二零一八年：人民幣18,100,000元)。

作為風險管理活動一環，我們將不會進一步擴充放債業務。我們將繼續在信貸審批之程序上採取審慎態度，在篩選申請事宜上進行嚴格內部程序。

投資及經紀服務業務

於回顧年度內，本集團證券投資業務的整體表現未如理想。由於中美貿易威脅持續及全球經濟增長疲弱，全球金融市場在二零一九年經歷震盪。股票市場於二零一九年波動，本集團就證券投資業務錄得整體公平值虧損約人民幣42,400,000元(二零一八年：人民幣43,600,000元)。證券投資公平值的下降主要是由於中美貿易戰、香港社會動盪、人民幣疲弱以及新興市場經濟疲弱帶來的波動而導致股市整體表現欠佳。

於二零一九年十二月三十一日，本集團持作買賣之上市證券(按公平值計)總值約為人民幣31,400,000元(二零一八年：人民幣123,200,000元)。本集團管理一個由香港及海外上市證券組成之投資組合。

證券經紀服務業務所產生之收益約為人民幣12,900,000元(二零一八年：人民幣28,200,000元)，較上年度減少54.3%。收益減少主要是由於經紀及相關服務、包銷和配售服務以及保證金融資利息產生的收益整體下降。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Media, Cultural and Entertainment Business

During the year, turnover of the media, cultural and entertainment business was approximately RMB13.1 million (2018: 24.8 million). Since the beginning of social unrest in June 2019, adversity in the economy and business environment in Hong Kong, and uncertainties in global markets have given rise to sharp decline in advertising and subscription income. EBITDA for the year ended 31 December 2019 was a loss of approximately RMB8.0 million (2018: a loss of approximately RMB13.5 million), the improvement was mainly due to restructuring, downsizing and the adoption of stringent cost control measures. During the period under review, we have also revived our most popular and classic contents such as "Miss Asia Pageant", along with our new programmes. The Group has streamlined its management team and outsourced certain programmes for the mobile application and OTT platform during the period under review.

The short-term strategy for our media and entertainment business is to expand its multiple digital platforms with big data social media platforms. Our goal is to establish a high-quality e-commerce platform with strong customer base. In the long run, we aim to expand vertically to provide our customers with a "one-stop" solution from creative production to media delivery. In the medium to long term development, it is expected that our platform will cover other Chinese-Speaking regions. We will focus on developing Malaysia, Singapore, Hong Kong and Taiwan before moving on to other countries with large populations.

THE REMEDIAL ACTIONS TO BE UNDERTAKEN RELATED TO MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

The management has drawn attention to note 1 to the Consolidated Financial Statements with respect to the Group's ability to continue as going concerns. During the financial year ended 31 December 2019, the Group incurred a net loss of approximately RMB605,313,000. As at 31 December 2019, the Group's current liabilities exceeded the current assets by approximately RMB303,331,000. These events and conditions indicate a material uncertainty exists that may cast significant doubt about the Group's ability to continue as going concern.

媒體、文化及娛樂業務

於本年度，媒體、文化及娛樂業務之營業額約為人民幣13,100,000元（二零一八年：人民幣24,800,000元）。自二零一九年六月開始出現社會動盪以來，香港經濟及經營環境陷入逆境及全球市場存在不肯定因素，導致廣告及訂購收入出現急速下跌。截至二零一九年十二月三十一日止年度的EBITDA為虧損約人民幣8,000,000元（二零一八年：虧損約人民幣13,500,000元），改善乃主要由於重組、精簡架構及採取嚴格的成本控制措施。於回顧期內，連同新節目一起，我們亦恢復最受歡迎及最經典的內容，例如「亞洲小姐選美」。於回顧期內，本集團已為流動應用程式及OTT平台精簡其管理團隊及外判若干節目。

我們媒體及娛樂業務的短期戰略為利用大數據社交媒體平台擴展其多個數碼平台。我們的目標是建立具備強大客戶基礎的高質量電子商務平台。從長遠而言，我們旨在垂直擴展，為我們的客戶提供覆蓋創意製作到媒體傳遞的「一站式」解決方案。在中長期發展中，預期我們的平台將覆蓋其他華語區域。我們將重點發展馬來西亞、新加坡、香港及台灣，然後再轉向其他人口眾多的國家。

有關持續經營的重大不確定因素將採取的補救措施

管理層提請注意綜合財務報表附註1有關本集團持續經營能力的事項。於截至二零一九年十二月三十一日止財政年度，本集團產生淨虧損約人民幣605,313,000元。於二零一九年十二月三十一日，本集團的流動負債超過流動資產約人民幣303,331,000元。該等事件及情況顯示存在重大不確定因素，可能令本集團持續經營能力嚴重存疑。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

The directors of the Company have taken the following measures to mitigate the liquidity pressure and to improve its financial position:

- (i) Actively negotiating with lenders and other financial institutions to renew loans that have fallen due and new credit facilities;
- (ii) Implementing comprehensive policies to monitor cash flows through cutting costs and capital expenditure;
- (iii) Exploring the possibility of disposing certain non-core assets;
- (iv) Soliciting for further financing arrangements which include placing of new shares to new potential investors;
- (v) Extended one of the loans from other financial institutions which was matured before 31 December 2019 for maturity on 31 May 2021;
- (vi) Obtained a financial undertaking and financial support from a substantial shareholder of the Company who is also a director of the Company; and
- (vii) Obtained the new credit facilities of not less than HK\$200,000,000 which is effective from a period of 17 months from the report date.

The management has commenced to look into related development opportunities such as diversified source of income and is processing the following actions to improve the financial performance of the Group:

- (i) negotiating with third parties to jointly organise music events and produce film rights;
- (ii) negotiating with third parties to invest in film rights;
- (iii) revitalizing and developing the mobile application and OTT platform for Singapore, Malaysia, Hong Kong and Taiwan; and
- (iv) implementing policies to monitor cash flows through cutting costs and capital expenditure.

Based on the Group's cash flow projections, taking account of effectiveness and feasibility of the above measures covering a period of twelve months from the end of the reporting period prepared by the management, the directors of the Company consider the Group would be able to finance its operations and to meet its financial obligations as and when they have fallen due or will be failing due in coming twelve months. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

本公司董事已採取以下措施以減輕流動資金壓力及改善其財務狀況：

- (i) 積極與貸款人及其他金融機構談判，以重續已逾期貸款及取得新的信貸融資；
- (ii) 實施全面的政策通過削減成本及資本支出以監測現金流量；
- (iii) 尋求出售若干非核心資產的可能性；
- (iv) 物色進一步融資安排，包括向新潛在投資者配售新股份；
- (v) 將其中一筆於二零一九年十二月三十一日前到期之來自其他金融機構的貸款之到期日延長至二零二一年五月三十一日；
- (vi) 自本公司一名主要股東（亦身兼本公司董事）取得財務承擔及財務支援；及
- (vii) 取得不少於200,000,000 港元之新信貸融資，自報告日期起計17個月期間生效。

管理層已開始研究相關發展機會，例如多元化收入來源，並正在進行以下行動以改善本集團的財務表現：

- (i) 與第三方進行磋商，共同組織音樂活動及製作電影版權；
- (ii) 與第三方進行磋商，投資電影版權；
- (iii) 振興及開發新加坡、馬來西亞、香港及台灣的流動應用程式及OTT平台；及
- (iv) 實施政策通過削減成本及資本支出以監測現金流量。

基於管理層經考慮上述措施的成效及可行性所編製本集團涵蓋報告期末起十二個月期間的現金流量預測，本公司董事認為本集團將能夠於未來十二個月為其業務提供資金並履行其已到期或將到期之財務責任。因此，綜合財務報表乃按持續經營基準編製。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2019, the Group had total assets of approximately RMB1,013.2 million (2018: RMB1,433.0 million) which were financed by current liabilities of approximately RMB785.1 million (2018: RMB919.0 million), non-current liabilities of approximately RMB189.6 million (2018: RMB76.7 million) and the shareholders of the Company (the "Shareholders") equity of approximately RMB101.7 million (2018: RMB461.8 million).

As at 31 December 2019, excluded clients' monies in segregated account, the Group's cash and bank balances were approximately RMB29.7 million (2018: RMB37.3 million), while pledged bank deposits amounted to RMB0.0 million (2018: RMB20.6 million). As at 31 December 2019, the secured bonds were fixed-rate and were denominated in Hong Kong dollars ("HK\$"), the short-term bank loans were fixed-rate loans and denominated in RMB whereas loans from other financial institution and other borrowing were fixed-rate loan and denominated in HK\$. The Group's borrowings were secured by property, plant and equipment, interest in an associate financial assets at fair value through profit or loss, rights-of-use assets, inventories, trade and other receivables, deposits and prepayments, pledged bank deposits and bank balances and cash of the Group.

The current ratio, being a ratio of total current assets to total current liabilities, was approximately 0.6 (2018: 0.8). The gearing ratio, being a ratio of borrowings (comprising leases liabilities, bond payables, convertible bonds, bank loans, loans from other financial institutions and other borrowings as at 31 December 2019) to Shareholders' equity, was 502.1% (2018: 117.8%).

流動資金及財務資源

於二零一九年十二月三十一日，本集團之總資產約為人民幣1,013,200,000元(二零一八年：人民幣1,433,000,000元)，融資來源為流動負債約人民幣785,100,000元(二零一八年：人民幣919,000,000元)、非流動負債約人民幣189,600,000元(二零一八年：人民幣76,700,000元)和本公司股東(「股東」)權益約人民幣101,700,000元(二零一八年：人民幣461,800,000元)。

於二零一九年十二月三十一日，本集團之現金及銀行結餘(不包括於獨立戶口之客戶款項)約為人民幣29,700,000元(二零一八年：人民幣37,300,000元)，而已抵押銀行存款為人民幣零元(二零一八年：人民幣20,600,000元)。於二零一九年十二月三十一日，有抵押債券屬定息並以港元(「港元」)計值，短期銀行貸款屬定息貸款並以人民幣計值，而來自其他金融機構之貸款及其他借貸屬定息貸款並以港元計值。本集團之借貸以本集團之物業、廠房及設備、於聯營公司之權益、按公平值計入損益賬之財務資產、使用權資產、存貨、貿易及其他應收賬款、按金及預付款項、已抵押銀行存款以及銀行結餘及現金作抵押。

流動比率(流動資產總值除以流動負債總額之比率)約為0.6(二零一八年：0.8)。資本負債比率(借貸(包括於二零一九年十二月三十一日之租賃負債、應付債券、可換股債券、銀行貸款、來自其他金融機構之貸款以及其他借貸)除以股東權益之比率)為502.1%(二零一八年：117.8%)。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

CAPITAL STRUCTURE

As at 31 December 2019, the Company's authorised share capital was HK\$2,000,000,000 divided into 20,000,000,000 shares of HK\$0.1 each, of which 7,425,668,000 ordinary shares were in issue and fully paid.

Issue of Shares under share option scheme

During the year ended 31 December 2019, no share options were issued, lapsed and exercised.

Share Transaction – Movie Investment Agreement I Involving the Issue of Consideration Shares I Under the 2018 General Mandate

On 11 April 2019, the Company entered into a movie investment agreement (the "Movie Investment Agreement I") with Filmko Pictures Limited ("Filmko Pictures"), pursuant to which Filmko Pictures has conditionally agreed to sell and the Company has conditionally agreed to acquire the right to share 15% of the total net income of the movie "Double World 《征途》" (the "Acquisition I"), at a consideration of HK\$67,500,000, which was satisfied by the allotment and issue of a total of 270,000,000 new Shares (the "Consideration Shares I") to Filmko Pictures (or its nominee(s)). On 26 April 2019, the Consideration Shares I were allotted and issued to Filmko Pictures (or its nominees) at the issue price of HK\$0.25 per Share under the general mandate granted by the shareholders of the Company to the Directors at the annual general meeting held on 1 June 2018 (the "2018 General Mandate") and the Acquisition I was completed on 26 April 2019.

Discloseable Transaction – Movie Investment Agreement II Involving the Issue of Consideration Shares II Under the 2018 General Mandate

On 14 May 2019, the Company entered into a movie investment agreement (the "Movie Investment Agreement II") with Filmko Pictures, pursuant to which Filmko Pictures has conditionally agreed to sell and the Company has conditionally agreed to acquire the right to share 10% of the total net income of the movie "Little Q 《小Q》", (the "Acquisition II"), at a consideration of HK\$25,000,000, which was satisfied by the allotment and issue of a total of 100,000,000 new Shares (the "Consideration Shares II") pursuant to the Movie Investment Agreement II to Filmko Pictures (or its nominee(s)). On 22 May 2019, the Consideration Shares II were allotted and issued to Filmko Pictures (or its nominees) at the issue price of HK\$0.25 per Share under the 2018 General Mandate and the Acquisition II was completed on 22 May 2019.

資本架構

於二零一九年十二月三十一日，本公司之法定股本為2,000,000,000港元，分為20,000,000,000股每股面值0.1港元之股份，當中7,425,668,000股普通股為已發行及繳足。

根據購股權計劃發行股份

於截至二零一九年十二月三十一日止年度，並無購股權為已發行、已失效或已行使。

股份交易一涉及根據二零一八年一般授權發行代價股份一之電影投資協議一

於二零一九年四月十一日，本公司與星皓影業有限公司(「星皓影業」)訂立一份電影投資協議(「電影投資協議一」)，據此，星皓影業有條件同意出售而本公司有條件同意收購分享電影《征途》總淨收入的15%之權利(「收購事項一」)，代價為67,500,000港元，已通過向星皓影業(或其代名人)配發及發行合共270,000,000股新股份(「代價股份一」)支付。於二零一九年四月二十六日，代價股份一根據本公司股東於二零一八年六月一日舉行的股東週年大會上授予董事的一般授權(「二零一八年一般授權」)按發行價每股股份0.25港元向星皓影業(或其代名人)配發及發行，而收購事項一已於二零一九年四月二十六日完成。

須予披露交易一涉及根據二零一八年一般授權發行代價股份二之電影投資協議二

於二零一九年五月十四日，本公司與星皓影業訂立一份電影投資協議(「電影投資協議二」)，據此，星皓影業有條件同意出售而本公司有條件同意收購分享電影《小Q》總淨收入的10%之權利(「收購事項二」)，代價為25,000,000港元，已根據電影投資協議二通過向星皓影業(或其代名人)配發及發行合共100,000,000股新股份(「代價股份二」)支付。於二零一九年五月二十二日，代價股份二根據二零一八年一般授權按發行價每股股份0.25港元向星皓影業(或其代名人)配發及發行，而收購事項二已於二零一九年五月二十二日完成。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Lapsed of Placing Agreement for Placing of Convertible Bonds under the 2018 General Mandate

On 30 May 2019 (after trading hours), Kingston Securities Limited (the “Placing Agent”) and the Company entered into a placing agreement (the “Placing Agreement”) pursuant to which the Company has agreed to appoint the Placing Agent as the placing agent and the Placing Agent has conditionally agreed to procure placee(s) to subscribe for the convertible bonds in the principal amount of up to HK\$260,275,000 to be issued by the Company pursuant to the Placing Agreement, on a best efforts basis, on the terms and conditions set out in the Placing Agreement. On 28 June 2019, given that certain conditions set out in the Placing Agreement have not been satisfied on or before the fifth business day after expiration of the placing period, the Placing Agreement accordingly lapsed.

Connected transaction in relation to Subscription of Convertible Bonds under Specific Mandate – Phase 1 Completion and Phase 2 Completion

Subject to fulfilment of the conditions precedent under the subscription agreement dated 24 September 2019 (as amended and supplemented by letters of confirmation dated 7 November 2019, 26 February 2020, 1 April 2020 and 4 May 2020) (collectively, the “Subscription Agreements”), pursuant to which Mr. Deng Junjie, the co-chairman, an executive Director and a substantial shareholder of the Company (the “Subscriber”) has conditionally agreed to subscribe for and the Company has conditionally agreed to issue the convertible bonds in two phases in an aggregate principal amount of HK\$400,000,000 at the conversion price of HK\$0.1 per conversion share. Assuming all the conversion shares are converted in full at the initial conversion price of HK\$0.1 per conversion share, an aggregate of 4,000,000,000 conversion shares will be issued, the completion took place in two phases (the “Phase 1 Completion” and the “Phase 2 Completion”).

On 17 December 2019, the Phase 1 Completion took place in accordance with the terms and conditions of the Subscription Agreements, pursuant to which the convertible bonds in the principal amount of HK\$200 million, with the initial conversion price of HK\$0.1 per conversion share and carry interest of 6% per annum and wholly or partly convertible to ordinary shares of the Company within 3 years have been allotted and issued by the Company to the Subscriber.

根據二零一八年一般授權配售可換股債券的配售協議失效

於二零一九年五月三十日(交易時段結束後)，金利豐證券有限公司(「配售代理」)與本公司訂立配售協議(「配售協議」)，據此，本公司已同意委任配售代理作為配售代理，而配售代理已有條件地同意根據配售協議載列的條款及條件，盡最大努力促使承配人認購本公司根據配售協議將發行本金額最多為260,275,000港元的可換股債券。於二零一九年六月二十八日，鑒於配售協議所載之若干條件並未於配售期屆滿後第五個營業日或之前達成，配售協議因而失效。

有關根據特別授權認購可換股債券之關連交易—第一階段完成及第二階段完成

待達成日期為二零一九年九月二十四日之認購協議(經日期為二零一九年十一月七日、二零二零年二月二十六日、二零二零年四月一日及二零二零年五月四日之確認函修訂及補充)(統稱「該等認購協議」)之先決條件後，據此，本公司之聯席主席、執行董事及主要股東鄧俊傑先生(「認購人」)已有條件同意認購而本公司已有條件同意分兩期發行本金總額為400,000,000港元的可換股債券，換股價為每股換股股份0.1港元。假設所有換股股份均按每股換股股份0.1港元的初步換股價悉數轉換，將發行合共4,000,000,000股換股股份，完成已分兩個階段進行(「第一階段完成」及「第二階段完成」)。

於二零一九年十二月十七日，第一階段完成根據該等認購協議之條款及條件進行，據此，本公司已向認購人配發及發行本金額為200,000,000港元的可換股債券，初步換股價為每股換股股份0.1港元，以年利率6厘計息及可於三年內全數或部分轉換為本公司之普通股。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

As at the date of this report, as additional time is required to proceed with Phase 2 Completion, the Subscriber and the Company mutually agreed to extend the date of Phase 2 Completion to 1 June 2020. For details, please refer to the Company's announcement dated 26 February 2020, 1 April 2020 and 4 May 2020.

The net proceeds from Phase 1 Completion of approximately HK\$199 million were received by the Company which utilized for (i) approximately HK\$191 million for repayment of the borrowings of the Group and the accrued interest due on or before January 2020; and (ii) as to approximately HK\$8 million for general working capital of the Group. For details, please refer to the Company's announcements dated 24 September 2019, 7 November 2019, 11 November 2019, 29 November 2019, 17 December 2019, 26 February 2020, 1 April 2020, 4 May 2020 and the Company's circular dated 11 November 2019.

As at 31 December 2019, the Company has outstanding convertible bonds in the principal amount of HK\$200,000,000, with carry interest of 6% per annum, are due in 2022 and carry right to convert into ordinary shares of the Company. A maximum number of 2,000,000,000 shares may be allotted and issued upon exercise of the conversion rights attached to the convertible bonds in full. During the year, no convertible bonds was converted to ordinary shares of the Company.

CHARGES ON ASSETS

As at 31 December 2019, the Group's borrowings were secured by assets with a total carrying value of approximately RMB107.2 million (2018: RMB1,433.0 million).

Save for disclosed above, the Group does not have other charges on the Group's assets.

於本報告日期，由於需要額外時間進行第二階段完成，認購人與本公司共同同意延長第二階段完成日期至二零二零年六月一日。詳情請參閱本公司日期為二零二零年二月二十六日、二零二零年四月一日及二零二零年五月四日之公告。

本公司已收取第一階段完成之所得款項淨額約199,000,000港元，並將(i)約191,000,000港元用於償還二零二零年一月或之前到期的本集團借款和應計利息；及(ii)約8,000,000港元用作本集團的一般營運資金。詳情請參閱本公司日期為二零一九年九月二十四日、二零一九年十一月七日、二零一九年十一月十一日、二零一九年十一月二十九日、二零一九年十二月十七日、二零二零年二月二十六日、二零二零年四月一日、二零二零年五月四日之公告以及本公司日期為二零一九年十一月十一日之通函。

於二零一九年十二月三十一日，本公司有本金額為200,000,000港元的未行使可換股債券，以年利率6厘計息，於二零二二年到期及附帶權利可轉換為本公司普通股。倘可換股債券附帶的換股權獲悉數行使，則可配發及發行最多2,000,000,000股股份。年內，概無可換股債券獲轉換為本公司普通股。

資產押記

於二零一九年十二月三十一日，本集團之借貸以賬面總值約人民幣107,200,000元(二零一八年：人民幣1,433,000,000元)的資產作抵押。

除上文所披露者外，本集團並無有關本集團資產之其他押記。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

CAPITAL EXPENDITURES

As at 31 December 2019, the Group has no capital commitments (2018: Nil) in respect of purchases of property, plant and equipment.

CONTINGENT LIABILITIES AND EXCHANGE RISK EXPOSURE

As at 31 December 2019, the Group has provided corporate guarantees in favour of a financial institution in respect of certain credit facilities granted to an independent third party, Shasing-Shapheng (Quanzhou) Textile Industrial Co., Ltd. ("Shasing-Shapheng Quanzhou") and a related company, Fujian Xiesheng Xiefeng Printing and Dyeing Industry Co., Ltd (2018: Shasing-Shapheng Quanzhou). The total amounts to be guaranteed by the Group should not exceed RMB50,000,000 and RMB180,000,000 respectively (2018: RMB50,000,000). As at 31 December 2019, the guaranteed loans drawn down amounted to RMB20,000,000 and RMB20,850,000 respectively (2018: RMB40,000,000). The effective period of the guarantees was from 16 July 2018 to 15 July 2023 and from 17 October 2019 to 16 October 2024 respectively (2018: 16 July 2018 to 15 July 2023). No provision for the Group's obligation under the guarantee contract had been made as the directors of the Company considered the possibility that Shasing-Shapheng Quanzhou and Fujian Xiesheng Xiefeng Printing and Dyeing Industry Co., Ltd would not meet their obligations to the financial institution are remote, and it was not probable that a claim will be made against the Group under the guarantee contracts.

Except for the corporate guarantees disclosed above, the Group and the Company did not have any other contingent liabilities as at the end of the current and prior financial years.

Most of the Group's assets and liabilities are denominated in Hong Kong dollars and Renminbi, which are the functional currencies of the respective group companies. The Group has not entered into any instruments on the foreign exchange exposure. The Group will closely monitor exchange rate movement and will take appropriate action to reduce the exchange risk.

PRINCIPAL RISKS AND UNCERTAINTIES

Please refer to notes 4, 5 and 38 to the consolidated financial statements and the section "Contingent Liabilities and Exchange Risk Exposure" for further discussion on other risks and uncertainties.

資本開支

於二零一九年十二月三十一日，本集團並無有關購買物業、廠房及設備之資本承擔(二零一八年：無)。

或然負債及匯兌風險

於二零一九年十二月三十一日，本集團就獨立第三方協盛協豐(泉州)紡織實業有限公司(「協盛協豐(泉州)」)，及關連公司福建協盛協豐印染實業有限公司(二零一八年：協盛協豐(泉州))獲授之若干信貸融資向一間金融機構提供公司擔保。本集團擔保總額分別不得超過人民幣50,000,000元及人民幣180,000,000元(二零一八年：人民幣50,000,000元)。於二零一九年十二月三十一日，已提取之擔保貸款分別為人民幣20,000,000元及人民幣20,850,000元(二零一八年：人民幣40,000,000元)。擔保之有效期分別為二零一八年七月十六日至二零二三年七月十五日及二零一九年十月十七日至二零二四年十月十六日(二零一八年：二零一八年七月十六日至二零二三年七月十五日)。本集團並無就擔保合約下之承擔作出撥備，原因是本公司董事認為協盛協豐(泉州)及福建協盛協豐印染實業有限公司未能對該金融機構履行其責任之可能性甚微，且本集團根據擔保合約被申索之可能性不大。

除上文所披露之公司擔保外，本集團及本公司於本財政年度及過往財政年度末並無任何其他或然負債。

本集團大部份資產及負債均以港元及人民幣(屬相關集團公司之功能貨幣)計值。本集團並無訂立任何對沖外匯風險之工具。本集團將密切監察匯率變化，並會採取適當行動減低匯兌風險。

主要風險及不明朗因素

有關其他風險及不明朗因素之進一步討論，敬請參閱綜合財務報表附註4、5及38以及「或然負債及匯兌風險」一節。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

LITIGATIONS

I. LITIGATION IN RELATION TO THE LOAN AGREEMENT

Reference is made to the announcements of the Company dated 28 January 2019, 30 July 2019, 1 August 2019, 2 September 2019 and 13 January 2020 (the "Litigation Related Announcements") in relation to, inter alia, a litigation in relation to the breach of the Loan Agreement (as defined below).

As disclosed in the Litigation Related Announcements, on 28 January 2019, the Company, as the borrower, entered into a loan agreement (the "Loan Agreement") with Tse's Finance Limited (the "Lender"), pursuant to which the Lender agreed to provide to the Borrower a term loan of HK\$50,000,000, at an interest rate of 2.5% per month for a term of 2 months (the "Loan"). Pursuant to the Loan Agreement, the Company shall repay the principal amount of the Loan in full and the interest incurred on the maturity date of the Loan.

On 30 July 2019, the Company received a writ of summons ("Writ") together with a Statement of Claim issued in the Court of First Instance of High Court of Hong Kong by the Lender against the Company. On 1 August 2019, the Lender filed a Notice of Discontinuance and therefore the Writ is withdrawn. On 2 September 2019, the Company received another writ of summons ("Writ II") together with a Statement of Claim issued in the Court of First Instance of High Court of Hong Kong by the Lender against the Company. On 13 January 2020, the Company settled the judgment debt to the Lender in full, including the principal sum of HK\$50,000,000.00, all the accrued interests and related expenses in the aggregate amount of HK\$64,798,719.71. Since the Lender has confirmed that it had received the settlement amount, it confirmed that no further legal actions in relation to the Loan Agreement will be taken accordingly.

II. LITIGATION IN RELATION TO STATUTORY DEMANDS

Reference is made to the announcements of Company dated 21 October 2019, 24 October 2019, 28 October 2019 and 18 December 2019 (the "Statutory Demands Related Announcements") in relation to, inter alia, the commencement of litigations in relation to two alleged outstanding debts.

訴訟

I. 有關該貸款協議之訴訟

茲提述本公司日期為二零一九年一月二十八日、二零一九年七月三十日、二零一九年八月一日、二零一九年九月二日及二零二零年一月十三日之公佈(「訴訟相關公佈」)，內容有關(其中包括)一宗關於違反該貸款協議(定義見下文)之訴訟。

誠如訴訟相關公佈所披露，於二零一九年一月二十八日，本公司(作為借款方)與謝氏財務有限公司(「貸款方」)訂立貸款協議(「該貸款協議」)，據此，貸款方同意向借款方提供50,000,000港元的定期貸款，每月按2.5%的利率計息，為期2個月(「該貸款」)。根據該貸款協議，本公司須於該貸款之到期日悉數償還該貸款之本金額及所產生之利息。

於二零一九年七月三十日，本公司接獲貸款方於香港高等法院原訟法庭向本公司發出的傳訊令狀(「令狀」)連同申索陳述書。於二零一九年八月一日，貸款方提交終止通知，因此撤回了令狀。於二零一九年九月二日，本公司接獲貸款方於香港高等法院原訟法庭向本公司發出的另一傳訊令狀(「令狀二」)連同申索陳述書。於二零二零年一月十三日，本公司已全數償還所欠貸款方的判決債務，包括本金50,000,000.00港元、所有應計利息及相關費用，合共總額為64,798,719.71港元。由於貸款方已確認收到償還款項，因此其確認將不會就該貸款協議採取任何進一步的法律行動。

II. 有關法定要求償債書之訴訟

茲提述本公司日期為二零一九年十月二十一日、二零一九年十月二十四日、二零一九年十月二十八日及二零一九年十二月十八日之公佈(「法定要求償債書相關公佈」)，內容有關(其中包括)就兩項指稱未償還債務展開訴訟。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

As disclosed in the Statutory Demands Related Announcements, on 2 October 2019, a statutory demand under section 178(1)(A) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32, Laws of Hong Kong) ("Ordinance") ("Statutory Demand I") was served on the Company by a creditor (the "Creditor I") to demand the Company to repay the alleged outstanding debt in the amount of HK\$150,177,884.47 (the "Debt I") within 3 weeks after the service of the Statutory Demand I. On 9 October 2019, a statutory demand under section 178(1)(A) of the Ordinance ("Statutory Demand II") was served on the Company by a creditor (the "Creditor II") to demand the Company to repay the alleged outstanding debt in the amount of HK\$222,707,496.00 (the "Debt II") within 3 weeks after service of the Statutory Demand II. After the expiry of the 3-week period after the services of Statutory Demand I and Statutory Demand II, both Creditor I and Creditor II may present a winding-up petition against the Company.

Creditor I then has agreed that they would not present the winding up petition if the Company could repay part of the outstanding debt of HK\$20,000,000 by 23 October 2019, and expected the Company to repay the remaining outstanding debts after the completion of the connected transaction in relation to subscription of convertible bonds under specific mandate (the "Completion of Subscription") with the estimated gross proceeds of approximately HK\$400 million (the "Gross Proceeds") as stated in the announcement dated 24 September 2019 (the "Subscription Announcement"). Creditor II has also agreed that they would not present the winding up petition if the Company could repay part of the outstanding debt of HK\$50,000,000 by 30 October 2019, and expected the Company to repay the remaining outstanding debts after the Completion of Subscription with the Gross Proceeds as stated in the Subscription Announcement.

On 18 December 2019, the Company completely repaid all the alleged outstanding debt to Creditor I, including the principal sum of HK\$137 million, all the accrued interests and all the accrued legal and professional fees in the aggregate amount of HK\$ 165,287,167.42. As a result of the Creditor I has confirmed that it had received the settlement amount, the Statutory Demand I was deemed to be lapsed accordingly. As at the date of this report, the Company is still proactively engaging in negotiations with Creditor II for better terms on the repayment schedule and for the avoidance of the potential winding-up petition. The Company is also negotiating with various other lenders for new credit lines in order to improve the cashflow position of the Company.

Reference is made to the announcements of Company dated 7 April 2020 (the "2020 Statutory Demand Announcement") in relation to, inter alia, the commencement of litigation in relation to the alleged outstanding debts.

As disclosed in the 2020 Statutory Demand Announcement, on 23 March 2020, a statutory demand under section 178(1)(A) of the Ordinance ("Statutory Demand III") was served on the Company by a creditor (the "Creditor III") to demand the Company to repay the alleged outstanding debt in the amount of HK\$45,978,301.36 (the "Debt III") within 3 weeks after the service of the Statutory Demand III. After the expiry of the 3-week period after the services of Statutory Demand III, Creditor III may present a winding-up petition against the Company. As at the date of this announcement, the Company is proactively engaging in negotiations with the Creditor III for better terms on the repayment schedule and for waiving the breaches.

誠如法定要求償債書相關公佈所披露，於二零一九年十月二日，本公司收到債權人（「債權人I」）根據香港法例第32章《公司（清盤及雜項條文）條例》（「條例」）第178(1)(A)條送達之法定要求償債書（「該法定要求償債書I」），要求本公司於該法定要求償債書I送達之日起三週內償還金額為150,177,884.47港元之指稱未償還債務（「債務I」）。於二零一九年十月九日，本公司收到債權人（「債權人II」）根據條例第178(1)(A)條送達之法定要求償債書（「該法定要求償債書II」），要求本公司於該法定要求償債書II送達之日起三週內償還金額為222,707,496.00港元之指稱未償還債務（「債務II」）。於該法定要求償債書I及該法定要求償債書II送達起計三週期限屆滿後，債權人I及債權人II均可以向本公司提交清盤申請。

債權人I其後同意，倘本公司可於二零一九年十月二十三日償還20,000,000港元之部分未償還之債務，彼等將不會提出清盤呈請，並預期本公司誠如日期為二零一九年九月二十四日的公佈（「認購公佈」）所述於完成有關根據特別授權認購可換股債券之關連交易（「完成認購事項」）後以估計所得款項總額約400,000,000港元（「總所得款項」）償還餘下未償還之債務。債權人II亦同意，倘若本公司能夠於二零一九年十月三十日之前償還50,000,000港元之部分未償還之債務，彼等將不會提出清盤呈請，並預期本公司於完成認購事項後，以認購公佈所述之總所得款項償還餘下未償還之債務。

於二零一九年十二月十八日，本公司已全數償還債權人I的所有指稱未償還債務，包括本金137,000,000港元、所有應計利息及所有應計法律和專業費用，合共總額為165,287,167.42港元。由於債權人I已確認收到償還款項，該法定要求償債書I相應被視作失效。於本公佈日期，本公司仍然在積極地與債權人II商討更佳條件的還款時間表，以避免潛在的清盤呈請。本公司亦在與其他貸款人商討，尋求新的信貸額度，從而改善本公司的現金流狀況。

茲提述本公司日期為二零二零年四月七日之公佈（「二零二零年法定要求償債書公佈」），內容有關（其中包括）就指稱未償還債務展開訴訟。

誠如二零二零年法定要求償債書公佈所披露，於二零二零年三月二十三日，本公司收到債權人（「債權人III」）根據條例第178(1)(A)條送達之法定要求償債書（「該法定要求償債書III」），要求本公司於該法定要求償債書III送達之日起三週內償還金額為45,978,301.36港元之指稱未償還債務（「債務III」）。於該法定要求償債書III送達起計三週期限屆滿後，債權人III可以向本公司提交清盤申請。於本公告日期，本公司仍然在積極地與債權人III商討更佳條件的還款時間表，以避免潛在的清盤呈請。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

MATERIAL ACQUISITIONS AND DISPOSALS OF THE GROUP

Modification opinion arising from the acquisition of Star Platinum

Our auditor was unable to obtain sufficient appropriate audit evidence to satisfy our auditor as to the recoverability of deposits for other investments on Asia Television Limited ("ATV") ("ATV Deposits") and receivables due from ATV ("ATV Receivables") as at 31 December 2017. During the year ended 31 December 2018, the acquisition of ATV by Star Platinum (the "Acquisition") was completed, ATV became a subsidiary of the Group.

Since opening balances of assets and liabilities affect the determination of the financial performance and cash flows of the Group for the year ended 31 December 2018, our auditor was unable to determine whether adjustments to the opening accumulated losses, financial performance and cash flows of the Group, and related disclosures in the notes to the Consolidated Financial Statements, might be necessary for the year ended 31 December 2018. Therefore, the audit opinion on the Consolidated Financial Statements for the year ended 31 December 2018 was qualified accordingly. The details were set out set out in the section "Basis for Qualified Opinion- Corresponding figures" of the qualified opinion.

The Board and the audit committee of the Company concur with the view as stated in the modification opinion and consider that it will not have any impact on the Group's financial position as at 31 December 2019 and the Group's performance and cash flows for the year ended 31 December 2019. The modification opinion is only related to the comparability and corresponding figures and hence, no further action is considered necessary.

Disposal of Million Federal

On 16 July 2018, Co-Prosperity Investment (International) Limited, an indirect wholly-owned subsidiary of the Company entered into a sale and purchase agreement to dispose 60% of the entire issued share capital of Million Federal International Limited ("Million Federal") and its subsidiaries at the consideration of approximately RMB87.8 million (equivalent to HK\$100 million). Sincere Securities Limited, a wholly-owned subsidiary of Million Federal International Limited, is licensed to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities. The transaction has not been completed up to the date of this report.

CONNECTED TRANSACTIONS

Certain related party transactions as disclosed in note 37 to the consolidated financial statements also constituted connected transaction within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"). Details of such transactions have been disclosed in compliance with the disclosure requirements in accordance with Chapter 14A of the Listing Rules and summarised below:

The Loan under the Loan Agreement

On 28 January 2019, the Company, as the borrower, entered into a loan agreement (the "Loan Agreement") with Tse's Finance Limited (the "Lender"), pursuant to which the Lender agreed to provide to the Borrower a term loan of HK\$50,000,000, at an interest rate of 2.5% per month for a term of 2 months. Pursuant to the Loan Agreement, the Company shall repay the principal amount of the Loan in full on the maturity date of the Loan and the interest paid in advance on the drawdown date.

本集團之重大收購與出售

因收購星鉅企業及前亞視而導致須發表修訂意見

我們的核數師未能取得充分及適當的審計證據，使核數師信納亞洲電視有限公司(「亞視」)的其他投資的按金(「亞視按金」)及應收亞視賬款(「亞視應收賬款」)於二零一七年十二月三十一日的可收回性。於截至二零一八年十二月三十一日止年度，星鉅收購亞視之事項(「收購事項」)完成，亞視成為本集團之附屬公司。

由於資產及負債之年初結餘影響本集團截至二零一八年十二月三十一日止年度之財務表現及現金流量之釐定，故我們的核數師無法確定是否須就截至二零一八年十二月三十一日止年度對本集團的年初累計虧損、財務表現及現金流量，以及於綜合財務報表附註的相關披露作出任何調整。因此，核數師對截至二零一八年十二月三十一日止年度的綜合財務報表發表保留意見。詳情載於「保留意見的基準－相應數字」之保留意見。

董事會及本公司審核委員會皆認同修訂意見所載觀點，並認為其不會對本集團於二零一九年十二月三十一日的財務狀況以及本集團截至二零一九年十二月三十一日止年度的表現及現金流量造成任何影響。此修訂意見只針對可比性及對應數據，因此將不需要採取進一步的措施。

出售萬方

於二零一八年七月十六日，本公司之間接全資附屬公司協盛協豐投資(國際)有限公司訂立一份買賣協議，以出售萬方國際有限公司(「萬方」)及其附屬公司全部已發行股本之60%，代價約為人民幣87,800,000元(相等於100,000,000港元)。萬方國際有限公司之全資附屬公司訊匯證券有限公司為可進行第1類(證券交易)、第4類(就證券提供意見)及第9類(提供資產管理)受規管活動之持牌法團。截至本報告日期，該項交易尚未完成。

關連交易

綜合財務報表附註37所披露之若干有關連人士交易亦構成香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)所指之關連交易。有關交易之詳情已遵照上市規則第14A章之披露規定予以披露並概述如下：

該貸款協議項下之該貸款

於二零一九年一月二十八日，本公司(作為借款方)與謝氏財務有限公司(「貸款方」)訂立貸款協議(「該貸款協議」)，據此，貸款方同意向借款方提供50,000,000港元的定期貸款，每月按2.5%的利率計息，為期2個月。根據該貸款協議，本公司應在該貸款到期日悉數償還貸款本金金額，並在提取日期預付利息。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

The substantial shareholders of the lender and its associates, are also the substantial shareholder of Million Federal, holding approximately 32.87% of the total issued share capital of Million Federal. Million Federal is not a connected subsidiary as defined under Rule 14A.16 of the Listing Rules. Accordingly, the lender is connected person at subsidiary level of the Company under Chapter 14A of the Listing Rules. Please refer to “Litigation relating to the Loan Agreement” for details.

Connected transaction in relation to Subscription of Convertible Bonds under Specific Mandate - Phase 1 Completion and Phase 2 Completion

Subscription of convertible bonds under specific mandate

On 24 September 2019, the Company entered into a subscription agreement (as amended and supplemented by letters of confirmation dated 7 November 2019 and 26 February 2020) (collectively, the “Subscription Agreements”) with Mr. Deng Junjie, the co-chairman, an executive Director and a substantial shareholder of the Company (the “Subscriber”). Pursuant to the Subscription Agreements, the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to issue the convertible bonds in two phases in an aggregate principal amount of HK\$400,000,000 at the conversion price of HK\$0.1 per conversion share. Assuming all the conversion shares are converted in full at the initial conversion price of HK\$0.1 per conversion share, an aggregate of 4,000,000,000 conversion shares will be issued, the completion took place in two phases (the “Phase 1 Completion” and the “Phase 2 Completion”).

The net proceeds from the Phase 1 Completion of approximately HK\$199 million. The Subscriber is the co-chairman, an executive Director and a substantial shareholder of the Company who is beneficially interested in 1,556,010,000 Shares, representing approximately 20.95% of the total issued share capital of the Company. The Subscriber is therefore a connected person of the Company and the Subscription Agreements constitutes a connected transaction of the Company and is subject to the reporting, announcement, independent shareholders’ approval requirements under the Listing Rules.

EMPLOYMENT

As at 31 December 2019, the Group had about 436 employees (2018: 632 employees) in Hong Kong and in the PRC.

Remuneration packages for the employees were maintained at a competitive level of the jurisdiction within which the employees were employed to attract, retain and motivate the employees and were reviewed periodically.

In addition, during the year, the Group maintained a share option scheme for the purpose of providing incentives and rewards to the eligible participants for their contributions to the Group. The share option scheme was adopted at the annual general meeting of the Company on 15 June 2016.

貸款方的主要股東及其聯繫人亦為萬方之主要股東，持有萬方全部已發行股本約32.87%。萬方並非關連附屬公司(定義見上市規則第14A.16條)。因此，根據上市規則第14A章，貸款方屬於本公司之附屬公司層面之關連人士。詳情請參閱「有關該貸款協議之訴訟」。

有關根據特別授權認購可換股債券之關連交易—第一階段完成及第二階段完成

根據特別授權認購可換股債券

於二零一九年九月二十四日，本公司與本公司之聯席主席、執行董事及主要股東鄧俊杰先生(「認購人」)訂立認購協議(經日期為二零一九年十一月七日及二零二零年二月二十六日之確認函修訂及補充)(統稱「該等認購協議」)。根據該等認購協議，認購人已有條件同意認購而本公司已有條件同意分兩期發行本金總額為400,000,000港元的可換股債券，換股價為每股換股股份0.1港元。假設所有換股股份均按每股換股股份0.1港元的初步換股價悉數轉換，將發行合共4,000,000,000股換股股份，完成已分兩個階段進行(「第一階段完成」及「第二階段完成」)。

第一階段之所得款項淨額約為199,000,000港元。認購人為本公司之聯席主席、執行董事及主要股東，並實益擁有1,556,010,000股股份的權益，相當於本公司已發行股本總額約20.95%。因此，認購人為本公司之關連人士，而認購協議構成本公司之關連交易，並須遵守上市規則項下有關申報、公告、獨立股東批准的規定。

僱傭關係

於二零一九年十二月三十一日，本集團於中港兩地聘用約436名員工(二零一八年：632名員工)。

僱員之薪酬待遇在聘用有關僱員之司法權區內甚具競爭力，藉此吸引、保留及激勵僱員。本公司會定期檢討薪酬待遇。

另外，本集團於年內維持一項購股權計劃，以向合資格參與者就彼等對本集團之貢獻提供激勵及獎勵。購股權計劃已於二零一六年六月十五日之本公司股東週年大會採納。

DIRECTORS' BIOGRAPHIES

董事之履歷

EXECUTIVE DIRECTORS

Mr. Deng Junjie, aged 49, is currently the Co-Chairman of the board of directors (the "Directors" and the "Board" respectively) and an executive Director of the Company. Mr. Deng joined the Group in June 2018. He is also the chairman of the board of directors of Honghu Capital Co. Ltd., a substantial shareholder of the Company, a chairman of a number of companies in the PRC and the director of certain subsidiaries of the Company. He was also the chairman, an executive director and the chairman of the nomination committee of China Water Industry Group Limited (stock code: 1129), a company listed on the Main Board of the Stock Exchange, from 21 April 2017 to 4 September 2018. He possesses over 25 years of experiences in industrial sector, involving real estates, environmental protection, culture, aviation and other fields. He specialises in the formulation and development of corporate strategic planning, corporate management and daily operations. Furthermore, with over 15 years of experiences in financial investment and capital operation, Mr. Deng is well versed with the financial markets and capital markets domestically and overseas, in addition to relevant laws and regulations. He has a keen insight and judgment on markets and comparatively strong risk control capability that enable him to seize investment and profit opportunities by taking the lead in several mergers, acquisitions and restructuring projects in the PRC and abroad. Mr. Deng Rongjie, the director of certain subsidiaries of the Company, who is the brother of Mr. Deng.

Mr. Leong Wei Ping, aged 43, is currently an executive Director of the Company. Mr. Leong joined the Group in January 2020. He holds a Bachelor Degree of Commerce in Accounting and Finance from Curtin University of Technology, Perth, Australia, and a Master Degree of Commerce in Accounting and Finance, from Macquarie University, Sydney, Australia. As advised by Mr. Leong, he started his professional career with various established professional firms including Big Four accounting firms, KPMG. During his tenure with these professional firms, he specialised in statutory and internal auditing, advisory works including initial and secondary offering, domestic and cross-border mergers and acquisitions. In addition, he regularly advised the board of directors with respect to their fiduciary responsibilities and corporate governance matters and he is able to contribute his corporate expertise to the board towards continuous improvement. Mr. Leong also has extensive experience in international business operations, particularly in emerging markets, and a demonstrated capability in strategic planning and organizational development.

執行董事

鄧俊杰先生，49歲，現為本公司之董事會（分別為「董事」及「董事會」）聯席主席兼執行董事。鄧先生於二零一八年六月加入本集團。鄧先生目前為鴻鵠資本有限公司之董事會主席、本公司之主要股東，並於中國多家公司擔任董事長及本公司若干附屬公司之董事。彼亦曾於二零一七年四月二十一日至二零一八年九月四日擔任中國水業集團有限公司（於聯交所主板上市，股份代號：1129）之主席、執行董事及提名委員會主席。彼擁有超過二十五年的興辦實業經驗，涉及地產、環保、文化、航空等多個領域，擅長制定企業戰略規劃、公司管理、日常運營。再者，鄧先生擁有超過十五年的金融投資和資本運作經驗，熟悉本地及海外金融市場和資本市場及相關法律法規。彼在市場上具有敏銳的洞察力、判斷力和相對強的風險控制能力，通過率先在中國境內外進行多次併購、收購和重組項目，使他能夠抓住投資和獲利機會。鄧榮杰先生，本公司若干附屬公司的董事，是鄧先生的弟弟。

Mr. Leong Wei Ping 梁瑋瑋先生*，43歲，現為本公司執行董事。梁先生於二零二零年一月加入本集團。彼持有澳洲珀斯科廷科技大學的會計和金融專業商業學士學位，以及澳洲悉尼麥格理大學的會計和金融專業商業碩士學位。根據梁先生通知，彼開始職業生涯於多家知名專業公司，包括四大會計師事務所，畢馬威會計師事務所。在這些專業公司任職期間，彼專門從事法定和內部審計，諮詢工作，包括首次公開發行和二次發行，國內和跨境併購。此外，彼定期向董事會就其受託責任和企業治理事宜提供建議，並且能夠向董事會貢獻自己的企業專業知識，以實現持續改進。梁先生在國際業務營運方面，尤其是在新興市場方面，擁有豐富的經驗，並且在戰略規劃和組織發展方面具有出色的能力。

DIRECTORS' BIOGRAPHIES (CONTINUED)

董事之履歷(續)

Mr. Chan Wai Kit, aged 37, is currently an executive Director of the Company. He joined the Group on 27 November 2018. He holds a Bachelor Degree in Information Systems and a Master Degree of Accounting from Curtin University of Technology, Australia. He has been appointed as a committee member of the 9th Committee of Maoming City of The Chinese People's Political Consultative Conference since January 2017. He has extensive experience in information technology, accounting, finance, corporate governance, strategic planning, as well as merger and acquisition. He is also a non-executive director of Evershine Group Holdings Limited (stock code: 8022), a company listed on the Growth Enterprise Market ("GEM") of the Stock Exchange. He has been appointed as an executive director of Yong Tai Berhad (Bursa Malaysia Securities Berhad, stock code: 7066) with effect from 25 November 2019. Mr. Chan was an executive director of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the GEM of Stock Exchange from October 2014 to November 2018. He was the chairman and executive director of PPS International (Holdings) Limited (stock code: 8201), a company listed on the GEM of the Stock Exchange from June 2015 to July 2016. He was also an executive director of Green Energy Group Limited (stock code: 979), a company listed on the Main Board of the Stock Exchange from February 2017 to July 2017. He was also an executive director of Elegance Optical International Holdings Limited (stock code: 907), a company listed on the Main Board of the Stock Exchange from May 2017 to April 2018. He was also an independent non-executive director of Huiyin Holdings Group Limited (stock code: 1178), a company listed on the Main Board of the Stock Exchange from December 2017 to October 2018. He was also an independent non-executive director of Ding He Mining Holdings Limited (stock code: 705), a company listed on the Main Board of the Stock Exchange from January 2018 to July 2018.

Mr. Sze Siu Bun, aged 52, is currently an executive Director of the Company. He has about 22 years' experience in printing and dyeing industry. He has joined the Group since 2005. He is involved in the overall management of the Group and is responsible for overseeing daily management of the Group.

Ms. Sun Tingting, aged 30, is currently an executive Director of the Company. She joined the Group in June 2019. She is the executive associate Dean of Beijing Institute of Applied Technology. She holds a Bachelor Degree in Business Administration from Beijing University of Applied Technology. As advised by Ms. Sun, she has extensive experience and networking resources in finance, corporate governance, strategic planning and education.

陳偉傑先生，37歲，現為本公司執行董事。彼於二零一八年十一月二十七日加入本集團。陳先生持有澳洲科廷科技大學的訊息系統學士學位及會計碩士學位。彼自二零一七年一月起獲委任為中國人民政治協商會議第九屆茂名市委員會委員。彼於資訊科技、會計、金融、企業管治、策略規劃以及併購方面擁有豐富經驗。陳先生亦為聯交所創業板（「創業板」）上市公司永耀集團控股有限公司（股份代號：8022）之非執行董事。彼於二零一九年十一月二十五日獲委任為永大集團（馬來西亞證券交易所股份代號：7066）之執行董事。於二零一四年十月至二零一八年十一月，彼曾為聯交所創業板上市公司奧栢中國集團有限公司（股份代號：8148）之執行董事。於二零一五年六月至二零一六年七月，彼曾擔任聯交所創業板上市公司寶聯控股有限公司（股份代號：8201）之主席及執行董事。於二零一七年二月至二零一七年七月，彼亦曾擔任聯交所主板上市公司綠色能源科技集團有限公司（股份代號：979）之執行董事。於二零一七年五月至二零一八年四月，彼亦曾擔任聯交所主板上市公司高雅光學國際集團有限公司（股份代號：907）之執行董事。於二零一七年十二月至二零一八年十月，彼亦曾擔任聯交所主板上市公司匯銀控股集團有限公司（股份代號：1178）之獨立非執行董事。於二零一八年一月至二零一八年七月，彼亦曾擔任聯交所主板上市公司鼎和礦業控股有限公司（股份代號：705）之獨立非執行董事。

施少斌先生，52歲，本公司之執行董事。彼於印染行業積累約22年之經驗。彼自二零零五年加盟本集團。彼參與本集團之全面管理並負責監管本集團之日常管理。

孫婷婷女士，30歲，現為本公司執行董事。彼於二零一九年六月加入本集團。彼現為北京應用技術專修學院之常務副院長。彼持有北京應用技術大學工商管理學士學位。據孫女士通知，彼於金融、企業管治、策略規劃以及教育方面擁有豐富經驗及人脈資源。

DIRECTORS' BIOGRAPHIES (CONTINUED)

董事之履歷(續)

NON-EXECUTIVE DIRECTORS

Dato' Sri Lai Chai Suang, aged 50, is currently the Co-Chairman of the Board and a non-executive Director of the Company. She joined the Group in December 2019. She holds a Honorary Doctorate Degree of Humanities from Southwest State University, Russia. As advised by Dr. Lai, she is the founder of Mon Space (London) Limited in the United Kingdom, currently the group's chief executive officer and responsible for managing daily operations of the group. She is also a board member of Mon Space Net Inc., a company incorporated in Malaysia and listed on the OTC market of the United States (OTC Stock Code: MSNI). As advised by Dr. Lai, her entrepreneurial projects started in the trading industry and then expanded to telecommunications, food and beverage and real estate across Asia. Subsequently, Mon Space (London) Limited has recently penetrated into digital & consumer electronics, including online shopping platforms with the concepts of health and beauty. As an outstanding entrepreneur, Dr. Lai has been active in leading women's roles and is known in Malaysia for her strong acumen in business and inspirational speech.

Mr. Andy Yong Kim Seng, aged 48, is currently a non-executive Director of the Company. He joined the Group in February 2020. He holds a Bachelor degree of Laws from Bond University, Australia. As advised by Mr. Yong, he is an advocate and solicitor and member of the Malaysian Bar and he is currently the lawyer and managing partner at Messrs NS Leong, Low & Andy in Malaysia. Mr. Yong has more than eighteen years of experience in the litigation covering a wide spectrum of civil cases and criminal cases.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Han Xingxing, aged 38, is currently an independent non-executive Director of the Company, the chairman of the nomination committee of the Company (the "Nomination Committee") and a member of the audit committee (the "Audit Committee") and the remuneration committee (the "Remuneration Committee") of the Company. Ms. Han joined the Group in September 2015. Ms. Han holds a bachelor degree of Information Warfare Technology from Northwestern Polytechnical University. Ms. Han has over ten years senior management experience in the field of information technology development and investment. Ms. Han has been the general manager of Qianhai Honghu Tairui Technology (Shenzhen) Company Limited (前海鴻鵠泰瑞科技(深圳)有限公司) since August 2014. She was the vice-president of Shenzhen Bio Technology Trading Company Limited (深圳市康大生科貿易有限公司) between September 2012 and July 2014.

非執行董事

Dato' Sri Lai Chai Suang拿督斯里賴彩雲博士*，50歲，現為本公司之聯席主席兼非執行董事。賴博士於二零一九年十二月加入本集團。彼持有俄羅斯南西州大學人文學系榮譽博士學位。據賴博士通知，彼是英國Mon Space (London) Limited的創辦人，現為該集團的行政總裁並負責管理該集團的日常營運。彼亦是Mon Space Net Inc.的董事會成員，一家在馬來西亞註冊並在美國的OTC市場上市的公司(OTC股票代碼：MSNI)。據賴博士通知，早期彼是以貿易事業起家，隨即將商業觸角延伸至電信業、餐飲業以及橫跨亞洲的房地產業；其後，Mon Space (London) Limited也進軍了數碼及電子消費產業，其中包括以健康與美容為概念的網上購物平台。作為一位傑出的企業家，一直以來，賴博士積極的扮演領導女性的角色，並以強烈的商業嗅覺以及激勵人心的演說聞名馬來西亞。

Mr. Andy Yong Kim Seng楊錦成先生*，48歲，現為本公司之非執行董事。彼於二零二零年二月加入本集團。彼持有澳洲邦德大學*的法學學士學位。根據楊先生通知，彼是馬來西亞律師協會的辯護律師及會員，並且目前是馬來西亞梁劉楊律師事務所*的律師和執行合夥人。楊先生在訴訟方面擁有超過十八年的經驗，涉及範圍廣泛的民事案件及刑事案件。

獨立非執行董事

韓星星女士，38歲，現為本公司之獨立非執行董事、本公司提名委員會(「提名委員會」)主席以及本公司審核委員會(「審核委員會」)及本公司薪酬委員會(「薪酬委員會」)之成員。韓女士於二零一五年九月加入本集團。韓女士持有西北工業大學信息對抗技術學士學位。韓女士擁有逾十年之信息技術發展及投資領域的高級管理經驗。韓女士自二零一四年八月起出任前海鴻鵠泰瑞科技(深圳)有限公司之總經理。彼於二零一二年九月至二零一四年七月曾任深圳市康大生科貿易有限公司之副總裁。

DIRECTORS' BIOGRAPHIES (CONTINUED)

董事之履歷(續)

Mr. Li Yu, aged 47, is currently an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Nomination Committee and the Audit Committee. Mr. Li obtained a Master in Business Administration from Asia Metropolitan University. Mr. Li had been working as a journalist and editor in various multi-media institutions and companies. From 2007 to 2012, Mr. Li served as the deputy general manager in Guangzhou Jiadi Culture Communication Co., Ltd (廣州佳帝文化傳播有限公司). Subsequently, Mr. Li focused on participating in social cultural development and investment management business. Mr. Li has extensive experience in corporate culture development, brand promotion as well as corporate sales and marketing management.

Ms. Wong Chi Yan, aged 38, is currently an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee. Ms. Wong joined the Group in January 2019. Ms. Wong holds a Bachelor of Business Administration degree in Accounting awarded by Hong Kong Baptist University and a Master of Laws in International Corporate and Financial Law awarded by The University of Wolverhampton, the United Kingdom. She is an associate member of the Hong Kong Institute of Certified Public Accountants, and an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. Ms. Wong has extensive experiences in auditing, accounting and financing as well as merger and acquisition. Ms. Wong is currently an independent non-executive director of each of Success Dragon International Holdings Limited (stock code: 1182), Bay Area Gold Group Limited (formerly known as Munsun Capital Group Limited) (Stock Code: 1194), and Huiyin Holdings Group Limited (stock code: 1178), companies listed on the Main Board of the Stock Exchange. Ms. Wong is also the company secretary and authorised representative of each of Flyke International Holdings Ltd. (stock code: 1998) and China Properties Investment Holdings Limited (stock code: 736), companies listed on the Main Board of the Stock Exchange. Ms. Wong was an executive director and authorised representative of Elegance Optical International Holdings Limited (stock code: 907) from February 2017 to October 2018, a company listed on the Main Board of the Stock Exchange. She was also an executive director of Century Group International Holdings Limited (formerly known as Cherish Holdings Limited) (stock code: 2113) from October 2017 to June 2018, a company listed on the Main Board of the Stock Exchange. She was an independent non-executive director of Ding He Mining Holdings Limited (stock code: 705) from January 2018 to July 2018, a company listed on the Main Board of the Stock Exchange. She was an independent non-executive director of Tech Pro Technology Development Limited (stock code: 3823) from March 2017 to February 2019, a company listed on the Main Board of the Stock Exchange. She was an executive director and authorised representative of Aurum Pacific (China) Group Limited (stock code: 8148) from May 2015 to October 2017, she was also an executive director, company secretary and authorised representative of PPS International (Holdings) Limited (stock code: 8201) from June 2015 to July 2016, both companies listed on the GEM of the Stock Exchange. She was also the company secretary of Goldway Education Group Limited (stock code: 8160), a company listed on the GEM of the Stock Exchange from October 2018 to May 2019.

李玉先生，47歲，現為獨立非執行董事、薪酬委員會主席以及提名委員會及審核委員會之成員。李先生取得亞洲城市大學工商管理學碩士學位。李先生曾於多間多媒體機構及公司任職記者及編輯。於二零零七年至二零一二年，李先生擔任廣州佳帝文化傳播有限公司副總經理。其後，李先生專注參與社會文化發展及投資管理業務。李先生於企業文化發展、品牌推廣以及企業銷售及營銷管理方面擁有豐富經驗。

黃志恩女士，38歲，現為獨立非執行董事、審核委員會主席以及提名委員會及薪酬委員會之成員。黃女士於二零一九年一月加入本集團。黃女士持有香港浸會大學之工商管理會計學士學位及英國伍爾弗漢普頓大學國際企業及金融法律碩士學位。彼為香港會計師公會之會員、香港特許秘書公會及英國特許秘書及行政人員公會會員。黃女士於審計、會計、財務及併購方面擁有豐富經驗。黃女士目前為聯交所主板上市公司勝龍國際控股有限公司(股份代號：1182)，灣區黃金集團有限公司(前稱麥盛資本集團有限公司，股份代號：1194)，及匯銀控股集團有限公司(股份代號：1178)各自之獨立非執行董事。黃女士亦為飛克國際控股有限公司(股份代號：1998)及中國置業投資控股有限公司(股份代號：736)各自之公司秘書及授權代表，該等公司均於聯交所主板上市。黃女士曾於二零一七年二月至二零一八年十月擔任聯交所主板上市公司高雅光學國際集團有限公司(股份代號：907)之執行董事及授權代表。彼亦曾於二零一七年十月至二零一八年六月擔任聯交所主板上市公司世紀集團國際控股有限公司(前稱東盈控股有限公司，股份代號：2113)之執行董事。彼亦曾於二零一八年一月至二零一八年七月擔任聯交所主板上市公司鼎和礦業控股有限公司(股份代號：705)之獨立非執行董事。彼亦曾於二零一七年三月至二零一九年二月擔任聯交所主板上市公司德普科技發展有限公司(股份代號：3823)之獨立非執行董事。彼曾於二零一五年五月至二零一七年十月擔任奧栢中國集團有限公司(股份代號：8148)執行董事及授權代表，彼亦曾於二零一五年六月至二零一六年七月擔任寶聯控股有限公司(股份代號：8201)執行董事、公司秘書及授權代表，兩家公司均為聯交所GEM上市公司。彼亦曾於二零一八年十月至二零一九年五月擔任聯交所GEM上市公司金滙教育集團有限公司(股份代號：8160)。

DIRECTORS' BIOGRAPHIES (CONTINUED)

董事之履歷(續)

Mr. Lee Cheung Yuet Horace, aged 38, is currently an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. Lee joined the Group in February 2020. He obtained a Bachelor Degree of Commerce (Accounting) from The University of Queensland, Australia in 2004. Mr. Lee has been a member of the Association of Chartered Certified Accountants since 2009 and became a fellow member since 2014. Mr. Lee has over 15 years of experience in financial reporting, investment analysis, merge and acquisition exercises and business development. Mr. Lee has been taking up various senior positions in the financial and business sectors for over 9 years and he also has extensive experience in terms of Hong Kong listed companies. Mr. Lee is currently an independent non-executive director of Hybrid Kinetic Group Limited (stock code: 1188) and an independent non-executive director of Chuan Holdings Limited (stock code: 1420), which both companies' shares are listed on the Main board of the Stock Exchange and was an executive director of Aurum Pacific (China) Group Limited (stock code: 8148), from February 2018 to April 2019, a company listed on the GEM of the Stock Exchange.

李暢悅先生，38歲，現為獨立非執行董事、審核委員會、提名委員會及薪酬委員會之成員。李先生於二零二零年二月加入本集團。彼於二零零四年自澳洲昆士蘭大學取得商學士(會計)學位。李先生自二零零九年起為英國特許公認會計師公會會員，並自二零一四年起成為資深會員。李先生於財務申報、投資分析、併購活動及業務發展方面擁有逾15年經驗。李先生在金融界及商界擔任多個高級職位超過9年，彼亦擁有豐富香港上市公司經驗。李先生目前為正道集團有限公司(股份代號：1188)之獨立非執行董事及川控股有限公司(股份代號：1420)之獨立非執行董事，兩間公司之股份均於聯交所主板上市；及曾於二零一八年二月至二零一九年四月擔任聯交所GEM上市公司奧栢中國集團有限公司(股份代號：8148)之執行董事。

REPORT OF THE DIRECTORS

董事會報告

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

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 40 to the consolidated financial statements. Further discussion of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis set out in pages 7 to 19 of this annual report. This discussion forms part of this Report of the Directors.

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 in pages 85 to 86 of this annual report.

No interim dividend was paid during the year (2018: Nil) and the Directors do not recommend a payment of final dividend for the year (2018: Nil).

SHARE CAPITAL, SHARE OPTIONS AND CONVERTIBLE BONDS

Details of movements in the Company's convertible bonds, share capital and share options and during the year are set out in notes 32, 34 and 35 respectively to the consolidated financial statements.

Details of other equity-linked agreements are included in the section "Share Option Scheme" contained in this Report of the Directors.

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company does not have reserve available for distribution. Under the Company Law of the Cayman Islands, the Company may make distributions to its members out of the share premium in certain circumstances subject to the provisions of the articles of association of the Company ("Articles of Association").

董事欣然提呈其年度報告以及本公司及本集團截至二零一九年十二月三十一日止年度之經審核綜合財務報表。

主要業務及業務回顧

本公司為投資控股公司，其附屬公司之主要業務載於綜合財務報表附註40。根據香港公司條例附表5規定對此等活動之進一步討論，包括本集團面對的主要風險及不明朗因素的描述以及本集團業務相當可能有的未來發展的揭示，可參閱本年報第7至19頁所載之管理層討論及分析。有關討論構成本董事會報告之一部份。

業績及分派

本集團於本年度之業績載於本年報第85至86頁之綜合損益及其他全面收益表。

年內並無派發中期股息(二零一八年：無)，而董事建議本年度不派發末期股息(二零一八年：無)。

股本、購股權及可換股債券

本公司之可換股債券、股本及購股權之變動詳情分別載於綜合財務報表附註32、34及35。

其他股票掛鈎協議之詳情乃載於本董事會報告「購股權計劃」一節。

可供分派儲備

於二零一九年十二月三十一日，本公司沒有可供分派儲備。根據開曼群島公司法，本公司可在本公司組織章程細則(「組織章程細則」)之規定下，於若干情況自股份溢價向其股東作出分派。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Listed securities held for trading, at fair value

As at 31 December 2019, the Group held listed securities held for trading at fair value through profit or loss of approximately RMB31,361,000, particulars of which are set out below:

按公平值計入損益賬之財務資產

持作買賣之上市證券(按公平值計)

於二零一九年十二月三十一日，本集團持有按公平值計入損益賬之持作買賣之上市證券約人民幣31,361,000元，有關詳情載列如下：

Stock code	Name of Securities	No of shares held by the Group as at 31 December 2019	% of share capital owned by the Group	Investment cost	Market value at 31 December 2019	Unrealised gain/(loss) on change in fair value for the year ended 31 December 2019	% of the Group's total assets
股份代號	證券名稱	本集團於二零一九年十二月三十一日持有的股份數目	本集團持有的股本百分比	投資成本	於二零一九年十二月三十一日的市值	截至二零一九年十二月三十一日止年度的未變現公平值變動收益/(虧損)	佔本集團總資產百分比
				(Note 1) (附註1) RMB'000 人民幣千元	(Note 1) (附註1) RMB'000 人民幣千元	(Note 1) (附註1) RMB'000 人民幣千元	
7	Hong Kong Finance Investment Holding Group Limited 香港金融投資控股集團有限公司	16,000,000	0.40%	13,271	11,584	(2,117)	1.14%
286	Aidigong Maternal & Child Health Limited 愛帝宮母嬰健康股份有限公司	26,902,000	0.70%	19,895	13,225	(2,135)	1.31%
	Other listed securities held for trading, at fair value 其他持作買賣之上市證券(按公平值計)				6,552		0.65%
				Total 總計	31,361		3.10%

Notes:

- The investment cost, market value as at 31 December 2019, unrealized gain/(loss) on change in fair value and the percentage of the Group's total assets in the above table have been subject to rounding adjustments. Accordingly figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
- The market value of each financial assets at fair value through profit or loss in others investments as at 31 December 2019 are less than RMB3,000,000.

附註：

- 上表的投資成本、於二零一九年十二月三十一日的市值、未變現公平值變動收益/(虧損)及佔本集團總資產百分比已作出四捨五入調整，因此所示總計數字或非該等數字前所示數字的算術總和。
- 其他投資中各項按公平值計入損益賬之財務資產於二零一九年十二月三十一日的市值少於人民幣3,000,000元。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

Movie investments, at fair value

電影投資(按公平值計)

	Investment costs	Fair value at 31 December 2019	% of the Group's total assets as at 31 December 2019
	投資成本 RMB\$000 人民幣千元	於二零一九年十二月三十一日之公平值 RMB\$000 人民幣千元	於二零一九年十二月三十一日之總資產之百分比
Movie investments at fair value	82,667	60,332	5.95%

Notes:

- 1 Movie Investment Agreement I
On 11 April 2019, the Company entered into a movie investment agreement (the "Movie Investment Agreement I") with Filmko Pictures Limited ("Filmko Pictures"), pursuant to which Filmko Pictures has conditionally agreed to sell and the Company has conditionally agreed to acquire the right to share 15% of the net distribution revenue of the movie "Double World 《征途》" (the "Acquisition I"), was satisfied by the allotment and issue of a total of 270,000,000 new Shares (the "Consideration Shares I") to Filmko Pictures (or its nominee(s)). On 26 April 2019, the Consideration Shares I were allotted and issued to Filmko Pictures (or its nominees) at the issue price of HK\$0.25 per Share under the general mandate granted by the shareholders of the Company to the Directors at the annual general meeting held on 1 June 2018 (the "2018 General Mandate") and the Acquisition I was completed on 26 April 2019.

The total income from the movie income right will be received after the first release date of the movie. The first release date has not been fixed to the date of this report. The fair values of the investments as at 31 December 2019 have been determined by external valuation experts based on the best estimation on the expected future revenue generated by the films less relevant costs.

- 2 Movie Investment Agreement II
On 14 May 2019, the Company entered into a movie investment agreement (the "Movie Investment Agreement II") with Filmko Pictures, pursuant to which Filmko Pictures has conditionally agreed to sell and the Company has conditionally agreed to acquire the right to share 10% of the net distribution revenue of the movie "Little Q 《小Q》", (the "Acquisition II"), was satisfied by the allotment and issue of a total of 100,000,000 new Shares (the "Consideration Shares II") pursuant to the Movie Investment Agreement II to Filmko Pictures (or its nominee(s)). On 22 May 2019, the Consideration Shares II were allotted and issued to Filmko Pictures (or its nominees) at the issue price of HK\$0.25 per Share under the 2018 General Mandate and the Acquisition II was completed on 22 May 2019.

During the year ended 31 December 2019, Filmko Pictures acknowledged that the Group could receive approximately RMB840,000 from the investment. The income was already settled.

附註：

- 1 電影投資協議一
於二零一九年四月十一日，本公司與星皓影業有限公司(「星皓影業」)訂立一份電影投資協議(「電影投資協議一」)，據此，星皓影業有條件同意出售而本公司有條件同意收購分享電影《征途》發行收益淨額的15%之權利(「收購事項一」)，已通過向星皓影業(或其代名人)配發及發行合共270,000,000股新股份(「代價股份一」)償付。於二零一九年四月二十六日，代價股份一根據本公司股東於二零一八年六月一日舉行的股東週年大會上授予董事的一般授權(「二零一八年一般授權」)按發行價每股股份0.25港元向星皓影業(或其代名人)配發及發行，而收購事項一已於二零一九年四月二十六日完成。

該電影收益權之總收入將於電影首映日後收取。首映日截至本公佈日期尚未釐定。該等投資於二零一九年十二月三十一日之公平值乃由外聘估值專家根據對預期該等影片產生之未來收益之最佳估計減相關成本而釐定。

- 2 電影投資協議二
於二零一九年五月十四日，本公司與星皓影業訂立一份電影投資協議(「電影投資協議二」)，據此，星皓影業有條件同意出售而本公司有條件同意收購分享電影《小Q》發行收益淨額的10%之權利(「收購事項二」)，已通過根據電影投資協議二向星皓影業(或其代名人)配發及發行合共100,000,000股新股份(「代價股份二」)償付。於二零一九年五月二十二日，代價股份二根據二零一八年一般授權按發行價每股股份0.25港元向星皓影業(或其代名人)配發及發行，而收購事項二已於二零一九年五月二十二日完成。

於截至二零一九年十二月三十一日止年度，星皓影業確認本集團可從該項投資收取約人民幣840,000元。有關收入經已結付。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

Details of the Movie Investment Agreement I and Movie Investment Agreement II were set out in notes 26 to the financial statements, the Company's announcements dated 11 April 2019, 26 April 2019, 14 May 2019 and 22 May 2019. The Movie Investment Agreement I and Movie Investment Agreement II were completed on 26 April 2019 and 22 May 2019 respectively.

Investment strategy

The Group will adopt preservation strategies to meet the challenges posted by the market to improve the performance and maximize the returns of shareholders as a whole.

PROPERTY, PLANT AND EQUIPMENT

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

MAJOR CUSTOMERS AND SUPPLIERS

Aggregate sales attributable to the Group's five largest customers were less than 30% of the Group's total turnover.

Aggregate purchases attributable to the Group's five largest suppliers were less than 50% of the Group's total purchases.

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out in page 248 of the annual report.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors:

Mr. Deng Jun Jie (Co-Chairman)

Mr. Leong Wei Ping 梁瑋珩先生*
(appointed on 23 January 2020)

Mr. Chan Wai Kit

Mr. Sze Siu Bun

Ms. Sun Tingting (appointed on 21 June 2019,
retired on 27 June 2019 and
re-appointed on 28 June 2019)

Mr. Lin Wan Qiang
(appointed on 21 June 2019, retired on 27 June 2019,
re-appointed on 28 June 2019 and resigned on 30 October 2019)

Mr. Law Kin Fat (resigned on 13 February 2019)

Mr. Wang Jia Si (Chief Executive Officer)
(resigned on 23 January 2020)

* for identification only

電影投資協議一及電影投資協議二之詳情載於本公司日期為二零一九年四月十一日、二零一九年四月二十六日、二零一九年五月十四日及二零一九年五月二十二日之公佈。電影投資協議一及電影投資協議二分別於二零一九年四月二十六日及二零一九年五月二十二日完成。

投資策略

本集團將採取保守策略以應付市場帶來之挑戰，從而改善表現及盡量提高股東之整體回報。

物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於綜合財務報表附註16。

主要客戶及供應商

本集團五大客戶應佔之合計銷售額佔本集團總營業額少於30%。

本集團五大供應商應佔之合計採購額佔本集團總採購額少於50%。

五年財務概要

本集團過去五個財政年度之業績及資產與負債概要載於本年報第248頁。

董事及董事之服務合約

年內及直至本報告日期之本公司董事如下：

執行董事：

鄧俊杰先生(聯席主席)

Mr. Leong Wei Ping 梁瑋珩先生*
(於二零二零年一月二十三日獲委任)

陳偉傑先生

施少斌先生

孫婷婷女士(於二零一九年六月二十一日獲委任、
於二零一九年六月二十七日退任及
於二零一九年六月二十八日獲續聘)

林萬強先生

(於二零一九年六月二十一日獲委任、
於二零一九年六月二十七日退任、
於二零一九年六月二十八日獲續聘及
於二零一九年十月三十日辭任)

羅建發先生(於二零一九年二月十三日辭任)

汪家駟先生(行政總裁)
(於二零二零年一月二十三日辭任)

* 僅供識別

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

Non-executive Directors:

Dato' Sri Lai Chai Suang 拿督斯里賴彩雲博士* (Co-Chairman)
(appointed on 20 December 2019)
Mr. Andy Yong Kim Seng 楊錦成先生* (appointed on 28 February 2020)

Independent non-executive Directors:

Ms. Han Xingxing
Mr. Li Yu
Ms. Wong Chi Yan (appointed on 31 January 2019)
Mr. Cheung Ngai Lam (resigned on 31 January 2019)
Mr. Lee Cheung Yuet Horace (appointed on 28 February 2020)

All Directors are subject to retirement by rotation in accordance with the Articles of Association.

As at the date of this annual report, Ms. Sun Tingting, Dato' Sri Lai Chai Suang 拿督斯里賴彩雲博士*, Mr. Leong Wei Ping 梁瑋坪先生*, Mr. Andy Yong Kim Seng 楊錦成先生* and Mr. Lee Cheung Yuet Horace who were appointed as Director of the Company on 28 June 2019, 20 December 2019, 23 January 2020 and 28 February 2020 respectively, shall retire at the forthcoming annual general meeting in accordance with Article 86(3) of the Articles of Association, being eligible, will offer themselves for re-election of the forthcoming annual general meeting. In addition, in accordance with Article 87(1) and (2) of the Articles of Association, Ms. Han Xingxing and Mr. Li Yu will also retire from the Board at the forthcoming annual general meeting, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

None of the Directors has entered or has proposed to enter into any service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation other than statutory compensation.

MANAGEMENT CONTRACTS

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

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors are set out on pages 20 to 24 of this annual report.

非執行董事：

Dato' Sri Lai Chai Suang 拿督斯里賴彩雲博士*
(聯席主席)(於二零一九年十二月二十日獲委任)
Mr. Andy Yong Kim Seng 楊錦成先生*(於二零二零年二月二十八日獲委任)

獨立非執行董事：

韓星星女士
李玉先生
黃志恩女士(於二零一九年一月三十一日獲委任)
張毅林先生(於二零一九年一月三十一日辭任)
李暢悅先生(於二零二零年二月二十八日獲委任)

所有董事均須遵守組織章程細則輪流退任之規定。

於本年報日期，於二零一九年六月二十八日、二零一九年十二月二十日、二零二零年一月二十三日及二零二零年二月二十八日分別獲委任為本公司董事的孫婷婷女士、Dato' Sri Lai Chai Suang 拿督斯里賴彩雲博士*、Mr. Leong Wei Ping 梁瑋坪先生*、Mr. Andy Yong Kim Seng 楊錦成先生*及李暢悅先生須根據組織章程細則第86(3)條於應屆股東週年大會上退任，惟彼等符合資格並願意於應屆股東週年大會上重選連任。此外，根據組織章程細則第87(1)及(2)條，韓星星女士及李玉先生亦將於應屆股東週年大會上從董事會退任，符合資格並願意於應屆股東週年大會上重選連任。

概無董事已經或擬與本公司或其任何附屬公司訂立任何聘用公司不支付賠償(法定賠償除外)則不可於一年內終止之服務合約。

管理合約

於回顧期間，概無訂立或存在有關本公司全部或任何重大部分業務的管理及行政管理合約。

董事之履歷

董事之履歷詳情載於本年報第20至24頁。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS

As at 31 December 2019, the interests and short positions of the Directors or chief executives of the Company or their associates had any interests and/or short positions in any shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong (the "SFO")) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

董事及最高行政人員之權益

於二零一九年十二月三十一日，根據本公司按香港法例第571章證券及期貨條例(「證券及期貨條例」)第352條規定而存置之登記冊所記錄，或根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)而須知會本公司及聯交所之規定，本公司董事或最高行政人員或彼等的聯繫人士於本公司及其相聯法團(見證券及期貨條例第XV部之定義)的任何股份、相關股份及債權證中擁有任何權益及／或淡倉，如下所示：

Name of Director 董事之姓名	Capacity in which the Interests are held 持有權益之身份	Nature of Interest 權益性質	Total Interests held (Note 1) 所持之總權益 (附註1)	Approximate percentage of the issued share capital of the Company as a 31 December 2019 (%) 佔本公司 於二零一九年 十二月三十一日 已發行股本之 概約百分比(%)
Deng Jun Jie 鄧俊杰	Beneficial owner 實益擁有人	Ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股	20,622,000 (L)	0.28
	Beneficial owner 實益擁有人	Underlying interest (Note 3) 相關權益(附註3)	4,000,000,000 (L)	53.87
	Interest of Controlled Corporation 受控制法團權益	Ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股	1,535,388,000 (L)	20.68

Notes:

- The letters "L" and "S" denote long position and short position in the shares of the Company respectively.
- Honghu Capital is wholly-owned and beneficially owned by Mr. Deng Jun Jie.
- Mr. Deng Jun Jie has (i) an interest in the long position of 2,000,000,000 shares underlying the 6% convertible bond due 2022 in the principal amount of HK\$200,000,000 issued by the Company on 17 December 2019; and (ii) an interest in the long position of 2,000,000,000 shares underlying the 6% convertible bond in the principal amount of HK\$200,000,000 pursuant to the subscription agreement dated 24 September 2019.

附註：

- 「L」及「S」字分別代表於本公司股份之好倉及淡倉。
- 鴻鵠資本由鄧俊杰先生全資實益擁有。
- 鄧俊杰先生(i)於2,000,000,000股股份好倉中擁有權益，該等股份與本公司於二零一九年十二月十七日發行之於二零二二年到期本金額為200,000,000港元的6%息票可換股債券相關；及(ii)根據於二零一九年九月二十四日的認購協議，於2,000,000,000股股份好倉中擁有權益，該等股份與本金額為200,000,000港元的6%息票可換股債券相關。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

DIRECTORS' AND CONTROLLING SHAREHOLDER'S INTEREST IN CONTRACTS OF SIGNIFICANCE

No contract of significance, to which the Company or any of its subsidiaries was a party and in which a director or a controlling shareholder of the Company had a material interest, whether directly or indirectly, subsisted as at the end of the year.

PERMITTED INDEMNITY

The Company has taken out appropriate insurance coverage for the Directors and officers for protection against potential legal actions. The Board shall review the insurance policy every year.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the directors have an interest in any business constituting a competing business to the Group.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the current independent non-executive Directors an annual confirmation in respect of his/her independence during the year pursuant to Rule 3.13 of the Listing Rules. All the current independent non-executive Directors have confirmed that they have been and are independent since their appointment and as of the date of this annual report.

董事及控股股東於重大合約之權益

本公司或其任何附屬公司概無訂立本公司董事或控股股東於其中直接或間接擁有重大權益而於年結日仍然生效之重大合約。

獲准許之彌償條文

本公司已為董事及高級人員投購合適保險以就潛在法律行動提供保障。董事會須每年審視有關保單。

董事於競爭業務之權益

各董事概無於與本集團構成競爭之任何業務中擁有權益。

獨立非執行董事之獨立性

本公司已接獲各現任獨立非執行董事根據上市規則第3.13條之規定於年內就其獨立身份而發出之年度確認書。全體現任獨立非執行董事已確認彼等自獲委任當日起及於本年報日期一直是而目前亦是獨立人士。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2019, to the best knowledge of the Company, the following persons (other than Directors or chief executives of the Company) had, or were deemed or taken to have interests and/or short positions in the shares or underlying shares of the Company, which would be required to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company under Section 336 of the SFO:

主要股東

於二零一九年十二月三十一日，就本公司所知，以下人士（本公司董事或最高行政人員除外）於本公司的股份或相關股份中擁有或被視為或被計作擁有權益及／或淡倉而須根據證券及期貨條例第XV部第2及3分部之條文向本公司及聯交所披露或按本公司根據證券及期貨條例第336條須存置之登記冊記錄：

Name of substantial shareholder 主要股東之姓名／名稱	Capacity in which the interests are held 持有權益之身份	Nature of Interest 權益性質	Total Interests held (Note 1) 所持之總權益 (附註1)	Approximate percentage of the issued share capital of the Company as at 31 December 2019 (%) 佔本公司於二零一九年十二月三十一日已發行股本之概約百分比(%)
Deng Jun Jie 鄧俊杰	Beneficial Owner 實益擁有人	Ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股	20,622,000 (L)	0.28
	Interest of Controlled Corporation 受控制法團權益	Ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股	1,535,388,000 (L)	20.68
	Beneficial owner 實益擁有人	Underlying interest (Note 2) 相關權益(附註2)	4,000,000,000 (L)	53.87
Honghu Capital (Note 3) 鴻鵠資本(附註3)	Beneficial Owner 實益擁有人	Ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股	1,535,388,000 (L)	20.68
KKC Capital Limited (Note 4) KKC Capital Limited (附註4)	Investment Manager 投資經理	Ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股	405,058,000	5.45
KKC Capital SPC – KKC Capital High Growth Fund Segregated Portfolio (“KKC Capital SPC”)	Beneficial Owner 實益擁有人	Ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股	405,058,000	5.45
KKC Capital SPC – KKC Capital High Growth Fund Segregated Portfolio (“KKC Capital SPC”)				

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

Notes:

1. The letters “L” and “S” denote long position and short position in the shares of the Company respectively.
2. Mr. Deng Jun Jie has (i) an interest in the long position of 2,000,000,000 shares underlying the 6% convertible bond due 2022 in the principal amount of HK\$200,000,000 issued by the Company on 17 December 2019; and (ii) an interest in the long position of 2,000,000,000 shares underlying the 6% convertible bond in the principal amount of HK\$200,000,000 pursuant to the subscription agreement dated 24 September 2019.
3. Honghu Capital is wholly-owned and beneficially owned by Mr. Deng Jun Jie.
4. KKC Capital Limited is the investment manager of KKC Capital SPC and was therefore deemed to have an interest in the shares in which KKC Capital SPC has invested.

SHARE OPTION SCHEME

The Company adopted the share option scheme (the “Share Option Scheme”) on 15 June 2016. The Share Option Scheme became valid and effective for a period of 10 years commencing from 15 June 2016. There was no change in any terms of the Share Option Scheme. No share options were granted, cancelled or lapsed during the year, and no outstanding share options during the year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in the section “Share Option Scheme”, at no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors or the chief executives of the Company to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, and neither the Directors nor the chief executives, nor any of their spouses or children under the age of 18, had any rights to subscribe for the securities of the Company, or any had exercised any such right.

附註：

1. 「L」及「S」字分別代表於本公司股份之好倉及淡倉。
2. 鄧俊杰先生(i)於2,000,000,000股股份好倉中擁有權益，該等股份與本公司於二零一九年十二月十七日發行之於二零二二年到期本金額為200,000,000港元的6%息票可換股債券相關；及(ii)根據於二零一九年九月二十四日的認購協議，於2,000,000,000股股份好倉中擁有權益，該等股份與本金額為200,000,000港元的6%息票可換股債券相關。
3. 鴻鵠資本由鄧俊杰先生全資實益擁有。
4. KKC Capital Limited為KKC Capital SPC之投資經理，因此被視為於KKC Capital SPC所投資之股份中擁有權益。

購股權計劃

本公司於二零一六年六月十五日採納購股權計劃（「購股權計劃」）。購股權計劃自二零一六年六月十五日起計十年間有效及生效。購股權計劃之條款並無任何變動。於本年度內概無購股權獲授出、註銷或失效，於本年度亦無尚未行使之購股權。

購買股份或債權證之安排

除「購股權計劃」一節所披露者外，於年內任何時間，本公司、其控股公司或其任何附屬公司概無訂立任何安排，致使本公司董事或最高行政人員可透過收購本公司或任何其他法團之股份或債權證而獲益，而本公司董事或最高行政人員、或彼等之配偶或未滿18歲之子女亦無擁有認購本公司證券之任何權利或曾行使任何該等權利。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

DIRECTORS' REMUNERATION

Details of Directors' emoluments on a named basis are set out in note 12 to the consolidated financial statements.

Remuneration for each of the Directors are determined based on, among others, emoluments paid by comparable companies, his/her time of commitment and responsibilities towards the Company and whether the remuneration package is competitively attractive to retain him/her as director.

There were no compensation paid during the financial year or receivable by Directors or past Directors for the loss of office as a director of any member of the Group or of any other office in connection with the management of the affairs of any member of the Group distinguishing between contractual and other payments.

RETIREMENT BENEFITS SCHEME

The Group's qualifying employees in Hong Kong participate in the Mandatory Provident Fund (the "MPF") in Hong Kong.

The assets of the MPF are held separately from those of the Group in funds under the control of trustee. The Group and each of the employees make monthly mandatory contributions to the MPF schemes.

The employees of the PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, to the best knowledge of the Directors and based on the information publicly available to the Company, there is a sufficient public float as required by the Listing Rules.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the reporting period ended 31 December 2019, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

董事酬金

按具名基準披露之董事詳情，載於綜合財務報表附註12。

各董事之薪酬是根據(其中包括)可資比較公司所支付的酬金、有關董事為本公司所付出的時間以及其對本公司所承擔之責任，以及有關薪金待遇在吸引其繼續出任董事方面是否具競爭力而釐定。

於本財政年度，除訂約及其他付款外，概無就本集團任何成員公司之董事離職或失去任何其他有關管理本集團任何成員公司事務之職位而已付或應付董事或前董事之任何賠償。

退休福利計劃

本集團於香港之合資格僱員參與香港之強制性公積金(「強積金」)計劃。

強積金之資產與本集團之資產分開持有，由受託人控制之基金管理。本集團及每位僱員每月向強積金計劃作出強制性供款。

中國附屬公司之僱員乃中國政府設立之國家管理退休金計劃成員。中國附屬公司須向退休福利計劃繳付佔薪金若干百分比之供款，以供基金運作。本集團對退休金計劃之唯一責任，為向計劃作出所需供款。

充足公眾持股量

於本報告日期，就董事所知及根據本公司所得之公開資料所示，本公司具有符合上市規則之充足公眾持股量。

購買、贖回或出售本公司之上市證券

於截至二零一九年十二月三十一日止之報告期間，本公司或其任何附屬公司並無購回、贖回或出售本公司任何上市證券。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

UPDATE ON DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of Directors are set out below:

1. Mr. Chan Wai Kit has been appointed as an executive director of Yong Tai Berhad (Bursa Malaysia Securities Berhad, stock code: 7066) with effect from 25 November 2019.
2. Dato' Sri Lai Chai Suang 拿督斯里賴彩雲博士* has been appointed as a non-executive Director and the Co-Chairman of the Company with effect from 20 December 2019.
3. Mr. Leong Wei Ping has been appointed as an executive Director with effect from 23 January 2020.
4. Mr. Andy Yong Kim Seng 楊錦成先生* has been appointed as a non-executive Director with effect from 28 February 2020.
5. Mr. Lee Cheung Yuet Horace has been appointed as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company, in each case, with effect from 28 February 2020.

Save for the above, there is no other change in information of the Directors as at the date of this annual report.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of related party transactions are set out in note 37 to the consolidated financial statements. Other than the Loan under the Loan Agreement and Convertible Bonds under Specific Mandate – Phase 1 Completion and Phase 2 Completion as disclosed under "Connected Transactions" in the section "Management Discussion and Analysis", the Group did not have other transactions constitutes connected or continuing connected transactions of the Company which are not exempt from the reporting, announcement and independent shareholders' approval requirements under the Listing Rules.

* For identification purpose only

更新董事資料

根據上市規則第13.51B(1)條，董事資料之變動載列如下：

1. 陳偉傑先生於二零一九年十一月二十五日獲委任為永大集團(馬來西亞證券交易所股份代號：7066)之執行董事。
2. Dato' Sri Lai Chai Suang 拿督斯里賴彩雲博士*已獲委任為非執行董事兼本公司之聯席主席，自二零一九年十二月二十日起生效。
3. Mr. Leong Wei Ping 梁瑋珩先生*已獲委任為執行董事，自二零二零年一月二十三日起生效。
4. Mr. Andy Yong Kim Seng 楊錦成先生*已獲委任為非執行董事，自二零二零年二月二十八日起生效。
5. 李暢悅先生已獲委任為獨立非執行董事、審核委員會、薪酬委員會及提名委員會各自之成員，而上述各項均自二零二零年二月二十八日起生效。

除上文所述者外，於本年報日期並無其他董事資料變更。

有關連人士交易及關連交易

有關連人士交易之詳情載於綜合財務報表附註37。除「管理層討論及分析」一節內「關連交易」項下所披露之該貸款協議項下之該貸款以及特別授權項下之可換股債券第一階段完成及第二階段完成外，本集團並無其他交易構成本公司之關連或持續關連交易而不獲豁免遵守上市規則之申報、公告及獨立股東批准之規定。

* 僅供識別

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

DIVIDEND POLICY

1. Objective

- 1.1 The objective of the Company's dividend policy (the "Dividend Policy") is to allow Shareholders to participate in the Company's profits whilst retaining adequate reserves for the Group's future growth.

2. Factors to be considered

- 2.1 The Board has the discretion to declare and distribute dividends to the Shareholders, subject to the Articles of Association and all applicable laws and regulations and the factors set out below.

- (i) The Board shall consider the following factors of the Group before declaring or recommending dividends:

- the Group's results of operations and cash flows;
- the Group's future prospects;
- general business conditions;
- the Group's capital requirements and surplus;
- contractual restrictions on the payment of dividends by the Company to its Shareholders or by subsidiaries to the Company;
- taxation considerations;
- possible effects on the Company's creditworthiness;
- statutory and regulatory restrictions; and
- any other factors the Board may deem relevant.

- (ii) Depending on the financial conditions of the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period:

- interim dividend;
- final dividend;
- special dividend; and
- any distribution of net profits that the Board may deem appropriate.

3. Review of the Dividend Policy

- 3.1 The Board will review the Dividend Policy as appropriate from time to time.

股息政策

1. 目的

- 1.1 本公司股息政策(「股息政策」)的目標是讓股東參與本公司的利潤，同時為本集團的未來增長留出足夠的儲備。

2. 考慮的因素

- 2.1 根據組織章程細則及所有適用法律及法規及下列因素，董事會可酌情向股東宣派及派發股息。

- (i) 董事會在宣派或建議派發股息前應考慮本集團的以下因素：

- 本集團的經營業績和現金流；
- 本集團的未來前景；
- 一般業務狀況；
- 本集團的資本要求和盈餘；
- 本公司向股東或附屬公司向本公司支付股息的合約限制；
- 稅務考慮；
- 可能對本公司的信譽產生影響；
- 法定和監管限制；和
- 董事會可能視為相關的任何其他因素。

- (ii) 根據本集團的財務狀況及上述條件及因素，董事會可在財政年度或期間建議及／或宣派股息：

- 中期股息；
- 末期股息；
- 特別股息；和
- 董事會可能視為適當的任何淨利潤分配。

3. 股息政策之檢討

- 3.1 董事會將在有需要時檢討本股息政策。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

DIVIDEND

The Board does not recommend a payment of final dividend for the year (2018: Nil).

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Wednesday, 24 June 2020 to Tuesday, 30 June 2020 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrar in Hong Kong, Tricor Investor Services Limited, not later than 4:30 p.m. on Tuesday, 23 June 2020. Tricor Investor Services Limited is located at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association although there are no restrictions against such rights under company laws in the Cayman Islands.

CORPORATE GOVERNANCE

Details of Company's corporate governance policies and practices are set out in the section "Corporate Governance Report" on pages 39 to 50 of this annual report.

ENVIRONMENTAL PROTECTION

Details of the Company's environmental policy and performance are set out in the section "Environmental, Social and Governance Report" on pages 54 to 78 of this annual report.

EVENTS AFTER REPORTING PERIOD

The forthcoming financial year is expected to be challenging due to the outbreak of Coronavirus Disease 2019 (the "COVID-19 outbreak"). The Group is not yet able to quantify the aforesaid influence due to the COVID-19 outbreak. However, the Group will pay close attention to the development of the COVID-19 outbreak and its impact and will continue to perform relevant assessments and take proactive measures as appropriate.

Up to the date of this announcement, the Company received HK\$110,000,000 (equivalent to approximately RMB98,318,000) from Mr. Deng for the Phase II convertible bonds. The remaining consideration would be settled by on or before 1 June 2020 pursuant to the letter of confirmation signed on 4 May 2020. Phase II convertible bonds will be issued upon the consideration is fully settled.

股息

董事會建議本年度不派付末期股息(二零一八年: 無)。

暫停辦理股份過戶登記

本公司將於二零二零年六月二十四日(星期三)至二零二零年六月三十日(星期二)(首尾兩天包括在內)暫停辦理股份過戶登記, 期間概不會辦理股份過戶登記手續。為符合出席應屆股東週年大會並於會上投票的資格, 所有過戶文件及有關股票最遲須於二零二零年六月二十三日(星期二)下午四時三十分前送達本公司的香港股份過戶登記處卓佳證券登記有限公司, 地址為香港皇后大道東183號合和中心54樓。

優先購股權

雖然開曼群島公司法例並無對優先購股權作出任何限制, 惟組織章程細則並無關於優先購股權之規定。

企業管治

本公司之企業管治政策及常規之詳情載於本年報第39至50頁「企業管治報告」一節。

保護環境

本公司之環境政策及表現之詳情載於本年報第54至78頁「環境、社會及管治報告」一節。

報告期後事項

由於爆發2019新型冠狀病毒病(「COVID-19疫情」), 預期下一個財政年度將充滿挑戰。本集團尚未量化上述因COVID-19疫情而造成之影響。然而, 本集團將密切關注COVID-19疫情之發展及其影響, 並將繼續進行相關評估及於適當時候採取積極措施。

截至本公佈日期, 本公司已就第二階段可換股債券自鄧先生收取110,000,000港元(相當於約人民幣98,318,000元)。餘下代價將根據於二零二零年五月四日簽訂的確認函件於二零二零年六月一日或之前結付。第二階段可換股債券將於代價悉數結付後予以發行。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

AUDIT COMMITTEE

The Audit Committee was established by the Board with written terms of reference which are consistent with the provisions set out in the relevant section of the CG Code.

During the year ended 31 December 2019, the Audit Committee held two meetings to consider, among other things, the financial reporting matters. The Audit Committee is principally responsible for reviewing the Company's accounting principles and practices, discussing audit findings, risk management and internal controls, and financial reporting matters with the management of the Company. As at the date of this annual report, the Audit Committee comprises four independent non-executive Directors, namely, Ms. Wong Chi Yan (as chairman), Ms. Han Xingxing, Mr. Li Yu and Mr. Lee Cheung Yuet Horace.

The consolidated financial statements of the Group for the year ended 31 December 2019 have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the preparation of such results are in compliance with the relevant accounting standards, rules and regulations and that adequate disclosures have been made.

The terms of reference of the Audit Committee are in line with the Corporate Governance Code as set out in Appendix 14 of the Listing Rules (the "CG Code") and are posted on the websites of the Company and the Stock Exchange. Under its amended terms of reference dated 1 January 2019, the Audit Committee is required, amongst other things, (1) to oversee the relationship with the external auditors, (2) to review the Group's preliminary results, interim results and annual financial statements, (3) to monitor the integrity of the financial statements of the Group, (4) to review the scope, extent and effectiveness of the Group's internal control system, internal audit and risk management matters, and (5) to review the Group's financial and accounting policies.

AUDITOR

An nomination proposal will be submitted to the forthcoming annual general meeting of the Company to re-appoint Moore Stephens CPA Limited as auditor of the Company.

On behalf of the Board

Deng Jun Jie

Co-Chairman and Executive Director

Hong Kong, 6 May 2020

審核委員會

審核委員會由董事會成立，其書面職權範圍與企業管治守則相關部分所載之條文一致。

於截至二零一九年十二月三十一日止年度，審核委員會已舉行兩次會議，以審議(其中包括)財務申報事宜。審核委員會主要負責審閱本公司的會計原則及慣例，並與本公司管理層商討審計結果、風險管理及內部監控及財務申報事宜。於本年報日期，審核委員會由四名獨立非執行董事，分別為黃志恩女士(出任主席)、韓星星女士、李玉先生及李暢悅先生組成。

審核委員會已審閱本集團截至二零一九年十二月三十一日止年度之綜合財務報表。審核委員會認為有關業績乃遵照相關會計準則、規則及規例而編製，且已作出充足披露。

審核委員會之職權範圍符合上市規則附錄十四所載之企業管治守則(「企業管治守則」)並刊載於本公司及聯交所網站。根據其日期為二零一九年一月一日之經修訂職權範圍，審核委員會須(其中包括)(1)監管與外聘核數師之關係；(2)審閱本集團之初步業績、中期業績及年度財務報表；(3)監察本集團財務報表之完整性；(4)檢討本集團內部監控制度之範圍、程度和成效，審視內部審計和風險管理事宜；及(5)檢討本集團之財務及會計政策。

核數師

於本公司應屆股東週年大會上，將提呈建議提名續聘大華馬施雲會計師事務所有限公司為本公司核數師。

代表董事會

聯席主席兼執行董事

鄧俊杰

香港，二零二零年五月六日

The Board is pleased to present this Corporate Governance Report of the Group for the year ended 31 December 2019.

CORPORATE GOVERNANCE PRACTICE

The Company is committed to maintaining good corporate governance standard and procedures to ensure the integrity, transparency and quality of disclosure in the interest of its Shareholders. The corporate governance principles of the Company emphasize a quality board, transparency and accountability to all Shareholders.

The Directors are in the opinion that the Company has complied with the applicable code provisions in the CG Code during the year ended 31 December 2019 except the following deviation.

In respect of code provision A.6.7 of the Corporate Governance Code, Ms. Han Xingxing and Mr. Li Yu being independent non-executive Directors were unable to attend the annual general meeting held on 27 June 2019 due to other commitments. Ms. Han Xingxing, Mr. Li Yu and Ms. Wong Chi Yan, being independent non-executive Directors were unable to attend the extraordinary general meeting held on 29 November 2019 due to other commitments. The Company shall continue to communicate with the Directors and make best effort to ensure their availabilities to attend general meetings and avoid time conflict.

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance. The management are delegated with the authority and responsibilities by the Board for the day-to-day management and operations of the Group. In addition, the Board has also delegated various responsibilities to the board committees. Further details of these committees are set out in this report.

All directors have full and timely access to all relevant information in relation to the Company as well as the advice and services of the company secretary of the Company (the "Company Secretary"), if and when required, with a view to ensure that the Board procedures and all applicable rules and regulations are followed. There are established procedures for Directors to seek independent professional advice for them to discharge their duties and responsibilities at the Company's expenses, where appropriate.

The Board is also responsible for performing the corporate governance duties set out in the CG Code which included developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of Directors, and reviewing the Company's compliance with respect of the code provision in the CG Code and disclosures in this report.

董事會欣然提呈本集團截至二零一九年十二月三十一日止年度之本份企業管治報告。

企業管治常規

本公司致力維持良好之企業管治標準及程序，以確保資料披露之完整性、透明度及質素，保障股東之利益。本公司奉行之企業管治原則強調董事會保持優良水平，而本公司亦須對全體股東問責並將一切坦誠相告。

董事認為，本公司於截至二零一九年十二月三十一日止年度內一直遵守企業管治守則之適用守則條文，惟以下偏離除外：

就企業管治守則之守則條文第A.6.7條而言，獨立非執行董事韓星星女士及李玉先生因事而未能出席於二零一九年六月二十七日舉行之股東週年大會。獨立非執行董事韓星星女士、李玉先生及黃志恩女士因事而未能出席於二零一九年十一月二十九日舉行之股東特別大會。本公司將繼續與各董事進行溝通，並盡全力確保彼等出席股東大會及避免時間衝突。

董事會

董事會負責領導及監控本公司，並負責監管本集團之業務、策略方針及表現。董事會將權責下放予管理層以進行本集團之日常管理及運作。此外，董事會亦下放不同職責予各董事委員會。有關該等委員會之進一步詳情載於本報告內。

倘有需要時，全體董事均可充分和適時查閱一切與本公司相關之資料及獲得本公司之公司秘書（「公司秘書」）之建議及服務，以確保遵守董事會議事程序及所有適用之規則及規例。本公司已訂立程序讓董事於適當情況下就履行彼等之職務及職責尋求獨立專業意見，費用概由本公司承擔。

董事會亦負責履行企業管治守則所載之企業管治職務，包括制訂及檢討本公司有關企業管治、培訓和董事持續專業發展的政策和常規，以及審視本公司遵守企業管治守則所載守則條文之情況以及於本報告內所作之披露。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

Composition

The Board currently comprises five executive Directors, two non-executive Directors and four independent non-executive Directors from different business and professional fields. The Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business and professional expertise, experiences and independent judgement to the Board for its efficient and effective delivery of the Board function.

The compositions of the Directors in office during the year and up to the date of this annual report are set out in the "Report of the Directors" on pages 28 to 29 of this annual report.

The Board is principally responsible for formulating business strategies and monitoring the performance of the business of the Group. The Board decides on corporate strategies, approves overall business plans, evaluates the Group's financial performance and management and reviews the financial and internal control system. Other than the daily operational decisions which are delegated to the management of the Group, most of the decisions are taken by the Board. Specific tasks that the Board delegates to the Group's management include the implementation of strategies approved by the Board, the monitoring of operating budgets, the implementation of internal control procedures and the ensuring of compliance with relevant statutory requirements and other rules and regulations.

Co-Chairmen, Chief Executive Officer and Directors

At the date of the report, Mr. Deng Jun Jie and Dato' Sri Lai Chai Suang 拿督斯里賴彩雲博士* are the Co-Chairmen of the Board. During the year under review, Mr. Wang Jia Si was the chief executive officer of the Company (the "Chief Executive Officer") and subsequently resigned as the Chief Executive Officer and executive Director on 23 January 2020. The roles of the Co-Chairmen and the Chief Executive Officer are served by different individuals to achieve a balance of authority and power. The main responsibility of the two Co-Chairmen are to lead the Board and manage its work to ensure that it effectively operates and fully discharges its responsibilities. Supported by the members of committees of the Board, the Chief Executive Officer is responsible for the day-to-day management of the Group's business, recommending strategies to the Board, and determining and implementing operational decisions.

Directors' and Officer's Insurance

The Company has purchased the directors' and officers' liability insurance for the members of the Board for the year to provide protection against potential claims arising from the lawful discharge of duties by the Directors.

組成

董事會現時由五名執行董事、兩名非執行董事及四名獨立非執行董事組成，彼等來自不同行業及專業領域。董事（包括獨立非執行董事）具備廣泛而寶貴之業務及專業知識、經驗及獨立判斷力，有助董事會有效及高效履行董事會職責。

年內及直至本年報日期為止之在任董事成員組成載於本年報第28至29頁之「董事會報告」。

董事會主要負責制定業務策略及監察本集團之業務表現。董事會決定企業策略、批核整體業務計劃、評估本集團之財務表現及管理，以及檢討財務及內部監控制度。除日常營運決策交由本集團管理層負責外，大部份決定由董事會作出。董事會授權本集團管理層進行之具體工作包括執行董事會批准之策略；監察經營預算；執行內部監控程序；以及確保本集團符合有關法定要求及其他規則和規例。

聯席主席、行政總裁及董事

於本報告日期，鄧傑杰先生及Dato' Sri Lai Chai Suang 拿督斯里賴彩雲博士*為董事會聯席主席。於回顧年內，汪家駟先生為本公司行政總裁（「行政總裁」）及其後於二零二零年一月二十三日辭任行政總裁及執行董事。主席及行政總裁之角色由不同人士擔任，以達致授權及權力分佈均衡。兩位聯席主席主要負責領導董事會及管理董事會之工作，確保其有效運作及全面履行其職責。行政總裁在董事會轄下各委員會成員的支持下，負責本集團之日常業務管理、向董事會提出策略上的建議，以及作出及執行營運決策。

董事及高級人員之保險

本公司於年內為董事會成員購買董事及高級人員責任保險，為董事依法履職過程中可能產生之潛在賠償責任提供保障。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

Non-Executive Directors

All the existing non-executive Directors and independent non-executive Directors were appointed for a specific term. Each of the non-executive Directors and independent non-executive Directors has entered into a letter of appointment with the Company for a specific term, subject to renewal, retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association.

During the year under review, the Chairman, being an executive Director, had held meetings with independent non-executive Directors without the presence of other executive Directors.

Confirmation of Independence

Throughout the period and up to the date of this report, the Company has complied with the requirements under Rules 3.10 of the Listing Rules. It requires that at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise. The Company has received written annual confirmation from each independent non-executive Director of their independence pursuant to the requirements of rule 3.13 of the Listing Rules. As such, all independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules.

Appointments, Re-election and Removal of Directors

Each of the executive Directors, non-executive Directors and independent non-executive Directors has entered into a service contract or letter of appointment with the Company for a specific term. Such term is subject to her/his re-appointment by the Company at an annual general meeting upon such Director's retirement by rotation at least once every three years and offering herself/himself for re-election. Pursuant to the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the following general meeting of the Company and shall then be eligible for re-election and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. Also, pursuant to the Articles of Association, at each annual general meeting, at least one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years.

Compliance with the Model Code for Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as its model code for securities transactions by Directors. Having made specific enquiries, all the Directors confirmed that they have complied with the Model Code during the period ended 31 December 2019.

非執行董事

所有現任非執行董事及獨立非執行董事均有特定委任年期。非執行董事及獨立非執行董事已各自與本公司訂立有特定委任年期之委任函件，委任可予續期，但須根據組織章程細則於本公司股東大會上輪流退任及膺選連任。

於回顧年度內，主席兼執行董事，在其他執行董事沒有出席的情況下，曾與獨立非執行董事舉行會議。

獨立性確認書

於期內及截至本報告日期，本公司已遵守上市規則第3.10條之規定。有關規定要求至少一名獨立非執行董事須擁有適當之專業資格或會計或財務管理經驗。本公司接獲各獨立非執行董事根據上市規則第3.13條之規定就其獨立身份發出之週年確認書。因此，根據上市規則所載有關獨立性之指引，全體獨立非執行董事均屬獨立人士。

董事之委任、重選及免任

執行董事、非執行董事及獨立非執行董事已各自與本公司訂立服務合約或委任書，當中訂有指定任期，惟該任期須於有關董事每三年在股東週年大會上輪流退任至少一次及願意重選連任時，獲本公司重新委任後方可作實。根據組織章程細則，任何董事如獲董事會委任以填補臨時空缺，則只留任至本公司其後首次股東大會，屆時符合資格重選連任，而任何董事如獲董事會委任作為董事會新增成員，則只留任至本公司下屆股東週年大會，屆時符合資格重選連任。此外，根據組織章程細則，當時最少三分之一的董事（或若彼等之人數並非三或三之倍數，則取最接近但不少於三分之一的數目）須輪流退任，前提是每名董事須至少每三年輪流退任一次。

遵守有關董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行交易的標準守則，作為其董事進行證券交易之標準守則。經作出具體查詢後，全體董事均確認彼等於截至二零一九年十二月三十一日止年度內已遵守標準守則。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

Directors' continuous training and development

The Directors are committed to comply with the CG Code A.6.5 concerning continuous professional development and understand the importance to constantly enhance and refresh their knowledge and skills. In this connection, the Directors have attended formal training seminars and/or study related materials relevant to directors' duties and responsibilities during the year. All Directors have confirmed that they have met the minimum requirements under the CG Code A.6.5 for the year ended 31 December 2019 and provided such training record to the Company.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Details of Directors' and the Chief Executive Officer's remuneration are set out in note 12 to the consolidated financial statements.

Accordingly to Code B.1.5 of the CG Code, the annual remuneration of other members of senior management (other than directors) by band for the year ended 31 December 2019 is set out below:

Remuneration bands 薪酬等級		Number of persons 人數
HK\$nil to HK\$1,000,000	零港元至1,000,000港元	—
HK\$1,000,001 to HK\$3,000,000	1,000,001港元至3,000,000港元	4

BOARD COMMITTEES

The Board has established the following Board committees to oversee the particular aspects of the Group's affairs.

AUDIT COMMITTEE

The Board has established an Audit Committee with written terms of reference in compliance with, where applicable, the CG Code of the Listing Rules. The Audit Committee currently comprises four independent non-executive Directors and is chaired by Ms. Wong Chi Yan and with Ms. Han Xingxing, Mr. Li Yu and Mr. Lee Cheung Yuet Horace as members. The primary duties of the Audit Committee are, among others, to review the financial reporting system, risk management and internal control system of the Group, to make recommendations to the Board on the appointment, reappointment and removal of the external auditors, to approve the remuneration and terms of engagement of the external auditors, to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard, and to review the annual and interim financial statements and accounting policies of the Group. The Audit Committee meets at least twice a year to carry out the aforesaid primary duties. Minutes of the meetings are kept by the Company Secretary of the Company at the principal place of business of the Company in Hong Kong.

董事之持續培訓及發展

董事致力遵守有關持續專業發展的企業管治守則A.6.5條並明白不斷精進及更新本身的知識及技能乃極為重要。就此，董事已於年內出席有關董事職務及責任之正式培訓研討會及／或研習相關資料。全體董事均已確認本身於截至二零一九年十二月三十一日止年度已達到企業管治守則A.6.5條之最低規定並已向本公司提供相關培訓紀錄。

董事及高級管理層之薪酬

董事及行政總裁之薪酬詳情載於綜合財務報表附註12。

根據企業管治守則之守則B.1.5條，截至二零一九年十二月三十一日止年度高級管理層其他成員(不包括董事)之薪酬等級如下：

董事委員會

董事會已設立以下董事委員會監管本集團各特定方面之事務。

審核委員會

董事會已於適用情況根據上市規則所載之企業管治守則成立審核委員會，並以書面形式劃定其職權範圍。審核委員會現時由四名獨立非執行董事組成，黃志恩女士為主席而韓星星女士、李玉先生及李暢悅先生為成員。審核委員會主要職責為(其中包括)審議本集團的財務申報系統、風險管理及內部監控系統、就外聘核數師之委任、續聘及罷免向董事會提出建議、批准外聘核數師之酬金及委聘條款、根據適用準則檢討並監督外聘核數師能否保持獨立客觀以及核數程序是否有效，以及審閱本集團之全年及中期財務報表和會計政策。審核委員會每年召開最少兩次會議以履行上述主要職責。會議紀錄由本公司之公司秘書存置於本公司在香港之主要營業地點。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The members of the Audit Committee during the year and their attendance were as follows:

以下為年內之審核委員會成員及彼等之出席率：

Independent Non-Executive directors 獨立非執行董事		Meeting attended/ Eligible to attend 已出席之會議／ 符合資格出席之會議
Ms. Wong Chi Yan (appointed on 31 January 2019)	黃志恩女士(於二零一九年一月三十一日獲委任)	2/2
Ms. Han Xingxing	韓星星女士	1/2
Mr. Cheung Ngai Lam (resigned on 31 January 2019)	張毅林先生(於二零一九年一月三十一日辭任)	0/0
Mr. Li Yu	李玉先生	2/2

REMUNERATION COMMITTEE

The Board has established the Remuneration Committee with written terms of reference in compliance with, where applicable, the CG Code of the Listing Rules. The Remuneration Committee currently comprises four independent non-executive Directors and is chaired by Mr. Li Yu and with Ms. Wong Chi Yan, Ms. Han Xingxing and Mr. Lee Cheung Yuet Horace as members. The primary duties of the Remuneration Committee are, among others, to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and to determine with delegated responsibility the remuneration packages of executive Directors and senior management. In fulfilling the functions, the Remuneration Committee will take into consideration factors such as salaries paid by comparable companies, respective time commitment and responsibilities of the Directors and senior management and whether the remuneration packages are competitively attractive to retain the Directors and senior management. The Remuneration Committee meets at any time when necessary and desirable to carry out the aforesaid duties but in any event at least once a year. Minutes of the meeting are kept by the Company Secretary at the Company's principal place of business in Hong Kong.

薪酬委員會

董事會已於適用情況根據上市規則所載之企業管治守則成立薪酬委員會，並以書面形式劃定其職權範圍。薪酬委員會現時由四名獨立非執行董事組成，李玉先生為主席而黃志恩女士、韓星星女士及李暢悅先生為成員。薪酬委員會的主要職責為(其中包括)就本公司全體董事及高級管理人員之薪酬政策及架構向董事會提出建議，以及釐定(獲董事會轉授責任)執行董事及高層管理人員之薪津待遇。薪酬委員會於履行職能時將考慮可比較公司所付薪金、董事及高級管理人員付出之時間及其職責，以及薪津組合是否具競爭力足以吸引董事及高級管理人員留任等因素。薪酬委員會於每當需要及合宜時召開會議以履行上述職責，但無論如何每年至少召開一次會議。公司秘書把會議紀錄存置於本公司在香港之主要營業地點。

The members of the Remuneration Committee during the year and their attendance were as follows:

以下為年內之薪酬委員會成員及彼等之出席率：

Independent Non-Executive directors 獨立非執行董事		Meeting attended/ Eligible to attend 已出席之會議／ 符合資格出席之會議
Ms. Han Xingxing	韓星星女士	0/1
Mr. Cheung Ngai Lam (resigned on 31 January 2019)	張毅林先生(於二零一九年一月三十一日辭任)	0/0
Mr. Li Yu	李玉先生	1/1
Ms. Wong Chi Yan (appointed on 31 January 2019)	黃志恩女士(於二零一九年一月三十一日獲委任)	1/1

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

NOMINATION COMMITTEE

The Board has established the Nomination Committee with written terms of reference in compliance with, where applicable, the CG Code of the Listing Rules. The Nomination Committee currently comprises four independent non-executive Directors and is chaired by Ms. Han Xingxing and with Ms. Wong Chi Yan, Mr. Li Yu and Mr. Lee Cheung Yuet Horace as members. The primary duties of the Nomination Committee are, among others, to review the composition of the Board and make recommendations to the Board on the selection of individuals nominated for directorship. With a view to achieving and maintaining a sustainable and balanced development, the Company sees diversity at the Board level as an essential element in supporting its strategic objectives and its sustainable development. The Nomination Committee meets at any time when necessary and desirable to carry out the aforesaid duties but in any event at least once a year. Minutes of the meeting are kept by the Company Secretary at the principal place of business in Hong Kong.

Pursuant to the CG Code, listed issuers are required to adopt a board diversity policy. The Board has adopted a board diversity policy (the "Board Diversity Policy") with a view to achieving a sustainable and balanced development of our Group. In designing the Board's composition, board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The Board Diversity Policy is reviewed annually by the Nomination Committee, and where appropriate, revisions will be made with the approval from the Board.

The members of the Nomination Committee during the year and their attendance were as follows:

提名委員會

董事會已於適用情況根據上市規則所載之企業管治守則成立提名委員會，並以書面形式劃定其職權範圍。提名委員會現時由四名獨立非執行董事組成，韓星星女士為主席而黃志恩女士、李玉先生及李暢悅先生為成員。提名委員會之主要職責為(其中包括)檢討董事會之組成及對獲提名參與董事選舉之人選向董事會提出建議。為達致及維持可持續而均衡的發展，本公司視董事會成員多元化為支持其達到策略目標及實現可持續發展的關鍵元素。提名委員會於每當需要及合宜時召開會議以履行上述職責，但無論如何每年至少召開一次會議。公司秘書把會議紀錄存置於本公司在香港之主要營業地點。

根據企業管治守則，上市發行人須採納董事會多元化政策。董事會已採納董事會多元化政策(「董事會多元化政策」)以讓本集團達至可持續及平衡發展。於籌劃董事會的組成時，董事會多元化乃從多個方面作考慮，包括但不限於性別、年齡、文化與教育背景、種族、專業經驗、技能、知識以及服務年期。所有董事會的委任均會根據精英管理體制進行，其以客觀條件挑選候選人並已顧及董事會的多元化裨益。董事會多元化政策由提名委員會進行年度檢討，並會於適當時在取得董事會批准後進行修訂。

以下為年內之提名委員會成員及彼等之出席率：

		Meeting attended/ Eligible to attend
Independent Non-Executive directors 獨立非執行董事		已出席之會議／ 符合資格出席之會議
Ms. Han Xingxing	韓星星女士	0/1
Mr. Cheung Ngai Lam (resigned on 31 January 2019)	張毅林先生(於二零一九年一月三十一日辭任)	0/0
Mr. Li Yu	李玉先生	1/1
Ms. Wong Chi Yan (appointed on 31 January 2019)	黃志恩女士(於二零一九年一月三十一日獲委任)	1/1

Nomination Policy and Procedure

The Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. To ensure changes to the Board composition can be managed without undue disruption, there should be a formal, considered and transparent procedure for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new director (to be an additional director or fill a casual vacancy as and when it arises) or any re-appointment of directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Nomination Committee.

The criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:

- (a) participating in Board meetings to bring an independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the Audit Committee, the Remuneration Committee and the Nomination Committee (in the case of candidate for non-executive director) and other relevant Board Committees, if invited;
- (d) bringing a range of business and financial experience to the Board, giving the Board and any committees on which he or she serves the benefit of his or her skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the Board/committee meetings;
- (e) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
- (f) ensuring the committees on which he or she serves to perform their powers and functions conferred on them by the Board; and
- (g) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Listing Rules, where appropriate.

提名政策和程序

董事會應具備適合本公司業務要求的技能、經驗和多樣性的平衡。為確保董事會組成的變更能夠在不受到不當干擾的情況下進行，任命和重新任命董事的正式，以及有序繼承的計劃（如果認為有必要），應選擇審慎和透明的程序，包括定期審閱此類計劃。任命新董事（成為額外董事或填補臨時空缺）或任何重新委任董事，均由董事會根據委員會建議候選人的建議作出決定。

考慮候選人是否合資格的標準是他或她有投入足夠的時間和精力處理本公司的事務，並有助於董事會的多樣性以及董事會的有效執行責任，特別是如下：

- (a) 參加董事會會議，就策略、政策、表現、責任、資源、主要任命和行為標準等問題作出獨立判斷；
- (b) 於潛在的利益衝突出現時能主動提出；
- (c) 如被邀請，可在審核委員會、薪酬委員會及提名委員會（如屬非執行董事候選人）及其他相關董事委員會任職；
- (d) 通過出席和參與董事會／任何委員會會議，為董事會帶來業務和財務經驗，並向董事會及其所服務的任何委員會提供其技能、專業知識、不同背景、資格和多樣性的服務；
- (e) 審閱本公司在實踐現經商議的企業目標和目的方面的表現，並監察表現報告；
- (f) 確保彼所服務的委員會履行董事會賦予他們的權力和職能；和
- (g) 在適當情況下，確保符合任何要求，指示和規定，包括董事會不時訂明或載於本公司組織章程文件或法例或上市規則所載的任何規定。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

BOARD MEETINGS AND GENERAL MEETINGS

The Board holds at least four meetings in a financial year and meets at any other times as and when required, among others, to review financial and internal control, risk management, corporate governance, company strategy and operating performance of the Group. Minutes of the Board meetings are kept by the Company Secretary for record and are available for inspection by the Directors and auditors of the Company.

The individual attendance record of each Director in office during the year ended 31 December 2019 at the Board meetings and general meetings is set out below:

董事會會議及股東大會

董事會於每個財政年度最少舉行四次會議，亦會於需要時舉行額外會議，以(其中包括)檢討本集團之財務及內部控制、風險管理、企業管治、公司策略及營運表現。董事會會議紀錄由公司秘書保存，可供董事及本公司核數師查閱。

於截至二零一九年十二月三十一日止年度在任之各董事於董事會會議及股東大會之出席情況載列如下：

Name of Directors 董事姓名	Meetings attended/ Eligible to attend 已出席之會議/ 符合資格出席之會議	
	Board Meetings 董事會會議	General Meetings 股東大會
Executive Directors:	執行董事：	
Mr. Deng Jun Jie (Chairman)	鄧俊杰先生(主席)	15/18
Mr. Wang Jia Si (Chief Executive Officer) (resigned on 23 January 2020)	汪家駟先生(行政總裁) (於二零二零年一月二十三日辭任)	2/2
Mr. Law Kin Fat (resigned on 13 February 2019)	羅建發先生 (於二零一九年二月十三日辭任)	0/0
Mr. Chan Wai Kit	陳偉傑先生	18/18
Mr. Sze Siu Bun	施少斌先生	18/18
Ms. Sun Tingting (appointed on 21 June 2019, retired on 27 June 2019 and re-appointed on 28 June 2019)	孫婷婷女士 (於二零一九年六月二十一日獲委任、 於二零一九年六月二十七日退任及於 二零一九年六月二十八日獲續聘)	1/7
Mr. Lin Wan Qiang (appointed on 21 June 2019, retired on 27 June 2019, re-appointed on 28 June 2019 and resigned on 30 October 2019)	林萬強先生(於二零一九年六月二十一日 獲委任、於二零一九年六月二十七日 退任、於二零一九年六月二十八日 獲續聘及於二零一九年十月三十日辭任)	1/3
Non-Executive Director:	非執行董事：	
Dato' Sri Lai Chai Suang 拿督斯里賴彩雲博士*	Dato' Sri Lai Chai Suang 拿督斯里賴彩雲博士*	1/1
Independent Non-Executive Directors:	獨立非執行董事：	
Mr. Cheung Ngai Lam (resigned on 31 January 2019)	張毅林先生 (於二零一九年一月三十一日辭任)	2/2
Ms. Han Xingxing	韓星星女士	11/18
Mr. Li Yu	李玉先生	17/18
Ms. Wong Chi Yan (appointed on 31 January 2019)	黃志恩女士 (於二零一九年一月三十一日獲委任)	14/16

All current Directors are subject to retirement by rotation in accordance with the Articles of Association.

所有現任董事均須遵守組織章程細則輪流退任之規定。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

CORPORATE GOVERNANCE FUNCTIONS

The Company has not set up a corporate governance committee. However, the Board has adopted the written terms of reference on Corporate Governance in compliance with the CG Code of the Listing Rules and the Board is responsible for performing the corporate governance duties set out therein. The Board has reviewed the Company's corporate governance policies and practices, the training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the Company's code of conduct and the Company's compliance with the CG Code and the disclosure in this Corporate Governance Report.

COMPANY SECRETARY

Mr. Law Wai Ip Vincent ("Mr. Law"), the Company Secretary of the Company, is a full time employee of the Group. During the year ended 31 December 2019, Mr. Law has duly complied with the relevant professional training requirements under Rule 3.29 of the Listing Rules.

FINANCIAL REPORTING AND INTERNAL CONTROL Directors' Responsibilities for the Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Group and have adopted the accounting principles generally accepted in Hong Kong and complied with the requirements of 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 disclosure requirements of the Hong Kong Companies Ordinance. Save as disclosed in the section "Material Uncertainty Related to Going Concern" contained in the "Independent Auditor's Report's", as at 31 December 2019, Directors are not aware of any other material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. As discussed in the sections of "LITIGATIONS" and "THE REMEDIAL ACTIONS TO BE UNDERTAKEN RELATED TO MATERIAL UNCERTAINTY RELATED TO GOING CONCERN" contained in the "MANAGEMENT DISCUSSION AND ANALYSIS", the Directors have therefore prepared the financial statements of the Company on a going concern basis accordingly.

The accounting systems and internal control of the Company are designed to prevent any misappropriation of the Company's assets, any unauthorised transactions as well as to ensure the accuracy of the accounting records and the true and fairness of the financial statements.

企業管治職能

本公司並無設立企業管治委員會。然而，董事會已根據上市規則之企業管治守則採納企業管治之書面職權範圍，並負責履行當中所載之企業管治職務。董事會已審議本公司之企業管治政策及常規、董事及高級管理人員之培訓及持續專業發展、本公司符合法律及監管規定之政策及常規、本公司之行為守則，以及本公司符合企業管治守則之情況及本企業管治報告所載之披露資料。

公司秘書

羅偉業先生(「羅先生」)，本公司之公司秘書為本集團之全職僱員。於截至二零一九年十二月三十一日止年度，羅先生已妥為遵守上市規則第3.29條之相關專業培訓規定。

財務報告及內部監控 董事對財務報表之責任

董事確認彼等為本集團編製財務報表之責任並已採納香港普遍接納之會計原則，並遵守香港財務報告準則的規定，包括香港會計師公會頒佈之香港會計準則及詮釋以及香港公司條例之披露要求。除「獨立審計師報告」中「有關持續經營的重大不確定因素」一節中披露的內容外，於二零一九年十二月三十一日，董事並不知悉任何其他與可能對本公司之持續經營能力構成重大疑問之事件或狀況有關之重大不確定情況。誠如「管理層討論及分析」中所載的「訴訟」和「有關持續經營的重大不確定因素將採取的補救措施」一節所述，因此，董事按持續經營基準編製本公司之財務報表。

本公司的會計制度及內部監控旨在防止本公司資產被挪用及任何未授權交易，以及確保會計紀錄準確及財務報表真實公正。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The Board also acknowledges its responsibility to present a balanced, clear and understandable financial report with sufficient disclosures as required under the Listing Rules, and to report to the regulators as to information required to be disclosed pursuant to the statutory requirements. The reporting responsibilities of the Company's independent auditor are set out in the Independent Auditor's Report on pages 75 to 84.

Risk management and internal control

The Board recognises it has overall responsibility of the Group's risk management and internal control systems and reviews their effectiveness on an ongoing basis. The board oversees the management in the design, implementation and monitoring of the risk management internal control systems.

Risk assessment and internal control

In assisting the Board for evaluating and determining the risks it is willing to take in achieving its strategic objective, the Board has engaged an independent advisory firm to conduct a risk assessment. The assessment adopted a risk model, a framework for helping the board to identify, evaluate and prioritise the nature and extend of the business risks including strategic risks, operation risks, financial risks as well as information risks. The assessment includes interviewing the directors and senior management along with qualitative analysis to evaluate the significance and likelihood in occurrence of the risks.

The management has reviewed the results of the risk assessment and has provided a confirmation to the Board that the Group has effective risk management and internal control systems to provide reasonable, though not absolute, assurance for mitigating the risks that may deter the Group from achieving its business objectives in any material aspects. The management reviews and evaluates the design of internal controls in place and monitors their effectiveness on a regular basis, and reports to the Audit Committee on any significantly issues. The Group has established a defined management structure with clear lines of reporting, limits of authority, operational policies and procedures to ensure reliability of operational efficiency and safety, financial reporting and compliance with applicable laws and regulations.

Inside information

The Company recognises the significance of consistent practices of fair disclosure with the aim of disclosing inside information in a timely and accurate manner. The Company has a policy with regard to the principles and procedures for handling and disseminating its inside information in compliance with the requirement under Part XIVA of the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong) and the Listing Rules.

董事會亦確認其負責提供公允且清晰易懂的財務報告以及按上市規則規定作出足夠披露，並向監管部門報告法律規定須予披露的信息。本公司獨立核數師之匯報責任載於第75至84頁之獨立核數師報告。

風險管理及內部監控

董事會確認其須對本集團之風險管理及內部監控系統承擔全面責任，並持續檢討有關系統之有效性。董事會監督管理層設計、執行及監察風險管理及內部監控系統。

風險評估及內部監控

為協助董事會評估及釐定其為達成策略目標而願意接受之風險，董事會已委聘獨立顧問公司進行風險評估。於評估報告內採納之風險模型是為協助董事會識別、評價及優先處理業務風險，包括策略風險、經營風險、財務風險以及信息風險之性質及程度而設之框架。評估工作包括訪問董事及高級管理層以及進行定性分析以評價風險之意義及風險之發生機率。

管理層已審閱風險評估結果，並已向董事會確認，本集團之風險管理及內部監控系統為有效，可合理（但非絕對）保證減輕該等可在任何重大方面妨礙本集團達成業務目標之風險發生。管理層檢討並評估內部監控之現行設計，定期監察其有效性，並向審核委員會匯報任何重大問題。本集團已建立明確之管理架構，對匯報、權力限制、營運政策及程序等有清晰之界定，以確保經營效率、作業安全、財務申報及遵行適用法律法規等方面可靠執行。

內幕消息

本公司明白貫徹作出公平披露之重要性，力求適時及準確地披露內幕消息。本公司有政策訂明處理及傳播本公司內幕消息的原則及程序，符合香港法例第571章證券及期貨條例第XIVA部及上市規則之規定。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The handling and dissemination of inside information of the Company is strictly controlled and remains confidential including but not limited by the following ways:

- Restrict access to inside information, if practicable, to the highest level of management/or to a limited number of employees on a need-to-know basis;
 - Reminder to employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality;
 - Ensure appropriate confidentiality agreements are in place when the Company enters into significant negotiations or dealings with third party; and
 - Inside information is handled and communicated by designated persons to outside third party. The Board and the senior management review the safety measures regularly to ensure inside information is properly handled and disseminated.
- 限制知悉內幕消息之人數，在可行情況下限於最高級別之管理層或少數有知情需要之僱員；
 - 提醒知悉內幕消息之僱員全面遵守其保密職責；
 - 確保本公司與第三方進行重大磋商或交易時已有適當的保密協議；及
 - 由指定人士處理及向外部第三方傳達內幕消息。董事會及高級管理層定期檢討保密措施，以確保妥善處理及傳播內幕消息。

Internal audit function

The Group has engaged an external independent consultant to conduct the annual review on the effectiveness of the internal control system. Review of the Group's internal controls covering major operational, financial and compliance controls, as well as risk management functions of different systems has been performed on a systematic rotational basis on the risk assessments of the operations and controls. No major issues on the internal control system have been identified during the year ended 31 December 2019.

Based on the risk assessment, the risk management and internal control systems that management has put in place, and the results of the internal audits; the Board concluded that the Group has effective risk management and internal control systems covering all material aspects including financial, operational and compliance controls.

內部審計職能

本集團已委聘外部獨立顧問以就內部監控制度之效用進行年度檢討。本集團已根據各業務及監控的風險評估，對不同系統的內部監控(包括主要營運、財務與合規監控以及風險管理職能)有系統地輪流進行審閱。截至二零一九年十二月三十一日止年度，概無識別有關內部監控制度的重大問題。

根據風險評估、管理層現行制定之風險管理及內部監控系統、及內部審計結果，董事會判定本集團之風險管理及內部監控系統已有效涵蓋所有重大監控，包括財務、營運及合規控制。

AUDITOR'S REMUNERATION

For the year ended 31 December 2019, the fees paid and payable to the Group's auditor, Moore Stephens CPA Limited, in respect of their statutory audit and other audit services provided to the Group were as follows:

核數師酬金

於截至二零一九年十二月三十一日止年度，就本集團核數師大華馬施雲會計師事務所有限公司向本集團提供之法定審核及其他審核服務而已付及應付予彼等之費用如下：

		Amount 金額 (HK\$'000) (千港元)
Type of services	服務種類	
Statutory audit services	法定審核服務	1,400
Non-statutory audit services	非法定審核服務	145
		1,545

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

INVESTOR RELATIONS

The Board recognises the importance of good communication with the Shareholders and is committed to providing clear and full performance information of the Group to the Shareholders. Information in relation to the Group is disseminated to Shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars. Additional information of the Group is also available to the Shareholders on the Group's website. The Group values feedback from the Shareholders to foster investor relationships.

SHAREHOLDERS' RIGHTS

Pursuant to article 58 of the Articles, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company. The aforesaid written requisition must state the objects of the meeting and must be signed by the relevant shareholder(s) and deposited at the Company's head office in Hong Kong at 33 Dai Shing Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong.

The procedures for Shareholders to propose a person for election as a director of the Company are available on the Group's designated website for corporate communications (www.atvgroup.com.hk).

Enquiries raised by any Shareholder can be forwarded to the Board at the Company's head office in Hong Kong at 33 Dai Shing Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong.

CONSTITUTIONAL DOCUMENTS

There is no change in the Company's constitutional documents during the year.

投資者關係

董事會深明與股東維持良好溝通極為重要，並致力向股東提供有關本集團表現之清晰、全面資訊。有關本集團之資訊是經多個正式渠道適時地向股東發放，包括中期及年度報告、公佈及通函。有關本集團的更多資料亦可在本集團網站上閱覽。本集團珍視股東之反饋意見，藉此促進投資者關係。

股東權利

根據細則第58條，任何於遞呈要求日期持有不少於本公司繳足股本（附有於本公司股東大會上表決的權利）十分之一的一名或以上股東，於任何時間有權透過向本公司之董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；該大會應於遞呈該要求後兩個月內舉行。倘遞呈要求後二十一日內，董事會未有召開該大會，則遞呈要求人士可自行以同樣方式作出此舉，遞呈要求人士由於董事會未有召開大會而產生的所有合理開支應由本公司向其補償。上述之書面要求必須列明會議之目的，並須經由相關股東簽署及送抵本公司之香港總辦事處，地址為香港新界大埔大埔工業邨大盛街33號。

股東建議提名人士參選本公司董事之程序可於本公司公司通訊之指定網站(www.atvgroup.com.hk)閱覽。

股東如有垂詢，可致函本公司之香港總辦事處並註明董事會收，地址為香港新界大埔大埔工業邨大盛街33號。

章程文件

本公司之章程文件於年內並無變更。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

INTRODUCTION

This year, we continue to present our report in accordance with the Stock Exchange of Hong Kong Limited ESG Reporting Guide ("ESG Guide"), under Appendix 27 of the Listing Rules.

For the year ended 31 December 2019 (the "Period"), the Group primarily engaged in four major business streams including (i) Fabrics and Trading Business; (ii) money lending business; (iii) securities investment and brokerage services business; and (iv) media, cultural and entertainment business.

Consistent with last year, the report content is focused mainly on the production factories and offices of printing and dyeing business in Fujian, and the Group's Hong Kong headquarters office, which are the areas that represent the majority of the Group's social, environmental and economic impacts.

MATERIALITY ASSESSMENT

Following the discussion with our senior management and operational staff, we have identified the ESG issues relevant to the Group, the identified ESG issues have been assessed by considering their materiality and importance to our principle of activities, stakeholders as well as the Group. The ESG issues considered to be material are listed below:

緒言

本年度，我們繼續根據上市規則附錄二十七所載之香港聯合交易所有限公司《環境、社會及管治報告指引》(簡稱「環境、社會及管治指引」)提交本報告。

截至二零一九年十二月三十一日止年度(「本期間」)，本集團主要從事四項主要業務，包括(i)布料及貿易業務；(ii)放債業務；(iii)證券投資及經紀服務業務；及(iv)媒體、文化及娛樂業務。

與去年一致，報告內容主要集中於印刷和染色業務的福建生產工廠和辦公室以及本集團的香港總部辦公室，這些都是本集團對社會、環境和經濟作出影響的主要地方。

重要性評估

在與我們的高級管理層及業務人員討論後，我們已識別出與本集團有關之環境、社會及管治事項，並已透過衡量有關事項對我們的主要業務、利益相關者以及本集團的重要性，對各項已識別之環境、社會及管治事項作出評估。被視為重要之環境、社會及管治事項載列如下：

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

ESG aspects as set forth in the ESG Reporting Guide 《環境、社會及管治報告指引》所載的環境、社會及管治範疇

Material ESG issues 重要的環境、社會及管治事項

A. Environmental 環境

A1 Emissions
排放物

- Emission from vehicle usage
車輛使用排放
- Sewage discharge
污水排放
- Waste gas emission
廢氣排放
- Greenhouse gas emissions
溫室氣體排放
- Hazardous waste gas emission
有害廢氣排放
- Hazardous solid waste emission
有害固體廢物排放
- Non-hazardous solid waste emission
非有害固體廢物排放

A2 Use of resources
資源使用

- Electricity
電
- Water
水
- Steam gas
蒸汽
- Packaging materials for finished goods
製成品之包裝材料

A3 The environment and natural resources
環境及天然資源

- Measures in reducing environmental impact
降低對環境之影響的措施

B. Social 社會

B1 Employment
僱傭

- Labour practices
勞工常規

B2 Health and safety
健康與安全

- Workplace health and safety
工作場所健康與安全

B3 Development and training
發展及培訓

- Staff development and training
員工發展及培訓

B4 Labour standards
勞工準則

- Anti-child and forced labour
防止童工及強制勞工

B5 Supply chain management
供應鏈管理

- Supplier management
供應商管理

B6 Product responsibility
產品責任

- Product and service responsibility, quality assurance, customer service, safeguarding customer assets
產品和服務責任、質量保證、客戶服務、保障客戶資產

B7 Anti-corruption
反貪污

- Anti-corruption policy
反貪污政策

B8 Community investment
社區投資

- Community involvement
社區參與

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

A. Environmental

The Group's Fabrics and Trading Business is closely related to environmental protection and the usage of natural resources. The Fabrics and Trading Business is operated in PRC with production factories located at Fujian Province. It represents the majority of the environmental issues of the Group. The Fabric and Trading Business subsidiaries of the Group strictly comply with the laws and regulations in the PRC, including but not limited to the "Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution", the "Law of the People's Republic of China on the Prevention and Control of Water Pollution", the "Environmental Protection Law of the People's Republic of China" and the "Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste", as well as the local rules and standards in the PRC in respect of prevention and control of environmental pollution of discarded dangerous chemicals, standard of air pollutants and integrated wastewater discharge standard.

The Group's Hong Kong headquarters office only has indirect carbon emissions from electricity due to the business nature of the office.

Emissions from vehicle usage

Sulphur oxides (SOx), Nitrogen oxides (NOx) and particulate matters (PM) Emissions.

During our operation, the usage of motor vehicles generate the emission of SOx, NOx and PM. The approximate amount of SOx, NOx and PM produced from our operation in China regions are shown in the table below:

		2019 二零一九年	2018 二零一八年
Number of private cars	私家車數量	Nil無	2
Number of light good vehicles	輕型貨車數量	7	5
Number of forklifts	叉車數量	11	Nil無
Total SOx emissions (g)	SOx排放總量(克)	121,750.00	Note 2附註2
Total NOx emissions (g)	NOx排放總量(克)	328,430.00	116,546.06
Total PM emissions (g)	PM排放總量(克)	16,910.00	7,998.95

(Note 1: only business in China region has motor vehicles)

(Note 2: Such KPIs for 2018 is not available, the Group will continue to improve the KPIs disclosure)

A. 環境

本集團的布料及貿易業務與環境保護和自然資源的使用息息相關。本集團於中國經營布料及貿易業務，其生產工廠位於福建省。本集團大部分有關環境的事項均來自該業務。本集團布料及貿易業務附屬公司嚴格遵守中國法律法規，包括但不限於《中華人民共和國大氣污染防治法》、《中華人民共和國水污染防治法》、《中華人民共和國環境保護法》、《中華人民共和國固體廢物污染環境防治法》以及在中國關於廢棄有害化學品環境污染防治方面的地方規則和標準，空氣污染物標準和綜合廢水排放標準。

由於辦事處的業務性質所致，本集團之香港總部辦事處僅有使用電力而間接產生之碳排放。

車輛使用產生之排放物

硫氧化物(SOx)、氮氧化物(NOx)及懸浮粒子(PM)排放。

在我們的營運過程中，因使用汽車而產生SOx、NOx及PM排放。我們在中國地區的營運所產生之SOx、NOx及PM概約量如下表所示：

(附註1：僅中國地區業務擁有汽車)

(附註2：二零一八年並無該等關鍵績效指標，本集團將繼續改善關鍵績效指標的披露)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

In respect of reducing the emissions of SOx, NOx and PM, the Group is committed to reduce and ensure the efficient usage of motor vehicles. The Group has implemented the following measures so as to achieve the environmental friendly approach:

- Avoid peak hour traffic
- Encourage the use of public transport
- Encourage the use of bicycle
- Utilise the vehicle usage by car pooling with different staff

Sewage discharge

Stable water supply is crucial to the Group's dyeing operation in Fujian's factory where the Group currently sources water from the local government. The Group's requires the input of water resources in several production processes and the processing of finished goods such as sourcing, bleaching, dyeing, mercerising and shrinking. The amount of sewage discharge produced from our factory is shown in the table below:

	2019 二零一九年	2018 二零一八年
Sewage discharge in China (tonnes)	577,277	325,339
污水排放(中國)(噸)		

The Group is aware of the potential environmental impact of the sewage generated by the Group's sourcing, bleaching, dyeing, mercerising and shrinking processes. The use of sodium hydroxide within the mercerising process, generate waste water containing diluted sodium hydroxide which is toxic and harmful. The waste water generated from the manufacturing process contains high value of Chemical Oxygen Demand ("COD"). COD is the total amount of oxygen required to chemically oxidise the biodegradable and nonbiodegradable organic. Higher COD levels mean a greater amount of oxidisable organic material in the sewage discharge, which will reduce dissolved oxygen (DO) levels. A reduction in DO can lead to anaerobic conditions, which is deleterious to higher aquatic life forms. Waste water currently discharged by the Group is processed by a third-party contractor. Waste water treatment service is charged in a monthly basis according to emission volume respectively.

In terms of waste water recycling, the Group is continuously looking possible way to enhance recycling of waste water. The cooling water involved in singeing, shrinking, drying and the waste water produced from dehydration are all collected and reused for bleaching and dyeing process. The Group also intends to construct its own waste water treatment plan, recycle sodium hydroxide and reuse the waste water from mercerising machines into scouring and bleaching machines for desizing fabrics, reducing waste water discharge and concentration of dilute sodium hydroxide in the waste water produced. Besides, the Group also installed automatic facilities for mercerising machine, to enhance efficient use of alkali and reduce waste water emission.

為減少SOx、NOx及PM排放，本集團致力於減少使用及確保有效益地使用汽車。為滿足環境友好方針，本集團已實施以下措施：

- 避開交通高峰時段
- 鼓勵使用公共交通
- 鼓勵使用自行車
- 透過員工共乘，發揮車輛使用效益

污水排放

穩定的供水對本集團福建工廠的染色作業非常重要，本集團目前從地方政府獲取水供應。本集團若干生產工序以及處理成品過程，如煮洗、漂白、染色、絲光及預縮均需要用到水資源。我們的工廠產生的污水排放量如下表所示：

本集團瞭解於煮洗、漂白、染色、絲光及預縮工序中產生的污水對環境的潛在影響。在絲光處理中使用氫氧化鈉，產生含有稀釋氫氧化鈉的廢水，這是有毒有害的。生產過程產生的廢水含有高化學需氧量(「COD」)值，COD是化學氧化生物可降解和不可生物降解的有機物所需的氧氣總量。較高的COD水平意味著污水排放物中更多的可氧化有機物質，這將降低溶解氧(DO)水平。DO的減少可導致厭氧條件，這對較高等的水中生物是有害的。本集團目前排出的廢水由第三方承包商處理，廢水處理服務按照排放量按月計費。

在廢水回收方面，本集團不斷尋求加強廢水回收的方法。將用於燒毛、預縮、烘乾和脫水產生的冷卻水全部收集並再用於漂白和染色過程。本集團亦計畫興建自己的污水處理廠，回收氫氧化鈉和回用絲光機排放的廢水於煮洗過程，回用漂布機排放的廢水於退漿過程，降低廢水排放和稀釋氫氧化鈉於廢水中的濃度。此外，本集團亦在絲光機安裝自動配件裝置，提升鹼使用的效能和降低廢水排放。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Waste gas emissions

Waste gas emission is minor for the Group's fabric manufacturing business. Singeing, sueding and setting are the major processes in fabric processing and printing business to remove impurities in raw fabrics. Within the running process of singeing, sueding and setting machines, unintentional air pollutants like particulate matters and fumes are generated.

The Group has complied with "Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution" and the "Environmental Protection Law of the People's Republic of China".

Greenhouse gas emissions ("GHG")

Apart from the direct emission of particulate matters and fumes, we have indirect greenhouse gases emissions (Scope 2), principally resulting from electricity consumed at the factories in Fujian and office in Hong Kong. In respect to the approximate indirect amount of carbon dioxide ("CO₂") generated from our electrical usage in Hong Kong's office and China's factory, the figures are shown in the table below:

Type of GHG	溫室氣體種類	2019 二零一九年 Total CO ₂ generated equivalent (tonnes) 二氧化碳產生 總等量(噸)	2018 二零一八年 Total CO ₂ generated equivalent (tonnes) 二氧化碳產生 總等量(噸)
Scope 1	範圍一	166.45	Note附註
Scope 2	範圍二	2,457,943.46	2,619,900.02
Total	合計	2,458,109.91	2,619,900.02
Intensity (tonnes/turnover in RMB '000)	密度(噸/千元人民幣營業額)	15.67	15.78

(Note: Such KPIs for 2018 is not available, the Group will continue to improve the KPIs disclosure)

In terms of reducing the carbon footprint, The Group has implemented guidelines and policies for energy saving management which include in-house rules and regulations for both office and factory employees to follow. Please refer to "Resources consumption – electricity saving measures".

廢氣排放

廢氣排放對於本集團布料製造業務是次要的。成品布料加工和布料印花業務中的主要工藝是燒毛、磨毛和定型，以除去成品原料中的雜質。燒毛機、磨毛機和定型機在運行時會無意中釋出懸浮粒子和煙氣等空氣污染物。

本集團已遵照《中華人民共和國大氣污染防治法》及《中華人民共和國環境保護法》。

溫室氣體排放

除直接排放懸浮粒子及煙氣外，我們亦間接排放溫室氣體(範圍2)，主要源於福建工廠及香港辦事處消耗電力。關於香港辦事處及中國工廠使用電力所間接產生的二氧化碳(「二氧化碳」)概約量，有關數據如下表所示：

(附註：二零一八年並無該等關鍵績效指標，本集團將繼續改善關鍵績效指標的披露)

就減少碳足跡而言，本集團已實施節能管理指導方針和政策，包括內部規章制度，以便辦公室和工廠員工遵守。請參照「資源消耗—節電措施」。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Hazardous waste gas emission

The Group is aware of the potential environmental impact of the hazardous waste gas generated by the Group's setting processes. Singeing and setting machines are used for printing fabrics and there is hazardous waste emission during the production process.

The Group has complied with Emission Standard of Pollutants for Synthetic Leather and Artificial Leather Industry (GB21902-2008) and passed National Standard of Air quality-Determination of Formaldehyde-Acetylacetone Spectrophotometric Method (GB/T 15516-1995).

Hazardous solid waste emission

For the process of printing fabrics, minimal type of hazardous solid waste is generated during the production process of printing fabrics. The Group's production process involved the following hazardous solid waste emissions figures:

有害廢氣排放

本集團瞭解定型工序產生的有害廢氣對環境的潛在影響。燒毛機和定型機乃用於印刷布料，而生產過程中會排放有害廢氣。

本集團已遵照《合成革與人造革工業污染物排放標準》(GB21902-2008)並已通過國家標準《空氣質量甲醛的測定乙酰丙酮分光光度法》(GB/T 15516-1995)。

有害固體廢物排放

就印刷布料工序而言，印刷布料工序過程中產生極少種類有害固體廢物。本集團的生產過程中包含以下有害固體廢物排放數據：

Waste type	廢物類別	2019 二零一九年	2018 二零一八年
Oil polluted fabrics and waste oil (kg)	油污布料及廢油(千克)	139	221
Intensity (kg/PRC turnover in RMB '000)	密度(千克/千元人民幣中國營業額)	0.0012	0.0023

The Group is dedicated to proper management of the hazardous solid waste. Specific area is assigned for the temporary storage of hazardous waste for safety purpose. Licensed third party is engaged for the collection of the waste for recycle and reuse purpose.

本集團致力對有害固體廢物進行妥善管理。出於安全，會劃定特定區域暫時貯藏有害廢物。持牌第三方已獲委託收集有關廢物作循環再用。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Non-hazardous solid waste emission

Besides hazardous solid waste, numerous types of non-hazardous solid waste are generated during the production process of printing fabrics. The Group is dedicated to managing waste in a responsible way and strives to optimise the use of resources. The Group recorded the following non-hazardous waste emissions figures:

非有害固體廢物排放

除有害固體廢物外，印刷布料工序過程中產生多種非有害固體廢物。本集團致力通過負責任的方式管理廢物並力求優化資源運用。本集團錄得以下非有害廢物排放數據：

Waste Collected by external qualified units for recycle and reuse purpose	經外部合資格單位收集作循環再用的廢物	2019 二零一九年	2018 二零一八年
Wasted fabrics (kg)	廢布料(千克)	95,913	236,227
Suede dust, hatha dust (kg)	磨毛塵，花衣球(千克)	11,058	10,752
Plastic container and iron drum (pieces)	塑膠容器及鐵桶(件)	10,262	20,259
Waste Collected by the Sanitation Department for disposal	經衛生部門收集作處理的廢物	2019 二零一九年	2018 二零一八年
Sludge (kg)	淤泥(千克)	1,173,000	1,811,488
Non-recyclable domestic and industrial waste (kg)	不可回收的生活垃圾及工業廢物(千克)	23,826	33,652
Total waste dispose (kg)	處理廢物總量(千克)	1,196,826	1,845,140
Intensity (kg/PRC turnover RMB' 000)	密度(千克／千元人民幣中國營業額)	10.62	19.29

As a corporate citizen to enhance the optimise recycling and reusing of our waste, the Group's non-hazardous wastes like wasted fabrics, suede dust, hatha dust, plastic container and scrap iron are collected by external qualified units for recycle and reuse purposes. General garbage which is non-recyclable is cleaned by the sanitation department regularly.

作為企業公民，為優化廢物的回收及再用，本集團非有害廢物，如碎布料、磨毛塵、花衣球、塑膠容器、廢鐵等，由外部合資格單位回收再利用。一般垃圾則由衛生部門定期清理。

During the Period, there was no material breach of or non-compliance with the applicable laws and regulations related to environmental protection.

於本期間，並無嚴重違反或不遵守有關環保的適用法律及法規。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Use of Resources

The Group adheres to the concept of energy conservation and emission reduction for green production. The major resources used by the Group are principally attributed to electricity in Fujian's factory and Hong Kong's headquarter; fuel, water and steam gas consumed at the factory in Fujian, while the water charges of Hong Kong's headquarter is included in the management service fee. The Group did not encounter any problems in sourcing water that is fit for purpose. We aim to improve our energy utilisation efficiency to achieve low-carbon practices and emission reduction throughout our production and operation, and strive to save the resources. The Group's electricity, water, steam and fuel are shown in the following tables:

Electricity consumption

Region	地區	2019 二零一九年 Electricity consumption (Kwh) 用電量(千瓦時)	2018 二零一八年 Electricity consumption (Kwh) 用電量(千瓦時)
Hong Kong	香港	4,799,641	5,113,091
China	中國	12,711,796	7,803,659
Total	合計	17,511,437	12,916,750
Intensity (Kwh/turnover in RMB'000)	密度(千瓦時/千元人民幣營業額)	112	78

資源使用

本集團堅持節能減排的理念，實現綠色生產。本集團使用的主要資源主要是福建工廠及香港總部的電力，福建工廠消耗的燃料、水和蒸汽；而香港總部的水費是計入管理費內。本集團於求取適用水源方面並無困難。我們的目標是提高我們的能源使用效率，在我們的生產和經營中實現低碳工序和減排，努力節省資源。本集團的電力、水及蒸汽用量如下表所示：

用電量

Water consumption

Region	地區	2019 二零一九年 Water consumption (Cubic meters) 用水量(立方米)	2018 二零一八年 Water consumption (Cubic meters) 用水量(立方米)
China	中國	646,893	244,645
Intensity (Cubic meters/PRC turnover in RMB'000)	密度(立方米/千元人民幣中國營業額)	5.74	2.56

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Steam consumption in China

蒸汽用量(中國)

		2019 二零一九年	2018 二零一八年
Total steam consumption (tonnes)	總蒸汽用量(噸)	169,442	148,353

Fuel consumption in China

燃料用量(中國)

		2019 二零一九年	2018 二零一八年
Unleaded petrol (L)	無鉛汽油(公升)	7,680	Note附註
Diesel (L)	柴油(公升)	58,726	Note附註
Natural gas (m ³)	天然氣(立方米)	127,500	Note附註

(Note: Such KPIs for 2018 is not available, the Group will continue to improve the KPIs disclosure)

(附註：二零一八年並無該等關鍵績效指標，本集團將繼續改善關鍵績效指標的披露)

The Group is dedicated to maintain consumption saving management for electricity, water and steam by applying in-house rules and regulations for both office and factory employees to follow. Saving measures include:

本集團致力於透過內部規章制度維持電力、水和蒸汽節能管理，以便辦公室和工廠員工遵守。節能措施包括：

Electricity saving measures

- Applied variable frequency air compressor to reduce electricity consumption.
- Applied energy saving initiatives including maximising the use of natural light and energy-saving lighting systems, applying optimal temperature setting of air-conditioning; switching off air-conditioning systems and lighting in vacant working areas after operation hours; turning off office equipment when not in use.

節電措施

- 使用變頻調速空氣壓縮機，降低用电量。
- 應用節能措施，包括最大限度使用天然光線和安裝節能照明系統，應用最佳空調溫度設置，在非辦公時間和空閒時段，關閉空調和照明系統。

Water saving measures

- Reused water produced from singeing machines and preshrinking machines for production process.
- Modified water tanks of scouring and bleaching machines, mercerising machine and dyeing machines to reduce storage water surface areas, thus reduce water and steam consumption.
- Modified scouring and bleaching machines to shorten the production process and reduce electricity, water and steam consumption.

節水措施

- 循環再用於燒毛機和預縮機生產過程排放的廢水。
- 改造煮洗機，漂布機，絲光機和染色機的水箱，減少存水面積，從而減少水和蒸汽消耗。
- 改造煮洗機和漂布機，把工序縮減，降低電力，水和蒸汽的耗用量。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Steam saving measures

- Replaced heating facilities in scouring and bleaching machines to enhance the effectiveness.
- Applied high-capacity roller into dryer machines, reducing 30% of water retained in fabrics, thus saving steam consumption.
- Installed humidity meter and set humidity standard to control the process of drying and avoid overheating, thus reducing steam consumption.
- Optimised draining valve of dryer machines to reduce outflow of steam gas.
- Recycled steam from heat-setting stenter and various machines.

Packaging materials

The packaging materials used by the Group are mainly from raw fabrics packaging bags, cartons, paper tubes, auxiliaries bags and other sundry packaging materials. The Group recorded the following packaging materials usage:

蒸汽節約措施

- 更換煮洗機和漂布機的加熱設施，提高效能。
- 改裝烘乾機，在進機前的機台安裝高效軋車，降低30%布料帶水量，減少蒸汽使用量。
- 安裝濕度計和設定濕度標準，確保適量使用烘乾機，降低操作失誤和過烘的可能性，從而減少蒸汽使用量。
- 優化烘乾機的疏水閥，降低蒸汽流失，減少蒸汽使用量。
- 回收回用熱風定型機和其他機器的餘熱。

包裝材料

本集團使用的包裝材料主要由胚布包裝袋、紙箱、紙管、助劑袋及其他各樣包裝材料。本集團錄得包裝材料用量如下：

Packaging materials	包裝材料	2019	2018
		二零一九年 Amount (kg) 用量(千克)	二零一八年 Amount (kg) 用量(千克)
Raw fabrics packaging bags, cartons, paper tubes and other sundry items	胚布包裝袋、紙箱、紙管及其他各樣品類	71,232	122,407
Auxiliaries bags	助劑袋	2,259	15,425
Total packaging materials	包裝材料合計	73,491	137,832

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

本集團致力盡可能消耗最少的包裝材料。本集團常規做法是適時實施生產計劃，從而評估該時期需要用到的包裝材料概約量。本集團亦致力從實行及承諾環境友好的供應商處採購可回收包裝材料。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Environment and natural resources

In terms of minimising the environmental impact, the Group has put its initiative in reducing the emission of sewage discharge, waste gas, hazardous waste gas as well as the electricity and water consumption as above mentioned.

With respect to raw materials usage, raw fabrics are the main raw materials which include unfinished pure cotton, polyester cotton, synthetic fibre, combined fabrics and nylon cotton. Since these are processed materials from cotton which can be widely obtained, thus the impact to the natural resources is not significant. The Group will closely monitor the progress of the application of the purification system of our setting machines so reduction of the hazardous waste gas emission could be put into practice in the closest future.

To develop a green approach at the factory and offices, we have developed the following measures for our daily operation starting from 2017 so as to minimise the impact brought to the environmental and natural resources consumption.

Factory machine and office equipment

- Switch off computers, printers, machines and other electronic devices after office hours or when leaving the workplace to reduce power consumption.
- Affix save energy posters near the main switches in order to remind our employees of energy saving.
- The last-man-out is dedicated to check and turn off all machines and equipments.

Lighting

- Switch off non-essential lighting if there are only few people working in the office or factory.
- After office hours or during lunch time of business days, only turning on light for areas essential for safety and security purpose.
- The last-man-out is dedicated to check and turn off all lighting of the factory and offices.

環境及天然資源

在減少環境影響方面，本集團已如上所述主動減少污水、廢氣和有害廢氣排放，以及減少電和水消耗。

在原材料使用方面，胚布是主要的原材料，包括未完成的純棉，聚酯棉，合成纖維，組合織物和尼龍棉。由於這些棉花加工材料是可廣泛獲得的，因此對自然資源的影響不顯著。本集團將密切監察定型機淨化系統的應用進度，好能於不久的將來儘快實現有害廢氣減排。

為在工廠及辦事處建立綠色作業，於二零一七年末我們已就日常營運制定以下措施，以降低對環境的影響及減少天然資源消耗。

工廠機器及辦事處設備

- 辦公時間外或離開工作場所時關閉電腦、打印機、機器及其他電子設備，以減少電力消耗。
- 在主開關附近貼上節能標誌，以提醒員工節能。
- 最後離開的人專責檢查及關閉所有機器及設備。

照明

- 倘僅有少數人在辦公室或工廠工作，則關閉不必要的照明。
- 在辦公時間外或營業日的午飯時間，僅為安全、保安用途而於必要區域開啟照明。
- 最後離開的人專責檢查及關閉工廠及辦公室所有照明。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Water

- Conduct daily checking and maintenance of water supply facilities. Employee should report to the management office when water supply facilities are out of work or damaged.

Other practice

- Encourage duplex printing, reuse of single-side used paper.
- Refill instead of new pen when used up.
- Reduce paper printing by conducting e-filing.
- Encourage employees to adjust the margins and font size of documents so as to optimise the use of paper.

As a socially responsible enterprise, protecting nature and the environment has become our inescapable social responsibility, the Group constantly looks for ways to maximise benefits with minimal resource consumption and environmental impact, and continue to strive for sustainable development.

B. Social Commitment

Employment and Labour Practices

The Group reckons that employees are the most valuable assets of an enterprise and also the cornerstone for sustaining corporate development. It is always the Group's initiative to provide a fair and competitive compensation package to attract and retain quality talents, in the form of a basic salary, incentives bonus, mandatory provident fund, and other fringe benefits. Remuneration packages are reviewed periodically. The Group also has a set of comprehensive human resources management policy to support human resources function. The policies include compensation and dismissal, recruitment and promotion, working hours, appraisal, training and benefits.

The Group has always strictly observed the relevant legislations in the PRC and Hong Kong regarding the equal employment opportunities, child labour and forced labour. The Group abides by the employment regulations, relevant policies and guidance of the relevant jurisdictions where it operates, including the "Employment Ordinance", the "Employees' Compensation Ordinance" and the "Occupational Safety and Health Ordinance", etc. in Hong Kong; and the "Labour Law of the People's Republic of China" and the "Labour Contract Law of the People's Republic of China" in the PRC.

水

- 對供水設施進行日常檢查及保養。倘供水設施故障或損毀，僱員須向管理處報告。

其他常規

- 鼓勵雙面打印，重用單面用過的紙張。
- 墨水用完後更換筆芯而非使用新原子筆。
- 使用電子文檔以減少紙張打印。
- 鼓勵員工調整文件行距及字體大小以優化紙張使用。

作為對社會負責任的企業，保護自然環境已成為我們不可避免的社會責任，本集團不斷尋求方法以最少的資源消耗和環境影響取得最大的效益，並繼續努力實現可持續發展。

B. 社會承諾

僱傭及勞工常規

本集團認為僱員為企業最寶貴的資產，亦是維持企業發展的基石。本集團一直用基本薪金、獎勵金、強制性公積金及其他附帶福利致力提供公平及具競爭力的薪酬方案以吸引及保留優秀人才。薪酬待遇會作出檢討。本集團亦有一套全面的人力資源管理政策以支持人力資源職能。該政策包括薪酬和解僱、招聘和晉升、工作時間、評估、培訓及福利。

本集團一直嚴格遵守中國和香港有關平等就業機會，童工及強迫勞動的相關法律。本集團遵守營運所在的相關司法管轄區的僱傭規例、相關政策及指引，包括香港的《僱傭條例》、《僱員補償條例》及《職業安全及健康條例》及中國的《中華人民共和國勞動法》和《中華人民共和國勞動合同法》。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

The Group has its internal procedure to report employees' information regularly in order to review employment practices so as to avoid any non-compliance. Furthermore, the Group strictly complies with the internal recruitment process during recruitment to ensure no employment of child labour and forced labour in any form. The Group also strives to establish harmonious labour relationships. We protect the rights of staff in terms of providing rest and leave days according to relevant government laws and regulations. During the Period, the Group was not aware of any material non-compliance with relevant standards, rules and regulations regarding operations and activities, labour practices.

Health and Safety

The Group is an investment holding company located in Hong Kong and the nature of the daily operation is mainly office-based where it is relatively low safety risk profile. The Group has equipped its office with suitable fire-fighting facilities like fire extinguishers. Designated staff would conduct inspection from time to time so as to ensure the exit passageway clear and unblocked. In addition, the management office of our headquarter office organises fire drills from time to time.

The Group's subsidiary in Fujian engages in processing, printing and sales of finished fabrics. The Group strongly believes that ensuring stable and safety production is the most important social responsibility to its shareholders, employees and the community where it situates. Therefore, the Group has always regarded ensuring safety and stable production as one of the priorities in corporate management. Sound management systems have been established in occupational health and safety in strict compliance with the regulations on occupational health and safety the PRC.

As above mentioned, the factories of the Group have engaged third licensed party to periodically review the waste gas concentration level of machinery and equipment. At the same time, we continuously reduce workload intensity for frontline staff and improve the working environment.

The Fujian factory of the Group had obtained Quality Management System Certification (ISO9001) and Environmental Management System Certification (ISO14001) formulated by the International Organisation for Standardisation ("ISO") and they were certified, thus effectively guaranteeing the establishment of a healthy, safe and stable working environment. Daily operations are inspected by relevant department assigned by the Group, according to the occupational health and safety requirements of the respective company. Any non-compliance will also be identified and rectified on a timely basis.

本集團已制訂內部程序，定期報告員工的資訊以檢討僱傭方式從而避免任何不合規的情況。此外，本集團嚴格遵守招聘過程中的內部招聘流程，確保不以任何形式僱用童工和強迫勞動。本集團亦致力於建立和諧的勞資關係。我們根據相關的政府法律及法規保障員工休息和休假的權利。於本期間，本集團並不知悉任何重大違反有關營運及活動的相關標準、規則及法規以及勞工常規的情況。

健康與安全

本集團為香港一所投資控股公司，本集團的日常運作性質主要為辦公室文書工作，這意味著本集團的職業健康安全風險也相對較低。本集團已為其辦公室配備了適當的防火設備，如滅火器。本集團已委任指定員工不時對其防火安全設施進行檢查，同時確保防火通道暢通無阻。此外，本集團總部辦公室也不時組織消防演習。

本集團位於福建的附屬公司的主要業務為成品布料加工，印刷與布料銷售。本集團堅信保持一個穩定與安全的生產環境是本集團對其股東及員工及當地社區最重要的企業社會責任。因此安全與穩定的生產環境是本集團其中一個重要監控事項，本集團已建立了全面的職業健康安全管理体系，並嚴格遵守中華人民共和國職業健康與安全的相關法規。

誠如上文所述，本集團工廠已委託持牌第三方定期檢閱機器和設備的廢氣濃度。與此同時，本集團也不斷的改善前線員工的工作量及其工作環境。

本集團福建工廠已獲得由國際標準組織（「ISO」）制定的品質管制體系認證(ISO9001)和環境管理體系認證(ISO14001)，以便有效保證員工有一個健康，安全及穩定的工作環境。本集團已委任相關部門對本集團的職業健康安全環境進行定時檢查，以確保任何不合規情況得到及時的發現與糾正。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

During the Period, there are no work related injuries case. There were no non-compliance cases noted in relation to laws and regulations for health and safety.

Development and Training

We believe that cultivation and retention of talents is the core of the Group's development and is essential in strengthening the competitiveness of the Group. We always consider our staff as our strategic partners and provide various in-housing training courses to enhance their job-related skills. During the year, we formulate quality management and environment management training programs to update our staff with the most updated standard of ISO9001 and ISO14001. These two programs include quality assurance training in production process, inspection assurance of materials received from supplier, health and safety precautions in using production equipment and machinery as well as customer relationship management.

In daily operation, the Group provides induction training for new employees and experienced employees act as mentors to guide new comers. We believe such arrangement can be the best practice to facilitate communication and team spirit, also improve technical skills and managerial capability and encourage the learning and further development of employees at all levels.

The Group will continue to intensify its efforts to promote staff training programs which we believe that by means of offering comprehensive training opportunities, it could help providing the necessary protection for talent reserves for corporate development.

Labour Standards

The Group strictly complies with the labour legislations and the relevant guidelines in China and Hong Kong. In Fujian factory, we have set up policy to ensure our business complied with the "Labor Law of the People's Republic of China", the "Labor Contract Law of the People's Republic of China" and "Law of the People's Republic of China on the Protection of Disabled Persons", etc. In Hong Kong, we have human resources policy to ensure the compliance with all applicable rules and regulations such as the "Minimum Wage Ordinance", the "Sex Discrimination Ordinance", the "Race Discrimination Ordinance" and the "Disability Discrimination Ordinance" etc. It is also the Group policy in both China and Hong Kong region that no child and forced labor is permitted for employment. During the Period, the Group does not aware of any noncompliance with relevant standards, rules and regulations.

於本期間，沒有工傷案件。沒有發現與健康和安安全法律法規有關的違規案例。

發展及培訓

我們相信人才的培養及留存是本集團發展的核心並是加強本集團競爭力的關鍵。我們一向認為職工是我們的戰略夥伴，為提高其工作相關技能，我們提供各種內部培訓課程。本年內，我們制訂品質管理計劃和環境管理培訓計劃，向員工提供有關ISO9001及ISO14001標準的最新資訊。這兩個計劃的培訓內容包括生產過程的品質保證、從供應商收到的材料的檢查保證、使用生產設備和機械的健康和安全措施，以及客戶關係管理。

在日常業務中，本集團為新員工提供入職培訓，而有經驗的員工則作為導師指導新入職員工。我們相信這種安排是促進溝通和團隊精神的最佳做法，並同時可提高他們的技術能力和管理能力及鼓勵各級員工的學習和進一步發展。

本集團將繼續加強工作人員培訓計劃。就此，我們相信透過提供全面的培訓機會可以為企業發展提供必要的人才保留的保護。

勞工準則

本集團嚴格遵守中港兩地的勞動立法和相關指引。在福建工廠，我們已制定政策確保我們的業務遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及《中華人民共和國殘疾人保護法》等。在香港，我們有人力資源政策，確保遵守所有適用的規則和規例，例如《最低工資條例》、《性別歧視條例》、《種族歧視條例》及《殘疾歧視條例》等。本集團在中國和香港地區的政策也規定，不允許兒童和強迫勞動就業。於本期間，本集團未發現任何違反相關標準，規則和條例的情況。

Supply Chain Management

Raw fabrics, dyeing chemicals and fabrics processing chemicals are the major materials used by the Group's Fujian factory in its fabrics processing where they are all procured in the PRC.

The Group implements supplier management in accordance with internal guidance which governs the engagement of suppliers. Suppliers are chosen subjecting to screening and evaluation procedures among the suppliers, based on the quality and price. Also, to ensure supplier capability in quality assurance, safety and environmental responsibility, field visit and investigation is conducted. The investigation reviews the production capacity, technology level, quality assurance capabilities, supply capacity, safety and environment management qualifications if needed. Only the highly qualified suppliers complied with regulatory requirements are eligible for the supplier selection by the Group. The Group also carry out regular assessment on suppliers' overall capabilities, assets position, nature of business, reputation in the industry, quality of products, goods delivery and compliance with law and regulations.

As customers are becoming more concerned about environmental issues, and stress the importance of using environmentally friendly materials. The Group will continue to act as a corporate citizen in communicating and stressing those environmental issues to our suppliers. We aim at strengthening the cooperation with suppliers, coordinating with them in product trials, and work with them to produce socially responsible products.

Product and Service Responsibility *Customer service*

The Group's in-house research and development team has been devoting to new products development to suit the changing market demand as well as the improvement of the Group's existing products and production processes. The Group has established long-term relationships with our customers comprising apparel retailers, garment manufacturers and fabrics suppliers.

We also believe that customer satisfaction is always the foundation of an enterprise's survival. The Group is always trying to improve its service quality and responding immediately to customers' needs in terms of delivery lead time, quality and price. The Group has established a compliant and handling policy as well as customer communication where questionnaire is sent to customer, we believe customer's feedback is always material for an enterprise's development. We are always trying to improve and address complaints or feedback quickly to resolve any issues.

供應鏈管理

胚布、染色化學品及布料加工化學品為本集團福建工廠採購之主要原材料，主要用於織物加工。全部原材料均在中國採購。

本集團根據內部指導實施供應商管理以管理供應商的參與。供應商的選擇是根據品質和價格經過篩選和評估程序。此外，為確保供應商在品質保證、安全和環境責任等方面的能力，本集團根據實際需要對供應商的生產能力、科技水準、品質保證能力、供應能力、安全和環境管理資格進行實地考察及調查。只有符合監管要求的高品質供應商才有被本集團選擇的資格。本集團亦定期評估供應商的總體能力、資產位置、業務性質、行業聲譽、產品品質、貨物交付及遵守法律和規例。

隨著客戶越來越關注環境問題並強調使用環保材料的重要性。本集團將繼續承擔企業公民責任，負責向供應商傳達並再三強調這些環保事項。我們期望加強與供應商的合作，在產品試驗中與他們協調並與他們合作生產對社會負責的產品。

產品和服務責任 *客戶服務*

本集團的內部研發團隊一直致力於新產品開發，以適應不斷變化的市場需求以及改善本集團現有產品和生產流程。本集團與我們的客戶建立長期合作關係，包括衣服零售商，衣服製造商和布料供應商。

同時，我們相信客戶滿意一直是企業生存的基礎。本集團不斷尋求改進服務品質，並在交貨時間、品質和價格方面能快速回應客戶需求。本集團制定了投訴處理政策和客戶溝通渠道，向客戶發送調查問卷。我們相信客戶的意見一直是企業發展的重要支柱。我們一直追求改進，並儘快解決投訴或回饋，以解決任何客戶問題。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Product quality and safety management

The Group is committed to achieve high product and service quality by implementing stringent and comprehensive quality control procedures. We have implemented quality control manual throughout the production process from purchase of raw fabrics and dyeing chemicals to product packaging for employee to follow. Raw fabrics are inspected to ensure uniformity in density, thickness and texture before putting into production so as to minimise possible disruptions during the operation. During the Period, the amount of defective products produced by the Group was minimal and complaints by customers in respect of defective products were insignificant.

Intellectual property right protection

The Group markets its products under its own trademarks. Those trademarks were issued by the Trademark Office of the State Administration for Industry and Commerce of the PRC and the Trade Marks Registry of the Intellectual Property Department in Hong Kong respectively. During the Period, no claim has been made in relation to infringement of intellectual property rights.

Money lending operation

The Group's money lending business is conducted by Rende. Rende is a licensed money lender in Hong Kong under the Money Lenders Ordinance. The Group has established standard operation procedures to evaluate the trustworthiness, creditability, usage of funds of potential borrowers. During the Period, the Group has strictly adhered to relevant rules and regulations including the "Money Lenders Ordinance".

Securities investment and brokerage services business

The Group has a set of principles guiding our investment decisions. We assess companies and are concerned with their transparency and accountability, corporate governance and how they behave with respect to environmental, social and workers' rights. It is the Group intention to invest in companies with good practices in dealing with environmental, social and governance issues.

The Group's brokerage services business is conducted by Sincere Securities. The Group has established standard operation manual in assessing customer's creditability, capability and source of funds. The Group has also established policy to ensure our brokerage services business is in compliance with "Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission", "Guideline on Anti- Money Laundering and Counter-Terrorist Financing", "Prevention of Money Laundering and Terrorist Financing Guideline Associated Entities".

產品品質和安全管理

本集團承諾，通過實施嚴格且全面之品質控制程序，使產品及服務質素達到高水準。我們在涵蓋了從採購胚布及染色化學品至產品包裝之整個生產工藝流程上，實施了品質控制操作指引，以便員工跟從。胚布於進行加工前，須經過檢驗以確保其密度、厚度及質地均勻一致，藉以將運作可能中斷的風險降至最低。本期間，本集團生產之次品數量已降至最低限度，客戶對本集團次品之投訴亦寥寥可數。

智慧財產權保護

本集團以自己的商標出售其產品。這些商標分別由中國國家工商行政管理總局商標局和香港知識產權署商標註冊處簽發。於本期間，本集團並無遭受任何與侵犯智慧財產權有關之索償。

放債業務

本集團放債業務由仁德經營。仁德是香港持牌放債人，業務根據《放債人條例》進行。本集團制定了標準營運程序，以評估潛在借款人的可信度、還債能力和資金的使用。於本期間，本集團嚴格遵守《放債人條例》等有關規則。

證券投資及經紀服務業務

本集團已制定一套原則，幫助我們作出投資決策。我們評估公司，並關注其透明度和問責制度，公司治理以及他們在處理環境、社會，和工人權利的方式。本集團傾向於投資有良好環境、社會和內部治理措施的公司。

本集團經紀服務業務由訊匯證券經營。本集團制定了標準營運程序，以評估客戶的還債能力、經濟能力和資金來源。本集團亦制定政策，確保經紀服務業務遵守《證券及期貨事務監察委員會持牌人或註冊人操守準則》、《打擊洗錢及恐怖分子資金籌集的指引》、《適用於有聯繫實體的防止洗錢及恐怖分子資金籌集的指引》等準則指引。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Privacy and information security

The Group believes that the privacy and security of stakeholders' information is crucial in order to gain trust from them. The Group adopts appropriate security measures in safeguarding sensitive information and data, including, but not limited to, trade secrets, know how, client information, supplier information and other proprietary information.

During the Period, there are no disputes between our Group and our customers in respect of the quality of products made by us.

Anti-Corruption and Anti-Money Laundering

The Group believes that a system with good moral integrity and anti-corruption mechanism is the cornerstone for the sustainable and healthy development of the Group. The Group is strictly opposed to any form of bribery, extortion, fraud, money laundering and other acts such as the provision of illegal political contributions, inappropriate charitable donation or sponsorship, provision or acceptance of unreasonable gifts, entertainments or other improper benefits, infringement of trade secrets, trademarks, patents, copyrights and other intellectual property rights, and engagement in acts of unfair competition, etc. In order to ensure that our employees could really be honest and law-abiding, the Group maintains a "Staff Handbook", which states the code of conduct and requires the employees, during the course of business engagement, not to (whether directly or indirectly) provide, undertake, request or receive any improper benefits, or take any other actions which are in violation of integrity, illegal or dishonest behaviors which are in breach of fiduciary duties.

Regarding to our money lending business, the Group has policy set forth procedures for performing customer due diligence process, identifying customer involvement in money laundering activities, detecting and monitoring suspicious transactions, and reporting of suspicious transactions according to the guidelines from the Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) Ordinance, Cap 615 (the AMLO).

The Group has also established a whistle-blowing policy for reporting suspected irregularities, fraud and corruption, a compliant mailbox is set up to provide channels for reporting corruption and bribery. We also continue to improve our internal control and monitoring system. We strike to take immediate actions when problems are reported and identified. We have a zero tolerance approach to any kind of corruption and irregularities.

During the Period, there was no any legal case regarding corrupt practices brought against the Group or its employees.

隱私和資訊安全

本集團相信為了獲得利益相關者的信任，利益相關者的隱私和安全是非常重要的。本集團採取適當的安全措施保護敏感資訊和資料，包括但不限於商業秘密，知識，客戶資訊，供應商資訊和其他專有資訊。

於本期間，本集團與客戶之間就我們所製造產品的質量並無任何重大爭議。

反貪污及反洗黑錢

集團相信，具有良好道德誠信和反腐敗機制的體制是本集團可持續健康發展的基石。本集團嚴禁任何形式的賄賂、勒索、欺詐、洗黑錢和其他行為，例如提供非法政治捐款、不當的慈善捐贈或贊助、提供或接受不合理的禮品、娛樂或其他不當利益、侵權商業秘密、商標、專利、版權和其他智慧財產權、以及參與不正當競爭行為等。為確保我們的員工能誠實守法，本集團編有「員工手冊」，其中載有行為守則並規定員工在業務過程中不得(不論直接或間接)提供、承諾、要求或接受任何不當利益，或採取任何違反誠信、非法或不誠實行為的違反受託責任的行為。

在放債業務方面，本集團根據香港法例第615章《打擊洗錢及恐怖分子資金籌集(金融機構)條例》制定了相關政策去執行客戶盡職調查程序、調查客戶有否參與洗黑錢活動、檢測和監控可疑交易及報告可疑交易。

本集團同時制定了有效的舉報政策，針對可疑的違規行為、欺詐和腐敗行為的舉報，並設立投訴信箱，為舉報貪污受賄打開渠道。本集團還繼續完善內部控制和監控系統。如果收到舉報或發現問題，本集團會立即採取行動。我們對任何形式的貪污腐敗和違規行為採取零容忍態度。

於本期間，並無就本集團或其僱員的腐敗行為提起法律訴訟。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Community Investment

The Group is committed to creating sustainable prosperity that brings long-term social and economic benefits for all stakeholders, particularly to maintain the relationship with interest groups which are relevant to business operation. Same as last year, the Group continues to make donations and organise fund raising events to provide subsidy of employees who suffered from cancer, serious disease and severe work injury.

The Group's ESG policy encourages and supports employees to volunteer their time to help those who are less fortunate and advantaged in the community. As a responsible corporate citizen, the Group will look for worthy charities or humanitarian causes to support through direct monetary donations or other events to contribute to the society.

社區投資

本集團致力於創造可持續繁榮並為所有利益相關者帶來長期的社會和經濟效益，特別是維持與業務運營相關的利益集團的關係。延續去年做法，本集團繼續熱心捐款及舉辦籌款活動，為患有癌症、嚴重疾病及嚴重工傷的僱員提供資助。

本集團的環境、社會及管治政策鼓勵並支持員工奉獻他們的時間參與志願服務，以幫助那些在社會上不幸的人和弱勢社群。作為負責任的企業公民，本集團將尋求有值得的慈善機構或人道主義，並通過直接金錢捐贈或其他慈善活動貢獻社會。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

THE STOCK EXCHANGE OF HONG KONG LIMITED'S ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE

香港聯合交易所有限公司的環境、社會及管治報告指引

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Section 章節	Page 頁
Environmental 環境		
Aspect A1: Emissions 層面A1：排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer, relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	"Emissions" 「排放」 53-57
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	"Emissions" 「排放」 53
KPI A1.2 關鍵績效指標A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	"Emissions" 「排放」 55
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	"Emissions" 「排放」 56
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	"Emissions" 「排放」 57
KPI A1.5 關鍵績效指標A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	"Emissions" and "Use of Resources" 「排放」及「資源使用」 53-60

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Section 章節	Page 頁
Environmental 環境		
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	“Emissions” 「排放」 56-57
Aspect A2: Use of Resources 層面A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	“Use of Resources” 「資源使用」 58-60
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	“Use of Resources” 「資源使用」 58-59
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	“Use of Resources” 「資源使用」 58
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	“Use of Resources” 「資源使用」 58-60
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	“Use of Resources” 「資源使用」 58
KPI A2.5 關鍵績效指標A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	“Use of Resources” 「資源使用」 60

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 章節	Page 頁
Environmental 環境			
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源			
General Disclosure 一般披露	Policies on minimizing the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	"The Environment and Natural Resources" 「環境及天然資源」	61-62
KPI A3.1 指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	"Emissions" and "Use of Resources" 「排放」及「資源使用」	53-60
Social (Note) 社會(註)			
Employment and Labour Practices 僱傭及勞工常規			
Aspect B1: Employment 層面B1：僱傭			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer, relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	"Employment and Labour Standards" 「僱傭及勞工準則」	62-63

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Section 章節	Page 頁
Environmental 環境		
Social (Note) 社會(註)		
Employment and Labour Practices 僱傭及勞工常規		
Aspect B2: Health and Safety 層面B2：健康與安全		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer, relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	"Health and Safety" 「健康與安全」 63-64
Aspect B3: Development and Training 層面B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	"Development and Training" 「發展及培訓」 64
Aspect B4: Labour Standards 層面B4：勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer, relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	"Employment and Labour Standards" 「僱傭及勞工準則」 64

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Section 章節	Page 頁
Environmental 環境		
Operating Practices 營運慣例		
Aspect B5: Supply Chain Management 層面B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain 管理供應鏈的環境及社會風險政策。	"Supply Chain Management" 「供應鏈管理」 65
Aspect B6: Product Responsibility 層面B6：產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer, relating to health and safety, advertising, labeling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	"Product Responsibility" 「產品責任」 65-67
Operating Practices 營運慣例		
Aspect B7: Anti-corruption 層面B7：反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer, relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	"Anti- Corruption" 「反貪污」 67

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Section 章節	Page 頁
Environmental 環境		
Community 社區		
Aspect B8: Community Investment 層面B8：社區投資		
General Disclosure 一般披露	<p>Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.</p> <p>有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。</p>	<p>"Community Investment"</p> <p>「社區投資」</p> <p>68</p>

Note: Pursuant to Appendix 27 of the Listing Rules, KPIs in this section are recommended disclosures only.

註：根據上市規則附錄27，本節中的關鍵績效指標僅為建議披露。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

31 December 2019 二零一九年十二月三十一日



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大華馬施雲
會計師事務所有限公司

Independent Auditor's Report to the Members of Asia Television Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

Qualified opinion

We have audited the consolidated financial statements of Asia Television Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") (the "Consolidated Financial Statements") set out on pages 85 to 247, 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 financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matters described in the "Basis for Qualified Opinion" section of our report, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2019, and of its financial performance and its 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.

致亞洲電視控股有限公司股東之 獨立核數師報告

(於開曼群島註冊成立之有限公司)

保留意見

我們審計了列載於第85至247頁亞洲電視控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表(「綜合財務報表」)，包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及財務報表附註，包括重大會計政策概要。

我們認為，除本報告中「保留意見的基準」一節所述事項的可能影響外，綜合財務報表已按照香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實和公允地反映了貴集團於二零一九年十二月三十一日的財務狀況以及其截至該日止年度的財務表現及現金流量，並已遵照香港公司條例妥為編製。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

31 December 2019 二零一九年十二月三十一日

Basis for Qualified Opinion – Corresponding figures

As detailed in auditor's report dated 27 March 2019, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to the recoverability of deposits for other investments on Asia Television Limited ("ATV") ("ATV Deposits") and receivables due from ATV ("ATV Receivables") as at 31 December 2017 because the management of the Group was unable to access certain financial information or other information in relation to the assets and liabilities of ATV. This also caused us to be unable to satisfy ourselves as to the purchase price allocation on acquisition of Star Platinum Enterprises Limited ("Star Platinum"), which was incomplete as at the end of twelve months after the date of acquisition. Consequently, we were unable to determine whether any adjustments or impairment to the ATV Deposits and ATV Receivables as well as the assets and liabilities obtained from the acquisition of Star Platinum, was necessary.

During the year ended 31 December 2018, the acquisition of ATV by Star Platinum (the "Acquisition") was completed, ATV became a subsidiary of the Group and based on the purchase price allocation of the Acquisition, the consideration paid by Star Platinum for the Acquisition comprised of the ATV Deposits and ATV Receivables exceeded the fair value of identifiable assets and liabilities of ATV and its subsidiaries. The goodwill then arising from the Acquisition of RMB114,366,000 was assessed to be fully impaired, the impairment loss was recognised in the consolidated profit or loss for the year ended 31 December 2018.

Since opening balances of assets and liabilities affect the determination of the financial performance and cash flows of the Group for the year ended 31 December 2018, we were unable to determine whether adjustments to the opening accumulated losses, financial performance and cash flows of the Group, and related disclosures in the notes to the Consolidated Financial Statements, might be necessary for the year ended 31 December 2018. Our opinion on the Consolidated Financial Statements for the year ended 31 December 2018 was qualified accordingly.

Our opinion on the current year's consolidated financial statements is also qualified because of the possible effects of these matters on the comparability of the current year's figures and the corresponding figures in the Consolidated Financial Statements.

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

保留意見的基準－相應數字

誠如日期為二零一九年三月二十七日之核數師報告所詳述，由於貴集團的管理層無法查閱若干有關亞洲電視有限公司(「亞視」)資產負債狀況的財務資料或其他資料，故我們並未能取得充分及適當的審計證據，使我們信納亞視的其他投資的按金(「亞視按金」)及應收亞視賬款(「亞視應收賬款」)於二零一七年十二月三十一日的可收回性。這亦導致我們無法信納於收購星鉑企業有限公司(「星鉑」)時的購買價分配，有關購買價分配於收購日期起計十二個月期間結束時並非完整。因此，我們無法確定是否須對亞視按金及亞視應收賬款，及因收購星鉑而獲得的資產及負債作出任何調整或減值。

於截至二零一八年十二月三十一日止年度，星鉑收購亞視之事項(「收購事項」)完成，亞視成為貴集團之附屬公司，而基於收購事項之購買價分配，星鉑就收購事項支付之代價(包括亞視按金及亞視應收賬款)超過亞視及其附屬公司之可識別資產及負債之公平值。當時因收購事項產生之商譽人民幣114,366,000元被評定為全數減值，減值虧損於截至二零一八年十二月三十一日止年度之綜合損益確認。

由於資產及負債之年初結餘影響貴集團截至二零一八年十二月三十一日止年度之財務表現及現金流量之釐定，故我們無法確定是否須就截至二零一八年十二月三十一日止年度對貴集團的年初累計虧損、財務表現及現金流量，以及於綜合財務報表附註的相關披露作出任何調整。因此，我們對截至二零一八年十二月三十一日止年度的綜合財務報表發表保留意見。

我們亦對本年度的綜合財務報表發表保留意見，乃由於該等事項對綜合財務報表之本年度數據及對應數據之可比性具有潛在影響。

我們已按照香港會計師公會頒佈的香港審計準則(「香港審計準則」)執行審計工作。我們於該等準則下承擔的責任已進一步載述於本報告中「核數師就審計綜合財務報表承擔的責任」一節。根據香港會計師公會頒佈的專業會計師職業道德守則(「守則」)，我們獨立於貴集團，並已履行守則中的其他職業道德責任。我們相信，我們所獲得的審計證據能充分及適當地為我們的保留意見提供基礎。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

31 December 2019 二零一九年十二月三十一日

Material Uncertainty Related to Going Concern

Without qualifying our opinion, we draw attention to Note 1 to the Consolidated Financial Statements which indicates that, the Group incurred a net loss from operations of approximately RMB605,313,000 for the year ended 31 December 2019 and the Group's current liabilities exceeded the current assets by approximately RMB303,331,000 as of 31 December 2019. These events or conditions, indicate a material uncertainty exists that may cast significant doubt about the Group's ability to continue as going concern. Our opinion is not modified in respect of this matter.

Other Information in the Annual Report

The directors of the Company (the "Directors") are responsible for the other information. The other information comprises all the information in the Company's 2019 annual report other than 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 the 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 carrying amount of ATV Deposits and ATV Receivables as at 1 January 2018 and the amount of impairment of goodwill recognised during the year ended 31 December 2018. Accordingly, we were unable to conclude whether or not the other information was materially misstated with respect to these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Financial Statements as at and for the year ended 31 December 2019. 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 Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

有關持續經營的重大不確定因素

在不發表保留意見的情況下，我們提請注意綜合財務報表附註1，其顯示於截至二零一九年十二月三十一日止財政年度，貴集團產生經營淨虧損約人民幣605,313,000元，而於二零一九年十二月三十一日，貴集團的流動負債超過流動資產約人民幣303,331,000元。該等事件或情況顯示存在重大不確定因素，可能對貴集團持續經營能力構成重大懷疑。我們的意見並無就此事項作修改。

年報內的其他信息

貴公司董事(「董事」)需對其他信息負責。其他信息包括刊載於貴公司二零一九年年報內的所有信息，但不包括綜合財務報表及我們的核數師報告(「其他信息」)。

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

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

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。誠如上文保留意見的基準一節所述，我們無法就亞視按金及亞視應收賬款於二零一八年一月一日之賬面值以及於截至二零一八年十二月三十一日止年度確認為商譽減值金額獲取充足、適當的證據。因此，就此等事宜而言，我們無法斷定其他信息是否存在重大錯誤陳述。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對在二零一九年十二月三十一日及截至該日止年度之綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

除「有關持續經營的重大不確定因素」一節所述的事項外，我們已確認下述事項為應於本報告溝通的關鍵審計事項。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

31 December 2019 二零一九年十二月三十一日

Key Audit Matters – continued

Key audit matter

關鍵審計事項

Fair value measurement of movie investments (please refer to Note 26 to the Consolidated Financial Statements)

電影投資之公平值計量(請參閱綜合財務報表附註26)

As at 31 December 2019, the fair value of movie investments was amounted to approximately RMB60,332,000.

The movie investments mainly represented the investment in certain movies that the Group is not involved in the production process or as the distributor.

Such investments were classified as the financial assets at fair value through profit or loss upon acquisition and are subject to the fair value measurement at the end of each reporting period. The Group adopted the income approach to evaluate the fair values of movie investments as at 31 December 2019.

The fair value measurement required the significant management's judgement and estimates, with respect to the underlying cash flow projections, particular future revenue of the films.

於二零一九年十二月三十一日，電影投資之公平值約為人民幣60,332,000元。

電影投資主要指 貴集團並未參與製作過程或作為發行商之若干電影投資。

有關投資於取得後分類為按公平值計入損益賬之財務資產，並須於各報告期末進行公平值計量。 貴集團採納收入法評估電影投資於二零一九年十二月三十一日之公平值。

公平值計量需要有關相關現金流量預測(特別是該等影片之未來收益)之重大管理層判斷及估計。

關鍵審計事項 – 續

How our audit addressed the key audit matter

我們的審計如何對關鍵審計事項進行處理

Our procedures in relation to the fair value measurement included:

- obtaining the valuation report and assessing the independent valuer's competence, capabilities, independence and objectivity;
- assessing the appropriateness and reasonableness of the valuation methodology and assumptions in determining the fair value of movie investments and comparing the source and market data used in underlying assumptions with reference to the comparable companies or transactions;
- discussing with the management of the Company about the assumptions used in the cash flow projections based on our knowledge of the relevant industry, and to challenge the reasonableness of the key inputs based on relevant market data where appropriate;
- comparing the cash flow projections against the actual results to assess if there is any inconsistency and discussing with the management of the Company about the reason of material variance, where applicable;
- checking the accuracy and relevance of the input data and mathematical accuracy of the valuation calculation and the underlying data used in the calculation; and
- evaluating the sensitivity analysis performed by the management on the key assumptions and assessing the potential impacts of a range of possible outcomes.

我們有關公平值計量之程序包括：

- 取得估值報告，並評估獨立估值師之才能、能力、獨立性及客觀性；
- 評估釐定電影投資公平值之估值方法及假設是否適當及合理，並將相關假設所用之來源及市場數據與可資比較公司或交易進行比較；
- 基於我們對相關行業之了解，與 貴公司管理層討論現金流量預測所用之假設，並在適當情況下基於相關市場數據對主要輸入數據之合理性提出質疑；
- 將現金流量預測與實際結果進行比較，以評估是否存在任何不一致之處，並在適用情況下與 貴公司管理層討論出現重大差異之原因；
- 審查輸入數據之準確性及相關性，以及估值計算及計算中所用之相關數據之數學準確性；及
- 評估管理層對主要假設進行之敏感度分析，並評估一系列可能結果之潛在影響。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

31 December 2019 二零一九年十二月三十一日

Key Audit Matters – continued

Key audit matter 關鍵審計事項

Impairment review of properties, plant and equipment, intangible assets and right-of-use assets (please refer to Notes 16, 18 and 19 to the Consolidated Financial Statements)
物業、廠房及設備、無形資產以及使用權資產之減值評估(請參閱綜合財務報表附註16、18及19)

During the year ended 31 December 2019, the Group has recognised impairment loss on property, plant and equipment, intangible assets and right-of-use assets of approximately RMB25,944,000, RMB47,492,000 and RMB93,889,000 respectively, to the consolidated profit or loss.

The management determined the recoverable amounts by using the income approach, which was calculated based on the present value of the future cash flows directly generated by these non-financial assets.

The determination of recoverable amount required the significant management's judgement and estimates, with respect to the underlying cash flow projections, particular the discount rate, and forecast revenue etc.

截至二零一九年十二月三十一日止年度，本集團於綜合損益確認物業、廠房及設備、無形資產以及使用權資產之減值虧損分別約人民幣25,944,000元、人民幣47,492,000元及人民幣93,889,000元。

管理層採用收入法釐定可收回金額，而有關金額乃根據該等非財務資產直接產生之未來現金流量之現值計算。

釐定可收回金額需要有關相關現金流量預測(特別是貼現率及預測收益)之重大管理層判斷及估計。

關鍵審計事項 – 續

How our audit addressed the key audit matter 我們的審計如何對關鍵審計事項進行處理

Our procedures in relation to the impairment review included:

- obtaining the valuation report and assessing the independent valuer's competence, capabilities, independence and objectivity;
- assessing the appropriateness and reasonableness of the valuation methodology and assumptions in determining the recoverable amounts with reference to the industry practice;
- reviewing the management's production plan with budget cost and other relevant information and evaluating the management's target market and business plan with reference to market conditions;
- evaluating and challenging management's assessment on the expected distribution revenue to be generated from those rights based on historical data and our knowledge on the market and industry;
- discussing with the management about the other assumption used in the cash flow projections and to challenge the reasonableness of the key inputs including assessing the reasonableness of the discount rate based on relevant market data of comparable companies where appropriate;
- checking the accuracy and relevance of the input data and mathematical accuracy of the valuation calculation and the underlying data used in the calculation; and
- performing sensitivity analysis around the key assumptions for forecast revenue and estimated costs and considering the extent of change in those assumptions that would result in impairment.

我們有關公平值評估之程序包括：

- 取得估值報告，並評估獨立估值師之才能、能力、獨立性及客觀性；
- 透過參考行業慣例，評估釐定可收回金額之估值方法及假設是否適當及合理；
- 使用預算成本及其他相關資料評估管理層之生產計劃，並參考市場狀況評估管理層之目標市場及業務計劃；
- 基於過往數據以及我們對市場及行業之了解，評估及質疑管理層對預期該等權利將產生之發行收益之評估；
- 與管理層討論現金流量預測所用之其他假設，並在適當情況下基於可資比較公司之相關市場數據對主要輸入數據之合理性提出質疑(包括評估貼現率之合理性)；
- 檢查輸入數據之準確性及相關性，以及估值計算及計算中所用之相關數據之數學準確性；及
- 就預測收益及估計成本之主要假設進行敏感度分析，並考慮該等假設變動以致出現減值之程度。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

31 December 2019 二零一九年十二月三十一日

Key Audit Matters – continued

Key audit matter

關鍵審計事項

Classification and fair value measurement of derivative financial instruments and convertible bonds (please refer to Note 32 to the Consolidated Financial Statements)

衍生財務工具及可換股債券之分類及公平值計量(請參閱綜合財務報表附註32)

During the year ended 31 December 2019, the Group entered into a subscription agreement with the substantial shareholder of the Company, to issue 6% convertible bonds in two phases in an aggregate principal amount of HK\$400,000,000 (equivalent to approximately RMB362,765,000) at the conversion price of HK\$0.1 per conversion share.

The subscription agreement became unconditional upon the conditions precedents have been all fulfilled on 2 December 2019 (the "Derivative Financial Instrument") and an amount of HK\$200,000,000 (equivalent to approximately RMB178,017,000) of the convertible bonds ("Convertible Bonds") has been issued to the subscriber on 17 December 2019.

As at 31 December 2019, the Group had Derivative Financial Instrument and liability component of Convertible Bonds with carrying amounts of approximately RMB 25,529,000 and RMB126,848,000 respectively. For the year ended 31 December 2019, the Group had recognised loss on Derivative Financial instrument of approximately RMB100,744,000 in the consolidated profit or loss and equity component of Convertible Bonds, net of transaction cost, of approximately RMB 53,028,000 in the equity as a result of the fair value measurement.

The classification and the fair value measurement of Derivative Financial Instruments and separate components of the Convertible Bonds required exercise of significant judgements concerning the selection of appropriate valuation techniques, key inputs and assumptions and involved high level of estimation uncertainty.

截至二零一九年十二月三十一日止年度，貴集團與貴公司主要股東訂立認購協議，以分兩期發行本金總額為400,000,000港元(相當於約人民幣362,765,000元)的6%可換股債券，換股價為每股換股份0.1港元。

認購協議於先決條件在二零一九年十二月二日全部達成後成為無條件(「衍生財務工具」)，而200,000,000港元(相當於約人民幣178,017,000元)的可換股債券(「可換股債券」)已於二零一九年十二月十七日發行予認購人。

於二零一九年十二月三十一日，貴集團的衍生財務工具及可換股債券負債部分的賬面值分別約為人民幣25,529,000元及人民幣126,848,000元。截至二零一九年十二月三十一日止年度，由於進行公平值計量，貴集團於綜合損益確認衍生財務工具之虧損約人民幣100,744,000元，並於權益確認可換股債券權益部分(扣除交易成本)約人民幣53,028,000元。

衍生財務工具及可換股債券各部分之分類及公平值計量需要對選擇適當估值技術、主要輸入數據及假設作出重大判斷，並涉及高度估計不確定性。

關鍵審計事項 – 續

How our audit addressed the key audit matter

我們的審計如何對關鍵審計事項進行處理

Our procedures in relation to the classification and the fair value measurement included:

- understanding the underlying business rationale of the transactions;
- obtaining and reviewing the terms of the agreement and other documents in relation to the subscription of convertible bonds;
- evaluating the assessment performed by the management of the company on the classification of the convertible bonds;
- obtaining the valuation report and assessing the independent valuer's competence, capabilities, independence and objectivity;
- discussing with, and where applicable sought corroborative supporting information from, the management of the Company and the independent valuer engaged by the Company regarding the appropriateness of the valuation methodologies being adopted and the reasonableness of key inputs and assumptions used;
- challenging the reasonableness of the key inputs and assumptions used; and
- checking the accuracy and relevance of the input data and mathematical accuracy of the valuation calculation by re-performing the calculation.

我們有關分類及公平值計量之程序包括：

- 了解交易之相關業務理據；
- 取得及評估有關可換股債券認購事項之協議條款及其他文件；
- 評價 貴公司管理層對可換股債券分類進行之評估；
- 取得估值報告，並評估獨立估值師之才能、能力、獨立性及客觀性；
- 與 貴公司管理層及 貴公司委聘之獨立估值師討論所採納估值方法之適當性以及所用主要輸入數據及假設之合理性及(如適用)向彼等尋求證實支持資料；
- 質疑所用主要輸入數據及假設之合理程度；及
- 透過重新進行計算，審查輸入數據之準確性及相關性，以及估值計算之數學準確性。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

31 December 2019 二零一九年十二月三十一日

Key Audit Matters – continued

Key audit matter 關鍵審計事項

Credit risk assessment on loan receivables (please refer to Note 25 to the Consolidated Financial Statements)
應收貸款的信貨風險評估(請參閱綜合財務報表附註25)

As at 31 December 2019, the net carrying amount of loan receivables amounted to approximately RMB86,405,000. The Group had recognised loss allowance on loan receivables of approximately RMB1,959,000 during the year.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life.

The Group determines the expected credit losses ("ECLs") taking into consideration various factors, including the value of asset proof provided by the borrowers, repayment history, current creditworthiness as well as subsequent settlements and other relevant information. The Group considered reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. Such exposures are assessed individually or collectively by taking into account the quantitative and qualitative information and also, forward-looking analysis.

The management's ECLs assessment of the recoverability of its loan receivables required significant management judgement and involved high level of uncertainty.

於二零一九年十二月三十一日，應收貸款之賬面淨值約為人民幣86,405,000元。貴集團已於年內就應收貸款確認虧損撥備約人民幣1,959,000元。

於各報告日期，貴集團透過比較預計年期所發生之違約風險，評估自初始確認起信貨風險是否大幅增加。

貴集團會於考慮多項因素後釐定預期信貸虧損(「預期信貸虧損」)，當中包括借款人提供之資產價值證明、還款記錄、當前信譽以及其後結付情況及其他相關資料。就此而言，貴集團考慮相關及毋須付出過多成本或努力即可獲得之合理及可靠資料。該等風險會個別或整體作評估，並考慮定量及定性資料以及前瞻性分析。

管理層就其應收貸款可收回程度進行之預期信貸虧損評估需要重大管理層判斷並涉及多項不確定因素。

關鍵審計事項 – 續

How our audit addressed the key audit matter 我們的審計如何對關鍵審計事項進行處理

Our key procedures to address the matter included:

- obtaining the list of the loan receivables as at 31 December 2019 and discussing with the management of the Group about their evaluation of the background and financial capability of the borrowers and their credit assessment that each of the amount was recoverable;
- understanding and evaluating the internal control procedures of credit approvals, ongoing credit quality assessment and monitored of the loan receivables;
- examining the loan credit files and underlying documentation and other evidence supporting the repayment records, current creditworthiness and challenged the management's assessment of the recoverability of the loan receivables; and
- checking subsequent settlement of the individual loan receivables, if any.

我們處理有關事項之主要程序包括：

- 取得於二零一九年十二月三十一日的應收貸款清單，並與貴集團管理層討論彼等對借款人的背景及財務能力的評估以及彼等有關各筆款項是否可予收回的信貨評估；
- 了解及評價就信貸批核、持續信貸質素評估及監察應收貸款所執行之內部監控程序；
- 審查貸款信貸檔案及相關文件以及其他有關還款記錄及當前信譽之證明，並質疑管理層就應收貸款可收回程度進行之評估；及
- 檢查個別應收貸款的隨後結付情況(如有)。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

31 December 2019 二零一九年十二月三十一日

Responsibilities of the Directors for the Consolidated Financial Statements

The Directors are responsible for the preparation of the Consolidated Financial Statements that give a true and fair view in accordance with the HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of the 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 of the Company (the "Audit Committee") assists the Directors in discharging their responsibilities for overseeing the Group's financial reporting process.

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

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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.

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求編製真實而公允的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

貴公司審核委員會（「審核委員會」）協助董事履行監督貴集團的財務申報過程之責任。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們根據委聘的協定條款將此意見僅向閣下（作為整體）匯報而不作其他用途。我們並不就本報告的內容對任何其他人士承擔任何義務或接受任何責任。

合理保證是高水準的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

31 December 2019 二零一九年十二月三十一日

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements – continued

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

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

核數師就審計綜合財務報表承擔的責任

– 續

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計證據，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計證據，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計證據。然而，未來事項或情況可能導致貴集團不能持續經營。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

31 December 2019 二零一九年十二月三十一日

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements – continued

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

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and 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.

Moore Stephens CPA Limited

Certified Public Accountants

Hung, Wan Fong Joanne

Practising Certificate Number: P05419

Hong Kong, 6 May 2020

核數師就審計綜合財務報表承擔的責任

– 續

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公允反映交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計證據，以對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

大華馬施雲會計師事務所有限公司

執業會計師

洪錕飭

執業證書編號：P05419

香港，二零二零年五月六日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

			2019 二零一九年	2018 二零一八年 (Note) (附註)
		Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Turnover	營業額	7	156,892	166,025
Cost of sales	銷售成本		(159,221)	(263,832)
Gross loss	毛損		(2,329)	(97,807)
Other gains/(losses), net	其他收益／(虧損)淨額	8	16,778	(13,871)
Net loss on financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產之虧損淨額	10	(63,611)	(43,589)
Impairment loss on property, plant and equipment	物業、廠房及設備的減值虧損	16	(25,944)	(30,137)
Impairment loss on intangible assets	無形資產之減值虧損	19	(47,492)	(40,683)
Impairment loss on right-of-use assets	使用權資產之減值虧損	18	(93,889)	–
Impairment loss on goodwill	商譽之減值虧損	20	–	(114,366)
Impairment loss on interest in an associate	於聯營公司之權益之減值虧損	22	(21,075)	(56,798)
Share of loss of an associate	分佔聯營公司虧損	22	(11,089)	(205,129)
Loss on deemed disposal of an associate	視作出售聯營公司之虧損	22	(21,527)	–
Net impairment loss on trade and other receivables	貿易及其他應收賬款之減值虧損淨值	24	(7,647)	(4,941)
Net impairment loss on loan receivables	應收貸款之減值虧損淨值	25	(1,959)	(5,349)
Loss on the derivative financial instruments	衍生財務工具之虧損	32	(100,744)	–
Distribution and selling expenses	分銷及銷售開支		(9,759)	(31,883)
Administrative and operating expenses	行政及經營開支		(109,106)	(128,820)
Finance costs	融資成本	9	(122,482)	(66,383)
Loss before taxation	除稅前虧損	10	(621,875)	(839,756)
Income tax credit	所得稅抵免	14	16,562	617
Loss for the year	本年度虧損		(605,313)	(839,139)
Other comprehensive (expenses)/income	其他全面(開支)／收益			
Items that will be reclassified subsequently to profit or loss:	將於其後重新分類至損益之項目：			
– exchange differences arising on translation	– 換算產生之匯兌差額		(408)	28,182
Total comprehensive expense for the year, net of income tax	本年度全面開支總額(扣除所得稅)		(605,721)	(810,957)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

綜合損益及其他全面收益表(續)

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

		2019 二零一九年	2018 二零一八年 (Note) (附註)
		RMB'000 人民幣千元	RMB'000 人民幣千元
Note 附註			
Loss for the year attributable to:	以下應佔本年度虧損：		
Owners of the Company	本公司擁有人	(557,550)	(800,530)
Non-controlling interests	非控股權益	(47,763)	(38,609)
		(605,313)	(839,139)
Total comprehensive expense for the year attributable to:	以下應佔本年度全面開支總額：		
Owners of the Company	本公司擁有人	(566,923)	(780,896)
Non-controlling interests	非控股權益	(38,798)	(30,061)
		(605,721)	(810,957)
		2019 二零一九年 RMB cents 人民幣分	2018 二零一八年 RMB cents 人民幣分
Loss per share attributable to owners of the Company	本公司擁有人應佔每股虧損		
– Basic and diluted	– 基本及攤薄	15	(7.64)
			(11.35)

Note:

The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is no restated. See Note 2(a).

附註：

本集團於二零一九年一月一日採用經修訂追溯法首次應用香港財務報告準則第16號。根據該方法，比較資料不予重列。請見附註2(a)。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

			2019 二零一九年	2018 二零一八年 (Note) (附註)
		Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	3,850	35,779
Investment properties	投資物業	17	1,150	1,130
Prepaid lease payments	預付租賃款項		–	384
Right-of-use assets	使用權資產	18	376,358	–
Intangible assets	無形資產	19	60,385	525,729
Goodwill	商譽	20	20,441	20,077
Other deposits	其他按金	21	5,464	5,481
Interest in an associate	於聯營公司之權益	22	63,720	118,141
			531,368	706,721
Current assets	流動資產			
Inventories	存貨	23	85,937	91,501
Trade and other receivables, deposits and prepayments	貿易及其他應收賬款、按金及預付款項	24	116,598	217,609
Loan receivables	應收貸款	25	86,405	100,193
Prepaid lease payments	預付租賃款項		–	14
Financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產	26	91,693	123,237
Pledged bank deposits	已抵押銀行存款	27	–	20,620
Bank balances and cash	銀行結餘及現金	27	101,167	173,110
			481,800	726,284
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	28	372,698	367,664
Bond payables	應付債券	29	68,613	67,393
Taxation payables	應付稅項		4,166	7,416
Government grant	政府補助		24	24
Lease liabilities	租賃負債	18	2,172	–
Derivative financial instruments	衍生財務工具	32	25,529	–
Obligation under finance leases	融資租賃承擔	30	–	205
Bank loans	銀行貸款	31	47,050	90,350
Loans from other financial institutions	來自其他金融機構之貸款	31	223,764	220,866
Other borrowings	其他借貸	31	41,115	165,045
			785,131	918,963
Net current liabilities	流動負債淨額		(303,331)	(192,679)
Total assets less current liabilities	總資產減流動負債		228,037	514,042

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

綜合財務狀況表(續)

As at 31 December 2019 於二零一九年十二月三十一日

			2019 二零一九年	2018 二零一八年 (Note) (附註)
		Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	18	988	—
Obligation under finance leases	融資租賃承擔	30	—	205
Convertible bonds	可換股債券	32	126,848	—
Government grant	政府補助		152	176
Deferred tax liabilities	遞延稅項負債	33	61,619	76,340
			189,607	76,721
Net assets	資產淨值		38,430	437,321
Capital and reserve	資本及儲備			
Share capital	股本	34	648,584	616,617
Reserves	儲備		(546,890)	(154,822)
Equity attributable to owners of the Company	本公司擁有人應佔權益		101,694	461,795
Non-controlling interests	非控股權益		(63,264)	(24,474)
Total equity	總權益		38,430	437,321

Note:

The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See Note 2(a).

The consolidated financial statements on pages 85 to 247 were approved and authorised for issue by the board of directors on 6 May 2020 and are signed on its behalf by:

Deng Jun Jie

鄧俊杰

Co-Chairman and Executive Director

聯席主席兼執行董事

附註：

本集團於二零一九年一月一日採用經修訂追溯法首次應用香港財務報告準則第16號。根據該方法，比較資料不予重列。請見附註2(a)。

第85至247頁之綜合財務報表已於二零二零年五月六日獲董事會批准通過並由以下人士代表簽署：

Chan Wai Kit

陳偉傑

Executive Director

執行董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Share capital	Share premium	Special reserve	Other reserve	Convertible bond equity reserve	Translation reserve	Statutory surplus reserve fund	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	特別儲備	其他儲備	可換股債券權益儲備	匯兌儲備	儲備金	累計虧損	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				Note (i)	Note (ii)			Note (iii)				
				附註(i)	附註(ii)			附註(iii)				
At 31 December 2017 as previously reported	於二零一七年十二月三十一日	616,617	1,114,099	98,731	-	-	(5,965)	30,560	(596,435)	1,257,607	41,095	1,298,702
Impact on initial application of Hong Kong Financial Reporting Standard ("HKFRS") 9	首次應用香港財務報告準則(「香港財務報告準則」)第9號的影響	-	-	-	-	-	271	-	(15,187)	(14,916)	(125)	(15,041)
At 1 January 2018 (restated)	於二零一八年一月一日(經重列)	616,617	1,114,099	98,731	-	-	(5,694)	30,560	(611,622)	1,242,691	40,970	1,283,661
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(800,530)	(800,530)	(38,609)	(839,139)
Other comprehensive income for the year	本年度之其他全面收益	-	-	-	-	-	19,634	-	-	19,634	8,548	28,182
- Exchange differences arising on translation	- 換算產生之匯兌差額	-	-	-	-	-	19,634	-	-	19,634	8,548	28,182
Total comprehensive income for the year	本年度之全面收益總額	-	-	-	-	-	19,634	-	(800,530)	(780,896)	(30,061)	(810,957)
Acquisition of subsidiaries (Note 11)	收購附屬公司(附註11)	-	-	-	-	-	-	-	-	-	(35,383)	(35,383)
At 31 December 2018	於二零一八年十二月三十一日	616,617	1,114,099	98,731	-	-	13,940	30,560	(1,412,152)	461,795	(24,474)	437,321
1 January 2019	二零一九年一月一日	-	-	-	-	-	-	-	(557,550)	(557,550)	(47,763)	(605,313)
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(557,550)	(557,550)	(47,763)	(605,313)
Other comprehensive (expenses)/income for the year	本年度之其他全面(開支)/收益	-	-	-	-	-	(9,373)	-	-	(9,373)	8,965	(408)
- Exchange differences arising on translation	- 換算產生之匯兌差額	-	-	-	-	-	(9,373)	-	-	(9,373)	8,965	(408)
Total comprehensive expenses for the year	本年度之全面開支總額	-	-	-	-	-	(9,373)	-	(557,550)	(566,923)	(38,798)	(605,721)
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	8	8
Capital contribution arising from initial recognition of derivative financial instruments (Note 32)	初始確認衍生財務工具產生之注資(附註32)	-	-	-	73,876	-	-	-	-	73,876	-	73,876
Issue of convertible bonds, net of transaction cost (Note 32)	發行可換股債券(扣除交易成本)(附註32)	-	-	-	-	53,028	-	-	-	53,028	-	53,028
Issue of consideration shares for movie investments (Note 34)	就電影投資發行代價股份(附註34)	31,967	47,951	-	-	-	-	-	-	79,918	-	79,918
		31,967	47,951	-	73,876	53,028	-	-	-	206,822	8	206,830
At 31 December 2019	於二零一九年十二月三十一日	648,584	1,162,050	98,731	73,876	53,028	4,567	30,560	(1,969,702)	101,694	(63,264)	38,430

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

綜合權益變動表(續)

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

Notes:

- i. The special reserve represents the differences between the nominal amount of the shares issued by the Company and the Group's former holding company and the aggregate amount of paid-up capital of the subsidiaries acquired pursuant to the group reorganisation in 2005 in preparation for the listing of the Company's shares, net of subsequent distribution to shareholders.
- ii. As disclosed in Note 32, the derivative financial instruments arisen from the subscription agreement of convertible bonds became unconditional, such derivative financial instruments are deemed as capital contribution as subscriber is the substantial shareholder of the Company.
- iii. As stipulated by the relevant laws and regulations for foreign investment enterprises in People's Republic of China (the "PRC"), the Company's PRC subsidiaries are required to maintain a statutory surplus reserve fund which is non-distributable. Appropriation to such reserve is made out of net profit after taxation of the statutory financial statements of the PRC subsidiaries while the amounts and allocation basis are decided by their board of directors annually. The statutory surplus reserve fund can be used to make up prior year losses, if any, and can be applied in conversion into capital by means of capitalisation issue.

附註：

- i. 特別儲備指本公司及本集團前控股公司已發行股份面值，與根據於二零零五年為籌備本公司股份上市之集團重組所收購之附屬公司之繳入資本總額之總和扣除其後向股東作出之分派之間的差額。
- ii. 誠如附註32所披露，可換股債券認購協議產生之衍生財務工具成為無條件，該等衍生財務工具被視為注資，原因是認購人為本公司主要股東。
- iii. 按有關中華人民共和國(「中國」)外資企業之相關法例及法規，本公司之中國附屬公司須存置不可分派之法定盈餘儲備金。有關儲備之撥款乃來自中國附屬公司法定財務報表之除稅後純利，而款額及分配基準乃由有關公司之董事會按年決定。法定盈餘儲備金可用於彌補過往年度之虧損(如有)及可以資本化發行之方式轉換為資本。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

			2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	Notes 附註			
Operating activities	經營業務			
Loss before taxation	除稅前虧損		(621,875)	(839,756)
Adjustments for:	就下列各項作出調整：			
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	8	484	8,754
Gain on disposal of intangible assets	出售無形資產之收益	8	(11,025)	—
Interest income	利息收入	8	(425)	(689)
Interest expenses	利息開支	9	122,482	66,383
Amortisation of intangible assets	無形資產之攤銷	10	7,394	72,591
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	10	11,136	20,070
Depreciation of right-of-use assets	使用權資產之折舊	10	18,793	—
Fair value loss on financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產之公平值虧損	10	30,818	48,836
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	16	25,944	30,137
Impairment loss on right-of-use assets	使用權資產之減值虧損	18	93,889	—
Impairment loss on intangible assets	無形資產之減值虧損	19	47,492	40,683
Impairment loss on goodwill	商譽之減值虧損	20	—	114,366
Loss on deemed disposal of an associate	視作出售聯營公司之虧損	22	21,527	—
Share of profit of an associate	分佔聯營公司溢利	22	11,089	205,129
Impairment loss on interest in an associate	於聯營公司之權益減值虧損	22	21,075	56,798
Write-down of inventories	存貨撇減	23	19,871	65,545
Reversal of write-down of inventories	撥回存貨撇減	23	(15,667)	(22,948)
Net impairment loss on trade and other receivables	貿易及其他應收款項之減值虧損淨值	24	7,647	4,941
Impairment loss in respect of deposits paid for suppliers	已付供應商按金之減值虧損	24	1,182	2,908
Reversal of impairment loss in respect of deposits paid for suppliers	撥回已付供應商按金之減值虧損	24	(4,253)	(8,003)
Net impairment loss on loan receivables	應收貸款之減值虧損淨額	25	1,959	5,349
Loss on the derivative financial instruments	衍生財務工具之虧損	32	100,744	—
Amortisation of prepaid lease payments	預付租賃款項之攤銷	10	—	14
Amortisation of government grant	政府補助之攤銷		(24)	(24)

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

綜合現金流量表(續)

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

		Note	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量		(109,743)	(128,916)
Decrease/(increase) in inventories	存貨減少/(增加)		1,360	(25,310)
Decrease/(increase) in financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產減少/(增加)		83,403	(114,171)
Decrease in trade and other receivables	貿易及其他應收賬款減少		90,750	102,486
Decrease in loan receivables	應收貸款減少		13,436	33,385
(Decrease)/increase in deferred revenue	遞延收益(減少)/增加		(7,022)	10,999
Decrease/(increase) in bank balances and cash – segregated accounts	銀行結餘及現金減少/(增加) — 獨立賬戶		64,398	(27,588)
(Decrease)/increase in trade and other payables	貿易及其他應付賬款(減少)/增加		(24,383)	93,851
Cash generated from/(used in) operations	經營所產生/(動用)之現金		112,199	(55,264)
Taxation (paid)/refunded	(已付)/已退回稅項		(3,625)	614
Net cash generated from/(used in) operating activities	經營業務所產生/(動用)之現金淨額		108,574	(54,650)
Investing activities	投資業務			
Interest received	已收利息	8	425	689
Purchase of property, plant and equipment	購置物業、廠房及設備		(3,351)	(36,510)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		617	458
Additions of intangible assets	添置無形資產		(5,336)	(82,197)
Proceeds from disposal of intangible assets	出售無形資產之所得款項		7,788	—
Withdrawal of pledged bank deposits	提取已抵押銀行存款		20,620	17,800
Deposit for other assets	其他資產之按金		—	(4,603)
Acquisition of an associate	收購聯營公司		—	(109,312)
Acquisition of subsidiaries	收購附屬公司		—	(86,823)
Net cash generated from/(used in) investing activities	投資業務所產生/(動用)之現金淨額		20,763	(300,498)

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

綜合現金流量表(續)

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

		Note	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
		附註		
Financing activities	融資活動			
Interest paid	已付利息		(102,608)	(57,487)
Repayment of lease liabilities (including interest paid)	償還租賃負債(包括已付利息)		(2,291)	—
Proceeds from bank loans, loans from other financial institutions and other borrowings	來自銀行貸款、其他金融機構之 貸款及其他借貸之所得 款項		115,473	454,281
Proceeds from a non-controlling owners of subsidiaries	來自附屬公司非控股權益所得 款項		—	52,877
Repayment of bank loans, loans from other financial institutions and other borrowings	償還銀行貸款、其他金融機構 之貸款及其他借貸		(255,110)	(147,039)
Repayment of finance leases	償還融資租賃		—	(184)
Proceeds from issuance of convertible bonds (net of transaction cost)	發行可換股債券之所得款項 (扣除交易成本)		178,017	—
Repayment of amount due to a related company	償還應付關連公司款項		(55,257)	(7,872)
Net cash (used in)/generated from financing activities	融資活動所(動用)/產生之 現金淨額		(121,776)	294,576
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少) 淨額		7,561	(60,572)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物		37,295	121,687
Effect of foreign exchange rate changes	外幣匯率變動之影響		(15,106)	(23,820)
Cash and cash equivalents at 31 December	於十二月三十一日之現金及 現金等價物		29,750	37,295
Analysis of the balances of cash and cash equivalents	現金及現金等價物之結餘分析			
Bank balances and cash – general accounts and cash	銀行結餘及現金—一般賬戶及 現金	27	29,750	37,295

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

1. GENERAL

Asia Television Holdings Limited was incorporated and registered as an exempted company with limited liability under the Companies Law of the Cayman Islands and acts as an investment holding company. The principal activities of its principal subsidiaries are set out in Note 40. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are disclosed in the "Corporate Information" of this annual report.

The consolidated financial statements have been presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated. The directors of the Company considered Hong Kong dollars ("HK\$") is the functional currency of the Company since the business transactions, in terms of operating, investing and financing activities of the Company itself are mainly denominated in HK\$.

Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). In addition, the consolidated financial statements include applicable disclosures required by The Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The Group's recorded a net loss of approximately RMB605,313,000 during the year ended 31 December 2019 and it had net current liabilities of approximately RMB303,331,000 as at 31 December 2019. These conditions indicate the existence of material uncertainties which may cast doubt about the Group's ability to continue as going concern.

1. 一般事項

亞洲電視控股有限公司根據開曼群島公司法註冊成立及註冊為獲豁免有限責任公司，並作為投資控股公司。其主要附屬公司之主要業務載於附註40。本公司股份在香港聯合交易所有限公司（「聯交所」）主板上市。本公司之註冊辦事處與主要營業地點的地址載於本年報「公司資料」一節。

綜合財務報表乃以人民幣（「人民幣」）呈列，除另有說明者外，所有價值均約整至最接近千位數。本公司董事認為，港元（「港元」）為本公司之功能貨幣，原因是本公司本身在經營、投資及融資活動方面之業務交易主要以港元計值。

編製基準

綜合財務報表乃根據香港會計師公會（「香港會計師公會」）所頒佈之香港財務報告準則（「香港財務報告準則」）此包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例規定之適用披露資料。

於截至二零一九年十二月三十一日止年度，本集團錄得淨虧損約人民幣605,313,000元，而其於二零一九年十二月三十一日之流動負債淨額約為人民幣303,331,000元。該等狀況表明存在重大不確定因素，可能會令本集團持續經營能力存疑。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

1. GENERAL – CONTINUED

Basis of preparation – continued

The directors of the Company have taken the following measures to mitigate the liquidity pressure and to improve its financial position:

- (i) Actively negotiating with lenders and other financial institutions to renew loans that have fallen due;
- (ii) Implementing comprehensive policies to monitor cash flows through cutting costs and capital expenditure;
- (iii) Exploring the possibility of disposing certain non-core assets;
- (iv) Soliciting for further financing arrangements which include placing of new shares to new potential investors;
- (v) Negotiating to extend two of the loans from other financial institutions (Note 31(c)(i)) and other borrowings (Note 31(e)(i)).
- (vi) Obtained a financial undertaking and financial support from a substantial shareholder of the Company who is also a director of the Company; and
- (vii) Obtained a new credit facilities of not less than HK\$200,000,000 which is effective for a period of 17 months from the reporting date.

Based on the Group's cash flow projections, taking into account of effectiveness and feasibility of the above measures covering a period of twelve month from the end of the reporting period prepared by the management, the directors of the Company consider the Group would be able to finance its operations and to meet its financial obligations as and when they fall due within the forecast period. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Should the Group be unable to operate as a going concern, adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any future liabilities that may arise and to re-classify non-current assets and liabilities as current assets and liabilities. The effects of these adjustments have not been reflected in the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments and investment properties, which are measured at fair value as explained in the accounting policies set out below.

1. 一般事項 – 續

編製基準 – 續

本公司董事已採取以下措施以減輕流動資金壓力及改善其財務狀況：

- (i) 積極與貸款人及其他金融機構談判，以重續已逾期貸款；
- (ii) 實施全面的政策通過削減成本及資本支出以監測現金流量；
- (iii) 尋求出售若干非核心資產的可能性；
- (iv) 物色進一步融資安排，包括向新潛在投資者配售新股份；
- (v) 磋商延長其中兩項來自其他金融機構之貸款(附註31(c)(i))及其他借貸(附註31(e)(i))。
- (vi) 自本公司一名主要股東(亦身兼本公司董事)取得財務承擔及財務支援；及
- (vii) 取得不少於200,000,000港元之新信貸融資，自報告日期起計為期17個月。

基於管理層經考慮、上述措施的成效及可行性所編製本集團涵蓋報告期末起十二個月期間的現金流量預測，本公司董事認為本集團將能夠於預測期內為其業務提供資金並履行其到期之財務責任。因此，綜合財務報表乃按持續經營基準編製。

倘本集團無法持續經營，則須作出調整以將本集團資產的賬面值減記至其可收回金額，以撥付可能出現的任何未來負債及重新分類非流動資產及負債作為流動資產及負債。該等調整的影響尚未反映至綜合財務報表。

綜合財務報表乃根據歷史成本基準編製，惟若干財務工具及投資物業如下文所載會計政策所解釋按公平值計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

2. APPLICATION OF NEW AND REVISED HKFRSs

(a) Adoption of new and revised HKFRSs – effective 1 January 2019

The Group has applied for the first time, the following new and revised HKFRSs issued by the HKICPA which is effective for the Group's consolidated financial statements for the annual period beginning on 1 January 2019.

(i) 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.

As a lessee

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

2. 應用新訂及經修改之香港財務報告準則

(a) 採納新訂及經修改之香港財務報告準則 – 於二零一九年一月一日生效

本集團已首次應用下列由香港會計師公會頒佈，並對本集團於二零一九年一月一日開始之年度期間之綜合財務報表生效之新訂及經修改之香港財務報告準則。

(i) 香港財務報告準則第16號租賃

本集團於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號租賃(「香港會計準則第17號」)及相關詮釋。

租賃的定義

本集團已選擇可行權宜方法，就先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)–詮釋第4號釐定安排是否包括租賃識別為租賃的合約應用香港財務報告準則第16號，而不會對先前並未識別為包括租賃的合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

就於二零一九年一月一日或之後訂立或修訂的合約而言，本集團於評估合約是否包括租賃時根據香港財務報告準則第16號所載的規定應用租賃的定義。

作為承租人

本集團已追溯應用香港財務報告準則第16號，累計影響於首次應用日期(二零一九年一月一日)確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

2. APPLICATION OF NEW AND REVISED HKFRSs – CONTINUED

(a) Adoption of new and revised HKFRSs – effective 1 January 2019 – continued

(i) HKFRS 16 Leases – continued

As a lessee – continued

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. Specifically, discount rate for certain leases of properties was determined on a portfolio basis; and
- (iv) used hindsight based on facts and circumstances as at date of initial application in determining the lease terms of certain leases of properties for the Group's leases with extension and termination options.

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 rate applied by the relevant group entity is 4.03%.

2. 應用新訂及經修改之香港財務報告準則 – 續

(a) 採納新訂及經修改之香港財務報告準則 – 於二零一九年一月一日生效 – 續

(i) 香港財務報告準則第16號租賃 – 續

作為承租人 – 續

於過渡時應用香港財務報告準則第16號項下的經修訂追溯法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法：

- (i) 選擇不就租期於首次應用日期起計12個月內結束的租賃確認使用權資產及租賃負債；
- (ii) 於首次應用日期計量使用權資產時撇除初始直接成本；
- (iii) 對在相似經濟環境下屬相似類別相關資產且剩餘期限相近的租賃組合採用單一貼現率。特別是，若干物業租賃的貼現率乃按組合基準釐定；及
- (iv) 根據於首次應用日期的事實及情況於事後釐定本集團附有續租及終止選擇權的若干物業租賃的租期。

就先前分類為經營租賃的租賃確認租賃負債時，本集團已應用於首次應用日期相關集團實體的增量借款利率。相關集團實體所應用的加權平均增量借款利率為4.03%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

2. APPLICATION OF NEW AND REVISED HKFRSs – CONTINUED

(a) Adoption of new and revised HKFRSs – effective 1 January 2019 – continued

(i) HKFRS 16 Leases – continued

As a lessee – continued

2. 應用新訂及經修改之香港財務報告準則－續

(a) 採納新訂及經修改之香港財務報告準則－於二零一九年一月一日生效－續

(i) 香港財務報告準則第16號租賃－續

作為承租人－續

		At 1 January 2019 於二零一九年 一月一日 RMB'000 人民幣千元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露的經營租賃承擔	4,105
Less: Practical expedient – leases with lease term ending within 12 months from the date of initial application	減：可行權宜方法－租期於首次應用日期起計12個月內結束的租賃	(912)
Effect from discounting at incremental borrowing rate as at 1 January 2019	按於二零一九年一月一日之增量借款利率貼現之影響	(152)
Lease liabilities discounted at relevant incremental borrowing rates relating to operating leases recognised upon application of HKFRS 16 as at 1 January 2019	於二零一九年一月一日應用香港財務報告準則第16號時確認與經營租賃有關的按相關增量借款利率貼現之租賃負債	3,041
Add: Obligations under finance leases recognised at 31 December 2018	加：於二零一八年十二月三十一日確認的融資租賃承擔	410
Lease liabilities as at 1 January 2019	於二零一九年一月一日的租賃負債	3,451
Analysed into	按以下類別進行分析	
Current	流動	1,479
Non-current	非流動	1,972
		3,451

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

2. APPLICATION OF NEW AND REVISED HKFRSs – CONTINUED

(a) Adoption of new and revised HKFRSs – effective 1 January 2019 – continued

(i) HKFRS 16 Leases – continued

As a lessee – continued

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

	Notes 附註	Right-of-use assets 使用權資產 RMB'000 人民幣千元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16		3,041
Reclassified from prepaid lease payments and intangible assets	(a)	476,205
Amounts included in property, plant and equipment under HKAS 17 – Assets previously under finance leases	(b)	475
		479,721

(a) Upfront payments for leasehold lands in the PRC and premium over prepaid lease payment in Hong Kong for own used properties were classified as prepaid lease payments as at 31 December 2018. Upon application of HKFRS 16, the prepaid lease payments and intangible assets amounting to approximately RMB398,000 and RMB475,807,000 respectively, were reclassified to right-of-use assets.

(b) In relation to assets previously under finance leases, the Group recategorised the carrying amounts of the relevant assets which were still under lease as at 1 January 2019 amounting to approximately RMB475,000 as right-of-use assets. In addition, the Group reclassified the obligations under finance leases of approximately RMB205,000 and RMB205,000 to lease liabilities as current and non-current liabilities respectively at 1 January.

2. 應用新訂及經修改之香港財務報告準則 – 續

(a) 採納新訂及經修改之香港財務報告準則 – 於二零一九年一月一日生效 – 續

(i) 香港財務報告準則第16號租賃 – 續

作為承租人 – 續

於二零一九年一月一日，作自用用途之使用權資產之賬面值包括以下各項：

(a) 於二零一八年十二月三十一日，中國之租賃土地之預付款項及香港之自用物業之預付租賃款項溢價分類為預付租賃款項。於應用香港財務報告準則第16號後，預付租賃款項及無形資產分別約人民幣398,000元及人民幣475,807,000元重新分類為使用權資產。

(b) 就先前於融資租賃項下的資產而言，本集團將於二零一九年一月一日仍在租賃項下之有關資產的賬面值約人民幣475,000元重新分類為使用權資產。此外，於一月一日，本集團將融資租賃承擔約人民幣205,000元及人民幣205,000元重新分類至租賃負債，並分別列為流動及非流動負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

2. APPLICATION OF NEW AND REVISED HKFRSs – CONTINUED

(a) Adoption of new and revised HKFRSs – effective 1 January 2019 – continued

(ii) Interest in an associate

The associate applied the practical expedients to the leases previously classified as operating lease under HKAS 17, and elected not to recognise right-of-use assets and lease liabilities for their leases with lease terms ends within 12 months of the date of initial application (i.e. 1 January 2019). Such application has had no impact on the consolidated financial statements of the associate and of the Group.

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

2. 應用新訂及經修改之香港財務報告準則－續

(a) 採納新訂及經修改之香港財務報告準則－於二零一九年一月一日生效－續

(ii) 於聯營公司之權益

該聯營公司對先前根據香港會計準則第17號分類為經營租賃之租賃應用可行權宜方法，並選擇不就租期於首次應用日期(即二零一九年一月一日)起計12個月內結束的租賃確認使用權資產及租賃負債。有關應用並無對該聯營公司及本集團之綜合財務報表造成任何影響。

於二零一九年一月一日的綜合財務狀況表確認的金額已作出以下調整。不受有關變動影響的項目並未包括在內。

	Carrying amounts previously reported at 31 December 2018	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019
	先前於二零一八年十二月三十一日報告的賬面值 RMB'000 人民幣千元	調整 RMB'000 人民幣千元	於二零一九年一月一日根據香港財務報告準則第16號計算的賬面值 RMB'000 人民幣千元
Non-current Assets			
Property, plant and equipment	35,779	(475)	35,304
Prepaid lease payments	384	(384)	–
Right-of-use assets	–	479,721	479,721
Intangibles assets	525,729	(475,807)	49,922
Current Assets			
Prepaid lease payments	14	(14)	–
Current Liabilities			
Lease liabilities	–	(1,479)	(1,479)
Obligations under finance leases	(205)	205	–
Non-current Liabilities			
Lease liabilities	–	(1,972)	(1,972)
Obligations under finance leases	(205)	205	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

2. APPLICATION OF NEW AND REVISED HKFRSs – CONTINUED

(b) New and revised HKFRSs not yet adopted

2. 應用新訂及經修改之香港財務報告準則 – 續

(b) 尚未採納之新訂及經修改之香港財務報告準則

		Effective for annual reporting periods beginning on or after the following date or after the reporting period
HKFRS 3 (Revised) Amendments	Definition of a Business	1 January 2020
香港財務報告準則第3號(經修訂)之修訂	業務定義	二零二零年一月一日
HKAS 1 (Revised) and HKAS 28 Amendments	Definition of Material	1 January 2020
香港會計準則第1號(經修訂)及香港會計準則第28號之修訂	重大的定義	二零二零年一月一日
Conceptual Framework For Financial Reporting 2018	Revised Conceptual Framework For Financial Reporting	1 January 2020
財務報告概念框架2018	財務報告經修訂概念框架	二零二零年一月一日
Amendments to HKAS 1 and HKAS 8	Definition of Material	1 January 2020
香港會計準則第1號及香港會計準則第8號之修訂	重大的定義	二零二零年一月一日
HKFRS 17	Insurance Contracts	1 January 2021
香港財務報告準則第17號	保險合約	二零二一年一月一日
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
香港財務報告準則第10號及香港會計準則第28號之修訂	投資方及其聯營公司或合營企業間的銷售或資產貢獻	待釐定

The Group has already commenced an assessment of the related impact of adopting the above new and revised HKFRSs. So far, it has concluded that the above new and revised HKFRSs will be adopted at the respective effective dates and the adoption of them is unlikely to have a significant impact on the consolidated financial statements of the Group.

本集團已開始評估採納上述新訂及經修改之香港財務報告準則的相關影響。到目前為止，已得出結論認為上述新訂及經修改之香港財務報告準則將於各自生效日期採納，而採納該等新訂及經修改之香港財務報告準則不大可能對本集團的綜合財務報表產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies are set out below:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (the "Group").

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights.

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.

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.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in 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.

3. 主要會計政策

所採納之主要會計政策如下：

綜合基準

綜合財務報表包括本公司及其附屬公司(「本集團」)之財務報表。

倘本公司直接或間接擁有被投資方之投票權或類似權利少於大多數，則本集團於評估其是否可對被投資方行使權力時將考慮一切相關事實及情況，包括：

- 與被投資方之其他投票權持有人之合約安排；
- 其他合約安排所產生之權利；及
- 本集團之投票權及潛在投票權。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本公司會重新評估其是否對被投資方擁有控制權。

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日期起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司之日期為止。

如有需要，會對附屬公司之財務報表作出調整，以使其會計政策與本集團之會計政策一致。

集團內公司間之所有資產及負債、權益、收入、開支及有關本集團成員之間交易的現金流量，已於綜合賬目時全數對銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Basis of consolidation – continued

When the Group loses control of a subsidiary, it (i) derecognises the assets and liabilities of the subsidiary at their carrying amounts at the date when control is lost, and (ii) recognises the aggregate of the fair value of the consideration received, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group.

Non-controlling interests are presented in the combined consolidated statements of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the combined consolidated statements of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company.

Business combination and goodwill

Business combinations 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 assumed 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. For each business combination, the Group elects whether to measure 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 at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

3. 主要會計政策 – 續

綜合基準 – 續

當本集團失去對附屬公司的控制權，其(i)按該附屬公司的資產及負債於失去控制權當日之賬面值終止確認有關資產及負債；及(ii)確認已收代價之公平值之總和，由此產生的任何差額於本集團應佔損益中確認為收益或虧損。

非控股權益於合併綜合財務狀況表內呈列，與本公司擁有人應佔權益分開。本集團業績的非控股權益乃於合併綜合全面收益表內呈列，作為非控股權益與本公司擁有人之間年度損益總額及全面收益總額的分配。

業務合併及商譽

業務合併乃以收購法入賬。業務合併轉移之代價按公平值計量，其計算方式為本集團轉讓資產之購買日公平值、由本集團承擔被收購方前擁有人之債務、以及由本集團發出以換取被收購方控制權之權益之總和。對於每宗業務合併，本集團可選擇是否按公平值或按非控股權益於被收購方可識別資產淨值之比例計量屬於目前之擁有權權益及賦予其持有人於清算時按比例分佔該實體淨資產之非控股權益。收購相關成本於產生時支銷。

當本集團收購一項業務時，會根據合約條款、於收購日期之經濟環境及相關條件，評估將承接之財務資產及負債，以作出適當之分類及標示，其中包括分離被收購方主合約中之嵌入式衍生工具。

倘業務合併分階段進行，以往持有之股本權益會以收購日期之公平值重新計量，任何因此產生之收益或虧損於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Business combination and goodwill – continued

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 the consolidated income statement.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or a liability that is a financial instrument and within the scope of HKAS 39 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of HKAS 39, it is measured in accordance with the appropriate HKFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being 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 acquiree (if any), the excess is recognised immediately in income statement as a bargain purchase gain.

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, 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.

3. 主要會計政策 – 續

業務合併及商譽 – 續

倘業務合併分階段完成，本集團先前於被收購方持有之股本權益重新計量至收購日期(即本集團獲得控制權當日)之公平值，而所產生之收益或虧損(如有)於綜合收益表確認。

由收購方將予轉讓之任何或然代價將於收購日期按公平值確認。倘或然代價被分類為一項資產或負債，而屬香港會計準則第39號範疇內之財務工具，會按公平值計量，而其公平值變動於損益或作為其他全面收益變動確認。倘或然代價不屬於香港會計準則第39號所界定範圍，則按照適當之香港財務報告準則計量。倘或然代價歸類為權益，則毋須重新計量，且往後結算於權益列賬。

商譽初始按成本計量，乃所轉移之代價、被收購方之非控股權益金額，以及收購方先前持有被收購方股本權益之公平值(如有)之總和與所收購之可識別資產及承擔負債之收購日期淨額比較之超出數額。倘經重新評估後，所收購之可識別資產及承擔負債之收購日期淨額超過所轉移之代價、被收購方之非控股權益金額、及收購方先前持有被收購方權益之公平值(如有)之總和，超出部份立即於收益表確認作為議價購買收益。

倘業務合併之初始會計處理於合併發生之報告期間結算日尚未完成，則本集團將就未完成會計處理之項目報告臨時金額。該等臨時金額於計量期間內作出調整，或確認新增資產或負債，以反映自於收購日期已存在之事實及情況取得而將(倘知悉其存在)對於該日期確認之金額產生影響之新信息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Business combination and goodwill – continued

After initial recognition, goodwill is carried at cost less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGU") (or groups of CGU) that is expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those CGU or groups of CGU. Impairment is determined by assessing the recoverable amount of the CGU (or group of CGU) to which the goodwill relates. If the recoverable amount of the CGU (or group of CGU) is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU (or group of CGU) and then to the other assets of the CGU on a pro-rata basis based on the carrying amount of each asset in the CGU. Any impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a CGU (or group of CGU) and part of the operation within that CGU is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the CGU retained.

Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e. existing rights that give the Group the current ability to direct the relevant activities of the investee).

In the Company's statement of financial position, interests in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

3. 主要會計政策 – 續

業務合併及商譽 – 續

初始確認後，商譽按成本扣除累計減值虧損（如有）列賬，並在綜合財務狀況表中個別列示。

商譽每年進行減值測試，或倘事件或情況變化顯示賬面值可能受損，則可能更頻密地進行測試。本集團於十二月三十一日進行年度商譽減值測試。為進行減值測試，商譽分配至本集團可望從合併協同效益中得益之每個現金產生單位（「現金產生單位」）（或現金產生單位組別）而不論該現金產生單位或該組現金產生單位是否獲分配本集團其他資產或負債。減值通過評估涉及商譽之現金產生單位（或現金產生單位組別）之可收回金額確定。倘現金產生單位（或現金產生單位組別）之可收回金額低於其賬面值，減值虧損首先予以分配以減少分配至現金產生單位（或現金產生單位組別）之商譽賬面值，然後根據現金產生單位內每項資產之賬面值按比例再分配至現金產生單位之其他資產。任何已確認之商譽減值虧損於後續期間不再轉回。

倘商譽已分配至現金產生單位（或現金產生單位組別）而該現金產生單位內之部份業務已出售，則與所出售業務相關之商譽會在釐定出售之收益或虧損時計入該業務之賬面值。在該等情況出售之商譽，乃根據所出售業務之相對價值及現金產生單位之保留份額計量。

附屬公司

附屬公司是指本公司直接或間接控制之實體（包括結構性實體）。取得控制權之條件為本集團透過參與被投資方之業務而享有或有權享有浮動回報，且有能力行使權力影響該等被投資方之回報（亦即本集團之現有權利賦予其能力操控被投資方之相關業務）。

於附屬公司之權益乃按成本減值虧損（如有）於本公司之財務狀況表內列賬。本公司按已收及應收股息入賬附屬公司之業績。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Associate and joint venture

An associate is an entity in which the Group has significant influence, which is the power to participate in the financial and operating policy decision of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

An interest in an associate or joint venture is accounted for in the consolidated financial statements under the equity method, less any impairment losses, unless it is classified as held for sale. Adjustments are made to bring into line any dissimilar accounting policies that may exist. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair value of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post-acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of comprehensive income.

When the Group's share of losses exceeds its investment in the associate or the joint venture, the Group's interest is reduced to zero and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

3. 主要會計政策 – 續

聯營公司及合營企業

聯營公司是指本集團可以對其發揮重大影響力，相當於具有參與被投資方的財務及經營決策之權力，但並無控制或聯合控制該等決策之實體。

合營公司指一種聯合安排，訂約方據此對合營公司之資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有之控制，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。

於聯營公司或合營企業之權益按權益法計入綜合財務報表，並扣除任何減值虧損（除非其分類為持作出售則除外）。調整將予作出，以使可能存在的任何不同會計政策保持一致。根據權益法，有關投資初始按成本入賬，並按本集團應佔被投資方於收購日期之可識別資產淨值之公平值超過投資成本的部分（如有）作出調整。此後，該投資按本集團於收購後應佔被投資方之資產淨值變動及與投資有關之任何減值虧損作出調整。於收購日期超出成本的任何部分、本集團於年內應佔被投資方之收購後除稅後業績以及年內任何減值虧損，均於綜合損益表確認，而本集團應佔被投資方之收購後除稅後其他全面收益項目，乃於綜合全面收益表內確認。

當本集團應佔聯營公司或合營企業之虧損超過其於聯營公司或合營企業之投資，本集團之權益將削減至零，且不再確認其他虧損，惟倘本集團招致了法定或推定責任，或替被投資方代為作出了付款則除外。就此而言，本集團之權益為按照權益法計算之投資賬面值，連同實質上構成本集團於聯營公司或合營企業投資淨額之一部分的本集團長期權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Associate and joint venture – continued

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

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment other than properties under construction less their residual values over their estimated useful lives, using straight-line method, as follows:

Buildings	Over the estimated useful lives of 30 years
Leasehold improvements	Over the remaining life of the lease but not exceeding 3 years
Furniture, fixtures and computer equipment	10% - 33 $\frac{1}{3}$ %
Production equipment	20%
Motor vehicles	20%
Right-of-use assets	The lease term
Plant and machinery	10%

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.

3. 主要會計政策 – 續

聯營公司及合營企業 – 續

本集團與其聯營公司及合營企業進行交易所產生之未變現溢利及虧損，均以本集團於被投資方之權益為限抵銷，惟可證實已轉讓資產出現減值之未變現虧損則不在此限，在此情況下，該未變現虧損即時於損益賬確認。收購聯營公司或合營企業所產生之商譽為本集團於聯營公司或合營企業之權益一部分。

物業、廠房及設備

物業、廠房及設備包括為用於生產或供應貨品或服務，或為行政目的（在建工程除外）而持有之樓宇，乃按成本減其後之累計折舊及其後之累計減值虧損於綜合財務狀況表列賬。

物業、廠房及設備項目（不包括在建物業）扣除剩餘價值後採用直線法於其估計可使用年內確認折舊以撇銷其成本，其折舊如下：

樓宇	按估計可使用年期30年
租賃改良	按剩餘租賃年期（但不超過3年）
傢俬、裝置及電腦設備	10% - 33 $\frac{1}{3}$ %
生產設備	20%
汽車	20%
使用權資產	租期
廠房及機器	10%

估計可使用年期、剩餘價值及折舊方法於各報告期間結束時檢討，估計變動之影響按預期基準入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Property, plant and equipment – continued

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 disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

Properties in the course of construction for production, supply or administrative purposes are carried at cost less any recognised impairment loss. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Right-of-use assets for buildings are depreciated over their expected useful lives on the same basis as owned. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. An investment property acquired in a business combination are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the consolidated income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the consolidated income statement in the year of the retirement or disposal.

3. 主要會計政策 – 續

物業、廠房及設備 – 續

物業、廠房及設備項目於出售後或預期持續使用資產將不會產生未來經濟利益時取消確認。因出售或報廢物業、廠房及設備項目產生之任何收益或虧損，按該項資產之出售所得款項與賬面值之間的差額釐定，並於損益賬內確認。

正處於為生產、供應或行政目的而興建階段之物業按成本值減任何已確認減值虧損列賬。當在建工程完成及可投入作擬定用途時，有關物業將撥入物業、廠房及設備之適當分類。當該等資產可投入作擬定用途時，開始計提折舊，其基準與其他物業類資產相同。

樓宇之使用權資產於預期可使用年內按與自有資產相同的基準折舊。然而，倘未能合理確定將於租期結束前取得擁有權，則資產會按租期與可使用年期之較短者計算折舊。

投資物業

投資物業是以賺取租金及／或資本增值為目的持有的土地及／或建築物。於業務合併收購的投資物業於收購日期按其公平值(被視為其成本)獲初次確認。在初次確認後，投資物業以反映報告期間結束時市場情況之公平價值列示。

投資物業公平價值變動產生之損益計入於產生年度之綜合收益表。

投資物業報廢或出售產生之損益於報廢或出售之年度之綜合收益表中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Intangible assets

Film rights and licence fees

Film rights and licence fees are carried at costs less accumulated amortisation and accumulated impairment losses, if any. It comprised (i) costs incurred to produce or acquire programme rights for the Group to broadcast related programmes on the Group's Over-The-Top ("OTT") platform and (ii) costs incurred to acquire or licence the film rights for the Group to broadcast or distribute/sublicence related films on OTT or other platforms or re-film, are capitalised as "Intangible assets".

The useful life of the intangible that arises from contractual or other legal rights shall not exceed the period of contractual or other legal rights, but may be shorter depending on the period over which the entity expects to use the asset.

The Group amortises the costs to reflect the expected pattern of consumption of expected future economic benefits. Film rights and licence fees related to OTT platform are amortised based on estimated viewing patterns. The amortisation is on an accelerated basis as the Group typically expects more upfront viewings at the initial periods after commencement of viewing. For the other film rights and licence fees, the amortisation commences when the Group expects to use the asset to derive the economic benefits. The estimated useful lives and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Other payments made in advance or in arrears of film right and licence fees recognised are stated in the consolidated statement of financial position as "Trade and other receivables, deposits and prepayments" or "Trade and other payables".

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit or loss when the asset is derecognised. An impairment loss is made when there has been a change in the estimate used to determine the recoverable amount and the carrying amount exceeds the recoverable amount.

3. 主要會計政策 – 續

無形資產

影片權利及授權費

影片權利及授權費按成本扣除累計攤銷及累計減值虧損(如有)列賬。其包括(i)本集團為製作節目或收購節目權利以於本集團之互聯網串流(「OTT」)平台播放相關節目所產生之成本；及(ii)本集團為收購或獲授權使用影片權利以於OTT或其他平台播放或發佈／再授權相關影片或重拍相關影片所產生之成本，均資本化為「無形資產」。

合約或其他法律權利產生之無形資產之可使用年期不得超過合約或其他法律權利之期限，惟可視乎實體預期使用該資產之期限而較短。

本集團將成本攤銷以反映消耗預期未來經濟利益之預期模式。與OTT平台有關之影片權利及授權費按估計收看模式予以攤銷。由於本集團一般預期於開放收看後初期有較多內容為預先收費，故影片權利及授權費按加速攤銷基準進行攤銷。就其他影片權利及授權費而言，攤銷於本集團預期使用該資產獲得經濟利益時開始。估計可使用年期及攤銷方法會於各報告期末檢討，而任何估計變動之影響會按預期基準入賬。

就已確認之影片權利及授權費而預先或其後作出之其他付款乃於綜合財務狀況表列賬為「貿易及其他應收賬款、按金及預付款項」或「貿易及其他應付賬款」。

終止確認無形資產所產生之收益或虧損以該資產之出售所得款項淨額與賬面值之差額計算，並於終止確認資產時在綜合損益表確認。倘用於釐定可收回金額的估計出現變動及賬面值超出可收回金額，則作出減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Intangible assets – continued

Other intangible assets

Other intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, other intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for other intangible asset with finite useful life is provided on a straight-line basis over its estimated useful life.

Other intangible assets with indefinite useful lives are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from being indefinite to finite is accounted for on a prospective basis.

Leasing

Definition of a lease (upon application of HKFRS 16 in accordance with transition in Note 2)

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.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified 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.

3. 主要會計政策 – 續

無形資產 – 續

其他無形資產

經業務合併收購之其他無形資產與商譽分開確認，並初始按有關資產於收購日期之公平值(被視為其成本)確認。

於初始確認後，具有限可使用年期之其他無形資產按成本扣除累計攤銷及任何累計減值虧損列賬。具有限可使用年期之其他無形資產按其估計可使用年期以直線法予以攤銷。

具無限可使用年期之其他無形資產毋須作出攤銷。具無限年期之無形資產之可使用年期於每年作檢討，以釐定無限年期之評估是否繼續成立。倘不成立，則把可使用年期評估從無限改為有限之變動將按預期基準入賬。

租賃

租賃的定義(根據附註2的過渡應用香港財務報告準則第16號後)

本集團已選擇可行權宜方法，就先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號釐定安排是否包括租賃識別為租賃的合約應用香港財務報告準則第16號，而不會對先前並未識別為包括租賃的合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

倘合約為換取代價而授予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

就於二零一九年一月一日或之後訂立或修訂的合約而言，本集團於評估合約是否包括租賃時根據香港財務報告準則第16號所載的規定應用租賃的定義。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Leasing – continued

Definition of a lease (upon application of HKFRS 16 in accordance with transition in Note 2) – continued

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 transition 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.

Short-term leases and leases of low-value assets

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

3. 主要會計政策 – 續

租賃 – 續

租賃的定義(根據附註2的過渡應用香港財務報告準則第16號後) – 續

就於首次應用日期或之後訂立或修改或因業務合併而產生的合約而言，本集團根據香港財務報告準則第16號的定義於初始、修改日期或收購日期(視適用情況而定)評估該合約是否為租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人(根據附註2的過渡應用香港財務報告準則第16號後)將代價分配至合約組成部分

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分的合約而言，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的合計獨立價格基準將合約代價分配至各項租賃組成部分。

短期租賃及低價值資產租賃

本集團對租期自開始日期起計為12個月或以內且並無包含購買選擇權的物業租賃，應用短期租賃確認豁免。其亦適用低價值資產租賃的確認豁免。短期租賃的租賃付款及低價值資產租賃按直線基準或另一系統性基準於租期內確認為開支。

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆除及移除相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況時產生的成本估計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Leasing – continued

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

Right-of-use assets – continued

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.

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.

3. 主要會計政策 – 續

租賃 – 續

本集團作為承租人(根據附註2的過渡應用香港財務報告準則第16號後) – 續

使用權資產 – 續

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

本集團合理確定於租期結束時將取得相關租賃資產所有權的使用權資產自開始日期起至可使用年末折舊。否則，使用權資產於其估計可使用年期及租期(以較短者為準)按直線法折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

可退回租賃按金

已付可退回租賃按金乃根據香港財務報告準則第9號財務工具(「香港財務報告準則第9號」)入賬且初步按公平值計量。對初步確認時的公平值作出的調整被視為額外租賃付款，並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。倘租賃隱含的利率難以釐定，則本集團會使用租賃開始日期的增量借款利率計算租賃付款的現值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Leasing – continued

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

Lease liabilities – continued

The lease payments include:

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

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

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

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

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

3. 主要會計政策 – 續

租賃 – 續

本集團作為承租人(根據附註2的過渡應用香港財務報告準則第16號後) – 續

租賃負債 – 續

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠；
- 視乎指數或利率而定的可變租賃付款，初步按於開始日期的指數或利率計量；
- 本集團根據剩餘價值擔保預期應付的金額；
- 購買選擇權在本集團合理確定行使該選擇權的情況下的行使價；及
- 於租期反映本集團會行使選擇權終止租賃時，終止租賃的罰金付款。

於開始日期後，租賃負債根據利息增長及租賃付款作出調整。

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

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

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Leasing – continued

The Group as a lessee (upon application of HKFRS 16 in accordance with transition 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.

The Group as a lessee (prior to 1 January 2019)

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.

Leases are classified as finance leases when 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.

3. 主要會計政策 – 續

租賃 – 續

本集團作為承租人(根據附註2的過渡應用香港財務報告準則第16號後) – 續

租賃修訂

倘出現以下情況，本集團會將租賃修訂作為一項單獨的租賃入賬：

- 該項修改通過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 租賃代價增加，增加的金額相當於範圍擴大對應的獨立價格，加上為反映特定合約的實際情況而對獨立價格進行的任何適當調整。

本集團作為承租人(於二零一九年一月一日之前)

就未作為一項單獨租賃入賬的租賃修訂而言，本集團基於透過使用修改生效日期的經修訂貼現率貼現經修訂租賃付款的經修改租賃的租期，重新計量租賃負債。

本集團透過對相關使用權資產進行相應調整，將出租人的租賃負債及租賃激勵的重新計量入賬。當經修改合約包含租賃組成部分及一個或多個其他租賃或非租賃組成部分時，本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的合計獨立價格將經修改合約中的代價分配至每個租賃組成部分。

凡租賃條款將擁有權之絕大部份風險及回報轉移至承租人之租賃，均分類為融資租賃。所有其他租賃則分類為經營租賃。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Leasing – continued

The Group as a lessee (prior to 1 January 2019) – continued

The Group as lessee

Assets held under finance leases are initially recognised as assets at their fair value or, if lower, the present value of the minimum lease payments. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to profit or loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write down or loss occurs. The amount of any reversal of any write down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

3. 主要會計政策 – 續

租賃 – 續

本集團作為承租人(於二零一九年一月一日之前) – 續

本集團作為承租人

根據融資租賃持有之資產初始按其公平值或最低租賃付款之現值(取金額較低者)確認為資產。相應之租賃承擔以負債列示。租賃付款於本金與利息之間進行分析。利息部分於租期內從損益中扣除，其按租賃負債之固定比例計算。本金部分可用作扣減欠付出租人之餘額。

經營租賃款項以直線法於租賃期內確認，惟倘另一個有系統的基準更能代表使用租賃資產所產生之經濟利益之時間模式則除外。

存貨

存貨乃按成本與可變現淨值兩者之較低者列賬。成本使用先進先出法計算。可變現淨值指存貨之估計售價減估計完工成本及銷售所需之所有成本。

存貨售出時，該等存貨之賬面值在確認相關收益之期間確認為開支。任何自撇減存貨至可變現淨值所產生之金額及所有存貨損失金額於發生撇減或損失之期間確認為開支。任何自撥回任何撇減存貨所產生之金額均確認為存貨金額削減，並於發生撥回之期間確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

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/settlement 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 or financial liabilities 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 or financial liabilities 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/dividend income which are derived from the Group's ordinary course of business are presented as revenue.

3. 主要會計政策 – 續

財務工具

當本集團旗下實體成為財務工具合約條文之訂約方時確認財務資產及財務負債。所有以正常方式購買或出售之財務資產按交易日／結算日基準確認及剔除確認。正常購買或出售方式指須於規例或市場慣例設定之時限內以交付資產方式購買或出售財務資產。

自二零一八年一月一日起，財務資產及財務負債初步按公平值計量，除客戶合約產生的應收賬款初步根據香港財務報告準則第15號計量除外。收購或發行財務資產及財務負債（按公平值計入損益之財務資產或財務負債除外）產生之直接應佔交易成本，於初步確認財務資產或財務負債之公平值加入或扣除（視適用情況而定）。收購按公平值計入損益賬之財務資產或財務負債時產生之直接應佔交易成本即時於損益確認。

實際利率法是一種計算有關期間內財務資產或財務負債之攤銷成本及分配利息收入及利息開支的方法。實際利率指將融資產或財務負債在預計年期或較短期間（倘適用）之估計未來現金收入及付款（包括構成實際利率的所有已付或已收費用和點數、交易成本及其他溢價或折讓）準確貼現至初步確認時賬面淨值之利率。

來自本集團一般業務過程之利息／股息收入呈列為收益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Financial assets

The Group assesses the classification and measurement of a financial asset based on the contractual cash flows characteristics of the asset and the Group's business model for managing the asset.

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.

All other financial assets are subsequently measured at FVTPL.

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.

3. 主要會計政策 – 續

財務資產

本集團根據資產的合約現金流量特徵及本集團管理資產的業務模式評估財務資產的分類及計量。

財務資產的分類及期後計量

滿足以下條件其後按攤銷成本計量的財務資產：

- 於一個經營模式下持有之財務資產，而其持有的目的是為了收取合約現金流量；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有其他財務資產其後按公平值計入損益賬計量。

倘符合下列條件，則財務資產乃分類為持作買賣：

- 購入的主要目的以於短期內出售；或
- 於初次確認時，其為本集團共同管理之可識別財務工具組合的一部分，並具有短期套利的近期實際模式；或
- 其屬並非指定及作為對沖工具生效的衍生工具。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Financial assets – continued

Classification and subsequent measurement of financial assets – continued

(i) *Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If 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 the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) *Financial assets at FVTPL*

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

The Group has certain investments in movie projects which entitles the Group to receive a fixed and/or variable income based on the Group's investment amount and/or expected rate of return as specified in the respective film investment agreements. All movie investments which give rise to cash flows that are not solely payments of principal and interest on the principal amount outstanding are stated 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. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

3. 主要會計政策 – 續

財務資產 – 續

財務資產的分類及期後計量 – 續

(i) *攤銷成本及利息收入*

其後按攤銷成本計量的財務資產乃使用實際利息法予以確認。利息收入乃對一項財務資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的財務資產除外(見下文)。就其後出現信貸減值的財務資產而言，自下一報告期起，利息收入乃對財務資產攤銷成本應用實際利率予以確認。倘信貸減值財務工具的信貸風險好轉，使財務資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對財務資產賬面總值應用實際利率予以確認。

(ii) *按公平值計入損益賬之財務資產*

不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益標準的財務資產會以按公平值計入損益賬計量。

本集團對若干電影項目進行投資，使本集團有權根據相關電影投資協議中規定的本集團投資金額及／或預期回報率收取固定及／或可變收入。現金流量並非純粹支付本金及未償還本金利息的所有電影投資均按公平值計入損益賬。

於各個報告期末按公平值計入損益賬之財務資產按公平值計量，任何公平值收益或虧損於損益確認。於損益確認之淨收益或虧損不包括自財務資產賺取的任何股息或利息並計入「其他收益及虧損」項目。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Financial assets – continued

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (the “ECL”) on financial assets which are subject to impairment under HKFRS 9 (including trade receivables, loan receivables and other receivables). The amount of ECL is updated at each reporting date 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, 12-month ECL (“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 date. 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 date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables (except for receivable from margin clients) and contract assets. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings.

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.

For receivables from cash clients and margin clients, the Group considers there has been a significant increase in credit risk when the clients cannot meet the margin call requirement and uses the loan-to-collateral value (“LTV”) to make its assessment.

3. 主要會計政策 – 續

財務資產 – 續

財務資產減值

本集團就財務資產的預期信貸虧損(「預期信貸虧損」)確認虧損撥備，有關撥備受香港財務報告準則第9號之減值要求(包括貿易應收賬款、應收貸款及其他應收款項)所限。預期信貸虧損金額於各報告日期更新，以反映自初次確認以來信貸風險的變動。

全期預期信貸虧損指相關工具預期期限內，所有可能違約事件引致的預期信貸虧損。反之，十二個月預期信貸虧損(「十二個月預期信貸虧損」)指於報告日後十二個月內可能發生的違約事件預期引致的部分全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗而作出，並經債務人特有的因素、一般經濟狀況，以及對報告日當前狀況和日後情況的預測而作出調整。

本集團一直就貿易應收賬款(應收保證金客戶之應收賬款除外)及合約資產確認全期預期信貸虧損。該等資產之預期信貸虧損乃共同採用合適組別的撥備矩陣進行評估。

就所有其他工具而言，本集團以相等於十二個月預期信貸虧損計量虧損撥備，除非信貸風險自初始確認以來大幅增加，在此情況下本集團則確認全期預期信貸虧損。就應否確認全期預期信貸虧損而作出的評估，應基於自初始確認以來發生違約的可能性或風險大幅增加而作出。

就應收現金客戶及保證金客戶之應收賬款而言，當客戶無法滿足追繳保證金要求時，本集團認為信貸風險顯著增加，並使用若干貸款對抵押品價值(「貸款價值比」)作出評估。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Financial assets – continued

Impairment of financial assets – continued

(i) 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 date 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;
- 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.

3. 主要會計政策 – 續

財務資產 – 續

財務資產減值 – 續

(i) 信貸風險大幅增加

於評估信貸風險是否自初始確認以來已大幅增加時，本集團將於報告日財務工具發生違約的風險，與於初始確認日期財務工具發生違約的風險進行比較。於進行此評估時，本集團考慮合理而具理據的定量及定質資料，包括過往經驗及可在毋須付出不必要成本或資源即可取得的前瞻性資料。

尤其是，當評估信貸風險是否已大幅增加時，將會考慮以下資料：

- 財務工具的外部(如有)或內部信貸評級實際或預期發生重大惡化；
- 外在市場信貸風險指標顯著惡化，例如信貸利差大幅增加、債務人的信貸違約掉期價格；
- 目前或預測業務、財務或經濟狀況出現不利變動，預期會大幅削弱債務人履行其債務責任的能力；
- 債務人營運業績實際或預期出現大幅惡化；
- 法規、經濟或債務人的技術環境實際或預期出現重大不利變動，導致大幅削弱債務人履行其債務責任的能力。

除非本集團有合理及具理據的資料另有所指，不論上述評估的結果為何，當合約款項逾期超過30日，本集團即假設信貸風險自初始確認以來已大幅增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Financial assets – continued

Impairment of financial assets – continued

(i) Significant increase in credit risk – continued

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

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.

(ii) Definition of default

The Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate, except for the following businesses:

(a) Money lending

The Group considers that default has occurred when the borrowing is more than 2 years past due.

(b) Securities investment

The Group considers that default has occurred when there is significant financial difficulty if the issuer.

(c) Securities brokerage services and margin finance

The Group considers that default of trade receivables has occurred when all collateral has been sold and the outstanding balances are not guaranteed.

3. 主要會計政策 – 續

財務資產 – 續

財務資產減值 – 續

(i) 信貸風險大幅增加 – 續

儘管如上文所述，倘債務工具於報告日釐定為具低信貸風險，本集團假設債務工具信貸風險自初始確認以來並無大幅增加。倘出現以下情況，債務工具即釐定為具低信貸風險：i) 其違約風險低；ii) 借款人於近期擁有強健能力，以滿足其合約現金流的責任；及iii) 於較長遠的時期內，經濟及業務狀況的不利變動可能但不一定降低借款人滿足其合約現金流責任的能力。當債務工具的內部或外部信貸評級獲得符合全球公認的「投資級別」定義時，本集團即認為債務工具的信貸風險為低。

本集團定期監控用以識別信貸風險有否顯著增加的標準之效益，且修訂標準(如適當)來確保標準能在金額逾期前識別信貸風險顯著增加。

(ii) 違約定義

本集團認為，當財務資產已逾期超過90日，則已經發生違約，除非本集團具有合理及可支持資料展示更為滯後的違約準則更為合適，惟以下業務除外：

(a) 放債業務

本集團認為，當借款已逾期超過2年，則已經發生違約。

(b) 證券投資

本集團認為，當發行人存在重大財務困難，則已發生違約。

(c) 證券經紀服務及保證金融資

本集團認為，當所有抵押品已售出並且餘下結餘並無擔保時，則貿易應收賬款已發生違約。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Financial assets – continued

Impairment of financial assets – continued

(iii) 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.

(iv) 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 one year 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 recognised in profit or loss.

3. 主要會計政策 – 續

財務資產 – 續

財務資產減值 – 續

(iii) 信貸減值財務資產

財務資產在一項或以上違約事件(對該財務資產估計未來現金流量構成不利影響)發生時已屬信貸減值。財務資產已信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人的重大財務困難；
- (b) 違反合約(如違約或逾期事件)；
- (c) 借款人的貸款人因有關借款人財務困難，以經濟或合約理由而向借款人批出在其他情況不會考慮之寬免；
- (d) 借款人將可能陷入破產或其他財務重組；或
- (e) 財務資產的活躍市場因財務困難而消失。

(iv) 撇銷政策

資料顯示對手方處於嚴重財務困難及無實際收回可能時(例如對手方被清盤或已進入破產程序時，或倘為應收賬款，當金額已逾期超過一年(以較早發生者為準))，本集團則撇銷財務資產。經考慮法律意見後(倘合適)，遭撇銷的財務資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回在損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Financial assets – continued

Impairment of financial assets – continued

(v) *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. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Company 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.

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.

3. 主要會計政策 – 續

財務資產 – 續

財務資產減值 – 續

(v) *預期信貸虧損的計量及確認*

預期信貸虧損的計量為違約概率、違約損失率(即出現違約時的損失程度)以及違約之風險的函數。違約概率及違約損失率的評估乃根據經前瞻性資料調整的歷史數據而作出。預期信貸虧損的估算乃無偏概率加權平均金額,以各自發生違約的風險為權重確定。

一般而言,預期信貸虧損為本公司根據合約應收的所有合約現金流,與本集團預期收取的現金流之間的差異,並經於初始確認時釐定的實際利率進行貼現。

管理層定期檢討分組,確保各組別的構成成分繼續分享類似信貸風險特徵。

利息收入乃根據財務資產的賬面總值計算,除非由財務資產已作信貸減值,在此情況下,利息收入根據財務資產的攤銷成本計算。

本集團通過調整財務工具之賬面值於損益內確認所有財務工具之減值收益或虧損,惟貿易應收賬款乃透過虧損撥備賬確認相應調整除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Convertible bonds

Convertible bonds which entitle the holder to convert the bonds into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consist of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The fair value of any derivative features embedded in the compound instruments is included in the liability component. The difference between the proceeds of issue of the convertible bonds and the fair values assigned to the liability component, representing the embedded option for the holder to convert the bonds into equity of the Group, is included in equity as convertible bonds equity reserve. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption. The derivative components are measured at fair value with gains and losses recognised in profit or loss.

Issue of convertible bonds as share-based payment transactions

If the identifiable consideration received by the Company appears to be less than the fair value of the convertible bonds issued, the Company measures the unidentifiable services received (to be received) as the difference between the fair value of the convertible bonds issued and that of the identifiable consideration received, and the difference is recognised in the profit or loss.

Transaction costs are apportioned between the liability and equity components of the convertible bonds based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.

3. 主要會計政策 – 續

財務負債及股本工具

集團實體發行之債務及股本工具乃根據合約安排之性質與財務負債及股本工具之定義分類為財務負債或股本。

股本工具

股本工具乃證明實體於扣減其所有負債後之資產中擁有剩餘權益之任何合約。本公司發行之股本工具以已收所得款項扣除直接發行成本確認。

可換股債券

可換股債券賦予持有人權利按固定換股價將債券轉換為固定數目之股本工具，且被視為複合工具，包含負債及權益部分。於發行日期，負債部分之公平值採用類似非可換股債務之當前市場利率估計。嵌入複合工具之任何衍生性質之公平值計入負債部分。發行可換股債券之所得款項與撥為負債部分（即讓持有人可將債券轉換為本集團權益之內嵌選擇權）之公平值兩者之差額計入權益中之可換股債券權益儲備。負債部分採用實際利率法按攤銷成本列為負債，直至可換股債券於獲轉換或贖回時對銷為止。衍生部分按公平值計量，而收益及虧損於損益賬確認。

發行可換股債券作為以股份為基礎之付款交易

倘本公司所收取之可識別代價似乎少於已發行可換股債券之公平值，則本公司按已發行可換股債券之公平值與已收取可識別代價之間之差額，計量已收取（將收取）之未能識別服務，而有關差額於損益賬確認。

交易成本根據可換股債券發行當日之相關賬面值於可換股債券之負債與權益部分之間分配。有關權益部分之數額直接於權益中扣除。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Financial liabilities and equity instruments – continued

Financial liabilities

The Group's financial liabilities include trade and other payables, bond payables, bank loans, loans from other financial institutions and other borrowings are subsequently measured at amortised cost, using the effective interest method.

Derecognition

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position 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 simultaneously.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately.

Impairment of non-financial assets

At the end of the reporting period, the Group reviews the carrying amounts of its non-financial assets 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. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

3. 主要會計政策 – 續

財務負債及股本工具 – 續

財務負債

本集團財務負債(包括貿易及其他應付賬款、應付債券、銀行貸款、來自其他金融機構之貸款及其他借貸)隨後採用實際利息法按攤銷成本計量。

終止確認

本集團只有在責任獲免除、取消或終止時，方會終止確認財務負債。獲終止確認之財務負債之賬面值與已付及應付代價間的差額會於損益賬確認。

財務工具之抵銷

倘現時存在可強制執行法律權利以抵銷已確認金額，且有意按淨額基準結算或同時變現資產及清償負債，則財務資產及財務負債予以抵銷，並將淨額列入財務狀況表。

衍生財務工具

衍生工具按於訂立衍生工具合約當日之公平值初始確認，其後按報告期末之公平值重新計量。所產生的收益或虧損即時於損益賬內確認。

非財務資產之減值

於報告期間結束時，本集團審閱其非財務資產之賬面值，以釐定是否存在任何跡象顯示該等資產已遭受減值虧損。如出現任何上述跡象，則會估計資產之可收回金額以釐定減值虧損之幅度。倘不大可能估計個別資產之可收回金額，則本集團會估計有關資產所屬之現金產生單位之可收回金額。倘可確定合理及一致之分配基準，企業資產亦可分配至個別現金產生單位，否則，則將企業資產分配至能確定合理及一致之分配基準之最小組別現金產生單位。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Impairment of non-financial assets – continued

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU) in prior years. A reversal of an impairment loss is recognised as income immediately.

Revenue recognition

The Group recognises revenue when it transfers control of a product or service to a customer. Revenue excludes amounts collected on behalf of third parties.

The Group recognises revenue from the following major sources:

- Sales of goods from processing of fabrics and trading of fabrics and garment products;
- Services income from subcontracting services on fabrics processing;
- Income from entertainment and media services;
- Interest income from loan to customers;
- Commission and service income from underwriting, placing and brokerage and related services; and
- Interest income from margin financing.

3. 主要會計政策 – 續

非財務資產之減值 – 續

可收回金額為公平值減出售成本與使用價值之間之較高者。於評估使用價值時，估計未來現金流量會採用反映現時市場對貨幣時間價值及資產特殊風險之評值之稅前貼現率，貼現至其現有價值，及並無就此對未來現金流之估計予以調整。

倘估計資產(或現金產生單位)之可收回金額低於其賬面值，則該項資產(或現金產生單位)之賬面值會調減至其可收回金額。減值虧損會即時於損益賬確認。

倘減值虧損其後撥回，則資產(或現金產生單位)賬面值會調高至其經修訂之估計可收回款額，惟已增加之賬面值不得超過倘資產(或現金產生單位)於過往年度並無確認減值虧損時之賬面值。撥回之減值虧損即時確認為收入。

收益確認

本集團於轉移某一產品或服務之控制權至客戶時確認收益。收益不包括替第三方代為收取之款項。

本集團確認之收益來自下列主要來源：

- 布料加工以及布料及服裝產品貿易之商品銷售；
- 布料加工之分包服務收入；
- 娛樂及媒體服務收入；
- 向客戶放貸之利息收入；
- 包銷、配售以及經紀及相關服務之佣金及服務收入；及
- 保證金融資利息收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Revenue recognition – continued

Sales of goods

The Group sells finished fabrics to customers. Revenue is recognised when control of the goods is transferred to the customers being when the goods are shipped to the customer's specific location (delivery). Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when onselling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Subcontracting fee

The Group carries out processing, printing and subcontracting services to fabrics provided by customers. Such services are recognised as a performance obligation satisfied over time. Revenue is recognised for these services based on the stage of completion of the contract.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Income from sale of securities

Income from sale of equity and debt securities is recognised on a trade date basis.

3. 主要會計政策 – 續

收益確認 – 續

商品銷售

本集團向客戶銷售成品布料。收益於商品之控制權轉移至客戶，即商品運送至客戶指定之目的地(交貨)時確認。交貨完成後，客戶可全權酌情決定發貨方式及商品售價，並承擔轉售商品之主要責任及商品報廢及損失之風險。本集團於商品交付至客戶時確認應收賬款，原因是收取代價之權利於這時間點變為無條件，僅須待時間過去便可收取付款。

分包費

本集團對客戶所提供之布料進行加工、印花及分包服務。有關服務乃確認為一項於一段時間內履行之履約責任。就該等服務確認之收益乃根據合約完成階段釐定。

利息收入

財務資產之利息收入於經濟利益有機會流向本集團而收入金額能夠可靠地計量時確認。利息收入按時間基準，並參照未償還本金額及按所適用之實際利率累計。實際利率即以財務資產預期年限之估計未來現金收入完全貼現為該資產於初始確認時賬面淨值之利率。

出售證券之收入

出售股本及債務證券之收入按交易日基準確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Revenue recognition – continued

Commission income for security brokerage

Commission and brokerage income are recognised at the rate agreed in the contract with the customers at the point when the transaction of securities trading is completed.

Commission income for underwriting and placing

The Group provides placing or public offer underwriting services to customers under which the Group agrees to subscribe or procure subscribers to subscribe for (i) agreed number of shares pursuant to a placing or (ii) shares which are not taken up under public offer. Commission income is recognised at a point in time upon the placing shares and public offer shares have been successfully subscribed by sufficient number of investors. Commission income will be received immediately based on the rate agreed in underwriting agreement with the issuers upon the placing and offering shares subscribed.

Income for securities related handling service

The Group provides securities related handling services on collection of dividends or dividends in kind and physical stock handling for customers' securities under their custody. Handling services income is recognised at the point of time when services provided and fee received based on the listed price of relevant services notified to the customers.

Subscription income

The Group provides subscription services on its Over-The-Top ("OTT") platform. Subscription income is recognised over time based on the subscription period provided to its customers.

3. 主要會計政策 – 續

收益確認 – 續

證券經紀之佣金收入

佣金及經紀收入按與客戶訂約協定之費率於證券買賣交易完成時確認。

包銷及配售之佣金收入

本集團為客戶提供配售或公開發售包銷服務，就此，本集團同意認購或促使認購人認購(i)根據配售而協定之股份數目或(ii)於公開發售未獲承購之股份。佣金收入於配售股份及公開發售股份成功獲足夠數目之投資者認購時確認。佣金收入將根據與發行人於包銷協議所協定之費率，於配售及發售股份獲認購時即時確認。

證券相關處理服務之收入

本集團就收取股息或實物股息及就處理為客戶保管之證券之實物股票而提供證券相關處理服務。處理服務收入於提供服務，並根據就有關服務告知客戶之標價而收取費用之時間點確認。

訂閱收入

本集團於其OTT(「OTT」)平台提供訂閱服務。訂閱收入乃基於向客戶提供之訂閱期隨時間確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Revenue recognition – continued

Advertising income

The Group provides advertisement design and production and advertising services to its customers. Advertising income is recognised over time when 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. Significant judgment is required in determining whether the terms of the Group's contracts with customers in relation to advertisement products with no alternative use create an enforceable right to payment for the group. The group has considered the relevant local laws that apply to those relevant contracts. Based on the assessment of the directors of the company, the terms of the relevant advertisement design and production contracts do not create an enforceable right to payment for the Group after taking into consideration of the Group's right to be paid for work done to date if the customer were to cancel the contract before the order was fully completed. Accordingly, the revenue from advertisement design and production is considered to be performance obligation satisfied over time.

Licence fee income of trademarks

The Group licenses its trademarks to its customers in specific period. Licence fee income of trademarks is recognised over time when customers have rights to assess the its trademarks.

Licence fee income of film rights

The Group licenses its film rights to its customers. Licence fee income of film rights is recognised over time when customers have rights to use its film rights.

3. 主要會計政策 – 續

收益確認 – 續

廣告收入

本集團為客戶提供廣告設計及製作及廣告服務。當本集團履約並無創造對本集團而言具替代用途的資產，且本集團擁有迄今至今已完成履約的付款具有可強制執行權利時，廣告收入隨時間確認。於釐定本集團與客戶就並無替代用途資產訂立的合約條款是否對本集團創造可強制執行付款權利時，須作出重大判斷。本集團已考慮適用於該等相關合約的相關本地法律。基於本公司董事的評估，相關廣告設計及製作合約並無對本集團創造可強制執行付款權利，經考慮倘若客戶於訂單完全完成前取消合約，則本集團有權就迄今為止已完成的工作獲得付款。因此，來自廣告設計及製作的收入被視為隨時間而滿足的履約義務。

商標的授權費收入

本集團向客戶於特定期間授權其商標。商標的授權費收入於客戶有權使用商標時隨時間確認。

影片權利的授權費收入

本集團向客戶授權其影片權利。影片權利的授權費收入於客戶有權使用影片權利時隨時間確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

Retirement benefit costs

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit plan operated by the municipal government of the PRC where a group entity operates. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The Group also operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' monthly relevant income, subject to a cap of HK\$30,000. Contributions to the plan vest immediately.

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 the 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.

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

3. 主要會計政策 – 續

短期僱員福利

短期僱員福利為預期於僱員提供相關服務之年度報告期末後十二個月內全數結付之僱員福利(不包括離職福利)。短期僱員福利於僱員提供相關服務之年度確認。

退休福利成本

本集團在中國的附屬公司的僱員為由一集團實體營運所在的中國市政府所設立的國營退休福利計劃的成員。該等附屬公司須按僱員工資的特定百分比作出退休福利計劃供款以資助有關福利。本集團對該等退休福利計劃的唯一責任為作出特定供款。

本集團亦根據香港強制性公積金計劃條例為受香港僱傭條例管轄的受聘僱員設立一項強制性公積金計劃(「強積金計劃」)。強積金計劃為一項由獨立受托人管理的定額供款退休計劃。根據強積金計劃，僱主及其僱員各自須按僱員每月相關收入的5%向計劃供款，上限為30,000港元。計劃供款即時歸屬。

借貸成本

收購、興建或生產合資格資產(為需要頗長時間方可用作擬定用途或出售的資產)直接應佔之借貸成本乃計入該等資產之成本，直至資產大體上可用作擬定用途或出售。

所有其他借貸成本乃於產生之期間於損益賬確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

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 'Loss before taxation' as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes 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 base 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 difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, 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 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.

3. 主要會計政策 – 續

稅項

所得稅開支指當期應付之稅項及遞延稅項之總和。

當期應付稅項乃基於本年度之應課稅溢利計算。由於應課稅溢利不包括其他年度應課稅或可扣稅之收支項目，且不包括永不課稅或扣稅之項目，故應課稅溢利不同於綜合損益及其他全面收益表內所報告之「除稅前虧損」。本集團之當期稅項負債乃按報告期間結束時已制定或實質上制定之稅率計算。

遞延稅項乃就綜合財務報表內之資產及負債之賬面值與計算應課稅溢利時所使用之相應稅基之暫時差異而確認。所有應課稅暫時差異一般確認遞延稅項負債。遞延稅項資產一般在有可能錄得應課稅溢利以抵銷可扣稅暫時差異時就所有可扣稅暫時差異確認。倘暫時差異因商譽或因一項既不影響應課稅溢利亦不影響會計溢利之交易中初次確認(業務合併除外)之資產及負債而產生，則該等資產及負債不予確認。

遞延稅項負債乃按與於附屬公司之投資有關之應課稅暫時差異而確認，惟若本集團可控制暫時差異之撥回，以及暫時差異可能不會於可見將來撥回則除外。與有關投資有關之可扣稅暫時差異產生之遞延稅項資產僅在有可能錄得足夠應課稅溢利以運用暫時差異之得益以及預期將於可見將來撥回時方予以確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Taxation – continued

The carrying amount of deferred tax assets is reviewed at the end of the 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 is realised, based on tax rate (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.

Current and deferred tax is recognised in profit or loss, except when they relate to items that are recognised 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 business combination.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are 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 the reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

3. 主要會計政策 – 續

稅項 – 續

遞延稅項資產之賬面值於報告期間結束時進行檢討，並調減至不再可能有足夠應課稅溢利可供收回全部或部份資產之程度。

遞延稅項資產及負債乃根據報告期間結束時已頒佈或實際頒佈之稅率(及稅法)按預期結算負債或變現資產期間之相關稅率計量。

遞延稅項負債及資產的計算反映本集團預期報告期間結束時收回或償還資產及負債賬面值後的稅務後果。

即期及遞延稅項於損益賬確認，惟對於在其他全面收益確認或直接於權益確認的項目，即期及遞延稅項亦在其他全面收益或直接於權益確認。倘即期或遞延稅項於業務合併之初始會計處理時產生，則稅務影響乃計入業務合併之會計處理內。

外幣

於編製個別實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易乃按交易日之現行匯率使用各有關功能貨幣(即有關實體經營所在之主要經濟環境之貨幣)記錄。於報告期間結束時，以外幣列值之貨幣項目乃按該日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目毋須重新換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Foreign currencies – continued

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.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the year, unless exchange rates fluctuated significantly during the year, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve. Such translation differences are reclassified to profit or loss from equity in the period in which the foreign operation is disposed of.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and 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.

3. 主要會計政策 – 續

外幣 – 續

因結算貨幣項目及換算貨幣項目產生之匯兌差額乃於其產生之期間於損益賬內確認。

就呈列綜合財務報表而言，本集團海外營運之資產與負債乃採用報告期間結束時之現行匯率換算為本集團之呈列貨幣（即人民幣）。收支項目按當年平均匯率換算，除非年內之匯率大幅波動，在此情況下，使用交易當日之匯率換算。產生之匯兌差額（如有）於其他全面收益確認，並於權益累計列於匯兌儲備項下。上述匯兌差額於海外業務出售當期從權益重新分類至損益賬。

於出售海外業務（即出售本集團於海外業務之全部權益，或出售涉及失去對包含海外業務之附屬公司之控制權、出售涉及失去對包含海外業務之共同控制實體之共同控制權，或出售涉及失去對包含海外業務之聯營公司之重大影響力）時，本公司擁有人應佔就該業務於權益累計之所有匯兌差額重新分類至損益賬。

現金及現金等價物

現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知數額之現金、價值變動風險輕微且於短期內（一般為購入後三個月內）到期之短期高流動性投資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

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

Related parties

- (a) A person, or a close member of that person's family, is related to the Company if that person:
- (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of key management personnel of the Company or the Company's parent.

3. 主要會計政策 – 續

撥備及或然負債

倘本集團因過往之事件而須承擔現有責任(不論是法定或推定)，且為履行責任可能須流出經濟利益，而責任金額能作出可靠估計，則確認撥備。倘貨幣時值重大，則撥備按預期履行責任所需開支之現值列賬。

所有撥備均於各報告期末檢討，並作出調整以反映當前最佳估計。

倘不大可能須流出經濟利益，或流出金額不能可靠地估計，則除非有極微量可能性須流出經濟利益，否則該責任須披露為或然負債；而除非流出經濟利益之可能性極微，否則潛在責任(其存在僅會於在未來發生(或不發生)一項或以上非完全由本集團控制之不确定事件時證實)亦會披露為或然負債。

有關連人士

- (a) 倘任何人士符合以下條件，則彼或其近親與本公司有關連：
- (i) 擁有本公司控制權或共同控制權；
 - (ii) 對本公司擁有重大影響力；或
 - (iii) 為本公司或本公司母公司主要管理人員之一。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

3. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Related parties – continued

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

- (i) The entity and the Company are members of the same group;
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of the other entity of which the other entity is a member);
- (iii) The entity and the Company 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 Company or an entity related to the Company;
- (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); and
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the report entity.

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

3. 主要會計政策 – 續

有關連人士 – 續

(b) 倘任何實體符合以下任何條件，則為與本公司有關連：

- (i) 該實體與本公司屬同一集團之成員公司；
- (ii) 該實體為另一實體（或屬同一集團成員公司之另一實體）之聯營公司或合營企業；
- (iii) 該實體與本公司均為同一第三方之合營企業；
- (iv) 該實體為一間第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
- (v) 該實體是為本公司或與本公司相關之實體之僱員利益而設的離職後福利計劃；
- (vi) 該實體由第(a)項所指之人士控制或共同控制；
- (vii) 第(a)(i)項所指之人士對該實體有重大影響力或為該實體（或該實體之母公司）主要管理人員之一；及
- (viii) 該實體或其所屬集團旗下任何成員公司向報告實體或報告實體之母公司提供主要管理人員服務。

一名個別人士之近親指在與該實體進行交易時預期可影響或可被該個別人士影響之家屬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimated impairment of goodwill and non-financial assets

As at 31 December 2019, the Group and the Company have the following other non-financial assets (other than film rights and licence fees):

- property, plant and equipment
- right-of-use assets
- intangible assets
- interest in an associate
- investments in subsidiaries

The Group reviews its goodwill and other non-financial assets (other than film rights and licence fees) for impairment and/or indications of impairment at end of each reporting period according to accounting policies set out in Note 3.

4. 估計不明朗因素之主要來源

於應用附註3所述的本集團會計政策時，本公司董事須就從其他來源不顯而易見的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及認為屬有關的其他因素為基礎。實際結果可能有別於該等估計。

估計及相關假設會持續檢討。倘若會計估計修訂只影響該期間，則有關修訂會在修訂估計期間確認。倘若有關修訂既影響當期，亦影響未來期間，則有關修訂會在修訂期間及未來期間確認。

以下為對下一個財政年度內之資產及負債之賬面值造成重大調整之重大風險而有關未來之主要假設，以及於報告期間結束時估計不明朗因素之其他主要來源。

商譽及非財務資產之估計減值

於二零一九年十二月三十一日，本集團及本公司有以下其他非財務資產(不包括影片權利及授權費)：

- 物業、廠房及設備
- 使用權資產
- 無形資產
- 於聯營公司之權益
- 於附屬公司之投資

本集團根據附註3所載會計政策於各報告期末審閱其商譽及其他非財務資產(不包括影片權利及授權費)的減值及／或減值跡象。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

4. KEY SOURCES OF ESTIMATION UNCERTAINTY – CONTINUED

Estimated impairment of goodwill and non-financial assets – continued

Determining whether goodwill and other non-financial assets are impaired requires an estimation of the recoverable amount of the CGUs to which non-financial assets have been allocated. The recoverable amount calculation requires the Group to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate the present value or recent transaction prices of similar assets when they are available and depreciation replacement cost when appropriate for assets. Where the estimation of recoverable amount is different, there will be a material impact to the Group's profit or loss.

Impairment of inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price for inventories, less all the estimated costs of completion and costs necessary to make the sales. The management reviews the inventory ageing listing on a periodic basis for those aged inventories. This involves comparison of carrying value of the aged inventory items with the respective net realisable value. The purpose is to ascertain whether allowance is required to be made in the consolidated financial statements for any obsolete and slow moving items. Although the Group carried periodic review on the net realisable value of inventory, the actual realisable value of inventory is not known until the sale was concluded.

Provision of ECL for trade receivable

The Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on historical loss as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with significant balances and credit impaired are assessed for ECL individually.

4. 估計不明朗因素之主要來源 – 續

商譽及非財務資產之估計減值 – 續

釐定商譽及其他非財務資產是否減值，需要估計非財務資產獲分配之現金產生單位之可收回金額。計算可收回金額需要本集團對預期自現金產生單位獲得之未來現金流量作出估計以及合適的貼現率(以計算現值)或同類資產的近期交易價格(如可用)及折舊重置成本(如資產適用)。倘若可收回金額估計有異，將對本集團的損益造成重大影響。

存貨減值

存貨乃按成本與可變現淨值兩者之較低者列賬。可變現淨值指存貨之估計售價減估計完工成本及銷售所需之所有成本。管理層定期檢視存貨賬齡清單，以識別出陳舊存貨。此涉及將陳舊存貨項目之賬面值與各自的可變現淨值互相比較，以確定是否需要在綜合財務報表中就任何陳舊及滯銷存貨作出撥備。雖然本集團定期檢視存貨之可變現淨值，但存貨的實際可變現價值要待銷售敲定時才能得知。

為貿易應收賬款撥備預期信貸虧損

本集團使用撥備矩陣計算貿易應收賬款的預期信貸虧損。撥備率基於按對具有類似虧損模式的各種債務人分組的歷史虧損。撥備矩陣基於本集團的歷史違約率，並考慮到無需不必要的成本或努力即可獲得的合理且有支持的前瞻性資料。於各報告日期，重新評估觀察到的歷史違約率，並考慮前瞻性資料的變動。此外，就預期信貸虧損逐個評估具有重大結餘和信用減值的貿易應收賬款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

4. KEY SOURCES OF ESTIMATION UNCERTAINTY – CONTINUED

Allowance for ECLs on loan receivables

The allowance for ECLs on the loan receivables are estimated based on assumption about the risk of default and credit risk of respective receivables. The loss allowance amount is measured at difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit loss of the respective receivables. Such assessment involves high degree of estimation and uncertainty. When the actual future cash flows are less or more than expected, a material ECLs or material reversal of ECLs may arise, accordingly.

The following significant judgements are required in applying the accounting requirements for measuring the ECL:

Significant increase of credit risk

As explained in Note 3, ECL are measured as an allowance equal to 12-m ECL or lifetime ECL for respective receivables. An asset will use lifetime ECL when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased, the Group takes into account quantitative and qualitative reasonable and supportable forward looking information including available customers' historical data and existing and forecast market conditions.

Model and assumptions used

ECLs on the loan receivables which are not assessed to be credit impaired are estimated using a calculation model using observable data as at the end of the reporting period, including the difference between (i) the effective interest rates of interest charged by the Group for similar categories of the loans; and (ii) the risk-free rate, and adjusted by forward looking information, for example, GDP growth, etc. Judgements is applied in identifying the most appropriate ECL model as well as for determining the assumption used in the model, including those relate to key drivers of credit risk.

The Group's allowance for ECLs on loan receivables may also take into account the subsequent settlement, collateral valuation and the management's judgement on the effectiveness and marketability of the collateral properties and customers' capability of payment at the estimated valuation and the actual valuation may differ from the estimation.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade and loan receivables are disclosed in Note 6.

4. 估計不明朗因素之主要來源 – 續

為應收貸款撥備預期信貸虧損

對應收貸款的預期信貸虧損撥備乃根據關於各項應收賬款的違約風險及信貸風險的假設而估計。虧損撥備金額乃按資產賬面值與估計未來現金流量的現值之差異計量，已考慮各項應收賬款的預期未來信貸虧損。有關評估涉及高度估計及不確定性。當實際未來現金流量少於或多於預期，可能相應產生重大預期信貸虧損或重大撥回預期信貸虧損。

應用計量預期信貸虧損的會計規定時，須作出以下重大判斷：

信貸風險顯著增加

誠如附註3所解釋，預期信貸虧損按等同於各項應收賬款的十二個預期信貸虧損或全期預期信貸虧損的撥備計量。當其信貸風險自初次確認起顯著增加時，資產將使用全期預期信貸虧損。香港財務報告準則第9號並未界定信貸風險顯著增加的原因。於評估資產的信貸風險是否顯著增加時，本集團會考慮定量及定性合理且可支持的前瞻性信息，包括可用客戶的歷史數據以及現有及預測市況。

所用模型及假設

對並無評估為信貸減值的應收貸款的預期信貸虧損乃按使用報告期末的可觀察數據的計算模式而估計，包括以下各項之間差異(i)本集團對同類貸款類別收取的實際利息率；及(ii)無風險利率，並就本地生產總值增長等前瞻性資料作出調整。識別最合適的預期信貸虧損模型及釐定模型所用假設(包括有關信貸風險關鍵驅動因素者)時須作出判斷。

本集團對應收貸款的預期信貸虧損撥備亦可能計入隨後結算、抵押品估值及管理層對抵押物業的有效性及其可銷售性以及客戶按估計估值付款的能力，而實際估值或能不同於估計。

預期信貸虧損撥備對估計變動尤為敏感。有關預期信貸虧損以及本集團貿易應收賬款及應收貸款的資料於附註6披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

4. KEY SOURCES OF ESTIMATION UNCERTAINTY – CONTINUED

Estimated impairment loss on film rights and licence fees

The management of the Company regularly reviews the recoverability of the Group's film rights with reference to its intended use and current market environment. Appropriate impairment for estimated irrecoverable amounts are recognised in consolidated profit or loss when there is objective evidence that the asset is impaired. In determining whether impairment on film rights is required, the Group takes into consideration the film rights and licence agreements entered into by the Group, if any, both internal and external market information, for example, cash flow projections based on expected popularity of the respective titles, the expected production and distribution costs budget and the general economic conditions of the relevant market. Impairment loss is recognised in the period in which the recoverable amount is less than the carrying amount.

Fair value measurement of financial instruments

The best evidence of fair value is the published price quotations in an active market. In the absence of such information, the fair value is determined by an independent professional valuer. Such valuation is subject to limitations of the valuation models adopted and the uncertainty in estimates used by management in the assumptions. Should the estimates and the relevant parameters of the valuation models be changed, there would be material changes in the fair value of certain financial instruments without quoted prices.

4. 估計不明朗因素之主要來源 – 續

影片權利及授權費之估計減值虧損

本公司管理層定期參考本集團影片權利之擬定用途及當時市況檢討本集團影片權利之可收回程度。估計不可收回金額之適當減值在有客觀證據顯示該資產出現減值時於綜合損益賬確認。於釐定影片權利是否需要作出減值時，本集團考慮本集團訂立之影片權利及授權協議(如有)、內部及外界市場資料(如基於有關影片之預期受歡迎程度、預期製作及發行成本預算以及相關市場之一般經濟狀況作出之現金流量預測)。減值虧損乃於可收回金額低於賬面值期間確認。

財務工具之公平值計量

公平值之最佳證據為交投活躍市場公開價格之報價。在缺乏該等資料之情況下，公平值由獨立專業估值師釐定。有關估值受所採納估值模型之限制及管理層在假設中使用之估計之不確定因素所規限。倘估計及估值模型之相關參數有任何變動，在無報價情況下若干財務工具之公平值將會有重大變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

5. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of liability component of lease liabilities, bond payables, bank loans, loans from other financial institutions and other borrowings, convertible bonds, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated deficit as disclosed in the consolidated financial statements.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with the capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through various means, including but not limited to the new share issues, raising of bank or other loans or the redemption of existing debt.

Certain subsidiaries of the Group are regulated by the Securities and Futures Commission (the "SFC") and are required to comply with certain minimum capital requirements according to the Hong Kong Securities and Futures (Financial Resources) Rules ("SF(FR)R"). The Group has established a legal and compliance department which is operated by experienced compliance officers and is monitored by management. The principal roles of the legal and compliance department are to monitor the daily financial status and to review internal control of the Group regularly to ensure that the Company's regulated subsidiaries are in compliance with related regulations. Those subsidiaries have been in compliance with the capital requirement imposed by the SF(FR)R throughout the year.

No material changes were made in the objectives, policies or processes for managing capital during the years.

5. 資本風險管理

本集團管理其資本，以確保本集團內各實體將可持續經營，同時透過優化債務及股本結餘提高股東之回報。本集團之整體策略維持與上年度不變。

本集團之資本架構包括綜合財務報表中披露的租賃負債之負債部分、應付債券、銀行貸款、來自其他金融機構之貸款以及其他借貸、可換股債券，扣除現金及現金等價物及本公司擁有人應佔權益(包括綜合財務報表所披露的已發行股本、儲備及累計虧絀)。

本公司董事定期檢討資本架構。作為此項檢討一部分，本公司董事考慮資本成本及資本所附帶之風險。本集團將依據本公司董事之建議，透過不同方式，包括但不限於發行新股份、籌措銀行或其他貸款或贖回現有債務而平衡其整體資本架構。

本集團若干附屬公司受香港證券及期貨事務監察委員會(「證監會」)監管，並須根據香港證券及期貨(財政資源)規則(「財政資源規則」)遵守若干最低資金要求。本集團已設立由經驗豐富之合規主任運作並由管理層監控之法律及合規部。法律及合規部之主要職責為監察日常財務狀況及定期檢討本集團之內部監控，以確保本公司受監管之附屬公司遵守相關法規。年內，該等附屬公司一直遵守財政資源規則所施加之資本要求。

年內，概無就管理資本之目標、政策或過程作出任何重大變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Financial assets	財務資產		
– At amortised cost (including cash and cash equivalents)	– 按攤銷成本(包括現金及現金等價物)	283,805	456,211
– At fair value through profit or loss	– 按公平值計入損益賬	91,693	123,237
		375,498	579,448
Financial liabilities	財務負債		
– At amortised cost	– 按攤銷成本	827,864	911,728
– At fair value through profit or loss	– 按公平值計入損益賬	25,529	–
		853,393	911,728

(b) Financial risk management objectives and policies

The Group's financial instruments include trade and other receivables and deposits, loan receivables, financial assets at FVTPL, pledged bank deposits, bank balances and cash, trade and other payables and accruals, bond payables, lease liabilities, bank loans, loans from other financial institutions and other borrowings, derivative financial instruments and convertible bonds. Details of these financial instruments are disclosed in respective Notes. The risks associated with these financial instruments include market risk, credit risk, liquidity risk and equity price risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Interest rate risk

Interest rate profile

The Group is mainly exposed to cash flow interest rate risk in relation to variable-rate trade receivables from securities brokerage and margin finance segment such as cash clients and margin clients and variable-rate bank deposits which is mainly relating to the fluctuation of Hong Kong Prime Rate. The management of the Group monitors the related interest rate risk exposure closely to minimise these interest rate risks.

6. 財務工具

(a) 財務工具之類別

(b) 財務風險管理目標及政策

本集團之財務工具包括貿易及其他應收賬款以及按金、應收貸款、按公平值計入損益賬之財務資產、已抵押銀行存款、銀行結餘及現金、貿易及其他應付賬款及應計費用、應付債券、租賃負債、銀行貸款、來自其他金融機構之貸款以及其他借貸、衍生財務工具及可換股債券。該等財務工具之詳情在各自有關附註內披露。該等財務工具附帶之風險包括市場風險、信貸風險、流動資金風險及股價風險。下文載列降低該等風險之政策。管理層管理及監察該等風險，以確保適時和有效地採取適當措施。

市場風險

(i) 利率風險

利率狀況

本集團承受之現金流量利率風險主要為證券經紀及保證金融資分類之浮息貿易應收賬款(如現金客戶及保證金客戶)及主要受香港最優惠利率波動影響之浮息銀行存款。本集團管理層密切監察相關利率風險承擔度，將該等利率風險盡量降低。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Market risk – continued

(i) Interest rate risk – continued

Interest rate profile – continued

The interest rate risk on bank deposits is limited because of the short maturity.

The directors of the Company consider that the exposure to cash flow interest rate risk on bank deposits are insignificant.

Details of the Group's bank loans, loans from other financial institutions and other borrowings as at 31 December 2019 and 2018 are disclosure in Note 31.

The Group did not have any floating rate borrowings as at 31 December 2019 and 2018 and accordingly, no sensitivity analysis on interest rate exposure is presented.

(ii) Currency risk

The functional currency of the group entities are mainly HK\$ and RMB in which most of the transactions are denominated in. The directors of the Company consider that the group entities are exposed to currency risk related primarily to other receivables, financial assets at FVTPL, bank balances and cash, and trade and other payables that are denominated in a currency other than the functional currency of the group entities.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the end of the reporting period are as follows:

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

市場風險 – 續

(i) 利率風險 – 續

利率狀況 – 續

銀行存款由於在短期內到期，故承擔之利率風險有限。

本公司董事認為就銀行存款而面對之現金流量利率風險並非重大。

本集團於二零一九年及二零一八年十二月三十一日的銀行貸款、來自其他金融機構之貸款及其他借貸的詳情於附註31披露。

於二零一九年及二零一八年十二月三十一日，本集團並無任何浮息借貸，因此概無呈列有關利率風險之敏感度分析。

(ii) 貨幣風險

集團實體之功能貨幣主要是港元及人民幣，大部分交易以人民幣計值。本公司董事認為，集團實體承受之貨幣風險主要與其他應收賬款、按公平值計入損益賬之財務資產、銀行結餘及現金以及貿易及其他應付賬款有關，該等項目以集團實體功能貨幣以外之貨幣計值。

本集團目前並無外幣對沖政策。然而，管理層監察外匯風險，並會於需要時考慮對沖重大外匯風險。

本集團以外幣計值之貨幣資產及負債於報告期間結束時的賬面值如下：

		Assets 資產		Liabilities 負債	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
RMB	人民幣	931	737	–	–
United States Dollar ("USD")	美元(「美元」)	3,962	5,296	12,876	17,040
Singapore Dollar ("SGD")	新加坡元(「新加坡元」)	2,479	1,271	–	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Market risk – continued

Sensitivity analysis

For the year ended 31 December 2019, the following details the Group's sensitivity to a 5% increase in RMB, the functional currency of the group entities against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rate. A positive number below indicated a decrease in loss and where the functional currency of the group entity strengthens 5% against the relevant foreign currencies. For 5% weakening of the functional currency of the group entity against the relevant foreign currencies, this would be an equal and opposite impact on the loss/profit.

If RMB had strengthened/weakened by 5% against the relevant foreign currencies, with all other variable had been held constant, the profit before income tax would be increase/(decrease) as follows:

		2019 二零一九年		2018 二零一八年	
		Decrease/(increase) in loss after income tax if exchange rate change by 5% 除所得稅後虧損在匯率變動為 5%的情況下減少/(增加)		Decrease/(increase) in loss after income tax if exchange rate change by 5% 除所得稅後虧損在匯率變動為 5%的情況下減少/(增加)	
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
RMB	人民幣	39	(39)	31	(31)
USD	美元	(509)	509	(948)	948
SGD	新加坡元	104	(104)	53	(53)

Credit risk and impairment assessment

As 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 is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group is exposed to credit risk in relation to its trade and loan receivables, other receivables and deposits and cash and cash equivalents.

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

市場風險 – 續

敏感度分析

下文詳列本集團對截至二零一九年十二月三十一日止年度集團實體之功能貨幣—人民幣兌相關外幣升值5%時之敏感度。此敏感度分析只包括仍然有效的外幣計值貨幣項目，並且就外幣匯率的5%變動調節於報告期間結束時的換算。下列的正數表示集團實體的功能貨幣兌相關外幣升值5%時，虧損的減少。若集團實體的功能貨幣兌相關外幣貶值5%時，則會對虧損/溢利造成等額而相反的影響。

倘人民幣兌相關外幣升值/貶值5%而所有其他變數維持不變，除所得稅前溢利將增加/(減少)如下：

信貸風險及減值評估

於二零一九年十二月三十一日，本集團面對之最大信貸風險(因對手方未能履行責任而對本集團造成之財務損失)源自綜合財務狀況表所載各項已確認財務資產之賬面值。

本集團就其貿易應收賬款及應收貸款、其他應收賬款及按金以及現金及現金等價物面對信貸風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

In order to minimise the credit risk, the Group has policies in place for determining credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

Trade receivables

(i) *Securities brokerage and margin finance business*

The credit risk arises on the margin portfolio and clients' trade settlement. When the market goes downside, the possibility of bad and doubtful debts will arise. The margin clients may be unable or unwilling to settle the sum owed. As such, credit assessment and continuous management of credit exposures are indispensable. The Group has established the credit policies and procedures setting out in details the structure of the credit risk management, the credit approval and monitoring mechanism, and the issue for overdue debts. Meanwhile, the management has overseen the Group's overall credit risk exposure arisen from margin clients.

The receivables from margin clients are secured by clients' pledged securities which are equity and debt securities listed in Hong Kong and overseas. Margin calls are made when the traders of margin clients exceed their credit limits or a shortfall existed after taking into the account the securities collateral. Any such excess is required to be made good within the next trading day. Failure to meet margin calls may result in the liquidation of the clients' positions. The Group seeks to maintain strict control over its outstanding receivables.

Moreover, the Group closely evaluates the margin clients' credit rating, financial background and repayment abilities. The assessment is based on a closely monitoring and evaluation of the collectability of individual account and on management's judgement from different aspects including the current credit worthiness of the margin clients, collateral value and the past collection history of each individual margin client. In this regard, the directors of the Company consider that the Group's credit risk on receivables from margin clients is significantly reduced.

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

盡量減低信貸風險，本集團備有政策釐定信貸額度、信貸批核及其他監察程序，以確保採取跟進行動討回逾期債項。此外，本集團於報告期間結束時檢討各項個別貿易債項之可收回金額，以確保就不可收回之金額作出足夠之減值虧損。就此而言，本公司董事認為本集團之信貸風險已大為減低。

貿易應收賬款

(i) *證券經紀及保證金融資業務*

其信貸風險源自保證金組合及客戶交易結算。於市場下行時將有可能出現呆壞賬。保證金客戶可能無法或不願結清所欠金額。因此，必須進行信貸評估並持續管理信貸風險。本集團已制定信貸政策及程序，其詳細列明信貸風險管理之架構、信貸審批及監控機制以及逾期債務可衍生之問題。同時，管理層已審視由保證金客戶產生之本集團整體信貸風險。

應收保證金客戶之應收賬款乃以客戶之已抵押證券作抵押，而該等已抵押證券為於香港及海外上市之股票及債券證券。當保證金客戶的交易額超過其信貸額度或在考慮證券抵押品後存在不足額時，則會被追繳保證金，且必須於下一個交易日內補足超出部分。未能達到追繳保證金的要求可能會導致客戶遭平倉。本集團致力維持對其未償還應收賬款的嚴格控制。

此外，本集團密切評估保證金客戶之信貸評級、金融背景及還款能力。有關評估以密切監控及評估個人賬戶之可收回性及管理層對不同方面之判斷，包括保證金客戶之目前信用度、抵押品價值及每名個人保證金客戶之過往還款能力為依歸。就此而言，本公司董事認為本集團應收保證金客戶賬款之信貸風險已大為降低。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

Trade receivables – continued

(ii) Other segments

Most of the Group's customers do not have independent credit rating. Trade receivables are continuously monitored by assessing the credit quality of the customers, taking into account its financial position, past experience and other factors. Credit limits of customers are reviewed periodically.

In order to minimise the credit risk on trade receivables from other businesses, the management of the Company assessed the expected loss on the trade receivable with significant balances individually by estimation based on the historical credit loss experience, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. In addition, the management of the Company closely monitor the aging to recover any receivables outstanding over 90 days as well as subsequent settlement of each of the receivables to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk on the trade receivables from other businesses is significantly reduced.

Loan receivables

In order to minimise the credit risk on the advances to third parties, the management of the Group performs preliminary analysis of the customers' ability to repay principal and interest, real time supervision of the actual repayment status throughout the loan period and closely monitor the follow-up action taken to recover any loans outstanding over 180 days. In addition, the Group monitors subsequent settlement of each of the loans receivables to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk on the loan receivables is significantly reduced.

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

貿易應收賬款 – 續

(ii) 其他分類

本集團大部分客戶均無獨立信貸評級。貿易應收賬款通過評估客戶信貸素質，包括其財務狀況、過往經驗及其他因素，以作持續監察。本公司定期審閱客戶之信貸限額。

為盡量減低來自其他業務之貿易應收賬款之信貸風險，本公司管理層根據過往信貸虧損經驗、債務人經營所在行業的整體經濟狀況及於報告日期的當前及預測狀況方向個別評估具有重大結餘的貿易應收賬款的預期虧損。此外，本公司管理層密切監察賬齡，以收回任何未償還超過90日的應收賬款及各項應收賬款的其後結付款項，以確保就不可收回金額計提足夠減值虧損。就此而言，本公司董事認為本集團有關來自其他業務之貿易應收賬款之信貸風險大幅減少。

應收貸款

為了盡量減低墊款予第三方之信貸風險，本集團之管理層對客戶償還本金及利息之能力進行初步分析，於整個貸款期內實時監察實際還款狀況，以及密切監察為收回任何未償還超過180日之貸款所採取之跟進行動。此外，本集團監察每筆應收貸款之其後結清，確保就無法收回金額作出足夠的減值虧損。就此而言，本公司董事認為本集團就應收貸款而承受之信貸風險已大為減低。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

Other receivables

In order to minimise the credit risk on other receivables, the management of the Group closely monitor the follow-up action taken to recover any receivable balances outstanding over 180 days. In addition, the Group monitors subsequent settlement of each of the receivables to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk on the other receivables is significantly reduced.

Pledged bank deposits and bank balances

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit – rating agencies and PRC stated-owned banks with good reputation.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas.

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

其他應收賬款

為盡量減低其他應收賬款之信貸風險，本集團之管理層密切監察為收回任何未償還超過180日之應收賬款結餘所採取之跟進行動。此外，本集團監察每筆應收賬款之其後結清，確保就無法收回金額作出足夠的減值虧損。就此而言，本公司董事認為本集團其他應收賬款之信貸風險已大為降低。

已抵押銀行存款及銀行結餘

流動資金之信貸風險有限，皆因對手方均為經國際信貸評級機構評定為高信貸評級之銀行以及信譽良好之中國國有銀行。

除存入數間具高信貸評級的銀行的流動資金的集中信貸風險外，本集團並無任何其他重大集中信貸風險。應收貿易賬款由數目繁多，散佈在不同行業及地區之客戶組成。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

The Group's internal credit risk grading assessment comprises the following categories:

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

本集團內部信貸風險評級由下列類別組成：

Internal credit rating	Description	Trade receivables in all business except securities brokerage and margin finance business 於證券經紀及保證金融資業務以外的所有業務的貿易應收賬款	Other financial assets
內部信貸評級	說明		其他財務資產
Low risk	The counterparty has a low risk of default and does not have any past due amounts	Lifetime ECL – not credit-impaired	12-month ECL
低風險	交易對手方的違約風險較低，且並無任何逾期款項	全期預期信貸虧損 – 無信貸減值	十二個月預期信貸虧損
Watch list	Debtor frequently repays after due dates but usually settle after due date	Lifetime ECL – not credit impaired	12-month ECL
監察名單	債務人經常於到期日後償還，但時常於到期日後償付	全期預期信貸虧損 – 無信貸減值	十二個月預期信貸虧損
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
存疑	自初步確認以來信貸風險透過內部建立的資料或外部資源顯著增加	全期預期信貸虧損 – 無信貸減值	全期預期信貸虧損 – 無信貸減值
Loss	There is evidence indicating the asset is credit impaired	Lifetime ECL – credit impaired	Lifetime ECL – credit impaired
虧損	有證據顯示資產出現信貸減值	全期預期信貸虧損 – 信貸減值	全期預期信貸虧損 – 信貸減值
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the group has no realistic prospect of recovery	Amount is written off	Amount is written off
撇銷	有證據顯示債務人有嚴重財務困難及本集團並無實際可收回希望	款項已被撇銷	款項已被撇銷

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

下表詳述根據預期信貸虧損評估本集團財務資產所面臨之信貸風險：

	Note 附註	Internal credit rating 內部信貸 評級	12-month or lifetime ECL 十二個月或 全期預期信貸虧損	Gross carrying amount 賬面總值	
				2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Financial assets at amortised costs 按攤銷成本計量之財務資產					
Trade receivables – securities brokerage and margin finance business 貿易應收賬款 – 證券經紀及保證金融資業務	24(a)	(Note a) (附註a)	12m ECL 十二個月預期信貸虧損	28,927	99,593
			Lifetime ECL – not credit impaired 全期預期信貸虧損 – 無信貸減值	5,025	2,973
			Lifetime ECL – credit impaired 全期預期信貸虧損 – 信貸減值	44,742	42,890
				78,694	145,456
Trade receivables – other segments 貿易應收賬款 – 其他分類	24(b)	(Note b) (附註b)	Lifetime ECL – credit impaired 全期預期信貸虧損 – 信貸減值	4,528	2,954
			Lifetime ECL – not credit impaired 全期預期信貸虧損 – 無信貸減值	5,872	7,582
				10,400	10,536
Other receivables 其他應收賬款	6(b)(iii)	(Note c) (附註c)	Lifetime ECL – not credit impaired 全期預期信貸虧損 – 無信貸減值	14,234	22,545
Loan receivables 應收貸款	25	(Note c) (附註c)	Lifetime ECL – not credit impaired 全期預期信貸虧損 – 無信貸減值	94,826	106,514
			Credit-impaired 信貸減值	14,816	14,552
				109,642	121,066

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

Notes:

- a. For securities brokerage and margin finance business trade receivables, the Group reviewed and assessed for impairment individually based on customers' LTV and other qualitative and quantitative information including the credit worthiness, past due information and subsequent settlement.

The estimated loss rates are estimated based (i) the Group's estimates of the market borrowing rates for each of the grouping less risk-free rate, which reflect the credit risk of trade receivables from securities brokerage services and margin finance segment and loan receivables and (ii) time value of money and are adjusted for forward-looking information that is available without undue cost or effort.

- b. For trade receivables from other segments, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with significant outstanding balances or credit-impaired, the Group determines the expected credit losses on these items by using a provision matrix, grouped by past due status, and adjusted by forward-looking information.

The Group uses debtors' aging to assess the impairment for its customers in relation to its operation because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms.

- c. For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition for its loan and other receivables.

Simplified approach is applied to measure the lifetime ECL for loan receivables of short term in duration (i.e. less than one year) and the remaining loan receivables and other receivables are measured on 12-m ECL basis unless there had been significant increase in credit risk since initial recognition.

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

附註：

- a. 就證券經紀及保證金融資業務之貿易應收賬款而言，本集團根據客戶之貸款價值比以及其他定性及定量資料（包括信譽度、逾期資料及其後結付狀況）個別審閱及評估減值。

估計虧損率乃按(i)本集團對各組別市場借貸利率的估計（扣除無風險利率），反映證券經紀服務及保證金融資分類的貿易應收賬款以及應收貸款的信貸風險；及(ii)金錢的時間價值估算，並根據毋須付出過多成本或努力即可獲得的前瞻性資料進行調整。

- b. 就其他分類之貿易應收賬款而言，本集團已採用香港財務報告準則第9號的簡化法按全期預期信貸虧損計量虧損撥備。除具有重大未償還結餘額或信貸減值的債務人外，本集團採用按逾期狀態分組及按前瞻性資料進行調整的撥備矩陣釐定該等項目的預期信貸虧損。

本集團使用債務人賬齡分析評估業務客戶之減值，因為該等客戶由大量有共同風險特徵之客戶組成，該等特徵代表客戶按照合約條款償還所有到期應付款項之能力。

- c. 就內部信貸風險管理而言，本集團就其貸款及其他應收賬款使用逾期資料評估自初次確認起信貸風險有否大幅增加。

採用簡化法計量短期（即少於一年）應收貸款的全期預期信貸虧損，而剩餘應收貸款按十二個月預期信貸虧損計量，除非自初始確認以來信用風險顯著增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

Notes: – continued

c. continued

Allowance for ECLs on loans receivables are estimated using a calculation model based on observable data as at the end of the reporting period, including the difference between the interest rates of interest charged by the Group for similar loans, and the risk-free rates, and adjusted for forward-looking information that is available without undue cost and effort. The Group has recognised allowance for ECLs, representing approximately 2.11% – 9.11% of the gross carrying amounts, against all loan receivables as at 31 December 2019 due to the collective assessments which indicated that these receivables may not be fully recoverable because of risks associated with the customers and the industries, in which the customers operate.

As at 31 December 2019, all loan receivables are classified as lifetime ECL.

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

附註：– 續

c. 續

對應收貸款預期信貸虧損撥備乃按使用基於報告期末可觀察數據的計算模式而估計，包括本集團對同類貸款收取的利息率與無風險利率之間差異，並根據毋須付出過多成本或努力即可獲得的前瞻性資料進行調整。於二零一九年十二月三十一日，由於集體評估顯示應收貸款可能因與客戶及客戶經營所在行業相關的風險而無法悉數收回，所以本集團已就所有應收貸款確認預期信貸虧損撥備，佔賬面總值約2.11%至9.11%。

於二零一九年十二月三十一日，所有應收貸款獲分類至全期預期信貸虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

(i) Trade receivables – other segments

The following table shows the Group's expected credit loss rates (shown on weighted average basis) adopted to the aging analysis of trade receivables based on the invoice date as at each reporting date:

Gross carrying amount

		2019 二零一九年		2018 二零一八年	
Internal credit rating 內部信貸評級		Average loss rate 平均虧損率	Trade receivables 貿易應收賬款 RMB'000 人民幣千元	Average loss rate 平均虧損率	Trade receivables 貿易應收賬款 RMB'000 人民幣千元
0 to 90 day(s)	0至90日	1.67%	5,649	1.69%	3,922
91 to 180 days	91至180日	3.11%	223	89.01%	3,114
181 to 270 days	181至270日	NA不適用	–	100.00%	7
271 to 365 days	271至365日	NA不適用	–	62.64%	539
Over 1 year	超過1年	100.00%	4,528	100.00%	2,954
			10,400		10,536

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

(i) 貿易應收賬款 – 其他分類

下表顯示於各報告日期按發票日期之貿易應收賬款賬齡分析所採用之本集團預期信貸虧損率(按加權平均基準顯示):

賬面總值

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

(i) Trade receivables – other segments – continued

Movement of impairment loss on trade receivable of other segment are as follows:

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

(i) 貿易應收賬款 – 其他分類 – 續

其他分類之貿易應收賬款減值虧損變動如下：

		Lifetime ECL (credit impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Lifetime ECL (not credit impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2018	於二零一八年一月一日	3,689	125	3,814
Changes due to financial instruments recognised during the year:	年內確認的財務 工具變動：			
– Impairment losses recognised	– 已確認減值虧損	2,973	37	3,010
– Impairment losses reversed	– 撥回減值虧損	(580)	(74)	(654)
– Exchange adjustments	– 匯兌調整	119	2	121
As at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	6,201	90	6,291
Changes due to financial instruments recognised during the year:	年內確認的財務 工具變動：			
– Impairment losses recognised	– 已確認減值虧損	1,247	52	1,299
– Impairment losses reversed	– 撥回減值虧損	(2,789)	(39)	(2,828)
– Exchange adjustments	– 匯兌調整	(133)	–	(133)
As at 31 December 2019	於二零一九年十二月三十一日	4,526	103	4,629

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

(i) Trade receivables – other segments – continued

Changes in the loss allowance for trade receivables are mainly due to:

		As at 31 December 2019 於二零一九年 十二月三十一日 Increase/(decrease) in lifetime ECL - not credit impaired 全期預期信貸 虧損增加／(減少)－ 無信貸減值 RMB'000 人民幣千元
Increase in trade receivables in processing, printing and sales of finished fabrics in PRC	中國成品布料加工、印花及銷售之貿易應收賬款增加	384
Settlements received from trade receivables in Media CGU (Note)	自媒體現金產生單位之貿易應收賬款收到之結付款項 (附註)	(1,913)

Note: Media CGU belongs to Group's reportable segment of media, cultural and entertainment business.

附註：媒體現金產生單位屬於本集團的媒體、文化及娛樂業務之須報告分類。

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

(i) 貿易應收賬款－其他分類 – 續

貿易應收賬款的虧損撥備變動乃主要由於：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

(i) Trade receivables – other segments – continued

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

(i) 貿易應收賬款 – 其他分類 – 續

		As at 31 December 2018 於二零一八年 十二月三十一日 (Decrease)/increase in lifetime ECL - not credit impaired 全期預期信貸 虧損(減少)/增加－ 無信貸減值 RMB'000 人民幣千元
Settlement received from trade debtors in processing, printing and sales of finished fabrics in PRC	自中國成品布料加工、印花及銷售之貿易債務人收到之結付款項	(654)
Increase in trade receivables in Media CGU	媒體現金產生單位的貿易應收賬款增加	3,010

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

(ii) Trade receivables in securities brokerage and margin finance business

Movement of impairment loss on trade receivables in securities brokerage and margin finance business are as follows:

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

(ii) 證券經紀及保證金融資業務之貿易應收賬款

證券經紀及保證金融資業務之貿易應收賬款減值虧損變動如下：

		12m ECL	Lifetime ECL - not credit impaired	Lifetime ECL - credit impaired	Total
		十二個月 預期信貸虧損	全期預期 信貸虧損－ 無信貸減值	全期預期 信貸虧損－ 信貸減值	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2018	於二零一八年一月一日	–	162	3,720	3,882
Changes due to financial instruments recognised during the year:	年內確認的財務工具變動：				
– Impairment losses recognised	– 已確認減值虧損	–	63	5,596	5,659
– Reversal of impairment recognised	– 撥回已確認減值	–	(158)	(50)	(208)
– Currency realignment	– 幣值調整	–	5	620	625
As at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	–	72	9,886	9,958
Changes due to financial instruments recognised during the year:	年內確認的財務工具變動：				
– Impairment losses recognised	– 已確認減值虧損	–	96	10,836	10,932
– Reversal of impairment recognised	– 撥回已確認減值	–	(68)	(1,688)	(1,756)
– Amounts written-off as uncollectible	– 撇銷不可收回金額	–	–	(4,791)	(4,791)
– Currency realignment	– 幣值調整	–	2	39	41
As at 31 December 2019	於二零一九年十二月三十一日	–	102	14,282	14,384

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

(ii) Trade receivables in securities brokerage and margin finance business – continued

Changes in the loss allowance of trade receivables are mainly due to:

As at 31 December 2019

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

(ii) 證券經紀及保證金融資業務之貿易應收賬款 – 續

貿易應收賬款的虧損撥備變動乃主要由於：

於二零一九年十二月三十一日

	12m ECL	Lifetime ECL (not credit impaired)	Lifetime ECL (credit impaired)	Total
	十二個月	全期預期 信貸虧損	全期預期 信貸虧損	
	預期信貸虧損	(無信貸減值)	(信貸減值)	總計
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元

Increase in the trade receivables with higher LTV ratio	貸款價值比較高之貿易應收賬款增加	-	28	4,357	4,385
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As at 31 December 2018

於二零一八年十二月三十一日

	12m ECL	Lifetime ECL (not credit impaired)	Lifetime ECL (credit impaired)	Total
	十二個月	全期預期 信貸虧損	全期預期 信貸虧損	
	預期信貸虧損	(無信貸減值)	(信貸減值)	總計
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元

Increase in the trade receivables	貿易應收賬款增加	-	(208)	5,659	5,451
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

(ii) Trade receivables in securities brokerage and margin finance business – continued

The analysis of credit-impaired trade receivables of the Group was as follows:

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

(ii) 證券經紀及保證金融資業務之貿易應收賬款 – 續

本集團的信貸減值貿易應收賬款之分析如下：

		Gross amount 總額 RMB'000 人民幣千元	ECL 預期信貸虧損 RMB'000 人民幣千元	Net carrying amount 賬面淨值 RMB'000 人民幣千元	Value of collaterals 抵押品價值 RMB'000 人民幣千元
As at 31 December 2019	於二零一九年十二月三十一日				
Trade receivables in securities brokerage and margin finance business	證券經紀及保證金融資業務之貿易應收賬款	44,742	(14,282)	30,460	34,257
As at 31 December 2018	於二零一八年十二月三十一日				
Trade receivables in securities brokerage and margin finance business	證券經紀及保證金融資業務之貿易應收賬款	42,890	(9,886)	33,004	51,809

(iii) Other receivables

Movement of impairment loss on other receivables are as follows:

(iii) 其他應收賬款

其他應收賬款之減值虧損變動如下：

		12m ECL and lifetime ECL - not credit impaired 十二個月預期信貸虧損及全期預期信貸虧損 – 無信貸減值 RMB'000 人民幣千元
As at 1 January 2018	於二零一八年一月一日	2,833
Changes due to financial instruments recognised during the year:	年內確認的財務工具變動：	
– Impairment losses reversed	– 撥回減值虧損	(2,866)
– Exchange adjustments	– 匯兌調整	33
As at 1 January and 31 December 2019	於二零一九年一月一日及十二月三十一日	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

(iii) Other receivables – continued

Changes in the loss allowance other receivables are mainly due to:

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

(iii) 其他應收賬款 – 續

其他應收賬款虧損撥備變動乃主要由於：

		As at 31 December 2018 於二零一八年 十二月三十一日
		Decrease in lifetime ECL 全期預期信貸 虧損減少
		12m ECL 十二個月預期 信貸虧損
		RMB'000 人民幣千元
Settlement in full of other debtors with a gross carrying amount of approximately RMB98,383,000	全數結清賬面總值約人民幣98,383,000元的其他債務人	(2,866)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

(iv) Loan receivables

Movement of impairment loss on loan receivables are as follows:

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

信貸風險及減值評估 – 續

(iv) 應收貸款

應收貸款之減值虧損變動如下：

		Lifetime ECL - not credit impaired 全期預期 信貸虧損－ 無信貸減值 RMB'000 人民幣千元	Lifetime ECL - credit impaired 全期預期 信貸虧損－ 信貸減值 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2018	於二零一八年一月一日	5,127	9,391	14,518
Changes due to financial instruments recognised during the year:	年內確認的財務工具變動：			
– Impairment losses recognised	– 已確認減值虧損	3,882	4,469	8,351
– Impairment losses reversed	– 撥回減值虧損	(3,002)	–	(3,002)
– Currency realignment	– 幣值調整	314	692	1,006
As at 1 January 2019	於二零一九年一月一日	6,321	14,552	20,873
Changes due to financial instruments recognised during the year:	年內確認的財務工具變動：			
– Impairment losses recognised	– 已確認減值虧損	6,157	–	6,157
– Impairment losses reversed	– 撥回減值虧損	(4,198)	–	(4,198)
– Currency realignment	– 幣值調整	405	–	405
As at 31 December 2019	於二零一九年十二月三十一日	8,685	14,552	23,237

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Changes in the loss allowance loan receivables are mainly due to:

		As at 31 December 2019 於二零一九年十二月三十一日	
		Increase/(decrease) in lifetime ECL 全期預期信貸虧損增加/(減少)	
		Non-credit impaired Credit-impaired 無信貸減值 信貸減值	
		RMB'000 RMB'000 人民幣千元 人民幣千元	
Advance of loan receivables	應收貸款的墊款	6,157	–
Repayment of loan receivables	償還應收貸款	(4,198)	–

		As at 31 December 2018 於二零一八年十二月三十一日	
		Increase/(decrease) in lifetime ECL 全期預期信貸虧損增加/(減少)	
		Non-credit impaired Credit-impaired 無信貸減值 信貸減值	
		RMB'000 RMB'000 人民幣千元 人民幣千元	
One loan receivable defaulted as at 31 December 2018	於二零一八年十二月三十一日 違約的一項應收貸款	–	4,469
Advance of loan receivables	應收貸款的墊款	3,882	–
Repayment of loan receivables	償還應收貸款	(3,002)	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Liquidity risk

The Group has net current liabilities of approximately RMB303,331,000 at 31 December 2019 which include secured bank loans and unsecured loans from third parties of approximately RMB47,050,000 and RMB264,879,000, respectively.

As detailed in Note 31 to the consolidated financial statements, all the unsecured loans from third parties were defaulted for repayments respectively as at 31 December 2019 and/or on the approval date of the consolidated financial statements. The directors of the Company closely monitor the cash flows of the Group and the Company and taken action to mitigate the liquidity issues faced by the Group and the Company. Based on the good working relationship with its other lenders, the Group is negotiating for extension or revision on the repayment schedule of the other loans or borrowings.

In addition, the Group is exposed to liquidity risk in relation to financial guarantees given to banks provided by the Group. The Group's maximum exposure in this respect is the maximum amount the Group could have to pay if the guarantee is called on (Note 38).

The directors have carried out a detailed review of the cash flow forecast of the Group for the twelve months ending 31 December 2020 and other measures taken by the management as referred to in Notes 3(b)(ii) to the consolidated financial statements, and consider that the Group will have sufficient working capital to meet its financial obligations as and when they fall due for the twelve months from 31 December 2019.

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

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

流動資金風險

本集團於二零一九年十二月三十一日之流動負債淨額約為人民幣303,331,000元，包括來自第三方之有抵押銀行貸款及無抵押銀行貸款分別約人民幣47,050,000元及人民幣264,879,000元。

誠如綜合財務報表附註31所詳述，所有來自第三方之無抵押貸款均分別於二零一九年十二月三十一日及／或綜合財務報表之批准日期拖欠還款。本公司董事密切監察本集團及本公司之現金流量，並採取行動以減輕本集團及本公司面對之流動資金問題。鑒於本集團與其他貸款人保持良好的合作關係，本集團正磋商延長或修改其他貸款或借貸之還款時間表。

此外，本集團就其向銀行提供之財務擔保而面對相關流動資金風險。本集團在此方面之最大風險為倘若被要求履行有關擔保時本集團須支付之最高金額(附註38)。

董事已詳細檢討本集團截至二零二零年十二月三十一日止十二個月之現金流量預測以及綜合財務報表附註3(b)(ii)所述管理層採取之其他措施，並認為本集團將擁有充足營運資金履行於二零一九年十二月三十一日起計十二個月之到期財務責任。

下表詳列根據協定還款期本集團非衍生財務負債之剩餘合約到期日。就非衍生財務負債而言，下表乃根據本集團最早可被要求償還非衍生財務負債當日財務負債之貼現現金流量而編製，其包括利息及本金現金流量。若利率為浮息，則未貼現金額是從報告期間結束時的利率得出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued Liquidity risk – continued

		Weighted average effective interest rate	On demand or less than 3 months 於要求時 償還或 三個月 以下 加權平均 實際利率 %	3 months to 1 year 三個月 至一年 RMB'000 人民幣千元	Over 1 year 一年以上 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金 流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
At 31 December 2019	於二零一九年十二月三十一日						
Trade and other payables*	貿易及其他應付賬款*	–	337,405	–	–	337,405	337,405
Bond payables	應付債券	8.00	5,005	67,571	–	72,576	68,613
Lease liabilities	租賃負債	3.99	640	1,610	999	3,249	3,160
Bank loans	銀行貸款	6.37	–	48,440	–	48,440	47,050
Loans from other financial institution	來自其他金融機構之貸款	24.29	223,764	–	–	223,764	223,764
Other borrowing	其他借貸	13.57	41,115	–	–	41,115	41,115
Convertible bonds	可換股債券	18.90	–	10,344	200,211	210,555	126,848
			607,929	127,965	201,210	937,104	847,955

		Weighted average effective interest rate	On demand or less than 3 months 於要求時 償還或 三個月 以下 加權平均 實際利率 %	3 months to 1 year 三個月 至一年 RMB'000 人民幣千元	Over 1 year 一年以上 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金 流量總額 RMB'000 人民幣千元	Carrying amount at 31.12.2018 於 二零一八年 十二月 三十一日 之賬面值 RMB'000 人民幣千元
At 31 December 2018	於二零一八年十二月三十一日						
Trade and other payables*	貿易及其他應付賬款*	–	367,664	–	–	367,664	367,664
Bond payables	應付債券	8.00	4,916	66,369	–	71,285	67,393
Obligation under finance leases	融資租賃承擔	6.35	54	162	209	425	410
Bank loans	銀行貸款	5.68	–	92,961	–	92,961	90,350
Loans from other financial institution	來自其他金融機構之貸款	19.30	217,354	3,719	–	221,073	220,866
Other borrowing	其他借貸	25.55	171,215	–	–	171,215	165,045
			761,203	163,211	209	924,623	911,728

* The amount includes trade payables, other payables, customers' deposits, amounts due to a director/director of a subsidiary/a shareholder of the Company/non-controlling owners of a subsidiary/related companies (2018: trade payables, other payables, customers' deposits, amounts due to a director/director of a subsidiary/a shareholder of the Company/non-controlling owners of a subsidiary/related companies).

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續 流動資金風險 – 續

* 該款項包括貿易應付賬款、其他應付款項、客戶按金、應付董事／附屬公司董事／本公司股東／附屬公司非控股權益擁有人／關連公司款項(二零一八年：貿易應付賬款、其他應付款項、客戶按金及應付董事／附屬公司董事／本公司股東／附屬公司非控股權益擁有人／關連公司款項)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Equity price risk

The Group is exposed to equity price risk through its investments classified as financial assets at FVTPL. The management manages this exposure by closely monitoring the price movements and the changes in market conditions that may affect the value of the investments.

A decrease of 5% on equity price would have a negative impact of approximately RMB1,567,000 (2018: RMB6,162,000) on profit or loss. An increase of 5% in the value of the listed equity securities would have a positive impact on the Group's performance in a similar amount.

Fair values of financial instruments

(i) Financial instruments not measured at fair value:

The principal amounts of financial assets and financial liabilities with a maturity of less than one year (including trade and other receivables, loan receivables, pledged bank deposits, bank balances and cash, trade and other payables, bond payables, finance leases, bank loans, loans from other financial institutions and other borrowings) are assumed to approximate their fair values.

(ii) Financial instruments measured at fair value:

The fair values of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to quoted market bid and ask prices respectively.

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

股價風險

本集團因投資於分類為按公平值計入損益賬之財務資產而承受股價風險。管理層透過密切監察股價及市況變動等可能影響投資價值之因素來管理此風險。

倘股價下跌5%，其將對損益賬造成約人民幣1,567,000元(二零一八年：人民幣6,162,000元)之負值影響。倘上市股本證券之價值上升5%，其將對本集團表現帶來相若金額之正面影響。

財務工具之公平值

(i) 並非按公平值計量的財務工具：

到期期限少於一年之財務資產及財務負債(包括貿易及其他應收賬款、應收貸款、已抵押銀行存款、銀行結餘及現金、貿易及其他應付賬款、應付債券、融資租賃、銀行貸款、來自其他金融機構之貸款及其他借貸)本金乃假設與其公平值相若。

(ii) 按公平值計量的財務工具：

具備標準條款及條件並於活躍市場買賣之財務資產及財務負債之公平值分別參考市場買入報價及賣價釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Fair values of financial instruments – continued

(ii) *Financial instruments measured at fair value – continued*

The following table presents the carrying value of the Group's financial instruments measured at fair value across the three levels of the fair value hierarchy defined in HKFRS 13 "Fair Value Measurement" with fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

Level 1: fair values measured using quoted prices (unadjusted) in active markets for identical financial instruments.

Level 2: fair values measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

Level 3: fair values measured using significant unobservable input.

The following tables illustrate the fair value measurement hierarchy of the Group's financial instrument:

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

財務工具之公平值 – 續

(ii) *按公平值計量的財務工具 – 續*

下表呈列根據香港財務報告準則第13號「公平值計量」所界定之三個層級公平值等級架構以公平值計量之本集團財務工具之賬面值，各財務工具之公平值以對公平值計量而言關係重大之最低層級輸入數據為依據進行整體分類。公平值層級界定如下：

層級1：相同財務工具之公平值按活躍市場報價（不予調整）計量。

層級2：使用層級2輸入數據（即不符合層級1之可觀察輸入數據）而不使用重大不可觀察輸入數據計量之公平值，不可觀察輸入數據指並無市場資料之輸入數據。

層級3：使用重大不可觀察輸入數據計量之公平值。

下表說明本集團財務工具之公平值計量層級：

		Level 1 層級1 RMB'000 人民幣千元	Level 2 層級2 RMB'000 人民幣千元	Level 3 層級3 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2019	於二零一九年十二月三十一日				
Financial assets at FVTPL	按公平值計入損益賬之財務資產				
– Movie investments, at fair value	– 電影投資（按公平值計）	–	–	60,332	60,332
– Equity securities listed in Hong Kong, at fair value	– 香港上市股本證券（按公平值計）	28,882	–	–	28,882
– Equity securities listed in overseas, at fair value	– 海外上市股本證券（按公平值計）	2,479	–	–	2,479
Financial liabilities at FVTPL	按公平值計入損益賬之財務負債				
– Derivative financial instruments	– 衍生財務工具	–	–	(25,529)	(25,529)
		31,361	–	34,803	66,164

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

6. FINANCIAL INSTRUMENTS – CONTINUED

(b) Financial risk management objectives and policies – continued

Fair values of financial instruments – continued

		Level 1 層級1 RMB'000 人民幣千元	Level 2 層級2 RMB'000 人民幣千元	Level 3 層級3 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2018	於二零一八年十二月三十一日				
Financial assets at FVTPL	按公平值計入損益賬之財務資產				
– Equity securities listed in Hong Kong, at fair value	– 香港上市股本證券 (按公平值計)	121,966	–	–	121,966
– Equity securities listed in overseas, at fair value	– 海外上市股本證券 (按公平值計)	1,271	–	–	1,271
		123,237	–	–	123,237

There were no transfers between the three Levels during the year and prior period.

For level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

(c) Financial assets and financial liabilities offsetting

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments that are either:

- offset in the consolidated statements of financial position; or
- no offset in the consolidated statements of financial position as the offsetting criteria are not met.

Under the agreement of continuous net settlement made between Group and Hong Kong Securities Clearing Company Limited ("HKSCC"), the Group has a legally enforceable right to set off the money obligations receivable and payable with HKSCC on the same settlement date and the Group intends to settle on a net basis.

6. 財務工具 – 續

(b) 財務風險管理目標及政策 – 續

財務工具之公平值 – 續

於年內及過往期間，不存在三個層級之間的轉換。

就層級3公平值計量而言，本集團將一般委聘具備認可專業資格及近期估值經驗之外聘估值專家進行。

(c) 財務資產與財務負債之抵銷

下表所載之披露包括受可強制執行淨值結算總安排或類似協議所規限之財務資產及財務負債，涵蓋：

- 於綜合財務狀況表內抵銷之類似金融工具；或
- 因不符合抵銷標準而並無於綜合財務狀況表內抵銷之類似金融工具。

根據本集團與香港中央結算有限公司(「香港結算」)作出之持續淨額結算協議，本集團擁有依法可強制執行權利以於相同結算日與香港結算抵銷應收及應付款項責任，且本集團擬按淨額基準結算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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6. FINANCIAL INSTRUMENTS – CONTINUED

(c) Financial assets and financial liabilities offsetting – continued

In addition, the Group has a legally enforceable right to set off the trade receivable and payable with its cash clients in the Group's brokerage business ("brokerage clients") that are due to be settled on the same date with reference to the settlement method set by HKSCC and the Group intends to settle these balances on a net basis.

As disclosed in Note 28(v), the Group has a legal enforceable right to set off the other receivables of the net distribution revenue arising from the movie investment and the payable relating to the acquisition of certain film rights and licence under the settlement agreement.

Except for the above mentioned, financial collateral including cash and securities received by the Group and deposit placed with HKSCC do not meet the criteria for offsetting in the consolidated statements of financial position since the right of setoff of the recognised amounts is only enforceable following an event of default.

6. 財務工具 – 續

(c) 財務資產與財務負債之抵銷 – 續

此外，本集團擁有依法可強制執行權利以於相同結算日經參考香港結算訂立的結算方法與本集團經紀業務之現金客戶(「經紀客戶」)抵銷到期結算的貿易應收及應付賬項，且本集團擬按淨額基準結算該等結餘。

誠如附註28(v)所披露，本集團根據結算協議擁有法律上可強制執行的權利，以電影投資產生的發行收益淨額的其他應收賬款抵銷有關收購若干影片權利及授權的應付賬款。

除上文所述者外，由於已確認金額抵銷權僅於出現違約事件後方可強制執行，故金融抵押品(包括本集團所收現金及證券)及存放於香港結算之按金均不符合於綜合財務狀況表抵銷之標準。

At 31 December 2019 於二零一九年十二月三十一日		Related amounts not offset 並無抵銷之相關金額					
		Gross amount 總額	Amount offset 已抵銷金額	Net amount 淨額	Financial instruments 財務工具	Collateral received 已收抵押品	Net amount 淨額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Amount of trade receivables arising from the securities brokerage and margin finance business	證券經紀及保證金融資業務產生之貿易應收賬款金額						
– HKSCC	– 香港結算	12,984	(9,700)	3,284	–	–	3,284
– Cash clients	– 現金客戶	12,269	–	12,269	–	–	12,269
– Margin clients	– 保證金客戶	48,757	–	48,757	(36,319)	(41,372)	12,438
Amount of other receivables arising from movie investment	電影投資產生的其他應收賬款金額	835	(835)	–	–	–	–
		74,845	(10,535)	64,310	(36,319)	(41,372)	27,891
Amount of trade payables from the securities brokerage and margin finance business	證券經紀及保證金融資業務的貿易應付賬款金額						
– HKSCC	– 香港結算	9,700	(9,700)	–	–	–	–
– Cash clients	– 現金客戶	63,657	–	63,657	–	–	63,657
– Margin clients	– 保證金客戶	11,066	–	11,066	–	–	11,066
Amount of other payables arising from acquisition of film rights and licence	收購影片權利及授權產生的其他應付賬款金額	31,104	(835)	30,269	–	–	30,269
		115,527	(10,535)	104,992	–	–	104,992

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綜合財務報表附註(續)

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6. FINANCIAL INSTRUMENTS – CONTINUED

(c) Financial assets and financial liabilities offsetting – continued

6. 財務工具 – 續

(c) 財務資產與財務負債之抵銷 – 續

At 31 December 2018 於二零一八年十二月三十一日					Related amounts not offset 並無抵銷之相關金額		
		Gross amount	Amount offset	Net amount	Financial instruments	Collateral received	Net amount
		總額	已抵銷金額	淨額	財務工具	已收抵押品	淨額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Amount of trade receivables arising from the securities brokerage and margin finance business	證券經紀及保證金融資業務產生之貿易應收款金額						
– HKSCC	– 香港結算	26,456	(26,456)	–	–	–	–
– Cash clients	– 現金客戶	25,478	–	25,478	–	–	25,478
– Margin clients	– 保證金客戶	110,215	–	110,215	(40,212)	(62,400)	70,003
		162,149	(26,456)	135,693	(40,212)	(62,400)	95,481
Amount of trade payables from the securities brokerage and margin finance business	證券經紀及保證金融資業務產生之貿易應收款金額						
– HKSCC	– 香港結算	42,806	(26,456)	16,350	–	–	16,350
– Cash clients	– 現金客戶	99,667	–	99,667	–	–	99,667
– Margin clients	– 保證金客戶	30,840	–	30,840	–	–	30,840
		173,313	(26,456)	146,857	–	–	146,857

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

7. TURNOVER AND SEGMENT INFORMATION

The Group derives its revenue from the transfer of goods and services over time and at a point in time in the following major product lines. This is consistent with the revenue information that is disclosed for each reportable segment under HKFRS 8.

7. 營業額及分類資料

本集團之收益來自以下主要產品系列在一段時間及於某時間點轉移貨品及服務。此與根據香港財務報告準則第8號就各須報告分類披露之收益資料一致。

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Revenue from contracts with customers within the scope of HKFRS 15, analysed by types of goods or services:	香港財務報告準則第15號範圍內的客戶合約收益，按貨品或服務類別進行分析：		
Sales of goods from	以下商品銷售		
– sales of finished fabrics	– 出售成品布料	29,855	33,914
– trading of fabrics and garment products	– 布料及服裝產品貿易	–	3,027
Subcontracting services income	分包服務收入	29,855	36,941
Advertising income	廣告收入	82,871	57,938
Subscription income	訂閱收入	6,772	15,202
Licence fee income – Film right	授權費收入 – 影片權利	–	4,237
Licence fee income – Trademarks	授權費收入 – 商標	–	1,519
Other entertainment and media services income	其他娛樂及媒體服務收入	–	3,816
Brokerage and related services income	經紀及相關服務收入	6,313	59
Underwriting and placing services income	包銷及配售服務收入	5,421	8,883
Handling services income	處理服務收入	1,069	7,282
		210	645
Revenue from other sources	其他來源之收益	132,511	136,522
Loan interest income	貸款利息收入	18,210	18,160
Margin financing interest income	保證金融資利息收入	6,171	11,343
		156,892	166,025

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

7. TURNOVER AND SEGMENT INFORMATION – CONTINUED

Segment reporting

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following six reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Processing, printing and sales of finished fabrics and subcontracting services in the PRC;
- Trading of fabrics and clothing;
- Money lending;
- Securities investment;
- Media, cultural and entertainment; and
- Securities brokerage services and margin finance.

Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include non-current assets and current assets attributable to the activities of the individual segments. Segment liabilities include trade and other payables attributable to the activities of the individual segments and bank loans managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

7. 營業額及分類資料 – 續

分類報告

本集團按不同部門管理業務，而部門是同時以業務系列(產品和服務)和地理位置的方式組織。本集團呈列以下六個須報告分類，此與內部匯報資料予本集團最高執行管理層以作資源分配及表現評估的方式一致。並無合併營運分類以組成以下須報告分類。

- 於中國之成品布料加工、印花及銷售及分包服務；
- 布料及成衣貿易；
- 放債；
- 證券投資；
- 媒體、文化及娛樂；及
- 證券經紀服務及保證金融資。

分類業績、資產及負債

就評估分類表現及在分類之間分配資源而言，本集團最高執行管理層按以下基準監察各須報告分類應佔之業績、資產及負債：

分類資產包括歸屬於各獨立分類之活動之非流動資產和流動資產。分類負債包括歸屬於各獨立分類之活動之貿易及其他應付賬款以及由分類直接管理之銀行貸款。

收益及開支乃參考該等分類帶來之銷售以及該等分類錄得或因該等分類應佔之資產的折舊或攤銷所產生之開支而分配予須報告分類。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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7. TURNOVER AND SEGMENT INFORMATION – CONTINUED

Segment results, assets and liabilities – continued

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance is set out below:

7. 營業額及分類資料 – 續

分類業績、資產及負債 – 續

就資源分配及評估分類表現而向本集團最高執行管理層提供之本集團須報告分類之資料如下：

		Processing, printing and sales of finished fabrics - PRC 成品布料加工、 印花及銷售 — 中國	Trading of fabrics and clothing - Hong Kong 成衣貿易 — 香港	Money lending - Hong Kong 放債 — 香港	Securities investment - Hong Kong 證券投資 — 香港	Entertainment and media - Hong Kong 娛樂及媒體 — 香港	Securities brokerage services and margin finance - Hong Kong 證券經紀服務及 保證金融資 — 香港	Unallocated corporate office 未分配公司 辦事處	Inter-segment elimination 分類間抵銷	Total 總計
		2019 二零一九年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Revenue from external customers	來自外界客戶之收益	112,726	—	18,210	—	13,085	12,871	—	—	156,892
Revenue from inter-segment	分類間收益	—	—	—	—	4,365	—	28,706	(33,071)	—
		112,726	—	18,210	—	17,450	12,871	28,706	(33,071)	156,892
Reasonable segment revenue and timing of revenue recognition	須報告分類收益及收益確認之時間									
Products and services transferred at a point in time	於某一時間點轉移產品及服務	29,855	—	—	—	3,337	6,700	2,646	(7,011)	35,527
Services transferred over time	經過一段時間轉移服務	82,871	—	18,210	—	14,113	6,171	26,060	(26,060)	121,365
Reportable segment revenue	須報告分類收益	112,726	—	18,210	—	17,450	12,871	28,706	(33,071)	156,892
Reportable segment (loss)/profit (adjusted EBITDA)	須報告分類(虧損)/溢利(經調整EBITDA)	(9,691)	(49)	14,473	134	(7,957)	(3,824)	(59,046)	—	(65,960)
Depreciation and amortisation	折舊及攤銷	(7,781)	—	—	—	(26,326)	(2,088)	(1,128)	—	(37,323)
Impairment on intangible assets	無形資產之減值	—	—	—	—	(47,492)	—	—	—	(47,492)
Impairment of property, plant and equipment	物業、廠房及設備之減值	(18,954)	—	—	—	(6,990)	—	—	—	(25,944)
Impairment of right-of-use assets	使用權資產之減值	(384)	—	—	—	(93,505)	—	—	—	(93,889)
Net (impairment)/reversals of impairment loss on trade and other receivables	貿易及其他應收賬款之(減值)/減值虧損撥回淨額	(265)	(119)	—	—	1,913	(9,176)	—	—	(7,647)
Net reversal of impairment loss on deposits paid to suppliers	撥回已付供應商之按金之減值虧損淨額	3,071	—	—	—	—	—	—	—	3,071
Net impairment loss on loan receivables	應收貸款之減值虧損淨額	—	—	(1,959)	—	—	—	—	—	(1,959)
Net impairment loss on inventories	存貨之減值虧損淨額	(3,249)	—	—	—	(955)	—	—	—	(4,204)
Net loss on financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產之虧損淨額	—	—	—	(42,387)	(21,224)	—	—	—	(63,611)
Loss on derivative financial instruments	衍生財務工具之虧損	—	—	—	—	—	—	(100,744)	—	(100,744)
Finance costs	融資成本	(4,828)	—	(26,060)	(2,596)	(1,781)	(1,515)	(111,762)	26,060	(122,482)
Impairment loss on interest in an associate	於聯營公司之權益之減值虧損	—	—	—	—	—	—	—	—	(21,075)
Share of loss of an associate	分佔聯營公司虧損	—	—	—	—	—	—	—	—	(11,089)
Loss on deemed disposal of an associate	視作出售聯營公司之虧損	—	—	—	—	—	—	—	—	(21,527)
Loss before taxation	除稅前虧損									(621,875)
Reportable segment assets	須報告分類資產	107,181	108	86,458	31,358	508,774	200,796	550,520	(472,027)	1,013,168
Additions to non-current segment assets	添置非流動分類資產	2,412	—	—	—	69,539	1,793	3,295	—	77,039
Reportable segment liabilities	須報告分類負債	127,059	4,014	473,100	23,785	186,983	84,640	547,184	(472,027)	974,738

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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7. TURNOVER AND SEGMENT INFORMATION – CONTINUED

Segment results, assets and liabilities – continued

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance is set out below: – continued

7. 營業額及分類資料 – 續

分類業績、資產及負債 – 續

就資源分配及評估分類表現而向本集團最高執行管理層提供之本集團須報告分類之資料如下：– 續

		Processing, printing and sales of finished fabrics - PRC	Trading of fabrics and clothing - Hong Kong	Money lending - Hong Kong	Securities investment - Hong Kong	Entertainment and media - Hong Kong	Securities brokerage services and margin finance - Hong Kong	Unallocated corporate office	Inter-segment elimination	Total
		成品布料加工、 印花及銷售 – 中國	布料及 成衣貿易 – 香港	放債 – 香港	證券投資 – 香港	娛樂及媒體 – 香港	融資 – 香港	未分配公司 辦事處	分類間抵銷	總計
		2018	2018	2018	2018	2018	2018	2018	2018	2018
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue from external customers	來自外界客戶之收益	91,852	3,027	18,160	–	24,833	28,153	–	–	166,025
Revenue from inter-segment	分類間收益	–	–	–	–	16,709	–	26,869	(43,578)	–
		91,852	3,027	18,160	–	41,542	28,153	26,869	(43,578)	166,025
Reasonable segment revenue and timing of revenue recognition	須報告分類收益及收益確認之時間									
Products and services transferred at a point in time	於某一時間點轉移產品及服務	33,914	3,027	–	–	1,519	11,343	26,869	(43,578)	33,094
Services transferred over time	經過一段時間轉移服務	57,938	–	18,160	–	40,023	16,810	–	–	132,931
Reportable segment revenue	須報告分類收益	91,852	3,027	18,160	–	41,542	28,153	26,869	(43,578)	166,025
Reportable segment profit/(loss) (adjusted EBITDA)	須報告分類溢利/(虧損) (經調整EBITDA)	4,382	6	18,104	(5,473)	(131,498)	14,548	(42,287)	–	(142,218)
Depreciation and amortisation	折舊及攤銷	(10,606)	(3)	–	–	(81,058)	(174)	(820)	–	(92,661)
Impairment on goodwill	商譽之減值	–	–	–	–	(114,366)	–	–	–	(114,366)
Impairment on intangible assets	無形資產之減值	–	–	–	–	(40,683)	–	–	–	(40,683)
Impairment of property, plant and equipment	物業、廠房及設備之減值	(3,606)	–	–	–	(26,531)	–	–	–	(30,137)
Net reversals of impairment loss/ (impairment) on trade and other receivables	貿易及其他應收賬款之減值虧損撥回/(減值)淨額	503	20	–	–	(2,879)	(5,451)	2,866	–	(4,941)
Net reversal of impairment loss on deposits paid to suppliers	撥回已付供應商之按金之減值虧損淨額	5,095	–	–	–	–	–	–	–	5,095
Net impairment loss on loan receivables	應收貸款之減值虧損淨額	–	–	(5,349)	–	–	–	–	–	(5,349)
Net impairment loss on inventories	存貨之減值虧損淨額	(26,037)	–	–	–	(16,560)	–	–	–	(42,597)
Net loss on financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產之虧損淨額	–	–	–	(43,589)	–	–	–	–	(43,589)
Finance costs	融資成本	(5,947)	–	(19,719)	(2,617)	–	(4,384)	(53,435)	19,719	(66,383)
Impairment loss on interest in an associate	於聯營公司之權益之減值虧損	–	–	–	–	–	–	–	–	(56,798)
Share of loss of an associate	分佔聯營公司虧損	–	–	–	–	–	–	–	–	(205,129)
Loss before taxation	除稅前虧損									(839,756)
Reportable segment assets	須報告分類資產	159,847	230	100,245	202,881	580,355	338,912	1,098,537	(1,048,002)	1,433,005
Additions to non-current segment assets	添置非流動分類資產	2,979	–	–	–	41,170	729	362	–	45,240
Reportable segment liabilities	須報告分類負債	138,091	3,898	412,380	67,233	160,977	208,349	417,138	(412,382)	995,684

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綜合財務報表附註(續)

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7. TURNOVER AND SEGMENT INFORMATION – CONTINUED

Geographical information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's non-financial assets ("specified non-current assets"). The geographical location of revenue from customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset.

7. 營業額及分類資料 – 續

地區資料

下表載列有關(i)本集團來自外界客戶之收益；及(ii)本集團之非財務資產(「指定非流動資產」)的地理位置之相關資料。來自客戶收益的地理位置是基於提供服務或交付貨品的位置而釐定。指定非流動資產的地理位置是基於資產實際所在位置而釐定。

		Turnover 營業額		Specified non-current assets 指定非流動資產	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
PRC	中國	112,726	95,668	1,178	26,575
Malaysia	馬來西亞	–	–	63,720	118,141
Hong Kong	香港	44,166	70,357	461,006	556,524
		156,892	166,025	525,904	701,240

Information about major customers

There are no customers who individually contribute over 10% of the total revenue of the Group.

有關主要客戶之資料

並無個別客戶佔本集團總收益之10%以上。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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7. TURNOVER AND SEGMENT INFORMATION – CONTINUED

Contract balances

The following table provides information about receivables and contract liabilities from contracts with customers.

7. 營業額及分類資料 – 續

合約結餘

下表載列與客戶之合約中之應收賬款及合約負債資料。

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Receivables, which are included in "Trade and other receivables" (Note 24)	計入「貿易及其他應收賬款」之應收賬款(附註24)		
– Sales of goods from finished fabrics and garment products	– 成品布料及服裝產品之商品銷售	5,680	2,152
– Subcontracting services income	– 分包服務收入	91	35
– Entertainment and media services income	– 娛樂及媒體服務收入	–	2,058
– Brokerage and related services income (Note)	– 經紀及相關服務收入(附註)	64,310	135,498
		70,081	139,743
Contract liabilities, which are included in "Trade and other payables" (Note 28)	計入「貿易及其他應付賬款」之合約負債(附註28)		
– Sales of goods from finished fabrics and garment products	– 成品布料及服裝產品之商品銷售	11,023	5,720
– Subcontracting services income	– 分包服務收入	12,978	12,551
– Entertainment and media services income	– 娛樂及媒體服務收入	4,468	11,442
		28,469	29,713

The contract liabilities comprised the customers' deposits and receipt in advance.

合約負債包括客戶按金及預收款項。

The Group applies the practical expedient in paragraph 21 of HKFRS 15 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

本集團應用香港財務報告準則第15號中第21段之可行權宜方法，而並無披露有關該等原定合約預期年期為一年或以內之餘下履約責任之資料。

Note: Due to the business nature of brokerage services and margin finance business, it is assumed that the entire trade receivables balances belong to the category of brokerage and related services income as customers would not indicate whether they are settling the brokerage and related services fee, handling services fee or margin financing interest.

附註：基於經紀服務及保證金融資業務之業務性質，可以假設全數貿易應收賬款結餘為屬於經紀及相關服務收入之類別，原因是客戶不會表明其會否結清經紀及相關服務費用、處理服務費或保證金融資利息之款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

8. OTHER GAINS/(LOSSES), NET

8. 其他收益／(虧損)淨額

			2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	Note 附註			
Net reversals of impairment loss on deposits paid to suppliers	撥回已付供應商之按金之減值虧損淨額	24(c)	3,071	5,095
Net exchange gain/(loss)	匯兌收益／(虧損)淨額		151	(12,624)
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損		(484)	(8,754)
Loss on de-registration of subsidiaries	附屬公司除冊之虧損		—	(8)
Bank interest income	銀行利息收入		425	689
Loan referral income	貸款轉介收入		—	595
Government subsidies*	政府資助*		124	360
Sundries income from entertainment and media services segment	娛樂及媒體服務分類之雜項收入		1,027	—
Dividend income	股息收入		357	71
Gain on disposal of intangible assets**	出售無形資產之收益**		11,025	—
Others	其他		1,082	705
			16,778	(13,871)

* The government rewards and subsidies were provided by the PRC government as an incentive for energy saving and organisational development of the Group. There are no conditions and contingencies attached to the receipt of the government subsidies and they are non-recurring in nature.

** During the year ended 31 December 2019, the Group has disposed of one of its film rights with the net carrying amount of approximately RMB3,456,000 to an independent third party at a cash consideration of approximately RMB14,481,000. As at 31 December 2019, the unpaid consideration of approximately RMB2,350,000 was included in "Other receivables and prepayments".

* 政府獎勵及資助乃由中國政府向本集團提供作為激勵本集團節能及組織發展之獎勵金。收取有關政府資助並無附帶任何條件及或然事項，有關款項並不屬於經常性項目。

** 截至二零一九年十二月三十一日止年度，本集團向獨立第三方出售其中一項賬面淨值約為人民幣3,456,000元的影片權利，現金代價約為人民幣14,481,000元。於二零一九年十二月三十一日，未付代價約人民幣2,350,000元計付「其他應收賬款及預付款項」。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

9. FINANCE COSTS

9. 融資成本

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一七年 RMB'000 人民幣千元
Interest on bank loans	銀行借貸之利息	4,821	5,780
Interest on other secured loans*	其他有抵押貸款之利息*	49,733	15,786
Interest on other unsecured loans*	其他無抵押貸款之利息*	57,296	35,409
Interest on bond payables	應付債券之利息	4,939	4,726
Interest on lease liabilities (Note 18(c))	租賃負債之利息(附註18(c))	149	—
Interest on finance leases	融資租賃之利息	—	17
Interest on convertible bonds (Note 32)	可換股債券之利息(附註32)	929	—
Other finance costs	其他融資成本	4,615	4,665
		122,482	66,383

* The amount comprised the interest payable for the year ended 31 December 2019 and the default interest at rates of ranging from 6% to 36% per annum accrued on the overdue outstanding balance in accordance with the relevant loan agreements.

* 該款項包括截至二零一九年十二月三十一日止年度之應付利息，以及根據相關貸款協議就逾期未償還結餘按介乎6%至36%之年利率應計之逾期利息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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10. LOSS BEFORE TAXATION

10. 除稅前虧損

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 (Note) (附註) RMB'000 人民幣千元
Loss before taxation has been arrived at after charging/(crediting):	除稅前虧損已扣除/(計入)下列各項：		
Directors' remuneration (Note 12)	董事酬金(附註12)	3,706	5,792
Staff cost (excluding directors' remuneration)#	員工薪金(不包括董事酬金)#		
– Staff salaries	– 員工薪金	66,219	106,555
– Retirement benefits scheme contributions	– 退休福利計劃供款	1,128	2,685
– Staff welfare	– 員工福利	739	340
Penalties to the SFC	對證監會的罰款	4,410	–
Amortisation of intangible assets (Note 19)	無形資產之攤銷(附註19)	7,394	72,591
Depreciation ## of:	以下各項之折舊##：		
– Property, plant and equipment (Note 16)	– 物業、廠房及設備(附註16)	11,136	20,070
– Right-of-use assets (Note 18)	– 使用權資產(附註18)	18,793	–
Auditor's remuneration and other services	核數師酬金及其他服務		
– Audit services	– 審核服務	1,235	1,122
– Non-audit services	– 非審核服務	128	358
		1,363	1,480
Cost of inventories recognised as expenses (including net write-down of inventories amounting to RMB4,204,000 (2018: RMB42,597,000))	支銷之存貨成本(包括存貨撇減淨額人民幣4,204,000元(二零一八年：人民幣42,597,000元))	68,854	83,768
Net loss on financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產之虧損淨額		
(a) securities investment	(a) 證券投資		
– Realised loss/(gain) on disposal (Note 26)	– 出售之已變現虧損/(收益)(附註26)	32,793	(5,247)
– Fair value loss	– 公平值虧損	9,594	48,836
(b) movie investment	(b) 電影投資		
– Fair value loss	– 公平值虧損	21,224	–
		63,611	43,589
Operating lease rentals in respect of	有關以下項目之經營租賃租金		
– prepaid lease payments	– 預付租賃款項	–	14
– rented premises (Note 18(c))	– 租賃物業(附註18(c))	1,289	7,261

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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10. LOSS BEFORE TAXATION – CONTINUED

Note:

The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See Note 2(a).

* The SFC has reprimanded and fined the Group HK\$5,000,000 for a series of internal control failings and regulatory breaches.

Total staff cost of approximately RMB32,851,000 (2018: RMB57,775,000), RMB6,115,000 (2018: RMB15,146,000) and RMB29,120,000 (2018: RMB36,659,000) has been charged to cost of sales, distribution and selling expenses and administrative and operating expenses, respectively for the year ended 31 December 2019.

Total depreciation of approximately RMB5,313,000 (2018: RMB7,063,000) and RMB24,616,000 (2018: RMB13,007,000) has been charged to cost of sales and administrative and operating expenses, respectively for the year ended 31 December 2019.

11. ACQUISITION OF ASIA TELEVISION LIMITED (“ATV”)

On 30 April 2016, Star Platinum Enterprises Limited (“Star Platinum”), a wholly owned subsidiary of the Company, entered into arrangements in relation to the acquisition of approximately 52.42% equity interests in ATV and, together with the joint and several provisional liquidators (the “Provisional Liquidators”), had proposed the scheme of arrangements to the creditors of ATV by which all liabilities of ATV shall be assumed by Star Platinum. As a result, ATV should be debt-free and given a fresh start upon the completion of the scheme of arrangements.

On 29 July 2016, Star Platinum had acquired approximately 52.42% equity interests in ATV and its subsidiaries (collectively refer to as “ATV Group”) and the Company had given undertaking to provide sufficient financial support to ATV to rebuild its business and operation. The liquidation position of ATV had been released by the Court on 8 January 2018 and ATV Group became subsidiaries of the Group.

10. 除稅前虧損 – 續

附註：

本集團於二零一九年一月一日採用經修訂追溯法首次應用香港財務報告準則第16號。根據該方法，比較資料不予重列。請見附註2(a)。

* 證監會就本集團一系列內部監控失誤及監管違反事項予以譴責並罰款5,000,000港元。

截至二零一九年十二月三十一日止年度，員工成本總額約人民幣32,851,000元（二零一八年：人民幣57,775,000元）、人民幣6,115,000元（二零一八年：人民幣15,146,000元）及人民幣29,120,000元（二零一八年：人民幣36,659,000元）已分別計入銷售成本、分銷及銷售開支以及行政及經營開支。

截至二零一九年十二月三十一日止年度，折舊總額約人民幣5,313,000元（二零一八年：人民幣7,063,000元）及人民幣24,616,000元（二零一八年：人民幣13,007,000元）已分別計入銷售成本以及行政及經營開支。

11. 收購亞洲電視有限公司（「亞視」）

於二零一六年四月三十日，本公司之全資附屬公司星鉑企業有限公司（「星鉑」）訂立安排，內容有關收購亞視股權約52.42%，並且連同共同及數名臨時清盤人（「臨時清盤人」）已向亞視之債權人提出進行債務償還安排，據此，星鉑應繼承亞視之所有負債，而因此於債務償還安排完成後，亞視應再無債務及可重新起步。

於二零一六年七月二十九日，星鉑企業收購亞視及其附屬公司（統稱「亞視集團」）之股權約52.42%，且本公司已承諾為亞視提供足夠的財務支持，以重建其業務及營運。法院已於二零一八年一月八日解除亞視之清盤狀態，而亞視集團成為本集團之附屬公司。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

11. ACQUISITION OF ASIA TELEVISION LIMITED ("ATV") – CONTINUED

On 8 January 2018, the Group completed the acquisition of ATV Group (the "Acquisition") after completing a series of arrangements (i) scheme of arrangement to be approved by the creditors and the High Court of Hong Kong (the "Court"); (ii) the Court granting the order to sanction the withdrawal of the winding-up petition against ATV; and (iii) ATV resumes normal operation under the management of its new board of directors. As such, ATV was considered as a subsidiary of the Group and was consolidated to the Group on 8 January 2018 in accordance with the relevant accounting standards.

The fair value of net identifiable assets acquired and liabilities assumed of ATV Group at the acquisition date were disclosed as below:

11. 收購亞洲電視有限公司(「亞視」) – 續

於二零一八年一月八日，本集團於完成以下一系列安排後完成收購亞視集團(「收購事項」)：(i)債權人及香港高等法院(「法院」)批准之債務償還安排；(ii)法院頒發命令准予撤銷針對亞視之清盤呈請；及(iii)亞視於新任董事會之管理下恢復正常營運。因此，根據相關會計準則，亞視被視為本集團之附屬公司及於二零一八年一月八日於本集團之賬目內綜合入賬。

所收購之亞視集團可識別資產淨值及所承擔之亞視集團負債於收購日期之公平值披露如下：

		RMB'000 人民幣千元
Investment properties (Note 17)	投資物業(附註17)	1,130
Other intangible assets (Note 19)	其他無形資產(附註19)	492,227
Trade and other payables	貿易及其他應付賬款	(65,551)
Bank balances and cash	銀行結餘及現金	3,071
Deferred tax liabilities (Note 33)	遞延稅項負債(附註33)	(75,528)
Net assets acquired	所收購之資產淨值	355,349
Non-controlling interests	非控股權益	35,383
		390,732
Goodwill (Note 20)	商譽(附註20)	114,366
Total consideration	總代價	505,098
		RMB'000 人民幣千元
Total consideration	總代價	
– Deposit paid in previous year	— 過往年度已付按金	415,204
– Amount due from ATV	— 應收亞視款項	89,894
		505,098

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

11. ACQUISITION OF ASIA TELEVISION LIMITED ("ATV") – CONTINUED

An analysis of the net inflow of cash and cash equivalents in respect of the Acquisition was as follows:

11. 收購亞洲電視有限公司(「亞視」) – 續

有關收購事項之現金及現金等價物流入淨額分析如下：

		RMB'000 人民幣千元
Total consideration	總代價	(505,098)
Cash and bank balances acquired of	所收購之現金及銀行結餘	3,071
Deposit paid	已付按金	415,204
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries	有關收購附屬公司之現金及 現金等價物流出淨額	(86,823)

Reconciliation of non-controlling interests share net assets of ATV Group

非控股權益分佔亞視集團資產淨值之對賬

		RMB'000 人民幣千元
Net assets acquired	收購之資產淨值	355,349
Share of net assets to non-controlling interests	非控股權益分佔資產淨值	(169,075)
Less: Share of amount due to the Group	減：分佔應付本集團款項	204,458
		35,383

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

11. ACQUISITION OF ASIA TELEVISION LIMITED (“ATV”) – CONTINUED

The share of amount due to the Group was recorded as liabilities in ATV Group's financial statements and this amount was required to be shared to non-controlling interests but there was no effect on the Group in regard of the Acquisition.

The Group had chosen to recognise non-controlling interests at their share of fair value of identifiable assets acquired and liabilities assumed of ATV Group.

Upon completion of the acquisition of ATV, the directors of the Company had engaged an independent firm of valuers, Valtech Valuation Advisory Limited (“Valtech”), to carry out a valuation of a media cash generating unit including ATV and another wholly-owned subsidiary of the Group, Asia Television Digital Media Limited that was expected to benefit from the synergies of the combination, based on facts and circumstances existing as at that date.

The directors of the Company became aware of the impairment loss at the date of the Acquisition so that the Group fully recognised the impairment loss of the goodwill arisen from the Acquisition of approximately RMB114,366,000 during the year ended 31 December 2018.

11. 收購亞洲電視有限公司(「亞視」) – 續

分佔應付本集團款項於亞視集團之財務報表入賬為負債，而該金額須由非控股權益分佔，但就收購事項而言對本集團並無影響。

本集團已選擇將非控股權益確認為其分佔所收購之亞視集團可識別資產及所承擔之亞視集團負債之公平值。

於完成收購亞視後，本公司董事已委聘一間獨立估值師公司方得評估有限公司(「方得」)，以基於該日期存在的事實及情況，對預期得益於合併協同效應之媒體現金產生單位(包括亞視及本集團另一間全資附屬公司亞洲電視數碼媒體有限公司)進行估值。

本公司董事知悉於收購日期之減值虧損，故本集團已於截至二零一八年十二月三十一日止年度全面確認來自收購事項約人民幣114,366,000元之商譽減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

12. DIRECTORS', CHIEF EXECUTIVE OFFICER'S AND EMPLOYEES' EMOLUMENTS

Details of emoluments paid by the Group to the directors of the Company and chief executive officer are as follows:

12. 董事、行政總裁及僱員薪酬

本集團向本公司董事及行政總裁支付之酬金詳情如下：

		2019 二零一九年				2018 二零一八年			
		Fees	Salaries and other benefits	Retirement benefits scheme contribution	Total	Fees	Salaries and other benefits	Retirement benefits scheme contribution	Total
		袍金	薪金及其他福利	退休福利計劃供款	合計	袍金	薪金及其他福利	退休福利計劃供款	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors	執行董事								
- Mr. Sze Siu Bun	- 施少斌先生	-	528	15	543	-	506	15	521
- Mr. Tang Hon Kwo (Note (i))	- 鄧漢文先生(附註(i))	-	-	-	-	-	464	8	472
- Mr. Ma Zhi (Note (ii))	- 馬志先生(附註(ii))	-	-	-	-	-	393	6	399
- Mr. Law Kin Fat (Note (iii))	- 羅建發先生(附註(iii))	-	376	3	379	-	2,321	15	2,336
- Mr. Deng Junjie (Note (iv))	- 鄧俊杰先生(附註(iv))	-	1,057	15	1,072	-	597	11	608
- Mr. Wang Jia Si (Note (v))	- 汪家驊先生(附註(v))	-	12	12	24	-	-	-	-
- Mr. Chan Wai Kit (Note (vi))	- 陳偉傑先生(附註(vi))	-	640	14	654	-	57	-	57
- Ms. Sun Tingting (Note (x))	- 孫婷婷女士(附註(x))	-	334	7	341	-	-	-	-
- Mr. Lin Wan Qiang (Note (xi))	- 林萬強先生(附註(xi))	-	278	5	283	-	-	-	-
Non-executive directors	非執行董事								
- Mr. Li Wenfeng (Note (vii))	- 李文峰先生(附註(vii))	-	-	-	-	-	1,060	9	1,069
- Dato' Sri Lai Chai Suang (Note (xii))	- 拿督斯里賴彩雲博士(附註(xii))	-	25	-	25	-	-	-	-
Independent non-executive directors	獨立非執行董事								
- Ms. Tao Feng	- 陶峰女士	-	-	-	-	-	-	-	-
- Mr. Han Xingxing	- 韓星星女士	115	-	-	115	110	-	-	110
- Mr. Li Yu	- 李玉先生	115	-	-	115	110	-	-	110
- Mr. Cheung Ngai Lam (Note (viii))	- 張毅林先生(附註(viii))	10	-	-	10	110	-	-	110
- Ms. Wong Chi Yan (Note (ix))	- 黃志恩女士(附註(ix))	145	-	-	145	-	-	-	-
		385	3,250	71	3,706	330	5,398	64	5,792

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

12. DIRECTORS', CHIEF EXECUTIVE OFFICER'S AND EMPLOYEES' EMOLUMENTS – CONTINUED

Notes:

- (i) Mr. Tang Hon Kwo was resigned as an executive director with effect from 15 June 2018;
- (ii) Mr. Ma Zhi was resigned as an executive director with effect from 1 June 2018;
- (iii) Mr. Law Kin Fat was resigned as an executive director with effect from 13 February 2019;
- (iv) Mr. Deng Junjie ("Mr. Deng") was appointed as an executive director with effect from 15 June 2018;
- (v) Mr. Wang Jia Si was appointed as an executive director with effect from 27 November 2018 and resigned as an executive director with effect from 23 January 2020;
- (vi) Mr. Chan Wai Kit was appointed as an executive director with effect from 27 November 2018;
- (vii) Mr. Li Wenfeng was resigned as a non-executive director with effect from 1 August 2018;
- (viii) Mr. Cheung Ngai Lam was resigned as an independent non-executive director, the chairman of the audit committee and a member of each of the audit committee, the nomination committee and remuneration committee with effect from 31 January 2019;
- (ix) Ms. Wong Chi Yan was appointed as an independent non-executive director, the chairman of the audit committee and a member of the nomination committee and remuneration committee with effect from 31 January 2019;
- (x) Ms. Sun Tingting was appointed as an executive director with effect from 21 June 2019, retired as an executive director with effect from 27 June 2019, and re-appointed as an executive director with effect from 28 June 2019;
- (xi) Mr. Lin Wan Qiang was appointed as an executive director with effect from 21 June 2019, retired as an executive director with effect from 27 June 2019, re-appointed as an executive director with effect from 28 June 2019, and resigned as executive director with effect from 30 October 2019;
- (xii) Dato' Sri Lai Chai Suang was appointed as a non-executive director with effect from 20 December 2019;
- (xiii) Mr. Leong Wei Ping was appointed as an executive director with effect from 23 January 2020.
- (xiv) Mr. Lee Cheung Yuet Horace was appointed as an independent non-executive director, a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 28 February 2020.
- (xv) Mr. Yong Kim Seng Andy was appointed as non-executive director with effect from 28 February 2020.

12. 董事、行政總裁及僱員薪酬 – 續

附註：

- (i) 鄧漢戈先生自二零一八年六月十五日起辭任執行董事；
- (ii) 馬志先生自二零一八年六月一日起辭任執行董事；
- (iii) 羅建發先生自二零一九年二月十三日起辭任執行董事；
- (iv) 鄧俊杰先生(「鄧先生」)自二零一八年六月十五日起獲委任為執行董事；
- (v) 汪家駒先生自二零一八年十一月二十七日起獲委任為執行董事，並自二零二零年一月二十三日起辭任執行董事；
- (vi) 陳偉傑先生自二零一八年十一月二十七日起獲委任為執行董事；
- (vii) 李文峰先生自二零一八年八月一日起辭任非執行董事；
- (viii) 張毅林先生自二零一九年一月三十一日起辭任獨立非執行董事、審核委員會主席以及審核委員會、提名委員會及薪酬委員會各自之成員；
- (ix) 黃志恩女士自二零一九年一月三十一日起獲委任為獨立非執行董事、審核委員會主席以及提名委員會及薪酬委員會成員；
- (x) 孫婷婷女士自二零一九年六月二十一日起獲委任為執行董事，並於二零一九年六月二十七日退任執行董事，其後自二零一九年六月二十八日起獲續聘為執行董事；
- (xi) 林萬強先生自二零一九年六月二十一日起獲委任為執行董事，並於二零一九年六月二十七日退任執行董事，其後自二零一九年六月二十八日起獲續聘為執行董事，並自二零一九年十月三十日起退任執行董事；
- (xii) 拿督斯里賴彩雲博士自二零一九年十二月二十日起獲委任為非執行董事；
- (xiii) 梁瑋珩先生自二零二零年一月二十三日起獲委任為執行董事。
- (xiv) 李暢悅先生自二零二零年二月二十八日起獲委任為本公司獨立非執行董事以及審核委員會、薪酬委員會及提名委員會成員。
- (xv) 楊錦成先生自二零二零年二月二十八日起獲委任為非執行董事。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

12. DIRECTORS', CHIEF EXECUTIVE OFFICER'S AND EMPLOYEES' EMOLUMENTS – CONTINUED

Salaries and other benefits paid to a director is generally an emolument paid or receivable in respect of that person's other services in connection with the management of the affairs of the Company or its subsidiary undertakings.

Of the five highest paid individuals in the Group, 1 (2018: 1) was director, details of whose emoluments are set out above. The emoluments of the remaining 4 (2018: 4) highest paid employees for the year ended 31 December 2019 are as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Employees	僱員		
– basic salaries and allowances	– 基本薪金及津貼	5,706	7,504
– retirement benefits scheme contributions	– 退休福利計劃供款	60	72
		5,766	7,576

		2019 二零一九年	2018 二零一八年
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000	3	3
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000	1	1

During the year ended 31 December 2019, an executive director, Mr. Wang Jia Si, waived emoluments of approximately RMB1,894,000 (2018: Nil).

Except for above, there was no other arrangement under which a director or the five highest paid individuals waived or agreed to waive any remuneration during the year ended 31 December 2019 (2018: Nil). In addition, no emolument was paid by the Group to any of the directors or the five highest paid individuals as an inducement to join, or upon joining the Group, or as a compensation for loss of office (2018: Nil).

12. 董事、行政總裁及僱員薪酬 – 續

支付予董事之薪金及其他福利一般為向有關董事就彼提供有關管理本公司或其附屬公司事務之其他服務而已付或應付之酬金。

本集團五名最高薪人士中，一名(二零一八年：一名)為董事，彼之酬金已載列於上文。於截至二零一九年十二月三十一日止年度之其餘四名(二零一八年：四名)最高薪僱員之薪酬如下：

於截至二零一九年十二月三十一日止年度，執行董事汪家驊先生放棄薪酬約人民幣1,894,000元(二零一八年：無)。

除上文所述者外，於截至二零一九年十二月三十一日止年度概無有關董事或五名最高薪人士放棄或同意放棄任何薪酬之其他安排(二零一八年：無)。此外，本集團並無向任何董事或五名最高薪人士支付酬金，作為加入本集團或加入本集團後之獎勵或離職補償(二零一八年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

13. DIVIDEND

No dividend has been paid or declared by the Company for the year ended 31 December 2019 (2018: Nil). The Board resolved not to declare the payment of any final dividend for the year (2018: Nil).

14. INCOME TAX CREDIT

The PRC Enterprise Income Tax ("EIT") is calculated at the rate of 25% prevailing in the PRC jurisdiction for the year ended 31 December 2019 (2018: 25%). Provision for Hong Kong Profits Tax has been provided at the rate of 8.25% or 16.5% (2018: 8.25% or 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

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 profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

13. 股息

本公司於截至二零一九年十二月三十一日止年度並無派發或宣派任何股息(二零一八年：無)。董事會議決於本年度不宣派任何末期股息(二零一八年：無)。

14. 所得稅抵免

中國企業所得稅(「企業所得稅」)以截至二零一九年十二月三十一日止年度中國司法權區之當期稅率25%計算(二零一八年：25%)。年內已就於香港產生之估計應課稅溢利按稅率8.25%或16.5%(二零一八年：8.25%或16.5%)計提香港利得稅撥備。

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入兩級制利得稅率制度。條例草案於二零一八年三月二十八日簽署成為法律，並於翌日刊登憲報。根據兩級制利得稅率制度，合資格集團實體的首2百萬港元的利潤將按8.25%的稅率徵稅，而超過2百萬港元的利潤將按16.5%的稅率徵稅。不符合兩級制利得稅率制度的集團實體利潤將繼續按16.5%的統一稅率徵稅。

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Current tax	即期稅項		
– Hong Kong Profits Tax	– 香港利得稅	184	1,391
– PRC EIT	– 中國企業所得稅	845	620
– (Over)/under-provision in respect of prior year	– 上一年度(超額撥備)/撥備不足	(3)	6
		1,026	2,017
– Deferred tax (Note 33)	– 遞延稅項(附註33)	(17,588)	(2,634)
		(16,562)	(617)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

14. INCOME TAX CREDIT – CONTINUED

Income tax credit for the years are reconciled to loss before taxation as follows:

14. 所得稅抵免 – 續

年內所得稅抵免與除稅前虧損對賬如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Loss before taxation	除稅前虧損	(621,875)	(839,756)
Tax at the applicable rate	按適用稅率計算之稅項	(107,807)	(141,814)
Tax effect of income not taxable for tax purposes	毋須課稅收入之稅務影響	(6,550)	(771)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	66,866	52,501
Tax effect of deductible temporary differences not recognised	未確認可扣稅暫時差異之稅務影響	11,362	18,612
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	14,376	37,225
Tax effect of share of loss of an associate	分佔聯營公司虧損之稅務影響	1,830	33,846
Tax effect of loss on deemed disposal of interest in an associate	視作出售於聯營公司之權益之虧損之稅務影響	3,552	–
Tax concession	稅收優惠	(146)	–
(Over)/under-provision in respect of prior year	過往年度(超額撥備)/撥備不足	(3)	6
Others	其他	(42)	(222)
		(16,562)	(617)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

15. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic loss per share for the current year and prior year are based on the loss for the year attributable to the owners of the Company, and the weighted average number of ordinary shares in issue during the year are set forth below.

The calculation of diluted loss per share for the year are based on the loss for the year attributable to the owners of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

For the year ended 31 December 2019, as the Company's outstanding convertible bonds had an anti-dilutive effect to the basic loss per share calculation, the conversion of the above potential dilutive shares is not assumed in the computation of diluted loss per share. Therefore, the basic and diluted loss per share for the year ended 31 December 2019 are equal.

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

15. 本公司擁有人應佔每股虧損

本年度及上一年度的每股基本虧損乃根據本公司擁有人應佔年內虧損計算，而年內已發行普通股加權平均數載列如下。

年內每股攤薄虧損乃根據本公司擁有人應佔年內虧損計算。計算所用之普通股加權平均數為年內已發行普通股數目，而普通股加權平均股數已假設根據視為行使或將所有具潛在攤薄影響的普通股兌換為普通股而無償發行。

截至二零一九年十二月三十一日止年度，由於本公司的未行使可換股債券對計算每股基本虧損具有反攤薄效應，故計算每股攤薄虧損時並無假設兌換上述具潛在攤薄影響的股份。因此，截至二零一九年十二月三十一日止年度之每股基本及攤薄虧損相等。

本公司擁有人應佔每股基本及攤薄虧損之計算乃基於以下數據：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Loss	虧損		
Loss for the year attributable to owners of the Company used in the basic loss per share calculation	用於計算每股基本虧損之本公司持有人應佔年內虧損	(557,550)	(800,530)
Add: Interest on convertible bonds (Note 9)	加：可換股債券利息(附註9)	—*	—
Adjusted loss for the year attributable to owners of the Company used in the diluted loss per share calculation	用於計算每股攤薄虧損之本公司擁有人應佔年內經調整虧損	(557,550)	(800,530)
		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares in issue during the year used in the basic and diluted loss per share calculation	用於計算每股基本及攤薄虧損之年內已發行普通股加權平均數	7,301,969	7,055,668

* No adjustment/effect considered due to anti-dilutive effects.

* 因反攤薄效應並無考慮調整／影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Buildings	Leasehold improvements	Furniture fixtures and computer equipment	Production equipment	Motor vehicles	Plant and machinery	Total
		樓宇	租賃改良	傢俬、裝置及電腦設備	生產設備	汽車	廠房及機器	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
COST	成本							
As at 1 January 2018	於二零一八年一月一日	125,230	1,467	9,924	1,408	4,224	189,576	331,829
Additions	添置	–	4,688	36,562	678	342	2,970	45,240
Disposals	出售	–	(1,134)	(6,601)	–	–	(38,359)	(46,094)
Currency realignment	幣值調整	–	223	1,802	104	200	–	2,329
As at 31 December 2018	於二零一八年十二月三十一日	125,230	5,244	41,687	2,190	4,766	154,187	333,304
Upon initial application of HKFRS 16 (Note 2(a))	首次應用香港財務報告準則第16號後(附註2(a))	–	–	–	–	(982)	–	(982)
As at 1 January 2019	於二零一九年一月一日	125,230	5,244	41,687	2,190	3,784	154,187	332,322
Additions	添置	–	699	3,302	217	114	2,297	6,629
Disposals	出售	–	–	–	–	(738)	(7,078)	(7,816)
Currency realignment	幣值調整	–	34	251	10	44	–	339
As at 31 December 2019	於二零一九年十二月三十一日	125,230	5,977	45,240	2,417	3,204	149,406	331,474
DEPRECIATION And IMPAIRMENT	折舊及減值							
As at 1 January 2018	於二零一八年一月一日	103,222	761	3,415	39	2,692	172,281	282,410
Depreciation (Note 10)	折舊(附註10)	3,963	1,011	7,657	400	461	6,578	20,070
Impairment loss	減值虧損	2,922	2,794	22,454	1,283	–	684	30,137
Disposals	出售	–	(1,028)	(1,331)	–	–	(34,523)	(36,882)
Currency realignment	幣值調整	–	155	1,442	70	123	–	1,790
As at 31 December 2018	於二零一八年十二月三十一日	110,107	3,693	33,637	1,792	3,276	145,020	297,525
Upon initial application of HKFRS 16 (Note 2(a))	首次應用香港財務報告準則第16號後(附註2(a))	–	–	–	–	(507)	–	(507)
As at 1 January 2019	於二零一九年一月一日	110,107	3,693	33,637	1,792	2,769	145,020	297,018
Depreciation (Note 10)	折舊(附註10)	3,963	584	2,408	123	283	3,775	11,136
Impairment loss	減值虧損	11,160	1,218	5,975	493	116	6,982	25,944
Disposals	出售	–	–	–	–	(344)	(6,371)	(6,715)
Currency realignment	幣值調整	–	20	175	9	37	–	241
As at 31 December 2019	於二零一九年十二月三十一日	125,230	5,515	42,195	2,417	2,861	149,406	327,624
CARRYING VALUES	賬面值							
As at 31 December 2019	於二零一九年十二月三十一日	–	462	3,045	–	343	–	3,850
As at 31 December 2018	於二零一八年十二月三十一日	15,123	1,551	8,050	398	1,490	9,167	35,779

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綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

16. PROPERTY, PLANT AND EQUIPMENT – CONTINUED

The carrying value of the Group's properties which are situated on land held under medium-term leases is analysed as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Buildings in the PRC	中國之樓宇	–	15,123

As at 31 December 2019, the Group has pledged all of its buildings to certain banks to secure the credit facilities granted to the Group (Note 31(a)).

The Group's motor vehicles held under finance leases (Note 30) which were pledged as security have a net carrying amount of approximately RMB475,000 as at 31 December 2018. The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, motor vehicles at 31 December 2018 was reclassified to right-of-use assets (Note 18) at 1 January 2019.

The carrying amounts of property, plant and equipment belonging to each cash generating unit ("CGU") are as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
CGU 1	現金產生單位1	–	20,651
CGU 2	現金產生單位2	–	4,366
CGU 3	現金產生單位3	–	–
Media CGU	媒體現金產生單位	–	8,192
Brokerage and Margin CGU (Note)	經紀及保證金現金產生單位(附註)	532	799
Unallocated corporate office	未分配公司辦事處	3,318	1,771
		3,850	35,779

Note: Brokerage and Margin CGU belong to the Group's reportable segment of securities brokerage services and margin finance business.

The impairment assessments of property, plant and equipment of (i) Media CGU and (ii) Brokerage and Margin CGU are set out in Notes 19 and 20 respectively.

16. 物業、廠房及設備 – 續

位於根據中期租賃持有之土地之本集團物業之賬面值分析如下：

於二零一九年十二月三十一日，本集團已將其所有樓宇抵押予若干銀行，以作為本集團獲授信貸融資(附註31(a))之抵押。

於二零一八年十二月三十一日，本集團根據融資租賃持有之汽車(附註30)乃抵押作抵押品，其賬面淨值約為人民幣475,000元。本集團於二零一九年一月一日採用經修訂追溯法首次應用香港財務報告準則第16號。根據該方法，於二零一八年十二月三十一日之汽車已於二零一九年一月一日重新分類至使用權資產(附註18)。

屬於各現金產生單位(「現金產生單位」)之物業、廠房及設備賬面值如下：

附註：經紀及保證金現金產生單位屬於本集團證券經紀服務及保證金融資業務之須報告分類。

(i)媒體現金產生單位及(ii)經紀及保證金現金產生單位的物業、廠房及設備減值評估分別載列於附註19及20。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

16. PROPERTY, PLANT AND EQUIPMENT – CONTINUED

CGU 1, CGU 2 and CGU 3 belong to the Group's reportable segment of processing, printing and sales of finished fabrics. The impairment assessments of property, plant and equipment of these CGUs are set out below:

The directors of the Company identified:

- (a) The demand from emerging markets of fabrics business remained weak; and
- (b) There were downsize of sale scale and gross profit margin in these CGUs.

Therefore, the directors concern about the recoverability of the carrying amounts of these CGUs and performing impairment review on non-financial assets of these CGUs.

CGU 1

As at 31 December 2019, the recoverable amount of the CGU 1 has been determined based on a value-in-use calculation (2018: value-in-use calculation) with reference to a professional valuation performed by Valtech. The value-in-use calculation used cash flow forecast derived from the most recent financial budget approved by the management based on their best estimates. The projected period was 5 years and the growth rate and pre-tax discount rate used in the forecast was zero and 11.61% (2018: zero and 17.32%) respectively, for CGU 1.

Based on the assessment, the impairment loss on property, plant and equipment and right-of-use assets of approximately RMB15,880,000 and RMB384,000 (Note 18) respectively were recognised in the profit or loss during the year ended 31 December 2019 (2018: the impairment loss on property, plant and equipment of approximately RMB3,606,000).

16. 物業、廠房及設備 – 續

現金產生單位1、現金產生單位2及現金產生單位3屬於本集團須報告之成品布料加工、印花及銷售分類。此等現金產生單位之物業、廠房及設備減值評估載列如下：

本公司董事已識別：

- (a) 布料業務來自新興市場的需求持續疲弱；及
- (b) 現金產生單位的銷售規模及毛利率減少。

因此，董事關注該等現金產生單位賬面值的可收回性，並就該等現金產生單位的非財務資產進行減值審閱。

現金產生單位1

於二零一九年十二月三十一日，現金產生單位1之可收回金額乃根據參考方進行之專業估值之在用價值計算(二零一八年：在用價值計算)釐定。在用價值計算是使用衍生自管理層根據彼等之最佳估計所批准的最近期財務預算的現金流量預測。就現金產生單位1而言，預測年期是5年而預測所用之增長率及稅前貼現率分別為零及11.61%(二零一八年：零及17.32%)。

根據評估，於截至二零一九年十二月三十一日止年度，物業、廠房及設備以及使用權資產之減值虧損分別約人民幣15,880,000元及人民幣384,000元(附註18)於損益確認(二零一八年：物業、廠房及設備之減值虧損約人民幣3,606,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

16. PROPERTY, PLANT AND EQUIPMENT – CONTINUED

CGU 2

As at 31 December 2019, the recoverable amount of the CGU 2 has been determined based on a value-in-use calculation (2018: value-in-use calculation) with reference to a professional valuation performed by Valtech. The value-in-use calculation used cash flow forecast derived from the most recent financial budget approved by the management based on their best estimates. The projected period was 5 years and the growth rate and pre-tax discount rate used in the forecast was zero and 11.61% (2018: zero and 12.18%) respectively, for CGU 2.

Impairment losses of approximately RMB3,074,000 were made in respect of property, plant and equipment of CGU 2 for the year ended 31 December 2019 as a result of the impairment test (2018: Nil).

CGU 3

CGU 3 was processing the de-registered during the year and became inactive as at 31 December 2018. The de-registration completed on 21 January 2019.

16. 物業、廠房及設備 – 續

現金產生單位2

於二零一九年十二月三十一日，現金產生單位2之可收回金額乃根據參考方程進行之專業估值之在用價值計算(二零一八年：在用價值計算)釐定。在用價值計算是使用衍生自管理層根據彼等之最佳估計所批准的最近期財務預算的現金流量預測。就現金產生單位2而言，預測年期是5年而預測所用之增長率及稅前貼現率分別為零及11.61%(二零一八年：零及12.18%)。

截至二零一九年十二月三十一日止年度，由於進行減值測試，已就現金產生單位2計提減值虧損約人民幣3,074,000元(二零一八年：無)。

現金產生單位3

現金產生單位3於年內正在進行除冊，並於二零一八年十二月三十一日終止營業。除冊於二零一九年一月二十一日完成。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

17. INVESTMENT PROPERTIES

The Group's property interests held for undetermined future use, are measured using the fair value model and are classified and accounted for as investment properties. Movement of the carrying amounts can be summarised as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Residential property located in the PRC:	位於中國之住宅物業：		
As at 1 January	於一月一日	1,130	—
Acquisition of subsidiaries (Note 11)	收購附屬公司(附註11)	—	1,130
Currency realignment	幣值調整	20	—
As at 31 December	於十二月三十一日	1,150	1,130

Fair value hierarchy

An independent valuation was performed by Valtech, to determine the fair value of investment properties as at 31 December 2019 by adopting the direct comparison approach (2018: direct comparison approach). The direct comparison approach considers the sales, listing or offerings of similar or substitute properties and related market data establishes a value estimated by processes involving comparison.

The fair value of the Group's investment properties is a level 3 recurring fair value measurement. The fair value measurement is based on the above investment properties' highest and best use. During the year ended 31 December 2019, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2018: N/A).

The following table give information about how the fair values of the investment properties are determined.

17. 投資物業

本集團持作未來不確定用途的物業權益乃採用公平值模型計量，並分類及入賬作為投資物業。賬面值變動概述如下：

公平值等級架構

方經已進行獨立估值，以採用直接比較法(二零一八年：直接比較法)釐定於二零一九年十二月三十一日之投資物業公平值。直接比較法會考慮同類或替代物業之成交、供應或放盤情況，而相關市場數據透過涉及比較之過程建立價值估計。

本集團投資物業之公平值屬第3層級經常性公平值計量。公平值計量乃基於上述投資物業之最高及最佳用途。截至二零一九年十二月三十一日止年度，第1層級與第2層級之間並無任何轉移，亦無轉入或轉出第3層級(二零一八年：不適用)。

下表提供有關如何釐定投資物業公平值的資料。

Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range of significant unobservable inputs 重大不可觀察輸入數據之範圍	Relationship of significant unobservable inputs to fair value 重大不可觀察輸入數據與公平值之關係
Direct comparison approach 直接比較法	Quality of properties such as location, size and level of the properties 物業位置、面積及樓層等物業質量	Market price: RMB4,700 (2018: RMB4,800 per square meter 市價：每平方米人民幣4,700元 (二零一八年：人民幣4,800元)	The higher the quality of properties with reference to comparables, the higher the fair value 參考可比較之物業質量愈高，公平值愈高

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

18. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

As a lessee

The Group has lease contracts for various offices and branches used for its operation. Those leases generally run for an initial period of one to two years. There are no lease contracts that include variable lease payments. Certain leases of motor vehicles were accounted for as finance leases during the year ended 31 December 2018 and carried interest ranged from 2.95% to 3.81%.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Leased properties 租賃物業 RMB'000 人民幣千元	Premium over prepaid lease payments 預付租賃款項溢價 RMB'000 人民幣千元	Prepaid lease payments 預付租賃款項 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2019 – Upon adoption of HKFRS 16 (Note 2(a)(i))	於二零一九年一月一日 – 採納香港財務報告準則第16號後 (附註2(a)(i))	3,041	475,807	398	475	479,721
Additions	添置	1,793	–	–	–	1,793
Depreciation (Note 10)	折舊(附註10)	(1,811)	(16,771)	(14)	(197)	(18,793)
Impairment loss	減值虧損	–	(93,505)	(384)	–	(93,889)
Currency realignment	幣值調整	54	7,466	–	6	7,526
As at 31 December 2019	於二零一九年十二月三十一日	3,077	372,997	–	284	376,358

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Analysed into:	分析如下：		
Media CGU	媒體現金產生單位	372,997	–
Brokerage and Margin CGU	經紀及保證金現金產生單位	3,077	–
Unallocated corporate office	未分配公司辦事處	284	–
		376,358	–

The impairment assessment of Media CGU and Brokerage and Margin CGU are set out in Note 19 and Note 20 respectively.

18. 使用權資產及租賃負債

作為承租人

本集團擁有其營運所用的多個辦事處及分公司的租賃合約。該等租賃一般初步為期一至兩年。概無包含可變租賃付款的租賃合約。若干汽車租賃於截至二零一八年十二月三十一日止年度作為融資租賃入賬，並按2.95%至3.81%計息。

(a) 使用權資產

本集團使用權資產之賬面值及年內變動如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Analysed into:	分析如下：		
Media CGU	媒體現金產生單位	372,997	–
Brokerage and Margin CGU	經紀及保證金現金產生單位	3,077	–
Unallocated corporate office	未分配公司辦事處	284	–
		376,358	–

媒體現金產生單位及經紀及保證金現金產生單位的減值評估分別載於附註19及20。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

18. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES – CONTINUED

As a lessee – continued

(b) Lease liabilities

The carrying amounts of the lease liabilities and the movements during the year are as follows:

18. 使用權資產及租賃負債 – 續

作為承租人 – 續

(b) 租賃負債

租賃負債之賬面值及年內變動如下：

		Leased properties 租賃物業 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2019 – Upon adoption of HKFRS 16 (Note 2(a)(i))	於二零一九年一月一日 – 採納香港財務報告準則第16號後 (附註2(a)(i))	3,041	410	3,451
Additions	添置	1,793	–	1,793
Accretion of interest recognised (Note 9)	已確認利息增幅 (附註9)	138	11	149
Payments	付款	(2,074)	(217)	(2,291)
Currency realignment	幣值調整	53	5	58
As at 31 December 2019	於二零一九年十二月三十一日	2,951	209	3,160
Analysed into:	分析如下：			
Current portion	流動部分	1,963	209	2,172
Non-current portion	非流動部分	988	–	988
		2,951	209	3,160

The total cash outflow for leases and the maturity analysis of the lease liabilities are disclosed in Notes 39 and 6(b) to the consolidated financial statements, respectively.

租賃之現金流出總額及租賃負債之到期日分析分別於綜合財務報表附註39及6(b)披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

18. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES – CONTINUED

As a lessee – continued

(c) The amounts recognised in profit or loss in relation to leases are as follows:

18. 使用權資產及租賃負債 – 續

作為承租人 – 續

(c) 就租賃於損益賬確認之金額如下：

		2019 二零一九年 RMB'000 人民幣千元
Interest on lease liabilities (Note 9)	租賃負債利息(附註9)	149
Depreciation charged on right-of-use assets (Note 10)	使用權資產之折舊支出(附註10)	18,793
Expenses relating to short-term leases and other leases with remaining lease terms ended on or before 31 December 2019 (Note 10)	與短期租賃及餘下租期於二零一九年十二月三十一日或之前結束之其他租賃有關之開支(附註10)	1,289
Total amounts recognised in profit or loss	於損益賬確認之總額	20,231

The Group's motor vehicles with carrying amount of approximately RMB209,000 was pledged to certain banks to secure the credit facilities granted to the Group (Note 31(a)).

本集團賬面值約人民幣209,000元之汽車已抵押予若干銀行，以作為本集團獲授信貸融資之抵押(附註31(a))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

19. INTANGIBLE ASSETS

19. 無形資產

		Premium over prepaid lease payments 超過預付 租賃款項 的溢價 RMB'000 人民幣千元 (Note (i)) (附註(i))	Film rights and licence fees 影片權利 及授權費 RMB'000 人民幣千元 (Note (ii)) (附註(ii))	Trademarks 商標 RMB'000 人民幣千元 (Note (iii)) (附註(iii))	Trading rights 交易權 RMB'000 人民幣千元 (Note (iv)) (附註(iv))	Total 總計 RMB'000 人民幣千元
COST	成本					
As at 1 January 2018	於二零一八年一月一日	–	26,735	2,484	6,512	35,731
Acquisition of subsidiaries (Note 11)	收購附屬公司(附註11)	465,858	253	26,116	–	492,227
Additions	添置	–	82,197	–	–	82,197
Currency realignment	幣值調整	26,427	4,784	1,690	295	33,196
As at 31 December 2018	於二零一八年十二月三十一日	492,285	113,969	30,290	6,807	643,351
Upon initial application of HKFRS 16 (Note 2(a))	首次應用香港財務報告 準則第16號後(附註2(a))	(492,285)	–	–	–	(492,285)
As at 1 January 2019	於二零一九年一月一日	–	113,969	30,290	6,807	151,066
Additions	添置	–	68,617	–	–	68,617
Disposals (Note 8)	出售(附註8)	–	(15,053)	–	–	(15,053)
Currency realignment	幣值調整	–	523	500	123	1,146
As at 31 December 2019	於二零一九年十二月三十一日	–	168,056	30,790	6,930	205,776
ACCUMULATED AMORTISATION AND IMPAIRMENT	累計攤銷及減值					
As at 1 January 2018	於二零一八年一月一日	–	–	–	–	–
Amortisation (Note 10)	攤銷(附註10)	16,048	56,543	–	–	72,591
Impairment loss	減值虧損	–	40,680	3	–	40,683
Currency realignment	幣值調整	430	3,918	–	–	4,348

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

19. INTANGIBLE ASSETS – CONTINUED

19. 無形資產 – 續

		Premium over prepaid lease payments 超過預付 租賃款項 的溢價 RMB'000 人民幣千元 (Note (i)) (附註(i))	Film rights and licence fees 影片權利 及授權費 RMB'000 人民幣千元 (Note (ii)) (附註(ii))	Trademarks 商標 RMB'000 人民幣千元 (Note (iii)) (附註(iii))	Trading rights 交易權 RMB'000 人民幣千元 (Note (iv)) (附註(iv))	Total 總計 RMB'000 人民幣千元
As at 31 December 2018	於二零一八年十二月三十一日	16,478	101,141	3	–	117,622
Upon initial application of HKFRS 16 (Note 2(a))	首次應用香港財務報告 準則第16號後(附註2(a))	(16,478)	–	–	–	(16,478)
As at 1 January 2019	於二零一九年一月一日	–	101,141	3	–	101,144
Amortisation (Note 10)	攤銷(附註10)	–	7,394	–	–	7,394
Disposals (Note 8)	出售(附註8)	–	(11,597)	–	–	(11,597)
Impairment loss	減值虧損	–	47,492	–	–	47,492
Currency realignment	幣值調整	–	958	–	–	958
As at 31 December 2019	於二零一九年十二月三十一日	–	145,388	3	–	145,391
CARRYING VALUES	賬面值					
As at 31 December 2019	於二零一九年十二月三十一日	–	22,668	30,787	6,930	60,385
As at 31 December 2018	於二零一八年十二月三十一日	475,807	12,828	30,287	6,807	525,729
Analysed into:	分析如下:					
As at 31 December 2019	於二零一九年十二月三十一日					
Media CGU	媒體現金產生單位	–	273	28,106	–	28,379
Brokerage and Margin CGU	經紀及保證金現金產生單位	–	–	2,681	6,930	9,611
Unallocated corporate office	未分配公司辦事處	–	22,395	–	–	22,395
		–	22,668	30,787	6,930	60,385
As at 31 December 2018	於二零一八年十二月三十一日					
Media CGU	媒體現金產生單位	475,807	12,828	27,607	–	516,242
Brokerage and Margin CGU	經紀及保證金現金產生單位	–	–	2,680	6,807	9,487
		475,807	12,828	30,287	6,807	525,729

Impairment assessments of intangible assets of Brokerage and Margin CGU are set out in Note 20.

經紀及保證金現金產生單位的無形資產的減值評估載於附註20。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

19. INTANGIBLE ASSETS – CONTINUED

The carrying amount of non-financial assets allocated to Media CGU are as follows:

19. 無形資產 – 續

分配至媒體現金產生單位的非財務資產賬面值如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Carrying value:	賬面值：		
Property, plant and equipment (Note 16)	物業、廠房及設備(附註16)	–	8,192
Right-of-use assets (Note 18(a))	使用權資產(附註18(a))	372,997	–
Intangible assets	無形資產	28,379	516,242
		401,376	524,434

The recoverable amount of Media CGU as at 31 December 2019 has been determined to be approximately RMB401,376,000 (2018: RMB524,355,000) based on the value-in-use calculation (2018: value-in-use calculation) with reference to a professional valuation performed by Valtech. That value-in-use calculations use cash flow projections based on financial budgets approved by management covering an indefinite period (2018: indefinite period) as estimated by the Group as there is no foreseeable limitation on the period of time over which the CGU is expected to generate economic benefits to the Group. The pre-tax discount rate used of 16.91% (2018: 15.29%) for Media CGU. Management determined the budgeted revenue and costs based on past performance and its expectations for the market development. The cash flows beyond five years (2018: five years) have been extrapolated using a steady 3% (2018: 3%) growth rate for revenue and expenses respectively. Based on the assessment, impairment loss on property, plant and equipment, intangible assets and right-of-use assets of approximately RMB6,990,000 (Note 16), RMB7,101,000 and RMB93,505,000 (Note 18) respectively were recognised during the year (2018: the impairment loss on intangible assets and property, plant and equipment of approximately RMB40,683,000 and RMB26,531,000 and respectively).

媒體現金產生單位於二零一九年十二月三十一日之可收回金額乃根據參考方進行之專業估值之在用價值計算(二零一八年：在用價值計算)釐定為約人民幣401,376,000元(二零一八年：人民幣524,355,000元)。有關在用價值計算採用基於管理層批准涵蓋本集團估計為無限期(二零一八年：無限期)之期間的財務預算之現金流量預測，此乃由於現金產生單位並無可預見之期限，限制其預期為本集團帶來經濟利益。就媒體現金產生單位所使用之稅前貼現率為16.91%(二零一八年：15.29%)。管理層根據過往表現及其對市場發展之期望釐定預算收益及成本。收益及開支之超過五年期(二零一八年：五年期)之現金流量分別使用穩定增長率3%(二零一八年：3%)推斷。根據評估，年內確認物業、廠房及設備、無形資產以及使用權資產之減值虧損分別約人民幣6,990,000元(附註16)、人民幣7,101,000元及人民幣93,505,000元(附註18)(二零一八年：無形資產以及物業、廠房及設備之減值虧損分別約人民幣40,683,000元及人民幣26,531,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

19. INTANGIBLE ASSETS – CONTINUED

Notes:

- (i) Upon completion of the acquisition of ATV, the directors of the Company re-assessed the nature of the leasehold land and buildings included in property, plant and equipment of the ATV. Hence, the leasehold land and buildings were reclassified as “premium over prepaid lease payments” included in intangible assets. The underlying prepaid lease payments has lease term of 42 years commencing 22 September 2005. Therefore, premium over prepaid lease payments is amortised over 29 years which is the remaining lease term since acquisition of ATV. Upon the application of HKFRS 16, the premium over prepaid lease payments was reclassified to right-of-use assets as at 1 January 2019 (Note 2(a)).
- (ii) Film rights and licence fees represent direct expenditure incurred by the Group until the programmes are available to broadcast on the Over-The-Top (“OTT”) platform of the Group. Film rights is the fees incurred to acquire the right for broadcasting transcripts of films on the OTT platform of the Group during the terms ranging from 1 year to 2 years. Licence fees are fees incurred to obtain rights to use film rights or music copyrights owned by the independent third parties for production of films by the Group. Film rights and licence fees are amortised on estimated viewing patterns. The amortisation is on an accelerated basis as the Group typically expects more upfront viewings.

During the year ended 31 December 2019, the Group entered into two film rights and licence agreements with two independent third parties (“Vendors A and B”), pursuant to which the film rights and the licences of twenty movies were acquired by the Group for contractual period of 4 years at the consideration of approximately RMB32,177,000 and RMB31,104,000 respectively (2018: Nil). The Group is entitled to (i) broadcast and distribute the underlying movies on its newly launched OTT or distribute to other platforms and (ii) re-produce the films. The Group begins amortisation when the Group expects to use its film rights and licence. During the year ended 31 December 2019, the Group has not provided any amortisation as the new OTT platform will be officially launched in early 2021.

These film rights and licences are identifiable assets which generate cash flows that largely independent of the cash flows from the Media CGU, so separate impairment assessment has been conducted. The recoverable amount of the film rights and licences as at 31 December 2019 have been determined by external valuation experts, AP Appraisal Limited (“APA”), based on the present value of expected future revenues and related cash flows arising from the distribution of the relevant films and their residual values, which were derived from discounting the projected cash flows using a discount rate of 14%.

The carrying amounts of film rights and licence fees have been reduced to their recoverable amount through recognition of the provision for impairment losses of approximately RMB47,492,000 (2018: RMB40,680,000).

- (iii) Trademark was acquired by the Group as part of ATV (Note 11) and Million Federal International Limited (“Million Federal”). The trademarks have no foreseeable limit to period that the Group can use to generate net cash flows, accordingly, the trademarks are considered as having an indefinite useful lives.
- (iv) Trading rights represents rights that confer eligibility of the Group to trade on the Stock Exchange as part of the acquisition of Million Federal. The trading rights have no foreseeable limit to period that the Group can use to generate net cash flows, accordingly, the trading rights are considered as having an indefinite useful lives.

19. 無形資產 – 續

附註：

- (i) 於完成收購亞視後，本公司董事重新評估計入亞視的物業、廠房及設備的租賃土地及樓宇的性質。因此，租賃土地及樓宇被重新分類為計入無形資產中的「超過預付租賃款項的溢價」。有關預付租賃款項已有租賃期為自二零零五年九月二十二日起42年。因此，超過預付租賃款項的溢價將於自收購亞視起餘下租賃期的29年內攤銷。於應用香港財務報告準則第16號後，超過預付租賃款項的溢價重新分類至二零一九年一月一日之使用權資產(附註2(a))。

- (ii) 影片權利及授權費指節目在可透過本集團之互聯網串流(「OTT」)平台播放之前所產生之直接開支。影片權利為就收購影片劇本之權利，以於1至2年之期限內在本集團OTT平台播放所產生之費用。授權費為取得由獨立第三方擁有之影片權利或音樂版權之使用權，以供本集團製作影片所產生之費用。影片權利及授權費按估計收看模式予以攤銷。由於本集團一般預期有較多內容為預先收費，故按加速攤銷基準進行攤銷。

截至二零一九年十二月三十一日止年度，本集團與兩名獨立第三方(「賣方甲及乙」)訂立兩項影片權利及授權協議，據此，本集團收購二十部電影之影片權利及許可，合約期為四年，而代價則分別約為人民幣32,177,000元及人民幣31,104,000元(二零一八年：無)。本集團有權(i)於其新推出的OTT播放及發佈相關電影或於其他平台發佈；及(ii)複製該等影片。本集團將於預期使用影片權利及授權時開始進行攤銷。截至二零一九年十二月三十一日止年度，由於新的OTT平台將於二零二一年初正式推出，本集團並無計提任何攤銷。

該等影片權利及授權為可識別資產，其產生的現金流量在很大程度上獨立於媒體現金產生單位之現金流量，因此已進行單獨的減值評估。於二零一九年十二月三十一日之影片權利及授權之可收回金額已由外聘估值專家AP Appraisal Limited(「APA」)根據發行相關影片產生的預期未來收益的現值及相關現金流量以及其殘值釐定，有關金額乃通過使用14%的貼現率對預測現金流量進行貼現得出。

影片權利及授權費的賬面值已透過確認減值虧損撥備約人民幣47,492,000元(二零一八年：人民幣40,680,000元)減至其可收回金額。

- (iii) 商標為本集團收購亞視(附註11)及萬方國際有限公司(「萬方」)後所得之一部分。商標並無可預見之使用期限，以限制本集團藉商標產生淨現金流量，因此，商標被視為擁有無限可使用年期。
- (iv) 交易權為賦予本集團資格於聯交所買賣之權利，其為收購萬方之一部分。交易權並無可預見之使用期限，以限制本集團藉交易權產生淨現金流量，因此，交易權被視為擁有無限可使用年期。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

20. GOODWILL

20. 商譽

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
As at 1 January	於一月一日	20,077	20,274
Acquisition of subsidiaries (Note 11)	收購附屬公司(附註11)	–	114,366
Impairment loss	減值虧損	–	(114,366)
Currency realignment	幣值調整	364	(197)
As at 31 December	於十二月三十一日	20,441	20,077

Goodwill as at 31 December 2019 was arising from the acquisition of Million Federal which was allocated to Brokerage and Margin CGU.

於二零一九年十二月三十一日之商譽乃因收購萬方而產生，並分配至經紀及保證金現金產生單位。

The carrying amount of non-financial assets allocated to Brokerage and Margin CGU are as follows:

分配至經紀及保證金現金產生單位之非財務資產之賬面值如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Carrying value:	賬面值：		
Property, plant and equipment (Note 16)	物業、廠房及設備(附註16)	532	799
Right-of-use assets (Note 18(a))	使用權資產(附註18(a))	3,077	–
Intangible assets (Note 19)	無形資產(附註19)	9,611	9,487
Goodwill	商譽	20,441	20,077
		33,661	30,363

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

20. GOODWILL – CONTINUED

The recoverable amount of Brokerage and Margin CGU as at 31 December 2019 has been determined to be approximately RMB39,136,000 (2018: RMB69,102,000) based on a value-in-use calculation (2018: value-in-use calculation) with reference to a professional valuation performed by Valtech. That value-in-use calculation use cash flow projections based on most recent financial budget approved by management covering an indefinite period as estimated by the Group as there is no foreseeable limitation on the period of time over which the CGU is expected to generate economic benefits to the Group. Cash flows beyond the projection period are extrapolated using an estimated growth rate of 3% (2018: 3%). The pre-tax rate used to discount the forecast cash flows is 17.11% (2018: 15.58%).

The key assumptions for the Group have been determined by the Group's management based on past performance and its expectation for the industry development. The pre-tax discount rate reflect specific risks relating to the relevant segment.

Based on the assessment, no impairment loss was recognised during the year (2018: Nil).

For sensitivity analysis, had there been a 1% reduction of future business growth rate or 2% increase in discount rate in the value-in-use calculations each in isolation, no significant impairment loss of goodwill is resulted.

20. 商譽 – 續

經紀及保證金現金產生單位於二零一九年十二月三十一日之可收回金額已根據參考方程進行之專業估值之在用價值計算(二零一八年：在用價值計算)釐定為約人民幣39,136,000元(二零一八年：人民幣69,102,000元)。有關在用價值計算採用基於管理層批准涵蓋本集團估計為無限期之期間的最近期財務預算之現金流量預測，此乃由於現金產生單位並無可預見之期限，限制其預期為本集團帶來經濟利益。超過預測年期之現金流量使用估計增長率3%(二零一八年：3%)推斷。用於貼現預測現金流量之稅前利率為17.11%(二零一八年：15.58%)。

本集團的主要假設乃由本集團管理層根據過往表現及其對行業發展的預期而釐定。稅前貼現率反映與相關分類有關的特別風險。

基於評估，年內並無確認減值虧損(二零一八年：無)。

就敏感度分析而言，倘在用價值計算中未來業務增長率減少1%或貼現率增加2%(各自獨立發生)，亦不會導致重大商譽減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

20. GOODWILL – CONTINUED

Goodwill arose from acquisition of ATV during the year ended 31 December 2018 was allocated to Media CGU.

Upon completion of the acquisition of ATV, the directors of the Company engaged Valtech, to carry out a valuation of the Media CGU that was expected to benefit from the synergies of the combination, based on facts and circumstances existing as at that date. The directors of the Company became aware of the impairment loss at the date of acquisition of the ATV so that the Group fully recognised the impairment loss of the goodwill arisen from the acquisition of ATV of approximately RMB114,366,000 for the year ended 31 December 2018.

21. OTHER DEPOSITS

Other assets mainly represent statutory and other deposits with the Stock Exchange and clearing houses, which are non-interest bearing.

22. INTEREST IN AN ASSOCIATE

20. 商譽 – 續

於截至二零一八年十二月三十一日止年度因收購亞視而產生之商譽分配至媒體現金產生單位。

於完成收購亞視後，本公司董事委聘方程，以基於該日期存在的事實及情況，對預期得益於合併協同效應之媒體現金產生單位進行估值。本公司董事知悉於收購亞視日期之減值虧損，故本集團已於截至二零一八年十二月三十一日止年度全面確認來自收購亞視約人民幣114,366,000元之商譽減值虧損。

21. 其他按金

其他資產主要為於聯交所及結算所之法定及其他按金，其為不計息。

22. 於聯營公司之權益

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Share of fair value of net assets on acquisition	分佔收購時資產淨值之公平值	235,817	235,817
Goodwill	商譽	149,579	149,579
Share of post-acquisition profit or loss	分佔收購後溢利或虧損	(217,799)	(206,710)
		167,597	178,686
Less: Loss on deemed disposal	減：視作出售之虧損	(21,527)	–
Impairment loss	減值虧損	(77,873)	(56,798)
Currency realignment	幣值調整	(4,477)	(3,747)
		63,720	118,141

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

22. INTEREST IN AN ASSOCIATE – CONTINUED

Particular of the associate are as follows:

22. 於聯營公司之權益 – 續

聯營公司之資料如下：

Name 名稱	Particulars of issued shares held 所持已發行 股份摘要	Place of incorporation/ operation 註冊成立/ 營運地點	Percentage of ownership interest attributable to the Group 本集團所佔擁有權 權益之百分比		Principal activity 主要業務
			2019 二零一九年	2018 二零一八年	
Yong Tai Berhad ("Yong Tai")	150,030,000 (2018: 150,030,000) ordinary shares; and 60,000,000 (2018: 60,000,000) ICPS (as defined below)	Malaysia	19.78%	28.60%	Property development and development and operation of tourism stage performance
永大集團(「永大」)	150,030,000股 (二零一八年： 150,030,000股) 普通股；及 60,000,000股 (二零一八年： 60,000,000股) 不可贖回可換股優先 股(定義見下文)	馬來西亞	19.78%	28.60%	物業發展以及發展及經營 旅遊舞台表演

On 9 May 2017, Full Winning Developments Limited ("Full Winning"), a direct wholly-owned subsidiary of the Company, entered into an agreement with Impression Culture Asia Limited, a subsidiary of Sino Haijing Holdings Limited (Stock code: 1106) to acquire 107 million ordinary shares of Yong Tai ("Yong Tai Shares"), a company listed on the Main Market of Bursa Malaysia Securities Berhad, at the consideration of approximately Malaysian Ringgit ("RM") 117,700,000 (equivalent to approximately RMB189,016,000). Following this acquisition, the Group owned as to 16.42% equity interest in Yong Tai.

On 2 August 2017, Full Winning entered into the subscription agreement with Yong Tai. Under the subscription agreement, Full Winning had conditionally agreed to subscribe for 43,000,000 new Yong Tai shares at the issue price of RM1.26 (equivalent to approximately HK\$2.29) per share which represents 6.17% equity interest in Yong Tai as enlarged by the allotment and issue of the subscription. Following this subscription, the Group owned as to 21.53% equity interest in Yong Tai.

於二零一七年五月九日，本公司之直接全資附屬公司豐捷發展有限公司(「豐捷」)與中國海景控股有限公司(股份代號：1106)之附屬公司Impression Culture Asia Limited訂立協議，以收購永大(一間於馬來西亞證券交易所主板上市之公司)之107,000,000股普通股(「永大股份」)，就此涉及之代價約為馬來西亞令吉(「馬幣」)117,700,000元(相等於約人民幣189,016,000元)。收購完成後，本集團擁有永大之16.42%股權。

於二零一七年八月二日，豐捷與永大訂立認購協議。根據認購協議，豐捷有條件同意按發行價每股馬幣1.26元(相等於約2.29港元)認購43,000,000股永大新股份，相當於經認購配發及發行而擴大之永大股權之6.17%。認購完成後，本集團擁有永大之21.53%股權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

22. INTEREST IN AN ASSOCIATE – CONTINUED

On 9 January 2018, Full Winning acquired 60,000,000 Irredeemable Convertible Preference Share ("ICPS") of Yong Tai at the consideration of RM66,000,000 (equivalent to approximately RMB109,312,000) which represents 8.17% equity interest in Yong Tai because the Group has determined that the ICPS represented present ownership interests in Yong Tai as the ICPS are convertible to its ordinary shares from 28 November 2019 without any further consideration. The effective interest of the Group in Yong Tai after taking into account the ICPS and all issued and outstanding ICPS held by other parties would be 28.60% as at 31 December 2018.

Upon the special issue and conversion of ICPS during the year ended 31 December 2019, the registered capital of Yong Tai was enlarged from approximately RM535,901,000 to RM611,404,000 (equivalent to approximately RMB852,375,644 to RMB994,081,000) and the Group's effective equity interest in Yong Tai was diluted to 19.78% resulting in a loss on deemed disposal of approximately RMB21,527,000. In view of the significant influence can be still exercised through participation in the directors' and shareholders' meeting of Yong Tai, it continued to be classified as an associate even the equity interests was diluted to lower than 20%.

Based on the quoted market price of the ordinary shares and ICPS held by the Group, total impairment loss of approximately RMB21,075,000 was recognised in the profit or loss during the year ended 31 December 2019 (2018: RMB56,798,000).

The financial reporting date of the above associate is not coterminous with those of the Group, as it has financial year ending 30 June.

22. 於聯營公司之權益 – 續

於二零一八年一月九日，豐捷收購60,000,000股永大不可贖回可換股優先股（「不可贖回可換股優先股」），代價為馬幣66,000,000元（相等於約人民幣109,312,000元），佔永大8.17%股權，原因是鑒於不可贖回可換股優先股可自二零一九年十一月二十八日起無償轉換為其普通股，故本集團釐定該等不可贖回可換股優先股相當於現時於永大之擁有權權益。經計及不可贖回可換股優先股及所有由其他人士持有之已發行未償還不可贖回可換股優先股，本集團於二零一八年十二月三十一日擁有之永大實際權益為28.60%。

於截至二零一九年十二月三十一日止年度特別發行及轉換不可贖回可換股優先股後，永大之註冊資本由約馬幣535,901,000元擴大至馬幣611,404,000元（相當於約人民幣852,375,644元至人民幣994,081,000元），而本集團於永大之實際股權攤薄至19.78%，導致視作出售之虧損約人民幣21,527,000元。鑒於仍可透過參與永大之董事會議及股東大會行使重大影響力，即使股權攤薄至低於20%，其繼續被分類為聯營公司。

基於本集團持有的普通股及不可贖回可換股優先股的市場報價，於截至二零一九年十二月三十一日止年度之損益確認減值虧損總額約人民幣21,075,000元（二零一八年：人民幣56,798,000元）。

上述聯營公司的財務報告日期與本集團的財務報告日期並無關連，因其財政年度為截至六月三十日。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

22. INTEREST IN AN ASSOCIATE – CONTINUED

Summarised financial information in respect of the Group's material associate, Yong Tai, extracted from its consolidated financial statements is as below:

22. 於聯營公司之權益 – 續

永大為本集團之重大聯繫人士，其財務資料（摘錄自其綜合財務報表）概述如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
As at 31 December	於十二月三十一日		
Current assets	流動資產	672,991	582,694
Non-current assets	非流動資產	431,380	414,143
Current liabilities	流動負債	(603,486)	(550,201)
Non-current liabilities	非流動負債	(245,756)	(282,942)
Equity and net assets	權益及資產淨值	255,129	163,694
Year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	150,486	184,154
Loss for the year	年內虧損	(40,863)	(709,313)
Total comprehensive expense	全面開支總額	(40,863)	(709,313)
As at 31 December	於十二月三十一日		
Fair value of the Group's investment based on quoted market price	本集團旗下投資基於市場報價計算之公平值	63,720	118,141

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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23. INVENTORIES

23. 存貨

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Raw materials	原材料	35,015	43,830
Finished goods	製成品	50,922	47,671
		85,937	91,501

As at 31 December 2019, certain inventories with original cost amounting to approximately RMB161,283,000 (2018: approximately RMB161,625,000) were stated at net realisable value of approximately RMB25,011,000 (2018: approximately RMB28,882,175).

As demand from (i) emerging markets of fabrics and trading business and (ii) Hong Kong market of Set Top boxes of entertainment and media business remained weak during the year ended 31 December 2019, the Group has made net write-down of inventories amounting to approximately RMB4,204,000 (2018: approximately RMB42,597,000).

於二零一九年十二月三十一日，原始成本約人民幣161,283,000元(二零一八年：約人民幣161,625,000元)之若干存貨按可變現淨值約人民幣25,011,000元(二零一八年：約人民幣28,882,175元)列賬。

由於(i)布料及貿易業務在新興市場及(ii)娛樂及媒體業務的機頂盒香港市場之需求於截至二零一九年十二月三十一日止年度維持疲弱，本集團已撇減存貨淨額約人民幣4,204,000元(二零一八年：約人民幣42,597,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS 24. 貿易及其他應收賬款、按金及預付款項

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade receivables from securities brokerage services and margin finance segment (Note (a))	證券經紀服務及保證金 融資分類之貿易應收賬款 (附註(a))	78,694	145,456
Less: Allowances for bad and doubtful debts	減：呆壞賬撥備	(14,384)	(9,958)
		64,310	135,498
Trade receivables from other segments (Note (b))	其他分類之貿易應收賬款 (附註(b))	10,400	10,536
Less: Allowances for bad and doubtful debts	減：呆壞賬撥備	(4,629)	(6,291)
		5,771	4,245
Deposits paid to suppliers (Note (c))	已付供應商之按金(附註(c))	21,518	29,081
Less: Allowances for impairment	減：減值撥備	(8,561)	(11,632)
		12,957	17,449
Other deposits, receivables and prepayments	其他按金、應收賬款及預付款項		
– Value-added tax recoverable	– 可收回之增值稅	850	913
– Other receivables and prepayments (Note (d)(i))	– 其他應收賬款及預付款項 (附註(d)(i))	30,582	54,034
– Other deposits	– 其他按金	1,038	1,105
– Amounts due from related companies (Note (d)(ii))	– 應收關連公司款項 (附註(d)(ii))	1,090	4,365
		33,560	60,417
		116,598	217,609

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS – CONTINUED

(a) Trade receivables from securities brokerage services and margin finance segment

Trading limits are set for customers. The Group seeks to maintain tight control over its outstanding trade receivables in order to minimise credit risk.

Trade receivables from cash clients and securities clearing houses arising from securities dealing business are repayable on demand subsequent to the settlement date. The normal settlement terms of said trade receivables are, in general, two days after trade date. The Group allows a credit period mutually agreed with the contracting parties for receivables from margin clients.

The Group maintains accounts with the securities clearing houses through which it conducts securities trading transactions and settlement on a net basis.

Except for receivables from margin client, the Group does not hold any collateral or other credit enhancements over these balances. The Group is allowed to dispose of the securities or futures deposited by the customers with the Group to settle any overdue amount.

The receivables from margin clients (net of impairment) of approximately RMB48,757,000 (2018: RMB110,215,000) bears the interest at a range of 8.63% to 11% (2018: 8.5% to 11%) per annum and are secured by investments held by margin clients of approximately RMB110,747,000 (2018: RMB470,418,000) as at 31 December 2019.

The impairment of trade receivables arising from cash client and securities clearing house is measured on lifetime ECL basis. For impairment of trade receivables from margin client, the Group applies the general approach and considers there has been a significant increase in credit risk when the client cannot meet the margin call requirement and specific LTV to make its assessment.

No aging analysis by invoice date is disclosed for trade receivables from securities brokerage services and margin finance segment as, in the opinion of the directors of the Company, an aging analysis is not meaningful in view of the business nature of securities dealings.

24. 貿易及其他應收賬款、按金及預付款項 – 續

(a) 證券經紀服務及保證金融資分類之貿易應收賬款

本集團設有客戶交易限額。本集團致力對其尚未償還之貿易應收賬款維持嚴格監控，務求將信貸風險減至最低。

來自證券買賣業務之應收現金客戶及證券結算所之貿易應收賬款於結算日後須按要求償還。一般而言，上述貿易應收賬款之正常結算期為交易日後兩天。本集團就應收保證金客戶之應收賬款給予與訂約方互相協定之信貸期。

本集團在證券結算所開設賬戶，以便進行證券買賣交易，並按淨額基準進行結算。

除應收保證金客戶之應收賬款外，本集團並無就該等結餘持有任何抵押品或其他信貸增強項目。本集團獲允許出售客戶寄存於本集團之證券或期貨以結付任何逾期款項。

於二零一九年十二月三十一日，應收保證金客戶之應收賬款(扣除減值)約人民幣48,757,000元(二零一八年：人民幣110,215,000元)按年利率8.63%至11%(二零一八年：8.5%至11%)計息，並以保證金客戶所持投資約人民幣110,747,000元(二零一八年：人民幣470,418,000元)作抵押。

來自現金客戶及證券結算所之貿易應收賬款之減值乃按全期預期信貸虧損基準計量。就來自保證金客戶之貿易應收賬款之減值而言，本集團應用一般方法，且當客戶無法滿足追繳保證金要求時，本集團認為信貸風險顯著增加，並使用特定貸款價值比作出評估。

由於本公司董事鑒於證券買賣之業務性質而認為賬齡分析意義不大，故並無就來自證券經紀服務及保證金融資分類之貿易應收賬款披露按發票日期之賬齡分析。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS – CONTINUED

(a) Trade receivables from securities brokerage services and margin finance segment – continued

Movement in the allowances for impairment:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
At the beginning under HKAS 39	於年初根據香港會計準則第39號	–	3,567
Impact on initial application of HKFRS 9	首次應用香港財務報告準則第9號的影響	–	315
Adjusted balance at 1 January	於一月一日的經調整結餘	9,958	3,882
Impairment loss made during the year	年內減值虧損	10,932	5,659
Reversal of impairment loss recognised during the year	年內確認減值虧損撥回	(1,756)	(208)
Amounts written-off of uncollectible	撇銷不可收回金額	(4,791)	–
Currency realignment	幣值調整	41	625
As at 31 December	於十二月三十一日	14,384	9,958

The impairment allowance is considered as adequately provided for as the directors of the Company have individually evaluated their trade receivables after taking into account the LTV for each borrower, and other information available of those borrowers in default of settlement to determine the net present value of expected future cash inflow.

Details of impairment assessment of trade receivables from securities brokerage and margin finance business are set out in Note 6(b)(i).

24. 貿易及其他應收賬款、按金及預付款項 – 續

(a) 證券經紀服務及保證金融資分類之貿易應收賬款 – 續

減值撥備變動：

由於本公司董事於考慮各借款人之貸款價值比以及未有如期還款之借款人之其他可得資料後，已就貿易應收賬款進行個別評估，從而釐定預期未來現金流入之淨現值，故此被視為計提足夠減值撥備。

來自證券經紀及保證金融資業務的貿易應收賬款之減值評估詳情載於附註6(b)(i)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS – CONTINUED

(b) Trade receivables from other segments

The Group does not provide credit period to its customers. The ageing analysis of the trade receivables from other segments, net of impairment as at the reporting date, based on invoice date and due date, is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
0 to 90 day(s)	0至90日	5,555	3,583
91 to 180 days	91至180日	216	461
181 to 270 days	181至270日	–	–
271 to 365 days	271至365日	–	201
		5,771	4,245

The Group applies the simplified approach for all trade receivables of other segments. To measure impairment, trade receivables have been grouped base on shared credit risk characteristic as the days past due. The impairment also incorporated forward looking information.

24. 貿易及其他應收賬款、按金及預付款項 – 續

(b) 其他分類之貿易應收賬款

本集團不會向其客戶提供信貸期。於報告日期，其他分類之貿易應收賬款（扣除減值）按發票日期及到期日之賬齡分析如下：

本集團就其他分類之所有貿易應收賬款應用簡化方法。為計量減值，貿易應收賬款已根據共同信貸風險特徵以逾期日數進行分組。減值亦納入前瞻性資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS – CONTINUED

(b) Trade receivables from other segments – continued

Movement in the allowances for impairment:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
At the beginning under HKAS 39	於年初根據香港會計準則第39號	–	2,712
Impact on initial application of HKFRS 9	首次應用香港財務報告準則第9號的影響	–	1,102
Adjusted balance at 1 January	於一月一日經調整結餘	6,291	3,814
Impairment loss made during the year	年內減值虧損	1,299	3,010
Reversal of impairment loss recognised during the year	年內確認減值虧損撥回	(2,828)	(654)
Currency realignment	幣值調整	(133)	121
As at 31 December	於十二月三十一日	4,629	6,291

Details of impairment assessment of trade receivables from other segments are set out in Note 6(b)(ii).

24. 貿易及其他應收賬款、按金及預付款項 – 續

(b) 其他分類之貿易應收賬款 – 續

減值撥備變動：

來自其他分類的貿易應收賬款之減值評估詳情載於附註6(b)(ii)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS – CONTINUED

(c) Deposits paid to suppliers

Deposits was paid to certain independent third parties as deposits to purchase raw materials of the processing and printing of fabrics in the subsequent period. Movement in allowance for impairment of deposits paid to suppliers is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
As at 1 January	於一月一日	11,632	16,727
Impairment loss during the year (Note 8)	年內減值虧損(附註8)	1,182	2,908
Reversal of impairment loss recognised during the year (Note 8)	年內確認減值虧損撥回(附註8)	(4,253)	(8,003)
As at 31 December	於十二月三十一日	8,561	11,632

(d) Other deposits, receivables and prepayments

- (i) During the year ended 31 December 2018, the Group paid approximately HK\$34,000,000 (equivalent to approximately RMB29,849,000) to an independent third party which had been processing the claims of the creditor of a partial-owned subsidiary, ATV, under a scheme of arrangement (the "Creditor Scheme") approved on 12 September 2017. As at 31 December 2019, the remaining balance of the claims is amounted to approximately HK\$15,470,000 (equivalent to approximately RMB13,827,000).

Save for the above, the balances as at 31 December 2019 included (i) the prepayments of certain operational expenses; (ii) the consideration receivables in relation to the disposal of intangible assets; and (iii) the receivables from the sales of electronic components.

During the year ended 31 December 2018, a provision for impairment amounted to approximately RMB2,866,000 was reversed as the settlement received in full.

- (ii) The amounts due are unsecured, interest-free and repayable on demand.

24. 貿易及其他應收賬款、按金及預付款項 – 續

(c) 已付供應商之按金

本集團已向若干獨立第三方支付按金，作為於往後期間就布料加工和印花工序採購原材料之按金。已付供應商之按金之減值撥備變動如下：

(d) 其他按金、應收賬款及預付款項

- (i) 截至二零一八年十二月三十一日止年度，本集團向一名獨立第三方支付約34,000,000港元（相當於約人民幣29,849,000元），該第三方一直根據於二零一七年九月十二日批准的一項債務償還安排（「債權人計劃」）處理一家部分擁有附屬公司亞視的債權人申索。於二零一九年十二月三十一日，該等申索之餘額約為15,470,000港元（相當於約人民幣13,827,000元）。

除上文所述者外，於二零一九年十二月三十一日之結餘包括(i)若干經營開支之預付款項；(ii)有關出售無形資產之應收代價；及(iii)電子部件銷售之應收賬款。

截至二零一八年十二月三十一日止年度，由於收到全數結付款項，故撥回減值撥備約人民幣2,866,000元。

- (ii) 應收款項為無抵押、免息及須應要求償還。

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綜合財務報表附註(續)

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25. LOAN RECEIVABLES

25. 應收貸款

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Unsecured loans	無抵押貸款		
– principal	– 本金	89,494	108,763
– interest	– 利息	20,148	12,303
Less: Impairment loss recognised	減：已確認減值虧損	(23,237)	(20,873)
		86,405	100,193

The Group's loan receivables, which arisen from the money lending business in Hong Kong, were denominated in HK\$. The net carrying values of the loan principal and interest receivables in original currency as at 31 December 2019 amounted to approximately HK\$85,127,000 (2018: HK\$102,349,000) and approximately HK\$11,544,000 (2018: HK\$11,779,000), respectively.

本集團之應收貸款(因於香港的放債業務而產生)乃以港元計值。於二零一九年十二月三十一日之應收貸款本金及利息(按原來之貨幣)之賬面淨值分別約為85,127,000港元(二零一八年：102,349,000港元)及約為11,544,000港元(二零一八年：11,779,000港元)。

Aging analysis of loan receivables (after impairment allowances) prepared based on loan commencement or renewal date, which were not past due, set out in the relevant contracts is as follows:

相關合約所載基於貸款開始日期或重續日期編製之未逾期應收貸款(減值撥備後)之賬齡分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Less than 1 month	少於一個月	–	–
1 to 3 month(s)	一個月至三個月	54,749	26,013
4 to 6 months	四個月至六個月	15,099	46,906
7 to 12 months	七個月至十二個月	16,557	27,274
		86,405	100,193

Loan receivables as at 31 December 2019 are unsecured and interest bearing at fixed rates ranging from 10% to 36% (2018: 10% to 24%) per annum.

於二零一九年十二月三十一日，應收貸款為無抵押及以固定年息率10%至36%(二零一八年：10%至24%)計息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

25. LOAN RECEIVABLES – CONTINUED

The Group measures lifetime ECL for the loan receivables when the credit risk has increased significantly since initial recognition.

The following is a credit quality analysis of loan receivables under HKFRS 9. In the event that an instalment repayment is overdue, the entire outstanding balance of loan receivables is classified as overdue.

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Neither past due nor credit-impaired	既無逾期亦無信貸減值	94,826	106,514
Past due and credit impaired	逾期及信貸減值		
– 181- 365 days past due	– 逾期181至365日	–	4,649
– more than 365 days past due	– 逾期超過365日	14,816	9,903
		109,642	121,066
Less: Allowance for ECLs	減：預期信貸虧損撥備	(23,237)	(20,873)
		86,405	100,193

Movement in the allowance for impairment:

減值撥備變動：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
At the beginning under HKAS 39	於年初根據香港會計準則第39號	–	9,391
Impact on initial application of HKFRS 9	首次應用香港財務報告準則第9號的影響	–	5,127
Adjusted balance at 1 January	於一月一日的經調整結餘	20,873	14,518
Impairment loss recognised during the year	年內確認之減值虧損	6,157	8,351
Reversal of impairment loss recognised during the year	撥回年內確認之減值虧損	(4,198)	(3,002)
Currency realignment	幣值調整	405	1,006
As at 31 December	於十二月三十一日	23,237	20,873

All the loan receivables are entered with contractual maturity within 3 months to 1 year (2018: 3 months to 1 year). The Group seeks to maintain tight control over its loan receivables in order to minimise credit risk by reviewing the borrowers' or guarantors' financial positions.

Subsequent to the year ended, the Group entered into an agreement with one of its borrower and the Vendor B (defined in Note 28(v)), pursuant to which the Group agreed to fully offset the outstanding balances due from the borrower against the amount payable to Vendor B (Note 28(v)). As at 31 December 2019, such loan receivables was amounted to approximately RMB28,181,000.

Details of impairment assessment of loan receivables are set out in Note 6(b)(ii).

所有應收貸款之合約到期日為三個月至一年內(二零一八年：三個月至一年)。本集團致力透過審閱借款人或擔保人的財務狀況，維持對應收貸款的嚴格控制，務求將信貸風險減至最低。

於年末後，本集團與其中一名借款人及賣方乙(定義見附註28(v))訂立協議，據此，本集團同意以應付賣方乙之應付賬款(附註28(v))全數抵銷應收借款人之未償還結餘。於二零一九年十二月三十一日，有關應收貸款約為人民幣28,181,000元。

應收貸款之減值評估詳情載於附註6(b)(ii)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

26. 按公平值計入損益賬之財務資產

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Listed securities held for trading, at fair value:	持作買賣之上市證券 (按公平值計):		
Equity securities listed in Hong Kong and overseas at fair value (Note (a))	香港及海外上市股本證券 (按公平值計)(附註(a))	31,361	123,237
Movie investments, at fair value (Note (b))	電影投資(按公平值計)(附註(b))	60,332	—
		91,693	123,237

Notes:

- (a) Fair value of listed securities were determined with reference to quoted market closing price. During the year ended 31 December 2019, the Group disposed of listed security with carrying amount of approximately RMB57,109,000 (2018: approximately RMB184,165,000) and recognised the realised loss of approximately RMB32,793,000 (2018: realised gain of approximately RMB5,247,000) (Note 10).

As at 31 December 2019, certain listed securities with fair values of approximately RMB28,855,000 (2018: approximately RMB121,795,000) were pledged to other financial institutions to secure the credit facilities granted to the Group (Note 31(b)).

- (b) On 11 April 2019 and 14 May 2019, the Group had entered into two movie investments agreements with a film producer who is an independent third party, pursuant to which the Group made certain investments in the movie projects. These two agreements are accounted for as a single transaction based on the terms and conditions of the agreements and their economic effects. Total consideration of approximately HK\$92,500,000 (equivalent to approximately RMB82,677,000) was based on the fair value estimated by reference to a professional valuation performed by APA and such consideration was satisfied by allotment and issue of 370,000,000 ordinary shares (Note 34), based on the market price of each share of HK\$0.25 on issue date.

The Group is then entitled to a pre-determined share of net distribution revenue of the respective movies as prescribed in the movie investments agreements.

The fair values of the movie investments as at the date of acquisition and 31 December 2019 have been determined by APA, based on the best estimation on the expected future revenue generated by the films less relevant costs. The fair value of movie investments is level 3 fair value measurement.

During the year ended 31 December 2019, the Group entered into an agreement with the film producer and Vendor A (defined in Note 28(v)) to offset the payable of film rights (Note 28(v)) against the share of net distribution revenue from one of the movies already launched during the year of approximately RMB835,000.

附註:

- (a) 上市證券之公平值乃經參考所報之市場收市價而釐定。於截至二零一九年十二月三十一日止年度，本集團出售賬面值約人民幣57,109,000元(二零一八年：約人民幣184,165,000元)之上市證券，並確認已變現虧損約人民幣32,793,000元(二零一八年：已變現收益約人民幣5,247,000元)(附註10)。

於二零一九年十二月三十一日，本集團將公平值約人民幣28,855,000元(二零一八年：約人民幣121,795,000元)之若干上市證券抵押予其他金融機構，以作為本集團獲授信貸融資(附註31(b))之抵押。

- (b) 於二零一九年四月十一日及二零一九年五月十四日，本集團與身為獨立第三方之製片商訂立兩項電影投資協議，據此，本集團對電影項目進行若干投資。根據該等協議的條款及條件以及其經濟影響，該兩項協議作為單一交易入賬。總代價約92,500,000港元(相當於約人民幣82,677,000元)乃根據參考APA進行之專業估值而估計的公平值計算，而該代價已透過配發及發行370,000,000股普通股(附註34)償付(按於發行日期之每股市價0.25港元計算)。

本集團其後有權按照電影投資協議中規定的預定比例分佔相關電影之發行收益淨額。

電影投資於收購日期及二零一九年十二月三十一日之公平值由APA根據對影片產生的預期未來收益的最佳估計減去相關成本而釐定。電影投資的公平值屬第3層級公平值計量。

截至二零一九年十二月三十一日止年度，本集團與製片商及賣方甲(定義見附註28(v))訂立協議，以年內推出之其中一部電影之發行收益淨額之分成約人民幣835,000元抵銷影片權利之應收賬款(附註28(v))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

27. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

Bank balances carry interest at market rates ranging from 0% to 0.35% (2018: 0% to 0.35%) per annum as at 31 December 2019.

27. 已抵押銀行存款以及銀行結餘及現金

於二零一九年十二月三十一日，銀行結餘按市場年息率0%至0.35%(二零一八年：0%至0.35%)計息。

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Bank balances and cash	銀行結餘及現金		
– segregated accounts (Note (i))	– 獨立賬戶(附註(i))	71,417	135,815
– pledged bank deposits (Note (ii))	– 已抵押銀行存款(附註(ii))	–	20,620
– general accounts and cash	– 一般賬戶及現金	29,750	16,675
Total bank balances and cash	總銀行結餘及現金	101,167	173,110
Less: Clients' monies in segregated account (Note (i))	減：客戶於獨立賬戶之存款(附註(i))	(71,417)	(135,815)
Cash and cash equivalents	現金及現金等價物	29,750	37,295

Notes:

- (i) From the Group's ordinary business in provision of brokerage and related services, the Group receives and holds money deposited by clients in the course of the conduct of the regulated activities. These clients' monies are maintained in segregated bank accounts at market interest rates. The Group has recognised the corresponding trade payables to respective clients.
- (ii) As at 31 December 2019, there was no bank deposit (2018: two) had been pledged (Note 31 (a)).

附註：

- (i) 本集團於進行提供經紀及相關服務之一般業務過程中經營受規管活動時，會收取及保管客戶所存放之款項。該等客戶款項存放於給予市場利率之獨立銀行賬戶內。本集團已確認相應之應付相關客戶之貿易應付賬款。
- (ii) 於二零一九年十二月三十一日，概無已抵押銀行存款(二零一八年：兩間)(附註31(a))。

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綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

28. TRADE AND OTHER PAYABLES

28. 貿易及其他應付賬款

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade payables from securities brokerage services and margin finance segment (Note (i))	證券經紀服務及保證金融資分類之貿易應付賬款(附註(i))	74,719	146,858
Trade payables from other segments (Note (ii))	其他分類之貿易應付賬款(附註(ii))	14,733	16,529
Other payables and accruals (Note (iii))	其他應付賬款及應計費用(附註(iii))	97,257	69,814
Other payables under Creditor Scheme (Note (iv))	債權人計劃項下其他應付賬款(附註(iv))	13,125	31,792
Other payables on film rights and licence fees (Note (v))	影片權利及授權費之其他應付賬款(附註(v))	80,096	—
Amount due to a director (Note (vi))	應付董事款項(附註(vi))	13,299	626
Amounts due to directors of the subsidiaries (Note (vi))	應付附屬公司董事款項(附註(vi))	310	153
Amount due to a shareholder of the Company (Note (vi))	應付本公司股東款項(附註(vi))	393	386
Amounts due to non-controlling owners of subsidiaries (Note (vi))	應付附屬公司非控股擁有人款項(附註(vi))	3,491	55,007
Amounts due to related companies (Note (vii))	應付關連公司款項(附註(vii))	29,824	105
Deposit on disposal of subsidiaries (Note (viii))	出售附屬公司的按金(附註(viii))	16,982	16,681
Contract liabilities (Note (ix))	合約負債(附註(ix))	28,469	29,713
		372,698	367,664

Notes:

附註：

(i) The trade payable balances arising from the ordinary course of business of securities brokerage services and margin finance are normally settled in two trading days after the trade date except for the money held on behalf of clients at the segregated bank accounts which are repayable on demand. No aging analysis is disclosed for as in the opinion of the directors of the Company, an aging analysis is not meaningful in view of the business nature of securities dealings and margin financing.

(i) 除替客戶於獨立銀行賬戶中代為持有之現金須應要求償還外，於一般證券經紀服務及保證金融資業務之業務過程中產生之貿易應付賬款結餘正常於交易日期後兩個交易日結算。本公司董事認為，鑒於證券買賣及保證金融資業務之業務性質，賬齡分析之意義不大，因此，並無披露賬齡分析。

(ii) The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

(ii) 於報告期間結束時，貿易應付賬款根據發票日期呈列之賬齡分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
0 to 90 day(s)	0至90日	5,797	7,403
91 to 180 days	91至180日	1,096	688
181 to 270 days	181至270日	242	993
271 to 365 days	271至365日	967	864
Over 365 days	超過365日	6,631	6,581
		14,733	16,529

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綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

28. TRADE AND OTHER PAYABLES – CONTINUED

Notes: – continued

(iii) Other payables mainly represents (i) amounts due to certain independent third parties of approximately RMB11,200,000; (ii) interest payables of approximately RMB36,167,000; and (iii) accrued staff costs and director's remuneration of approximately RMB15,349,000 (2018: payables to acquire or produce film rights, acquire licence and property, plant and equipment).

(iv) Other payables under Creditor Scheme represents the amount due to the claimants of a partial-owned subsidiary, ATV, under Creditor Scheme. These claims were in process as at 31 December 2019.

(v) The balances represented the payables to acquire the film rights and licence of twenty films (2018: Nil) (Note 19(ii)) during the year ended 31 December 2019.

On 23 September 2019, the Group entered into the settlement agreement with the film producer (Note 26(b)) and one of the vendors of film rights and licences ("Vendor A") (Note 19(ii)), pursuant to which the Group is allowed to offset the relevant payables of approximately RMB31,104,000 against the share of net distributed revenue from two movie investments classified as financial assets at FVTPL (Note 26(b)). During the year ended 31 December 2019, the Group's share of net distribution revenue generated from one of the relevant movies investment of approximately RMB835,000 was offset against the consideration payables partially.

The remaining payables of approximately RMB30,269,000 would be offset against the net distribution revenue generated from the other movie investment. The Group is not required to compensate the Vendors A any shortfall in case of the share of net distribution revenue cannot cover the remaining consideration payable. As at 31 December 2019, such movie is not yet being screened.

Subsequent to the year ended, the Group entered into another settlement agreement with another vendor of film rights and licences ("Vendor B") (Note 19(ii)) and one of borrowers of the Group (Note 25), pursuant to which the Group agreed to offset the relevant loan receivables against the payables of approximately RMB32,177,000, the difference arising from such offsetting will be recognised in profit or loss at the date of offsetting. As at 31 December 2019, the net carrying amount of the relevant loan receivables was amounted to approximately RMB28,181,000 (Note 25).

(vi) The amounts due were unsecured, interest-free and repayable on demand.

(vii) The amounts were due to related companies which directors of certain subsidiaries have significant influence or direct equity interest which were unsecured, interest-free and repayable on demand.

(viii) On 16 July 2018, Co-Prosperity Investment (International) Limited, an indirect wholly-owned subsidiary of the Company, entered into an agreement with an independent third party (the "Vendor"), pursuant to which the Vendor was conditionally to acquire 60% shareholding of Million Federal at the consideration of approximately RMB87,790,000 (equivalent to HK\$100,000,000). Such transaction is not completed, and the balance represented the deposit not yet returned to the Vendor as at 31 December 2019.

28. 貿易及其他應付賬款 – 續

附註: – 續

(iii) 其他應付賬款主要指(i)應付若干獨立第三方款項約人民幣11,200,000元; (ii)應付利息約人民幣36,167,000元; 及(iii)應計員工成本及董事薪酬約人民幣15,349,000元(二零一八年:收購或製作影片權利、取得牌照及物業、廠房及設備的應付賬款)。

(iv) 債權人計劃下的其他應付賬款指應付債權人計劃下部分擁有附屬公司亞視的債權人的款項。於二零一九年十二月三十一日,該等申索仍在進行。

(v) 該等結餘指於截至二零一九年十二月三十一日止年度收購二十部電影之影片權利及授權之應付賬款(二零一八年:無)(附註19(ii))。

於二零一九年九月二十三日,本集團與製片商(附註26(b))以及其中一名影片權利及授權賣方(「賣方甲」)(附註19(ii))訂立結算協議,據此,本集團獲允許以分類為按公平值計入損益賬之財務資產(附註26(b))之兩項電影投資的發行收益淨額之分成抵銷相關應付賬款約人民幣31,104,000元。於截至二零一九年十二月三十一日止年度,本集團來自其中一項相關電影投資的發行收益淨額之分成約人民幣835,000元已抵銷部分應付代價。

餘下應付賬款約人民幣30,269,000元將以來自另一項電影投資的發行收益淨額抵銷。倘發行收益淨額之分成未能抵銷餘下應付代價,本集團毋須向賣方甲補償任何不足額。於二零一九年十二月三十一日,有關電影尚未上映。

於年末後,本集團與另一影片權利及授權賣方(「賣方乙」)(附註19(ii))及本集團其中一名借款人(附註25)訂立另一份結算協議,據此,本集團同意以應付賬款約人民幣32,177,000元抵銷相關應收貸款,有關抵銷產生之差異將於抵銷當日在損益確認。於二零一九年十二月三十一日,相關應收貸款之賬面淨值約為人民幣28,181,000元(附註25)。

(vi) 應付款項為無抵押、免息及須應要求償還。

(vii) 該等款項應付予擁有重大影響力或直接股權之若干附屬公司董事之關連公司,並為無抵押、免息及須應要求償還。

(viii) 於二零一八年七月十六日,本公司間接全資附屬公司協盛協豐投資(國際)有限公司與一名獨立第三方(「賣方」)訂立協議,據此,賣方有條件收購萬方之60%股權,代價約為人民幣87,790,000元(相當於100,000,000港元)。有關交易並未完成,而該結餘指於二零一九年十二月三十一日尚未退回賣方之按金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

28. TRADE AND OTHER PAYABLES – CONTINUED

Notes: – continued

- (ix) Contract liabilities, representing customers' deposits and receipt in advance relating to sales of fabrics segment and entertainment and media segment. Movement of contract liabilities is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
As at 1 January	於一月一日	29,713	17,771
Increase in contract liabilities as a result of receiving forward sales deposits and instalments during the year	合約負債因年內收取遠期銷售按金及分期付款而增加	57,999	52,645
Decrease in contract liabilities as a result of recognising revenue during the year	合約負債因年內確認收益而減少	(59,357)	(41,146)
Currency realignment	幣值調整	114	443
As at 31 December	於十二月三十一日	28,469	29,713

Revenue recognised during the year ended 31 December 2019 that was included in the contract liabilities as at 1 January 2019 was approximately RMB18,660,000 (2018: RMB13,807,000). There was no revenue recognised in the current year that related to performance obligations that were satisfied in prior year.

28. 貿易及其他應付賬款 – 續

附註：– 續

- (ix) 合約負債為有關布料銷售分類以及娛樂及媒體分類之客戶按金及預收款項。合約負債變動如下：

於截至二零一九年十二月三十一日止年度確認並計入於二零一九年一月一日之合約負債之收益約為人民幣18,660,000元(二零一八年：人民幣13,807,000元)。於本年度概無確認與上一年度履行之履約責任有關之收益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

29. BOND PAYABLES

On 15 October 2015, the Company as issuer (assignor) and the assignee, who is an independent third party, as subscriber entered into a subscription agreement in respect of the subscription of the one-year 15% coupon secured bond to be issued by the Company in the principal amount of HK\$70,000,000 which would be secured by the share charge to be executed by Widerlink Group Limited (a wholly-owned subsidiary of the Company) (the "Chargor") in favour of the assignee over the entire issued share capital of a wholly-owned subsidiary of the Group.

A supplementary subscription agreement was signed on 14 October 2016, the maturity date was extended to 14 October 2017 and the interest rate was adjusted from 15% to 8% per annum for the period from 15 October 2015 to 14 October 2017.

A second supplementary subscription agreement was signed on 14 October 2017 and interest rate was remained at 8% per annum for the period from 15 October 2015 to 14 October 2018.

A third supplementary subscription agreement was signed on 15 October 2018 and interest rate was remained at 8% per annum for the period from 15 October 2015 to 14 October 2019.

A forth supplementary subscription agreement was signed on 15 October 2019 and interest rate was remained at 8% per annum for the period from 15 October 2015 to 14 October 2020.

29. 應付債券

於二零一五年十月十五日，本公司作為發行人(轉讓人)與受讓人(為獨立第三方)作為認購人訂立認購協議，內容有關認購將由本公司發行本金額70,000,000港元票息率15%之一年期有抵押債券，而有抵押債券將以本公司之全資附屬公司Widerlink Group Limited (「押記人」)以本集團一間全資附屬公司全部已發行股本作抵押以受讓人為受益人簽立之股份押記作抵押。

一份於二零一六年十月十四日簽署之補充認購協議將到期日延長至二零一七年十月十四日，並將二零一五年十月十五日至二零一七年十月十四日期間之年利率由15%調整至8%。

一份於二零一七年十月十四日簽署之第二份補充認購協議將二零一五年十月十五日至二零一八年十月十四日期間之年利率維持於8%。

一份於二零一八年十月十五日簽署之第三份補充認購協議將二零一五年十月十五日至二零一九年十月十四日期間之年利率維持於8%。

一份於二零一九年十月十五日簽署之第四份補充認購協議將二零一五年十月十五日至二零二零年十月十四日期間之年利率維持於8%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

30. OBLIGATION UNDER FINANCE LEASES

The Group leases certain of its motor vehicles (Note 16) under finance leases.

As at 31 December 2018, the future minimum lease payments under finance leases together with the present value of the net minimum lease payments are as follows:

30. 融資租賃承擔

本集團根據融資租賃租用其若干汽車(附註16)。

於二零一八年十二月三十一日，融資租賃項下之未來最低租賃付款連同最低租賃付款淨額之現值如下：

		Minimum lease payments	Present value of Minimum lease payments
		最低租賃付款	最低租賃付款之現值
		2018	2018
		二零一八年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Amounts payable:	應付款項：		
Within one year	一年內	216	205
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	209	205
Total minimum finance lease payments	最低租賃付款總額	425	410
Future finance charges	未來融資費用	(15)	
Total net finance lease payables	應付融資租賃款項淨額總額	410	
Portion classified as current liabilities	分類為流動負債之部分	(205)	
Non-current portion	非流動部分	205	

The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, obligations under finance leases of approximately RMB410,000 (including the current portion) at 31 December 2018 was reclassified to lease liabilities at 1 January 2019.

本集團於二零一九年一月一日採用經修訂追溯法首次應用香港財務報告準則第16號。根據該方法，於二零一八年十二月三十一日之融資租賃承擔約人民幣410,000元(包括流動部分)於二零一九年一月一日重新分類至租賃負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

31. BANK LOANS, LOANS FROM OTHER FINANCIAL INSTITUTIONS AND OTHER BORROWINGS

31. 銀行貸款、來自其他金融機構之貸款及其他借貸

		Interest rate per annum 年利率	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Current liabilities	流動負債			
Bank loans, secured (Note(a))	銀行貸款(有抵押) (附註(a))	4.79%-6.96% (2018: 4.79%-6.96%) 4.79%-6.96% (二零一八年: 4.79%-6.96%)	47,050	90,350
Loans from other financial institutions, secured (Note (b))	來自其他金融機構之 貸款(有抵押) (附註(b))	8.25%-30.00% (2018: 8.38%-8.63%) 8.25%-30.00% (二零一八年: 8.38%-8.63%)	42,144	50,553
Loans from other financial institutions, unsecured (Note (c))	來自其他金融機構之 貸款(無抵押) (附註(c))	12.00%-33.00% (2018: 12.00%-24.00%) 12.00%-33.00% (二零一八年: 12.00%-24.00%)	181,620	170,313
			223,764	220,866
Other borrowing, secured (Note (d))	其他借貸(有抵押) (附註(d))	Nil (2018: 30.00%) 無 (二零一八年: 30.00%)	—	131,685
Other borrowings, unsecured (Note (e))	其他借貸(無抵押) (附註(e))	12.00% (2018: 8.00%) 12.00% (二零一八年: 8.00%)	41,115	33,360
			41,115	165,045
			311,929	476,261

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

31. BANK LOANS, LOANS FROM OTHER FINANCIAL INSTITUTIONS AND OTHER BORROWINGS – CONTINUED

Note:

- (a) As at 31 December 2019, certain bank loans are secured by certain property, plant and equipment (Note 16), right-of-use assets (Note 18) and guaranteed by certain related parties and independent third parties and the maximum amount guaranteed is set out below:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Joint and several guarantee (Note (i))	共同及個別擔保(附註(i))	75,000	75,000
Joint and several guarantee (Note (ii))	共同及個別擔保(附註(ii))	127,000	130,000
Joint and several guarantee (Note (iii))	共同及個別擔保(附註(iii))	21,900	22,500
Guaranteed by Mr. Cai Chaodun	由蔡朝敦先生擔保	50,000	50,000
		273,900	277,500

Notes:

- (i) The credit facilities were jointly guaranteed by Mr. Cai Chaodun, ("Mr. Cai") and three independent third parties. Mr. Cai is the deputy general manager of the Group, who is considered as a key management personnel.
- (ii) The credit facilities were jointly guaranteed by Mr. Sze Siu Hung, he is the elder brother of Mr. Sze Siu Bun, an executive director of the Group, Mr. Cai and two independent third parties.
- (iii) The credit facilities were jointly guaranteed by Mr. Cai and one independent third party.

Upon the repayment of relevant bank loans, the two pledged bank deposits of approximately RMB20,620,000 (2018: RMB17,800,000) (Note 27) was released during the year.

31. 銀行貸款、來自其他金融機構之貸款及其他借貸 – 續

附註：

- (a) 於二零一九年十二月三十一日，若干銀行貸款以若干物業、廠房及設備(附註16)及使用權資產(附註18)作抵押，並由若干有關連人士及獨立第三方擔保，最高擔保金額載列如下：

附註：

- (i) 有關信貸融資由蔡朝敦先生(「蔡先生」)及三名獨立第三方共同擔保。蔡先生為本集團之副總經理，彼被視為主要管理人員。
- (ii) 有關信貸融資由施少雄先生(彼為本集團執行董事施少斌先生之胞兄)、蔡先生及兩名獨立第三方共同擔保。
- (iii) 有關信貸融資由蔡先生及一名獨立第三方共同擔保。

於償還相關銀行貸款後，兩項已抵押銀行存款約人民幣20,620,000元(二零一八年：人民幣17,800,000元)(附註27)已於年內解除。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

31. BANK LOANS, LOANS FROM OTHER FINANCIAL INSTITUTIONS AND OTHER BORROWINGS – CONTINUED

Notes: – continued

- (b) These loans are secured by certain equity securities classified as financial assets at fair value through profit or loss (Note 26 (a)) and 60% issued share capital of Million Federal, a subsidiary of the Company (Note 40) as at 31 December 2019 and 2018.

During the year ended 31 December 2019, one of these loans with the principal amount of HK\$50,000,000 (equivalent to approximately RMB44,095,000) and the accrued interests of HK\$4,786,000 (equivalent to approximately RMB4,277,000) was default upon maturity. Consequently, the Group received a writ of summons together with the Statement of Claim (the “SOC”) issued by the Court of First Instance of High Court of Hong Kong. Pursuant to which the lender claimed against the Group the principal, the interest on the principal from the date of default to the date of repayment (interest rate of 30% per annum) and other costs of litigation. The Group has partially settled the principal amount of HK\$20,000,000 (equivalent to RMB17,638,000) and the lender agreed not to further execute the legal proceeding against the Group with an understanding that the Group will repay the remaining principal amount of HK\$30,000,000 and the interest thereon (included the interest rate of 30% per annum) accrued up to the date of full settlement. Subsequent to the year, the Group has fully settled the outstanding principal, accrued interests and late payment of approximately HK\$42,799,000 (equivalent to approximately RMB37,744,000) in aggregate.

Details of the litigation relating to this loan was set out in the Company's announcements dated 30 July 2019, 1 August 2019, 2 September 2019 and 13 January 2020.

31. 銀行貸款、來自其他金融機構之貸款及其他借貸 – 續

附註：– 續

- (b) 於二零一九年及二零一八年十二月三十一日，該等貸款由分類為按公平值計入損益賬之財務資產之若干股本證券(附註26(a))及本公司附屬公司萬方(附註40)之60%已發行股本作抵押。

截至二零一九年十二月三十一日止年度，其中一項本金額為50,000,000港元(相當於約人民幣44,095,000元)之貸款及應計利息4,786,000港元(相當於約人民幣4,277,000元)於到期時拖欠。因此，本集團接獲香港高等法院原訟法庭發出的傳訊令狀連同申索陳述書(「申索陳述書」)，據此，貸款方向本集團申索本金、自拖欠日期起至還款日期的本金利息(年利率為30%)及其他訴訟費用。本集團已部分結付本金額20,000,000港元(相當於人民幣17,638,000元)，而基於本集團將償還餘下本金30,000,000港元及其直至全數結付當日應計之利息(包括年利率30%)之諒解，貸款方同意不進一步執行對本集團的法律程序。於本年度後，本集團已全數結付未償還本金、應計利息及逾期付款合共約42,799,000港元(相當於約人民幣37,744,000元)。

有關該項貸款之訴訟詳情載於本公司日期為二零一九年七月三十日、二零一九年八月一日、二零一九年九月二日及二零二零年一月十三日之公佈。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

31. BANK LOANS, LOANS FROM OTHER FINANCIAL INSTITUTIONS AND OTHER BORROWINGS – CONTINUED

Notes: – continued

- (c) These loans represented the principal amounts of three unsecured borrowings (2018: two) obtained from certain independent third parties as at 31 December 2019.

- (i) The loan with a principal amount of HK\$192,400,000 and interest payables of approximately HK\$32,371,000 (equivalent to approximately RMB173,576,000 and RMB28,933,000 respectively) (2018: HK\$19,000,000 and approximately HK\$7,659,000 (equivalent to approximately RMB166,801,000 and RMB6,724,000 respectively)) were guaranteed by a substantial shareholder and a director of the Company, Mr. Deng. The loan was default upon maturity by the Group in February 2019. A statutory demand was served on the Group by the lender to demand the Group to pay the alleged outstanding debts in the amount of approximately HK\$222,707,000 (equivalent to approximately RMB196,406,000) including the outstanding principal amounts and interest (on principal accrued up to the date of statutory demand) in October 2019. The Group has negotiated for the repayment schedule and the Group is required to repay the outstanding principal and the interest thereon (included the interest rate of 24% and the default interest rate of 6% per annum) accrued up to the date of full settlement. Details of the statutory demand to this loan was set out in the Company's announcements dated 21, 24 and 28 October 2019.

The Group has partially settled the outstanding principal and accrued interests subsequent to the year and the lender has confirmed its understanding of extending the repayment of remaining balance to 31 May 2021 at fixed interest rate of 24% per annum, and default interest rate of 6% per annum.

- (ii) The loan with a principal amount of approximately RMB3,575,000 at 31 December 2019 (2018: RMB3,512,000) was matured during the year without renewal.
- (iii) The loan with a principal amount of approximately RMB4,469,000 at 31 December 2019 (2018: Nil) which was guaranteed by Mr. Deng, a substantial shareholder and a director of the Company, was became repayable on demand upon the breach of covenants during the year.

31. 銀行貸款、來自其他金融機構之貸款及其他借貸 – 續

附註：– 續

- (c) 該等貸款指截至二零一九年十二月三十一日從若干獨立第三方取得之三項無抵押借貸(二零一八年：兩項)之本金。

- (i) 本金額為192,400,000港元之貸款及應付利息約32,371,000港元(分別相當於約人民幣173,576,000元及人民幣28,933,000元)(二零一八年：19,000,000港元及約7,659,000港元(分別相當於約人民幣166,801,000元及人民幣6,724,000元)由本公司主要股東兼董事鄧先生擔保。本集團於貸款在二零一九年二月到期時拖欠還款。於二零一九年十月，貸款方向本集團送達法定要求償債書，以要求本集團支付指稱未償還債務約222,707,000港元(相當於約人民幣196,406,000元)，當中包括未償還本金及利息(截至法定要求償債書日期就本金應計之利息)。本集團已就還款時間表進行磋商，而本集團須償還未償還本金及其截至全數結付當日應計之利息(包括年利率24%及違約年利率6%)。該項貸款之法定要求償債書之詳情載於本公司日期為二零一九年十月二十一日、二十四日及二十八日之公佈。

本集團已於本年度後部分結付未償還本金及應計利息，而貸款方已確認其對將餘下結餘的還款期限延長至二零二一年五月三十一日之諒解，其中固定年利率為24%，而違約年利率則約為6%。

- (ii) 於二零一九年十二月三十一日本金額約為人民幣3,575,000元(二零一八年：人民幣3,512,000元)之貸款已於年內到期而並無重續。
- (iii) 於二零一九年十二月三十一日本金額約為人民幣4,469,000元(二零一八年：無)之貸款由本公司主要股東兼董事鄧先生擔保，並已於年內因違反契諾而成為須按要求償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

31. BANK LOANS, LOANS FROM OTHER FINANCIAL INSTITUTIONS AND OTHER BORROWINGS – CONTINUED

Notes: – continued

- (d) The borrowing at 31 December 2018 was secured by the 100% of the issued shares of the Group's wholly owned subsidiary, Full Winning, which held the issued share of the Group's associate, Yong Tai. In addition, there are (i) first fixed charge on all and singular the fixed property and assets of the Company; (ii) first floating charge on the whole of the undertaking and all other property assets and rights of the Company and (iii) first floating charge on all and singular the fixed property and assets of the Company, of whatsoever nature and wheresoever situate both present and future. The loan was defaulted upon maturity in June 2019, a statutory demand was served on the Group by the lender to demand the Group to pay the alleged outstanding debts in the amount of approximately HK\$150,178,000 (equivalent to approximately RMB134,229,000) including the outstanding principal amounts and interest (included the interest rate of 30% and the default interest rate of 3% per annum) in October 2019. The Group has negotiated for the repayment schedule and the Group has fully repaid all the alleged outstanding debt to lender, including the outstanding principal, accrued interests and late payment of approximately RMB195,844,000 in aggregate. As a result, the statutory demand was set aside accordingly in December 2019 and the relevant charges were also released upon the fully settlement.

Details of the statutory demand to this loan was set out in the Company's announcements dated 21, 24 and 28 October 2019 and 18 December 2019.

- (e) These loans represented the principal amounts of two unsecured borrowings (2018: one) obtained from certain independent third parties at 31 December 2019.
- (i) The borrowings with a principal amount of HK\$40,000,000 (equivalent to approximately RMB35,752,000) (2018: HK\$38,000,000 (equivalent to approximately RMB33,360,000)) was guaranteed by Mr. Deng, a substantial shareholder and a director of the Company. The Group entered into supplementary loan agreement with the lender on 3 January 2019 to extend the loan to 4 January 2020. Following the renewal agreement, the loan principal was changed from HK\$38,000,000 to HK\$40,000,000 and the interest rate was changed from 8% per annum to 12% per annum.

Subsequent to the year ended, the loan was defaulted and a statutory demand was served on the Group by the lender to demand the Group to pay the alleged outstanding debts in the amount of approximately HK\$45,978,000 (equivalent to approximately RMB41,095,000). Up to the date of this report, the Group has partially settled the outstanding principal and accrued interest and the lender has agreed on the revised repayment schedule at an interest rate of 12% per annum.

Detail of the statutory demand to this loan was set out in the Company's announcement dated 7 April 2020.

31. 銀行貸款、來自其他金融機構之貸款及其他借貸 – 續

附註：– 續

- (d) 於二零一八年十二月三十一日之借貸由持有本集團聯營公司永大已發行股份的本集團全資附屬公司豐捷之100%已發行股份作抵押。此外，設有無論(i)本公司所有及個別固定物業及資產的第一固定押記；(ii)本公司全部承擔以及所有其他物業資產及權利的第一浮動押記；及(iii)本公司於現時及將來在無論何種性質及無論何處之所有及個別固定物業及資產的第一浮動押記。本集團於貸款在二零一九年六月到期時拖欠還款。於二零一九年十月，貸款方向本集團送達法定要求償債書，以要求本集團支付指稱未償還債務約150,178,000港元(相當於約人民幣134,229,000元)，當中包括未償還本金及利息(包括年利率30%及違約年利率3%)。本集團已就還款時間表進行磋商，而本集團已向貸款方全數償還所有指稱未償還債務，包括未償還本金、應計利息及逾期付款合共約人民幣195,844,000元。因此，法定要求償債書於二零一九年十二月相應撤銷，而相關費用亦於全數結付後解除。

該項貸款之法定要求償債書詳情載於本公司日期為二零一九年十月二十一日、二十四日及二十八日以及二零一九年十二月十八日之公佈。

- (e) 該等貸款指截至二零一九年十二月三十一日從若干獨立第三方取得之兩項無抵押借貸(二零一八年：一項)之本金。
- (i) 本金額40,000,000港元(相當於約人民幣35,752,000元)(二零一八年：38,000,000港元(相當於約人民幣33,360,000元))之借貸由本公司主要股東兼董事鄧先生擔保。本集團與貸款人於二零一九年一月三日訂立補充貸款協議，將貸款延期至二零二零年一月四日。訂立重續協議後，貸款本金由38,000,000港元改為40,000,000港元，並由按年利率8%計息改為按年利率12%計息。

於年末後，本集團拖欠貸款，而貸款方向本集團送達法定要求償債書，以要求本集團支付指稱未償還債券約45,978,000港元(相當於約人民幣41,095,000元)。直至本報告日期，本集團已部分結付未償還本金及應計利息，而貸款方同意修改還款時間表，年利率為12%。

有關該項貸款之法定要求償債書之詳情載於本公司日期為二零二零年四月七日之公佈。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

31. BANK LOANS, LOANS FROM OTHER FINANCIAL INSTITUTIONS AND OTHER BORROWINGS – CONTINUED

Notes: – continued

(e) – continued

- (ii) The borrowing with a principal amount of approximately RMB5,363,000 at 31 December 2019 (2018: Nil) was obtained from a listed company in Hong Kong, of which Mr. Deng is the substantial shareholder. The borrowing was matured during the year ended 31 December 2019 without renewal and the Group is required repay the outstanding principal, the interest on the principal (included the interest rate of 24% and the default interest rate of 36% per annum) from the date of default up to the outstanding balances were fully settled.

Except for the bank loans, all the loans from other financial institutions and other borrowings are subject to the fulfilment of covenants, as are commonly found in lending arrangements with financial institutions and independent third parties. If the Group was to breach the covenants, the draw down balances with the accrued interest would become repayable on demand.

As at 31 December 2019, the loans from other financial institutions and other borrowings with the principal amounts of approximately RMB212,492,000 and RMB5,363,000 were in default, including the loan with a principal amount of approximately RMB4,469,000 became repayable on demand upon the breach of covenants.

32. CONVERTIBLE BONDS AND DERIVATIVE FINANCIAL INSTRUMENTS

On 24 September 2019, the Company entered into the subscription agreement with Mr. Deng, the substantial shareholder and the director of the Company, pursuant to which Mr. Deng has conditionally agreed to subscribe and the Company has conditionally agreed to issue the 6% convertible bonds in two phases in an aggregate principal amount of HK\$400,000,000 (equivalent to approximately RMB362,765,000) at the conversion price of HK\$0.1 per conversion share.

The subscription agreement became unconditional upon the conditions precedents have been all fulfilled on 2 December 2019. Forward contract is arisen from the terms and conditions of the subscription agreement as Mr. Deng, as a subscriber, has irrevocable undertaking to subscribe the convertible bonds at a fixed consideration of HK\$400,000,000 in aggregate within the prescribed period.

On 2 December 2019, forward contract which is classified as derivative financial instruments measured at fair value of approximately HK\$82,654,000 (equivalent to approximately RMB73,876,000) was recognised and the corresponding amount were recognised as capital contribution from Mr. Deng in the capacity of a substantial shareholder of the Company.

Phase I completion in respect of the convertible bonds in the principal amount of HK\$200,000,000 (equivalent to approximately RMB178,017,000) has been taken place on 17 December 2019 which results in derecognition of respective derivative financial instrument as set out below. Details of the subscription of convertible bonds were set out in the Company's announcements dated 24 September 2019 and 17 December 2019 and the circular dated 11 November 2019.

31. 銀行貸款、來自其他金融機構之貸款及其他借貸 – 續

附註：– 續

(e) – 續

- (ii) 於二零一九年十二月三十一日本金額約人民幣5,363,000元之借貸(二零一八年：無)乃從一間香港上市公司取得，而鄧先生為該上市公司之主要股東。該項借貸已於截至二零一九年十二月三十一日止年度到期而並無重續，而本集團須償還未償還本金及自拖欠日期至全數結付未償還結餘止就本金應計之利息(包括年利率24%及違約年利率36%)。

除銀行貸款外，所有來自其他金融機構之貸款及其他借貸均須達成與金融機構及獨立第三方之借貸安排普遍訂明之契諾。倘本集團違反契諾，已提取之結餘連同應計利息將須按要償還。

於二零一九年十二月三十一日，本集團拖欠本金分別約人民幣212,492,000元及人民幣5,363,000元之來自其他金融機構之貸款及其他借貸，當中包括本金約人民幣4,469,000元之貸款因違反契諾而成為須按要償還。

32. 可換股債券及衍生財務工具

於二零一九年九月二十四日，本公司與本公司主要股東兼董事鄧先生訂立認購協議，據此，鄧先生有條件同意認購而本公司有條件同意分兩期發行本金總額為400,000,000港元(相當於約人民幣362,765,000元)的6%可換股債券，換股價為每股換股股份0.1港元。

認購協議於先決條件在二零一九年十二月二日全部達成時成為無條件。認購協議之條款及條件產生遠期合約，原因是鄧先生(作為認購人)已不可撤回地承諾於指定期限內以固定代價合共約人民幣400,000,000港元認購可換股債券。

於二零一九年十二月二日，本集團確認分類為按公平值計量之衍生財務工具之遠期合約約82,654,000港元(相當於約人民幣73,876,000元)，並確認相應金額為鄧先生以本公司主要股東身份作出之注資。

有關本金額為200,000,000港元(相當於約人民幣178,017,000元)的可換股債券之第一階段完成已於二零一九年十二月十七日進行，導致相關衍生財務工具如下文所載般終止確認。可換股債券認購事項之詳情載於本公司日期為二零一九年九月二十四日及二零一九年十二月十七日之公佈以及日期為二零一九年十一月十一日之通函。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

32. CONVERTIBLE BONDS AND DERIVATIVE FINANCIAL INSTRUMENTS – CONTINUED

Phase I of the convertible bonds has a maturity of three years from the date of issue (i.e. 16 December 2022). The holder of the convertible bonds shall have the right to convert the convertible bonds into the conversion shares on or after 17 December 2019 to 16 December 2022 at the conversion price of HK\$0.1 per share, which is subject to anti-dilutive adjustments prescribed in the convertible bonds subscription agreement. The convertible bonds may be early redeemed at 100% of the outstanding principal amount of the convertible bonds (in whole or in part) and the accrued interest at any time and from time to time at the option of the Company prior to 16 December 2022. The conversion rights shall be exercisable as long as (a) the minimum public float requirement for the shares as required under the Listing Rules could be maintained; or (b) a mandatory offer obligation under Rule 26 of the Takeovers Code on the part of the holder of the convertible bonds and any parties acting in concert with it would not be triggered. The holder of the convertible bonds shall not have any early redemption right.

Interest of 6% per annum is payable per repayment schedule and is paid annually on 16 December until the bonds are converted or redeemed. Any unredeemed and unconverted convertible bonds shall be redeemed at 100% of the outstanding principal amount and the accrued interest on 16 December 2022.

During the year ended 31 December 2019, certain provision of the convertible bonds subscription agreements were breached which could cause the principal amount of whole convertible bonds becomes payable on demand. The Group has been granted the waiver in respect of the relevant breached provisions before 31 December 2019.

According to the subscription agreement, phase II completion shall take place within three months immediately preceding the date of the subscription agreements.

On 26 February 2020, the Company and Mr. Deng entered into a letter of confirmation, pursuant to which both parties mutually agreed to extend the Phase II completion date to 1 April 2020. The date was further extended to 4 May 2020 per the letter of confirmation entered into on 1 April 2020.

Up to the date of this report, the Company received HK\$110,000,000 (equivalent to approximately RMB98,318,000) from Mr. Deng for the Phase II convertible bonds. The remaining consideration would be settled on or before 1 June 2020 pursuant to the letter of confirmation signed on 4 May 2020. Phase II convertible bonds will be issued upon the consideration is fully settled.

32. 可換股債券及衍生財務工具 – 續

第一階段之可換股債券於發行日期起計滿三年當日(即二零二二年十二月十六日)到期。可換股債券持有人將有權於二零一九年十二月十七日或之後至二零二二年十二月十六日按換股價每股0.1港元(可按可換股債券認購協議的規定作出反攤薄調整)將可換股債券轉換為換股股份。本公司可於二零二二年十二月十六日前不時選擇隨時按(全部或部分)可換股債券未償還本金金額的100%及應計利息提早贖回可換股債券。換股權可在以下條件下行使:(a)股份可維持上市規則所規定的最低公眾持股量;或(b)不會觸發可換股債券持有人及與之一致行動的任何一方於收購守則規則26項下規定的強制要約義務。可換股債券持有人沒有任何提早贖回權。

可換股債券以年利率6%計息,利息應根據還款時間表支付,並每年於十二月十六日支付,直至該等債券獲轉換或贖回為止。任何未贖回及未轉換的可換股債券應於二零二二年十二月十六日以前償還本金金額的100%及應計利息贖回。

截至二零一九年十二月三十一日止年度,本集團違反可換股債券認購協議之若干條文,並可導致全部可換股債券的本金額成為須按要求支付。本集團已於二零一九年十二月三十一日前就相關違反條文獲授豁免。

根據認購協議,第二階段完成須於緊接認購協議日期前三個月內進行。

於二零二零年二月二十六日,本公司與鄧先生訂立確認書,據此,雙方共同同意延長第二階段完成日期至二零二零年四月一日。該日期根據於二零二零年四月一日訂立之確認書進一步延長至二零二零年五月四日。

直至本報告日期,本公司就第二階段可換股債券從鄧先生收到110,000,000港元(相當於約人民幣98,318,000元)。餘下代價將根據於二零二零年五月四日簽署之確認書在二零二零年六月一日或之前結付。第二階段可換股債券將於全數結付代價後發行。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

32. CONVERTIBLE BONDS AND DERIVATIVE FINANCIAL INSTRUMENTS – CONTINUED

Liability and equity components of convertible bonds – Phase I

The fair value of the liability component and the equity component on initial recognition of approximately HK\$141,935,000 (equivalent to approximately RMB126,861,000) and HK\$59,584,000 (equivalent to approximately RMB53,256,000) was determined at date of issuance of the convertible bonds.

The Phase I of convertible bonds recognised at the date of issuance and the end of the year are as follows:

32. 可換股債券及衍生財務工具 – 續

第一階段可換股債券之負債及權益部分

負債部分及權益部分於初始確認時之公平值約141,935,000港元(相當於約人民幣126,861,000元)及59,584,000港元(相當於約人民幣53,256,000元)乃於發行可換股債券當日釐定。

於發行日期及本年度末確認之第一階段可換股債券之計算如下：

		Equity component 權益部分 RMB'000 人民幣千元	Liability component 負債部分 (Note a) (附註a) RMB'000 人民幣千元
Fair value at the date of issuance	於發行日期之公平值	53,256	126,861
Transaction cost on issuance (Note b)	發行之交易成本(附註b)	(225)	(536)
Effective interest expenses (Note 9)	實際利息開支(附註9)	–	929
Interest payable (include in other payables)	應付利息(計入其他應付賬款)	–	(411)
Currency realignment	幣值調整	(3)	5
As at 31 December 2019	於二零一九年十二月三十一日	53,028	126,848

		RMB'000 人民幣千元
Fair value at the date of issuance:	於發行日期之公平值：	
– Equity component	– 權益部分	53,256
– Liability component	– 負債部分	126,861
Fair value of convertible bonds	可換股債券公平值	180,117
Derecognition of derivative financial instruments upon the issuance of Phase I convertible bonds	於發行第一階段可換股債券後終止確認衍生財務工具	(1,339)
Proceeds from issuance	發行所得款項	178,778

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

32. CONVERTIBLE BONDS AND DERIVATIVE FINANCIAL INSTRUMENTS – CONTINUED

Liability and equity components of convertible bonds – Phase I – continued

Notes:

- (a) The effective interest rate of the liability component on initial recognition and the subsequent measurement of interest expenses on the convertible bonds was calculated using effective interest rate of 18.9% per annum.
- (b) Transaction costs are apportioned between the liability and equity components of the convertible bonds based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.
- (c) There was no conversion of convertible bonds since its issuance.

Derivative financial instruments

The derivative financial instruments recognised at the date of issuance and the end of the year are as follows:

32. 可換股債券及衍生財務工具 – 續

第一階段可換股債券之負債及權益部分 – 續

附註：

- (a) 負債部分於初始確認及其後計量可換股債券利息開支時之實際利率乃採用實際年利率18.9%計算。
- (b) 交易成本根據可換股債券之負債及權益部分於發行日期之相對賬面值於負債部分與權益部分之間進行分配。與權益部分有關之部分直接從權益扣除。
- (c) 可換股債券自其發行以來概無任何轉換。

衍生財務工具

於發行日期及本年度末確認之衍生財務工具之計算如下：

		Phase I 第一階段 RMB'000 人民幣千元	Phase II 第二階段 RMB'000 人民幣千元
At the date of subscription agreement became unconditional	於認購協議成為無條件當日	40,670	33,206
Fair value loss recognised in the consolidated profit or loss	於綜合損益確認之公平值虧損	(42,009)	(58,735)
Derecognition of derivative financial instruments upon the issuance of Phase I convertible bonds	於發行第一階段可換股債券後終止確認衍生財務工具	1,339	–
As at 31 December 2019	於二零一九年十二月三十一日	–	(25,529)

Fair value measurement

The fair values of the liability component and equity conversion component of Phase I convertible bonds on initial recognition were determined with reference to a professional valuation performed by Valtech, using Hull-white model and Black Scholes model respectively, with significant unobservable inputs and therefore were classified as level 3 of the fair value hierarchy. The key inputs apply to the valuation models on the convertible bonds were as follows:

公平值計量

第一階段可換股債券之負債部分及權益轉換部分於初始確認時之公平值乃分別採用赫爾懷特模型及柏力克-舒爾斯模型(具重大不可觀察輸入數據)，並參考方程進行之專業估值釐定，因此分類為公平值等級架構的第3層級。適用於可換股債券估值模型之主要輸入數據如下：

		Date of Phase I Completion 17 December 2019 第一階段完成日期 (二零一九年十二月十七日)
Risk free rate	無風險利率	1.97%
Implied/Expected volatility	隱含／預期波幅	75.53%
Expected life	預期年限	3 years 3年
Dividend yield	股息收益率	0.00%
Discount rate*	貼現率*	19.70%

* Being the market interest rate for an equivalent non-convertible bonds and netting off the fair values of the Company's early redemption options and subsequently measured at amortised cost.

* 即等值不可換股債券的市場利率，並扣除本公司提早贖回選擇權之公平值及其後按攤銷成本計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

32. CONVERTIBLE BONDS AND DERIVATIVE FINANCIAL INSTRUMENTS – CONTINUED

Fair value measurement – continued

The variable and assumptions used in calculating the fair value of the liability component and equity component of convertible bonds are based on the directors' best estimate.

The fair value of the derivative financial instruments is calculated as the difference between the present value of the principal amounts to be received and the fair value of convertible bonds to be issued at the date the subscription agreement became unconditional, with reference to a professional valuation performed by Valtech, with significant unobservable inputs and therefore were classified as level 3 of the fair value hierarchy. The key inputs apply to the valuation model on the derivative financial instruments were as follows:

32. 可換股債券及衍生財務工具 – 續

公平值計量 – 續

計算可換股債券的負債部分及權益部分的公平值所用之變數及假設乃基於董事的最佳估計。

衍生財務工具的公平值乃參考方程進行之專業估值(具重大不可觀察輸入數據)，根據於認購協議成為無條件當日將予收取的本金額之現值與將予發行的可換股債券之公平值之間的差額計算，因此分類為公平值等級架構的第3層級。適用於衍生財務工具估值模型之主要輸入數據如下：

		Date of Phase I		
		Date of issue	completion	Year ended
		2 December 2019	17 December 2019	31 December 2019
		發行日期	第一階段完成日期	截至二零一九年
		二零一九年	二零一九年	十二月三十一日
		十二月二日	十二月十七日	止年度
Expected volatility	預期波幅	70.54%/71.67%	75.53%	73.16%
		70.54%/71.67%	75.53%	73.16%
Discount rate	貼現率	21.57%/21.52%	19.70%	19.40%
		21.57%/21.52%	19.70%	19.40%
Expected life	預期年限	0.02 year/0.13 year	–	0.09 year
		0.02年/0.13年	–	0.09年

The significant unobservable input is determining the fair value of the derivative financial instrument is mainly the discount rate, the higher the discount rate, the lower the fair value, vice versa.

重大不可觀察輸入數據釐定衍生財務工具之公平值，並主要為貼現率。貼現率愈高，公平值愈高，反之亦然。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

33. DEFERRED LIABILITIES

The components of deferred tax recognised in the consolidated statement of financial position and the movement during the year are as follows:

33. 遞延負債

於綜合財務狀況表確認之遞延稅項部分及其年內變動如下：

		Fair value arising from business combination 來自業務 合併的公平值 RMB'000 人民幣千元	Accelerated tax depreciation 加速稅項折舊 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2018	於二零一八年一月一日	–	(855)	(855)
Credited to profit or loss (Note 14)	計入損益(附註14)	888	1,746	2,634
Acquisition of subsidiaries (Note 11)	收購附屬公司(附註11)	(29,275)	(46,253)	(75,528)
Currency realignment	幣值調整	(1,638)	(953)	(2,591)
As at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	(30,025)	(46,315)	(76,340)
Credited to profit or loss (Note 14)	計入損益(附註14)	16,232	1,356	17,588
Currency realignment	幣值調整	(379)	(2,488)	(2,867)
As at 31 December 2019	於二零一九年十二月三十一日	(14,172)	(47,447)	(61,619)

As at 31 December 2019, the Group has estimated unused tax losses and deductible temporary differences arising in Hong Kong of approximately RMB74,553,000 and RMB197,025,000 (2018: RMB44,345,000 and RMB206,312,000) respectively, subject to the agreement of Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

於二零一九年十二月三十一日，本集團在香港產生之估計未動用稅項虧損及可扣減暫時差額分別約人民幣74,553,000元及人民幣197,025,000元(二零一八年：人民幣44,345,000元及人民幣206,312,000元)可無限期限用作抵銷錄得虧損之公司之未來應課稅溢利，惟須待稅務局同意。

As at 31 December 2019, the Group has estimated unused tax losses and deductible temporary differences arising in the PRC of approximately RMB50,024,000 and RMB29,342,000 (2018: RMB12,463,000 and RMB31,292,000) respectively, subject to the agreement of tax bureau in the PRC, that are available for offsetting against future taxable profits of the companies in which the losses arose. These estimated unused tax losses will be available for offsetting against future taxable profits for a maximum period of five years from the reporting date.

於二零一九年十二月三十一日，本集團在中國產生之估計未動用稅項虧損及可扣減暫時差額分別約人民幣50,024,000元及人民幣29,342,000元(二零一八年：人民幣12,463,000元及人民幣31,292,000元)可無限期限用作抵銷錄得虧損之公司之未來應課稅溢利，惟須待中國稅務局同意。該等估計未動用稅項虧損將可用作抵銷未來應課稅溢利，最長期限為自報告日期起計五年。

No deferred tax assets (2018: Nil) have been recognised in respect of these estimated unused tax losses as there were incurred by the companies that have been loss-making for some time.

該等估計未動用稅項虧損概無確認遞延稅項資產(二零一八年：無)，原因是該等估計未動用稅項虧損乃由已經虧損了一段時間之公司產生。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

33. DEFERRED LIABILITIES – CONTINUED

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries amounting to approximately RMB48,946,000 (2018: RMB58,458,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

33. 遞延負債 – 續

根據中國企業所得稅法，由二零零八年一月一日起，就中國附屬公司所賺取溢利宣派的股息須繳交預扣稅。財務報表內未有就中國附屬公司保留溢利的暫時差額約人民幣48,946,000元(二零一八年：人民幣58,458,000元)作出遞延稅項撥備，原因是本集團可控制該等暫時差額的撥回時間，以及該等暫時差額在可見將來不大可能撥回。

34. SHARE CAPITAL

34. 股本

		Number of share 股份數目 '000 千股	Authorised Amount 法定款額 HK\$'000 千港元	
Ordinary shares of HK\$0.10 each As at 1 January 2018, 31 December 2018 and 31 December 2019	每股面值0.10港元之普通股 於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年十二月三十一日	20,000,000	2,000,000	
		Issued and fully paid 已發行及繳足		
		Number of shares 股份數目 '000 千股	Amount 款額 RMB'000 人民幣千元	Amount 款額 RMB'000 人民幣千元
As at 1 January 2018, 31 December 2018 and 1 January 2019	於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年一月一日	7,055,668	616,617	705,566
Issue of consideration shares for movie investments (Note)	就電影投資發行代價股份(附註)	370,000	31,967	37,000
As at 31 December 2019	於二零一九年十二月三十一日	7,425,668	648,584	742,566

Note: On 11 April 2019 and 14 May 2019, the Company entered into two movie investment agreements with an independent third party, pursuant to which the Company agreed to acquire the income rights of two movies (Note 26) at the aggregate consideration of HK\$92,500,000 (equivalent to approximately RMB82,677,000), which was satisfied by the allotment and issue of 370,000,000 shares in aggregate fair value of approximately HK\$92,500,000 (equivalent to approximately RMB79,918,000) based on the fair value of each share of HK\$0.25 on issue date.

附註：於二零一九年四月十一日及二零一九年五月十四日，本公司與獨立第三方訂立兩份電影投資協議，據此，本公司同意收購兩部電影之收益權(附註26)，總代價為92,500,000港元(相當於約人民幣82,677,000元)，並透過配發及發行370,000,000股股份償付，而按於發行日期之每股公平值0.25港元計算，該等股份之總公平值約為92,500,000港元(相當於約人民幣79,918,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

35. SHARE-BASED PAYMENT TRANSACTION

On 15 June 2016, the Company adopted a share option scheme (the "Share Option Scheme") to provide the people and the parties working for the interests of the Group with an opportunity to obtain an equity interest in the Company, thus linking their interest with the interests of the Group and thereby providing them with an incentive to work better for the interests of the Group.

Upon approval by shareholders by ordinary resolution at the annual general meeting (the "AGM") on 15 June 2016, the total number of shares in respect of which options may be granted under the Share Option Scheme will be 293,604,000 shares which were equivalent to 10% of the shares of the Company in issue as at the date of the AGM.

The total number of shares issued and to be issued upon exercise of options granted and to be granted to each grantee under the Share Option Scheme in any 12-month period shall not exceed 1% of the issued share capital of the Company from time to time unless (i) a circular is despatched to the shareholders; (ii) the shareholders approve the grant of the options in excess of the 1% limit referred to in this paragraph; and (iii) the relevant grantee and its associates abstain from voting on such resolution.

An option may be exercised at any time during the period to be determined and identified by the directors of the Company to each grantee at the time of making an offer for the grant of an option, but in any event no later than ten years from the date of grant but subject to the early termination of the New Share Option Scheme. An offer of grant of an option must be accepted within 21 days after the date of grant. The amount payable on acceptance of the grant is HK\$1, which must be received by the Company within 21 days from the date of grant or within such other period of time as may be determined by the directors of the Company pursuant to the Listing Rules.

35. 以股份為基礎之付款交易

於二零一六年六月十五日，本公司採納一項購股權計劃（「購股權計劃」），讓本公司向該等為本集團利益行事之人士提供獲取本公司股本權益之機會，從而將彼等之利益與本集團利益掛鉤，激勵彼等更好地為本集團利益作出貢獻。

經股東於二零一六年六月十五日舉行之股東週年大會（「股東週年大會」）上通過普通決議案批准後，根據購股權計劃可授出之購股權所涉及之股份總數將為293,604,000股股份，即相等於本公司於股東週年大會當日之已發行股份10%。

於任何12個月期間，每名承授人因行使根據購股權計劃已授予或將授予之購股權而發行及將予發行之股份總數，不可超逾本公司不時已發行股本之1%，除非(i)已向股東寄發通函；(ii)股東批准授出超過本段所述1%上限之購股權；及(iii)相關承授人及其聯繫人士放棄就有關決議案投票。

購股權可於本公司董事向每名承授人提呈授出購股權時所釐定及確定之期間內隨時行使，惟無論如何不得遲於授出日期起計十年，並取決於新購股權計劃有否提早終止。承授人須於授出日期後之二十一內決定是否接納授予購股權之建議。承授人於接納獲授之購股權時須支付1港元，有關款項必須由本公司於授出日期起計二十一內或本公司董事根據上市規則不時釐定之其他期間內收到。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

35. SHARE-BASED PAYMENT TRANSACTION – CONTINUED

The subscription price for the shares under the Share Option Scheme shall be a price determined by the directors of the Company at its absolute discretion and shall not be less than the higher of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of the shares.

No share options were granted under the New Share Option Scheme during the year ended 31 December 2019 (2018: Nil).

36. OPERATING LEASE COMMITMENTS

As at 31 December 2018, the Group had total future minimum lease payment under non-cancellable operating leases for premises falling due as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Operating lease commitments	經營租賃承擔		
– Within one year	– 一年內	–	2,281
– In the second to fifth years, inclusive	– 第二至第五年內(包括首尾兩年)	–	1,824
		–	4,105

The Group is the lessee in respect of a number of properties held under leases which were previously classified as operating leases under HKAS 17. From 1 January 2019 onwards, future lease payments are recognised as lease liabilities in the consolidated statement of financial position, and the details regarding the Group's future lease payments are disclosed in Note 2 to the consolidated financial statements.

35. 以股份為基礎之付款交易 – 續

根據購股權計劃，股份認購價由本公司董事全權決定，有關價格不得低於下列各項之最高者：(i)股份於授出日期在聯交所每日報價表所報之收市價；(ii)股份於緊接授出日期前五個營業日在聯交所每日報價表所報之收市價平均值；及(iii)股份之面值。

於截至二零一九年十二月三十一日止年度，並無根據新購股權計劃授出購股權(二零一八年：無)。

36. 經營租賃承擔

於二零一八年十二月三十一日，本集團根據場地的不可撤銷營運租賃於以下年期到期支付之未來最低租賃付款總額如下：

本集團為以先前根據香港會計準則第17號分類為經營租賃的租賃持有之各項物業之承租人。自二零一九年一月一日起，未來租賃付款於綜合財務狀況表確認為租賃負債，而有關本集團未來租賃付款之詳情於綜合財務報表附註2披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

37. RELATED PARTY TRANSACTIONS

The details of remuneration of key management personnel which represents emoluments of the directors of the Company and executive officers of the Group are set out in Note 12.

Save as disclosed in elsewhere to these consolidated financial statements, other material related party transactions for the year are disclosed as below:

37. 有關連人士交易

主要管理要員之薪酬(即本公司董事及本集團高級行政人員之酬金)詳情載於附註12。

除本綜合財務報表其他部分所披露者外，於本年度之其他重大有關連人士交易披露如下：

Name of related party 有關連人士名稱	Nature of transactions 交易性質	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Sincere Finance Holding Limited (Note (i)) 訊匯金融集團有限公司(附註(i))	Interest expenses 利息開支	—	531
Sincere Link Asset Management Limited (Note (iii)) 信匯資產管理有限公司(附註(iii))	Rental expenses 租賃開支	151	577
Sincere Bullion Limited (Note (iii)) 訊匯金業有限公司(附註(iii))	Interest expenses 利息開支	—	24
	Rental expenses 租賃開支	—	617
Incharm Limited (Note (ii)) 宜真有限公司(附註(ii))	Rental expenses 租賃開支	931	891
	Interest expenses on lease liabilities 租賃負債之利息開支	43	—
Joy East Holdings Limited (Note (ii)) 東怡集團有限公司(附註(ii))	Rental expenses 租賃開支	—	928
Sino Wings Technologies Limited (Note (iv)) 漢翔資訊科技有限公司(附註(iv))	Consultancy fee 顧問費	1,095	614
Mr. Hui Chi Yuet (Note (v)) 許志越先生(附註(v))	Commission paid 已付佣金	295	867
Mr. Tse Shiu Hoi (Note (vi)) 謝兆凱先生(附註(vi))	Commission received 已收佣金	207	291
Mr. Deng Rongjie (Note (vii)) 鄧榮杰先生(附註(vii))	Interest received 已收利息	259	246
Ms. Tse Chee Lam, Aries (Note (vii)) 謝芝琳女士(附註(vii))	Interest received 已收利息	61	342

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

37. RELATED PARTY TRANSACTIONS – CONTINUED

Notes:

- (i) Other interest expenses were paid to a non-controlling owner of a subsidiary based on the terms as disclosed in Note 29(vi).
- (ii) Companies in which directors of certain subsidiaries have significant influence. Rental expenses were charged based on terms mutually agreed.
- (iii) A company in which director of a subsidiary has significant influence. The expenses were charged based on terms mutually agreed.
- (iv) A company in which a close family member of a subsidiary's director has direct equity interest. Consultancy fee was charged based on terms mutually agreed.
- (v) Commissions were paid to directors of certain subsidiaries at terms mutually agreed.
- (vi) Commissions were received from directors of certain subsidiaries at terms mutually agreed.
- (vii) Companies in which directors of certain subsidiaries have significant influence. Interest income were received based on terms mutually agreed.

38. CONTINGENT LIABILITIES

The Group has provided corporate guarantees in favour of a financial institution in respect of certain credit facilities granted to an independent third party, Shasing-Shapheng Quanzhou and a related company, Fujian Xiesheng Xiefeng Printing and Dyeing Industry Co., Ltd (2018: Shasing-Shapheng Quanzhou). The total amounts to be guaranteed by the Group should not exceed RMB50,000,000 and RMB180,000,000 respectively (2018: RMB50,000,000). As at 31 December 2019, the guaranteed loans drawn down amounted to RMB20,000,000 and RMB20,850,000 respectively (2018: RMB40,000,000).

38. 有關連人士交易 – 續

附註：

- (i) 其他利息開支根據附註29(vi)所披露之條款支付予附屬公司之非控股擁有人。
- (ii) 若干附屬公司之董事於該等公司中擁有重大影響力。租賃開支根據互相協定之條款收取。
- (iii) 一間附屬公司之董事於該公司中擁有重大影響力。開支根據互相協定之條款收取。
- (iv) 一間附屬公司之董事之近親擁有該公司之直接股權。顧問費根據互相協定之條款收取。
- (v) 佣金按互相協定之條款支付予若干附屬公司之董事。
- (vi) 根據雙方同意的條款自若干附屬公司董事收取佣金。
- (vii) 若干附屬公司董事於其有重大影響的公司。根據雙方同意的條款收取利息收入。

38. 或然負債

本集團就獨立第三方協盛協豐(泉州)及關連公司福建協盛協豐印染實業有限公司(二零一八年：協盛協豐(泉州))獲授之若干信貸融資向一間金融機構提供公司擔保。本集團擔保總額分別不得超過人民幣50,000,000元及人民幣180,000,000元(二零一八年：人民幣50,000,000元)。於二零一九年十二月三十一日，已提取之擔保貸款分別為人民幣20,000,000元及人民幣20,850,000元(二零一八年：人民幣40,000,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

38. CONTINGENT LIABILITIES – CONTINUED

The effective period of the guarantees was from 16 July 2018 to 15 July 2023 and from 17 October 2019 to 16 October 2024 respectively (2018: 16 July 2018 to 15 July 2023).

No provision for the Group's obligation under the guarantee contract had been made as the directors of the Company considered the possibility that Shasing-Shapheng Quanzhou and Fujian Xiesheng Xiefeng Printing and Dyeing Industry Co., Ltd would not meet their obligations to the financial institution are remote, and it was not probable that a claim will be made against the Group under the guarantee contracts.

Except for the corporate guarantees disclosed above, the Group and the Company did not have any other contingent liabilities as at the end of the current and prior financial years.

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

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

(a) Major non-cash transactions

- The Group had non-cash additions to right-of-use assets and lease liabilities of approximately RMB1,793,000 and RMB1,793,000 during the year ended 31 December 2019 in respect of lease arrangements for the properties (Note 18).
- As disclosed in Note 26, the Group made certain movie investments and the consideration of such was satisfied by allotment and issue of 370,000,000 shares, in aggregate fair value of approximately RMB92,500,000 (equivalent to approximately RMB82,677,000) at HK\$0.25 of each share, which was the market price on issue date.
- As disclosed in Note 28, the Group has offset the net distribution revenue arising from movie investments of approximately RMB835,000 against the payable of acquisition of film rights and licences.

38. 有關連人士交易 – 續

擔保之有效期分別為二零一八年七月十六日至二零二三年七月十五日及二零一九年十月十七日至二零二四年十月十六日(二零一八年：二零一八年七月十六日至二零二三年七月十五日)。

本集團並無就擔保合約下之承擔作出撥備，原因是本公司董事認為協盛協豐(泉州)及福建協盛協豐印染實業有限公司未能對該金融機構履行其責任之可能性甚微，且本集團根據擔保合約被申索之可能性不大。

除上文所披露之公司擔保外，本集團及本公司於本財政年度及過往財政年度末並無任何其他或然負債。

39. 綜合現金流量表附註

下表詳列自融資活動產生之本集團負債變動，包括現金及非現金變動。自融資活動產生之負債代表該等負債之現金流量已經(或未來現金流量將會)於本集團綜合現金流量表分類為自融資活動產生之現金流量。

(a) 重大非現金交易

- 於截至二零一九年十二月三十一日止年度，本集團有關物業租賃安排之使用權資產及租賃負債之非現金添置約為人民幣1,793,000元及人民幣1,793,000元(附註18)。
- 誠如附註26所披露，本集團作出若干電影投資，而其代價乃透過配發及發行370,000,000股股份償付，而按於發行日期之市價每股0.25港元計算，該等股份之總公平值約為92,500,000港元(相當於約人民幣82,677,000元)。
- 誠如附註28所披露，本集團以電影投資產生的發行收益淨額約人民幣835,000元抵銷收購影片權利及授權之應付賬款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS – CONTINUED

(b) Reconciliation of liabilities arising from financial 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 statement of cash flows as cash flows from financing activities:

39. 綜合現金流量表附註 – 續

(b) 融資活動所產生負債之對賬

下表詳述本集團來自融資活動之負債變動，包括現金及非現金變動。融資活動所產生負債為現金流量已經或未來現金流量將會於本集團綜合現金流量表中分類為融資活動現金流量之負債：

		Amounts due to non-controlling owners of subsidiaries	Amounts due to related companies	Amount due to a shareholder	Other payables	Bond payables	Obligation under finance leases	Bank loans	Loans from other financial institutions	Other borrowings	Convertible bonds	Lease liabilities	Total
		應付附屬公司	應付關連公司	應付股東	其他應付款	應付債券	融資租賃負債	銀行貸款	來自其他金融機構之貸款	其他借貸	可換股債券	租賃負債	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	55,007	-	386	9,976	67,393	410	90,350	220,866	165,045	-	-	609,433
Upon application of HKFRS 16	應用香港財務報告準則第16號後	-	-	-	-	-	(410)	-	-	-	-	3,451	3,041
		55,007	-	386	9,976	67,393	-	90,350	220,866	165,045	-	3,451	612,474
Changes from financing cash flows:	融資現金流量變動：												
Borrowing costs paid	已付借貸成本	(1,377)	-	-	-	(4,939)	-	(4,821)	(53,183)	(38,288)	-	-	(102,608)
Repayment of lease liabilities (including interest paid)	償還租賃負債(包括已付利息)	-	-	-	-	-	-	-	-	-	-	(2,291)	(2,291)
Proceeds from bank loans, loans from other financial institutions and other borrowings	銀行貸款、來自其他金融機構之貸款及其他借貸之所得款項	-	-	-	-	-	-	70,300	39,810	5,363	-	-	115,473
Repayment of bank loans, loan from other financial institutions and other borrowings	償還銀行貸款、來自其他金融機構之貸款及其他借貸	-	-	-	-	-	-	(113,600)	(9,225)	(132,285)	-	-	(255,110)
Proceeds from issuance of convertible bonds, net of transaction cost	發行可換股債券之所得款項(扣除交易成本)	-	-	-	-	-	-	-	-	-	178,017	-	178,017
Repayment to a non-controlling owners of subsidiaries	向附屬公司非控股股東有人還款	(55,257)	-	-	-	-	-	-	-	-	-	-	(55,257)
Total changes from financing cash flows	融資現金流量變動總計	(56,634)	-	-	-	(4,939)	-	(48,121)	(22,598)	(165,210)	178,017	(2,291)	(121,776)
Exchange adjustments	匯兌調整	3,741	-	7	(4,639)	1,220	-	-	(13,194)	(1,272)	2	58	(14,077)
Other changes:	其他變動：												
Finance costs	融資成本	1,377	-	-	2,834	4,939	-	4,821	62,013	45,420	929	149	122,482
Additions of lease liabilities	添置租賃負債	-	-	-	-	-	-	-	-	-	-	1,793	1,793
Derecognition of derivative financial instruments	終止確認衍生財務工具	-	-	-	-	-	-	-	-	-	1,339	-	1,339
Equity component of convertible bonds	可換股債券之權益部分	-	-	-	-	-	-	-	-	-	(53,028)	-	(53,028)
Coupon interest of convertible bonds	可換股債券之票息	-	-	-	-	-	-	-	-	-	(411)	-	(411)
Credited of interest payables	計入應付利息	-	-	-	26,191	-	-	-	(23,323)	(2,868)	-	-	-
Total other charges	其他變動總計	1,377	-	-	29,025	4,939	-	4,821	38,690	42,552	(51,171)	1,942	72,175
As at 31 December 2019	於二零一九年十二月三十一日	3,491	-	393	34,362	68,613	-	47,050	223,764	41,115	126,048	3,160	548,796

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS – CONTINUED

39. 綜合現金流量表附註 – 續

(b) Reconciliation of liabilities arising from financial activities – continued

(b) 融資活動所產生負債之對賬 – 續

		Amounts due to non-controlling owners of subsidiaries	Amounts due to related companies	Amount due to a shareholder	Other payables	Bond payables	Obligation under finance leases	Bank loans	Loans from other financial institutions	Other borrowings	Convertible bonds	Lease liabilities	Total
		應付附屬公司	應付關連公司	應付股東	其他應付款項	應付債券	融資租賃承擔	銀行貸款	來自其他金融機構之貸款	其他借貸	可換股債券	租賃負債	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2018	於二零一八年一月一日	-	7,766	366	700	63,908	577	113,550	8,340	31,635	-	-	226,842
Changes from financing cash flows:	融資現金流量變動：												
Borrowing costs paid	已付借貸成本	(3,966)	(23)	-	(40,375)	(4,726)	-	(5,780)	(2,617)	-	-	-	(57,487)
Proceeds from a non-controlling owners of subsidiaries	來自附屬公司非控股擁有人之所得款項	52,877	-	-	-	-	-	-	-	-	-	-	52,877
Proceeds from bank loans, loans from other financial institutions and other borrowings	銀行貸款、來自其他金融機構之貸款及其他借貸之所得款項	-	-	-	-	-	-	115,400	212,296	126,585	-	-	454,281
Repayment of bank loans, loan from other financial institutions and other borrowings	償還銀行貸款、來自其他金融機構之貸款及其他借貸	-	-	-	-	-	-	(138,600)	(8,439)	-	-	-	(147,039)
Repayment of finance leases	償還融資租賃	-	-	-	-	-	(184)	-	-	-	-	-	(184)
Repayment of amount due to a related company	償還應付關連公司款項	-	(7,872)	-	-	-	-	-	-	-	-	-	(7,872)
Total changes from financing cash flows	融資現金流量變動總計	48,911	(7,895)	-	(40,375)	(4,726)	(184)	(28,980)	201,240	126,585	-	-	294,576
Exchange adjustments	匯兌調整	2,130	106	20	397	3,485	-	-	8,669	6,825	-	-	21,632
Other changes:	其他變動：												
Finance costs	融資成本	3,966	23	-	4,665	4,726	17	5,780	34,037	13,169	-	-	66,383
Credited of interest payables	計入應付利息	-	-	-	44,589	-	-	-	(31,420)	(13,169)	-	-	-
Total other changes	其他變動總計	3,966	23	-	49,254	4,726	17	5,780	2,617	-	-	-	66,383
As at 31 December 2018	於二零一八年十二月三十一日	55,007	-	386	9,976	67,393	410	90,350	220,866	165,045	-	-	609,433

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS – CONTINUED

(c) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within operating activities	經營活動內	1,289	7,275
Within financing activities	融資活動內	2,291	–
		3,580	7,275

39. 綜合現金流量表附註 – 續

(c) 租賃之現金流出總額

計入綜合現金流量表之租賃現金流出總額如下：

40. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries, at the end of the reporting period are as follows:

40. 主要附屬公司

本公司於報告期間結束時之主要附屬公司之詳情如下：

Name	Place of incorporation/ establishment/operation	Particulars of issued and fully paid up share/ registered capital 已發行及繳足股本/ 註冊資本之詳情	Percentage of ownership interest/ voting power/profit share 擁有權益/投票權/ 溢利分享之百分比	Principal activities
名稱	註冊成立/成立/營運地點		Direct 直接 Indirect 間接	主要業務
ATV	Hong Kong	1,316,251,091 ordinary shares – HK\$1.16	– 52.42% (2018: 52.42%)	Property and intellectual property holding
亞視	香港	1,316,251,091股普通股 – 1.16港元	– 52.42% (二零一八年： 52.42%)	持有物業及知識產權
Co-Prosperity (Hong Kong) Limited	Hong Kong	2 ordinary shares – HK\$2	– 100% (2018: 100%)	Trading of fabrics
協盛協豐(香港)有限公司	香港	2股普通股 – 2港元	– 100% (二零一八年： 100%)	買賣布料
Xiefeng (Fujian) Printing & Dyeing Co., Ltd.)	PRC For a term of 50 years Commencing 26 May 1999 as a WFOE	Registered capital – US\$10,000,000	– 100% (2018: 100%)	Processing, printing and sales of finished fabrics
協豐(福建)印染有限公司	中國 一九九九年五月二十六日起 為期50年，作為外商獨資企業	註冊資本 – 10,000,000美元	– 100% (二零一八年： 100%)	成品布料加工、印花及銷售

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

40. PRINCIPAL SUBSIDIARIES – CONTINUED

40. 主要附屬公司 – 續

Name 名稱	Place of incorporation/ establishment/operation 註冊成立/成立/營運地點	Particulars of issued and fully paid up share/ registered capital 已發行及繳足股本/ 註冊資本之詳情	Percentage of ownership interest/ voting power/profit share 擁有權權益/投票權/ 溢利分享之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Xiesheng (Shishi) Printing & Knitting Industry Co., Ltd.	PRC For a term of 50 years Commencing 16 September 1993 as a WFOE	Registered capital – US\$5,000,000	–	100% (2018: 100%)	Processing, printing and sales of finished fabrics
協盛(石獅市)染織實業有限公司	中國 一九九三年九月十六日起為期 50年，作為外商獨資企業	註冊資本 – 5,000,000美元	–	100% (二零一八年： 100%)	成品布料加工、印花及銷售
Rende Finance Limited	Hong Kong	10,000 ordinary shares – HK\$10,000	–	100% (2018: 100%)	Money lending
仁德財務有限公司	香港	10,000股普通股 – 10,000港元	–	100% (二零一八年： 100%)	放債
Co-Prosperity Investment (International) Limited	British Virgin Islands ("BVI")	1 ordinary share – US\$1	–	100% (2018: 100%)	Securities investment
協盛協豐投資(國際)有限公司	英屬處女群島 (「英屬處女群島」)	1股普通股 – 1美元	–	100% (二零一八年： 100%)	證券投資
Eastern Culture Communication Consultant Limited	Hong Kong	1 ordinary share – HK\$1	–	100% (2018: 100%)	Entertainment and media services
豐藝傳訊顧問有限公司	香港	1股普通股 – 1港元	–	100% (二零一八年： 100%)	娛樂及媒體服務
Star Platinum	BVI	100 ordinary shares – US\$100	–	100% (2018: 100%)	Entertainment and media services
星鉅	英屬處女群島	100股普通股 – 100美元	–	100% (二零一八年： 100%)	娛樂及媒體服務
Co-Prosperity Management Limited	Hong Kong	1 ordinary share – HK\$1	–	100% (2018: 100%)	Provision of management services
協盛協豐管理有限公司	香港	1股普通股 – 1港元	–	100% (二零一八年： 100%)	提供管理服務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

40. PRINCIPAL SUBSIDIARIES – CONTINUED

40. 主要附屬公司 – 續

Name 名稱	Place of incorporation/ establishment/operation 註冊成立/成立/營運地點	Particulars of issued and fully paid up share/ registered capital 已發行及繳足股本/ 註冊資本之詳情	Percentage of ownership interest/ voting power/profit share 擁有權益/投票權/ 溢利分享之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Asia Television Digital Media Limited 亞洲電視數碼媒體有限公司	Hong Kong 香港	100,000 ordinary shares – HK\$100,000 100,000股普通股 – 100,000港元	–	100% (2018: 100%) (二零一八年: 100%)	Entertainment and media services 娛樂及媒體服務
Eastern Culture International Limited 豐藝國際文化投資有限公司	Hong Kong 香港	1 ordinary share – HK\$1 1股普通股 – 1港元	–	100% (2018: 100%) (二零一八年: 100%)	Investment holding 投資控股
Full Winning 豐捷發展有限公司	BVI 英屬處女群島	1 ordinary share – US\$1 1股普通股 – 1美元	100% (2018: 100%) (二零一八年: 100%)	–	Investment holding 投資控股
Million Federal (Note 31(b)) 萬方(附註31(b))	Hong Kong 香港	25,000,000 ordinary shares – HK\$25,000,000 25,000,000股普通股 – 25,000,000港元	–	60% (2018: 60%) (二零一八年: 60%)	Investment holding 投資控股
Sincere Securities Limited 訊匯證券有限公司	Hong Kong 香港	60,000,000 ordinary shares – HK\$60,000,000 60,000,000股普通股 – 60,000,000港元	–	60% (2018: 60%) (二零一八年: 60%)	Underwriting, placing and brokerage and related services 包銷、配售以及經紀及相關 服務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

40. PRINCIPAL SUBSIDIARIES – CONTINUED

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

Two (2018: seven) wholly-owned subsidiaries were de-registered during the year resulting in loss on de-registration of subsidiaries less than RMB1,000 (2018: approximately RMB8,000) (Note 8) for the year ended 31 December 2019.

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

The amounts due from/(to) subsidiaries are unsecured, interest-free and repayable on demand.

40. 主要附屬公司 – 續

上表列出本公司董事認為對本集團業績或資產有主要影響之本公司附屬公司。本公司董事認為，列出其他附屬公司之詳情將導致篇幅過於冗長。

年內取消確認兩間(二零一八年：七間)全資擁有的附屬公司導致截至二零一九年十二月三十一日止年度取消確認附屬公司之虧損少於人民幣1,000元(二零一八年：約人民幣8,000元)(附註8)。

附屬公司於年結或年內任何時間並無任何未償還債務證券。

應收／(應付)附屬公司款項為無抵押、免息及須應要求償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

41. 本公司之財務狀況表

			2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	Notes 附註			
Non-current assets		非流動資產		
Property, plant and equipment		物業、廠房及設備	61	73
Interest in subsidiaries	40	於附屬公司之權益	39,301	54,998
			39,362	55,071
Current assets		流動資產		
Other receivables and prepayments		其他應收賬款及預付款項	849	608
Amounts due from subsidiaries	40	應收附屬公司款項	35,788	80,566
Bank balances and cash		銀行結餘及現金	1,516	—
			38,153	81,174
Current liabilities		流動負債		
Other payables and accruals		其他應付賬款及應計費用	47,160	12,514
Amounts due to subsidiaries	40	應付附屬公司款項	2,921	2,053
Amount due to a director	28(vi)	應付董事款項	9,385	—
Derivative financial instruments	32	衍生財務工具	25,529	—
Bond payables	29	應付債券	68,613	67,393
Loans from other financial institutions		來自其他金融機構之貸款	216,961	170,313
Other borrowings		其他借貸	35,752	165,045
			406,321	417,318
Net current liabilities		流動負債淨額	(368,168)	(336,144)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY – CONTINUED

41. 本公司之財務狀況表 – 續

			2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	Notes 附註			
Total assets less current liabilities		總資產減流動負債	(328,806)	(281,073)
Non-current liabilities		非流動負債		
Convertible bonds	32	可換股債券	126,848	–
Net liabilities		負債淨額	(455,654)	(281,073)
Capital and reserves		資本及儲備		
Share capital	34	股本	648,584	616,617
Reserves		儲備	(1,104,238)	(897,690)
Capital deficiency		資本虧絀	(455,654)	(281,073)

The financial statements of the Company were approved and authorised for issue by the board of directors on 6 May 2020 and are signed on its behalf by:

本公司財務報表已於二零二零年五月六日獲董事會批准通過並由以下人士代表簽署：

Deng Junjie
鄧俊杰
Co-chairman and Executive Director
聯席主席兼執行董事

Chan Wai Kit
陳偉傑
Executive Director
執行董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY – CONTINUED

A summary of the Company's reserves is as follows:

41. 本公司之財務狀況表 – 續

本公司儲備之概要如下：

		Share premium	Special reserve	Other reserve	Convertible bond equity reserve	Translation reserve	Accumulated losses	Total
		股份溢價 RMB'000 人民幣千元	特別儲備 RMB'000 人民幣千元	其他儲備 RMB'000 人民幣千元	可換股債券 權益儲備 RMB'000 人民幣千元	匯兌儲備 RMB'000 人民幣千元	累計虧損 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
			Note 附註					
At 31 December 2017 as previously reported	於二零一七年十二月三十一日 (如過往匯報)	1,112,278	146,472	–	–	(15,753)	(619,479)	623,518
Impact on initial application of HKFRS 9	首次應用香港財務報告準則 第9號的影響	–	–	–	–	47,846	(1,199,061)	(1,151,215)
At 31 December 2017 and 1 January 2018 (restated)	於二零一七年十二月三十一日 及二零一八年一月一日 (經重列)	1,112,278	146,472	–	–	32,093	(1,818,540)	(527,697)
Loss for the year	本年度虧損	–	–	–	–	–	(360,326)	(360,326)
Other comprehensive expense for the year	本年度其他全面開支	–	–	–	–	–	–	–
– Exchange differences arising on translation	– 換算產生之匯兌差額	–	–	–	–	(9,667)	–	(9,667)
Total comprehensive expense for the year	本年度全面開支總額	–	–	–	–	(9,667)	(360,326)	(369,993)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	1,112,278	146,472	–	–	22,426	(2,178,866)	(897,690)
Loss for the year	本年度虧損	–	–	–	–	–	(371,427)	(371,427)
Other comprehensive expense for the year	本年度其他全面開支	–	–	–	–	–	–	–
– Exchange differences arising on translation	– 換算產生之匯兌差額	–	–	–	–	(9,976)	–	(9,976)
Total comprehensive expense for the year	本年度全面開支總額	–	–	–	–	(9,976)	(371,427)	(381,403)
Capital contribution arising from initial recognition of derivative financial instruments (Note 32)	初始確認衍生財務工具產生之 注資(附註32)	–	–	73,876	–	–	–	73,876
Issue of convertible bonds, net of transaction cost (Note 32)	發行可換股債券(扣除交易 成本)(附註32)	–	–	–	53,028	–	–	53,028
Issue of consideration shares for movie investments (Note 34)	就電影投資發行代價股份 (附註34)	47,951	–	–	–	–	–	47,951
		47,951	–	73,876	53,028	–	–	174,855
At 31 December 2019	於二零一九年十二月三十一日	1,160,229	146,472	73,876	53,028	12,450	(2,550,293)	(1,104,238)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

31 December 2019 二零一九年十二月三十一日

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY – CONTINUED

Note: The special reserve represents the differences between the nominal amount of the shares issued by the Company's former holding company and the aggregate amount of paid-up capital of the subsidiaries acquired pursuant to the Group reorganisation in 2005 in preparation for the listing of the Company's shares, net of subsequent distribution to shareholders.

42. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in the consolidated financial statements, the Group has the following subsequent events:

- (a) Since January 2020, the epidemic of Coronavirus Disease 2019 ("COVID-19") has spread across China and other countries and it has affected the business and economic activities of the Group to some extent.

Subject to the development and spread of COVID-19 subsequent to the date of these consolidated financial statements, COVID-19 may have further impact on the financial results of the Group, the extent of which could not be reliably estimated as at the date of these consolidated financial statements.

The Group will closely monitoring the situation of the COVID-19 and react actively to its impact on the financial position and operating results of the Group.

- (b) The fair value of securities investment classified as financial assets at FVTPL has been dropped by approximately 21% as at the date of this report.

41. 本公司之財務狀況表 – 續

附註：特別儲備指本公司前控股公司已發行股份面值，與根據於二零零五年為籌備本公司股份上市之集團重組所收購之附屬公司之繳入資本總額之總和扣除其後向股東作出之分派之間的差額。

42. 報告期後之重大事項

除綜合財務報表其他部分所披露者外，本集團之報告期後事項如下：

- (a) 自二零二零年一月以來，2019冠狀病毒病(「COVID-19」)疫情於中國各地及其他國家肆虐，並已對本集團之業務及經濟活動造成一定程度之影響。

視乎COVID-19於綜合財務報表日期後之發展及傳播，COVID-19可能會對本集團之財務業績造成進一步影響，而截至綜合財務報表日期止，其程度尚無法可靠地估計。

本集團將密切監察COVID-19疫情，並積極應付其對本集團財務狀況及經營業績造成之影響。

- (b) 分類為按公平值計入損益賬之財務資產之證券投資之公平值於本報告日期下跌約21%。

FINANCIAL SUMMARY

財務概要

		Year ended 31 December 截至十二月三十一日止年度				
		2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
RESULTS	業績					
Turnover	營業額	273,301	198,621	150,748	166,025	156,892
(Loss)/profit before taxation	除稅前(虧損)/溢利	(5,008)	31,086	(118,911)	(839,756)	(621,875)
Taxation	稅項	(1,892)	(1,889)	(4,082)	617	16,562
(Loss)/profit for the year	本年度(虧損)/溢利	(6,900)	29,197	(122,993)	(839,139)	(605,313)
		As at 31 December 於十二月三十一日				
		2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	525,547	1,199,383	1,693,080	1,433,005	1,013,168
Total liabilities	負債總值	(255,567)	(509,687)	(394,378)	(995,684)	(974,738)
Net assets	資產淨值	269,980	689,696	1,298,702	437,321	38,430

