

plover bay technologies

Plover Bay Technologies Limited

玊灣科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1523

Annual Report

年報

2020

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chan Wing Hong Alex (*Chairman*)
Mr. Chau Kit Wai
Mr. Yip Kai Kut Kenneth
Mr. Chong Ming Pui
Mr. Yeung Yu

Independent Non-Executive Directors

Dr. Yu Kin Tim
Mr. Ho Chi Lam
Mr. Wan Sze Chung

AUDIT COMMITTEE

Mr. Wan Sze Chung (*Chairman*)
Dr. Yu Kin Tim
Mr. Ho Chi Lam

NOMINATION COMMITTEE

Mr. Chan Wing Hong Alex (*Chairman*)
Dr. Yu Kin Tim
Mr. Wan Sze Chung

REMUNERATION COMMITTEE

Mr. Chan Wing Hong Alex (*Chairman*)
Dr. Yu Kin Tim
Mr. Wan Sze Chung

RISK MANAGEMENT COMMITTEE

Mr. Chan Wing Hong Alex (*Chairman*)
Mr. Chau Kit Wai
Mr. Yip Kai Kut Kenneth

COMPANY SECRETARY

Mr. Yip Kai Kut Kenneth

REGISTERED OFFICE

Second Floor
Century Yard
Cricket Square
P.O. Box 902
Grand Cayman
KY1-1103
Cayman Islands

董事會

執行董事

陳永康先生(*主席*)
周傑懷先生
葉繼吉先生
莊明沛先生
楊瑜先生

獨立非執行董事

余健添博士
何志霖先生
溫思聰先生

審核委員會

溫思聰先生(*主席*)
余健添博士
何志霖先生

提名委員會

陳永康先生(*主席*)
余健添博士
溫思聰先生

薪酬委員會

陳永康先生(*主席*)
余健添博士
溫思聰先生

風險管理委員會

陳永康先生(*主席*)
周傑懷先生
葉繼吉先生

公司秘書

葉繼吉先生

註冊辦事處

Second Floor
Century Yard
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Grand Cayman
KY1-1103
Cayman Islands

**HEADQUARTERS AND PRINCIPAL PLACE
OF BUSINESS IN HONG KONG**

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Lai Chi Kok
Kowloon
Hong Kong

AUDITOR

Ernst & Young

**PRINCIPAL SHARE REGISTRAR AND
TRANSFER OFFICE IN THE CAYMAN
ISLANDS**

Tricor Services (Cayman Islands) Limited
Second Floor
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Cayman Islands

PRINCIPAL BANKS

The Hongkong and Shanghai Banking Corporation Limited
The Bank of East Asia, Limited

**HONG KONG BRANCH SHARE REGISTRAR
AND TRANSFER OFFICE**

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

STOCK CODE

1523

WEBSITE

www.ploverbay.com

香港總部及主要營業地點

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九龍
荔枝角
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龍翔工業大廈5樓B室

核數師

安永會計師事務所

開曼群島股份過戶登記總處

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KY1-1103
Cayman Islands

主要銀行

香港上海滙豐銀行有限公司
東亞銀行有限公司

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

股份代號

1523

網站

www.ploverbay.com

Chairman's Statement

主席報告

Dear shareholders and partners:

The year 2020 was a year of accelerated change. The pandemic has changed many industries and how people work/learn, all within a very short period of time. Our patented technology, SpeedFusion has helped many organizations and schools to work/learn from home. It is also the technology behind many rapid deployment solutions for healthcare and government organisations for temporary locations. SpeedFusion is recognised as the technology behind a stable, reliable connection for video conferencing, video streaming, and secure network access.

On the operation side, our years of relentless focus on operational efficiency allows us to adapt quickly, minimise the impact from the various challenges from the supply chain, logistics and shipping challenges due to the pandemic.

Our excellence on the technology front and operation is reflected by our revenue and diluted EPS growth at approximately 15.0% and 16.7% year-over-year, respectively.

Business outlook

Stepping into 2021, 5G networks around the world are starting to gain traction. We expect three things will happen:

First, for locations and facilities currently relying on LTE WAN, there will be a multi-year upgrade cycle to 5G for better speed and lower latency. Applications like surveillance cameras, Wi-Fi hotspots within transportations, live video streaming, fixed network failover, would create a strong demand on 5G wireless SD-WAN routers.

Second, the cost per GB with 5G will be substantially lower than LTE. Wireless WAN is always a “metered” network while the landline broadband has an “un-metered” fixed price. This has been a psychological barrier for some organisations to deploy mobile broadband, but as the cost per GB reaches a level low enough that the monthly fee is comparable to a landline broadband, the benefits of a SD-WAN based on 5G would overcome this psychological barrier.

各位股東及合作夥伴：

2020年是急速變化的一年。疫情在短時間內改變了不同行業以及人們的工作／學習模式。我們的專利技術SpeedFusion已幫助很多組織和學校應付在家工作／學習的需要。此技術已成功為很多醫療團體和政府機構在不同的臨時應用場景提供快速網絡部署。SpeedFusion被公認為是用於視頻會議，視頻串流和安全網絡接入這幾個方面的穩定和可靠的連接技術。

在運營方面，我們多年來努力不懈地提升運營效率讓我們能夠迅速調整，最大程度地減少由於疫情引起的供應鏈，物流和運輸方面的影響。

我們在2020年度的收入和每股攤薄收益分別同比增長約15.0%和16.7%，充分反映我們在技術和運營方面的卓越表現。

業務前景

進入2021年，全球5G網絡的發展步伐加快。我們預計行業將會有以下變化：

首先，未來幾年將會是一個從4G到5G的升級週期，以實現更快的速度和更低的網絡延遲。諸如監控攝像頭，交通工具中的Wi-Fi熱點，實時視頻串流，固定網絡故障轉移等應用，將對5G無線SD-WAN路由器產生強烈需求。

其次，5G的帶寬成本將大大低於4G LTE。現在的移動寬帶始終是「計量」收費，而固定寬頻則能提供一個固定月費。對於某些商業用戶來說，移動寬帶的計量收費仍然是一個心理障礙。但隨著移動寬帶的成本降低到足以使每月計量收費與固定寬頻月費相約時，5G SD-WAN為客戶帶來的好處，足以剋服此心理障礙。

Third, businesses will deploy more individual/separate networks for their workforces to work from remote locations because of digitalisation. This is not limited to the work-from-home scenarios, but also includes branch networks that need to move frequently or located in remote and adhoc places around the country or region. More small-sized, ad-hoc networks will be created and these networks need to be simple to use, fast to deploy, and must ensure reliable connection to the cloud. If there is a subscription option for building these networks, businesses will gladly embrace it.

As with any technologies in the early stages of their adoption cycles, currently there are many myths around 5G. A common misunderstanding is that the increased speed from 5G would eliminate the need for SD-WAN — or precisely speaking, a single 5G connection from just one mobile network operator (MNO) is thought to be fast enough for everything. Speed is one dimension of 5G, but relying on just one single MNO does not resolve the reliability issue. Just like any wireless technology, reliability of 5G is subject to network coverage, fair usage policy, network capacity, etc. Nobody can predict the degree of mobile congestion of a 5G base station at any given time. Because of this, wireless SD-WAN that connects to multiple MNOs to enhance reliability makes total sense. Our patented technology, SpeedFusion and our purpose-built devices are designed for this purpose, making wireless SD-WAN possible and reliable.

This brings an exciting opportunity for Plover Bay and our shareholders.

First of all, Plover Bay is not a hardware company. We make high performance, purpose-built hardware platforms for various vertical markets. Our tightly integrated software runs under the hood of these platforms, giving rise to our reliable and easy-to-use products.

第三，由於數字化大勢所趨，企業將為員工部署更多的個人／獨立網絡，以便進行遙距工作。這不限於在家工作方案，亦可以包括需要經常搬動的分支機構網絡，或是位於偏遠的地區的臨時分支。更多的小型或臨時網絡將會出現，而這些網絡需要易於使用，快速部署並可靠地連接到雲端的功能。如果構建這些網絡可以通過訂閱模式進行，相信企業會很樂意接受。

許多技術在其被廣泛採用的早期階段也會出現很多誤解，5G技術也是如此。其中一個普遍的誤解是5G的更高速度將消除對SD-WAN的需求，或者是誤會僅用來自一個移動網絡運營商的單個5G連接就已有足夠帶寬應付一切網絡需要。網速是5G的一項優點，但是僅依賴一個5G網絡運營商並不能解決可靠性問題。與任何無線網絡一樣，5G的可靠性也受網絡覆蓋範圍，合理使用政策，網絡容量等的影響。在任何既定時間，沒人能預測將有多少移動設備會連接到當地的5G基站及相應的5G網絡擠塞情況。因此，能同時連接多個5G網絡的無線SD-WAN技術，絕對可以提升5G網絡的可靠性。我們的專利技術SpeedFusion和專用設備就是為此目的而設計，令無線SD-WAN網絡亦可變得如固網般可靠。

這為珩灣科技和我們的股東帶來令人振奮的機會。

首先，珩灣科技不僅是一家硬件公司。我們為不同垂直市場提供高性能的專用硬件平台。這些硬件平台底下配有緊密結合的軟件支持運行，結果就是我們可靠且易於使用的產品。

Chairman's Statement 主席報告

Furthermore, our platforms can be managed by a scalable cloud service, InControl. Our customers can remote manage and provision these devices all over the world. You can imagine without a scalable cloud service, deploying hundreds and thousands of devices and managing them efficiently will be a very slow and painful process. Our cloud service is realised by a warranty package and subsequent renewals. These two constitute our recurring sales, which today contributes about US\$13.5M, or approximately 25.5%, to our annual revenue of US\$52.8M.

Moving forward, Plover Bay will not just be doing SD-WAN. We will launch a new subscription service that greatly simplifies the deployment of networks based on 5G/LTE. It will be simple to use, easy to deploy and eliminates a lot of friction in deploying 5G/LTE devices.

Appreciation

Lastly, we thank our employees, partners for their hard work throughout the past year, and we thank our shareholders for their unwavering support.

Chan Wing Hong Alex
Chairman

Hong Kong, 25 February 2021

這些硬件平台可以通過一個可擴展的雲服務，InControl進行管理，讓客戶可以在全球範圍內遠程管理和配置這些設備。試想像，如果沒有可擴展的雲服務，要部署成千上萬的設備並持續有效地管理它們將是一個非常緩慢及痛苦的過程。我們的雲服務可以透過訂閱保修服務和每年續約取得。這組成了我們的經常性銷售，今天它為我們的約5,280萬美元的年收入貢獻了約1,350萬美元，約佔25.5%。

展望未來，珩灣科技的領域將不只局限於SD-WAN。我們將開展一項嶄新的訂閱服務，該服務能幫助企業大大簡化5G/LTE網絡的部署。其易於操作，易於使用，並且消除了客戶在部署5G/LTE設備時經常會遇到的諸多麻煩。

致謝

最後，我們感謝全體員工和合作夥伴在過去一年中努力不懈的工作，亦感謝各位股東們的堅定支持。

主席
陳永康

香港，2021年2月25日

Financial Summary

財務摘要

A summary of the published results and of the assets, liabilities and equity of Plover Bay Technologies Limited (the “Company”), together with its subsidiaries (referred as the “Group” or “we” or “our” or “us”) for each of the five years ended 31 December is as follows:

珩灣科技有限公司(「本公司」)連同其附屬公司(「本集團」或「我們」)截至12月31日止五個年度各年度的已刊發業績及資產、負債及權益摘要如下：

RESULTS

業績

		Year ended 31 December 截至12月31日止年度				
		2020	2019	2018	2017	2016
		2020年	2019年	2018年	2017年	2016年
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
Revenue	收入	52,818	45,910	41,806	37,132	28,358
Profit for the year attributable to owners of the parent	母公司擁有人應佔年內溢利	14,230	12,089	10,620	8,754	5,240
Adjusted by:	經調整：					
Listing expenses	上市開支	—	—	—	—	1,252
Equity-settled share-based payments	以權益結算之股份付款開支	215	530	761	764	407
Core net profit	核心淨溢利	14,445	12,619	11,381	9,518	6,899
Earnings per share — basic (US cents)	每股盈利 — 基本(美仙)	1.34	1.17	1.04	0.87	0.60
Core net profit per share — basic (US cents)	每股核心淨利潤 — 基本(美仙)	1.37	1.22	1.12	0.95	0.80

Financial Summary
財務摘要

ASSETS, LIABILITIES AND EQUITY

資產、負債及權益

		As at 31 December 於12月31日				
		2020	2019	2018	2017	2016
		2020年	2019年	2018年	2017年	2016年
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
Assets	資產					
Total non-current assets	非流動資產總額	4,366	5,520	3,391	2,678	1,183
Total current assets	流動資產總額	54,941	44,558	41,904	37,881	31,315
Total assets	資產總額	59,307	50,078	45,295	40,559	32,498
Liabilities	負債					
Total current liabilities	流動負債總額	20,914	12,906	10,559	10,529	7,342
Total non-current liabilities	非流動負債總額	2,555	3,058	2,018	1,280	910
Total liabilities	負債總額	23,469	15,964	12,577	11,809	8,252
Equity	權益					
Equity attributable to owners of the parent	母公司擁有人應佔權益	35,838	34,114	32,718	28,750	24,246

The summary above does not form part of the audited consolidated financial statements.

上述摘要並非為經審核綜合財務報表之一部份。

Management Discussion and Analysis

管理層討論及分析

RESULTS OF OPERATIONS

Revenue and segment information

During the year ended 31 December 2020, we generated revenue mainly from the sale of SD-WAN routers and the grant of software licences, including SpeedFusion and InControl2 cloud service for managing our devices, and the provision of warranty and support services in connection with our products. Our revenue represents the net invoiced value of (i) the products sold, after deducting allowances for returns and trade discounts; and (ii) services rendered.

Our product/service consist mainly of the following categories: (i) SD-WAN routers which are further divided into wired and wireless products; (ii) warranty and support services; and (iii) software licences.

For the year ended 31 December 2020, revenue of the Group was approximately US\$52,818,000, representing a year-on-year increase of approximately 15.0%. During the year, wireless SD-WAN segment grew 15.3% year-on-year while sales from the wired SD-WAN segment increased approximately 16.5% year-on-year. Together, the sales of SD-WAN routers have grown 15.6% year-on-year due to the strong sales growth of our basic SD-WAN router series. Sales from warranty and support services increased 9.2% year-on-year, largely in line with past growth trend of SD-WAN routers. Software licenses increased by 37.8% year-on-year driven by sales of add-on features to a growing number of installed base.

The table below sets out our revenue by product/service category for the years ended 31 December 2020 and 31 December 2019:

經營業績

收入及分部資料

截至2020年12月31日止年度，我們的收入主要來源於銷售SD-WAN路由器及軟件許可授權(包括SpeedFusion及管理我們裝置的InControl2雲端中央管理平台)及提供與我們產品相關的保修與支援服務。收入指(i)扣除退貨及貿易折扣撥備後售出貨品；及(ii)提供服務的發票淨額。

我們的產品／服務主要包括以下類別：(i) SD-WAN路由器，再分為有線及無線產品；(ii) 保修與支援服務；及(iii) 軟件許可。

截至2020年12月31日止年度，本集團的收入約為52,818,000美元，較去年同期增長約15.0%。年內，無線SD-WAN路由器較去年同期銷售增長約15.3%，有線SD-WAN路由器銷售按年增長約16.5%。總體而言SD-WAN路由器銷售按年增長約15.6%，主要由於基本規格的SD-WAN路由器的銷量大提升。保修與支援服務的銷售額同比增長9.2%，跟過往的SD-WAN路由器增長勢頭相若。由於用戶群數量增加導致附加功能的銷售增加，軟件許可銷售同比增長約37.8%。

下表載列於截至2020年及2019年12月31日止年度按產品／服務類別劃分的收入：

		For the year ended 31 December 截至12月31日止年度			
		2020 2020年		2019 2019年	
		Revenue	% of total 佔總收入的 百分比	Revenue	% of total 佔總收入的 百分比
		US\$'000 千美元	%	US\$'000 千美元	%
SD-WAN routers:	SD-WAN路由器：				
Wired	有線	9,152	17.3	7,853	17.1
Wireless	無線	28,441	53.9	24,666	53.7
Warranty and support services	保修與支援服務	12,319	23.3	11,282	24.6
Software licences	軟件許可	2,906	5.5	2,109	4.6
Total	合計	52,818	100.0	45,910	100.0

Management Discussion and Analysis

管理層討論及分析

We consider sales of SD-WAN routers and add-on licences for software features to be one-time sales, which generally occur at a point in time. Recurring sales, which includes warranty and support services and subscription-based software licence sales, are generally subscribed annually and renewed upon expiry.

During the year, one-time sales increased 16.2% and recurring sales increased 11.7% year-over-year. As the installed base of SD-WAN routers continues to grow and as we continue to add new features and services into our subscriptions, we expect the proportion of recurring services to keep increasing in the coming years.

The table below sets out the breakdown of revenue according to the timing of revenue recognition for the years ended 31 December 2020 and 2019:

我們認為SD-WAN路由器銷售和軟件功能的附加許可銷售通常於某個時間點轉移，劃分為一次性銷售。經常性銷售包括保修與支援服務及以訂閱為基礎的軟件許可銷售，其一般以年度訂閱期模式進行訂閱，並在到期後需要更新訂閱。

年內，一次性銷售同比增長16.2%，經常性銷售同比增長11.7%。隨著我們的SD-WAN路由器的用戶群持續擴大，並且隨著我們繼續於訂閱服務中添加新功能和服務，我們預計經常性銷售佔比在未來幾年會持續上升。

下表載列於截至2020年12月31日和2019年12月31日年度按收入確認時間劃分的收入：

For the year ended 31 December 截至12月31日止年度					
		2020 2020年		2019 2019年	
		Revenue	% of total	Revenue	% of total
		收入	佔總收入的 百分比	收入	佔總收入的 百分比
		US\$'000	%	US\$'000	%
		千美元	%	千美元	%
One-time sales:	一次性銷售：	39,360	74.5	33,867	73.8
Recurring sales:	經常性銷售：	13,458	25.5	12,043	26.2
Total	合計	52,818	100.0	45,910	100.0

Management Discussion and Analysis 管理層討論及分析

We divide our sales into the following geographical regions: North America, EMEA (including Europe, Middle East and Africa), Asia and other regions. During the year ended 31 December 2020, sales to North America increased to approximately US\$29,563,000, representing year-on-year growth of approximately 7.0%. Sales to EMEA rose to approximately US\$14,492,000, representing a year-on-year growth of approximately 33.9%. Sales to Asia increased approximately 17.5% to approximately US\$7,791,000. Other regions increased approximately 17.2% year-on-year to approximately US\$972,000.

The table below sets out the breakdown of revenue by location of customers in terms of absolute amount and as a percentage of total revenue for the years ended 31 December 2020 and 2019:

我們的產品銷售根據以下地區劃分：北美洲、EMEA（包括歐洲、中東及非洲）、亞洲以及其他地區。截至2020年12月31日止年度，我們於北美洲的銷售額增長至約29,563,000美元，按年增長約7.0%。EMEA銷售額增長至約14,492,000美元，按年增長約33.9%。亞洲銷售按年增長約17.5%至約7,791,000美元。其他地區銷售則按年增長約17.2%至約972,000美元。

下表載列於截至2020年及2019年12月31日止兩個年度按客戶位置劃分的絕對金額及佔總收入的百分比的收入明細：

		For the year ended 31 December 截至12月31日止年度			
		2020 2020年		2019 2019年	
		Revenue 收入	% of total 佔總收入的 百分比	Revenue 收入	% of total 佔總收入的 百分比
		US\$'000 千美元	%	US\$'000 千美元	%
North America	北美洲	29,563	56.0	27,627	60.2
EMEA	EMEA	14,492	27.4	10,826	23.6
Asia	亞洲	7,791	14.8	6,628	14.4
Others	其他	972	1.8	829	1.8
Total	合計	52,818	100.0	45,910	100.0

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Gross profit and gross profit margin

For the year ended 31 December 2020, our gross profit was approximately US\$30,800,000, a year-on-year increase of approximately 7.0%. Our gross profit margin was approximately 58.3%, compared to approximately 62.7% for the year ended 31 December 2019. Gross profit margin decreased during the year mainly because of (i) write-down of inventories to net realisable value of approximately US\$693,000 and (ii) a continued product mix shift towards more basic SD-WAN routers with lower gross profit margins, which is in line with our strategy to increase our market presence and build up our recurring user base. At the product level, gross margins of each product did not vary materially compared to the previous year.

The table below sets out our Group's gross profit and gross profit margin by product/service category for the years ended 31 December 2020 and 2019:

毛利及毛利率

截至2020年12月31日止年度，我們的毛利約30,800,000美元，按年增長約7.0%。我們的毛利率約58.3%，而截至2019年12月31日止年度毛利率約62.7%。毛利率下降主要因為(i)存貨減值約693,000美元以及(ii)產品結構傾向毛利率通常較低的基本規格SD-WAN路由器所致，其與我們針對提高市場知名度並擴大經常性用戶群的策略一致。在產品層面，各產品的毛利率在年內跟去年水平沒有明顯的偏差。

下表載列於截至2020年及2019年12月31日止年度本集團按產品／服務類別劃分的毛利及毛利率：

		For the year ended 31 December 截至12月31日止年度			
		2020 2020年		2019 2019年	
		Gross profit 毛利 US\$'000 千美元	Gross margin 毛利率 %	Gross profit 毛利 US\$'000 千美元	Gross margin 毛利率 %
SD-WAN routers:	SD-WAN路由器：				
Wired	有線	4,882	53.3	4,841	61.6
Wireless	無線	11,526	40.5	11,441	46.4
Warranty and support services	保修與支援服務	11,486	93.2	10,392	92.1
Software licences	軟件許可	2,906	100.0	2,100	99.6
Total	合計	30,800	58.3	28,774	62.7

Other income and gains, net

Other income and gains, net mainly represented interest income and exchange gains. For the year ended 31 December 2020, other income and gains, net was approximately US\$737,000, representing a year-on-year increase of approximately 52.3%. The increase was mainly due to approximately US\$409,000 foreign currency exchange gains compared to an exchange loss recorded in "Administrative expenses" in 2019, and approximately US\$112,000 government subsidies relating to research and development activities in 2019.

其他收益及利益，淨值

其他收益及利益，淨值主要指利息收入及外匯收益。截至2020年12月31日止年度，其他收益及利益，淨值約737,000美元，按年增加約52.3%。該增加主要是由於約409,000美元的外匯兌換收益，相比2019年的外匯兌換損失包括在「行政費用」中，以及本年度獲授與2019年研發活動相關的政府補貼約112,000美元。

Selling and distribution expenses

Selling and distribution expenses comprised mainly salaries and benefits of our sales and marketing staff, advertising and promotion expenses incurred to promote our products and other expenses relating to our sales and marketing activities.

Selling and distribution expenses for the year ended 31 December 2020 was approximately US\$2,475,000, a year-on-year increase of approximately 2.7%. During the year, the increase in selling and distribution expenses was mainly due to expansion of our marketing and business development teams and increased spending on advertising and promotion.

Administrative expenses

Administrative expenses mainly represented salaries and benefits of our administrative, finance and other supporting staff, depreciation of property, plant and equipment, amortisation of intangible assets, lease expenses and other office expenses.

Administrative expenses for the years ended 31 December 2020 was approximately US\$5,535,000, almost unchanged compared to 2019. Changes in administrative expenses include growth in amortization of intangible assets and depreciation, and a reversion from exchange losses in 2019 to exchange gain this year, which is included in “Other income and gains, net”.

Research and development expenses

Research and development (“R&D”) expenses represented mainly salaries and benefits of our engineering, testing and supporting staff, product testing fee, certification costs, tooling, components and parts used for product research and development purpose.

Research and development expenses for the year ended 31 December 2020 was approximately US\$7,425,000, increasing 2.8% year-over-year. During the year, we continued to increase spending on R&D related expenses, including strengthening of our R&D teams and product development spending.

Government grants

During the year, the Company’s subsidiaries received approximately US\$708,000 (2019: Nil) as subsidy from the Employee Support Scheme implemented by the HKSAR Government and approximately US\$713,000 (2019: Nil) from the Republic of Lithuania as grants for several R&D projects. An amount of approximately US\$112,000 grants for R&D activities in 2019 is included in “Other Income and gains, net”, while the remaining amount is included in “Administrative expenses” and “Research and development expenses”

銷售及分銷開支

銷售及分銷開支主要包括我們的銷售及市場推廣員工的薪金及福利，推廣我們的產品所引致的廣告與推廣開支及其他與我們銷售及市場推廣活動相關開支。

截至2020年12月31日止年度，銷售及分銷開支達到約2,475,000美元，按年增加約2.7%。銷售及分銷開支增加主要由於業務發展及市場推廣團隊的擴大，以及宣傳及推廣活動的投入增加。

行政開支

行政開支主要指行政、財務及其他輔助員工的薪金及福利、物業、廠房及設備的折舊及無形資產攤銷、租賃開支以及其他辦公室開支。

截至2020年12月31日止年度，行政開支約為5,535,000美元，與2019年相若。當中變化包括無形資產攤銷和折舊的增加，以及從2019年的匯兌損失轉為匯兌收益，該匯兌收益包括在「其他收益及利益，淨值」中。

研發開支

研發（「研發」）開支主要指工程師、測試及輔助員工的薪金及福利，以及用於產品研發的產品測試費、認證成本、模具、部件及零件。

截至2020年12月31日止年度，研發開支約為7,425,000美元，按年增加約2.8%。年內，我們繼續增加對研發相關的開支，包括進一步加強研發團隊以及產品開發的投入。

政府補貼

本年度，公司的子公司從香港特別行政區政府實施的「保就業計劃」獲得約708,000美元（2019年：無）的補貼，並從立陶宛共和國政府獲得約713,000美元（2019年：無）就多個研發項目發出的補貼。其中與2019年研發活動相關的政府補貼約112,000美元已包括在「其他收益及利益，淨值」中，餘下款項已包括在「行政開支」及「研發開支」中。

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Equity-settled share-based payment expenses

Included in selling and distribution expenses, administrative expenses and research and development expenses were equity-settled share-based payment expenses, mainly represented equity-settled share-based payments to Directors, employees and consultants which are expensed on a straight-line basis over the vesting period since the grant date.

During the year, share options of the Group were granted on 14 December 2020. Equity-settled share-based payment expense for the year ended 31 December 2020 was approximately US\$215,000 (year ended 31 December 2019: approximately US\$530,000). Details of share options granted by the Group are set out below under the heading “Share Option Scheme” of this annual report.

Total operating expenses

Total operating expenses during the year ended 31 December 2020, which includes selling and distribution expenses, administrative expenses and research and development expenses from the above, amounted to approximately US\$15,435,000, representing a year-on-year increase of approximately 1.8%. Employee cost (including equity-settled share-based payment expenses and directors remuneration) remains our largest cost component at US\$8,215,000. The gross employee cost after adding back government grants is US\$9,465,000, representing a year-on-year increase of about 16.3%.

Finance costs and interest-bearing bank borrowings

Finance costs mainly represented interests on bank borrowings and the interest portion of lease liabilities.

Finance costs for the year ended 31 December 2020 was approximately US\$60,000, representing a year-on-year decrease of approximately 36.8%. The decrease is mainly due to less interest from decreasing lease liabilities.

As at 31 December 2020, bank borrowings was approximately US\$3,378,000 (2019: approximately US\$393,000). The increase in borrowings is because of a credit facility drawn down for working capital purposes.

Income tax expense

During the year, we provided for Hong Kong profits tax at a rate of 16.5% on our estimated assessable profits arising in Hong Kong, except for one subsidiary which is a qualifying entity under the two-tiered profits tax rates regime. Taking into consideration the effects of potential deductions from qualified R&D expenses implemented by the HKSAR Government, the effective tax rate during the year was approximately 11.3%.

以權益結算之股份付款開支

計入銷售及分銷開支、行政開支及研發開支的以權益結算之股份付款開支，主要指應付董事、僱員及顧問的以權益結算之股份付款，自授出日期起在歸屬期內按直線基準計提開支。

年內本集團於2020年12月14日授出購股權。截至2020年12月31日止年度，以權益結算之股份付款開支約為215,000美元（截至2019年12月31日止年度：約530,000美元）。本集團授出購股權之詳情載於本年報之「購股權計劃」項下。

總營業開支

綜合以上銷售及分銷開支，行政開支及研發開支，截至2020年12月31日止年度的總營業開支約15,435,000美元，按年增加約1.8%。員工成本（包括以權益計算的購股權開支及執行董事薪酬）約8,215,000美元繼續為本集團總營業開支的最大部分。加回政府補貼的員工總成本為9,465,000美元，按年增加約16.3%。

財務成本及計息銀行借款

財務成本主要指銀行借款利息及租賃負債的利息部分。

截至2020年12月31日止年度，財務成本約為60,000美元，按年減少約36.8%。下降主要由於減少的租賃負債導致租賃負債利息減少。

於2020年12月31日，銀行借款約為3,378,000美元（2019年：約393,000美元）。銀行借款增加是由於因為營運資金而使用的信貸安排。

所得稅開支

年內，我們以在香港產生的估計應課稅溢利按16.5%的稅率撥備香港利得稅。惟本集團的一間附屬公司除外，該公司為符合兩級制利得稅率制度的實體。考慮到香港特別行政區政府頒佈給予合資格研發開支相關的稅務優惠對本公司潛在影響，本年度的有效稅率約為11.3%。

Profit attributable to owners of the Company

Profit attributable to owners of the Company for the year ended 31 December 2020 was approximately US\$14,230,000, representing an increase of approximately 17.7% year-on-year.

Inventory

As at 31 December 2020, the Group's inventory balance was approximately US\$12,509,000 (2019: approximately US\$7,387,000). During the year, due to the ongoing global shortage of electronics components, we increased our electronic component purchases to ensure our inventory levels are sufficient to meet customer demands in the coming months.

Impact of COVID-19

To safeguard against the risk of COVID-19 infection in our offices and among staff and minimise disruption to operations, the Group requires the wearing of facemasks at all times during work, offers flexible working hours to avoid crowded hours during commute, and accommodates work from home arrangements.

PRINCIPAL RISKS AND UNCERTAINTIES

The following list is a summary of certain principal risks and uncertainties facing the Group, some of which are beyond our control.

- Brand recognition of our customers depends on our ability to keep up with the rapidly changing technologies or conduct R&D and market our new products and services;
 - Competition from existing or new competitors may affect our market share in the SD-WAN markets and our revenue may be reduced;
 - Our business and financial performance depend on our ability to manage our inventory effectively;
 - Global trade policy uncertainties, which may affect the economics of the purchasing decisions of our end customers;
 - We do not have long-term purchase commitments from our customers which may lead to significant uncertainty and volatility within our revenue; and
 - We may be exposed to credit risk of our customers, affecting the collectability of trade receivables and adversely affecting our cash flow.
- 客戶對品牌的認可有賴於我們跟上迅速變化的技術的能力或對我們的新產品及服務進行研發及市場推廣的能力；
 - 來自現有或新的競爭對手的競爭或會影響我們於SD-WAN市場的份額及減少我們的收入；
 - 我們的業務及財務表現有賴於我們有效管理存貨的能力；
 - 全球貿易政策的不確定性，可能會影響我們最終客戶的經濟考慮和購買決策；
 - 我們沒有客戶的長期採購承諾，這可能導致我們的收入存在重大不確定性及波動；及
 - 我們或會承受客戶的信貸風險，這會影響我們收取貿易應收款項並對現金流量產生不利影響。

母公司擁有人應佔利潤

截至2020年12月31日止年度的母公司擁有人應佔利潤約14,230,000美元，按年增加約17.7%。

存貨

於2020年12月31日，本集團存貨約12,509,000美元(2019：約7,387,000美元)。年內，由於全球電子產品零部件出現短缺情況下，為確保本集團能夠應付當前及未來月份客戶的需求，本集團在年內提升了電子零部件的採購及存貨量。

2019年新型冠狀病毒肺炎之影響

為預防2019年新型冠狀病毒肺炎影響員工的健康和本集團的正常運作，本集團已要求在工作期間必須戴上口罩，彈性上下班時間安排以避免人群擠擁，以及居家工作安排等。

主要風險及不明朗因素

本集團面臨的若干主要風險及不明朗因素概述如下，其中部分非我們所能控制。

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The above is not an exhaustive list. Investors are advised to make their own judgement or consult their own investment advisers before making any investment in the shares.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2020, our bank borrowings amounted to approximately US\$3,378,000 (as at 31 December 2019: approximately US\$393,000) which are secured by the pledge of a time deposit amounting to US\$2,000,000 and mortgages over the Group's buildings with aggregate carrying value at the end of the period of approximately US\$1,073,000 (2019: approximately US\$1,102,000).

As at 31 December 2020, the gearing ratio (which is defined as total borrowings over total equity) of our Group was approximately 9.4% (2019: approximately 1.2%). The Directors confirm that the Group financed its operations principally from cash generated from its business operations and expect that this will continue to be the case in the coming year. We did not experience any liquidity problem during the year ended 31 December 2020.

AGEING ANALYSIS OF TRADE RECEIVABLES AND TRADE PAYABLES

For details of our ageing analysis of trade receivables and trade payables, please refer to note 17 and note 20 to the consolidated financial information, respectively.

FOREIGN CURRENCY EXPOSURE

A majority of the Group's sales and purchases, receipts and payments as well as most of our bank balances and cash are denominated in US\$. Our bank loans and operating expenses are mainly denominated in US\$ or HK\$ which is pegged to US\$. In this respect, there is no significant currency mismatch in our operational cash flows and the Group considers its exposure to foreign currency exchange risk to be insignificant.

EMPLOYEE AND SALARY POLICIES

The Directors consider the quality of employees as the most critical factor in maintaining the Group's business growth and enhancing our profitability. The Group offers remuneration packages including salary, bonuses and retirement benefits with reference to the performance and working experience of individual employees, and the prevailing market rates. As at 31 December 2020, the Group had 167 full-time employees. The total amount of staff costs of the Group (including equity-settled share-based payment expenses and directors' remunerations) for the year was approximately US\$8,215,000.

然而，以上所列並非全部。投資者於投資股份之前務請自行作出判斷或諮詢其投資顧問。

流動資金、財政資源及資本架構

於2020年12月31日，我們的銀行借款約3,378,000美元(於2019年12月31日：約393,000美元)，其以一筆2,000,000美元的定期存款以及本集團於報告期末的賬面總值約1,073,000美元(2019：約1,102,000美元)的樓宇作為借款抵押。

於2020年12月31日，本集團的資本負債比率(即借款總額除以權益總額)約9.4%(2019年：約1.2%)。董事確認，本集團主要以其業務營運所得現金為其營運提供資金，並預期來年將繼續如此。截至2020年12月31日止年度，我們並無遇到任何流動資金問題。

貿易應收款項及貿易應付款項的賬齡分析

有關貿易應收款項及貿易應付款項的賬齡分析詳情，請分別參閱本綜合財務報表附註17及附註20。

外幣風險

本集團大部分買賣、收支以及大部分銀行結餘及現金均以美元計值。本集團的銀行貸款及經營開支主要以美元或與美元掛鈎的港元計值。就此而言，本集團的經營現金流量並無重大貨幣錯配的情況，而本集團的營運亦無面對任何重大外幣兌換風險。

僱員及薪金政策

董事認為，僱員質素乃維持本集團業務增長及增強盈利能力的最重要因素。本集團參照個別僱員的表現及工作經驗與當前市場水平釐定薪金待遇(包括工資、花紅及退休福利)。於2020年12月31日，本集團有167名全職僱員。本集團於年內之員工成本總額(包括以權益結算之股份付款開支及董事酬金)為約8,215,000美元。

The Company also adopted a share option scheme approved on 21 June 2016 for the purpose of, among other things, recognition of employees' contribution to the Company's continued growth. During the year, the Company issued share options on 14 December 2020. Details have been set out in the section headed "Share Option Scheme" elsewhere in this annual report.

The emoluments of the Directors are decided by the Remuneration Committee having regard to the Group's operating results, individual performance and comparable market statistics.

RETIREMENT BENEFIT PLANS

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualified employees in Hong Kong. Contributions from employers and employees are 5% each of the employee's relevant income. The maximum mandatory contribution per employee is HK\$1,500 per month. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee. The expenses arising from the provident fund of the Group for the year ended 31 December 2020 were approximately US\$209,000 (2019: approximately US\$207,000).

The employees in the Group's subsidiary in Malaysia are members of the state-managed retirement benefit scheme, the Employees Provident Fund (the "EPF Scheme") operated by the Malaysia government. The subsidiary is required to contribute a certain percentage of payroll costs to the EPF Scheme. The only obligation of the Group with respect to the retirement benefit scheme is to make specified contributions. The retirement benefit scheme contribution arising from the EPF Scheme charged to profit or loss and other comprehensive income for the year ended 31 December 2020 were approximately US\$36,000 (2019: approximately US\$32,000).

The employees in the Group's subsidiary in Taiwan chose to participate in a defined contribution scheme governed by the Labour Pension Act of Taiwan. This subsidiary contributes at 6% of the total salaries of participating employees who have chosen to participate in the defined contribution scheme, deposited into individual pension accounts at the Bureau of Labour Insurance of Taiwan. The expenses arising from the defined contribution scheme for the year ended 31 December 2020 were approximately US\$30,000 (2019: approximately US\$21,000).

SIGNIFICANT INVESTMENTS HELD AND FUTURE PLAN FOR MATERIAL INVESTMENT

As at 31 December 2020, the Group has no significant investment held and material investment plan.

本公司亦於2016年6月21日採納一項購股權計劃，旨在(其中包括)確認僱員對本公司持續增長之貢獻。年內，本公司於2020年12月14日授出購股權。詳情已載於本年報「購股權計劃」章節。

董事之酬金由薪酬委員會經參考本集團之經營業績、個人表現及可供比較之市場數據決定。

退休福利計劃

本集團為所有香港合資格僱員設立強制性公積金計劃(「強積金計劃」)。僱主及僱員的供款為各僱員有關收入的5%。每名僱員的最高強制性供款為每月1,500港元。強積金計劃的資產於獨立受託人控制的基金中，與本集團的資產分開持有。截至2020年12月31日止年度，本集團公積金所產生的開支約209,000美元(2019年：約207,000美元)。

本集團馬來西亞附屬公司的僱員為馬來西亞政府所設立的國家退休福利計劃(僱員強制性公積金計劃(「僱員強積金計劃」)的成員。該附屬公司須將薪資成本的若干百分比作為僱員強積金計劃供款。本集團與退休福利計劃有關的唯一責任為作出指定供款。截至2020年12月31日止年度，僱員強積金計劃所產生計入損益及其他全面收益表的退休福利計劃供款約36,000美元(2019年：約32,000美元)。

本集團台灣附屬公司的僱員選擇參與由台灣勞工退休金條例監管之界定供款計劃。此附屬公司須就選擇參與界定供款計劃之僱員按其薪金總額之6%供款，並存放於台灣勞工保險局之個人退休金賬戶內。截至2020年12月31日止年度，界定供款計劃所產生的開支約30,000美元(2019年：約21,000美元)。

所持重大投資及重大投資的未來計劃

於2020年12月31日，本集團並無持有重大投資和重大投資計劃。

MATERIAL ACQUISITIONS AND DISPOSALS

During the year ended 31 December 2020, the Group had no material acquisitions or disposals of subsidiaries and associated companies.

COMMITMENTS

As at 31 December 2020, the Group had no capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements (2019: Nil).

PLEDGE OF ASSETS

The Group's bank facilities amounting to US\$10,772,000 (2019: US\$3,023,000), of which US\$3,000,000 amount (2019: Nil) had been utilised as at the end of the reporting period, are secured by the pledge of a time deposit of the Group's amounting to US\$2,000,000 (2019: Nil). The Group's bank loans are secured by mortgages over the Group's buildings, which had an aggregate carrying value at the end of the reporting period of approximately US\$1,073,000 (2019: US\$1,102,000).

重大收購及出售事項

截至2020年12月31日止年度，本集團並無有關附屬公司及聯營公司的重大收購或出售事項。

承擔

於2020年12月31日，本集團並無收購已訂約但未於綜合財務報表撥備的物業、廠房及設備的資本開支(2019年：無)。

資產抵押

本集團達10,772,000美元(2019年：3,023,000美元)當中的3,000,000美元(2019年：無)之信貸安排於報告期末已獲使用，乃以本集團達2,000,000美元(2019年：無)的定期存款作抵押。本集團的銀行貸款以本集團的樓宇作抵押，其於報告期末的賬面總值約為1,073,000美元(2019：約1,102,000美元)。

USE OF PROCEEDS FROM THE LISTING

The Company's ordinary shares were listed on the Main Board of Stock Exchange on 13 July 2016 ("Listing Date"). The net proceeds ("Net Proceeds") from the initial public offering amounted to approximately HK\$108.4 million (equivalent to approximately US\$14.0 million). Unutilised Net Proceeds as at 31 December 2020 amounted to approximately HK\$5.2 million (equivalent to approximately US\$0.7 million) is deposited into a licensed bank in Hong Kong as short-term fixed term deposits. To accommodate the changing needs of the Company's development, the Company made an announcement titled "Change in Use of Proceeds" on 30 October 2020 regarding a change in the use of proceeds. For more details please refer to that announcement.

As at 31 December 2020, the Group has utilised the Net Proceeds as follows:

上市所得款項用途

本公司普通股於2016年7月13日在聯交所主板上市(「上市日期」)。上市所得款項淨額(「所得款項淨額」)約為108.4百萬港元(相當於約14.0百萬美元)。於2020年12月31日未動用所得款項淨額約為5.2百萬港元(相當於約0.7百萬美元)，已作為短期存款存入香港持牌銀行。本公司擬根據本公司於2016年6月30早刊發之招股章程(「招股章程」)所載目的於未來幾年動用剩餘所得款項淨額。因應公司發展，本公司已於2020年10月30日就上市所得款項用途之改變作出標題為「變更所得款項用途」之公告。詳情請參閱公告內容。

於2020年12月31日，本集團已動用所得款項淨額如下：

		Original use of proceeds 原所得款 用途 % of total amount 佔總金額 百分比	New use of proceeds 新所得款 用途 % of total amount 佔總金額 百分比	Net proceeds 所得款項 淨額 US\$ million 百萬美元	Utilised amount 已動用 金額 US\$ million 百萬美元	Unutilised amount 未動用 金額 US\$ million 百萬美元
Strengthen our R&D capabilities:	提升研發能力：					
Expansion of R&D team	擴充研發團隊	22%	36%	5.06	4.39	0.67
Upgrade R&D facilities	升級研發設備	13%	3%	0.32	0.32	—
Establishment of a R&D centre	建立研發中心	13%	9%	1.23	1.23	—
Promotional and marketing activities	推廣及營銷活動	15%	15%	2.10	2.10	—
Improving marketing capabilities	提升營銷能力	13%	13%	1.87	1.87	—
Improve brand awareness	提升品牌知名度	3%	3%	0.48	0.48	—
Install an enterprise resource planning system	安裝一套企業資源規劃 系統	1%	1%	0.12	0.12	—
Strengthen patent portfolio	加強專利組合	10%	10%	1.40	1.40	—
Working capital and general corporate purposes	營運資金及一般公司 用途	10%	10%	1.40	1.40	—
		100%	100%	13.98	13.31	0.67

DECLARATION OF DIVIDENDS AND THE CLOSURE OF REGISTER OF MEMBERS

The Board has resolved to declare a second interim dividend of HK6.23 cents per share and a special dividend of HK2.17 cents per share (together, the “Dividends”) for the year ended 31 December 2020. For the purpose of determining the entitlement to the Dividends, the register of members of the Company will be closed on Monday, 15 March 2021. The record date for entitlement to receive the Dividends is Monday, 15 March 2021. In order to be qualified for the Dividends, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 12 March 2021. The cheques for payment of the Dividends are expected to be sent on Monday, 29 March 2021.

股息及就派息暫停辦理股份過戶登記手續

董事會已議決宣派截至2020年12月31日止年度之第二次中期股息每股6.23港仙以及特別股息每股2.17港仙(合稱「股息」)。本公司股東名冊將於2021年3月15日(星期一)暫停開放以釐定獲派股息人士的資格。獲派股息資格的記錄日期為2021年3月15日(星期一)。為符合資格收取股息，所有股份過戶文件連同相應股票須於2021年3月12日(星期五)下午4時30分前交往本公司的香港股份過戶登記分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。股息款項的支票將於2021年3月29日(星期一)寄出。

Corporate Governance Report

企業管治報告

The board of directors (the “Board”) of Plover Bay Technologies Company Limited (the “Company”), together with its subsidiaries (referred as the “Group” or “we” or “our” or “us”) is pleased to present the Corporate Governance Report of the Company for the year ended 31 December 2020.

CORPORATE GOVERNANCE CODE

The Board has committed to achieving high corporate governance standards. The Board believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders of the Company (“Shareholders”) and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “CG Code”) as its own code of corporate governance, and is committed to maintaining high standards of corporate governance as well as transparency. The Company has complied with all applicable code provisions of the CG Code during the year ended 31 December 2020.

The Board will continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) as its own securities dealing code to regulate all dealings by Directors of securities in the Company and other matters covered by the Model Code. Specific enquiry has been made of all the Directors and they have confirmed that they have complied with the Model Code during the year ended 31 December 2020.

珩灣科技有限公司(「本公司」)連同其附屬公司(下文統稱「本集團」或「我們」)董事會(「董事會」)欣然呈報本公司截至2020年12月31日止年度的企業管治報告。

企業管治守則

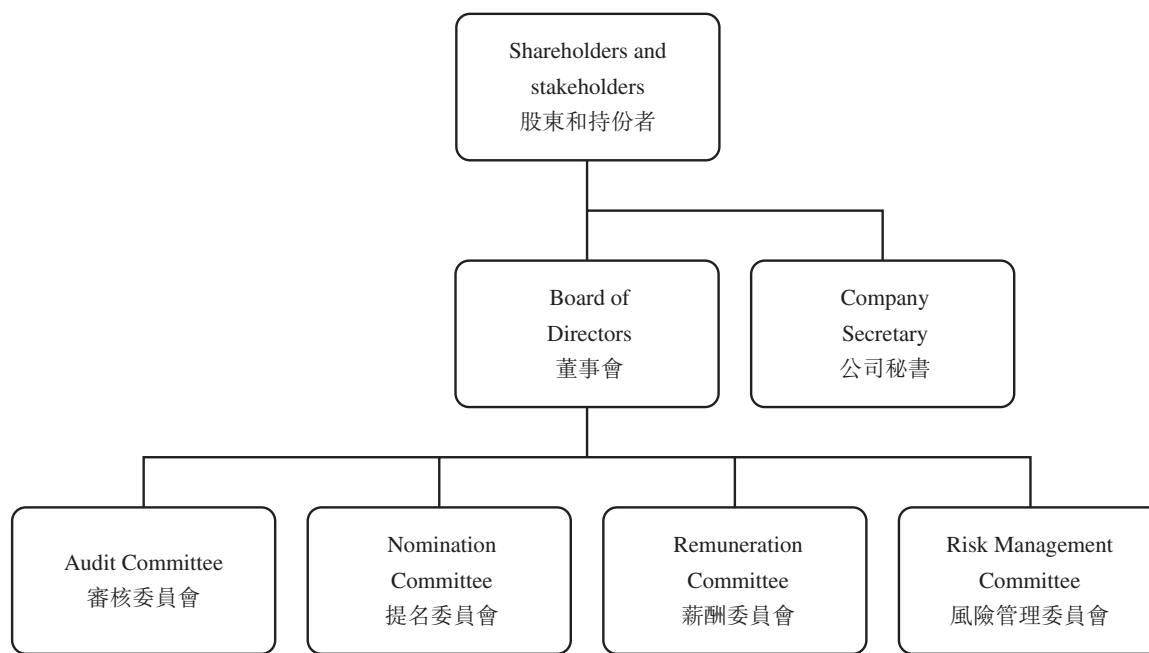
董事會已致力於達至高水平的企業管治標準。董事會相信，高水平的企業管治標準對本公司提供架構以保障本公司股東(「股東」)利益及提升企業價值及問責程度非常重要。本公司已採納企業管治守則(「企業管治守則」)作為其自身的企業管治守則，並致力於維持高水平的企業管治及透明度。截至2020年12月31日止年度，本公司已遵守企業管治守則所載的所有適用守則條文。

董事會將持續檢討及監督本公司的常規，以遵守企業管治守則並維持本公司高水準的企業管治常規。

證券交易的標準守則

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄10所載的上市發行人董事進行證券交易的標準守則(「標準守則」)作為其證券交易守則，以監管董事就本公司證券進行的所有交易及標準守則涵蓋的所有其他事宜。董事已作出特殊查詢且董事已確認彼等於截至2020年12月31日止年度已遵循標準守則。

CORPORATE GOVERNANCE STRUCTURE 企業管治架構



The Company strives to attain and maintain high standards of corporate governance best suited to the needs and interests of the Group as it believes that effective corporate governance practices is fundamental to enhancing shareholder value and safeguarding interests of Shareholders and stakeholders. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business.

本公司相信有效的企業管治常規是提升股東價值與保障股東及權益持有人權益的基本要素，因此其致力於達致並維持最符合本集團需要與利益的高企業管治水平。董事會制定適當之政策及實施恰當之企業管治常規來經營及發展本集團業務。

BOARD OF DIRECTORS

The Board currently comprises eight members, consisting of five executive Directors and three independent non-executive Directors. The function of the Board is to guide the management to ensure the interests of the Shareholders are safeguarded.

董事會

董事會目前由八名成員組成，包括五名執行董事及三名獨立非執行董事。董事會的職責為引導管理層以確保股東的權益獲得保障。

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

年內直至本年報日期期間的董事為：

Executive Directors

Mr. Chan Wing Hong Alex (*Chairman*)
Mr. Chau Kit Wai (*Chief Executive Officer*)
Mr. Yip Kai Kut Kenneth
Mr. Chong Ming Pui
Mr. Yeung Yu

執行董事

陳永康先生 (*主席*)
周傑懷先生 (*行政總裁*)
葉繼吉先生
莊明沛先生
楊瑜先生

Independent Non-Executive Directors

Dr. Yu Kin Tim
Mr. Ho Chi Lam
Mr. Wan Sze Chung

獨立非執行董事

余健添博士
何志霖先生
溫思聰先生

Biographical information of the Directors and relationship amongst them, if any, are set out in the section headed “Profile of Directors, Senior Management and Company Secretary” of this annual report.

The Company has received from each of its independent non-executive Directors the written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company, based on such confirmations, considers, them to be independent.

The Board delegates the authority and responsibility for implementing day-to-day operations, business strategies and management of the Group’s businesses to the executive Directors, senior management and certain specific responsibilities to the Board committees.

When the Board delegates aspects of its management and administration functions to the management, it has given clear directions as to the powers of management, in particular, with respect to the circumstances. While allowing management substantial autonomy to run and develop the business, the Board plays a key role in structuring and monitoring the reporting systems and internal controls. The composition and functions of each Board committee and their major roles and functions are described below. The final decision still rests with the Board unless otherwise provide for in the terms of reference of relevant committees.

The independent non-executive Directors bring a wide range of skills and business experience to the Group. They also bring independent judgment on the issues of strategy, performance and risk through their contribution to the Board meetings and to the committees’ meetings.

The Board is responsible for the oversight of the management of the Company’s business and affairs with the goal of maximising long term shareholder’s value, while balancing broader stakeholder interests. The Board has the following main duties:

- determine all the corporate matters;
- be responsible for the management, direction and supervision of the businesses of the Group; and
- be responsible to ensure the effectiveness on Group’s financial reporting and compliance.

The composition of the Board is well balanced with each Director having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group. All executive Directors, and independent non-executive Directors bring a variety of experience and expertise to the Company.

董事之履歷資料及彼等之間的關係(如有)載於本年報「董事、高級管理層及公司秘書履歷」章節。

本公司已根據上市規則第3.13條接獲各獨立非執行董事之獨立書面確認，基於該等確認，本公司認為獨立非執行董事具有獨立身份。

董事會將本集團業務之日常營運、業務策略及管理之權力及責任轉授執行董事、高級管理層並將若干指定責任轉授予董事委員會。

當董事會將管理及行政功能方面的權力委派予管理層時，已同時就有關管理層的權力，特別是在何種情況下給予清晰的指引。雖然允許管理層在充分自治的前提下經營及發展業務，但董事會在構建及監察申報制度及內部監控方面仍扮演著重要角色。各董事委員會的組成及功能以及彼等主要職責及功能描述如下。除相關董事委員會的職權範圍另有規定者外，董事會仍保留最終決策權。

獨立非執行董事為本集團帶來各方面的技術及業務經驗。彼等亦通過董事會會議及委員會會議，對策略問題、表現及風險作出獨立評估。

董事會負責監督本公司業務及事務的管理，目標為盡量提升長期股東價值，同時均衡更廣泛的股東權益。董事會的主要職責如下：

- 決定所有企業事宜；
- 負責本集團業務管理、方向及監督；及
- 負責確保本集團的財務申報及合規的有效性。

董事會的成員各有所長，而每名董事對於本集團所從事業務均具備充分行業知識、豐富的企業及策略規劃經驗及／或專門技術。所有執行董事及獨立非執行董事均能為本公司帶來各種經驗及專門技術。

BOARD MEETINGS AND BOARD PRACTICES

The Board holds regular meetings at appropriate intervals during a year. The Board will also meet on other occasions when a board-level decision on a particular matter is required. During the year ended 31 December 2020, the Board held 4 regular meetings. The attendance records of the Directors to these regular board meetings are set out in the table on page 28 of this annual report.

All minutes of the meetings, record in sufficient detail the matters considered and decisions reached, are kept by the Company Secretary and are open for inspection by Directors at any time.

The meetings are structured to allow open discussion. All Directors participate in discussing the strategy, operational and financial performance and internal control of the Group.

The Company Secretary assists the Chairman to prepare the agenda of the meeting and each Director may request to include any matters in the agenda. At least 3 days' notice is given to the Directors for the regular meetings by the Company. All substantive agenda items have comprehensive briefing papers which are distributed by the Company Secretary to Directors at least 3 days before the Board meetings so as to ensure that the Directors may receive accurate, timely and clear information to make informed decisions regarding the matters discussed in the meetings.

All Directors have access to the advice and services of the Company Secretary who regularly updates the Board on governance and regulatory matters. The Company Secretary is also responsible for ensuring the procedures of the Board meetings are observed and providing the Board opinions on matters in relation to the compliance with the procedures of the Board meetings.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE GROUP

The Chairman of the Group is Mr. Chan Wing Hong Alex and the Chief Executive Officer of the Group is Mr. Chau Kit Wai. The roles of Chairman and Chief Executive Officer are separate and not performed by the same individual to ensure a balance of power and authority, so that power is not concentrated in any one individual. The Chairman of the Group is primarily responsible for the management of the Board, whereas the Chief Executive Officer is primarily responsible for the daily operations and management of the Group.

The Chairman is responsible for leading the Board and ensuring the Board work effectively, through which the Chairman will ensure that good corporate governance practices and procedures are established and followed, and that all Directors receive all relevant information in a timely manner.

董事會會議及董事會常規

董事會年內會每隔一段適當時間召開定期會議。董事會亦將於需要就特別事項作出董事會決議時召開會議。截至2020年12月31日止年度，董事會僅召開4次定期會議。董事出席該等定期會議的會議記錄載於本年報第28頁中的表格。

載有所考慮事項及所達致決定的充分詳細的會議記錄由公司秘書保存，且可供董事於任何時間查閱。

會議的形式有利於進行坦誠討論。所有董事均會參與討論本集團的策略、營運及財務表現以及內部監控。

公司秘書協助主席編製會議議程，而每名董事均可要求將任何事項列入議程。本公司須就定期會議向董事發出最少三天的通知。所有主要議程項目須具備全面簡介文件，由公司秘書於董事會會議前至少三天向董事分發，確保董事可獲得準確、及時及清晰的資料就於會議上討論的事項作出知情決定。

所有董事可獲得公司秘書的建議及服務，而公司秘書會就管治及監管事項定期向董事會提供最新資料。公司秘書亦負責確保董事會會議依程序進行，並就有關遵守董事會會議程序的事項向董事會提供意見。

本集團主席及行政總裁

本集團主席乃陳永康先生及本集團行政總裁乃周傑懷先生。主席及行政總裁的職責須作區分並不應由同一人士兼任，以確保權力和授權制衡，不致權力集中於任何一名人士。本集團主席主要負責管理董事會，而行政總裁主要負責本集團的日常業務及管理。

主席負責領導董事會，及確保董事會有效運作，主席可藉此確保建立並遵守良好的企業管治常規及程序，及確保董事及時收取全部相關資訊。

The Chairman will also encourage all Directors, including the independent non-executive Directors, to actively participate in all board meetings and the committee meetings.

NON-EXECUTIVE DIRECTORS

Each of the independent non-executive Directors has entered into an appointment letter with the Company pursuant to which each of them is appointed for service with the Company for a term of three years. Their terms of appointment shall be subject to the rotational retirement provision of the articles of association of the Company.

BOARD COMMITTEES

To assist the Board in the execution of its duties, the Board has currently delegated specific functions to four Board committees. They are the Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee. As at the date of this annual report, the compositions of each committee are as follows:

Name 姓名	Audit Committee 審核 委員會	Remuneration Committee 薪酬 委員會	Nomination Committee 提名 委員會	Risk Management Committee 風險管理 委員會
Executive Directors:				
Mr. Chan Wing Hong Alex			C	C
Mr. Chau Kit Wai				M
Mr. Yip Kai Kut Kenneth				M
Independent non-executive Directors:				
Dr. Yu Kin Tim	M	M	M	
Mr. Ho Chi Lam	M			
Mr. Wan Sze Chung	C	M	M	

Notes: C Chairman of the relevant Board committees
M Member of the relevant Board committees

附註: C 相關董事委員會主席
M 相關董事委員會成員

The written terms of reference of Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee are available on the Company's website and the Stock Exchange's website.

主席亦鼓勵所有董事，包括獨立非執行董事，全力投入董事會會議及其轄下委員會之會議。

非執行董事

各獨立非執行董事已與本公司訂立委任函，據此，彼等各自於本公司之服務年期為期三年。彼等之委任期限須遵守本公司組織章程細則條文之輪席告退條文。

董事委員會

董事會目前向四個董事委員會委派指定職責，以協助董事會執行職務。董事委員會包括審核委員會、薪酬委員會、提名委員會及風險委員會。於本年報日期，各個委員會組成如下：

審核委員會、薪酬委員會、提名委員會及風險管理委員會的書面職權範圍載於本公司網站及聯交所網站。

Corporate Governance Report

企業管治報告

Audit Committee

We have established an Audit Committee pursuant to a resolution of our Directors passed on 21 June 2016. Our Audit Committee has written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report (“CG Code”) as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee of our Company are mainly to make recommendations to our Board on the appointment and dismissal of the external auditor, review the financial statements and information and provide advice in respect of financial reporting and oversee the risk management and internal control procedures of our Company. At present, the Audit Committee consists of three members being all independent non-executive Directors: Mr. Wan Sze Chung, who serves as chairman of the committee, Dr. Yu Kin Tim and Mr. Ho Chi Lam. The external auditor and the chief financial officer also attend meetings of Audit Committee by invitation.

During the year ended 31 December 2020, the Audit Committee held two meetings to review the annual results of the Group for the year ended 31 December 2019, and to review the interim results of the Group for the six months ended 30 June 2020. Subsequent to the financial year and up to the date of this report, the Audit Committee held another meeting to review the annual results of the Group for the year ended 31 December 2020. Other than to review financial reporting, all meetings were also held to assess compliance and internal control procedures.

The external auditors attended the meeting for the review of annual results to discuss with the Audit Committee on issues arising from the audit and financial reporting matters.

Remuneration Committee

We have established a Remuneration Committee pursuant to a resolution of our Directors passed on 21 June 2016. Our Company has written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code. The primary functions of the Remuneration Committee of our Company are to make recommendation to the Board on the overall remuneration policy and the structure relating to all Directors and senior management of our Group, review performance based remuneration and ensure none of our Directors determine their own remuneration. At present, the Remuneration Committee consists of three members: one executive Director, being Mr. Chan Wing Hong Alex, who serves as chairman of the committee, and two independent non-executive Directors, being Dr. Yu Kin Tim and Mr. Wan Sze Chung.

During the year ended 31 December 2020, the Remuneration Committee held one meeting to review and recommend the remuneration packages of the Directors to the Board, assess the performance of relevant Directors and other related matters.

審核委員會

根據董事於2016年6月21日通過的決議案，我們已成立審核委員會。審核委員會遵照《上市規則》第3.21條、《上市規則》附錄十四所載《企業管治守則》及《企業管治報告》(「《企業管治守則》」)的規定，以書面制定職權範圍。本公司審核委員會的主要職責是就外聘核數師的委任及罷免向董事會提供建議、審核財務報表及資料、就財務報告提供意見及監督本公司風險管理及內部控制程序。當前，審核委員會由三名成員組成，均為獨立非執行董事，即溫思聰先生(擔任審核委員會主席)、余健添博士及何志霖先生。外聘核數師及財務總監亦獲邀出席審核委員會會議。

於截至2020年12月31日止年度，審核委員會舉行了兩次會議以審閱本集團截至2019年12月31日止年度之年度業績及審閱本集團截至2020年6月30日止六個月之中期業績。於本財政年度隨後及截至本報告日期，審核委員會再舉行了一次會議以審閱本集團截至2020年12月31日止年度之年度業績。除為審閱財務申報外，所有會議亦為評估合規及內部監控程序而舉行。

外聘核數師參加年度審核業績會議以與審核委員會對由審計及財務申報事項引起的問題進行討論。

薪酬委員會

根據董事於2016年6月21日通過的決議案，我們已成立薪酬委員會。本公司遵照《上市規則》第3.25條及《企業管治守則》的規定，以書面制定職權範圍。本公司薪酬委員會的主要職責是就本集團全體董事及高級管理人員的整體薪酬政策及架構向董事會提供建議，檢討按表現發放的薪酬及確保概無董事自行釐定其酬金。當前，薪酬委員會由三名成員組成：一名為執行董事，即陳永康先生(擔任薪酬委員會主席)；其他兩名均為獨立非執行董事，即余健添博士及溫思聰先生。

截至2020年12月31日止年度，薪酬委員會舉行了一次會議以對董事薪酬待遇進行審查及向董事會作出推薦意見，評估相關董事的表現及其他相關事項。

Nomination Committee

We have established a Nomination Committee pursuant to a resolution of our Directors passed on 21 June 2016. Our Company has written terms of reference in compliance with the CG Code. The primary functions of the Nomination Committee of our Company are to review the structure, size and composition (including the skills, knowledge and experience) of our Board at least annually and make recommendation to our Board on any proposed changes to our Board to complement our Company's corporate strategy; identify individuals suitably qualified as potential board members and select or make recommendations to our Board on the selection of individuals nominated for directorships; to assess the independence of our independent non-executive Directors; and make recommendations to our Board on the appointment or reappointment of Directors and succession planning of Directors, in particular that of our Chairman and our Chief Executive Officer. At present, the Nomination Committee consists of three members: one executive Director, being Mr. Chan Wing Hong Alex, who serves as chairman of the committee, and two independent non-executive Directors, being Dr. Yu Kin Tim and Mr. Wan Sze Chung.

Pursuant to code provision B.1.5 of the CG Code, the remuneration paid to the members of the senior management by band for the year ended 31 December 2020 is set out below:

Remuneration bands 薪酬範圍		Number of person(s) 人數
Nil to US\$250,000	零至250,000美元	5
US\$250,001 to US\$550,000	250,001美元至550,000美元	1

The Company has a diversity policy of Board members. Under this policy, the diversity of the Board is considered in terms of factors such as gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments are based on merit, and candidates are considered against various objective criteria, with due regard for the benefits of diversity on the Board.

During the year ended 31 December 2020, the Nomination Committee held one meeting to review the structure, size and composition (including the skills, knowledge and experience) of our Board and no recommendation to our Board on any changes to our Board is proposed.

提名委員會

根據董事於2016年6月21日通過的決議案，我們已成立提名委員會。本公司遵照《企業管治守則》的規定，以書面制定職權範圍。本公司提名委員會的主要職責是至少每年檢討董事會的架構、規模及組成(包括技能、知識及經驗)，並就任何為配合本公司企業策略而擬對董事會作出的變動向董事會提出建議；物色具備合適資格可擔任董事的人士，並就挑選獲提名人士出任董事職務進行遴選或就此向董事會提出建議；評估獨立非執行董事的獨立性；並就董事委任或重新委任以及董事(尤其是主席及行政總裁)的繼任計劃的有關事宜向董事會提出建議。當前，提名委員會由三名成員組成，一名為執行董事，即陳永康先生(擔任提名委員會主席)；其他兩名均為獨立非執行董事，即余健添博士及溫思聰先生。

根據企業管治守則第B.1.5條，截至2020年12月31日止年度支付予高級管理人員之薪酬按範圍劃分如下：

本公司已制定董事會成員多元化政策。根據該政策，董事會多元化考慮多方面因素，如性別、年齡、文化及教育背景、種族、專業經驗、技術、知識及服務任期。董事會成員一律按用人唯才原則獲委任，而在考慮人選時會以各種客觀標準充分顧及董事會成員多元化的裨益。

截至2020年12月31日止年度，提名委員會已舉行了一次會議以審查董事會之構架、規模及組成(包括技能、知識及經驗)且並無就董事會的任何建議變動向董事會作出推薦意見。

Corporate Governance Report

企業管治報告

Risk Management Committee

We have established a Risk Management Committee pursuant to a resolution of our Directors passed on 29 February 2016. Our Company has written terms of reference in compliance with the CG Code. The primary functions of the Risk Management Committee of our Company are to enhance our Company's risk management ability and improve corporate governance of our Company, as well as to assess the latest sanctions-related risks our operations may be exposed to. At present, the Risk Management Committee consists of three members, being Mr. Chan Wing Hong Alex, who serves as chairman of the committee, Mr. Chau Kit Wai and Mr. Yip Kai Kut Kenneth. All of them are executive Directors.

For the year ended 31 December 2020, the Risk Management Committee held one meeting to review and assess the effectiveness of risk management and internal control systems.

ATTENDANCE AT MEETINGS

During the year ended 31 December 2020, the attendance records of the Directors at Board meetings, Audit Committee meetings, Remuneration Committee meetings, Nomination Committee meetings, Risk Management Committee meetings are as follows:

風險管理委員會

根據董事於2016年2月29日通過的決議案，我們已成立風險管理委員會。本公司遵照《企業管治守則》的規定，以書面制定職權範圍。本公司風險管理委員會的主要職責是加強本公司風險管理能力、提高本公司企業管治水平及評估業務可能面臨的最新相關制裁風險。當前，風險管理委員會由三名成員組成，即陳永康先生（擔任風險管理委員會主席）、周傑懷先生及葉繼吉先生。彼等均為執行董事。

截至2020年12月31日止年度，風險管理委員會已舉行了一次會議對風險管理及內部監控系統的有效性進行審查及評估。

會議出席情況

截至2020年12月31日止年度，董事出席董事會會議、審核委員會會議、薪酬委員會會議、提名委員會會議、風險管理委員會會議的出席記錄如下：

Name of Directors 董事姓名	Board meetings 董事會會議	Number of meetings attended 參加會議次數				Risk Management Committee meetings 風險管理委員會會議
		Audit Committee meetings 審核委員會會議	Remuneration Committee meetings 薪酬委員會會議	Nomination Committee meetings 提名委員會會議		
Executive Directors 執行董事						
Mr. Chan Wing Hong Alex 陳永康先生	4/4	—	1/1	1/1	1/1	1/1
Mr. Chau Kit Wai 周傑懷先生	4/4	—	—	—	—	1/1
Mr. Yip Kai Kut Kenneth 葉繼吉先生	4/4	—	—	—	—	1/1
Mr. Chong Ming Pui 莊明沛先生	4/4	—	—	—	—	—
Mr. Yeung Yu 楊瑜先生	4/4	—	—	—	—	—
Independent non-executive Directors 獨立非執行董事						
Dr. Yu Kin Tim 余健添博士	4/4	2/2	1/1	1/1	—	—
Mr. Ho Chi Lam 何志霖先生	4/4	2/2	—	—	—	—
Mr. Wan Sze Chung 溫思聰先生	4/4	2/2	1/1	1/1	—	—

CORPORATE GOVERNANCE FUNCTION

The Board, through Audit Committee, is responsible for performing the corporate governance functions, which includes developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements etc. During the year, the Board has reviewed the Company's policies and practices on corporate governance.

DIRECTORS' INDUCTION AND DEVELOPMENT

During the year, all Directors had received sufficient and relevant training and continuous professional development. In doing so, the Directors have undertaken various forms of activities relevant to the Company's business, Directors' duties and responsibilities. The Company held a training for all Directors to provide them with knowledge on the topics of Director's duties, Hong Kong Companies Ordinance, Securities and Futures Ordinance and anti-corruption laws.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of financial statements which give a true and fair view of the state of affairs of the Group. In preparing the financial statements which give a true and fair view, it is fundamental that the appropriate accounting policies are selected and applied consistently. The reporting responsibilities of the Company's external auditor on the audited consolidated financial statements of the Group are set out in the independent auditor's report on pages 63 to 69 of this annual report. The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

企業管治職能

董事會透過審核委員會負責執行企業管治職能，包括制定及檢討本公司之政策、企業管治常規、董事及高級管理人員之培訓及持續專業發展、本公司之政策及常規符合法定及監管規定等。本年度內，董事會已檢討本公司之政策及企業管治常規。

董事就任及發展

本年度內，全體董事已接受充足及相關培訓以及持續專業發展。就此，董事已採取各種形式的有關本公司業務、董事職責及責任的活動。本公司對全體董事舉行一次培訓，向彼等提供有關董事職責、香港公司條例、證券及期貨條例及反貪腐法律方面的知識。

董事及核數師對財務報表的責任

董事知悉彼等就編製真實與公平反映本集團事務狀況之財務報表須承擔責任。在編製該等真實與公平之財務報表時，必須選取及貫徹採用合適的會計政策。本公司外聘核數師對本集團經審核綜合財務報表之呈報責任載於本年報第63至69頁之獨立核數師報告。董事並不知悉任何存在重大不明朗因素的有關事件或情況可能對本集團持續經營的能力產生重大疑問。

INTERNAL CONTROL AND RISK MANAGEMENT

The Board has overall responsibilities for maintaining a sound and effective risk management and internal control systems of the Group. The systems include a defined management structure with limits of authority, and are designed for the Group to identify and manage the significant risks to achieve its business objectives, safeguard its assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant laws and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate risks of failure in the Group's operational systems and in the achievement of the Group's business objectives. The Group has dedicated internal audit function who reviews the effectiveness of the risk management and internal control systems from time to time in order to ensure that they meet with the dynamic and ever changing business environment.

For the year ended 31 December 2020, the Board, through Audit Committee and Risk Management Committee, conducted a review on the effectiveness of the Group's risk management and internal control systems, including financial, operational and compliance controls and risk management functions, adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and training program and budget. Appropriate measures have been put in place to manage the risks. No major issue was raised for improvement. The Board is satisfied with the effective risk management and internal control of the Company.

The Group regularly reminds the Directors and employees for the compliance of policies regarding the inside information, and provide them with update on the appropriate guidelines or policies to ensure the compliance with regulatory requirements. The Group has adopted a Code of Conduct which provides comprehensive guidance on best business practices, conflict of interest and financial dealings according to laws and regulation in countries we do business. During the year, we are not aware of any breach to the Code of Conduct.

COMPANY SECRETARY

Mr. Yip Kai Kut Kenneth is the Company Secretary of the Company. During the year, the Company Secretary undertook over 15 hours of professional training to update his skills and knowledge.

內部控制及風險管理

董事會的整體職責是要為本集團維持良好和有效的風險管理及內部監控系統。該系統包括已有界定授權限額的一個清晰明確的管理架構。此一架構乃為本集團識別及管理重大風險以實現其業務目標、保障資產免於未經授權的挪用或處置、確保維持妥善的會計記錄以提供可靠的財務資料供內部使用或作公佈之用，以及確保遵守各項法律及法規而設。此一架構是專為提供合理(但非百分百保證)的保證營運制度不會出現重大錯誤或損失，以及管理(而非消除)本集團營運系統失責的風險，以及為協助本集團達致業務目標而設。本集團已具備專門內部審計部門，不時檢討風險管理及內部監控系統之有效性，以確保其符合動態及不斷變化的業務環境。

截至2020年12月31日止年度，董事會透過審核委員會及風險管理委員會對本集團風險管理及內部監控系統之有效性進行檢討，包括財務、營運及合規控制及風險管理職能、資源充足性、本公司會計及財務申報部門人員之資格及經驗以及培訓計劃及預算。適當的措施已經實施以管理風險。並無主要問題需提出改進。董事會信納本公司具備有效之風險管理及內部控制。

本集團定期提醒董事及僱員遵守內幕資料的相關政策，並為彼等提供適用指引或政策的更新資料以確保其遵守規範要求。本集團已採納一套操守守則，為最佳營商手法、利益衝突以及根據我們營商的國家的法律及規例之財務交易提供全面指引。年內，本集團並沒有察覺任何有關操守守則的違規情況。

公司秘書

葉繼吉先生為本公司之公司秘書。年內，公司秘書已完成超過15個小時的專業培訓，以提高技能及獲取最新知識。

DIVIDEND POLICY

The board of directors of the Company has approved and adopted a dividend policy (the “Dividend Policy”) effective from 28 February 2019. The Company endeavours to maintain sufficient working capital to develop and operate the business of the Group and to provide stable and sustainable returns to the shareholders of the Company (“Shareholders”). During the year ended 31 December 2020, there has been no change to the Dividend Policy.

In determining the dividend for distribution to Shareholders, the Board will measure the capital needs in future years based on the future capital budget plan of the Company and consider factors such as profitability and financial structure and liquidity of the Company comprehensively.

The declaration and payment of dividend by the Company is subject to any restrictions under the Companies Law of the Cayman Islands and the Company’s articles of association and any other applicable laws and regulations. The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend, modify and/or cancel the Dividend Policy at any time. The Dividend Policy shall in no way constitute a legally binding commitment by the Group in respect of its future dividend and/or in no way obligate the Group to declare a dividend at any time or from time to time.

AUDITOR’S REMUNERATION

Ernst & Young is the external independent auditor of the Group. During the year ended 31 December 2020, the total fees paid/payable, excluding disbursements, in respect of audit and non-audit services provided by the Company’s external auditors are approximately as below:

		US\$’000 千美元
Audit services	審計服務	173
Non-audit services	非審計服務	3
Total	合計	176

AUDITORS

The consolidated financial statements of the Group for the year ended 31 December 2020 was audited by Ernst & Young, who were appointed as the auditor of the Company on 8 November 2017 to fill the casual vacancy arising from the resignation of Deloitte Touche Tohmatsu on 4 October 2017.

Save as disclosed above, there has been no other change of auditors for the preceding 3 years.

股息政策

本公司董事會已於2019年2月28日批准及採納股息政策(「股息政策」)。本公司致力維持足夠的營運資本以發展及經營本集團的業務，並向公司股東(「股東」)提供穩定及可持續回報。截至2020年12月31日止年度，股息政策概無變動。

根據股息政策，在決定是否建議派發股息及釐定股息金額時，董事會將根據公司未來資本預算計劃衡量未來的資金需求，並綜合考慮公司的盈利能力，財務結構和流動性等因素。

本公司宣派及派付股息亦須遵守開曼群島公司法及本公司組織章程細則及任何其他適用法律法規的任何限制。董事會亦將持續檢討股息政策並保留其唯一及絕對酌情權隨時更新、修訂、修改及/或取消股息政策。股息政策不會以任何方式構成本集團有關其未來股息的具法律約束力承諾及/或不會以任何方式令本公司有責任隨時或不時宣派股息。

核數師薪酬

安永會計師事務所是本集團的外聘獨立核數師。截至2020年12月31日止年度，有關本公司外聘核數師提供的審計及非審計服務之已付/應付費用總額(不包括墊付款)概約如下：

核數師

本集團截至2020年12月31日止年度之綜合財務報表由安永會計師事務所審核，其於2017年11月8日獲委任為本公司核數師，以填補德勤•關黃陳方會計師事務所於2017年10月4日辭任產生之臨時空缺。

除上文所披露者外，過往三年內核數師並無任何其他變動。

SHAREHOLDERS' RIGHTS

Pursuant to Article 64 of the Articles of Association of the Company (the "Articles"), extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding at the date of deposit of the requisition not less than 10% of the Company's paid up capital having the right of voting at general meetings of the Company, by written requisition to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition and put forward proposals; and such meeting shall be held within two months after the deposit of such requisition.

No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director by any Shareholder(s) and notice in writing by that person of his willingness to be elected including that person's biographical details as required by Rule 13.51(2) of the Listing Rules, shall have been lodged to the Board or the company secretary at the Company's principal place of business at Unit B, 5/F, Dragon Industrial Building, 93 King Lam Street, Lai Chi Kok, Kowloon, Hong Kong at least 7 days before the date of the general meeting.

Any Shareholder(s) of the Company who wish to raise his/their enquiry(ies) concerning the Company to the Board may deliver his/their written enquiry(ies) to the principal place of business of the Company in Hong Kong with the address at Unit B, 5/F, Dragon Industrial Building, 93 King Lam Street, Lai Chi Kok, Kowloon, Hong Kong or at any address notified by the Company from time to time and for the attention of the Chairman of the Board or the Company Secretary. Upon receipt of the enquiry(ies), the Company would reply as soon as possible.

Further details in relation to "Shareholders' Rights" are available and accessible on the Company's website at www.ploverbay.com.

INVESTOR RELATIONSHIPS

In order to maintain effective communications with the investing communities, the Group participated in a number of investment forums and communicated with analysts and fund management companies through various means. The Group also organised on-site visits and invited investors to trade shows to facilitate investors' understanding of our business.

In the future, the Group will maintain effective communications with investors through regular press releases, newsletters, updates to our website, and active participation in meetings and road shows.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2020, there has been no changes in the articles of association of the Company.

股東權利

根據本公司組織章程細則第64章(「細則」)，倘有關任何一位或以上於遞交要求當日持有不少於有權於本公司股東大會上投票之本公司繳足股本十分之一的股東，有權隨時透過向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要求中列明的交易及提出建議，則須召開股東特別大會；及相關會議將於遞交相關要求後兩個月內舉行。

退任董事以外的人士未經董事會推薦參選概無資格於任何股東大會參選出任董事職務，除非根據上市規則第13.51(2)條，任何股東發出書面意向通知提請該人士參選及該人士發出包含其個人履歷詳情之願意參選之書面通知，該等通知須於股東大會舉行日期前至少七日於本公司之主要營業地點(地址為香港九龍荔枝角瓊林街93號龍翔工業大廈5樓B室)提交予董事會或公司秘書。

任何有意就本公司向董事會提出查詢之本公司股東可向本公司位於香港之主要營業地點(地址為香港九龍荔枝角瓊林街93號龍翔工業大廈5樓B室)或本公司不時通知之任何地址遞交其書面查詢，並註明收件人為董事會主席或公司秘書。於收到查詢後，本公司將會盡快作出回覆。

有關「股東權利」之進一步詳情可於本公司網站www.ploverbay.com獲取。

投資者關係

本集團通過參與數項投資論壇以及透過各種渠道與分析員及基金管理公司溝通，加強與投資者的關係。本集團亦通過舉辦實地視察及邀請投資者出席展銷會，加深投資者對本集團業務之認識。

未來，本集團將會通過定期的新聞稿、通訊、網站的更新以及積極參與會議及路演，務求與投資者保持良好溝通。

章程文件

截至2020年12月31日止年度，本公司之組織章程細則概無重大變動。

Profile of Directors, Senior Management and Company Secretary

董事、高級管理層及公司秘書履歷

EXECUTIVE DIRECTORS

Mr. Chan Wing Hong Alex (陳永康) (“Mr. Chan”), aged 53, is our executive Director and Chairman, and the founder of our Group. Mr. Chan was appointed as Director on 5 May 2015 and designated as executive Director and Chairman of the Board on 27 November 2015. Mr. Chan has over 30 years of experience in electronic engineering and information technology industry. He is responsible for formulating overall strategies, planning and business development of our Group.

Mr. Chan received a higher certificate in electronic engineering from the Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1988, and obtained an executive master of business administration degree at The Hong Kong University of Science and Technology in May 2004.

Mr. Chau Kit Wai (周傑懷) (“Mr. Chau”), aged 46, is our executive Director, chief executive officer and general manager, who joined our Group in October 2007. Mr. Chau was appointed as Director on 27 November 2015 and designated as executive Director on 27 November 2015. Since 16 March 2015, Mr. Chau has been a director of Pismo Research (Malaysia) SDN. BHD.. Mr. Chau has over 20 years of experience in sales and marketing in information technology industry. Mr. Chau joined our Group in October 2007 as a manager of product management and marketing, and was then promoted to general manager in April 2008. He is responsible for product development, and managing and implementing sales and marketing strategies of our Group.

Mr. Chau graduated with a bachelor of science degree from The Chinese University of Hong Kong in December 1996, and obtained a degree of master of business administration at The Hong Kong University of Science and Technology in November 2006.

Mr. Yip Kai Kut Kenneth (葉繼吉) (“Mr. Yip”), aged 46, is our executive Director, patent counsel and company secretary. Mr. Yip was appointed as executive Director on 27 November 2015. Mr. Yip has over 18 years experience in technology industry. He joined our Group in September 2011 as patent counsel. Mr. Yip has been qualified as a solicitor of Hong Kong since December 2010. He is responsible for overseeing the intellectual property and legal aspects of our Group.

Mr. Yip graduated with a bachelor’s degree from University of Waterloo in electrical engineering in May 1997 and a master’s degree from Leland Stanford Junior University in electrical engineering in January 1999. He obtained a master of laws degree in Chinese and Comparative Law from City University of Hong Kong in November 2004. He then studied as an external student and obtained a bachelor of laws degree from the University of London in August 2006, and later received a postgraduate certificate in laws from City University of Hong Kong in July 2008.

執行董事

陳永康先生(「陳先生」)，53歲，為執行董事兼主席，並為本集團創辦人。陳先生於2015年5月5日獲委任為董事，並於2015年11月27日獲任命為執行董事兼董事會主席。陳先生於電子工程及資訊科技行業擁有逾30年經驗。陳先生負責為本集團制定整體策略、規劃及業務開發計劃。

陳先生於1988年11月獲香港理工(現名為香港理工大學)電子工程高級證書，並於2004年5月獲香港科技大學行政人員工商管理碩士學位。

周傑懷先生(「周先生」)，46歲，為執行董事、行政總裁兼總經理，於2007年10月加入本集團。周先生於2015年11月27日獲委任為董事，並於2015年11月27日獲任命為執行董事。自2015年3月16日起，周先生出任Pismo Research (Malaysia) SDN. BHD.董事。周先生在資訊科技行業擁有逾20年的銷售及市場推廣經驗。其於2007年10月加入本集團，並擔任產品管理及市場推廣經理，後於2008年4月晉升為總經理。彼負責本集團產品開發、管理及實施銷售及市場推廣策略。

周先生於1996年12月畢業於香港中文大學，獲理學學士學位；於2006年11月畢業於香港科技大學，獲工商管理碩士學位。

葉繼吉先生(「葉先生」)，46歲，為執行董事、專利法律顧問及公司秘書。葉先生於2015年11月27日獲任命為執行董事。葉先生在技術行業擁有逾19年的經驗。其於2011年9月加入本集團，擔任專利律師。自2010年12月起，葉先生已獲香港律師資格。其負責監管本集團的知識產權及法律事務。

葉先生於1997年5月自滑鐵盧大學畢業，獲電機工程學士學位，並於1999年1月自斯坦福大學獲得電機工程碩士學位。於2004年11月，其自香港城市大學獲得中國法與比較法學碩士學位。於2006年8月，葉先生以校外生身份自倫敦大學獲得法學學士學位，其後於2008年7月自香港城市大學獲得法學專業證書。

Profile of Directors, Senior Management and Company Secretary

董事、高級管理層及公司秘書履歷

Mr. Chong Ming Pui (莊明沛) (“Mr. Chong”), aged 43, is our executive Director and director of hardware engineering. Mr. Chong was appointed as executive Director on 27 November 2015. Mr. Chong has over 14 years experience in hardware products developments. He is responsible for overall management of hardware development and purchasing and production of our Group. In January 2007, Mr. Chong joined our Group as a product development manager and then was promoted to director of hardware engineering in February 2011.

Mr. Chong graduated with a bachelor of engineering degree in electrical energy systems engineering in November 2000 and obtained a master of science degree in engineering (communication engineering) in December 2004 from the University of Hong Kong.

Mr. Yeung Yu (楊瑜) (“Mr. Yeung”), aged 45, is our executive Director and director of software engineering. Mr. Yeung was appointed as executive Director on 27 November 2015. Mr. Yeung has over 19 years experience in software development industry. He is responsible for overall management of software development and quality assurance of our Group. In January 2007, Mr. Yeung joined our Group as a lead engineer of product development department and then was promoted to director of software engineering in February 2011.

Mr. Yeung graduated with a bachelor of science degree in electrical and computer engineering from the Ohio State University in March 2000.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Yu Kin Tim (余健添) (“Dr. Yu”), aged 63, was appointed as our independent non-executive Director on 21 June 2016. Dr. Yu is currently a director of Brighton Energy Hong Kong Ltd, a company that operates manufacturing facility for casting, forging, machining, fabricating and finishing the large steel components required for nuclear and conventional power generation, for petrochemical and coal liquefaction pressure vessels, and for other heavy industry uses. From May 2004 to October 2006, Dr. Yu became the managing director for North Asia of Allied Telesyn Hong Kong Limited, a provider of secure IP and Ethernet access solutions, and from November 2006 to May 2008 he served as the managing director of Blue Coat Systems HK Limited, a company provides services of business applications, network infrastructure and information technology solutions. He subsequently worked as a senior manager, channel and alliance in SAP Hong Kong Co. Limited, an enterprise application software provider with its headquarters in Germany, from July 2008 to May 2009. From June 2009 to January 2010 and from February 2010 to December 2014, Dr. Yu was general manager of engineering service group and the president of Brighton Equipment Corporation Limited, respectively, a company that provides pre-sale support, installation and after-sale support.

莊明沛先生(「莊先生」), 43歲, 為執行董事兼硬件工程總監。莊先生於2015年11月27日獲任命為執行董事。莊先生在硬件產品開發擁有逾15年的經驗。其負責本集團硬件開發、採購及生產的全面管理。莊先生於2007年1月加入本集團, 擔任產品開發經理, 後於2011年2月晉升為硬件工程總監。

莊先生於2000年11月自香港大學獲得電機能源系統工程學學士學位, 並於2004年12月獲得工程(通訊工程)理學碩士學位。

楊瑜先生(「楊先生」), 45歲, 為執行董事兼軟件工程總監。楊先生於2015年11月27日獲任命為執行董事。楊先生在軟件開發行業擁有逾20年的經驗。其負責本集團軟件開發的整體管理及質量保證。於2007年1月, 楊先生加入本集團, 擔任產品開發部首席工程師, 後於2011年2月晉升為軟件工程總監。

楊先生於2000年3月畢業於俄亥俄州立大學, 獲得電氣及計算機工程理學學士學位。

獨立非執行董事

余健添博士(「余博士」), 63歲, 於2016年6月21日獲委任為獨立非執行董事。余博士現為莊明能源有限公司(一間經營生產鑄造、鍛造、機械加工、二次加工及精加工核能及常規發電、石化及煤液化壓力容器所需大型鋼組件的設備以及其他重工業所使用設備的公司)董事。自2004年5月至2006年10月, 余博士擔任Allied Telesyn Hong Kong Limited (安全IP及以太網接駁解決方案供應商)北亞區董事總經理, 及自2006年11月至2008年5月擔任Blue Coat Systems HK Limited (一間提供商業應用、網絡架構及資訊科技解決方案服務的公司)董事總經理。其後自2008年7月至2009年5月, 余博士擔任SAP Hong Kong Co. Limited (一間總部位於德國的企業應用軟件供應商)銷售渠道及合作高級經理。自2009年6月至2010年1月及自2010年2月至2014年12月, 余博士擔任莊明設備有限公司(一間提供售前支援、安裝及售後支援的公司)的工程服務組總經理及總裁。

Profile of Directors, Senior Management and Company Secretary 董事、高級管理層及公司秘書履歷

Dr. Yu received a higher diploma from The Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1981. He then obtained a master of business administration degree and a doctorate of business administration degree from The University of South Australia in December 1997 and December 2001, respectively.

Mr. Ho Chi Lam (何志霖) (“Mr. Ho”), aged 62, was appointed as our independent non-executive Director on 21 June 2016. Mr. Ho was employed by Cable & Wireless HKT Limited, a company listed on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (stock code: 00008) (which was acquired by and merged to Pacific Century Cyberworks in 2000 and was renamed to PCCW-HKT Limited), a provider of telecommunications services in Hong Kong, from August 1980 to February 2000, and his last position was group manager, corporate planning and development department. He then joined SUNeVision Holdings Limited, a company originally listed on the growth enterprise market of the Stock Exchange which was subsequently transferred to the main board of the Stock Exchange (stock code: 01686) on 22 January 2018, and provides services such as carrier-neutral data centre services, installation and maintenance of satellite distribution network, fibre-optic cable, networking and security surveillance systems, and consultancy service for wireless and broadband network projects, as a chief technology officer during its initial public offering in 2000 and appointed as an executive director in June 2000, and resigned from the same position in February 2001. Mr. Ho joined The Hong Kong and China Gas Company Limited, a company listed on the main board of the Stock Exchange (stock code: 00003), an energy supplier in Hong Kong, as a strategic programme manager of information technology department from August 2002 to October 2003. He later joined United Luminous International (Holdings) Limited, a company designs and manufactures sealed LED which are used for full colour video screens, information signs, traffic signals, automotive lighting, LED Backlights for LCD TV and specialty lighting, as a director of operation from June 2007 to February 2009. Mr. Ho has been a general manager of The Institute of Network Coding of The Chinese University of Hong Kong from April 2010 to March 2018.

Mr. Ho obtained a higher diploma in electronic engineering from The Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1978, a bachelor of science degree in engineering in November 1980 and master of science degree in engineering in November 1988 from The University of Hong Kong, and also completed extramural studies on a diploma course in business management from The Chinese University of Hong Kong in January 1986. He was admitted as a member and has become a fellow member of The Hong Kong Institution of Engineers since March 1986 and June 1996, respectively.

余博士於1981年11月獲香港理工(現名為香港理工大學)高級文憑。其後,其分別於1997年12月及2001年12月獲南澳大學工商管理碩士學位及工商管理博士學位。

何志霖先生(「何先生」), 62歲, 於2016年6月21日獲委任為獨立非執行董事。自1980年8月至2000年2月, 何先生受僱於香港電訊有限公司(一間於香港聯合交易所有限公司(「聯交所」)主板上市的公司, 為香港電訊服務供應商, 股份代號: 00008; 該公司於2000年被電訊盈科收購兼併後更名為電訊盈科香港電訊有限公司), 何先生於該公司擔任的最後一個職位是企業規劃及發展部集團經理。隨後, 何先生加入了新意網集團有限公司(一間原於聯交所創業板上市的公司, 其後於2018年1月22日轉移到聯交所主板(股份代號: 01686), 提供網絡中立數據中心服務、衛星分佈網絡的安裝及維護、纖維光纜、網絡及安全監測系統以及無線及寬帶網絡項目的諮詢服務等服務), 在該公司於2000年首次公開發售期間擔任首席技術官, 於2000年6月獲委任為執行董事, 後於2001年2月辭去執行董事職位。自2002年8月至2003年10月, 何先生加入了香港中華煤氣有限公司(一間於聯交所主板上市的公司, 為香港能源供應商, 股份代號: 00003), 擔任資訊科技部策略規劃經理。隨後, 自2007年6月至2009年2月, 其加入了為之光電(集團)有限公司(一間設計及生產用於全彩顯示屏、訊息標誌、交通訊號燈、自動照明以及用於LCD電視及專業照明的LED背照燈產品的公司), 擔任營運總監。自2010年4月至2018年3月, 何先生在香港中文大學網絡編碼研究所擔任總經理一職。

何先生於1978年11月獲香港理工(現名為香港理工大學)電子工程學高級文憑, 於1980年11月獲香港大學工程學理學學士學位, 於1988年11月獲香港大學工程學理學碩士學位, 並於1986年1月完成香港中文大學工商管理專業文憑課程校外進修。自1986年3月及1996年6月, 何先生分別為香港工程師學會會員及香港工程師學會資深會員。

Profile of Directors, Senior Management and Company Secretary 董事、高級管理層及公司秘書履歷

Mr. Wan Sze Chung (溫思聰) (“Mr. Wan”), aged 46, was appointed as our independent non-executive Director on 21 June 2016. Mr. Wan is currently a director in Jacob Walery Limited, a company specialising in providing corporate consultancy and training, a position Mr. Wan has held since 1 March 2007, and an independent non-executive director of E.Bon Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 00599), since 27 September 2004 which is principally engaged in the supply of architectural hardware, bathroom, kitchen collection and designer furniture in Hong Kong. He also holds certain workshops at the Hong Kong Polytechnic University and the Hong Kong Institute of Certified Public Accountants.

Mr. Wan graduated with a bachelor degree of arts in accountancy from The Hong Kong Polytechnic University in November 1997 and a master of business administration degree from The Chinese University of Hong Kong in December 2002. He then obtained a bachelor of law from Tsinghua University in January 2006, a master of education degree from University of Newcastle upon Tyne, in July 2006, and a graduate diploma in management research from University of South Australia in August 2008. Mr. Wan is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants since April 2002 and April 2007, respectively. He is also a fellow of the Hong Kong Institute of Directors and an associate member of the Chartered Institute of Arbitrators since July 2012 and February 2003, respectively.

SENIOR MANAGEMENT

Mr. Wong Shiu Kau (黃紹裘) (“Mr. Wong”), aged 49, is our e-commerce manager. Mr. Wong joined our Group in March 2014. He is responsible for overall management of online ordering system, information management system and operation system. Mr. Wong was a software developer in Oracle Corporation, a company engaged in software supply for enterprise information management from March 1997 to April 2003. Mr. Wong was a senior system analyst from February 2005 to March 2007, and was promoted to a development manager from April 2007 to February 2008, in YesAsia.com Limited, a company engaged in online store for Asian entertainment products. He then worked as a senior software engineer in TVB.com Limited, a company under the major commercial television station company in Hong Kong from March 2008 to July 2008.

He founded a company named FoodWee Limited, which was engaged in the business of advertising platform, in July 2010, and later he joined as an architect from July 2013 to March 2014 in Asurion Asia Pacific Limited, a company engaged in mobile technology device support.

Mr. Wong graduated with a bachelor of science degree in electrical engineering and obtained a master of science degree in electrical engineering in December 1993 and May 1995, respectively, in University of Wisconsin-Madison. He also obtained a master of science degree in marketing in the Chinese University of Hong Kong in December 2009.

溫思聰先生(「溫先生」), 46歲, 於2016年6月21日獲委任為獨立非執行董事。自2007年3月1日以來, 溫先生擔任威來利有限公司(一間專門提供企業諮詢及培訓的公司)董事及自2004年9月27日以來擔任怡邦行控股有限公司(一間於聯交所主板上市的公司, 主要於香港從事建築五金、浴室、廚房設備及傢俱設計的供應, 股份代號: 00599)獨立非執行董事。溫先生亦於香港理工大學及香港會計師公會舉辦工作坊。

溫先生於1997年11月獲香港理工大學會計學文學學士學位, 於2002年12月獲香港中文大學工商管理碩士學位。其後, 溫先生於2006年1月獲清華大學法學學士學位, 於2006年7月獲泰恩河畔紐卡素大學教育學碩士學位, 並於2008年8月獲南澳洲大學管理學研究研究生文憑。自2002年4月及2007年4月, 溫先生分別為香港會計師公會會員及特許公認會計師公會資深會員。自2012年7月及2003年2月, 溫先生分別為香港董事學會資深會員及特許仲裁員協會附屬會員。

高級管理人員

黃紹裘先生(「黃先生」), 49歲, 擔任本公司電子商務經理。黃先生於2014年3月加入本集團。其負責全面管理網上訂購系統、資訊管理系統及營運系統。自1997年3月至2003年4月, 黃先生於甲骨文公司(一間從事企業資訊管理軟件銷售的公司)擔任軟件開發員。自2005年2月至2007年3月, 黃先生於YesAsia.com Limited(一間主營亞洲娛樂產品網上商店的公司)擔任高級系統分析師, 其後自2007年4月至2008年2月晉升為該公司開發經理。自2008年3月至2008年7月, 黃先生於電視廣播有限公司(一間香港主要私營電視台公司旗下的公司)擔任高級軟件工程師。

於2010年7月, 黃先生成立了食域有限公司(一間從事廣告平台業務的公司), 其後, 自2013年7月至2014年3月, 其加入了一間從事流動科技裝置支援服務的公司, 即Asurion Asia Pacific Limited, 並擔任系統架構師一職。

黃先生畢業於威斯康辛大學麥迪遜分校, 並分別於1993年12月及1995年5月自該校獲得電機工程理學學士學位及電機工程理學碩士學位。黃先生亦於2009年12月獲得香港中文大學市場學理學碩士學位。

Directors' Report

董事會報告

The Board submits the Directors' Report together with the audited consolidated financial statements of the Group for the year ended 31 December 2020.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are the designing, development and marketing of SD-WAN routers and provision of software licences and warranty and support services. The principal activities of the subsidiaries of the Company are set out in note 1 to the audited consolidated financial statements.

BUSINESS REVIEW

The business review of the Group for the year is included in the Chairman's Statement on pages 4 to 6 and Management Discussion and Analysis on pages 9 to 20 of this annual report. We monitor core net profit, which is not a standard measure under Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, to provide additional information about our business performance. Core net profit represents our profit for the year attributable to owners of the Company before listing expenses and equity-settled share-based payment expenses.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on page 70 of this annual report.

An interim dividend of HK3.03 cents (2019: HK3.49 cents) per ordinary share was paid on 25 August 2020.

The Board has resolved to declare a second interim dividend of HK6.23 cents per share and a special dividend of HK2.17 cents per share for the year ended 31 December 2020, in an aggregate amount of approximately US\$11,615,000. The Dividends will be paid on 29 March 2021 to shareholders on the register of members on 15 March 2021.

FINANCIAL SUMMARY

A summary of the published results and of the assets, liabilities and equity of the Group for each of the five years ended 31 December 2020 is set out on pages 7 to 8 of this annual report. This summary does not form part of the audited consolidated financial statements.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 December 2020, calculated under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised), of the Cayman Islands, amounted to approximately US\$29,663,000 (2019: approximately US\$18,267,000).

董事會提呈截至2020年12月31日止年度之董事會報告及本集團經審核綜合財務報表。

主營活動

本公司為一間投資控股公司，其附屬公司主要從事SD-WAN路由器的設計、開發及市場推廣以及提供軟件許可及保修與支援服務。本公司附屬公司的主要活動載於經審核綜合財務報表附註1。

業務回顧

本集團年內的業務回顧載於本年報第4至6頁的主席報告及第9至20頁的管理層討論及分析。本集團監控核心淨利潤(並非香港會計師公會頒佈之香港財務報告準則規定之標準計算方式)，以提供有關本集團業務表現之額外資料。核心淨利潤指於上市開支及以權益結算之股份付款開支前本公司擁有人應佔年內利潤。

業績及股息

本集團截至2020年12月31日止年度的業績載於本年報第70頁的綜合損益及其他全面收益表。

每普通股3.03港仙(2019年：3.49港仙)之中期股息已於2020年8月25日分派。

董事會已議決就截至2020年12月31日止年度宣派第二次中期股息每股6.23港仙以及特別股息每股2.17港仙，總金額約為11,615,000美元。該股息將於2021年3月29日向於2021年3月15日名列股東名冊的股東派付。

財務概要

本集團截至2020年12月31日止五個年度各年度之已刊發業績及資產、負債及權益之摘要載於本年報第7至8頁。本摘要並非為經審核綜合財務報表之一部分。

可分派儲備

於2020年12月31日，本公司根據開曼群島公司法第22章(1961年法例3，經綜合及修訂)計算之可分派儲備約為29,663,000美元(2019年：約18,267,000美元)。

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the years are set out in notes 24 and 25 to the audited consolidated financial statements, respectively.

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2020.

DIRECTORS

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

Executive Directors

Mr. Chan Wing Hong Alex (*Chairman*)
Mr. Chau Kit Wai
Mr. Yip Kai Kut Kenneth
Mr. Chong Ming Pui
Mr. Yeung Yu

Independent non-executive Directors

Dr. Yu Kin Tim
Mr. Ho Chi Lam
Mr. Wan Sze Chung

In accordance with articles 108 and 109 of the articles of association of the Company, Mr. Chan Wing Hong Alex and Mr. Chau Kit Wai as executive Directors and Dr. Yu Kin Tim as an independent non-executive Director, will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to rule 3.13 of the Listing Rules. The Company considered all of the independent non-executive Directors to be independent.

股本及購股權

有關本公司本年度的股本及購股權變動的資料分別載於經審核綜合財務報表附註24及25。

優先購買權

根據本公司的公司細則或開曼群島法例，並無規定本公司須按比例向現有股東發售新股之優先購買權條款。

購買、贖回或出售上市證券

截至2020年12月31日止年度，本公司及其附屬公司概無購買、贖回或出售本公司的任何上市證券。

董事

於年內及截至本年報日期止期間之董事如下：

執行董事

陳永康先生 (*主席*)
周傑懷先生
葉繼吉先生
莊明沛先生
楊瑜先生

獨立非執行董事

余健添博士
何志霖先生
溫思聰先生

根據本公司公司細則第108及109條，執行董事陳永康先生及周傑懷先生以及獨立非執行董事余健添博士即將退任和符合資格並願意於應屆股東週年大會上膺選連任。

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立身份確認書。本公司認為，所有獨立非執行董事均屬獨立人士。

DIRECTORS', SENIOR MANAGEMENT'S AND COMPANY SECRETARY'S BIOGRAPHIES

Biographical details of the Directors, senior management and Company Secretary of the Company are set out on pages 33 to 36 of this annual report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' REMUNERATION

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group. In addition, the directors' remuneration is reviewed by the Remuneration Committee annually.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save for transactions disclosed elsewhere in this annual report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or its subsidiaries was a party and in which a Director or controlling shareholders of the Company and the Director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2020.

董事、高級管理層及公司秘書 的履歷

本公司董事、高級管理層及公司秘書的履歷詳情載於本年報第33至36頁。

董事的服務合約

所有在應屆股東週年大會提名連任之董事，概無與本集團任何成員公司訂立本集團不可在一年內沒有賠償(法定賠償除外)情況下予以終止之服務合約。

董事酬金

董事袍金須視乎股東大會上股東的同意而定。其他薪酬則由本公司董事會就董事職責、責任及表現及本集團的業績而釐定。此外，董事酬金每年由薪酬委員會審閱。

董事於交易、安排或合約之權益

於本年報其他章節所披露者外，本公司或其附屬公司於年末或年內任何時間，並無訂有任何對本集團業務而言屬重大且本公司董事或控股股東及董事的關連人士於當中擁有重大權益(不論直接或間接)的交易、安排及合約。

管理合約

於截至2020年12月31日止年度概無訂立或存有關於本公司全部或任何重大部分業務的管理及行政方面的合約。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 December 2020, the interests and short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept under to section 352 of the SFO, or as 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 of the Listing Rules were as follows:

董事及最高行政人員於股份、相關股份及債權證中的權益及淡倉

於2020年12月31日，董事及本公司最高行政人員於本公司及其相聯法團(定義見《證券及期貨條例》[《證券及期貨條例》]第XV部)的股份、相關股份及債權證中擁有的根據《證券及期貨條例》第352條記錄於登記冊，或根據《上市規則》附錄十所載的《上市發行人董事進行證券交易的標準守則》[《標準守則》]知會本公司及聯交所的權益及淡倉如下：

Long positions in shares and underlying shares:

於股份及相關股份的好倉

Name of Directors	Nature of interest	Number of ordinary shares of the Company interested	Number of underlying ordinary shares of the Company held under Share Option Scheme	Approximate percentage of shareholding %
董事姓名	權益性質	擁有權益之本公司普通股數目	根據購股權計劃持有的相關普通股數目	持股概約百分比 %
Chan Wing Hong Alex 陳永康	Beneficial owner 實益擁有人	756,000,000	—	70.5
Chau Kit Wai 周傑懷	Beneficial owner 實益擁有人	6,000,000	—	0.6
Yip Kai Kut Kenneth 葉繼吉	Beneficial owner 實益擁有人	6,000,000	—	0.6
Chong Ming Pui 莊明沛	Beneficial owner 實益擁有人	6,000,000	—	0.6
Yeung Yu 楊瑜	Beneficial owner 實益擁有人	6,000,000	—	0.6
		780,000,000	—	72.9

Save as disclosed above, as of the date of this annual report, so far as is known to any Director or chief executives of the Company, none of the Directors or chief executives of the Company had any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (ii) required to be recorded in the register kept by the Company pursuant to section 352 of the SFO; or (iii) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code. Details of the Director's interests in the share options granted by the Company are set out below under the heading "Share Option Scheme".

ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the paragraph headed "Share Option Scheme" below, at no time during the year ended 31 December 2020 was the Group a party to any arrangements to enable the Directors, supervisors or chief executives of the Company, to acquire benefits by means of acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate.

除上文所披露者外，於本報告日期，據本公司董事或最高行政人員所知，概無本公司董事或最高行政人員於本公司或其任何相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份及債權證中擁有(i)須根據《證券及期貨條例》第XV部第7及第8分部知會本公司及聯交所；或(ii)須根據《證券及期貨條例》第352條記錄於該條所述登記冊；或(iii)須根據《標準守則》知會本公司及聯交所的任何權益或淡倉。有關董事於本公司授出的購股權的權益詳情載列於下文「購股權計劃」。

認購股份或債權證的安排

除下文「購股權計劃」一段中披露者外，截至2020年12月31日止年度，本集團並無參與任何安排，致使本公司董事或最高行政人員可藉收購本公司或任何其他法人團體之股份或債務證券（包括債權證）而獲利。

Directors' Report

董事會報告

SHARE OPTION SCHEME

A share option scheme was conditionally adopted by the Company on 21 June 2016, and became effective on the Listing Date (the “Share Option Scheme”). Details of movements of the share options granted under the Share Option Scheme for the year ended 31 December 2020 are as follows:

購股權計劃

購股權計劃獲本公司於2016年6月21日有條件採納，且於上市日期生效（「購股權計劃」）。有關截至2020年12月31日止年度根據購股權計劃授出的購股權變動之詳情如下：

Grantee	Date of grant	Exercise price per share (HK\$)	Exercise period	Notes	Movement of share options during the year 根據購股權發行股份數目				
					At 1 January 2020 於2020年1月1日	Granted	Exercised	Lapsed/cancelled	At 31 December 2020 於2020年12月31日
承授人	授出日期	每股行使權 (港元)	行使期限	附註	期內授出	期內行使	期內失效／ 註銷		
Directors									
董事									
Mr. Chan Wing Hong Alex 陳永康	20/7/2016	0.483	20/7/2017–19/7/2021	(1), (2)	1,504,000	—	(1,504,000)	—	—
Mr. Chau Kit Wai 周傑懷	20/7/2016	0.483	20/7/2017–19/7/2021	(2)	1,504,000	—	(1,504,000)	—	—
Mr. Yip Kai Kut Kenneth 葉繼吉	20/7/2016	0.483	20/7/2017–19/7/2021	(2)	2,600,000	—	(2,600,000)	—	—
Mr. Chong Ming Pui 莊明沛	20/7/2016	0.483	20/7/2017–19/7/2021	(2)	1,504,000	—	(1,504,000)	—	—
Mr. Yeung Yu 楊瑜	20/7/2016	0.483	20/7/2017–19/7/2021	(2)	1,504,000	—	(1,504,000)	—	—
Consultants									
顧問									
	20/7/2016	0.483	20/7/2017–19/7/2021	(2)	576,000	—	(568,000)	—	8,000
	10/10/2017	1.872	10/10/2019–9/10/2022	(4)	2,600,000	—	—	(1,200,000)	1,400,000
	14/3/2018	1.934	14/3/2019–13/3/2023	(5)	3,300,000	—	—	(1,000,000)	2,300,000
	14/9/2018	1.02	14/9/2019–13/9/2023	(6)	2,200,000	—	—	(1,000,000)	1,200,000
	10/5/2019	1.18	10/5/2021–9/5/2024	(7)	100,000	—	—	—	100,000
Employees									
僱員									
	20/7/2016	0.483	20/7/2017–19/7/2021	(2)	19,626,000	—	(12,968,000)	(220,000)	6,438,000
	5/4/2017	0.72	5/4/2018–4/4/2022	(3)	7,319,000	—	(1,243,000)	(178,000)	5,898,000
	10/10/2017	1.872	10/10/2019–9/10/2022	(4)	2,940,000	—	—	(28,000)	2,912,000
	14/3/2018	1.934	14/3/2019–13/3/2023	(5)	3,200,000	—	—	(400,000)	2,800,000
	14/9/2018	1.02	14/9/2019–13/9/2023	(6)	9,227,000	—	(1,541,000)	(206,000)	7,480,000
	10/5/2019	1.18	10/5/2021–9/5/2024	(7)	2,972,000	—	—	(300,000)	2,672,000
	31/12/2019	1.12	31/12/2021–30/12/2024	(8)	1,100,000	—	—	(300,000)	800,000
	14/12/2020	0.922	14/12/2022–13/12/2025	(9)	—	2,400,000	—	—	2,400,000
Total: 合計					63,776,000	2,400,000	(24,936,000)	(4,832,000)	36,408,000

Notes:

1. Mr. Chan Wing Hong Alex is also the controlling shareholder of the Company.
2. For all share options granted on 20 July 2016, the first 25% of the total options can be exercised 1 year after the date of grant, and each 25% of the total options will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$0.46.
3. A total of 13,600,000 share options are granted on 5 April 2017. Among that, 25% of 8,400,000 can be exercised 1 year after the date of grant, and a further 25% will become exercisable in each subsequent year. For the remaining 5,200,000 options, 50% of the options can be exercised 2 years after the date of grant, and 25% will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$0.69.
4. For all share options granted on 10 October 2017, the first 50% of the total options can be exercised 2 years after the date of grant, and a further 25% of the total options will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$1.79.
5. For the 13,500,000 share options granted on 14 March 2018, 25% of the 9,900,000 options can be exercised 1 year after the date of grant, and 25% will become exercisable in each subsequent year. For the remaining 3,600,000 options, 50% can be exercised 2 years after the date of grant, and 25% will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$1.90.
6. For the 12,264,000 share options granted on 14 September 2018, 25% of 10,864,000 options can be exercised 1 year after the date of grant, and 25% will become exercisable in each subsequent year. For the remaining 1,400,000 options, 50% can be exercised 2 years after the date of grant, and 25% will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$0.93.
7. For all share options granted on 10 May 2019, the first 50% of the total options can be exercised 2 years after the date of grant, and a further 25% of the total options will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$1.12.
8. For all share options granted on 31 December 2019, the first 50% of the total options can be exercised 2 years after the date of grant, and a further 25% of the total options will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$1.10.
9. For all share options granted on 14 December 2020, the first 50% of the total options can be exercised 2 years after the date of grant, and a further 25% of the total options will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$0.92.

Further details of the Share Option Scheme are set out in note 25 to the audited consolidated financial statements.

附註：

1. 陳永康先生亦為本公司一名控股股東。
2. 就所有於2016年7月20日授出之購股權而言，購股權總額之首25%可在授出日期起計一年後行使，而股權總額之各25%可以在其後每年行使。緊接購股權授出日期前的股份收市價為0.46港元。
3. 於2017年4月5日共授出13,600,000份之購股權，其中8,400,000份的25%可以在授出日期起計一年後行使，而其後每年可以再行使此購股權之25%。至於餘下5,200,000份購股權，其中50%可在授出日期起計兩年後行使，而其後每年可以再行使此購股權之25%。緊接購股權授出日期前的股份收市價為0.69港元。
4. 所有於2017年10月10日授出之購股權總額之首50%可在授出日期起計兩年後行使，而購股權總額之各25%可以在其後每年行使。緊接購股權授出日期前的股份收市價為1.79港元。
5. 於2018年3月14日共授出13,500,000份之購股權，其中9,900,000份的25%可以在授出日期起計一年後行使，而其後每年可以再行使此購股權之25%。至於餘下3,600,000份購股權，其中50%可在授出日期起計兩年後行使，而其後每年可以再行使此購股權之25%。緊接購股權授出日期前的股份收市價為1.90港元。
6. 於2018年9月14日共授出12,264,000份之購股權，其中10,864,000份的25%可以在授出日期起計一年後行使，而其後每年可以再行使此購股權之25%。至於餘下1,400,000份購股權，其中50%可在授出日期起計兩年後行使，而其後每年可以再行使此購股權之25%。緊接購股權授出日期前的股份收市價為0.93港元。
7. 所有於2019年5月10日授出之購股權總額之首50%可在授出日期起計兩年後行使，而購股權總額之各25%可以在其後每年行使。緊接購股權授出日期前的股份收市價為1.12港元。
8. 所有於2019年12月31日授出之購股權總額之首50%可在授出日期起計兩年後行使，而購股權總額之各25%可以在其後每年行使。緊接購股權授出日期前的股份收市價為1.10港元。
9. 所有於2020年12月14日授出之購股權總額之首50%可在授出日期起計兩年後行使，而購股權總額之各25%可以在其後每年行使。緊接購股權授出日期前的股份收市價為0.92港元。

有關購股權計劃的進一步詳情載於經審核綜合財務報表附註25。

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

Other than as disclosed in the paragraph headed "Directors' and chief executives' interests and short position in shares, underlying shares and debentures" above, the Directors have not been notified by any person (other than the Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares which shall be disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept pursuant to Section 336 of the SFO.

NON-COMPETITION UNDERTAKINGS

Mr. Chan Wing Hong Alex (the "Covenantor") has confirmed to the Company of his compliance with the terms of the Deed of Non-Competition during the year ended 31 December 2020.

Our independent non-executive Directors have reviewed compliance of the Deed of Non-Competition and were satisfied that the terms of the Deed of Non-Competition had been duly complied with and enforced during the year ended 31 December 2020.

As at 31 December 2020, in so far as the Directors were aware, none of the Directors or their respective associates had any interest in a business that competed or was likely to compete with the business of the Group.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2020, the Group's five largest customers in aggregate accounted for approximately 53.3% of the Group's total revenue (2019: approximately 53.7%) and the largest customer accounted for approximately 19.9% of the Group's total revenue (2019: approximately 30.0%).

During the year ended 31 December 2020, the Group's five largest suppliers in aggregate accounted for approximately 64.8% of the Group's total purchase (2019: approximately 63.1%) and the largest supplier accounted for approximately 26.7% of the Group's total purchase (2019: approximately 18.8%).

To the best of the knowledge of the Directors, none of the Directors, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the Group's five largest customers and suppliers.

主要股東於股份及相關股份中的權益及淡倉

除上文「董事及最高行政人員於股份、相關股份及債權證中的權益及淡倉」一段所披露者外，董事並無獲任何人士（本公司董事或最高行政人員除外）知會，按照須根據證券及期貨條例第336條存置的登記冊所記錄，其於股份或相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部的條文向本公司披露的權益或淡倉。

不競爭承諾

陳永康先生（「契約承諾人」）已向本公司確認，彼等自上市日期起至本公告日期止均妥善遵守由控股股東於上市日期所簽訂的不競爭契約（「不競爭契約」）之條款。

獨立非執行董事已審閱契約承諾人就不競爭契約合規事宜發出的聲明並信納，截至2020年12月31日止年度，不競爭契約之條款已獲妥善遵守及實施。

於2020年12月31日，據董事所知悉，概無董事或彼等各自的聯繫人於與本集團業務構成或可能構成競爭的業務中擁有任何權益。

主要客戶及供應商

於截至2020年12月31日止年度，本集團五大客戶合共佔本集團總收入約53.3%（2019年：約53.7%）及最大客戶佔本集團總收入約19.9%（2019年：約30.0%）。

於截至2020年12月31日止年度，本集團五大供應商合共佔本集團總採購量約64.8%（2019年：約63.1%）及最大供應商佔本集團總採購量約26.7%（2019年：約18.8%）。

就董事所知，概無董事、彼等聯繫人或任何股東（就董事所知佔本公司股本的5%以上）於本集團五大客戶及供應商中擁有權益。

RELATED PARTY TRANSACTIONS

The significant related party transactions entered into by the Group during the year ended 31 December 2020 set out in note 29 to the audited consolidated financial statements included transactions that constitute continuing connected transactions for which the disclosure requirements under the Listing Rules have been complied with.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2020, the following transactions between the connected person(s) (as defined in the Listing Rules) and the Company have been entered into and/or are ongoing for which relevant disclosure had been made by the Company in the Prospectus or disclosed by way of announcement in compliance with the disclosure requirements under Chapter 14A of the Listing Rules.

Pegatrack Limited, our wholly-owned subsidiary, as tenant, has entered into the following tenancy agreements which are required to be disclosed in this annual report:

關聯方交易

載於經審核綜合財務報表附註29中的本集團於截至2020年12月31日止年度訂立的重大關聯方交易包括構成持續關連交易而須遵守上市規則項下披露規定之交易。

持續關連交易

於截至2020年12月31日止年度，關連人士（定義見上市規則）及本公司之間的以下交易已訂立及／或持續進行，本公司已於招股章程中作出相關披露或根據上市規則第14A章項下的披露要求通過刊發公告予以披露。

我們的全資附屬公司Pegatrack Limited（作為租戶）已訂立下列租賃協議，且須披露於本年報中：

Date of transactions	Landlord	Location	Gross Area	Term	Annual lease payments	Purpose of property	Lease payments during the year ended 31 December 2020 截至2020年12月31日止年度租賃付款
交易日期	業主	位置	總面積	租期	年度租賃付款	物業用途	
20 December 2018	Open Gain Limited	Unit A2, 5/F, Hong Kong Spinners Industrial Buildings, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Hong Kong	1,276 sq.ft	1 January 2019 to 31 December 2021	2019: HK\$280,212 2020: HK\$291,540 2021: HK\$303,180	Product development	HK\$291,540
2018年12月20日	Open Gain Limited	九龍長沙灣青山道481號香港紗廠工業大廈6期5樓A2室	1,276平方呎	2019年1月1日至2021年12月31日	2019年：280,212港元 2020年：291,540港元 2021年：303,180港元	產品開發	291,540港元
20 December 2018	PBS Ventures Limited	Unit A5, 5/F, Hong Kong Spinners Industrial Buildings, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Hong Kong	2,953 sq.ft	1 January 2019 to 31 December 2021	2019: HK\$648,480 2020: HK\$674,700 2021: HK\$701,628	Office and product development	HK\$674,700
2018年12月20日	PBS Ventures Limited	九龍長沙灣青山道481號香港紗廠工業大廈6期5樓A5室	2,953平方呎	2019年1月1日至2021年12月31日	2019年：648,480港元 2020年：674,700港元 2021年：701,628港元	辦公室及產品開發	674,700港元

Directors' Report

董事會報告

Date of transactions	Landlord	Location	Gross Area	Term	Annual lease payments	Purpose of property	Lease payments during the year ended 31 December 2020 截至2020年12月31日止年度租賃付款
交易日期	業主	位置	總面積	租期	年度租賃付款	物業用途	租賃付款
20 December 2018	Nice Achieve Limited	Unit A6, 5/F, Hong Kong Spinners Industrial Buildings, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Hong Kong	1,844 sq.ft	1 January 2019 to 31 December 2021	2019: HK\$404,940 2020: HK\$421,320 2021: HK\$438,132	Office and product development	HK\$421,320
2018年12月20日	Nice Achieve Limited	九龍長沙灣 青山道481號 香港紗廠工業大廈 6期5樓A6室	1,844平方呎	2019年1月1日至 2021年12月31日	2019年：404,940港元 2020年：421,320港元 2021年：438,132港元	辦公室及產品開發	421,320港元
20 December 2018	Perfect Giant Limited	Unit A7, 5/F, Hong Kong Spinners Industrial Buildings, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Hong Kong	2,083 sq.ft	1 January 2019 to 31 December 2021	2019: HK\$457,428 2020: HK\$475,920 2021: HK\$494,916	Office and product development	HK\$475,920
2018年12月20日	Perfect Giant Limited	九龍長沙灣 青山道481號 香港紗廠工業大廈 6期5樓A7室	2,083平方呎	2019年1月1日至 2021年12月31日	2019年：457,428港元 2020年：475,920港元 2021年：494,916港元	辦公室及產品開發	475,920港元
20 December 2018	Talent Trend International Limited	Unit A8, 5/F, Hong Kong Spinners Industrial Buildings, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Hong Kong	2,083 sq.ft	1 January 2019 to 31 December 2021	2019: HK\$457,428 2020: HK\$475,920 2021: HK\$494,916	Office and product development	HK\$475,920
2018年12月20日	Talent Trend International Limited	九龍長沙灣 青山道481號 香港紗廠工業大廈 6期5樓A8室	2,083平方呎	2019年1月1日至 2021年12月31日	2019年：457,428港元 2020年：475,920港元 2021年：494,916港元	辦公室及產品開發	475,920港元
20 December 2018	Advance Action Limited	Unit A9, 5/F, Hong Kong Spinners Industrial Buildings, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Hong Kong	2,083 sq.ft	1 January 2019 to 31 December 2021	2019: HK\$457,428 2020: HK\$475,920 2021: HK\$494,916	Office	HK\$475,920
2018年12月20日	Advance Action Limited	九龍長沙灣 青山道481號 香港紗廠工業大廈 6期5樓A9室	2,083平方呎	2019年1月1日至 2021年12月31日	2019年：457,428港元 2020年：475,920港元 2021年：494,916港元	辦公室	475,920港元
20 December 2018	Plan Smart Limited	Unit B, 5/F, Dragon Industrial Building, 93 King Lam Street Cheung Sha Wan, Hong Kong	7,323 sq.ft	1 January 2019 to 31 December 2021	2019: HK\$1,493,892 2020: HK\$1,553,652 2021: HK\$1,615,788	Office and warehouse	HK\$1,553,652
2018年12月20日	Plan Smart Limited	九龍長沙灣 瓊林街93號 龍翔工業大廈5樓B室	7,323平方呎	2019年1月1日至 2021年12月31日	2019年：1,493,892港元 2020年：1,553,652港元 2021年：1,615,788港元	辦公室及倉庫	1,553,652港元

Date of transactions	Landlord	Location	Gross Area	Term	Annual lease payments	Purpose of property	Lease payments during the year ended 31 December 2020 截至2020年12月31日止年度租賃付款
交易日期	業主	位置	總面積	租期	年度租賃付款	物業用途	租賃付款
20 December 2018 2018年12月20日	Rise Gold Limited	Unit A, 5/F, Dragon Industrial Building, 93 King Lam Street Cheung Sha Wan, Hong Kong 香港九龍長沙灣瓊林街93號龍翔工業大廈5樓A室	7,012 sq.ft 7,012平方呎	1 January 2019 to 31 December 2021 2019年1月1日至2021年12月31日	2019: HK\$1,430,448 2020: HK\$1,487,664 2021: HK\$1,547,172 2019年: 1,430,448港元 2020年: 1,487,664港元 2021年: 1,547,172港元	Office and warehouse 辦公室及倉庫	HK\$1,487,664 1,487,664港元
20 December 2018 2018年12月20日	Real Energy Limited	Unit A1, 5/F, Hong Kong Spinners Industrial Buildings, Phase 6, 481 Castle Peak Road Cheung Sha Wan, Hong Kong 香港九龍長沙灣青山道481號香港紗廠工業大廈6期5樓A1室	1,077 sq.ft 1,077平方呎	1 January 2019 to 31 December 2021 2019年1月1日至2021年12月31日	2019: HK\$236,508 2020: HK\$246,072 2021: HK\$255,900 2019年: 236,508港元 2020年: 246,072港元 2021年: 255,900港元	Office and product development 辦公室及產品開發	HK\$246,072 246,072港元
20 December 2018 2018年12月20日	Conficiency Limited	Unit 8, 7/F, W668, 668/680 Castle Peak Road Cheung Sha Wan, Hong Kong 香港九龍青山道668/680號W668 7樓8室	1,035 sq.ft 1,035平方呎	1 January 2019 to 31 December 2021 2019年1月1日至2021年12月31日	2019: HK\$310,500 2020: HK\$326,028 2021: HK\$342,168 2019年: 310,500港元 2020年: 326,028港元 2021年: 342,168港元	Office 辦公室	HK\$326,028 326,028港元

Open Gain Limited, PBS Ventures Limited, Nice Achieve Limited, Perfect Giant Limited, Talent Trend International Limited, Advance Action Limited, Plan Smart Limited, Rise Gold Limited, Conficiency Limited and Real Energy Limited (collectively, the “Landlord Companies”) are wholly owned by Mr. Chan Wing Hong Alex, the controlling shareholder of the Company and executive Director. Therefore, each of Mr. Chan Wing Hong Alex and the Landlord Companies is a connected person of our Company for the purposes of the Listing Rules.

Open Gain Limited、PBS Ventures Limited、Nice Achieve Limited、Perfect Giant Limited、Talent Trend International Limited、Advance Action Limited、Plan Smart Limited、Rise Gold Limited、Conficiency Limited及Real Energy Limited (統稱「業主公司」)由本公司控股股東及執行董事陳永康先生全資擁有。因此，就上市規則而言，陳永康先生及業主公司均為本公司的關連人士。

Directors' Report 董事會報告

Directors' Confirmation

The independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into: (i) in the ordinary and usual course of business of the Group; (ii) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Review by the Company's auditor

Pursuant to Rule 14A.56 of the Listing Rules, the Company's auditor was engaged to perform certain review procedures in order to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. Our auditor has issued his unmodified independent assurance report on continuing connected transactions disclosed by the Group on pages 45 to 47 of this annual report in accordance with Rule 14A.56 of the Listing Rules. A copy of the independent assurance report has been provided by the Company to the Stock Exchange.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules from the Listing Date and up to the date of this annual report.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 21 to 32 of this annual report.

董事確認

獨立非執行董事已審閱上文持續關連交易並確認交易是：(i)於本集團一般日常業務過程中訂立；(ii)按一般商業條款訂立或，倘並無足夠可資比較的交易以判斷是否以一般商業條款訂立，則以不遜於提供予獨立第三方或從獨立第三方獲得(倘適用)的條款訂立；及(iii)根據監管該等交易的有關協議，按屬公平合理，且符合本公司股東整體利益的條款進行。

本公司核數師審查

根據上市規則第14A.56條，本公司核數師獲委聘，遵照香港會計師公會發出的《香港保證工作準則第3000號(經修訂)》的「審計或審閱過往財務資料以外的保證工作」，並參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，就本集團的持續關連交易進行若干審閱程序以作出報告。核數師已發出其未經修訂的獨立保證報告，有關本集團於本年報第45至47頁根據上市規則第14A.56條所披露之持續關連交易。本公司已經向聯交所提供獨立保證報告之副本。

足夠公眾持股量

根據本公司公開可得資料及就董事所知，本公司根據上市規則自上市日期起直至本年報日期已遵照上市規則維持規定的公眾持股量。

企業管治

本公司採納之主要企業管治常規載於本年報第21至32頁企業管治報告內。

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's articles of association, every Director for the time being of the Company shall be entitled to be indemnified out of assets of the Company against all losses or liabilities incurred or sustained by him as a Director about the execution of the duties of his office or otherwise in relation thereto provided that such indemnity shall not extend to any matter in respect of fraud or dishonesty which may attach to the Director.

The Company has taken out and maintained appropriate Directors' liability insurance coverage for the Directors.

EQUITY-LINKED AGREEMENT

Save as disclosed in the section headed "Share Option Scheme", no equity-linked agreements were entered into during the year or subsisted at the end of the year ended 31 December 2020.

EVENTS AFTER THE REPORTING PERIOD

There are no material subsequent events undertaken by the Company or by the Group after 31 December 2020 and up to the date of this annual report.

AUDITORS

Ernst & Young retire and a resolution for the reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Chan Wing Hong Alex
Chairman

Hong Kong, 25 February 2021

獲准許彌償條文

根據本公司之公司章程，本公司現時的所有董事就其任期內因執行其職務或與之相關而可能導致或承受之所有損失或責任，有權從本公司資產中獲得賠償，惟與董事本身之欺詐或不誠實事宜有關者則不能獲得賠償。

本公司已為董事購買及維持適當的董事責任保險。

股票掛鈎協議

除「購股權計劃」一節所披露者外，本集團並無於年內訂立或於截至2020年12月31日止年度維持任何股票掛鈎協議。

報告期末事項

於2020年12月31日後及直至本年報日期，本公司或本集團其後並無發生其他重大事項。

核數師

安永會計師事務所任期屆滿，本公司將會在應屆股東週年大會上提呈決議案續聘該公司為本公司之核數師。

承董事會命

主席
陳永康

香港，2021年2月25日

Environmental, Social and Governance Report

環境、社會及管治報告

OVERVIEW

The board of directors of Plover Bay Technologies Limited (the “Company”) and its subsidiaries (collectively the “Group” or “we”) is pleased to present this Environmental, Social and Governance (“ESG”) Report. The ESG report elaborates on the various work of the Group in fully implementing the principle of sustainable development and its performance of social and governance from 1 January 2020 to 31 December 2020 (the “year”). For information on our corporate governance, please refer to the “Corporate Governance Report” on pages 21 to 32 of this annual report.

SCOPE OF ESG REPORT

The ESG report presents the Group’s sustainability approach and performance in the environmental and social aspects of its business in Hong Kong during the year. The Group will continue to strengthen its efforts to collect information in order to enhance its performance in the environmental and social areas.

REPORTING GUIDELINES

The ESG report has been prepared in accordance with the “Environmental, Social and Governance Reporting Guide” as set out in Appendix 27 to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited.

STAKEHOLDER ENGAGEMENT

The Group values the views of our stakeholders, including not only employees, management and Directors but also customers, suppliers and communities. We communicate with our stakeholders on an ongoing basis through channels and platforms such as the online Community Forum, annual reports, surveys, regular dialogue and meetings.

During year 2017, we commissioned an independent third-party consultant to assist the Group in conducting a materiality analysis in a fair and equitable way. Our materiality assessment was implemented with three main phases. We started by identifying each of material issues in respect of environment, society and governance that might affect our business or stakeholders. Then, through a questionnaire carried out by the consultant, views and expectations of stakeholders on the Group’s disclosure of ESG issues were understood, and potential material issues were identified and prioritised accordingly. Upon reviewing the result of the survey, the Group identified 5 most material ESG issues and disclosed relevant information in the corresponding sections.

概覽

珩灣科技有限公司(「本公司」，連同其附屬公司，「本集團」或「我們」)董事會欣然呈報本環境、社會及管治報告。環境、社會及管治報告詳述本集團於2020年1月1日至2020年12月31日(「本年度」)期間全面推行可持續發展原則及履行社會及管治責任的各項工作。有關我們的企業管治資料，請參閱載於本年報第21至32頁之「企業管治報告」。

環境、社會及管治報告之報告範圍

環境、社會及管治報告呈現本集團於本年度香港業務在環境及社會責任方面的可持續發展策略及表現。本集團將繼續加強努力收集資料，以提升其於環境和社會責任方面之表現。

報告指引

環境、社會及管治報告已根據載於香港交易所有限公司證券上市規則附錄27「環境、社會及管治報告指引」編製。

持份者之參與

本集團重視各持份者的意見，不僅包括員工、管理層及董事，亦包括客戶、供應商及社區。我們通過網上社區論壇、年度報告、調查、定期對話及會議等渠道和平台持續與各持份者溝通。編製環境、社會及管治報告時，我們委任獨立第三方顧問協助本集團公平公正地進行重要性的分析。

於2017年度，我們委託獨立第三方顧問協助本集團以公平公正的方式實施重要性評估。此重要性評估通過三個主要階段進行。我們首先就環境、社會及管治各方面識別可能影響我們業務或持份者之重大事項，其後按照通過顧問進行問卷調查了解持份者在本集團如何披露環境、社會及管治事項方面之意見及期望將潛在重大問題識別及排序。本集團於回顧調查結果後識別出5項最重要的環境、社會及管治議題，並於相應章節中披露相關資料。

STAKEHOLDER ENGAGEMENT (Continued) **持份者之參與** (續)

Material Aspects 重大方面	Corresponding Section 相應章節
1. Customer Privacy 顧客隱私	— Commitment to Clients and Suppliers • Data Confidentiality — 對客戶及供應商的承擔 • 資料保密
2. Anti-corruption 反貪污	— Commitment to Clients and Suppliers • Anti-corruption — 對客戶及供應商的承擔 • 反貪污
3. Occupational Health and Safety 職業健康與安全	— Establishment of an Excellent Team • Occupational Health and Safety — 設立優秀團隊 • 職業健康及安全
4. Compliance with Laws and Regulations Relating to the Provision and Use of Products and Services 遵循有關提供產品與服務的法規	— Commitment to Clients and Suppliers • Supply Chain Management and Customer Focus — 對客戶及供應商的承擔 • 供應鏈管理及關注客戶
5. Employees' Remuneration and Benefits 員工薪酬及福利	— Establishment of an Excellent Team • Employees' Benefit — 設立優秀團隊 • 僱員福利

The data collected from the materiality assessment formed the basis for the Group to map out long-term strategies for sustainable development. After an evaluation on the materiality assessment results, we determined that the key material aspects identified in year 2017 are still largely relevant to our ESG framework in year 2020. We will continue to deepen the breadth and depth of communication with stakeholders in the future.

重要性評估所收集的數據為本集團制定長期可持續發展戰略提供基礎。經過對重要性評估得出的結果進行考量，我們認為2017年度確認的關鍵重大方面與2020年度的環境、社會及管治框架仍然十分相關。未來，我們將繼續深化與持份者溝通之廣度及深度。

ENVIRONMENTAL MANAGEMENT

As a responsible corporate citizen, the Group is committed to protecting natural resources and the global environment. Our commitment to emission reduction, energy and resources conservation encompasses every aspect of our operation, and we have complied with laws and regulation related to environmental protection. In light of our business nature, the operation of the Group does not generate air, water or land pollution or raise any significant environmental issues.

During the year, the Group continued to make improvements in the intensity of resources used in Energy Conservation, Use of Packaging Materials, Waste Management, and Green Operation.

Energy Conservation

The Group recognises the importance of maintaining environmental sustainability in its daily operation. As part of the Group's initiatives to reduce energy consumption, we set up a program to automatically switch off lights and air conditioners in the conference rooms after office hours and divide the office area into different zones using independent lighting switches. Meanwhile, a series of measures are taken to enhance the energy efficiency, such as allowing employees to dress in casual attire in office, adopting energy-efficient equipment and clean light fixtures and air conditioners regularly. In the year, the energy used by the Group was mainly for electricity for the Group's offices in Hong Kong. The energy consumption totaled 376 MWh, in which each square meter of the floor area used 0.13 MWh during the year 2020.

Water Management

Water is a precious natural resource. Everyone shares the universal responsibility to promote sustainable use of water resources on the Earth. Our business operation generates mainly domestic sewage. In the year, total water consumption of the Group was 390 cubic meters, which each square meter of the floor area used 0.13 cubic meters in average. We encourage employees to use resources properly in order to save water resource.

環境管理

身為有責任的企業公民，本集團致力於保護天然資源及全球環境。我們於我們營運的各個方面皆致力減排、節能及珍惜資源，並已遵守與環境保護有關之法律及規例。鑒於我們的業務性質，本集團之營運不會產生空氣、水質或土地污染或產生任何重大環境問題。

年內，本集團繼續於節約能源、包裝物料之使用、廢物管理及綠色營運方面的資源使用強度作出改進。

節約能源

本集團明白在日常運作中維持環境可持續發展的重要性。作為本集團降低能源消耗之部分措施，我們設計了一個系統於辦公時間外自動關掉會議室的電燈和冷氣，並將辦公區劃分為不同的區域及使用獨立的照明開關。同時，我們採取一系列措施提高能源效率，例如允許員工在辦公室穿著便裝、採用高能效設備及定期清潔燈具和空調。本年度，本集團使用的能源主要為本集團位於香港的辦公室使用的電力。2020年度用電總量為376兆瓦時，每平方米樓面面積消耗0.13兆瓦時。

水資源管理

水資源為珍貴的天然資源。每個人都有共同的責任提倡可持續地使用地球水資源。我們的業務主要產生生活污水。本年度，本集團用水總量為390立方米，平均每平方米樓面面積消耗0.13立方米。我們鼓勵員工正確使用資源，以節約水資源。

ENVIRONMENTAL MANAGEMENT *(Continued)*

Use of Packaging Material

The Group is committed to reduce the use of packaging material to minimise the impact on environment and natural resources. We reused packaging materials for products after repair or replacement products. In the year, packaging materials used by the Group are mainly cardboard paper and plastic, and the usage amounts are 20,641 kg and 1,969 kg respectively. The weight of packaging material used per thousand US dollars of revenue is 0.43 kg. During the year, a total of 2,340 kg of cardboard paper was also recycled.

Waste Management

Since the Group's business does not involve manufacturing activities, solid waste is mainly generated in daily office operations without generation of hazardous waste. We have adopted the "3Rs" principle, being reduce, reuse and recycle, as our waste management strategy. We implement the policy of double-sided printing and copying and disseminate information by electronic means whenever possible to reduce paper consumption. To further reduce our paper consumption, Office Automation ("OA") system is applied to substitute the traditional paper-based office administration system. We also reduce the use of paper by distributing newsletters electronically through our online forum, emails, and regular updates on our website rather than using paper marketing materials. Our employees are encouraged to use reusable products instead of non-refillable stationeries and office supplies. The waste paper and waste iron casing are recycled and transferred to qualified recycling companies. We also carry out stock checking regularly to prevent overstock.

After the implementation of the above measures, non-hazardous waste generated includes general waste, metal and paper, which amounted to 8.4 tons in total, with per thousand US dollars of revenue generating 0.16 kg of non-hazardous waste in the year. The following table shows the non-hazardous waste generated by the Group during the year ended 31 December 2020:

環境管理 *(續)*

包裝物料之使用

本集團致力減少使用包裝物料以減低對環境及天然資源的影響。維修或更換產品後，我們會重複使用包裝材料。本年度，本集團主要使用紙皮及塑膠包裝物料，而使用量則分別為20,641公斤及1,969公斤。每千美元收入平均使用0.43公斤的包裝材料。年內，亦總共回收了2,340公斤紙皮。

廢物管理

由於本集團業務不涉及製造業務，固體廢物主要於日常辦公室運作中產生，並無產生有害廢物。我們已採納「3R」原則(即減少廢物(Reduce)、廢物再用(Reuse)及循環再造(Recycle))作為廢物管理策略。我們實行雙面列印及複印政策，並盡可能以電子方式傳遞信息以減少紙張消耗。為進一步減少我們的紙張消耗，我們應用辦公室自動化(OA)系統以替代傳統紙張辦公室行政系統。我們亦通過我們的網絡論壇、電子郵件及定期更新網站以分發電子通訊，以代替紙張宣傳物品，從而減少使用紙張。我們鼓勵員工使用可重複使用的產品，而非不可替換用的文具和辦公用品。我們會回收廢紙和廢鐵殼再將其轉移至合資格的回收公司。我們亦會定期進行庫存檢查以防庫存過剩。

實施上述措施後，產生之無害廢物包括一般廢物、金屬及紙張，本年度合計總量為8.4噸，每千美元收入所產生的無害廢物為0.16公斤。下表列示本集團於截至2020年12月31日止年度所產生之無害廢物：

ENVIRONMENTAL MANAGEMENT (Continued)

Non-hazardous Waste generated by the Group during the year

環境管理 (續)

本集團本年度內所產生之無害廢物

Waste Type 廢物類別	Non-hazardous Waste Generated (tons) 所產生無害廢物(噸)		
	Total Amount 總量	Amount sent to Landfill 送至堆填區量	Recycled Amount 回收量
General waste 一般廢物	3.6	3.6	—
Metal 金屬	4.0	—	4.0
Paper 紙張	0.8	—	0.8
Sum of non-hazardous waste generated 所產生無害廢物總量	8.4	3.6	4.8

Green Operation

In consideration of the potential threats of climate change to the communities, the Group has made steady progress in reducing its carbon footprints across its businesses. Emissions of greenhouse gases (“GHG”) by the Group were mainly contributed by the consumption of purchased electricity and outsourced logistic activities. Apart from the launch of many initiatives mentioned in “Energy Conservation”, we employ multiple ways to reduce GHG emission. In terms of transportation, telephone conferences are held where possible to avoid any unnecessary overseas business travel while direct flights are chosen to reduce carbon emission caused by any inevitable business travel. We have also chosen logistics companies with proven track record on sustainable development to reduce our GHG emission.

In the year, the GHG emission for the operation was 378 tons, while 15 tons GHG emission was avoided by recycling of paper. Thus, the net GHG emission in total was 363 tons. Average net GHG emission from each square meter of total floor area was 0.12 tons in the year.

綠色營運

考慮到氣候變化對社區造成之潛在威脅，本集團已在所有業務中減少碳足跡，並在這方面取得穩定進展。本集團之溫室氣體排放主要源自使用購買電力及外判物流外活動。除於「節約能源」一段中所提及開展諸多舉措外，我們亦採取多種方式減少溫室氣體排放。在運輸方面，我們盡可能召開電話會議，以避免不必要的海外商務行程，同時在進行不可避免的商務行程時選擇直飛航班以減少所造成的碳排放。我們亦已選擇具有可持續發展記錄的物流公司，以減少我們的溫室氣體排放。

本年度，營運之溫室氣體排放為378噸，而通過循環用紙則已避免製造15噸溫室氣體排放。因此，淨溫室氣體排放總額為363噸。每平方米樓面面積於本年度平均排放0.12噸淨溫室氣體。

ESTABLISHMENT OF AN EXCELLENT TEAM

The Group believes that employees are our valuable asset. The Group firmly upholds the principle of treating each employee fairly and consistently in all matters and enforces its employment policies in accordance with the regulations of the *Employment Ordinance*. During the year, we strictly complied with laws and regulations relating to employment and occupational health and safety. To attract and retain the best talent, we offer a comprehensive range of benefits, training and development opportunities, as well as a conducive and engaging working environment free of safety and health hazards. In 2020, we continued to be awarded the “Good Employer Charter” by the Labour Department of the Hong Kong Special Administrative Region as a recognition of our employee-oriented and progressive good human resources management practices.

Employment

Effective recruitment process is one of the critical factors of successful talent management. Our recruitment process consists of age verification and identification examination to avoid child labor. Prior to commencement of employment, employees are provided with key information, such as the job duties and working hours of the position concerned, and the employment is in accordance with labor contract to prevent any forced labour.

As an equal opportunity employer, we are committed to providing employees with a discrimination-free workplace. Our human resources policies adhere to the principle of fairness. We hire diverse human resources, regardless of their disability, sex, family status and race. Due to the nature of our industry, a majority of staff are male but female is also welcomed to the Group.

As at 31 December 2020, the total number of employees of the Group is 171.

設立優秀團隊

本集團深信僱員乃是我們寶貴的資產。本集團堅守在所有事項公平一致地對待每一位員工的原則，並按照《僱傭條例》規例強制執行其僱傭政策。本年度，我們已嚴格遵守有關就業及職業健康及安全之法律及規例。為吸引及挽留最優秀的人才，我們提供一系列的全面福利、培訓及發展機會，以及有利發展且健康安全的工作環境。在2020年我們繼續獲香港特別行政區勞工處頒發「好僱主約章」，以嘉許本集團以僱員為本及與時並進的良好人事管理措施。

僱傭

有效的招聘流程乃成功管理人才之其中一項關鍵因素。我們的招聘流程包括年齡驗證及身份驗證，以避免聘用童工。開始就業前，我們會為僱員提供有關職位之工作職責及工作時間等重要資訊，且就業則符合勞工合約以防止任何強制勞動。

作為平等機會僱主，我們致力為僱員提供一個無歧視的工作場所。我們的人力資源政策堅守公平原則。我們聘用多元化人力資源，不論殘疾、性別、家庭狀況及種族。鑒於我們的行業性質，大部分員工為男性，惟亦歡迎女性加入本集團。

於2020年12月31日，本集團僱員總數為171人。

ESTABLISHMENT OF AN EXCELLENT TEAM *(Continued)*

Employee Number of the Group (by 31 December 2020)

設立優秀團隊 *(續)*

本集團僱員人數(於2020年12月31日)

2020 2020年		Number 人數
By Gender	按性別	
Male	男	114
Female	女	57
By Employment Type	按僱傭類別	
Full-time	全職	167
Part-time	兼職	4
By Age	按年齡	
< 30	<30歲	31
30–50	30–50歲	130
> 50	>50歲	10

Employees' Benefit

The Group recognises the importance of each employee and values their benefit. Employees' remuneration package is reviewed with reference to the comparable market level, employees' performance and our financial performance annually to ensure retention and attraction of high caliber employees. Apart from basic salary, we also offer guaranteed bonus and share options. Our share option scheme is open to all of our employees. We believe such share option scheme would keep our employees motivated and encourage them to grow together with the Group in the long run. As a family-friendly employer, we have implemented flexible working hours since 2010 to promote the concept of work-life balance to our employees. Employees could have more flexibility in balancing their family obligations and work duties. Our employees are eligible for different types of leaves, such as annual leave, maternity leave, paternity leave and special occasion paid leave. Employee compensation insurance is provided according to the law, while other entitlements including medical insurance and travel insurance are also provided. Upon receipt of a letter of resignation, an exit interview would be arranged to understand the reason of leaving and to improve the Group's operation. The payment of outstanding wages will be made on time.

僱員福利

本集團明白每位僱員的重要性並重視他們的福利。每年僱員的薪酬待遇均參考可比較之市場水平、僱員表現及我們的財務表現進行檢討，以確保保留及吸引高素質員工。除底薪外，我們亦提供有保證的花紅以及購股權。我們的購股權計劃對所有員工開放，我們相信長遠來看購股權計劃會持續激勵員工並鼓勵員工與本集團共同成長。作為家庭友善僱主，我們自2010年起已實施靈活工作時間，以向僱員推廣工作與生活平衡的概念。員工在平衡家庭義務和工作職責時可享有更大的靈活性。我們的員工有資格申請如年假、產假、陪產假及特殊狀況有薪假期等不同類型的假期。除法定的僱員賠償保險外，其他應享權利包括醫療保險及旅遊保險。收到辭職信時，我們將安排離職面談，以了解離職原因並改善本集團的運作。未付工資將按時完成支付。

ESTABLISHMENT OF AN EXCELLENT TEAM *(Continued)*

Occupational Health and Safety

Work safety is the cornerstone of the sustainable development of the Group. We seek to create a pleasant and comfortable workplace for our employees by carrying out preventive and corrective measures, including provision of adjustable seats, provision of footstep for easier reaching upward and regular maintenance of office equipment. We also provide sufficient tools upon employees request to safely complete their duties. Employees are expected to report accidents, injuries and unsafe equipment or practices to the management promptly. Emergency exits are well maintained to ensure the accessibility of our employees. In addition, we install air purifiers in the workplace to remove harmful particles like allergens, fine dust, and virus with sufficient air flow rate. We also regularly change water purifiers in the office to maintain drinking water safety. In order to strengthen the protection to our employees, the coverage of medical insurance policies is broadened. News and tips regarding to occupational health and safety are provided to employees to raise their awareness on health and safety. Fresh fruits are provided on a weekly basis to encourage our employees to have a healthy diet.

In light of the COVID-19 situation, we extended our flexible working hour to help employees avoid using public transport during rush hours and encouraged employees to work from home. We also made our conference rooms available for employees to have lunch to avoid dining in restaurants. In addition, workplace was disinfected regularly and more air purifiers were installed to improve air quality, and new ventilation system and auto door were installed in washing rooms to reduce the risk of virus transmission. We believe that employees' health, safety and well-being comes before work and we will always seek to create a better working environment for them.

As at 31 December 2020, the number of work-related death was zero, while the total working day affected by work-related injury was zero. The Group is committed to preventing any work-related injury to its employees, and has complied with relevant laws and regulations to provide a safe working environment and protecting employees from occupational hazards.

設立優秀團隊 *(續)*

職業健康及安全

工作安全乃本集團可持續發展之基石。我們力求透過採取預防和糾正措施，為我們的僱員創造一個愉快及舒適的工作環境包括提供可調式座椅、便於攀高的腳踏及定期維護辦公室設備。我們亦會在僱員的要求下提供足夠的工具以供彼等安全地完成任務。僱員應立即向管理層報告意外、負傷及不安全的設備或工作方式。我們會保持緊急出口暢通，以確保我們的員工使用時無障礙。此外，我們於工作場所安裝了空氣淨化器，以充分的空氣流量去除過敏源、細塵及病毒等有害微粒。我們亦按時更換辦公室內的濾水器以保持飲用水安全。為加強對員工的保護，我們擴大了醫療保單覆蓋範圍。我們為員工提供有關職業健康及安全的新聞及提示以提高彼等健康及安全意識。我們每週提供一次新鮮水果，鼓勵僱員健康飲食。

鑑於2019年新型冠狀病毒肺炎的情況，我們延長靈活工作時間以幫助僱員避免高峰時期使用公共交通出行並鼓勵僱員在家工作。我們還將會議室用作僱員午餐使用以避免外出餐廳就餐。除此之外，工作場所會定期消毒並安裝了更多空氣淨化器以改善空氣質量，洗手間安裝了新的通風系統和自動門，以減少病毒傳播的風險。我們相信員工的健康，安全和福祉優先於工作，我們將始終努力為他們創造更好的工作環境。

截至2020年12月31日，工傷死亡人數為零人，而受工傷影響之工作日總數為零日。本集團致力於防止任何僱員之工傷事故，並遵守有關法律及規則，提供安全的工作環境及保障僱員避免職業性危害。

ESTABLISHMENT OF AN EXCELLENT TEAM *(Continued)*

Development and Training

In order to establish an excellent team to accommodate the rapid development of the Group, our employees are required to receive performance evaluation which thoroughly assesses the employees' attributes, personal ability and performance at work. Annual appraisal serves not only as a process to document the performance of our employees, but also a precious opportunity to assist our employees to set their three-to-five year career plans. We believe two-way communication is crucial to employee engagement that drives job satisfaction and high productivity. We have provided a platform for quality communication between employees and management. Our promotion is executed on a fair and open basis and any form of discrimination is not tolerated. Competent employees will be considered for internal promotion in recognition of their efforts and contribution when there is a job vacancy.

The Group considers employees as the foundation of its achievements and provides career advancement opportunities to help employees reaching their full potential. To help new staff fit into our culture and get familiar with the new working environment, all new staff undergo an orientation which covers the topics relating to the Group's background, professional ethics and basic business protocol and professional knowledge and skills for the appointed position, duties and operational procedure and production safety etc. In addition to internal orientation, we also encourage and support employees taking training courses and workshops that are relevant to their roles at external organisations in order to enrich their knowledge in discharging their duties.

設立優秀團隊 *(續)*

發展及培訓

為建立一支優秀團隊以支援本集團之迅速發展，我們的員工必須接受績效評估，仔細地評估僱員素質、個人能力及工作表現。年度評估不僅為記錄員工績效的程序，亦是我們協助員工制定三至五年職業規劃的寶貴機會。我們相信雙向溝通對推動員工的投入度，以提高工作滿意度和生產率至關重要。我們已為員工及管理層之間提供高質溝通平台。升職乃按公平及公開基準執行且概不容忍任何形式的歧視。在有職位空缺的情況下，合符資格的僱員將被考慮進行內部晉升，以表彰他們的努力及貢獻。

本集團視僱員為其成就之基石並為員工提供職業發展機會，協助他們充分發揮潛能。為幫助新職員融入我們的文化並熟悉新的工作環境，所有新僱員都會進行入職培訓，內容涵蓋本集團背景、職業操守及基本業務規則以及有關聘用職位之專業知識及技能、操作程序及生產安全等。除內部入職培訓外，我們亦鼓勵並支持僱員參加由外部組織舉辦並與彼等職務相關之培訓課程及工作坊，以豐富與彼等職責相關的知識。

COMMITMENT TO CLIENTS AND SUPPLIERS

The Group is committed to maintaining a mutually beneficial good relationship with our clients and suppliers. To live up to this commitment, we strive to improve every aspect of our operation to create greater values for clients and the supply chain.

Supply Chain Management

Behind our continuous development and smooth business operation is the stability in the supply of materials. Our major suppliers comprise contract manufacturers and raw material suppliers. A supplier approval process is formulated to select supplier. We request the samples of the raw materials and development kit corresponding to the raw material from the potential suppliers and perform quality control tests on the sample to prevent the use of unqualified materials and ensure its quality. In order to evaluate the performance of potential contracted manufacturers, we visit their respective manufacturing facilities to assure the production scale and manufacturing capabilities. All contracted manufacturers are required to be accredited with ISO 14001 Environmental Management System and ISO 9001 Quality Management System Certification. Before entering into cooperation with the contracted manufacturers, product samples are ordered to ensure its quality meets our requirement. A balanced judgment is made after considering the suppliers' reputation, performance, test result, environmental and social factors. After supplier selection, we continuously evaluate the Group's suppliers. We also take the green purchasing principle into consideration. The usage of material is constantly evaluated to avoid overstocking and squandering resources.

對客戶及供應商的承擔

本集團致力與我們的客戶及供應商維持互惠良好關係。為履行此承諾，我們努力改善各方面的營運，為客戶及供應鏈創造更高的價值。

供應鏈管理

穩定的物料供應為我們持續發展和順利的業務運作提供支援。我們的主要供應商由合約製造商及原料供應商組成。我們會制定供應商審批流程以選擇供應商。我們向潛在供應商索取與原材料相對應之原材料樣品及開發套件，並對樣品進行質量控制測試，以防止使用不合格材料並確保其質量。為評估潛在合約製造商之表現，我們會到訪各個生產設施，以確保生產規模及製造能力。所有合約製造商均須獲取ISO 14001環境管理體系及ISO 9001質量管理體系認證。在與合約製造商進行合作前，我們會下訂產品之樣品以確保其質量符合我們的要求。在考慮供應商之聲譽、業績、測試結果、環境及社會因素後，我們會作出公平的判斷。選擇供應商後，我們會持續評估本集團的供應商。我們亦將綠色採購原則納入考量。我們會不斷評估物料的使用情況，以避免庫存過剩及浪費資源。

COMMITMENT TO CLIENTS AND SUPPLIERS (Continued)

Customer Focus

With the aim to assure the product safety and provide the best quality products and service that meets and exceeds our customers' expectation, stringent systematic quality controls are executed at every production stages, from procurement of component to the postsale software improvement. With clients in Hong Kong and various parts of the world, we strictly comply with the applicable regulations and laws related to product health and safety, advertising and labeling in the designated location, such as the *Consumer Goods Safety Ordinance, Sale of Goods Ordinance and Trade Marks Ordinance in Hong Kong and the Food and Drug Administration's Regulations and Federal Communication Regulations* in the U.S., the *Communications and Multimedia (Technical Standards) Regulations 2000* in Malaysia. Prior to mass production of our products, we develop sample prototypes and perform quality control tests and functional tests to ensure the target specification is met and the products comply with the standards or regulations relating to product health and safety. The golden sample which has passed the specified reliability test and regulation compliance test would be transferred to our contracted manufacturers for mass production. Concerning our product safety obligations, the suppliers responsible for the safety concerned part is required to be certified with international safety approval. The test cases along with product specifications are developed for us and contract manufacturers testing the hardware and software of our products to ensure the final products and the software developed conform to the product specifications. While our contract manufacturers test each product and component manufactured, our quality control team also performs tests for final products in random before shipping to customers.

In order to strengthen customer communications, an online system is established to collect customer opinion, and thereby, improve customer satisfaction. Meanwhile, our customers can avail themselves of various channels to file a complaint regarding our products and services. A designated department would investigate customer complaints and map out solutions to cater for customer demands. For defective products, customers are allowed to return for repair and replacement within warranty period. We strive to provide accurate information on our marketing material and forbid any false, misleading or inaccurate statement in any form of our marketing activities. We have numerous moderators who moderate and review reported problems in forum postings and assess the accuracy of advice provided by members of our online platform.

對客戶及供應商的承擔 (續)

關注客戶

為保證產品的安全性並提供能滿足且超越客戶期望之最佳產品及服務，我們從零件採購至售後軟件改進之每個生產階段均執行嚴格的系統性質量控制。我們的客戶遍布香港及世界各地，因此我們嚴格遵守指定地點之有關產品健康及安全、廣告及標籤之適用規例及法律（如香港《消費品安全條例》、《貨品售賣條例》及《商標條例》、美國《食品及藥物管理局規定》及《美國聯邦通訊委員會法規及聯邦通訊委員會之條例》以及馬來西亞2000年《通訊與多媒體（技術標準）規定》）。在大規模生產我們的產品前，我們會開發樣品原型，並進行質量控制測試及功能測試，以確保符合目標規格且產品符合有關產品健康及安全之標準或規例。已通過指定的可靠性測試及符合規例測試的標準樣品將被轉移至我們的合約製造商批量生產。為確保我們的產品安全，負責處理具有安全考量的部分之供應商須獲得國際安全認證。我們會為合約製造商開發測試工具，而合約製造商會將我們產品的硬件及軟件進行測試，以確保最終產品及開發之軟件符合產品規格。在我們的合約製造商對每件產品及組件進行測試的同時，我們的品質控制團隊亦會在最終產品交付予客戶前隨機進行測試。

為加強與客戶溝通，我們已設立網上系統收集客戶意見，從而提升客戶滿意度。同時，我們的客戶可以利用各種渠道就我們的產品及服務提出投訴。指定部門會對客戶投訴作出調查並制定解決方案以迎合客戶之需求。對於有缺陷的產品，客戶可在保養期內退還產品以作維修及替換。我們努力於宣傳物品上提供準確資料，並禁止於僱員在任何形式的營銷活動中作出任何虛假、誤導或不準確的陳述。我們有許多版主協調並審核論壇所舉報存在問題的論壇發帖，並評估論壇成員所提供建議的準確性。

COMMITMENT TO CLIENTS AND SUPPLIERS *(Continued)*

Data Confidentiality

We are fully aware of the importance of our proprietary technologies and our duty in maintaining the confidentiality of data from customers and business partners under laws and regulations, such as the *Personal Data (Privacy) Ordinance*, the Group spared no effort to protect their information and our intellectual property rights. Every employee is required to enter into a labour contract which strictly forbids the disclosure of confidential or proprietary information outside the Group, either during or after employment, without the Group's authorisation. Intellectual property rights associated with the technological achievements developed by our employees during the course of their employment with the Group belong to us. Access to confidential information or documents is restricted and granted on a need-to-know basis.

To step up protection of privacy for our customers, privacy and personal data that is collected, stored and transmitted by our products are safeguarded. Our SD-WAN routers are supported by our proprietary SpeedFusion technology which is capable of providing secured connections by using encryption to carry confidential data using public WAN connection. If our customers have different branch offices, our Balance series routers can keep the information transmitted confidential across the public internet. Our technology ensures a highly secured system to protect customers' privacy, which can be seen that we strive to and value the importance of maintaining the confidentiality of data. Besides security measures, we respect the choice of our customers on the use of their information, if they do not want us to use their information to make further contact with them. As at year ended 31 December 2020, we were not aware of any breach relating to the confidentiality provision by our employees.

In addition, confidential information, including our intellectual property, shared with our suppliers, contract manufacturers and distributors are protected by confidentiality agreements. If our business partners violate the terms of using our confidential information or trademark, we reserve the right to terminate the distribution agreement.

對客戶及供應商的承擔 *(續)*

資料保密

我們深知我們的專有技術及根據《個人資料(私隱)條例》等法例及規例為我們客戶及商業夥伴維護資料保密責任之重要性。本集團不遺餘力保護彼等資料及我們的知識產權。每個員工均須簽訂勞工合約，不得在受僱期間或離職後對外透露本集團的機密或專有資料。我們的僱員於受僱於本集團期間所開發技術成果相關知識產權均由我們所有。取用機密信息或文檔乃受限制並只於必須知道情況下授予權限。

為提高客戶的私隱保護，我們的產品所收集、存儲及傳輸之私隱及個人數據乃受保護。我們的SD-WAN路由器由我們專有的SpeedFusion技術提供支援，該技術能夠通過使用加密技術提供安全的連接，以在使用公共廣域網連接情況下傳輸機密數據。倘我們客戶設有不同分行，我們的Balance系列路由器可以讓資料於公共互聯網上傳輸時保持保密。我們的科技確保一個高度安全的系統以保護客戶私隱，由此可見我們就維護數據保密所作出之努力及對此之重視。除了安全措施外，倘客戶不希望我們使用他們的資料與他們進行進一步的聯繫，我們會尊重客戶對資料使用之選擇。截至2020年12月31日止年度，我們並無獲悉有任何僱員違反保密條款之情況。

此外，與我們的供應商、合約製造商及分銷商共享之保密信息(包括我們的知識產權)均受保密協議之保護。倘我們之業務合作夥伴違反了使用我們的機密信息或商標的條款，我們保留終止分銷協議的權利。

COMMITMENT TO CLIENTS AND SUPPLIERS (Continued)

Anti-corruption

With integrity being a core part of the Group's business ethics, we strictly comply with the laws and regulations regarding bribery, extortion, fraud and money laundering, such as the *Presentation of Bribery Ordinance*. To maintain high standards of corporate governance, we fulfill our commitment through abiding by anti-corruption policies and guidelines, such as acceptance of gifts and conflicts of interest. To live up to our anti-corruption commitment, whistleblowing policy is also formulated. Our employees are encouraged to report any suspected misconduct and violation of rules. Investigation work for whistleblowing reports is handled with strict confidentiality under all circumstances to preserve anonymity. Related procedures and guidelines are available in our code of conduct. If any employee does not know how to deal with a situation in a manner that complies with the code of conduct, they are encouraged to seek further advice.

We keep a close tab on various expenses to deter corruption and malpractice. Prior to the commencement of business relation with suppliers, we conduct assessment for the qualification, reputation and financial strength of the suppliers to guard ourselves against the involvement of money-laundering activities. As at 31 December 2020, the Group did not receive any complaint or incompliance or any case of corruption and bribery committed by our employees.

COMMUNITY INVESTMENT

Apart from our pursuit of business development, the Group spared no efforts in making commitment to the local community and our industry. During the year, we donated our routers to the Evangelical Free Church of China who helped to offer the devices to students who do not have fixed line access in the less fortunate area of living so that they could attend class online during the pandemic. We also donated masks to Rotary Club of Hong Kong Island West Hong Chi Morninghope School, benefiting the people in need during the worst time. In order to nourish an innovative environment and stay ahead of the latest trends and developments in the industry, an online Community Forum is established for everyone to seek information and share knowledge about our industry. Any person may obtain free membership of our online Community Forum. Furthermore, the online Community Forum is a discussion channel to exchange their new ideas. In addition to the online Community Forum, our distributors are invited to attend exhibitions and events in order to share our industry knowledge. As an enterprise with strong social conscience, we will continue to step up our philanthropic effort and drive employee involvement in serving the community and constructing an innovative society.

對客戶及供應商的承擔 (續)

反貪污

誠信為本集團商業道德的核心部分，我們嚴格遵守如《防止賄賂條例》等有關賄賂、勒索、欺詐及洗錢的法律及規例。為維持高水平的公司管治，我們通過遵守如有關接受饋贈及利益衝突等反貪政策及指導方針以履行我們的承諾。為履行我們的反貪承諾，我們亦已制定舉報政策。我們鼓勵員工舉報任何涉嫌不當行為及違規行為。調查舉報報告之工作於任何情況下均以嚴格保密方式處理，以保持舉報人士匿名。相關程序及指引載於我們的操守守則。倘任何員工未知如何以符合操守守則的方式處理某一情況，我們鼓勵彼等尋求進一步的建議。

我們密切關注各項開支以遏制貪污瀆職行為。在與供應商開展業務關係前，我們會對供應商的資質、聲譽及財務實力進行評估，以防止使我們自身參與洗錢活動。截至2020年12月31日止，本集團並未收到任何投訴或不合規或我們的員工所犯貪污賄賂行為之案例。

社區投資

除了追求業務發展外，本集團不遺餘力地貢獻本地社區及本行業。本年度，我們向中國基督教播道會總會捐贈了路由器，這些路由器被贈予了一些居住在沒有固定網路的生活環境的學生以供他們在疫情期間上網學習。我們還向香港西區扶輪社匡智晨輝學校捐贈了口罩，使有需要的人在疫情最嚴峻時受益。為營造一個創新的環境並保持領先於行業的最新趨勢及發展，我們已設立一個網絡社區論壇，使每個人都能就我們行業索取資訊及知識。任何人均可以免費成為我們的網絡社區論壇的會員。此外，網絡社區論壇乃交流新想法的渠道。除了網絡社區論壇外，我們的分銷商亦受邀參加展覽會及活動以分享我們的行業知識。作為具有社會良知的企業，我們將繼續加大慈善方面的努力並推動員工服務社區及建設創新型社會之參與。

Independent Auditor's Report

獨立核數師報告



To the shareholders of Plover Bay Technologies Limited
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Plover Bay Technologies Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 70 to 167, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“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 opinion.

Key audit matters

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

致珩灣科技有限公司全體股東
(於開曼群島註冊成立之有限公司)

意見

我們已審核載於第70至167頁珩灣科技有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2020年12月31日的綜合財務狀況表，及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，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公允地反映 貴集團於2020年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們就該等準則承擔的責任在本報告「核數師就審計綜合財務報表承擔的責任」部分中闡述。根據香港會計師公會的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，對本期綜合財務報表的審計最為重要的事項。此等事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對此等事項提供單獨的意見。就以下各事項而言，我們的審計如何處理該事項的描述已在各事項中說明。

Independent Auditor's Report

獨立核數師報告

Key audit matters (Continued)

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審計事項 (續)

我們已履行本報告「核數師就審計綜合財務報表承擔的責任」一節所描述的責任，包括與此等事項相關的責任。因此，我們的審計包括程序的效能，該等程序以回應我們對綜合財務報表的重大錯誤陳述風險的評估而設計。審計程序的結果，包括為應對以下事項進行的程序，均為我們就綜合財務報表附註的審計意見提供基礎。

Key audit matter 關鍵審計事項

How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項

Revenue from contracts with customers

客戶合約收入

During the year, the Group recognised certain revenue from bundled transactions under contracts with customers including the sale of both products and services. The revenue recognition of such transactions involved significant management judgements and estimates including the determination of performance obligations and identification of product and service elements in the contracts, and the allocation of the transaction price to each element with reference to its relative fair value (i.e., stand-alone selling price).

於本年度，貴集團已確認若干產生自與客戶進行捆綁式交易的收入，其中包括商品及服務的銷售。確認該等交易的收入涉及關鍵管理層判斷及估計，當中包括釐定履約義務及鑒定合約中的商品及服務元素，以及就其相對公允價值(即獨立售價)將交易價分配至各個元素。

Where management is unable to determine the stand-alone selling price, management uses the residual value method. Under this method, management estimates the stand-alone selling price by making reference to the total contract consideration less the sum of the observable stand-alone selling prices of other elements.

倘管理層無法釐定獨立售價，則管理層使用剩餘價值法。根據此方法，管理層透過參照合約對價總額減其他要素之可觀察獨立售價之和，估算獨立售價。

The relevant disclosures of the significant judgements and estimates are included in note 3 to the financial statements.

有關重大判斷及估計的相關披露載於財務報表附註3中。

Our procedures included understanding, assessing and testing the Group's processes and key controls over recognising revenue from bundled transactions, the identification of product and service elements and the calculation of the relative fair value.

我們的程序包括了解、評估及測試貴集團的過程及關鍵控制，其涉及確認產生自捆綁式交易的收入、鑒定商品及服務元素及計算相關公允價值。

Apart from the above, we assessed the significant judgements and estimates made by management, through obtaining the list of stand-alone selling prices prepared by management and assessing the validity of the list of stand-alone selling prices with reference to the observable stand-alone selling prices of each of the respective elements.

除上述以外，我們已透過取得由管理層編製的獨立售價清單及就各個元素的可觀察獨立售價評估獨立售價清單的有效性，從而評估管理層作出的關鍵判斷及估計。

Key audit matters (Continued)

關鍵審計事項 (續)

Key audit matter
關鍵審計事項

How our audit addressed the key audit matter
我們的審計如何處理關鍵審計事項

Write-down of inventories to net realisable value
撇減存貨至可變現淨值

The Group had inventories with a total carrying amount of approximately US\$12,509,000 as at 31 December 2020. The Group performs regular review of the carrying amount of inventories to determine if any write-down of inventories to net realisable value is required after considering the ageing analyses of inventories and the relevant historical sales and usage reports.

截至2020年12月31日，貴集團擁有賬面值總額約為12,509,000美元的存貨。貴集團對存貨的賬面值進行定期審查，並在顧及存貨的賬齡分析、相關歷史銷售及使用報告後，判斷是否有任何存貨須撇銷至可變現淨值。

The determination of net realisable value requires management to make significant judgements and estimates that affect the reported amount of inventories and related disclosures.

釐定可變現淨值時，管理層須作出將影響所報告存貨金額及相關披露的關鍵判斷及估計。

The significant judgements and estimates are included in note 3 to the financial statements.

該等關鍵判斷及估計載於財務報表附註3。

We evaluated management's assessment of whether the estimated net realisable value of inventories declined below its carrying amount. Our procedures included understanding, assessing and testing the Group's processes and key controls over identifying and valuing obsolete, damaged, slow-moving, excessive and other potentially impaired inventory items for which its net realisable value might decline below its carrying amount; evaluating the methodologies, inputs and assumptions used by the Group in determining the net realisable value of inventories; and assessing the write-down of inventories required by testing the ageing analyses of inventories, sales made and materials used subsequent to the end of the reporting period and historical sales and usage reports.

我們已測評管理層估計存貨的可變現淨值是否跌至低於其賬面值的評估。我們的程序包括了解、評估及測試貴集團的過程及關鍵控制，其涉及確定及估算陳舊、損壞、滯銷、過量及其他潛在減值的存貨項目，因其可變現淨值可能跌至低於其賬面值；測評貴集團用以釐定存貨可變現淨值的方法、參數及假設；及透過測試存貨截至報告期末其後的賬齡分析、銷量及所用材料及歷史銷量及使用報告評估所需存貨的撇銷。

Independent Auditor's Report

獨立核數師報告

Other information included in the Annual Report

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

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

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

Responsibilities of the directors for the consolidated financial statements

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

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

包括在年報中的其他資料

貴公司董事需對其他資料負責。其他資料包括年報中的資料，但不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對其他資料發表任何形式的鑒證結論。

在我們審計綜合財務報表時，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所瞭解的情況有重大抵觸，或者似乎有重大錯誤陳述。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

貴公司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規定編製真實而公允的綜合財務報表，並對其認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必需的內部控制負責。

在編製綜合財務報表時，貴公司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，除非貴公司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。

審核委員會協助貴公司董事履行監督貴集團綜合財務報告過程的責任。

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. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何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。我們僅向閣下(作為整體)出具報告，除此之外別無其他目的。我們不會就本報告之內容向任何其他人士承擔或接受責任。

合理保證是高水平的保證，但不能保證按《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，如果合理預計它們個別或匯總起來可能影響綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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，以及取得充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可涉及串謀、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較因錯誤而導致的重大錯誤陳述的風險為高。
- 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資料的合理性。

Independent Auditor's Report 獨立核數師報告

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

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

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

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

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審計憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。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醒使用者對綜合財務報表中的相關披露資料的關注。假若有關的披露資料不足，則須修改我們的意見。我們的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否公允反映交易和事項。
- 就貴集團中實體或業務活動的財務資料獲取充分、適當的審計證據，以對綜合財務報表發表意見。我們負責指導、監督和執行集團審計。我們對審計意見承擔全部責任。

我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等事項，包括我們在審計期間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，並與他們溝通所有合理地被認為會影響我們獨立性的關係和其他事項，以及為消除威脅而採取的行動或相關的防範措施(如適用)。

Auditor's responsibilities for the audit of the consolidated financial statements *(Continued)*

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

The engagement partner on the audit resulting in this independent auditor's report is Chung Chi Ming.

Ernst & Young
Certified Public Accountants

22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

25 February 2021

核數師就審計綜合財務報表承擔的責任 *(續)*

從審核委員會溝通的事項中，我們決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。我們會在核數師報告中描述這些事項，除非法律法規不允許對某件事項作出公開披露或在極端罕見的情況下，若有合理預期在我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

本獨立核數師報告的審計項目合夥人是鍾志明。

安永會計師事務所
執業會計師

香港中環
添美道1號
中信大廈22樓

2021年2月25日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

Year ended 31 December 2020
截至2020年12月31日止年度

		Notes 附註	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
REVENUE	收入	5	52,818	45,910
Cost of sales and services	銷售及服務成本		(22,018)	(17,136)
Gross profit	毛利		30,800	28,774
Other income and gains, net	其他收益及利益，淨值	5	737	484
Selling and distribution expenses	銷售及分銷開支		(2,475)	(2,411)
Administrative expenses	行政開支		(5,535)	(5,537)
Research and development expenses	研發開支		(7,425)	(7,221)
Finance costs	財務成本	7	(60)	(95)
PROFIT BEFORE TAX	稅前溢利	6	16,042	13,994
Income tax expense	所得稅開支	10	(1,812)	(1,905)
PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔年內 溢利		14,230	12,089
OTHER COMPREHENSIVE INCOME	其他全面收益			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	其後可能重新分類為 損益的其他全面收益／ (虧損)：			
Exchange differences on translation of foreign operations	換算國外業務產生的 匯兌差額		62	(6)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔年度 全面收益總額		14,292	12,083
			2020 2020年 US cents 美仙	2019 2019年 US cents 美仙
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通權益持有人 應佔每股盈利			
Basic	基本	12	1.34	1.17
Diluted	攤薄		1.33	1.14

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2020
2020年12月31日

			2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	3,109	4,403
Intangible assets	無形資產	15	1,125	1,087
Deferred tax assets	遞延稅項資產	23	132	30
Total non-current assets	非流動資產總額		4,366	5,520
CURRENT ASSETS	流動資產			
Inventories	存貨	16	12,509	7,387
Trade receivables	貿易應收款項	17	6,997	6,223
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	18	2,202	2,022
Tax recoverable	可收回稅項		82	—
Pledged deposit	已抵押存款	19	2,000	—
Cash and cash equivalents	現金及現金等價物	19	31,151	28,926
Total current assets	流動資產總額		54,941	44,558
CURRENT LIABILITIES	流動負債			
Trade payables, other payables and accruals	貿易應付款項、其他應付款項及應計款項	20	4,453	2,614
Lease liabilities	租賃負債	14	1,047	999
Contract liabilities	合約負債	21	8,543	7,061
Tax payable	應付稅款		3,493	1,839
Interest-bearing bank borrowings	計息銀行借款	22	3,378	393
Total current liabilities	流動負債總額		20,914	12,906
NET CURRENT ASSETS	流動資產淨值		34,027	31,652
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		38,393	37,172
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債	23	144	133
Lease liabilities	租賃負債	14	73	1,095
Contract liabilities	合約負債	21	2,338	1,830
Total non-current liabilities	非流動負債總額		2,555	3,058
Net assets	資產淨值		35,838	34,114
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Issued capital	已發行股本	24	1,381	1,349
Reserves	儲備	26	34,457	32,765
Total equity	權益總額		35,838	34,114

Chan Wing Hong Alex
陳永康
Director
董事

Chau Kit Wai
周傑懷
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2020
截至2020年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔					
		Issued capital 已發行股本	Share premium account 股本溢價帳	Share option reserve 購股權儲備	Exchange fluctuation reserve 匯率波動儲備	Retained profits 保留盈利	Total equity 權益總額
	Notes 附註	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
At 1 January 2019	於2019年1月1日	1,326	15,832	1,298	1	14,261	32,718
Profit for the year	年內溢利	—	—	—	—	12,089	12,089
Other comprehensive loss for the year:	年內其他全面虧損：						
Exchange differences on translation of foreign operations	換算國外業務產生的匯兌差額	—	—	—	(6)	—	(6)
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	—	—	—	(6)	12,089	12,083
Issue of shares upon exercise of share options	行使購股權後發行股份	24(a)	23	1,518	(398)	—	1,143
Equity-settled share option arrangements	以權益結算的購股權安排	25	—	—	530	—	530
Transfer of share option reserve upon the forfeiture of share options	購股權被沒收後轉讓購股權儲備	—	—	(17)	—	17	—
Second interim 2018 dividend	2018年第二次中期股息	—	—	—	—	(5,724)	(5,724)
2018 Special dividend	2018年特別股息	—	—	—	—	(1,997)	(1,997)
Interim 2019 dividend	2019年中期股息	—	—	—	—	(4,639)	(4,639)
At 31 December 2019	於2019年12月31日	1,349	17,350	1,413	(5)	14,007	34,114
At 1 January 2020	於2020年1月1日	1,349	17,350	1,413	(5)	14,007	34,114
Profit for the year	年內溢利	—	—	—	—	14,230	14,230
Other comprehensive income for the year:	年內其他全面收益：						
Exchange differences on translation of foreign operations	換算國外業務產生的匯兌差額	—	—	—	62	—	62
Total comprehensive income for the year	年內全面收益總額	—	—	—	62	14,230	14,292
Issue of shares upon exercise of share options	行使購股權後發行股份	24(b)	32	2,237	(571)	—	1,698
Equity-settled share option arrangements	以權益結算的購股權安排	25	—	—	215	—	215
Transfer of share option reserve upon the forfeiture of share options	購股權被沒收後轉讓購股權儲備	—	—	(84)	—	84	—
Second interim 2019 dividend	2019年第二次中期股息	—	—	—	—	(6,270)	(6,270)
2019 Special dividend	2019年特別股息	—	—	—	—	(4,026)	(4,026)
Interim 2020 dividend	2020年中期股息	—	—	—	—	(4,185)	(4,185)
At 31 December 2020	於2020年12月31日	1,381	19,587*	973*	57*	13,840*	35,838

* These reserve accounts comprise the consolidated reserves of US\$34,457,000 (2019: US\$32,765,000) in the consolidated statement of financial position.

* 該等儲備賬目包括綜合財務狀況表中34,457,000美元(2019年：32,765,000美元)之綜合儲備。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2020
截至2020年12月31日止年度

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
	Notes 附註		
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Profit before tax	稅前溢利	16,042	13,994
Adjustments for:	調整項目：		
Finance costs	財務成本	7	95
Interest income	利息收益	5	(443)
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	6	339
Covid-19-related rent concessions from lessors	來自出租人的與2019年新型冠狀病毒肺炎相關的租金優惠	14	—
Depreciation	折舊	6	1,536
Impairment of trade receivables	貿易應收款項減值	6	17
Amortisation of intangible assets	攤銷無形資產	6	518
Equity-settled share option expenses	以權益結算的購股權開支	25	530
		19,130	16,586
Decrease/(increase) in inventories	存貨減少／(增加)	(5,815)	646
Increase in trade receivables	貿易應收款項增加	(773)	(1,318)
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(180)	(605)
Increase in trade payables, other payables and accruals	貿易應付款項、其他應付款項及應計款項增加	1,839	340
Increase in contract liabilities	合約負債增加	1,990	219
Cash generated from operations	營運業務產生現金	16,191	15,868
Hong Kong profits tax refunded/(paid)	香港所得稅退稅／(已付) 香港所得稅	(353)	9
Net cash flows from operating activities	經營活動所得現金流量淨額	15,838	15,877
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Interest received	已收利息	212	443
Purchase of items of property, plant and equipment	購買物業、廠房及設備	(318)	(506)
Additions to intangible assets	添置無形資產	(683)	(714)
Placement of a pledged deposit	存放已抵押存款	(2,000)	—
Net cash flows used in investing activities	投資活動所用現金流量淨額	(2,789)	(777)

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2020

截至2020年12月31日止年度

			2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
		Notes 附註		
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量			
Proceeds from exercise of share options	行使購股權所得款項		1,698	1,143
Dividends paid	已派付股息		(14,481)	(12,360)
New bank loan	新增銀行貸款		3,000	—
Repayment of bank loans	償還銀行貸款		(18)	(910)
Interest paid	已付利息		(17)	(28)
Principal portion of lease payments	租賃付款之本金部分	27	(1,005)	(798)
Interest portion of lease payments	租賃付款之利息部分	27	(43)	(67)
Net cash flows used in financing activities	融資活動所用現金流量淨額		(10,866)	(13,020)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金與現金等價物淨增長		2,183	2,080
Cash and cash equivalents at beginning of year	年初現金與現金等價物		28,926	26,850
Effect of foreign exchange rate changes, net	外匯匯率變動影響，淨額		42	(4)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金與現金等價物		31,151	28,926
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金與現金等價物結餘分析			
Cash and bank balances	現金及銀行結餘	19	31,151	28,926

Notes to Financial Statements

財務報表附註

31 December 2020
2020年12月31日

1. CORPORATE AND GROUP INFORMATION

Plover Bay Technologies Limited is a limited liability company incorporated in the Cayman Islands. The address of the registered office of the Company is Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman KY1-1103, Cayman Islands. The principal place of business of the Company is located at Unit B, 5/F, Dragon Industrial Building, 93 King Lam Street, Lai Chi Kok, Kowloon, Hong Kong.

During the year, the Group was involved in the following principal activities:

- designing, development and marketing of software defined wide area network (the “SD-WAN”) routers; and
- provision of software licences and warranty and support services.

Information about subsidiaries

Particulars of the Company’s principal subsidiaries are as follows:

Name 名稱	Place of incorporation and business 成立與業務地點	Issued ordinary share capital 已發行普通股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要活動
			2020 2020年	2019 2019年	
Protean Holdings Limited	British Virgin Islands/Hong Kong 英屬維爾京群島/香港	Ordinary US\$1 普通股1美元	100	100	Investment holding 投資控股
Pepwave Limited	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	100	Designing, development and marketing of SD-WAN routers and provision of software licences and warranty and support services 設計、發展及營銷SD-WAN路由器以及提供軟件許可及保修與支援服務
Peplink International Limited	Hong Kong 香港	Ordinary HK\$1,000 普通股1,000港元	100	100	Designing, development and marketing of SD-WAN routers and provision of software licences and warranty and support services 設計、發展及營銷SD-WAN路由器以及提供軟件許可及保修與支援服務

1. 公司及集團資料

珩灣科技有限公司為於開曼群島註冊成立的有限責任公司。本公司註冊辦事的地址為Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman KY1-1103, Cayman Islands。本公司主要營業地點位於香港九龍荔枝角瓊林街93號龍翔工業大廈5樓B室。

於本年度，本集團從事下述主要活動：

- 設計、發展及營銷軟件定義廣域網(「SD-WAN」)路由器；及
- 提供軟件許可及保修與支援服務。

附屬公司資料

本公司的主要附屬公司資料如下：

Notes to Financial Statements

財務報表附註

31 December 2020
2020年12月31日

1. CORPORATE AND GROUP INFORMATION (Continued)

1. 公司及集團資料 (續)

Name 名稱	Place of incorporation and business 成立與業務地點	Issued ordinary share capital 已發行普通股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要活動
			2020	2019	
			2020年	2019年	
Pismo Labs Limited	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	100	Development of SD-WAN routers 發展SD-WAN路由器
Peplink Pepwave Limited	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	100	Designing, development and marketing of SD-WAN routers and provision of software licences and warranty and support services 設計、發展及營銷SD-WAN路由器以及提供軟件許可及保修與支援服務
Pismo Labs Technology Limited 柏思科技有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	100	Intellectual property holding 持有知識產權
Pismo Research (Malaysia) Sdn. Bhd.	Malaysia 馬來西亞	Ordinary RM350,000 普通股350,000 林吉特	100	100	Development of SD-WAN routers 發展SD-WAN路由器
Ultra Land Limited	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	100	Property holding 持有物業
Ultra Prosper Limited	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	100	Property holding 持有物業
Pismo Technology Asia Limited 比碼科技亞洲有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	100	Investment holding 投資控股

1. CORPORATE AND GROUP INFORMATION (Continued)

1. 公司及集團資料 (續)

Name 名稱	Place of incorporation and business 成立與業務地點	Issued ordinary share capital 已發行普通股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要活動
			2020 2020年	2019 2019年	
Peplink Pepwave Tech Limited 貝森碼科技有限公司	Taiwan 台灣	Ordinary NT\$1,000,000 普通股新台幣 1,000,000元	100	100	Development of SD-WAN routers 發展SD-WAN路由器
Peplink Pepwave UAB	Lithuania 立陶宛	Ordinary EUR2,500 普通股2,500歐 元	100	100	Designing, development and marketing of SD-WAN routers and provision of software licences and warranty and support services 設計、發展及營銷SD-WAN路由器以及提供軟件許可及保修與支援服務
Pismo Technologies Limited	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	—	Investment holding 投資控股

Note:

RM — Malaysian ringgits
NT\$ — New Taiwan dollars
EUR — Euro

Except for Protean Holdings Limited, all of the above subsidiaries are indirectly held by the Company.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group or of particular importance to the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

除了Protean Holdings Limited，以上所有附屬公司均由本公司間接持有。

上表羅列就董事意見而言，對本集團的年度成果產生重要影響或構成本集團資產淨額主要部分或對本集團尤其重要的附屬公司。董事認為，羅列其他附屬公司的資料將使本資料內容冗長，故不贅述。

Notes to Financial Statements

財務報表附註

31 December 2020
2020年12月31日

2.1 BASIS OF PREPARATION

These 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”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention. These financial statements are presented in United States dollars (“US\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2020. 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).

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:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

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.

2.1 編製基準

此等財務報表乃根據由香港會計師公會(「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」)(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)擬備，並按照香港普遍接納的會計準則以及香港公司條例的披露規定編製。其根據歷史成本法擬備。除非另外說明，此等財務報表以美元(「美元」)呈列，所有金額進位至最接近的千美元。

綜合賬目之基準

此等綜合財務報表包括本公司及其附屬公司(合稱「本集團」)截至2020年12月31日止年度的財務報表。附屬公司指由本公司直接或間接控制的實體(包括結構實體)。當本集團通過參與投資對象的相關活動而承擔可變回報的風險或有權享有可變回報，並且有能力運用對投資對象的權力(即賦予本集團現有以主導投資對象的相關活動的既存權利)影響該等回報時，即取得控制權。

倘本公司直接或間接擁有少於投資對象過半數的投票或類似權利，則本集團於評估其是否擁有對投資對象的權利時會考慮所有相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表按與本公司相同的報告期間編製，並採用貫徹一致的會計政策。附屬公司業績自本集團取得控制權之日綜合入賬並直至該控制權終止之日為止。

所有集團內公司與集團成員之間交易有關的資產及負債、權益、收益、開支及現金流量乃於綜合入賬時對銷。

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the *Conceptual Framework for Financial Reporting 2018* and the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 3
香港財務報告準則第3號(修訂本)
Amendments to HKFRS 9, HKAS 39 and
HKFRS 7
香港財務報告準則第9號、
香港會計準則第39號及
香港財務報告準則第7號(修訂本)
Amendment to HKFRS 16
香港財務報告準則第16號(修訂本)
Amendments to HKAS 1 and HKAS 8
香港會計準則第1號及
香港會計準則第8號(修訂本)

Definition of a Business
業務的定義
Interest Rate Benchmark Reform

利率基準改革

Covid-19-Related Rent Concessions (early adopted)
與2019年新型冠狀病毒肺炎相關的租金優惠(提前採納)

Definition of Material
重大的定義

2.1 編製基準 (續)

綜合賬目之基準 (續)

倘事實及情況指示上述三項控制權中的一項或多於一項權利出現變動，本集團將重新評估其是否有對投資對象的控制權。於附屬公司的擁有權益出現之變動，在未喪失控制權的情況下，會作為權益交易入賬。

倘本集團喪失對附屬公司的控制權，其將不予確認(i)附屬公司的資產(包括商譽)及負債，(ii)任何非控股權益的賬面值及(iii)記錄於權益的累計匯兌差額；並確認(i)所收代價的公允價值，(ii)所保留的任何投資的公允價值及(iii)損益表中任何因此產生的盈餘或虧損。先前於其他全面收益內確認的本集團應佔部分重新分類到損益或保留盈利(如適用)，即與本集團直接出售相關資產或負債之基準相同。

2.2 會計政策及披露變動

本集團已採納2018年財務報告概念框架並在本年度財務報表首次應用以下經修訂香港財務報告準則。

Notes to Financial Statements

財務報表附註

31 December 2020
2020年12月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

The nature and the impact of the *Conceptual Framework for Financial Reporting 2018* and the revised HKFRSs are described below:

- (a) *Conceptual Framework for Financial Reporting 2018* (the “Conceptual Framework”) sets out a comprehensive set of concepts for financial reporting and standard setting, and provides guidance for preparers of financial statements in developing consistent accounting policies and assistance to all parties to understand and interpret the standards. The Conceptual Framework includes new chapters on measurement and reporting financial performance, new guidance on the derecognition of assets and liabilities, and updated definitions and recognition criteria for assets and liabilities. It also clarifies the roles of stewardship, prudence and measurement uncertainty in financial reporting. The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The Conceptual Framework did not have any significant impact on the financial position and performance of the Group.

2.2 會計政策及披露變動 *(續)*

2018年財務報告概念框架及經修訂香港財務報告準則的性質及影響載於下文：

- (a) 2018年財務報告概念框架(「概念框架」)就財務報告和準則制定提供了一整套概念，並為財務報告編製者制定一致的會計政策提供指引，協助所有人理解和解讀準則。概念框架包括有關計量和報告財務績效的新章節，有關資產和負債終止確認的新指引，以及更新了有關資產和負債定義和確認的標準。該等框架亦闡明了管理，審慎和衡量不確定性在財務報告中的作用。概念框架並非準則，其中包含的任何概念都不會凌駕於任何準則中的概念或要求之上。概念框架對本集團的財務狀況及表現並無重大影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

- (b) Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group has applied the amendments prospectively to transactions or other events that occurred on or after 1 January 2020. The amendments did not have any impact on the financial position and performance of the Group.
- (c) Amendments to HKFRS 9, HKAS 39 and HKFRS 7 address issues affecting financial reporting in the period before the replacement of an existing interest rate benchmark with an alternative risk-free rate (“RFR”). The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the introduction of the alternative RFR. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments did not have any impact on the financial position and performance of the Group as the Group does not have any interest rate hedging relationships.

2.2 會計政策及披露變動 *(續)*

- (b) 香港財務報告準則第3號的修訂澄清及訂明有關業務定義的額外指引。該等修訂釐清，對於視作一項業務的一整套活動及資產而言，其必須至少包含可共同對創造產出的能力做出重大貢獻的輸入資源及實質性過程。在不包含需要創造產出的所有輸入資源及過程的情況下，亦可視作一項業務存在。該等修訂移除了對市場參與者是否能夠取得業務及持續產出產品的評估。反之，其重心放在所取得的輸入資源及所取得的實質性過程是否共同對創造產出的能力做出重大貢獻。該等修訂亦縮小了產出的定義，集中在向客戶提供的商品或服務、投資收入或正常業務的其他收入。此外，該等修訂就評估所取得的過程是否具有實質提供指引，並引入選擇性公允價值集中度測試，以允許按簡化法評估所取得的一套業務活動及資產是否構成一項業務。本集團已將該修訂預期應用於2020年1月1日或之後發生的交易或其他事件。該等修訂本對本集團的財務狀況及表現並無影響。
- (c) 香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)旨在解決以替代無風險利率取代現有利率基準之前的期間的財務報告問題。該等修訂提供可在引入替代無風險利率前的不確定期限內繼續進行對沖會計處理的暫時性補救措施。此外，該等修訂規定公司須向投資者提供有關直接受該等不確定因素影響的對沖關係的額外資料。由於本集團並無任何利率對沖關係，該等修訂本對本集團的財務狀況及表現並無影響。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (d) Amendment to HKFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the covid-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. The amendment is effective for annual periods beginning on or after 1 June 2020 with earlier application permitted and shall be applied retrospectively.

During the year ended 31 December 2020, certain monthly lease payments for the leases of the Group's leased properties have been reduced or waived by the lessors as a result of the pandemic and there are no other changes to the terms of the leases. The Group has early adopted the amendment on 1 January 2020 and elected not to apply lease modification accounting for all rent concessions granted by the lessors as a result of the pandemic during the year ended 31 December 2020. Accordingly, a reduction in the lease payments arising from the rent concessions of US\$7K has been accounted for as a variable lease payment by derecognising part of the lease liabilities and crediting to profit or loss for the year ended 31 December 2020.

- (e) Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information, or both. The amendments did not have any significant impact on the financial position and performance of the Group.

2.2 會計政策及披露變動 (續)

- (d) 香港財務報告準則第16號(修訂本)為承租人提供可行權宜方法，可選擇不就2019年新型冠狀病毒肺炎直接導致的租金優惠應用租賃修訂會計處理。該可行權宜方法僅適用於2019年新型冠狀病毒肺炎直接導致的租金優惠，並僅在以下情況下適用：(i)租賃付款變動所導致的經修訂租賃代價與緊接該變動前的租賃代價大致相同或低於有關代價；(ii)租賃付款的任何減幅僅影響原到期日為2021年6月30日或之前的付款；及(iii)其他租賃條款及條件並無實質變動。該修訂本於2020年6月1日或之後開始的年度期間生效，允許提早應用，並須追溯應用。

截至2020年12月31日止年度，本集團租賃物業的租賃的若干月度租賃付款因疫情獲出租人寬減或豁免，且有關租賃的條款並無其他變動。本集團已於2020年1月1日提早採納該修訂本，並選擇不對截至2020年12月31日止年度由於疫情而獲出租人授予的所有租金優惠應用租賃修訂會計處理。因此，因租金優惠7,000美元而產生的租賃付款減少已透過終止確認部分租賃負債及計入截至2020年12月31日止年度的損益入賬為可變租賃付款。

- (e) 香港會計準則第1號及香港會計準則第8號(修訂本)訂明重大的新定義。新定義列明，倘可合理預期對資料遺漏、錯誤陳述或陳述不明會影響一般用途財務報表的主要使用者基於該等財務報表作出的決策，則有關資料視作重大資料。該等修訂釐清，重大性將取決於資料的性質或量級(或兩者都有)。該等修訂本對本集團的財務狀況及表現並無重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3 香港財務報告準則第3號(修訂本)
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 香港財務報告準則第9號、香港會計準則第39號、 香港財務報告準則第7號、香港財務報告準則第 4號及香港財務報告準則第16號(修訂本)
Amendments to HKFRS 10 and HKAS 28 (2011)
香港財務報告準則第10號及香港會計準則第28號 (2011修訂本)
HKFRS 17 香港財務報告準則第17號
Amendments to HKFRS 17 香港財務報告準則第17號(修訂本)
Amendments to HKAS 1
香港會計準則第1號(修訂本)
Amendments to HKAS 16
香港會計準則第16號(修訂本)
Amendments to HKAS 37 香港會計準則第37號(修訂本)
<i>Annual Improvements to HKFRSs 2018–2020</i> 香港財務報告準則2018至2020年週期的年度改進

2.3 已頒佈但尚未生效的香港 財務報告準則

本集團並未在此等財務報表內應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

<i>Reference to the Conceptual Framework</i> ² 概念框架指引 ²
<i>Interest Rate Benchmark Reform — Phase 2</i> ¹ 利率基準改革 — 第二階段 ¹
<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴ 投資者與其聯營公司或合營企業之間的資產出售 或注資 ⁴
<i>Insurance Contracts</i> ³ 保險合約 ³
<i>Insurance Contracts</i> ^{3, 6} 保險合約 ^{3, 6}
<i>Classification of Liabilities as Current or Non-current</i> ^{3, 5} 將負債分類為流動或非流動 ^{3, 5}
<i>Property, Plant and Equipment: Proceeds before Intended Use</i> ² 物業、廠房及設備：未作擬定用途前的所得款項 ²
<i>Onerous Contracts — Cost of Fulfilling a Contract</i> ² 虧損性合約 — 履行合約的成本 ²
Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41 ² 香港財務報告準則第1號、香港財務報告準則 第9號、香港財務報告準則第16號隨附的說明性 示例及香港會計準則第41號 ²

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

² Effective for annual periods beginning on or after 1 January 2022

³ Effective for annual periods beginning on or after 1 January 2023

⁴ No mandatory effective date yet determined but available for adoption

⁵ As a consequence of the amendments to HKAS 1, Hong Kong Interpretation 5 *Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised in October 2020 to align the corresponding wording with no change in conclusion

⁶ As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

¹ 於2021年1月1日或之後開始的年度期間生效

² 於2022年1月1日或之後開始的年度期間生效

³ 於2023年1月1日或之後開始的年度期間生效

⁴ 仍未決定強制生效日期，但可供應用

⁵ 由於香港會計準則第1號作出修訂，香港詮釋第5號財務報表的列報 — 借入對載有按要求隨時還條文的定期貸款的分類於2020年10月進行修改，以調整相應措辭，惟結論不變

⁶ 由於2020年10月頒佈的香港財務報告準則第17號(修訂本)，香港財務報告準則第4號已作出修訂，以延長允許保險人於2023年1月1日之前開始的年度期間應用香港會計準則第39號而非香港財務報告準則第9號之臨時豁免

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2.3 已頒佈但尚未生效的香港 財務報告準則 *(續)*

下文載述有關預期將適用於本集團之該等香港財務報告準則之進一步資料。

香港財務報告準則第3號(修訂本)以於2018年6月頒佈的財務報告概念框架之提述代替過往財務報表編製及呈列框架之提述，而對其規定並無作出重大變更。該等修訂亦對香港財務報告準則第3號實體於釐定構成資產或負債的要素時提述概念框架之確認原則加入一個例外情況。該例外情況指明，就將屬於香港會計準則第37號或香港(國際財務報告詮釋委員會)第21號詮釋範圍內之負債及或然負債而言，倘該等負債乃分開產生而非於業務合併中承擔，則應用香港財務報告準則第3號的實體應分別參考香港會計準則第37號或香港(國際財務報告詮釋委員會)第21號詮釋(而非概念框架)。此外，該等修訂澄清或然資產於收購日期並不符合確認資格。本集團預期將自2022年1月1日起追溯性採納該等修訂。由於該等修訂預期適用收購日期為首次應用日期或之後的業務合併，故本集團於過渡日期將不受該等修訂影響。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative RFR. The Phase 2 amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of HKFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity's financial instruments and risk management strategy. The amendments are effective for annual periods beginning on or after 1 January 2021 and shall be applied retrospectively, but entities are not required to restate the comparative information.

The Group had certain interest-bearing bank borrowings denominated in Hong Kong dollars and US\$ based on the Hong Kong Dollar Prime Rate and the London Interbank Offered Rate ("LIBOR") as at 31 December 2020. If the interest rates of these borrowings are replaced by RFRs in a future period, the Group will apply this practical expedient upon the modification of these borrowings when the "economically equivalent" criterion is met and expects that no significant modification gain or loss will arise as a result of applying the amendments to these changes.

2.3 已頒佈但尚未生效的香港 財務報告準則 *(續)*

香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號(修訂本)旨在解決先前的修訂本中並未解決而於替代無風險利率取代現有利率基準時會影響財務報告的問題。有關第二階段的修訂本規定實際權宜方法，允許於對釐定金融資產及負債合約現金流量的基準變動入賬時，在並無調整賬面值的情況下更新實際利率，前提是變動為利率基準改革的直接後果，並且用於釐定合約現金流量的新基準與緊接變動前的原基準在經濟上相當。此外，該修訂本允許於對沖關係並無終止的情況下，對對沖指定及對沖文件作出利率基準改革要求的變動。過渡期間可能產生的任何收益或虧損透過香港財務報告準則第9號的一般規定處理，以計量及確認對沖無效。該修訂本亦於無風險利率被指定為風險成分時，向須符合單獨識別要求的實體提供暫時性濟助。倘實體合理預期無風險利率風險成分於未來24個月內可單獨識別，濟助允許實體於指定對沖時假設符合單獨識別規定。此外，該修訂本要求實體披露更多資料，令財務報表使用這了解利率基準改革對實體金融工具及風險管理策略的影響。該修訂本於2021年1月1日或之後開始的年度期間生效並將追溯應用，但實體毋須重列比較資料。

本集團於2020年12月31日有若干以港元及美元計值並按香港最優惠利率及倫敦銀行同業拆息(「銀行同業拆息」)計息的銀行借款。倘該等利率於日後期間被無風險利率取代，本集團將於滿足「在經濟上相當」準則時在該等借款調整時應用該權宜方法，預期應用此等變動的修改不會產生重大修改收益或虧損。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

Amendments to HKAS 1 clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的香港 財務報告準則 *(續)*

香港會計準則第1號(修訂本)澄清將負債分類為流動及非流動的規定。該修訂本訂明，倘實體延遲清償負債的權利受限於該實體須符合特定條件，則倘該實體符合當日之條件，其有權於報告期末延遲清償負債。負債的分類不受實體行使其權利延遲清償負債的可能性之影響。該修訂本亦澄清各種被視為負債清償的情形。該修訂本於2023年1月1日或之後開始的年度期間生效並將追溯應用。允許提早應用。該修訂本預期不會對本集團的財務報表造成重大影響。

香港會計準則第16號(修訂本)禁止實體從物業、廠房及設備項目的成本中扣除資產達到管理層預定的可使用狀態(包括位置與條件)過程中產生的任何出售所得收益。相反，實體須將該等項目的出售所得收益及其成本於損益內確認。該修訂本於2022年1月1日或之後開始的年度期間生效並僅於物業、廠房及設備項目於實體首次於財務報表應用該修訂本所呈列的最早期間開始或之後可供使用時追溯應用。允許提早應用。該修訂本預期不會對本集團的財務報表造成重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

Annual Improvements to HKFRSs 2018–2020 sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- **HKFRS 9 *Financial Instruments***: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的香港 財務報告準則 *(續)*

香港會計準則第37號(修訂本)澄清，就根據香港會計準則第37號評估合約是否屬虧損性而言，履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(例如直接勞工及材料)及與履行合約直接相關的其他成本分配(例如分配履行合約所用物業、廠房及設備項目的折舊開支以及合約管理及監督成本)。一般及行政成本與合約並不直接相關及除非明確規定根據合約向對手方收取，否則排除在外。該修訂本於2022年1月1日或之後開始的年度期間生效並將適用於實體於其首次應用該修訂本的年度申報期間開始尚未履行其全部義務的合約。允許提早應用。初始應用該修訂本的任何累計影響將確認為首次應用日期期初股權的調整且並無重列比較資料。該修訂本預期不會對本集團的財務報表造成重大影響。

*香港財務報告準則2018至2020年週期的年度改進*載列香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨附的說明性示例及香港會計準則第41號。預期將適用於本集團的修訂詳情如下：

- **香港財務報告準則第9號金融工具**：闡明實體於評估新訂或經修訂金融負債條款與原金融負債條款截然不同時所包含的費用。該等費用僅包括借款人與貸款人之間的已付或已收款項，包括借款人或貸款人代表其他各方支付或收取的費用。實體於實體首次應用修訂的年度申報期間開始或之後應用經修訂或交換的金融負債之修訂。修訂於2022年1月1日或之後開始的年度期間生效。允許提早應用。該修訂本預期不會對本集團的財務報表造成重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

- HKFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying HKFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying HKFRS 16.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the period in which it arises.

2.3 已頒佈但尚未生效的香港 財務報告準則 *(續)*

- 香港財務報告準則第16號租賃：刪除香港財務報告準則第16號隨附的說明性示例13中出租人與租賃物業裝修有關的付款說明。於應用香港財務報告準則第16號時，刪除處理租賃優惠的任何潛在混淆。

2.4 重大會計政策概要

非金融資產減值

倘一項資產存在減值跡象，或需要進行年度減值評估(存貨、遞延稅項資產及金融資產除外)，則會估計資產的可收回金額。資產可收回金額按該資產或現金產生單位的使用價值及公允價值減出售成本兩者中的較高金額計算，並按個別資產釐定，除非該資產產生的現金流入不能基本上獨立於其他資產或資產組別所產生的現金流入，在該情況下，可收回金額將按該資產所屬現金產生單位釐定。

減值虧損僅於資產賬面值超過其可收回金額時方會確認。評估使用價值時，估計未來現金流量採用反映當前市場對資金時間價值及資產特定風險的評估的稅前折現率貼現至其現值。減值虧損於其產生期間於損益內列賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;

2.4 重大會計政策概要 (續)

非金融資產減值 (續)

於各報告期末，本集團將評估是否有跡象顯示過往已確認的減值虧損不再存在或已經減少。倘存在該等跡象，則會估計可收回金額。除商譽外，過往已確認的資產減值虧損僅於釐定該資產的可收回金額的估算出現變動時撥回，惟該金額不應高於倘過往年度資產並無確認減值虧損時會釐定的賬面值(扣除任何折舊／攤銷)。該等減值虧損的撥回於其產生期間入賬損益。

關聯方

倘出現下列情況，有關方被視為與本集團有關聯：

- (a) 有關方為下列人士或為下列人士親屬的近親：
 - (i) 對本集團擁有控制權或共同控制權的人士；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司主要管理層人員的人士；

或

- (b) 有關方為適用於下條件的實體：
 - (i) 該實體與本集團為同一集團的成員公司；
 - (ii) 該實體為另一實體(或另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營企業；
 - (iii) 該實體與本集團為相同第三方的合營企業；

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

(b) (Continued)

- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 重大會計政策概要 (續)

關聯方 (續)

(b) (續)

- (iv) 該實體為一名第三方實體的合營企業；而另一實體為該第三方實體的聯營公司；
- (v) 該實體為本集團或本集團關聯實體僱員的退休後福利計劃；
- (vi) 該實體由(a)項所列的人士控制或共同控制；
- (vii) (a)(i)項所列人士對該實體具有重大影響力或為該實體(或該實體的母公司)的主要管理層成員；及
- (viii) 該實體或其所屬集團的任何成員公司向本集團或本集團母公司提供主要管理層人員服務。

物業、廠房及設備以及折舊

物業、廠房及設備按成本扣除累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及令該等資產達至其生產狀況及位置以作其擬定用途時任何直接應佔成本。

物業、廠房及設備項目運作後產生的支出如維修及保養支出，一般將於其產生期間內在損益中扣除。在確認條件獲達成的情況下，主要檢查支出會於資產賬面值撥充資本為重置成本。倘物業、廠房及設備重要部分須不時更換，則本集團確認該等部分為具有特定可使用年期的獨立資產，並作出相應折舊。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

(Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings 樓宇	Over the shorter of lease terms and 3 $\frac{1}{3}$ % 按租期與3 $\frac{1}{3}$ %的較短者為準
Furniture and fixtures 傢俬及裝置	20%
Computer equipment 電腦設備	33 $\frac{1}{3}$ %
Office equipment 辦公室設備	33 $\frac{1}{3}$ %
Machine and equipment 機械及設備	33 $\frac{1}{3}$ %

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

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2.4 重大會計政策概要 (續)

物業、廠房及設備以及折舊 (續)

折舊使用直線法計算，按其估計可使用年期撇銷各物業、廠房及設備項目的成本至其剩餘價值。就此目的採用的主要年率如下：

倘一項物業、廠房及設備各部分的可使用年期不相同，則該項目成本按合理基準分配予各部分，而各部分分開折舊。剩餘價值、可使用年期及折舊方法至少於各財政年末予以審核，並在適當時作出調整。

物業、廠房及設備項目包括初步確認的任何重大部分在出售時或預期不會從其使用或出售獲得未來經濟利益時終止確認。於終止確認資產年度在損益確認的任何出售或報廢盈虧為相關資產銷售所得款項淨額與其賬面值的差額。

無形資產

獨立收購的無形資產最初以成本計量。無形資產的可使用年期分為有限或不確定。有限年期的無形資產按其可使用經濟年期攤銷，並當該無形資產出現有可能減值的跡象時，則進行減值評估。有限使用年期的無形資產的攤銷期限及攤銷方法於各財政年度期末至少審查一次。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (Continued)

Patents, licences and trademarks

Patents, licences and trademarks are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 1 to 20 years.

Research and development expenditures

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2.4 重大會計政策概要 (續)

無形資產 (續)

專利、許可及商標

專利、許可及商標按成本扣除任何減值虧損入賬，並按直線法於其1至20年之預計可使用年期攤銷。

研發開支

所有研究成本於其產生時列賬損益。

開發新產品項目的支出，只有在同時滿足下列條件時，才能予以資本化及遞延，即：本集團能證明完成無形資產以使其可供使用或銷售在技術上具有可行性；具有完成該資產的意圖並具有使用或出售該資產的能力；無形資產產生經濟利益的方式；有足夠資源完成該項目以及有能力可靠地計量開發時期的支出。未能滿足該等條件的產品開發支出於其產生時列為開支。

租賃

本集團於合約開始時評估合約是否為或包含租賃。如果一份合約在一段時間內為換取對價而讓渡一項可識別資產使用的控制權，則該合約是一項租賃或包含了一項租賃。

本集團為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease terms.

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. 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, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

2.4 重大會計政策概要 (續)

租賃 (續)

本集團為承租人 (續)

(a) 使用權資產

使用權資產在租賃開始日(即標的資產可供使用的日期)確認。使用權資產以成本計量,減去任何累計折舊和減值損失,並為重新計量租賃負債而調整。使用權資產的成本包括確認的租賃負債金額,產生的初始直接費用,以及在開始日或之前支付的租賃付款金額減去任何收到的租金激勵。使用權資產按直線法根據租賃期折舊。

如果租賃資產的所有權於租賃期結束時轉移至本集團或成本反映購買選擇權之行使,則使用資產估計使用壽命計算折舊。

(b) 租賃負債

租賃負債在租賃開始日按整個租賃期應付的租賃付款金額的現值確認。租賃付款金額包括固定付款額(包括實質上是固定的付款額)減去任何應收的租賃激勵,取決於一項指數或比率的可變租賃付款額,以及餘值擔保下預計應付的金額。租賃付款金額還包括本集團合理確定將會行使的購買選擇權的行使價以及如果租賃條款允許本集團行使選擇權終止租賃時用於終止租賃而支付的罰款金額。不取決於指數或比率的可變租賃付款額在引發付款的事件或條件發生的期間內確認為費用。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities (Continued)

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases 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 leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

2.4 重大會計政策概要 (續)

租賃 (續)

本集團為承租人 (續)

(b) 租賃負債 (續)

在計算租賃付款金額的現值時，由於不能易於確定租賃中的內含利率，則本集團使用租賃開始日的遞增借款利率。開始日之後，租賃負債金額就反映租賃負債利息而增加及因租賃付款而減少。除此之外，倘出現修訂，租賃期有所變更，租賃付款額有變動(例如未來租賃付款額因指數或比率變動而變動)，或標的資產購買選擇權的評估發生變化，租賃負債的賬面值將重新計量。

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用機械和設備之短期租賃(即自租賃開始日起計租賃期為12個月或以下，並且不包含購買選擇權的租賃)。低價值資產租賃的確認豁免亦應用於被認為低價值的辦公室設備和手提電腦租賃。短期租賃的租賃付款及低價值資產租賃在租賃期內按直線法確認為開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.4 重大會計政策概要 (續)

投資及其他金融資產

初步確認及計量

金融資產於初步確認時分類為其後按攤銷成本計量。

於初步確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用不調整主要融資組成部分影響的可行權宜方法的貿易應收款項外，本集團初步按公允價值加上(倘金融資產並非按公允價值計入損益)交易成本計量金融資產。並無重大融資成分或本集團已根據下文「收益確認」所載政策應用可行權宜方法的貿易應收款項按香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公允價值計入其他全面收益進行分類及計量，需產生就未償還本金的純粹本息付款(「SPPI」)的現金流量。就現金流量並非純粹本息付款之金融資產而言，不論其業務模式如何，均按公允價值計入損益分類及計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

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

Subsequent measurement of financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

2.4 重大會計政策概要 (續)

投資及其他金融資產 (續)

初步確認及計量 (續)

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。於旨在持有金融資產以收取合約現金流量的業務模式中持有的金融資產按攤銷成本分類及計量；於旨在持有金融資產以收取合約現金流量及出售金融資產的業務模式中持有的金融資產按公允價值計入其他全面收益分類及計量。並無於上述業務模式中持有的金融資產按公允價值計入損益分類及計量。

所有正常途徑的金融資產買賣乃於交易日期確認，交易日期即本集團承諾收購或出售資產的日子。正常途徑買賣指需要於一般由法規或市場慣例確定的期間內交付資產的金融資產買賣。

按攤銷成本計量的金融資產(債務工具)的其後計量

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益中確認。

終止確認金融資產

於下列情況下，金融資產(或部分金融資產或相若金融資產組別的一部分(倘適用)初步終止確認(即自本集團的綜合財務狀況報表轉出)：

- 從資產獲取現金流量的權利已屆滿；或

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group’s continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2.4 重大會計政策概要 (續)

終止確認金融資產 (續)

- 本集團已轉讓其從資產獲取現金流的權利，或根據一項「轉付」安排承擔責任，在無重大延誤情況下，將所收現金流量全數付予第三方；及(a)本集團已轉讓資產的絕大部份風險及回報；或(b)本集團並無轉讓或保留資產的絕大部份風險及回報，但已轉讓資產的控制權。

當本集團已轉讓其從資產獲得現金流的權利或已訂立一項轉付安排，本集團將評估其是否及多大程度上保留對資產擁有權的風險及回報。當其並無轉讓或保留所有該資產的絕大部分風險及回報，則本集團可繼續將已轉讓的資產確認入賬，條件為須持續涉及該項資產。在該情況下，本集團亦確認相關的負債。該轉移的資產及相關負債按照能夠反映本集團已保留權利及義務的基準計量。

以擔保的形式持續參與已轉移資產，乃按資產原賬面值與本集團可能被要求償還的最高代價金額之中孰低者計量。

金融資產減值

本集團就並非按公允價值計入損益持有的所有債務工具確認預期信貸虧損（「預期信貸虧損」）撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取並按原始實際利率的相若利率貼現的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級措施所得的現金流量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.4 重大會計政策概要 (續)

金融資產減值 (續)

一般方法

預期信貸虧損分兩個階段確認。就初步確認以來信貸風險並無大幅增加的信貸敞口而言，會為未來12個月可能發生的違約事件所產生的信貸虧損(12個月預期信貸虧損)計提預期信貸虧損撥備。就初步確認以來信貸風險大幅增加的信貸敞口而言，須就預期於敞口的餘下年期產生的信貸虧損計提虧損撥備，不論違約的時間(全期預期信貸虧損)。

於各報告日期，本集團評估金融工具的信貸風險是否自初次確認後大幅提高。於作出該評估時，本集團比較報告日期金融工具產生的違約風險及於初步確認日期金融工具產生的違約風險，並考慮在毋須付出不必要成本或努力而可獲得合理及支持資料，包括過往及前瞻性資料。

本集團認為，倘合約付款逾期90日，則金融資產視作違約。然而，於若干情況下，在並無計及本集團持有的任何增信安排前，本集團亦可於內部或外部資料顯示本集團不大可能悉數收取尚未償還合約金額時將金融資產視作違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 第一階段	—	Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs 信貸風險自初次確認後並無大幅增加的金融工具，其虧損撥備按等於12個月預期信貸虧損的金額計量
Stage 2 第二階段	—	Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs 信貸風險自初次確認後大幅增加但並無出現信貸減值的金融工具，其虧損撥備按等於全期預期信貸虧損的金額計量
Stage 3 第三階段	—	Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs 於報告日期已出現信貸減值的金融資產(但在購買或產生之時並無信貸減值)，其虧損撥備按等於全期預期信貸虧損的金額計量

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.4 重大會計政策概要 (續)

金融資產減值 (續)

一般方法 (續)

按攤銷成本計量的金融資產根據一般方法減值及分類為下列計量預期信貸虧損的各階段，惟貿易應收款項使用下文詳述的簡化法除外。

簡化法

就不包含重大融資組成部分的貿易應收款項或當本集團使用不調整重大融資組成部分影響的可行權宜方法時，本集團計算預期信貸虧損時應用簡化法。根據簡化法，本集團並無追蹤信貸風險的變化，但於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已根據過往信貸虧損經驗，建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities of the Group are classified, at initial recognition, as loans and borrowings and payables.

All financial liabilities are recognised initially at fair value and net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, financial liabilities included in accruals, lease liabilities and interest-bearing bank borrowings.

Subsequent measurement of payables, loans and borrowings

After initial recognition, payables, loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

2.4 重大會計政策概要 (續)

金融負債

初步確認及計量

本集團的金融負債於初步確認時分類為貸款及借款以及應付款項。

所有金融負債首次按公允價值及減直接應佔交易成本確認。

本集團的金融負債包括貿易應付款項及其他應付款項、包括在應計項目的金融負債、租賃負債以及計息銀行借款。

其後計量應付款項、貸款及借款

於初步確認後，應付款項、貸款及借款其後以實際利率法按攤銷成本計量，倘貼現的影響微不足道，則按成本列賬。終止確認負債時，收益及虧損按實際利率攤銷過程於損益確認。

計算攤銷成本時會考慮收購所產生的任何折讓或溢價以及作為實際利率一部分的費用或成本。實際利率攤銷列入損益。

終止確認金融負債

金融負債於負債項下責任解除、撤銷或屆滿時終止確認。

當現有金融負債由同一放債人提供但條款差異甚大的另一金融負債取代，或現有負債的條款已作重大修訂，則有關取代或修訂被視為終止確認原有負債及確認新負債，而有關賬面值的差額於損益中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

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

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

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

2.4 重大會計政策概要 (續)

抵銷金融工具

倘現時存在一項可依法強制執行的權利，可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付負債，則金融資產及金融負債均可予抵銷，並將淨金額列入財務狀況表內。

存貨

存貨按成本與可變現淨值兩者間的較低者列賬。成本按先進先出基準釐定，且就製成品及在產品而言，成本包括直接材料、直接人工及相關管理費用的適當部分。可變現淨值按估計銷售價減達致完成及出售將予產生的任何估計成本計算。

現金及現金等價物

就綜合現金流量表而言，現金與現金等價物包括手頭現金及活期存款，以及流動性強、易轉換成已知金額的現金、且價值變動風險很小的短期投資，且購買時到期日通常為三個月內，減去作為本集團現金管理一項組成部分的見票即付的銀行透支。

就綜合財務狀況表而言，現金與現金等價物包括手頭現金及銀行存款，包括定期存款，以及性質與現金相若且用途不受限制的資產。

撥備

倘因過往事件導致現時責任(法定或推定)而承擔該責任可能導致日後資源的流出，且責任金額能可靠估計，則確認撥備。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions (Continued)

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries/jurisdictions in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 重大會計政策概要 (續)

撥備 (續)

當有重大折現影響時，會就預期須用作償付責任的未來開支於報告期末確認其現值以作撥備。因時間值所導致折現現值的增加金額會列入損益。

所得稅

所得稅包括即期及遞延稅項。所得稅如涉及在損益以外確認的項目不會在損益確認，而在其他全面收益或直接於權益確認。

即期稅項資產及負債乃根據於報告期末已頒佈或實質上已頒佈的稅率(及稅法)，並考慮本集團經營業務所在國家／司法管轄區的現有詮釋及慣例，按預期將獲稅務機關退回或支付予稅務機關的金額計算。

遞延稅項乃就於報告期末資產及負債的稅基與其就財務報告用途的賬面值之間的所有暫時差額，採用負債法撥備。

遞延稅項負債就所有應課稅暫時差額確認，惟以下情況除外：

- 當遞延稅項負債產生自交易初步確認期的商譽或非企業合併進行的交易中的資產或負債，且在交易發生時期並不影響會計溢利或應課稅溢利；及
- 就與投資附屬公司相關的應課稅暫時差額而言，當暫時差額的撥回時間可以控制，且於可預見的未來該等暫時差額並不會撥回時，方會確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

2.4 重大會計政策概要 (續)

所得稅 (續)

遞延稅項資產乃就所有可抵扣暫時差額以及未動用稅項抵免和任何未動用稅項虧損之結轉而確認。遞延稅項資產會於有可能出現可利用該等可抵扣暫時差額、結轉未動用稅項抵免及未動用稅項虧損予以抵扣的應課稅溢利的情況下確認，惟以下情況除外：

- 當有關可抵扣暫時差額的遞延稅項資產產生自初步確認非企業合併的交易中的資產或負債，且於交易發生時期並不影響會計溢利或應課稅利或虧損；及
- 就投資附屬公司的可抵扣暫時差額而言，遞延稅項資產僅於有可能在可預見的未來撥回，且將有可利用該等暫時差額以抵扣的應課稅溢利時，方會確認。

遞延稅項資產的賬面值於各報告期末審查，並於不再可能有足夠應課稅溢利可供動用全部或部分相關遞延稅項資產時調減。未確認遞延稅項資產於各報告期末重新評估，於可能有足夠應課稅溢利以收回全部或部分遞延稅項資產時確認。

遞延稅項資產及負債基於報告期末已頒佈或實質上已頒佈的稅率(及稅法)按變現資產或償還負債期間的預期適用稅率計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised in profit or loss on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

(a) *Sale of routers and software licences*

Revenue from the sale of routers and stand-alone software licences is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the routers and software.

(b) *Provision of licence services*

Revenue from the provision of licence services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

(c) *Provision of warranty and support services*

Revenue from the provision of warranty and support services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

2.4 重大會計政策概要 (續)

所得稅 (續)

遞延稅項資產及遞延稅項負債僅限於本集團擁有可依法執行的權利抵銷即期稅項資產及即期稅項負債，且遞延稅項資產及遞延稅項負債與由同一稅務機關對同一納稅實體或不同納稅實體(其有意以淨額結算即期稅項負債及資產或變現資產以及一併結算負債)於未來各期間(其間遞延稅項負債或資產的大部份款項預計將結算或回收)徵收有關所得稅時可抵銷。

政府補助

政府補助於能合理確定將收到補助，且所有附帶條件將獲遵守的情況下按其公允價值確認。倘補助與開支項目相關，則有關補助於其擬補償之成本支銷期間內按系統基準於損益確認。

收入確認

客戶合約收入

來自客戶合約之收入在商品或服務轉移至客戶時按反映本集團就交換該等商品或服務而預期有權收取之代價金額確認。

(a) *銷售路由器及軟件許可*

來自銷售路由器及獨立軟件許可的收入於資產的控制權轉移至客戶時(通常在交付路由器及軟件時)確認。

(b) *提供許可服務*

提供許可服務之收入於計劃年內以直線法確認，因為客戶同時接收及消耗本集團所提供的利益。

(c) *提供保修與支援服務*

提供保修與支援服務之收入於計劃年內以直線法確認，因為客戶同時接收及消耗本集團所提供的利益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

2.4 重大會計政策概要 (續)

收入確認 (續)

其他收入

其他收入使用實際利率法按累計基準確認，而實際利率為在金融工具的預期可使用期限內或在短期內(如適用)將估計未來現金收入實際折現為金融資產賬面淨值的利率。

合約負債

合約負債於在本集團轉移商品或服務前自客戶接獲付款或付款到期(以較早者為準)時確認。合約負債在本集團履行合約(即相關商品或服務的控制權轉讓予該客戶)時確認為收益。

合約成本

除撥充存貨、物業、廠房及設備及無形資產的成本外，就履行客戶合約而產生的成本在符合下列所有條件時資本化作為資產：

- (a) 該成本與實體可具體識別的合約或預期合約直接相關。
- (b) 該成本可以產生或提高實體用於滿足(或持續滿足)未來履約義務的資源。
- (c) 該成本預期可收回。

已撥充資本的合約成本有系統地按照與資產相關的貨品及服務轉移至客戶的一致方式攤銷及於損益表扣除。其他合約成本則在產生時支銷。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees of the Group (including directors of the entities comprising the Group) receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 25 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

2.4 重大會計政策概要 (續)

股票付款

為了激勵和獎勵為本集團運作作出貢獻的符合條件的人士，本公司實行購股權計劃。本集團的僱員(包括構成本集團的實體的董事)以股票付款方式收取酬金，據此僱員以提供服務作為權益工具的代價(「權益結算交易」)。

與僱員進行的權益結算交易的成本參照其授出當日之公允價值計算。公允價值由外部估值師以二項模式釐定，進一步詳情載於財務報表附註25中。

權益結算交易的成本連同權益相應增加部分，在滿足業績及／或服務條件期間於僱員福利開支內確認。於各報告期末直至歸屬日期內確認為權益結算交易的累計開支反映歸屬日期屆滿時的水平及本集團對最終歸屬的權益工具數目的最佳估計。於某期間內損益的扣除或入賬反映於該期間開始及結束時確認的累計開支變動。

決定獎勵於授出日期之公允價值時不會考慮服務及非市場表現條件，但該等條件的可能性會作為本集團對最終歸屬的權益工具數目的最佳估計的一部分而予以評估。授出日期之公允價值反映市場表現條件。任何其他附帶於獎勵的條件，若無相關服務需求，將被視為非歸屬條件。非歸屬條件反映在獎勵的公允價值且除非亦有服務及／或表現條件，否則其將導致獎勵立即耗減。

因未滿足非市場表現及／或服務條件而最終不會歸屬的獎勵不予確認開支。倘獎勵包括一項市場或非歸屬條件，且所有其他表現及／或服務條件已達成，不論市場或非歸屬條件是否達成，該等交易亦將被視作歸屬交易。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification, that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the end of each reporting period is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the end of each reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward.

2.4 重大會計政策概要 (續)

股票付款 (續)

當修訂股票付款獎勵的條款時，倘已滿足獎勵的原始條款，則至少要按無修訂條款的情況確認開支。此外，當任何修訂於修訂當日導致股票付款的公允總值有所增加，或為僱員帶來利益，均應確認開支。

當股票付款獎勵被取消，則會視作於取消當時歸屬，且任何未就獎勵確認的開支將立即確認。此舉包括未滿足本集團或僱員控制權內的非歸屬條件的任何獎勵。然而，倘有新獎勵代替被取消的獎勵，且於授出當日被指定為一項替代獎勵，則被取消及新獎勵均會視作原始獎勵的變更，如上段所述。

計算每股盈利時，未行使購股權的攤薄影響將列作額外股份攤薄效應。

其他僱員福利

轉撥有薪假期

本集團為僱員就彼等的僱傭合約提供有薪年假，年假按曆年計算。在若干情況下，於各報告期末未放取的假日可以轉撥至下年度供相關僱員使用。於各報告期末，該年度僱員累積的有薪假期的預期未來成本將計入應計項目並轉撥至下年度。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other employee benefits (Continued)

Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees in the Group’s subsidiary in Malaysia are members of the state-managed retirement benefit scheme, the Employees Provident Fund (the “EPF Scheme”) operated by the Malaysian government. The subsidiary is required to contribute a certain percentage of payroll costs to the EPF Scheme. The only obligation of the Group with respect to the retirement benefit scheme is to make specified contributions.

The employees in the Group’s subsidiary in Taiwan chose to participate in a defined contribution scheme governed by the Labour Pension Act of Taiwan. This subsidiary contributes at 6% of the total salaries of participating employees who have chosen to participate in the defined contribution scheme, deposited into individual pension accounts at the Bureau of Labour Insurance of Taiwan.

Borrowing costs

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds, and they are expensed in the period in which they are incurred.

2.4 重大會計政策概要 (續)

其他僱員福利 (續)

退休福利計劃

本集團根據香港強制性公積金計劃為所有合資格參與強積金計劃的僱員實行一項有既定供款的強制性公積金退休福利計劃(「強積金計劃」)。供款按照僱員底薪的若干百分比釐定，且根據強積金計劃規定於應付時在損益中扣除。強積金計劃的資產與本集團其他資產分開管理，由獨立管理的基金持有。向強積金計劃作出供款時，本集團的僱主供款將全數歸屬僱員擁有，本集團僱主的自願供款則除外，根據強積金計劃的規則，當僱員在供款全數歸屬彼等前離職，則僱主的自願供款將退還予本集團。

本集團馬來西亞附屬公司的僱員為馬來西亞政府所設立的國家退休福利計劃(僱員強制性公積金計劃(「僱員強積金計劃」)的成員。該附屬公司須提供薪酬開支的若干百分比予僱員公積金計劃。本公司就退休福利計劃唯一的義務是作出特定供款。

本集團台灣附屬公司的僱員選擇參與由台灣勞工退休金條例監管之界定供款計劃。此附屬公司須就選擇參與界定供款計劃之僱員按其薪金總額之6%供款，並存放於台灣勞工保險局之個人退休金賬戶內。

借貸成本

借貸成本包括利息及本集團就借款而產生的其他成本，該等成本於其產生期間支銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs (Continued)

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

Dividends

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grants the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in United States dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

2.4 重大會計政策概要 (續)

借貸成本 (續)

與合資格資產(即需要頗長時間準備以供使用或出售的資產)的收購、建設或製造直接相關的借貸成本,會撥作該等資產成本的一部分。資產達到其預期可供使用或可供銷售狀態時,借貸成本停止資本化。

股息

由於本公司的公司細則授予董事宣派中期股息的權利,所以中期股息之動議和宣派在同一時間進行。因此,中期股息在動議和宣派之時立即被確認為負債。

外幣

該等財務報表以美元呈列,而美元亦為本公司的功能貨幣。本集團旗下各實體自行決定其功能貨幣,而各實體財務報表內的項目均以該功能貨幣計量。本集團實體的外幣交易初步按交易當日的各功能貨幣匯率入賬。以外幣計值的貨幣資產及負債按報告期末的功能貨幣匯率換算。結算或換算貨幣項目時產生的差額於損益確認。

以外幣呈列且按歷史成本計量的非貨幣項目,按初始交易日的匯率折算。

就終止確認與預付代價有關的非貨幣資產或非貨幣負債的相關資產、開支或收入而言,於釐定初次確認的匯率時,初次交易的日期為本集團初次確認預付代價所產生的非貨幣資產或非貨幣負債的日期。倘有多筆預付付款或收款,本集團就每筆預付代價的付款或收款分別釐定交易日期。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

The functional currencies of overseas subsidiaries are currencies other than the United States dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into United States dollars at the exchange rates prevailing at the end of the reporting period and their profit or loss are translated into United States dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of the overseas subsidiaries are translated into United States dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the overseas subsidiaries which arise throughout the year are translated into United States dollars at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

2.4 重大會計政策概要 (續)

外幣 (續)

海外附屬公司的功能貨幣為美元以外的貨幣。於報告期末，該等實體的資產及負債按報告期末的即期匯率換算成美元，而該等損益按該年度的加權平均匯率換算成美元。所產生的匯兌差額會在其他全面收益確認，並在匯兌波動儲備中累積。當出售海外業務時，與該海外業務有關的其他全面收益的組成部分於損益內確認。

就綜合現金流量表而言，海外附屬公司的現金流按現金流產生當日的匯率換算成美元。海外附屬公司於本年經常產生的現金流按該年度的加權平均匯率換算成美元。

3. 重大會計判斷及估計

編製本集團財務報表要求管理層作出影響收入、費用、資產及負債及其附帶披露之報告金額及或有負債之披露的判斷、估計及假設。此等假設及估計之不確定性可能會導致可能需要對未來受影響之資產或負債之賬面價值進行重大調整的結果。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

Judgement

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which has the most significant effect on the amounts recognised in the financial statements:

Income taxes

Significant judgement is involved in determining the provision for income taxes. Determining income tax provision requires management to make estimates and assumptions and involves judgement on the tax treatment of certain transactions, assessment of the probability of tax uncertainties and interpretation of applicable tax rules. These estimates, assumptions, judgements and assessments affect the amounts that are reported in these financial statements and accompanying disclosures. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account any changes in tax legislation and/or underlying assumptions.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Allocation of revenue for bundled transactions with customers

The Group has bundled transactions with customers including the sale of both products and services. The amount of revenue recognised upon the sale of products is determined by considering the estimated fair value of each of the performance obligations from the product element and service element. Significant management judgement is required to determine the performance obligations and identify the elements in the contracts and allocate the transaction price to each performance obligation and the elements on the basis of the relative fair value (i.e., stand-alone selling price) of each distinct product or service element included in the contract.

3. 重大會計判斷及估計 *(續)*

判斷

在應用本集團會計政策的過程中，管理層就財務報表中最大影響確認金額之判斷(除涉及估計之判斷外)如下：

所得稅

釐定所得稅撥備涉及重大判斷。釐定所得稅撥備要求管理層作出估計及假設，並對某些交易之稅務處理、評估稅務不確定性之可能性及對適用稅收規則之詮釋作出判斷。此等估計、假設、判斷及評估會影響本財務報表及相關披露中所報告的金額。本集團審慎評估交易之稅務影響，並據此設定稅項撥備。該等交易之稅項經定期重新考慮，以考慮稅務立法及／或基本假設發生任何變化。

估計不確定性

報告期末有關載有導致下一財政年度資產及負債賬面值重大調整之重大風險之未來及其他估計不確定性之主要來源的主要假設如下。

與客戶進行之捆綁交易之收入分配

本集團已與客戶訂有捆綁交易，包括產品及服務之銷售。產品銷售後確認收入金額乃通過考慮產品要素及服務要素之每一項履約義務的估計公允價值而釐定。釐定合約的履約義務及識別合約要素，並根據合約中包括之每個不同產品或服務要素之相對公允價值(即獨立售價)為每項履約義務及要素分配交易價格，需要管理層作出重大判斷。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

Estimation uncertainty *(Continued)*

Allocation of revenue for bundled transactions with customers *(Continued)*

Where management is unable to determine the stand-alone selling price, management uses the residual value method. Under this method, management estimates the stand-alone selling price by making reference to the total contract consideration less the sum of the observable stand-alone selling prices of other elements.

Classification of warranty and support services

The Group applied judgement on revenue recognition of warranty and support services. The Group has determined, based on the terms and arrangements of the services, whether the warranty and support services provided are service-type or assurance-type warranty. The revenue from the provision of warranty and support services was derived from (i) the embedded warranty provided with the sale of SD-WAN routers; and (ii) the extended service-type warranty. For embedded warranty, it provides customers services such as after-sales services and updates, which is beyond fixing existing defects in the products and thus, embedded warranty represents a separate performance obligation and is considered as a service-type warranty. For other extended services-type warranty, it is sold separately and represented a separate performance obligation. The Group concluded that revenue from warranty and support services is to be recognised over time because they represented a separate performance obligation and the customer simultaneously receives and consumes the benefits provided by the Group.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

3. 重大會計判斷及估計 *(續)*

估計不確定性 *(續)*

與客戶進行之捆綁交易之收入分配 *(續)*

倘管理層無法釐定獨立售價，則管理層使用剩餘價值法。根據此方法，管理層透過參照合約對價總額減其他要素之可觀察獨立售價之和，估算獨立售價。

保修及支援服務的分類

本集團在確認保修與支援服務的收入時進行判斷。本集團根據服務的條款和協議決定所提供的保修與支援服務是服務類保修還是保證類保修。提供保修與支援服務的收入源自：(i) 隨SD-WAN路由器銷售提供的內嵌保修；及(ii) 延長服務類保修。對於內嵌保修，其提供諸如售後服務與更新等客戶服務，這超出修復產品現有瑕疵的範圍，因此內嵌保修為單獨一項履約責任，並被視作服務類保修。對於其他延長服務類保修，其單獨出售，並作為單獨一項履約責任。本集團認為提供保修與支援服務的收入隨提供服務達成，因為其作為單獨一項履約責任且客戶同時接收及消耗本集團所提供的利益。

貿易應收款項的預期信貸虧損撥備

本集團使用撥備矩陣計算貿易應收款項的預期信貸虧損。撥備率乃基於逾期日數釐定。

撥備矩陣初步以本集團的過往觀察所得違約率為基礎。本集團將調整矩陣，以對照前瞻性資料調整過往信貸虧損經驗。舉例而言，倘預測經濟狀況(即國內生產總值)預期會於下一年惡化而可能導致該界別的違約數目增加，則會調整過往違約率。於各報告日期，過往觀察所得違約率會更新及前瞻性估計的變動會予以分析。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Provision for expected credit losses on trade receivables (Continued)

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 17 to the financial statements.

Net realisable value of inventories

The Group performs regular review of the carrying amounts of inventories with reference to aged analyses of the Group's inventories and management experience and judgement. Based on this review, write-down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable values. Due to changes in technological, market and economic environment and customers' preference, actual saleability of goods may be different from estimation and profit or loss could be affected by differences in this estimation.

Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

貿易應收款項的預期信貸虧損撥備 (續)

過往觀察所得違約率、預測經濟狀況及預期信貸虧損之間關聯繫數的評估為一項重大估計。預期信貸虧損的金額對環境及預測經濟狀況的變動敏感。本集團的過往信貸虧損經驗及經濟狀況的預測亦未必反映客戶未來的實際違約情況。有關本集團貿易應收款項預期信貸虧損的資料披露於財務報表附註17。

存貨的可變現淨值

本集團根據本集團的存貨的賬齡分析及管理經驗及判斷定期審查存貨的賬面值。按照審查結果，存貨將於存貨賬面值跌至其估計可變現淨值時予以撇銷。鑒於科技、市場及經濟環境及客戶偏好的變動，產品實際的可銷售性可能有別於估算，而損益可能受該等估算的差異影響。

租賃 — 估計遞增借款利率

本集團無法輕易確定租賃中的內含利率，因此，本集團使用遞增借款利率（「遞增借款利率」）計量租賃負債。遞增借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近的資產，而以類似抵押品與類似期間借入所需資金應支付的利率。因此，遞增借款利率反映了本集團「應支付」的利率，當無可觀察的利率時（如就並無訂立融資交易的附屬公司而言）或當須對利率進行調整以反映租賃的條款及條件時（如當租賃並非以附屬公司的功能貨幣訂立時），則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據（如市場利率）估算遞增借款利率並須作出若干實體特定的估計（如附屬公司的獨立信貸評級）。

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4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has reportable operating segments as follows:

- (a) the sale of SD-WAN routers segment that primarily engages in sale of wired and wireless routers; and
- (b) software licences and warranty and support services segment that primarily engages in the provision of software licences and warranty and support services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that other income and gains, net, selling and distribution expenses, unallocated administrative expenses and finance costs are excluded from such measurement.

There were no material intersegment sales and transfers during the current and prior years.

(a) Operating segments

	Sale of SD-WAN routers 銷售SD-WAN路由器				Software licences and warranty and support services 軟件許可及保修 與支援服務		Total	
	Wired routers		Wireless routers				Total	
	有線路由器		無線路由器				合計	
	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Segment revenue: (note 5)	分部收入： (附註5)							
Sales to external customers	9,152	7,853	28,441	24,666	15,225	13,391	52,818	45,910
Segment results	3,542	3,581	7,044	7,150	12,132	10,305	22,718	21,036
Reconciliation:	對賬：							
Other income and gains, net	其他收益及利益， 淨值						737	484
Selling and distribution expenses	銷售及分銷開支						(2,475)	(2,411)
Unallocated administrative expenses	未分配行政開支						(4,878)	(5,020)
Finance costs	財務成本						(60)	(95)
Profit before tax	稅前溢利						16,042	13,994

4. 經營分部資料

為便於管理，本集團按照其產品及服務劃分其業務單位，並擁有兩個可呈報的經營分部，具體如下：

- (a) 銷售SD-WAN路由器分部，其主要從事銷售有線及無線路由器的業務；及
- (b) 軟件許可及保修與支援服務分部，其主要提供軟件許可及保修與支援服務。

管理層分別監督本集團的經營分部，以作出與資源分配及業績評估有關的決定。分部業績乃按可呈報分報溢利評估，其為經調整稅前溢利的評估。該經調整稅前溢利的計算方式與本集團的稅前溢利一致，惟該評估不包括其他收益及利益，淨值、銷售與分銷開支、未分配行政開支及財務成本。

於本年度及過往年度並無重大分部間銷售及轉移。

(a) 經營分部

4. OPERATING SEGMENT INFORMATION

(Continued)

(a) Operating segments (Continued)

Information of assets and liabilities of reportable segments is not provided to the chief operating decision makers for their review. Therefore, no analysis of the Group's assets and liabilities by reportable segments is presented.

4. 經營分部資料 (續)

(a) 經營分部 (續)

有關可呈報分部的資產及負債的資料並無提呈到主要經營決策者以供其審查。因此，概無呈列按可呈報分部劃分之本集團資產及負債的分析。

	Sale of SD-WAN routers 銷售SD-WAN路由器				Software licences and warranty and support services 軟件許可及保修 與支援服務		Total 合計	
	Wired routers 有線路由器		Wireless routers 無線路由器		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元				
	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Amortisation of intangible assets 攤銷無形資產	53	25	483	412	120	81	656	518
Write-down of inventories to net realisable value 撇減存貨至可變現 淨值	166	82	527	257	—	—	693	339

(b) Geographical information

(i) Revenue from external customers

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
North America 北美洲		29,563	27,627
EMEA (Europe, Middle East and Africa) 歐洲、中東和非洲		14,492	10,826
Asia 亞洲		7,791	6,628
Others 其他		972	829
		52,818	45,910

(b) 地域資料

(i) 來自外部客戶的收入

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4. OPERATING SEGMENT INFORMATION

(Continued)

(b) Geographical information (Continued)

(ii) Non-current assets

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Hong Kong	香港	3,794	4,947
Taiwan	台灣	157	203
Malaysia	馬來西亞	30	57
Lithuania	立陶宛	253	283
		4,234	5,490

The non-current asset information above is based on the locations of the assets and excludes deferred tax assets.

(c) Information about major customers

For the year ended 31 December 2020, revenue of approximately US\$10,490,000 from a major customer was derived from the sale of SD-WAN routers segment and software licences and warranty and support services segment.

For the year ended 31 December 2019, revenue of approximately US\$13,761,000 from a major customer was derived from the sale of SD-WAN routers segment and software licences and warranty and support services segment.

5. REVENUE AND OTHER INCOME AND GAINS, NET

An analysis of revenue is as follows:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Revenue from contracts with customers	客戶合約收入	52,818	45,910

4. 經營分部資料 (續)

(b) 地域資料 (續)

(ii) 非流動資產

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Hong Kong	香港	3,794	4,947
Taiwan	台灣	157	203
Malaysia	馬來西亞	30	57
Lithuania	立陶宛	253	283
		4,234	5,490

以上非流動資產基於資產的位置且不包括遞延所得稅資產。

(c) 主要客戶資料

截至2020年12月31日止年度，來自一名主要客戶約10,490,000美元的收入來自銷售SD-WAN路由器分部以及軟件許可及保修與支援服務分部。

截至2019年12月31日止年度，來自一名主要客戶約13,761,000美元的收入來自銷售SD-WAN路由器分部以及軟件許可及保修與支援服務分部。

5. 收入及其他收益及利益，淨值

收入之分析如下：

5. REVENUE AND OTHER INCOME AND GAINS, NET (Continued)

Revenue from contracts with customers

(i) **Disaggregated revenue information**

For the year ended 31 December 2020

5. 收入及其他收益及利益，淨值 (續)

客戶合約收入

(i) **分類收入資料**

截至2020年12月31日止年度

Segments		Sale of SD-WAN routers	Software licences and warranty and support services	Total
分部		銷售SD-WAN路由器	軟件許可及保修與支援服務	合計
		US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元
Types of goods or services	商品及服務類型			
Sale of SD-WAN routers	銷售SD-WAN路由器			
— Wired	— 有線	9,152	—	9,152
— Wireless	— 無線	28,441	—	28,441
Provision of warranty and support services	提供保修與支援服務	—	12,319	12,319
Sale of software and licence fee income	銷售軟件及許可費收入	—	2,906	2,906
Total revenue from contracts with customers	來自客戶合約之收入總額	37,593	15,225	52,818
Geographical markets	地區市場			
North America	北美洲	21,006	8,557	29,563
EMEA (Europe, Middle East and Africa)	歐洲、中東和非洲	10,664	3,828	14,492
Asia	亞洲	5,230	2,561	7,791
Others	其他	693	279	972
Total revenue from contracts with customers	來自客戶合約之收入總額	37,593	15,225	52,818
Timing of revenue recognition	收入確認時間			
Goods transferred at a point in time	於某個時間點轉移之貨品	37,593	1,767	39,360
Services transferred over time	隨時間轉移之服務	—	13,458	13,458
Total revenue from contracts with customers	來自客戶合約之收入總額	37,593	15,225	52,818

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5. REVENUE AND OTHER INCOME AND GAINS, NET (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

For the year ended 31 December 2019

5. 收入及其他收益及利益，淨值(續)

客戶合約收入(續)

(i) 分類收入資料(續)

截至2019年12月31日止年度

Segments		Sale of SD-WAN routers	Software licences and warranty and support services	Total
分部		銷售 SD-WAN 路由器	軟件許可及 保修與 支援服務	合計
		US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元
Types of goods or services	商品及服務類型			
Sale of SD-WAN routers	銷售SD-WAN路由器			
— Wired	— 有線	7,853	—	7,853
— Wireless	— 無線	24,666	—	24,666
Provision of warranty and support services	提供保修與支援服務	—	11,282	11,282
Sale of software and licence fee income	銷售軟件及許可費收入	—	2,109	2,109
Total revenue from contracts with customers	來自客戶合約之收入總額	32,519	13,391	45,910
Geographical markets	地區市場			
North America	北美洲	19,959	7,668	27,627
EMEA (Europe, Middle East and Africa)	歐洲、中東和非洲	7,431	3,395	10,826
Asia	亞洲	4,565	2,063	6,628
Others	其他	564	265	829
Total revenue from contracts with customers	來自客戶合約之收入總額	32,519	13,391	45,910
Timing of revenue recognition	收入確認時間			
Goods transferred at a point in time	於某個時間點轉移之貨品	32,519	1,348	33,867
Services transferred over time	隨時間轉移之服務	—	12,043	12,043
Total revenue from contracts with customers	來自客戶合約之收入總額	32,519	13,391	45,910

5. REVENUE AND OTHER INCOME AND GAINS, NET (Continued)

Revenue from contracts with customers (Continued)

(i) **Disaggregated revenue information** (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Provision of warranty and support services	6,397	6,361
Sale of software and licence fee income	664	402
	7,061	6,763

(ii) **Performance obligations**

Information about the Group's performance obligations is summarised below:

Sale of SD-WAN routers and software

The performance obligation is satisfied upon delivery of the routers and software and payment is generally due within 60 days from delivery.

5. 收入及其他收益及利益，淨值 (續)

客戶合約收入 (續)

(i) **分類收入資料** (續)

下表列示於本報告期間確認的收入金額，其計入報告期初的合約負債：

(ii) **履約責任**

有關本集團履約責任的資料概述如下：

銷售SD-WAN路由器及軟件

履約責任於交付路由器及軟件時達成及付款一般須於交付後60日內結付。

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5. REVENUE AND OTHER INCOME AND GAINS, NET *(Continued)*

Revenue from contracts with customers *(Continued)*

(ii) Performance obligations *(Continued)*

Warranty and support services

The revenue from the provision of warranty and support services was derived from (i) the embedded warranty provided with the sale of SD-WAN routers; and (ii) the extended service-type warranty. For embedded warranty, it provides customers services such as after-sales services and updates, which is beyond fixing existing defects in the products and thus, embedded warranty represents a separate performance obligation and is considered as a service-type warranty. For other extended services-type warranty, it is sold separately and represented a separate performance obligation. The performance obligation is satisfied over time as services are rendered and advances are normally required before rendering the services.

Licence services

The performance obligation is satisfied over time as services are rendered and advances are normally required before rendering the services.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Amounts expected to be recognised as revenue:	預計確認為收入的金額：		
Within one year	一年內	8,543	7,061
After one year	一年後	2,338	1,830
		10,881	8,891

5. 收入及其他收益及利益，淨值 *(續)*

客戶合約收入 *(續)*

(ii) 履約責任 *(續)*

保修與支援服務

提供保修與支援服務的收入源自：(i)隨SD-WAN路由器銷售提供的內嵌保修；及(ii)延長服務類保修。對於內嵌保修，其提供諸如售後服務與更新等客戶服務，這超出修復產品現有瑕疵的範圍，因此內嵌保修為單獨一項履約責任，並被視作服務類保修。對於其他延長服務類保修，其單獨出售，並作為單獨一項履約責任。履約責任隨提供服務達成，而提供服務前通常需要預付款項。

特許服務

履約責任隨提供服務達成，而提供服務前通常需要預付款項。

於12月31日分配至餘下履約責任(未達成或部分未達成)的交易價格金額如下：

5. REVENUE AND OTHER INCOME AND GAINS, NET (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations (Continued)

Licence services (Continued)

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to licence services and warranty and support services, of which the performance obligations are to be satisfied within three years.

5. 收入及其他收益及利益，淨值 (續)

客戶合約收入 (續)

(ii) 履約責任 (續)

特許服務 (續)

分配至餘下預期將於一年後確認為收入的履約責任的交易價格金額涉及特許服務及保修及支援服務，該等服務的履約責任將於三年內達成。

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Other income and gains, net	其他收益及利益，淨值		
Sale of parts	銷售零部件材料	—	34
Bank interest income	銀行利息收入	212	443
Foreign exchange gains, net	匯兌收益，淨值	409	—
Government grants	政府補助	112	—
Others	其他	4	7
		737	484

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6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/
(crediting):

6. 稅前溢利

本集團稅前溢利乃經扣除／(計入)以下各項後所達致：

	Notes 附註	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Cost of inventories sold	已銷售存貨成本	21,185	16,248
Cost of services provided	已提供服務成本	833	888
Depreciation ^{a&b}	折舊 ^{a&b}	13	1,536
Amortisation of intangible assets ^c	攤銷無形資產 ^c	15	656
Lease payments not included in the measurement of lease liabilities	不計入租賃負債計量的租賃付款	14(b)	—
Auditor's remuneration	核數師酬金	176	175
Employee benefit expense (excluding directors' remuneration — note 8) ^d :	僱員福利開支 (不包括董事酬金 — 附註8) ^d :		
Wages, salaries and allowances	工資、薪金及津貼	7,646	6,173
Equity-settled share-based payment expense	以權益結算之股份付款開支	187	308
Retirement benefit scheme contributions (defined contribution schemes)	退休福利計劃供款 (界定供款計劃)	265	250
Less: Government subsidies	減：政府補貼		
— Hong Kong Special Administrative Region Employee Support Scheme ^e	— 香港特別行政區「保就業計劃」 ^e	(673)	—
Government subsidies	政府補貼		
— Lithuania ^f	— 立陶宛 ^f	(542)	—
		6,883	6,731
Equity-settled share-based payment expense for consultants	支予顧問的以權益結算之股份付款開支	3	147
Impairment of financial assets:	金融資產減值：		
Impairment of trade receivables	貿易應收款項減值	17	—
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	693	339
Foreign exchange differences, net	外匯匯率差額，淨額	(409)	168

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6. PROFIT BEFORE TAX (Continued)

- (a) Depreciation for the year of US\$287,000 (2019: US\$272,000) is included in “Cost of sales and services” on the face of the consolidated statement of profit or loss and other comprehensive income.
- (b) The total amount of depreciation includes the depreciation of right-of-use assets of US\$1,012,000 (2019: US\$933,000).
- (c) Amortisation of intangible assets for the year of US\$656,000 (2019: US\$518,000) is included in “Administrative expenses” on the face of the consolidated statement of profit or loss and other comprehensive income.
- (d) Employee benefit expense of US\$4,802,000 (2019: US\$4,816,000) is included in “Research and development expenses” on the face of the consolidated statement of profit or loss and other comprehensive income.
- (e) The subsidies were granted under Employment Support Scheme from the Government of Hong Kong Special Administrative Region. There were no unfulfilled conditions relating to the subsidies.
- (f) The subsidies of approximately US\$542,000 were granted from the Government of Lithuania and were deducted in “Research and development expenses” on the face of the consolidated statement of profit or loss and other comprehensive income. During the year, the Company’s subsidiary in Lithuania received subsidies of an aggregate of approximately US\$713,000 (2019: Nil) from the Government of Lithuania for several research and development projects. Amounts of approximately US\$112,000 and US\$59,000 are included in “Other income and gains, net” and “Administrative expenses” on the face of the consolidated statement of profit or loss and other comprehensive income, respectively. There were no unfulfilled conditions relating to the subsidies.

7. FINANCE COSTS

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Interest on bank borrowings	銀行借貸利息	17	28
Interest on lease liabilities	租賃負債利息	43	67
		60	95

6. 稅前溢利 (續)

- (a) 本年度折舊287,000美元(2019年: 272,000美元)計入綜合損益及其他全面收益表列示之「銷售及服務成本」中。
- (b) 折舊總額包括使用權資產折舊1,012,000美元(2019年: 933,000美元)。
- (c) 本年度攤銷無形資產656,000美元(2019年: 518,000美元)之金額已包括在綜合損益及其他全面收益表列示之「行政開支」中。
- (d) 僱員福利開支4,802,000美元(2019年: 4,816,000美元)之金額已包括在綜合損益及其他全面收益表列示之「研發開支」中。
- (e) 該等補貼由香港特別行政區政府根據「保就業計劃」發放。概無有關該等補貼的未達成條件。
- (f) 該等補貼約542,000美元由立陶宛政府發放並在綜合損益及其他全面收益表列示之「研發開支」中扣減。年內,公司在立陶宛的附屬公司從立陶宛政府獲得合共約713,000美元的補貼(2019年: 無),用於多個研發項目。約112,000美元及59,000美元分別包含在本集團之綜合損益及其他全面收益表內之「其他收益及利益,淨值」及「行政開支」中。概無有關該等補貼的未達成條件。

7. 財務成本

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8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Fees:	費用：		
Executive directors	執行董事	—	—
Independent non-executive directors	獨立非執行董事	45	45
		45	45
Other emoluments:	其他酬金：		
Salaries and allowances	薪金及津貼	1,332	1,319
Equity-settled share-based payment expense [#]	以權益結算之股份付款 開支 [#]	25	75
Retirement benefit scheme contributions (defined contribution schemes)	退休福利計劃供款 (界定供款計劃)	10	10
		1,367	1,404
		1,412	1,449

[#] During the year and in the prior years, certain directors were granted share options, subject to certain vesting conditions, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 25 to the financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

8. 董事酬金

按照香港聯合交易所有限公司證券上市規則(「上市規則」)、《香港公司條例》第383(1)(a)、(b)、(c)及(f)節以及《公司規例(披露董事利益資料)》第2部，本年度董事酬金披露如下：

[#] 年內及於過往年度，就若干董事對本集團的服務，彼等在本公司的購股權計劃下根據若干歸屬條件獲授購股權，有關詳情載列於財務報表附註25。該等公允價值已於歸屬期間在損益內確認的購股權是按授予日之價格釐定，而包括在本年度財務報表的金額已在上述董事酬金中披露。

8. DIRECTORS' REMUNERATION (Continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Independent non-executive directors: 獨立非執行董事：		
Yu Kin Tim 余健添	15	15
Ho Chi Lam 何志霖	15	15
Wan Sze Chung 溫思聰	15	15
	45	45

Save as disclosed above, there were no other emoluments payable to the independent non-executive directors during the year (2019: Nil).

8. 董事酬金 (續)

(a) 獨立非執行董事：

本年度支付獨立非執行董事費用如下：

除上述披露者外，於本年度並無其他應付予獨立非執行董事的薪酬(2019年：無)。

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8. DIRECTORS' REMUNERATION (Continued)

(b) Executive directors

The fees and other emoluments paid to executive directors during the year were as follows:

		Salaries and allowances	Equity-settled share-based payment expense 以權益結算之股份付款開支	Retirement benefit scheme contributions 退休福利計劃供款	Total remuneration
		薪金及津貼 US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	酬金總額 US\$'000 千美元
2020	2020年				
Executive directors:	執行董事：				
Mr. Chan	陳先生	506	5	2	513
Chau Kit Wai	周傑懷	218	5	2	225
Yip Kai Kut	葉繼吉	172	5	2	179
Yeung Yu	楊瑜	218	5	2	225
Chong Ming Pui	莊明沛	218	5	2	225
		1,332	25	10	1,367
2019	2019年				
Executive directors:	執行董事：				
Mr. Chan	陳先生	501	15	2	518
Chau Kit Wai	周傑懷	216	15	2	233
Yip Kai Kut	葉繼吉	170	15	2	187
Yeung Yu	楊瑜	216	15	2	233
Chong Ming Pui	莊明沛	216	15	2	233
		1,319	75	10	1,404

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2019: Nil).

8. 董事酬金 (續)

(b) 執行董事

本年度向執行董事支付費用及其他薪酬如下：

本年度並無安排董事放棄或同意放棄任何酬金(2019年：無)。

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four directors (2019: four directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining one (2019: one) highest paid employee who is not a director of the Company are as follows:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Salaries and allowances	薪金及津貼	218	216
Equity-settled share-based payment expense	以權益結算之股份付款開支	44	68
Retirement benefit scheme contributions	退休福利計劃供款	2	2
		264	286

The number of non-director highest paid employee whose remuneration fell within the following band is as follows:

下列薪酬組別的非董事最高薪僱員數目如下：

		Number of employee 僱員數目	
		2020 2020年	2019 2019年
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	1

In prior years, share options were granted to a non-director highest paid employee in respect of her services to the Group, further details of which are included in the disclosures in note 25 to the financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director highest paid employee's remuneration disclosures.

於過往年度，非董事最高薪僱員因向本集團提供服務而獲授購股權，有關詳情載於財務報表附註25之披露資料。該等購股權之公允價值於歸屬期間在損益確認，乃於授出日期釐定，且計入本年度財務報表的金額載入上述非董事最高薪僱員的薪酬披露資料中。

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10. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first US\$258,000 (2019: US\$255,000) of assessable profits of this subsidiary are taxed at 8.25% (2019: 8.25%) and the remaining assessable profits are taxed at 16.5% (2019: 16.5%). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates.

10. 所得稅

香港利得稅乃根據年內之估計應課稅溢利之16.5% (2019年: 16.5%) 支付，惟本集團的一間附屬公司除外，該公司為符合兩級制利得稅率制度的實體。該附屬公司之應課稅溢利的前258,000美元 (2019年: 255,000美元) 按8.25% (2019年: 8.25%) 之稅率計算，餘下應課稅溢利按16.5% (2019年: 16.5%) 計算。其他應課稅溢利的稅款已按本集團經營所在國家的現行稅率計算。

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Current — Hong Kong	現行 — 香港		
Charge for the year	本年度稅款支出	1,970	1,849
Under/(over)provision in prior years	以往年度撥備不足／ (超額撥備)	(81)	25
Current — Elsewhere	現行 — 其他地區		
Charge for the year	本年度稅款支出	13	7
Underprovision in prior years	以往年度撥備不足	2	—
Deferred (note 23)	遞延 (附註23)	(92)	24
Total tax charge for the year	本年度稅款支出總額	1,812	1,905

10. INCOME TAX (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory profits tax rate for Hong Kong in which the Company and the majority of its subsidiaries operate/ are domiciled to the tax charge at the effective tax rate is as follows:

10. 所得稅 (續)

應用於按香港(本公司及其大部分附屬公司經營/所在地)之法定利得稅稅率計算之稅前溢利之稅項開支與按實際稅率計算之稅項開支的對賬如下:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Profit before tax	稅前溢利	16,042	13,994
Tax at the Hong Kong statutory tax rate of 16.5% (2019: 16.5%)	按香港法定稅率16.5% (2019年: 16.5%) 計算之稅款	2,647	2,309
Adjustments in respect of current tax of previous periods	就過往期間當期稅款作出之調整	(81)	25
Income not subject to tax	毋須課稅收益	(171)	(76)
Expenses not deductible for tax	不可扣稅開支	66	179
Tax losses not recognised	未確認的稅項虧損	88	12
Tax losses utilised from previous periods	動用前期的稅項虧損	(56)	(12)
Effect of additional tax deduction enacted by tax authority	稅務部門頒佈額外稅項減免的影響	(671)	(528)
Others	其他	(10)	(4)
Tax charge at the Group's effective tax rate	按本集團有效稅率計算之稅款支出	1,812	1,905

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11. DIVIDENDS

11. 股息

	Notes 附註	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Dividends declared:	已宣派股息：		
Interim — HK3.03 cents (2019: HK3.49 cents) per ordinary share	中期股息 — 每股普通股3.03港仙 (2019年：3.49港仙)	4,185	4,639
Second interim — HK6.23 cents (2019: HK4.64 cents) per ordinary share	第二次中期股息 — 每股普通股6.23港仙 (2019年：4.64港仙)	(a) 8,614	6,204
Special dividend — HK2.17 cents (2019: HK2.98 cents) per ordinary share	特別股息 — 每股普通股2.17港仙 (2019年：2.98港仙)	(b) 3,001	3,985
		15,800	14,828

Notes:

- (a) Subsequent to the end of the reporting period, a second interim dividend in respect of the year ended 31 December 2020 of HK6.23 cents (2019: second interim dividend of HK4.64 cents) per ordinary share, in an aggregate amount of approximately US\$8,614,000 (2019: approximately US\$6,204,000) has been declared by the directors of the Company.
- (b) In addition, the directors of the Company have declared a special dividend for the year ended 31 December 2020 of HK2.17 cents (2019: HK2.98 cents) per ordinary share, in an aggregate amount of approximately US\$3,001,000 (2019: approximately US\$3,985,000) subsequent to the end of the reporting period.

附註：

- (a) 於報告期末之後，本公司董事宣佈分派截至2020年12月31日止年度之第二次中期股息每股普通股6.23港仙(2019年：第二次中期股息4.64港仙)，合共約8,614,000美元(2019年：約6,204,000美元)。
- (b) 本公司董事於報告期末之後，另外宣佈分派截至2020年12月31日止年度特別股息每股普通股2.17港仙(2019年：2.98港仙)，合共約3,001,000美元(2019年：約3,985,000美元)。

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 1,058,011,541 (2019: 1,036,681,885) in issue during the year.

12. 母公司普通權益持有人應 佔每股盈利

每股基本盈利乃根據母公司普通股權益持有人應佔本年度溢利及年內已發行普通股之加權平均數1,058,011,541股(2019年：1,036,681,885股)計算。

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

(Continued)

The calculation of the diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, 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.

The calculations of basic and diluted earnings per share are based on:

Earnings

The calculations of basic and diluted earnings per share are based on profit for the year attributable to ordinary equity holders of the parent.

Shares

	Number of shares 股份數目		
	2020 2020年	2019 2019年	
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利的年內已發行普通股加權平均數	1,058,011,541	1,036,681,885
Effect of dilution — weighted average number of ordinary shares:	攤薄之影響 — 普通股加權平均數：		
Share options	購股權	11,422,535	25,137,627
		1,069,434,076	1,061,819,512

12. 母公司普通權益持有人應 佔每股盈利(續)

每股攤薄盈利金額乃根據母公司普通權益持有人年度應佔盈利計算。計算時所採用的普通股加權平均數為本年度發行的普通股數量，即與計算時採用的每股基本收益的數量相同，並假設普通股加權平均數已因全部攤薄潛在普通股被視為已行使或轉換為普通股，而按零代價發行。

本公司擁有人應佔每股基本及攤薄盈利乃基於以下數據計算：

盈利

每股基本及攤薄盈利乃根據母公司普通權益持有人應佔年內溢利計算。

股份

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13. PROPERTY, PLANT AND EQUIPMENT 13. 物業、廠房及設備

		Buildings	Furniture and fixtures	Computer equipment	Office equipment	Machine and equipment	Right-of-use assets — Buildings	Total
		樓宇	傢俬及裝置	電腦設備	辦公室設備	機械及設備	— 樓宇	合計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元
31 December 2020	2020年12月31日							
At 1 January 2020:	於2020年1月1日:							
Cost	成本	1,217	1,046	694	299	1,500	2,966	7,722
Accumulated depreciation	累計折舊	(115)	(610)	(424)	(230)	(1,007)	(933)	(3,319)
Net carrying amount	賬面淨值	1,102	436	270	69	493	2,033	4,403
At 1 January 2020, net of accumulated depreciation	於2020年1月1日，扣除累計折舊	1,102	436	270	69	493	2,033	4,403
Additions	添置	—	7	82	106	123	—	318
Depreciation provided during the year	年內計提折舊	(40)	(144)	(133)	(67)	(287)	(1,012)	(1,683)
Exchange realignment	兌換率調整	11	6	9	4	5	36	71
At 31 December 2020, net of accumulated depreciation	於2020年12月31日，扣除累計折舊	1,073	305	228	112	334	1,057	3,109
At 31 December 2020:	於2020年12月31日:							
Cost	成本	1,229	1,065	760	412	1,524	3,027	8,017
Accumulated depreciation	累計折舊	(156)	(760)	(532)	(300)	(1,190)	(1,970)	(4,908)
Net carrying amount	賬面淨值	1,073	305	228	112	334	1,057	3,109

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13. PROPERTY, PLANT AND EQUIPMENT

(Continued)

13. 物業、廠房及設備 (續)

		Buildings	Furniture and fixtures	Computer equipment	Office equipment	Machine and equipment	Right-of-use assets — Buildings	Total
		樓宇	傢俬及裝置	電腦設備	辦公室設備	機械及設備	— 樓宇	合計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元
31 December 2019	2019年12月31日							
At 1 January 2019 (restated):	於2019年1月1日 (經重列):							
Cost	成本	1,218	960	551	286	1,238	2,739	6,992
Accumulated depreciation	累計折舊	(75)	(473)	(318)	(182)	(735)	—	(1,783)
Net carrying amount	賬面淨值	1,143	487	233	104	503	2,739	5,209
At 31 December 2018, net of accumulated depreciation	於2018年12月31日， 扣除累計折舊	1,143	487	233	104	503	—	2,470
Effect of adoption of HKFRS 16	採納香港財務報告 準則第16號的影響	—	—	—	—	—	2,739	2,739
At 1 January 2019 (restated)	於2019年1月1日 (經重列)	1,143	487	233	104	503	2,739	5,209
Additions	添置	—	87	144	13	262	216	722
Depreciation provided during the year	年內計提折舊	(40)	(137)	(106)	(48)	(272)	(933)	(1,536)
Exchange realignment	兌換率調整	(1)	(1)	(1)	—	—	11	8
At 31 December 2019, net of accumulated depreciation	於2019年12月31日， 扣除累計折舊	1,102	436	270	69	493	2,033	4,403
At 31 December 2019:	於2019年12月31日:							
Cost	成本	1,217	1,046	694	299	1,500	2,966	7,722
Accumulated depreciation	累計折舊	(115)	(610)	(424)	(230)	(1,007)	(933)	(3,319)
Net carrying amount	賬面淨值	1,102	436	270	69	493	2,033	4,403

At 31 December 2020, the Group's buildings with an aggregate net carrying amount of approximately US\$1,073,000 (2019: approximately US\$1,102,000) situated in Hong Kong were pledged to secure general banking facilities and mortgages granted to the Group (note 22).

於2020年12月31日，本集團位於香港的賬面總淨值約為1,073,000美元(2019年：約為1,102,000美元)的樓宇作為銀行授予本集團的一般信貸安排及按揭的抵押(附註22)。

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14. LEASE LIABILITIES

The Group as a lessee

The Group leases certain of its office properties and warehouses used in its operations. Leases for these assets generally have lease terms of three years.

(a) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Carrying amount at 1 January	於1月1日的賬面值	2,094	2,671
New leases	新租賃	—	216
Accretion of interest recognised during the year	年內確認的利息增加	43	67
Covid-19-related rent concessions from lessors	來自出租人的與2019年 新型冠狀病毒肺炎 相關的租金優惠	(7)	—
Payments	付款款項	(1,048)	(865)
Exchange realignment	兌換率調整	38	5
Carrying amount at 31 December	於12月31日的賬面值	1,120	2,094
Analysed into:	按以下項目分析：		
Current portion	即期部分	1,047	999
Non-current portion	非即期部分	73	1,095

The maturity analysis of lease liabilities is disclosed in note 32 to the financial statements.

14. 租賃負債

本集團為承租人

本集團出租其營運中所用的若干辦公室物業及倉庫。該等資產租賃的租賃期一般為三年。

(a) 租賃負債

本集團於本年度的租賃負債及變動的賬面值如下：

租賃負債的到期分析披露於財務報表附註32。

14. LEASE LIABILITIES (Continued)

The Group as a lessee (Continued)

(b) The amounts recognised in profit or loss in relation to leases are as follows:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Interest on lease liabilities	租賃負債利息	43	67
Depreciation charge of right-of-use assets	使用權資產折舊費用	1,012	933
Expenses relating to short-term leases and other leases with remaining lease terms ended on or before 31 December	與短期租賃或剩餘租賃期在12月31日或之前屆滿的其他租賃有關的開支	—	18
Covid-19-related rent concessions from lessors	來自出租人的與2019年新型冠狀病毒肺炎相關的租金優惠	(7)	—
Total amount recognised in profit or loss	於損益內確認的總金額	1,048	1,018

14. 租賃負債 (續)

本集團為承租人 (續)

(b) 就租賃在損益內確認的金額如下：

	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
--	----------------------------------	----------------------------------

Interest on lease liabilities	租賃負債利息	43	67
Depreciation charge of right-of-use assets	使用權資產折舊費用	1,012	933
Expenses relating to short-term leases and other leases with remaining lease terms ended on or before 31 December	與短期租賃或剩餘租賃期在12月31日或之前屆滿的其他租賃有關的開支	—	18
Covid-19-related rent concessions from lessors	來自出租人的與2019年新型冠狀病毒肺炎相關的租金優惠	(7)	—
Total amount recognised in profit or loss	於損益內確認的總金額	1,048	1,018

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15. INTANGIBLE ASSETS

15. 無形資產

		Licences 許可 US\$'000 千美元	Patents 專利 US\$'000 千美元	Trademarks 商標 US\$'000 千美元	Total 合計 US\$'000 千美元
31 December 2020	2020年12月31日				
Cost at 1 January 2020, net of accumulated amortisation	於2020年1月1日成本，扣除累計攤銷	827	249	11	1,087
Additions	添置	515	168	—	683
Amortisation provided during the year	年內計提攤銷	(521)	(133)	(2)	(656)
Exchange realignment	兌換率調整	8	3	—	11
At 31 December 2020	於2020年12月31日	829	287	9	1,125
At 31 December 2020:	於2020年12月31日：				
Cost	成本	2,658	623	26	3,307
Accumulated amortisation	累計攤銷	(1,829)	(336)	(17)	(2,182)
Net carrying amount	賬面淨值	829	287	9	1,125
31 December 2019	2019年12月31日				
Cost at 1 January 2019, net of accumulated amortisation	於2019年1月1日的成本，扣除累計攤銷	710	167	14	891
Additions	添置	554	160	—	714
Amortisation provided during the year	年內計提攤銷	(437)	(78)	(3)	(518)
At 31 December 2019	於2019年12月31日	827	249	11	1,087
At 31 December 2019:	於2019年12月31日：				
Cost	成本	2,122	450	26	2,598
Accumulated amortisation	累計攤銷	(1,295)	(201)	(15)	(1,511)
Net carrying amount	賬面淨值	827	249	11	1,087

During the year, additions of intangible assets of US\$683,000 (2019: US\$714,000) were acquired separately.

於本年度，添置683,000美元(2019年：714,000美元)之無形資產乃為分別購入所得。

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16. INVENTORIES

16. 存貨

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Raw materials and consumables	原材料及消耗品	7,939	5,006
Finished goods	製成品	4,570	2,381
		12,509	7,387

17. TRADE RECEIVABLES

17. 貿易應收款項

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Trade receivables	貿易應收款項	7,110	6,335
Impairment	減值	(113)	(112)
		6,997	6,223

The Group's trading terms with its customers are mainly on credit, except for new and individual customers, where payment in advance is normally required. The overall credit period is generally within 60 days. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over these balances. Trade receivables are non-interest-bearing.

本集團主要以信貸方式與主要客戶訂立貿易條款，但通常要求新客戶及獨立客戶預繳款項。整體信貸期一般為60天。本集團致力對尚未收取的貿易應收款項維持嚴格管理，而逾期結餘由高級管理層定期審查。本集團並無就該等結餘擁有任何抵押或其他增強信貸措施。貿易應收款項均為無息款項。

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17. TRADE RECEIVABLES (Continued)

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Within 1 month	1個月內	4,471	4,323
1 to 2 months	1至2個月	2,366	1,857
2 to 3 months	2至3個月	152	—
Over 3 months	超過3個月	8	43
		6,997	6,223

The movements in the loss allowance for impairment of trade receivables are as follows:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
At beginning of year	於年初	112	94
Impairment losses (note 6)	減值虧損(附註6)	—	17
Exchange realignment	兌換率調整	1	1
At end of year	於年末	113	112

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due. The calculation reflects reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

17. 貿易應收款項 (續)

根據發票日期及扣除虧損撥備後，於報告期末貿易應收款項的賬齡分析如下：

貿易應收款項的虧損撥備的變動如下：

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於逾期日數釐定。該計算反映於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。

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17. TRADE RECEIVABLES (Continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2020

		Default	Current	Past due 逾期			Total
				Less than 1 month	1 to 3 months	4 months to 1 year	
		拖欠	即期	少於1個月	1至3個月	4個月 至1年	合計
Expected credit loss rate	預期信貸虧損率	100%	0.1%	0.1%	0.1%	5.3%	1.6%
Gross carrying amount (US\$'000)	賬面總值 (千美元)	113	5,697	1,214	86	—	7,110
Expected credit losses (US\$'000)	預期信貸虧損 (千美元)	113	—*	—*	—*	—*	113

As at 31 December 2019

於2020年12月31日

		Default	Current	Past due 逾期			Total
				Less than 1 month	1 to 3 months	4 months to 1 year	
		拖欠	即期	少於1個月	1至3個月	4個月 至1年	合計
Expected credit loss rate	預期信貸虧損率	100%	0.1%	0.1%	0.1%	3.8%	1.8%
Gross carrying amount (US\$'000)	賬面總值 (千美元)	112	4,722	1,474	26	1	6,335
Expected credit losses (US\$'000)	預期信貸虧損 (千美元)	112	—*	—*	—*	—*	112

* Based on management's assessment, the expected credit losses for non-defaulted debtors were minimal.

* 根據管理層的評估，非拖欠債務人的預期信貸虧損微乎其微。

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18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES 18. 預付款項、按金及其他應收款項

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Prepayments	預付款項	814	744
Deposits and other receivables	按金及其他應收款項	1,388	1,278
		2,202	2,022

The financial assets included in the above balances relate to deposits and receivables for which there was no recent history of default and past due amounts. Since the deposits and other receivables are related to receivables which are still in current and the payment is not due, the expected credit loss rates of deposits and other receivables are assessed to be minimal as at 31 December 2020 and 2019.

列入上述結餘中的金融資產涉及近期無違約記錄及逾期金額的按金及應收款項。由於按金及其他應收款項與仍處於即期狀態的應收款項有關，且付款尚未逾期，故按金及其他應收款項於2020年及2019年12月31日的預期信貸虧損率評定為微小。

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19. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSIT

19. 現金與現金等價物及已抵押存款

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
	Note		
	附註		
Cash and bank balances	現金及銀行結餘	31,151	28,926
Time deposit	定期存款	2,000	—
		33,151	28,926
Less: Pledged time deposit for a bank loan	減：就銀行貸款抵押的定期存款	(2,000)	—
	22(a)		
Cash and cash equivalents	現金及現金等價物	31,151	28,926

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

銀行的現金按每日銀行存款利率以浮動利率計息。短期定期存款的存款期為1至3個月不等，依本團即時現金需求而定，並按各自短期定期存款利率賺取利息。該等銀行結餘存入無近期違約歷史的高信譽銀行。

20. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

20. 貿易應付款項、其他應付款項及應計項目

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Trade payables	貿易應付款項	2,494	735
Deposits received	已收取按金	564	512
Other payables	其他應付款項	29	27
Accruals	應計項目	1,366	1,340
		4,453	2,614

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20. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS (Continued)

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Within 1 month	1個月內	2,386	672
1 to 2 months	1至2個月	76	61
2 to 3 months	2至3個月	7	—
Over 3 months	超過3個月	25	2
		2,494	735

The trade payables are non-interest-bearing and are normally settled on 30-day terms.

21. CONTRACT LIABILITIES

Details of contract liabilities are as follows:

		31 December 2020 2020年 12月31日 US\$'000 千美元	31 December 2019 2019年 12月31日 US\$'000 千美元	1 January 2019 2019年 1月1日 US\$'000 千美元
Provision of warranty and support services	提供保修與支援服務	9,433	7,965	8,197
Licence fee income	許可費用收益	1,448	926	475
Total contract liabilities	合約負債總額	10,881	8,891	8,672

Contract liabilities include advances received to render warranty and support services and licence services. The increase in contract liabilities in 2020 and 2019 was mainly due to the increase in advances received from customers in relation to the provision of warranty and support services and licence services at the end of the year.

20. 貿易應付款項、其他應付款項及應計項目 (續)

根據發票日期，於報告期末貿易應付款項的賬齡分析如下：

該等貿易應付款項均為無息且一般在30天內悉數支付。

21. 合約負債

合約負債詳情如下：

合約負債包括就提供保修及支援服務和許可服務而收取的墊款。2020年及2019年合約負債增加乃主要由於年末就提供保修及支援服務和許可服務而向客戶收取的墊款增加。

22. INTEREST-BEARING BANK
BORROWINGS

22. 計息銀行借款

	Notes	2020			2019		
		Contractual interest rate (%) per annum	Maturity	US\$'000	Contractual interest rate (%) per annum	Maturity	US\$'000
Current							
Bank loan — secured	(a)	LIBOR+2.25	On demand	3,000	LIBOR+2.25	On demand	—
Long term bank loans — secured	(b)	Hong Kong Dollar Prime Rate-2.5	On demand	378	Hong Kong Dollar Prime Rate-2.5	On demand	393
				3,378			393
Analysed into:							
Loans repayable within one year or on demand				3,378			393

	附註	2020年			2019年		
		合約利率 (每年%)	到期日	千美元	合約利率 (每年%)	到期日	千美元
即期							
銀行貸款 — 已抵押	(a)	倫敦銀行 同業拆息+2.25	按要求	3,000	倫敦銀行 同業拆息+2.25	按要求	—
長期銀行貸款 — 已抵押	(b)	港元最優惠 利率-2.5	按要求	378	港元最優惠 利率-2.5	按要求	393
				3,378			393
按以下項目分析：							
於一年內或按要求應償付貸款				3,378			393

Notes:

- (a) The Group's bank facilities amounting to US\$10,772,000 (2019: US\$3,023,000), of which US\$3,000,000 amount (2019: Nil) had been utilised as at the end of the reporting period, are secured by the pledge of a time deposit of the Group's amounting to US\$2,000,000 (2019: Nil).
- (b) The Group's bank loans are secured by mortgages over the Group's buildings, which had an aggregate carrying value at the end of the reporting period of approximately US\$1,073,000 (2019: US\$1,102,000). Further details of the bank loans are included in note 32 to the financial statements.

附註：

- (a) 本集團達10,772,000美元(2019年：3,023,000美元)當中的3,000,000美元數額(2019年：零)之信貸安排於報告期末已獲使用，乃以本集團達2,000,000美元(2019年：零)的定期存款作抵押。
- (b) 本集團的銀行貸款以本集團的樓宇作抵押，其於報告期末的眼面總值約為1,073,000美元(2019年：1,102,000美元)。有關銀行貸款的進一步詳情載於財務報表附註32。

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23. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

	Depreciation allowance in excess of related depreciation		Depreciation allowance in excess of related amortisation		Total	
	2020	2019	2020	2019	2020	2019
	2020年	2019年	2020年	2019年	2020年	2019年
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
	千美元	千美元	千美元	千美元	千美元	千美元
At 1 January	38	72	178	145	216	217
Deferred tax charged/(credited) to the consolidated statement of profit or loss and other comprehensive income during the year (note 10)	(24)	(34)	5	34	(19)	—
Exchange realignment	—	—	2	(1)	2	(1)
Gross deferred tax liabilities at 31 December	14	38	185	178	199	216

23. 遞延稅項

本年度遞延稅項負債及資產的變動如下：

遞延稅項負債

Deferred tax assets

	Provision for paid leave carried forward		Losses available for offsetting against future taxable profits		Depreciation in excess of related depreciation allowance		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
	2020年	2019年	2020年	2019年	2020年	2019年	2020年	2019年
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
At 1 January	33	33	53	78	27	27	113	138
Deferred tax credited/(charged) to the consolidated statement of profit or loss and other comprehensive income during the year (note 10)	11	—	43	(24)	19	—	73	(24)
Exchange realignment	—	—	1	(1)	—	—	1	(1)
Gross deferred tax assets at 31 December	44	33	97	53	46	27	187	113

23. DEFERRED TAX (Continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表內確認的遞延稅項資產淨額	132	30
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表內確認的遞延稅項負債淨額	(144)	(133)
		(12)	(103)

The Group has estimated tax losses arising in Hong Kong of US\$651,000 (2019: US\$329,000), subject to the agreement by the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has estimated tax losses arising in Malaysia, Lithuania and Taiwan of US\$242,000 (2019: US\$417,000), US\$612,000 (2019: Nil) and Nil (2019: US\$49,000) for offsetting against future taxable profits arising in Malaysia, Lithuania and Taiwan, respectively.

As at 31 December 2020, the tax losses of subsidiaries incorporated in Hong Kong of US\$585,000 (2019: US\$324,000) were recognised as deferred tax assets as the subsidiaries have been generating assessable profits in prior years. In the opinion of the directors, it is considered probable that taxable profits will be available against which such tax losses can be utilised based on the estimated future taxable profits of the subsidiaries. Deferred tax assets have not been recognised in respect of the remaining tax losses of the Group arising in Hong Kong as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits would be available against which the tax losses can be utilised. Deferred tax assets have not been recognised in respect of the tax losses arising in Malaysia, Lithuania and Taiwan as it is not considered probable that taxable profits would be available against which the tax losses can be utilised.

23. 遞延稅項 (續)

為方便呈列有關資料，若干遞延稅項資產及負債已於財務狀況表抵銷。下表載列用於財務申報的遞延稅項結餘之分析：

根據香港稅務局協議，本集團擁有產生自香港的651,000美元(2019年：329,000美元)之估計稅項虧損，該等稅項虧損可無限期用於抵銷產生該等虧損之公司的未來應課稅溢利。本集團亦擁有分別產生自馬來西亞、立陶宛及台灣的242,000美元(2019年：417,000美元)、612,000美元(2019年：零)及零(2019年：49,000美元)之估計稅項虧損，可抵銷產生自馬來西亞、立陶宛及台灣的未來應課稅溢利。

於2020年12月31日，於香港註冊成立的附屬公司因過往年度均有產生應課稅溢利，其585,000美元(2019年：324,000美元)之稅項虧損獲確認為遞延稅項資產。董事認為，根據該等附屬公司的估計未來應課稅溢利，其應課稅溢利可用作抵銷所動用之稅項虧損。本集團餘下產生自香港的稅項虧損並無確認為遞延稅項資產，因其產生自己有一段時間錄得虧損的附屬公司，以及應課稅溢利抵銷所動用之稅項虧損之可能性不大。由於自馬來西亞、立陶宛及台灣產生之稅項虧損被認為不大可能有應課稅溢利抵銷可動用之稅項虧損，故未就該等虧損確認遞延稅項資產。

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24. ISSUED CAPITAL

Shares

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Authorised:	獲授權：		
4,000,000,000 (2019: 4,000,000,000) ordinary shares of HK\$0.01 each	4,000,000,000股 (2019年： 4,000,000,000股) 每股0.01港元之普通股	5,152	5,152
Issued and fully paid:	已發行及悉數繳付：		
1,071,728,000 (2019: 1,046,792,000) ordinary shares of HK\$0.01 each	1,071,728,000股 (2019年： 1,046,792,000股) 每股0.01港元之普通股	1,381	1,349

24. 已發行股本

股份

A summary of movements in the Company's issued capital is as follows:

本公司已發行股本的變動摘要如下：

		Number of shares in issue 發行股份數目 Notes 附註	HK\$'000 千港元	Issued capital 已發行股本 HK\$'000 千港元	Issued capital 已發行股本 US\$'000 千美元
At 1 January 2019	於2019年1月1日		1,028,832,000	10,288	1,326
Share options exercised	已行使購股權	(a)	17,960,000	180	23
At 31 December 2019 and 1 January 2020	於2019年12月31日 及2020年1月1日		1,046,792,000	10,468	1,349
Share options exercised	已行使購股權	(b)	24,936,000	249	32
At 31 December 2020	於2020年12月31日		1,071,728,000	10,717	1,381

Notes:

附註：

- (a) The subscription rights attaching to 17,960,000 share options were exercised at the weighted average subscription price of HK\$0.499 per share (note 25), resulting in the issue of 17,960,000 ordinary shares for a total cash consideration, before expenses, of approximately US\$1,143,000. An amount of approximately US\$398,000 was transferred from the share option reserve to share premium account upon the exercise of the share options.
- (b) The subscription rights attaching to 24,936,000 share options were exercised at the weighted average subscription price of HK\$0.528 per share (note 25), resulting in the issue of 24,936,000 ordinary shares for a total cash consideration, before expenses, of approximately US\$1,698,000. An amount of approximately US\$571,000 was transferred from the share option reserve to share premium account upon the exercise of the share options.

- (a) 17,960,000份購股權附帶的認購權以加權平均認購價每股0.499港元(附註25)的認購價行使，導致發行17,960,000股股份，扣除費用前總現金代價共約1,143,000美元。於購股權行使後，一筆約398,000美元的金額由購股權儲備撥入股份溢價帳。
- (b) 24,936,000份購股權附帶的認購權以加權平均認購價每股0.528港元(附註25)的認購價行使，導致發行24,936,000股股份，扣除費用前總現金代價共約1,698,000美元。於購股權行使後，一筆約571,000美元的金額由購股權儲備撥入股份溢價帳。

24. ISSUED CAPITAL *(Continued)*

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 25 to the financial statements.

25. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, other employees of the Group, consultants or advisors of the Group, suppliers of goods or services to the Group, customers of the Group, the Company's shareholders, and any other person, at the sole discretion of the directors. The Scheme became effective on 21 June 2016 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

24. 已發行股本 *(續)*

購股權

本公司的購股權計劃及根據該計劃發行的購股權詳情載於財務報表附註25。

25. 購股權計劃

為了激勵和獎勵為本集團運營作出貢獻的符合條件的人士，本公司實行購股權計劃（「計劃」）。於董事全權酌情下，計劃的合資格參與者包括本公司的董事（其中包括獨立非執行董事）、本集團其他僱員、本集團顧問、本集團的商品或服務供應商、本集團的顧客、本公司的股東，以及任何其他人士。計劃於2016年6月21日開始生效，且除非另行註銷或修訂，否則將自該日起10年內有效。

根據計劃，目前允許授出之未行使購股權的最高數目相等於（倘獲行使）本公司於任何時間已發行股份之10%。於任何12個月期間，根據計劃授予各合資格參與者之購股權可予發行股份最高數目限於本公司於任何時間之已發行股份之1%。如欲進一步授出超越此限額之任何購股權，須獲本公司股東於股東大會批准。

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25. SHARE OPTION SCHEME *(Continued)*

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options or the expiry date of the Scheme, whichever is earlier.

The exercise price of share options is determinable by the directors, but may not be less than the higher of (i) the nominal value of the Company's shares; (ii) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (iii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

25. 購股權計劃 *(續)*

將購股權授予董事或本公司主要股東、行政總裁或任何彼等聯繫人士前，須預先獲得獨立非執行董事的批准。此外，於任何12個月期間，授予主要股東或本公司一名獨立非執行董事或任何彼等聯繫人士的任何購股權倘逾本公司於任何時間已發行的股份之0.1%，或總額（根據授出日，本公司的股份售價）逾五百萬港元，須預先於股東大會獲得股東批准。

承授人支付1港元之象徵式總代價後，授出的購股權之要約可於授出日起計28日內接納。授出的購股權的行使期限由董事釐定，於若干歸屬期後開始，且於授出日起計不逾10年或計劃屆滿日之中孰早者結束。

購股權的行使價由董事釐定，惟不得少於(i)本公司股份的面值；(ii)於授出購股權當日，本公司股份的聯交所收市價；及(iii)於授出日前五個交易日，本公司股份的平均聯交所收市價，以較高者為準。

購股權並無授予持有人獲派股息或於股東大會上投票之權利。

25. SHARE OPTION SCHEME (Continued)

The following share options were outstanding under the Scheme during the year:

25. 購股權計劃 (續)

下述為根據計劃於本年度授出而尚未行使之購股權：

		2020 2020年		2019 2019年	
		Weighted average exercise price per share 每股加權平均行使價 HK\$ 港元	Number of options 購股權數目	Weighted average exercise price per share 每股加權平均行使價 HK\$ 港元	Number of options 購股權數目
At 1 January	於1月1日	0.920	63,776,000	0.865	82,236,000
Granted during the year	於本年度授出	0.922	2,400,000	1.165	4,272,000
Forfeited during the year	於本年度沒收	1.482	(4,832,000)	1.785	(4,772,000)
Exercised during the year	於本年度行使	0.528	(24,936,000)	0.499	(17,960,000)
At 31 December	於12月31日	1.113	36,408,000	0.920	63,776,000

The weighted average share price at the date of exercise for share options exercised during the year was HK\$1.015 per share (2019: HK\$1.152 per share).

本年度行使的購股權於行使日期的加權平均股價為每股1.015港元(2019年：每股1.152港元)。

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25. SHARE OPTION SCHEME (Continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2020

Number of options 購股權數目 '000 千股	Exercise price per share 每股行使價 HK\$ 港元	Exercise period 行使期限
459	0.483	20-7-2017 to 19-7-2021
1,019	0.483	20-7-2018 to 19-7-2021
1,661	0.483	20-7-2019 to 19-7-2021
3,307	0.483	20-7-2020 to 19-7-2021
10	0.720	5-4-2018 to 4-4-2022
1,893	0.720	5-4-2019 to 4-4-2022
1,595	0.720	5-4-2020 to 4-4-2022
2,400	0.720	5-4-2021 to 4-4-2022
2,170	1.872	10-10-2019 to 9-10-2022
1,082	1.872	10-10-2020 to 9-10-2022
1,060	1.872	10-10-2021 to 9-10-2022
625	1.934	14-3-2019 to 13-3-2023
1,925	1.934	14-3-2020 to 13-3-2023
1,275	1.934	14-3-2021 to 13-3-2023
1,275	1.934	14-3-2022 to 13-3-2023
834	1.020	14-9-2019 to 13-9-2023
2,736	1.020	14-9-2020 to 13-9-2023
2,555	1.020	14-9-2021 to 13-9-2023
2,555	1.020	14-9-2022 to 13-9-2023
1,386	1.180	10-5-2021 to 9-5-2024
693	1.180	10-5-2022 to 9-5-2024
693	1.180	10-5-2023 to 9-5-2024
400	1.120	31-12-2021 to 30-12-2024
200	1.120	31-12-2022 to 30-12-2024
200	1.120	31-12-2023 to 30-12-2024
1,200	0.922	14-12-2022 to 13-12-2025
600	0.922	14-12-2023 to 13-12-2025
600	0.922	14-12-2024 to 13-12-2025
36,408		

25. 購股權計劃 (續)

於報告期末，尚未行使的購股權的行使價及行使期限如下：

2020年

25. SHARE OPTION SCHEME (Continued)
2019

25. 購股權計劃 (續)
2019年

Number of options 購股權數目 '000 千股	Exercise price per share 每股行使價 HK\$ 港元	Exercise period 行使期限
1,440	0.483	20-7-2017 to 19-7-2021
2,413	0.483	20-7-2018 to 19-7-2021
6,865	0.483	20-7-2019 to 19-7-2021
18,100	0.483	20-7-2020 to 19-7-2021
12	0.720	5-4-2018 to 4-4-2022
2,357	0.720	5-4-2019 to 4-4-2022
2,475	0.720	5-4-2020 to 4-4-2022
2,475	0.720	5-4-2021 to 4-4-2022
2,770	1.872	10-10-2019 to 9-10-2022
1,385	1.872	10-10-2020 to 9-10-2022
1,385	1.872	10-10-2021 to 9-10-2022
925	1.934	14-3-2019 to 13-3-2023
2,325	1.934	14-3-2020 to 13-3-2023
1,625	1.934	14-3-2021 to 13-3-2023
1,625	1.934	14-3-2022 to 13-3-2023
2,641	1.020	14-9-2019 to 13-9-2023
3,062	1.020	14-9-2020 to 13-9-2023
2,862	1.020	14-9-2021 to 13-9-2023
2,862	1.020	14-9-2022 to 13-9-2023
1,536	1.180	10-5-2021 to 9-5-2024
768	1.180	10-5-2022 to 9-5-2024
768	1.180	10-5-2023 to 9-5-2024
550	1.120	31-12-2021 to 30-12-2024
275	1.120	31-12-2022 to 30-12-2024
275	1.120	31-12-2023 to 30-12-2024
<hr/>		
63,776		

The fair value of the share options granted during the year was US\$56,000 (US\$0.02 each) (2019: US\$116,000 (US\$0.03 each)). The Group recognised a share option expense of US\$215,000 (2019: US\$530,000) during the year ended 31 December 2020.

本年度授出的購股權公允價值為56,000美元(每份0.02美元)(2019年: 116,000美元(每份0.03美元))。本集團於截至2020年12月31日止年度確認215,000美元(2019年: 530,000美元)之購股權開支。

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25. SHARE OPTION SCHEME (Continued)

The fair value of equity-settled share options granted during the year was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

		2020 2020年	2019 2019年
Dividend yield (%)	股息率 (%)	7.97	6.30–6.85
Expected volatility (%)	預期波幅 (%)	44.40	36.52–37.23
Risk-free interest rate (%)	無風險利率 (%)	0.32	1.69–1.83
Expected life of options (year)	購股權預計有效年期	5.00	5.00
Weighted average share price (HK\$ per share)	加權平均股價 (每股港元)	0.91	1.12–1.15

The expected life of the options is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility of the Company's comparable companies' share price is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

The 24,936,000 share options exercised during the year resulted in the issue of 24,936,000 ordinary shares of the Company and new share capital of approximately US\$32,000, as further detailed in note 24 to the financial statements.

At the end of the reporting period, the Company had 36,408,000 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 36,408,000 additional ordinary shares of the Company and additional share capital and share premium of approximately US\$47,000 and US\$5,182,000 (before expenses), respectively.

At the date of approval of these financial statements, the Company had 36,408,000 share options outstanding under the Scheme, which represented approximately 3.4% of the Company's shares in issue as at that date.

At the date of approval of these financial statements, the number of share options permitted to be granted under the Scheme is 68,728,000, representing approximately 6.4% of the Company's shares in issue as at that date.

25. 購股權計劃 (續)

本年度授出的股權支付購股權於授出日按二項式估算，估算時將授出購股權的條件及條款納入考慮。下表載列該模式所使用的參數：

購股權的預計年期並不一定反映可能出現的行權方式。預期波幅反映本公司之同類公司的股價的歷史波幅能表明未來趨勢(但不一定為實際結果)的假設。

公允價值之計算並無計入已授出的購股權的其他特點。

本年度行使的24,936,000份購股權導致本公司發行24,936,000股普通股及約32,000美元之新股本，進一步詳情載於財務報表附註24。

於報告期末，本公司在計劃下擁有36,408,000份未行使的購股權。在本公司現行資本架構下，行使全數未行使的購股權將會導致本公司發行36,408,000股額外普通股份及分別約47,000美元及5,182,000美元(扣除開支前)之額外股本及股份溢價。

截至該等財務報表批准日，本公司在計劃下擁有36,408,000份尚未行使之購股權，相等於本公司於當日發行的股份之約3.4%。

截至該等財務報表批准日，在計劃下允許授出的購股權數目為68,728,000份，相等於本公司於當日發行的股份之約6.4%。

26. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 72 of the financial statements.

27. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) In the prior year, the Group had non-cash additions to right-of-use assets and lease liabilities of US\$216,000 and US\$216,000, respectively, in respect of lease arrangements for buildings.

(b) Changes in liabilities arising from financing activities

26. 儲備

本集團於本年度及過往年度的儲備金額及其中的變動載列於財務報表第72頁的綜合權益變動表中。

27. 綜合現金流量表附註

(a) 於過往年度，本集團就樓宇的租賃安排擁有使用權資產的非現金添置以及租賃負債分別為216,000美元。

(b) 產生自融資活動的負債變動

		2020 2020年 Lease liabilities 租賃負債 US\$'000 千美元	2020 2020年 Interest-bearing bank borrowings 計息銀行借款 US\$'000 千美元
At 1 January 2020	於2020年1月1日	2,094	393
Changes from financing cash flows	融資現金流量變動	(1,048)	2,982
Covid-19-related rent concessions from lessors	來自出租人的與2019年 新型冠狀病毒肺炎相 關的租金優惠	(7)	—
Interest expenses	利息開支	43	—
Foreign exchange movement	外匯變動	38	3
At 31 December 2020	於2020年12月31日	1,120	3,378

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27. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Changes in liabilities arising from financing activities (Continued)

		2019 2019年 Lease liabilities 租賃負債 US\$'000 千美元	2019 2019年 Interest-bearing bank borrowings 計息銀行借款 US\$'000 千美元
At 1 January 2019	於2019年1月1日	2,671	1,306
Changes from financing cash flows	融資現金流量變動	(865)	(910)
New leases	新租賃	216	—
Interest expenses	利息開支	67	—
Foreign exchange movement	外匯變動	5	(3)
At 31 December 2019	於2019年12月31日	2,094	393

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Within financing activities	融資活動內	1,048	865

28. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bank loans are included in note 22 to the financial statements.

27. 綜合現金流量表附註 (續)

(b) 產生自融資活動的負債變動 (續)

(c) 租賃的現金流出總額

計入現金流量表之租賃的現金流出總額如下：

28. 資產抵押

本集團為銀行借款而抵押的資產的詳細資料包括在財務報表附註22中。

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29. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions, arrangements and balances detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

	Note	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Lease payments paid to related companies [^]	(i)	828	788

[^] The lease payments of US\$828,000 included in these related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

Note:

- (i) The lease payments were charged by related companies based on terms as agreed between the related parties. The controlling shareholder of the Company, Mr. Chan, is also a director and beneficial shareholder of the related companies.

- (b) Compensation of key management personnel of the Group:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Short term employee benefits	短期僱員福利	1,332	1,319
Equity-settled share-based payment expense	以權益結算之股份付款開支	25	75
Post-employment benefits	離職後福利	10	10
Total compensation paid to key management	已向主要管理人員支付的報酬總額	1,367	1,404

Further details of directors' emoluments are included in note 8 to the financial statements.

29. 關聯方交易

- (a) 除了財務報表詳述的交易、安排及結餘，本集團於本年度亦有以下關聯方交易：

[^] 計入該等關聯方交易的租賃付款828,000美元亦構成上市規則第14A章所定義的持續關連交易。

附註：

- (i) 繳付予關聯公司之租賃付款乃根據雙方互相協定之基準作出。關聯公司之董事及實益股東同為本集團之控股股東陳先生。

- (b) 本集團主要管理人員的報酬：

有關董事薪酬的詳細資料披露於財務報表附註8。

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30. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

		Financial assets at amortised cost 按攤銷成本入賬的金融資產	
		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Trade receivables	貿易應收款項	6,997	6,223
Deposits and other receivables	按金及其他應收款項	1,388	1,278
Pledged deposit	已抵押存款	2,000	—
Cash and cash equivalents	現金及現金等價物	31,151	28,926
		41,536	36,427

Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本入賬的金融負債	
		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Trade payables	貿易應付款項	2,494	735
Other payables	其他應付款項	29	27
Financial liabilities included in accruals	包括在應計項目中的金融負債	239	249
Lease liabilities	租賃負債	1,120	2,094
Interest-bearing bank borrowings	計息銀行借款	3,378	393
		7,260	3,498

30. 按類別劃分的金融工具

於報告期末各類別的金融工具的賬面值如下：

金融資產

		Financial assets at amortised cost 按攤銷成本入賬的金融資產	
		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Trade receivables	貿易應收款項	6,997	6,223
Deposits and other receivables	按金及其他應收款項	1,388	1,278
Pledged deposit	已抵押存款	2,000	—
Cash and cash equivalents	現金及現金等價物	31,151	28,926
		41,536	36,427

金融負債

		Financial liabilities at amortised cost 按攤銷成本入賬的金融負債	
		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Trade payables	貿易應付款項	2,494	735
Other payables	其他應付款項	29	27
Financial liabilities included in accruals	包括在應計項目中的金融負債	239	249
Lease liabilities	租賃負債	1,120	2,094
Interest-bearing bank borrowings	計息銀行借款	3,378	393
		7,260	3,498

31. FAIR VALUE OF FINANCIAL INSTRUMENTS

At the end of the reporting period, the carrying amounts of the Group's financial assets and liabilities reasonably approximated to their fair values.

Management has assessed that the fair values of cash and cash equivalents, pledged deposit, trade receivables, deposits and other receivables, trade payables, other payables, financial liabilities included in accruals, lease liabilities and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments or the effect of discounting is not material.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments include cash and cash equivalents, pledged deposit and interest-bearing bank borrowings. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, deposits and other receivables, trade payables, other payables, financial liabilities included in accruals and lease liabilities, which mainly arise directly from its operations.

31. 金融工具公允價值

於報告期末，本集團金融資產及負債的賬面值與其公允價值合理相若。

管理層已評估現金與現金等價物、已抵押存款、貿易應收款項、按金及其他應收款項、貿易應付款項、其他應付款項、包括在應計款項、租賃負債及計息銀行借款之公允價值，認為皆與其賬面值相若，原因是該等工具均在短期內到期或貼現的影響並不重大。

32. 金融風險管理目標及政策

本集團的主要金融工具包括現金與現金等價物、已抵押存款以及計息銀行借款。該等金融工具的主要目的是撥付本集團之營運。本集團的其他金融資產及負債為貿易應收款項、按金及其他應收款項、貿易應付款項、其他應付款項、包括在應計項目的金融負債以及租賃負債，均主要直接產生自其營運。

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32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on interest-bearing bank borrowings with floating interest rates).

		Increase/ (decrease) in basis points 基點 增加/(減少)	Increase/ (decrease) in profit before tax 稅前溢利 增加/(減少) US\$'000 千美元
2020	2020年		
Hong Kong dollar	港元	(50)	17
Hong Kong dollar	港元	50	(17)
<hr/>			
2019	2019年		
Hong Kong dollar	港元	(50)	2
Hong Kong dollar	港元	50	(2)

There is no impact on the Group's equity except on the retained profits.

Foreign currency risk

The Group has transactional currency exposures. Such exposures mainly arise from revenue generated and/or costs and expenses incurred by operating units in currencies other than the units' functional currencies.

32. 金融風險管理目標及政策

(續)

本集團金融工具產生的主要風險為利率風險、外匯風險、信貸風險及流動性風險。董事會已審閱並同意各項風險之管理政策，而該等政策概述如下：

利率風險

本集團面對市場利率變動的風險主要與本集團帶浮動利率的計息銀行借款有關。

下表闡述(通過帶浮動利率的計息銀行借款影響下)本集團稅前溢利(在所有其他因素不變下)對利率合理可能變動的敏感度。

除了保留盈利外，本集團的權益並無受影響。

外匯風險

本集團有交易貨幣風險。該等風險主要源於除了經營單位的功能貨幣外，由此等單位產生的收入及/或成本以及產生的開支。

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the Euro (“EUR”), Renminbi (“RMB”) and Pound Sterling (“GBP”) exchange rates, with all other variables held constant, of the Group’s profit before tax (due to changes in the fair values of monetary assets and liabilities).

		Increase/ (decrease) in exchange rate 匯率增加/ (減少) %	Increase/ (decrease) in profit before tax 稅前溢利增加/ (減少) US\$'000 千美元
2020	2020年		
If the United States dollar weakens against EUR	倘美元兌歐元轉弱	5	360
If the United States dollar strengthens against EUR	倘美元兌歐元加強	(5)	(360)
If the United States dollar weakens against RMB	倘美元兌人民幣轉弱	5	1
If the United States dollar strengthens against RMB	倘美元兌人民幣加強	(5)	(1)
If the United States dollar weakens against GBP	倘美元兌英鎊轉弱	5	1
If the United States dollar strengthens against GBP	倘美元兌英鎊加強	(5)	(1)
2019	2019年		
If the United States dollar weakens against EUR	倘美元兌歐元轉弱	5	106
If the United States dollar strengthens against EUR	倘美元兌歐元加強	(5)	(106)
If the United States dollar weakens against RMB	倘美元兌人民幣轉弱	5	1
If the United States dollar strengthens against RMB	倘美元兌人民幣加強	(5)	(1)
If the United States dollar weakens against GBP	倘美元兌英鎊轉弱	5	6
If the United States dollar strengthens against GBP	倘美元兌英鎊加強	(5)	(6)

There is no impact on the Group’s equity except on the retained profits.

除了保留盈利外，本集團的權益並無受影響。

32. 金融風險管理目標及政策

(續)

外匯風險 (續)

下表闡述於報告期末(由於貨幣資產及負債的公允價值的變動)本集團稅前溢利(在所有其他因素不變下)對歐元(「歐元」)、人民幣(「人民幣」)及英鎊(「英鎊」)兌換率合理可能變動的敏感度。

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32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The Group primarily trades on credit terms with recognised and creditworthy third parties. It is the Group's policy that most customers who wish to trade on credit terms are to a certain extent subject to certain credit verification procedures. In addition, receivable balances are monitored by the Group's management on an ongoing basis.

Maximum exposure and year-end staging

The tables below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2020

		12-month ECLs 12個月 預期信貸 虧損		Lifetime ECLs 全期預期信貸虧損			Total 合計
		Stage 1 第1階段	Stage 2 第2階段	Stage 3 第3階段	Simplified approach 簡化法	Total 合計	
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	
Trade receivables*	貿易應收款項*	—	—	—	7,110	7,110	
Financial assets included in prepayments, deposits and other receivables — Normal**	計入預付款項、 按金及其他應收 款項的金融資產 — 正常**	1,388	—	—	—	1,388	
Pledged deposit — Not yet past due	已抵押存款 — 尚未逾期	2,000	—	—	—	2,000	
Cash and cash equivalents — Not yet past due	現金與現金等價物 — 尚未逾期	31,151	—	—	—	31,151	
		34,539	—	—	7,110	41,649	

32. 金融風險管理目標及政策

(續)

信貸風險

本集團主要以信用方式與經認可與高信譽的第三方進行交易。本集團的政策規定，所有希望以信用方式進行交易的大部分客戶在若干程序下必須經過信用審核程序。此外，應收結餘由本集團的管理層持續監控。

最高風險及年末分階段分類

下表根據本集團的信貸政策，列示信貸質素及最高信貸風險敞口，除非毋須過大成本或努力便可獲得其他資料，否則下表主要以逾期資料及於12月31日之年末分階段分類為基礎。呈列數字為金融資產的賬面總值。

於2020年12月31日

**32. FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES** (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2019

		12-month ECLs		Lifetime ECLs			Total 合計 US\$'000 千美元
		Stage 1 第1階段 US\$'000 千美元	Stage 2 第2階段 US\$'000 千美元	Stage 3 第3階段 US\$'000 千美元	Simplified approach 簡化法 US\$'000 千美元		
Trade receivables*	貿易應收款項*	—	—	—	6,335	6,335	
Financial assets included in prepayments, deposits and other receivables — Normal**	計入預付款項、 按金及其他應收 款項的金融資產 — 正常**	1,278	—	—	—	1,278	
Cash and cash equivalents — Not yet past due	現金與現金等價物 — 尚未逾期	28,926	—	—	—	28,926	
		30,204	—	—	6,335	36,539	

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 17 to the financial statements.

** The credit quality of the financial assets included in prepayments, deposits and other receivables is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Since the Group primarily trades on credit terms with recognised and creditworthy third parties, there is no requirement for collateral.

Concentrations of credit risk are managed by customer/counterparty. At the end of the reporting period, the Group had certain concentrations of credit risk as 25% (2019: 16%) and 59% (2019: 63%) of the Group's trade receivables were due from the Group's largest customer and five largest customers, respectively.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 17 to the financial statements.

32. 金融風險管理目標及政策

(續)

最高風險及年末分階段分類 (續)

於2019年12月31日

* 就本集團採用簡化減值法的貿易應收款項而言，根據撥備矩陣而估計的資料於財務報表附註17披露。

** 計入預付款項、按金及其他應收款項的金融資產的信貸質素在尚未逾期，且並無資料顯示金融資產的信貸風險自初步確認以來大幅增加時被視為「正常」。否則金融資產的信貸質素被視為「呆賬」。

由於本集團主要以信用方式與經認可與高信譽的第三方進行交易，所以無須抵押品。

信貸風險之聚集由客戶／對手方管理。於報告期末，本集團有若干信貸風險集中情況，原因是本集團貿易應收款項總額的25% (2019年：16%) 及59% (2019年：63%) 分別來自本集團的最大客戶及五大客戶。

與本集團面對因貿易應收款項而產生的信貸風險有關的更多定量數據在財務報表附註17中披露。

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32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group's objective is to ensure there are adequate funds to meet its contractual payments for financial liabilities in the short and long term. In the management of liquidity risk, the Group monitors and maintains a level of cash and bank balances, and time deposits deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Cash flows of the Group are closely monitored by senior management on an ongoing basis.

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		2020 2020年				
		On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Total
		按要求	少於 3個月	3至少於 12個月	1至5年	合計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
Trade payables	貿易應付款項	—	2,494	—	—	2,494
Other payables	其他應付款項	—	29	—	—	29
Financial liabilities included in accruals	包括在應計項目中的 金融負債	16	223	—	—	239
Lease liabilities	租賃負債	—	183	878	73	1,134
Interest-bearing bank borrowings	計息銀行借款	3,378	—	—	—	3,378
		3,394	2,929	878	73	7,274

32. 金融風險管理目標及政策

(續)

流動性風險

本集團的目標是要確保其擁有足夠款項以應付其金融負債短期及長期內的合約應付款項。就管理流動性風險而言，本集團監督及維持一定程度的現金及銀行結餘，以及管理層認為適合的定期存款，以撥付本集團之營運及減低現金流波動之影響。本集團的現金流量由高級管理層持續密切監督。

根據合約未貼現款項，本集團於報告期末之金融負債的還款期如下：

**32. FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES** (Continued)

Liquidity risk (Continued)

		2019 2019年				
		On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Total
		按要求	少於 3個月	3至少於 12個月	1至5年	合計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
Trade payables	貿易應付款項	—	735	—	—	735
Other payables	其他應付款項	—	27	—	—	27
Financial liabilities included in accruals	包括在應計項目中的 金融負債	16	233	—	—	249
Lease liabilities	租賃負債	—	174	868	1,109	2,151
Interest-bearing bank borrowings	計息銀行借款	393	—	—	—	393
		409	1,169	868	1,109	3,555

Note:

Included in the above interest-bearing bank borrowings of the Group are certain term loans with an aggregate carrying amount of US\$3,378,000 (2019: US\$393,000). The loan agreements of these borrowings contain a repayment on-demand clause giving the banks the unconditional right to call in the loans at any time and therefore, for the purposes of the above maturity profile, the total amount is classified as “on demand”.

Notwithstanding the above clause, the directors of the Company do not believe that the loans will be called before their respective maturity dates, and they consider that the loans will be repaid in accordance with the maturity dates as set out in the loan agreements. This evaluation was made considering: the financial position of the Group at the date of approval of the financial statements; the lack of events of default; and the fact that the Group has made all previously scheduled repayments on time.

32. 金融風險管理目標及政策

(續)

流動性風險 (續)

附註：

上述本集團的計息銀行借款包括賬面值總額達3,378,000美元(2019年：393,000美元)的若干定期貸款。該等借款的貸款協議包含隨時可讓銀行無條件要求收回貸款的條款，因此，就上述到期狀況表而言，總金額獲歸類為「按要求」。

儘管有上述條款規定，本公司董事並不認為該等貸款將於其各自的到期日前被要求償付，而認為該等貸款將於根據貸款協議所載的到期日償還。是次評估乃考慮到下列方面方才進行：本集團於財務報表批准日期的財務狀況；以及本集團已按時償還所有先前的計劃還款。

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32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

In accordance with the terms of the loans which contain a repayment on-demand clause, the maturity profile of those loans as at the end of the reporting period, based on the contractual undiscounted payments and ignoring the effect of any repayment on-demand clause, is as follows:

		Less than 1 year 少於1年 US\$'000 千美元	1 to 5 years 1至5年 US\$'000 千美元	Over 5 years 超過5年 US\$'000 千美元	Total 合計 US\$'000 千美元
As at 31 December 2020	於2020年12月31日	3,035	116	323	3,474
As at 31 December 2019	於2019年12月31日	29	115	349	493

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group regularly reviews and manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2020 and 2019.

32. 金融風險管理目標及政策

(續)

流動性風險 (續)

根據包含按要求還款條款的貸款，該等貸款於報告期末的到期狀況表(基於合約未貼現款項以及無視任何按要求還款條款的影響)載列如下：

資本管理

本集團資本管理的主要目標是保障本集團持續經營的能力以及維持良好資本比率以支持其業務及為股東創造最大價值。

本集團定期對資本架構進行審查及管理，以及因應經濟狀況變動及相關資產的風險特性作出調整。本集團可調整支付予股東的股息款項、向股東發還資本或發行新股以維持或調整資本架構。本集團毋須遵守任何外界施加之資本要求。截至2020年及2019年12月31日止年度，本集團並無對資本管理的目標、政策及過程予作出改變。

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The Group monitors capital using a gearing ratio, which is total debt to total shareholders' equity. Total debt includes interest-bearing bank borrowings. Total shareholders' equity comprises all components of equity attributable to owners of the parent. The Group's policy is to maintain the gearing ratio at a reasonable level. The gearing ratios as at the end of the reporting periods were as follows:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Interest-bearing bank borrowings and total debt	計息銀行借款及負債總額	3,378	393
Total equity	權益總額	35,838	34,114
Gearing ratio	負債比率	9.4%	1.2%

32. 金融風險管理目標及政策

(續)

資本管理(續)

本集團以負債比率監察股本，即負債總額對股東權益總額的比率。負債總額包括計息銀行借款。股東權益總額包括母公司擁有人應佔權益的所有成份。本集團的原則是要將負債比率維持在合理水平。截至報告期末的負債比率如下：

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2020年12月31日

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 33. 本公司財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

本公司於報告期末之財務狀況資料如下：

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
NON-CURRENT ASSET	非流動資產		
Investment in a subsidiary	於一間附屬公司之投資	7	7
CURRENT ASSETS	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	34	104
Amounts due from subsidiaries	應收附屬公司款項	65,600	38,035
Cash and cash equivalents	現金及現金等價物	18,484	19,749
Total current assets	流動資產總額	84,118	57,888
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計項目	16	54
Amounts due to subsidiaries	應付附屬公司款項	52,092	36,812
Total current liabilities	流動負債總額	52,108	36,866
NET CURRENT ASSETS	流動資產淨值	32,010	21,022
Net assets	資產淨值	32,017	21,029
EQUITY	權益		
Issued capital	已發行股本	1,381	1,349
Reserves (note)	儲備(附註)	30,636	19,680
Total equity	權益總額	32,017	21,029

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium account 股本溢價帳 US\$'000 千美元	Share options reserve 購股權儲備 US\$'000 千美元	Retained profits 保留盈利 US\$'000 千美元	Total 合計 US\$'000 千美元
At 1 January 2019	於2019年1月1日	15,832	1,298	194	17,324
Profit for the year	年內溢利	—	—	13,066	13,066
Issue of shares upon exercise of share options	行使購股權後發行股份	1,518	(398)	—	1,120
Equity-settled share option arrangements	以權益結算的購股權安排	—	530	—	530
Transfer of share option reserve upon the forfeiture of share options	購股權被沒收後轉讓購股權儲備	—	(17)	17	—
Second interim 2018 dividend	2018年第二次中期股息	—	—	(5,724)	(5,724)
2018 Special dividend	2018年特別股息	—	—	(1,997)	(1,997)
Interim 2019 dividend	2019年中期股息	—	—	(4,639)	(4,639)
At 31 December 2019 and at 1 January 2020	於2019年12月31日及於2020年1月1日	17,350	1,413	917	19,680
Profit for the year	年內溢利	—	—	23,556	23,556
Issue of shares upon exercise of share options	行使購股權後發行股份	2,237	(571)	—	1,666
Equity-settled share option arrangements	以權益結算的購股權安排	—	215	—	215
Transfer of share option reserve upon the forfeiture of share options	購股權被沒收後轉讓購股權儲備	—	(84)	84	—
Second interim 2019 dividend	2019年第二次中期股息	—	—	(6,270)	(6,270)
2019 Special dividend	2019年特別股息	—	—	(4,026)	(4,026)
Interim 2020 dividend	2020年中期股息	—	—	(4,185)	(4,185)
At 31 December 2020	於2020年12月31日	19,587	973	10,076	30,636

Under the Company Law of the Cayman Islands, a company may make distributions to its members out of the share premium in certain circumstances.

根據開曼群島公司法，公司於若干情況下可分派股本溢價帳予其成員。

34. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 25 February 2021.

34. 批准財務報表

該等財務報表由董事會於2021年2月25日通過及批准發佈。

Five Year Financial Summary

五年財務摘要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and reclassified as appropriate, is set out below. This summary does not form part of the audited financial statements.

下表載列本集團於過往五個財政年度的業績以及資產及負債，金額摘自已發佈的經審核財務報表及經過重新分類。此摘要並不構成經審核財務報表之一部分。

RESULTS

業績

		Year ended 31 December 截至12月31日止年度				
		2020	2019	2018	2017	2016
		2020年	2019年	2018年	2017年	2016年
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
REVENUE	收入	52,818	45,910	41,806	37,132	28,358
PROFIT BEFORE TAX	稅前溢利	16,042	13,994	12,213	10,629	6,675
Income tax expense	所得稅開支	(1,812)	(1,905)	(1,593)	(1,875)	(1,435)
PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人 應佔年度溢利	14,230	12,089	10,620	8,754	5,240

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於12月31日				
		2020	2019	2018	2017	2016
		2020年	2019年	2018年	2017年	2016年
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
TOTAL ASSETS	資產總額	59,307	50,078	45,295	40,559	32,498
TOTAL LIABILITIES	負債總額	(23,469)	(15,964)	(12,577)	(11,809)	(8,252)

plover bay
technologies

Plover Bay Technologies Limited
玊灣科技有限公司