

CASABLANCA

GROUP LIMITED

(INCORPORATED UNDER THE LAWS OF THE
CAYMAN ISLANDS WITH LIMITED LIABILITY)

STOCK CODE: 2223

ANNUAL REPORT 2020



CONTENTS

2	Our Distribution Network
4	Financial Highlights and Summary
6	Chairman’s Statement
8	Management Discussion and Analysis
23	Directors and Senior Management
26	Directors’ Report
42	Corporate Governance Report
57	Independent Auditor’s Report
63	Consolidated Statement of Profit or Loss and Other Comprehensive Income
64	Consolidated Statement of Financial Position
65	Consolidated Statement of Changes in Equity
66	Consolidated Statement of Cash Flows
68	Notes to the Consolidated Financial Statements
127	Financial Summary
128	Corporate Information

About Casablanca

Casablanca Group Limited, since its establishment in 1993 in Hong Kong, primarily engages in designing, manufacturing, distribution and retailing of bedding products with a focus on the high-end and premium markets under its proprietary “Casa Calvin”, “Casablanca” and “CASA-V” brands. The Group’s products include three main categories: bed linens, duvets and pillows, and home accessories. The Group is one of the leading branded bedding products companies in the PRC and Hong Kong.

OUR DISTRIBUTION NETWORK

197 POS⁽¹⁾

in 49 cities in well developed areas in the Greater China Region⁽²⁾

142

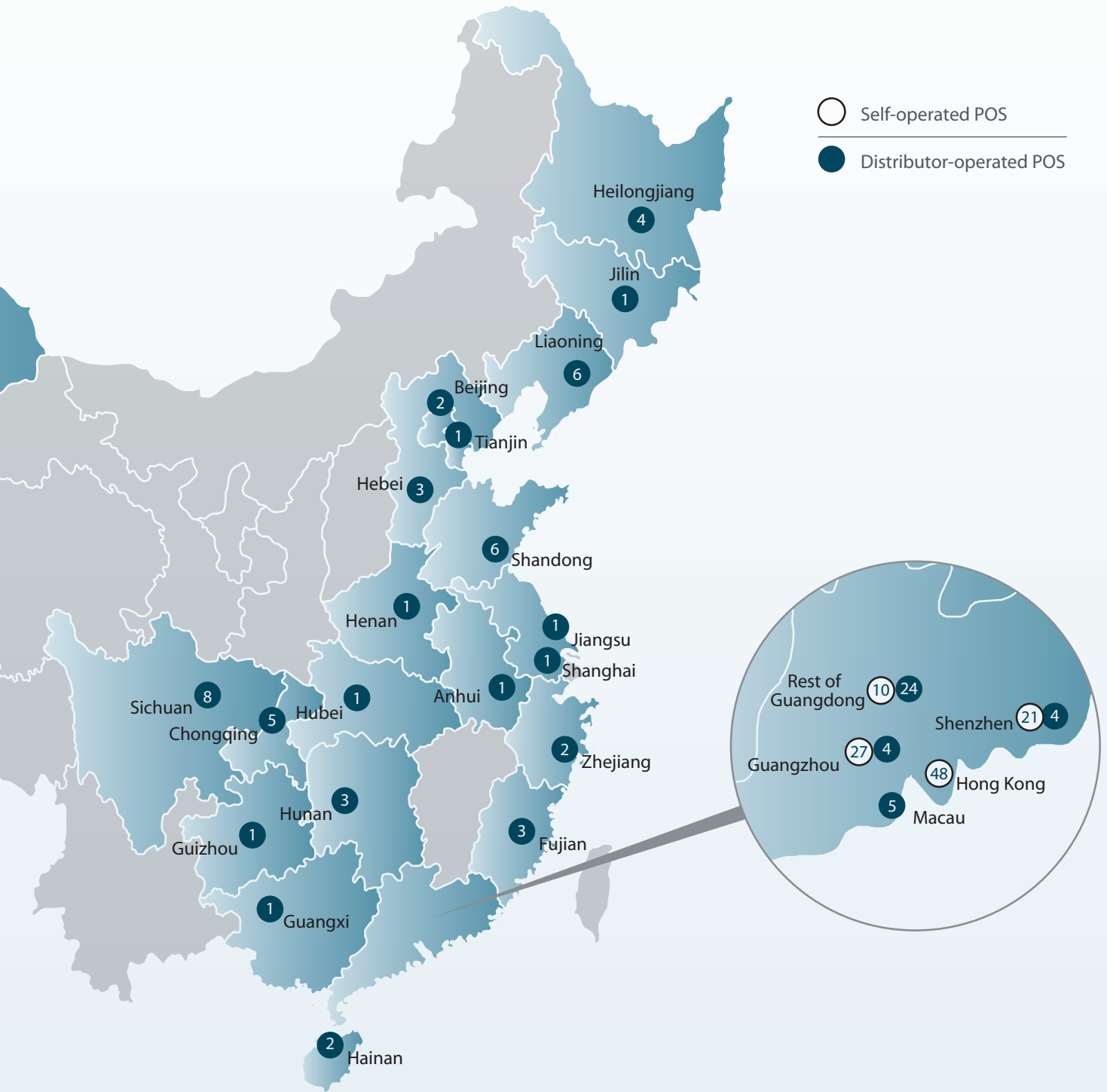
concession counters
in well known department stores

106

self-operated POS in Hong Kong and southern district of Mainland China⁽³⁾



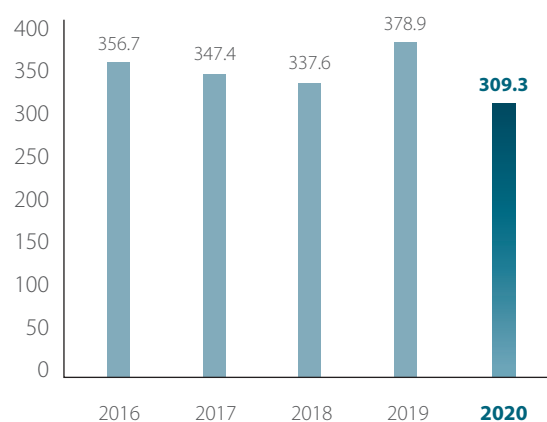
(1) POS stands for points of sales
(2) The region comprises the People’s Republic of China (the “PRC”), Hong Kong and Macau
(3) “Mainland China” for purpose of this annual report, means the PRC, other than the regions of Hong Kong and Macau



FINANCIAL HIGHLIGHTS AND SUMMARY

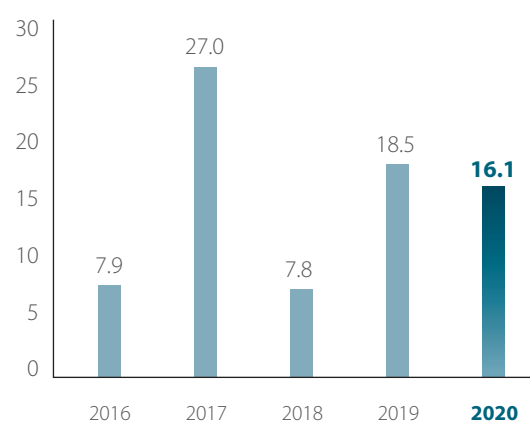
REVENUE

HK\$ million



PROFIT

HK\$ million



CONSOLIDATED RESULTS

For the year ended 31 December

	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000
Revenue	309,279	378,854	337,624	347,449	356,717
Gross profit	191,702	228,776	213,328	224,345	223,941
EBITDA ¹	38,152	56,309	28,085	44,584	35,776
Profit attributable to owners of the Company	16,129	18,498	7,837	27,037	7,930

Note:

- EBITDA represents gross profit less selling and distribution costs and administrative expenses adding back depreciation, amortisation and share-based payments.

CONSOLIDATED ASSETS AND LIABILITIES

	As at 31 December				
	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000
Total assets	510,573	511,252	514,733	475,787	490,105
Total liabilities	85,780	104,984	116,070	78,207	133,782
Total equity	424,793	406,268	398,663	397,580	356,323
Total bank borrowings	2,375	6,432	9,961	3,575	50,171
Pledged bank deposit and bank balances and cash	194,629	175,889	181,914	164,710	180,482
Net cash ¹	192,254	169,457	171,953	161,135	130,311

KEY FINANCIAL RATIOS

	For the year ended 31 December				
	2020	2019	2018	2017	2016
Gross profit margin	62.0%	60.4%	63.2%	64.6%	62.8%
EBITDA margin	12.3%	14.9%	8.3%	12.8%	10.0%
Net profit margin	5.2%	4.9%	2.3%	7.8%	2.2%
Return on assets	3.2%	3.6%	1.5%	5.7%	1.6%
Return on equity	3.8%	4.6%	2.0%	6.8%	2.2%
Interest coverage ²	32.5	36.1	76.9	35.5	17.3
Current ratio	4.3	3.6	3.4	4.1	2.7
Quick ratio	3.3	2.7	2.5	3.2	2.1
Gearing ratio ³	0.6%	1.6%	2.5%	0.9%	14.1%
Net gearing ratio ³	N/A	N/A	N/A	N/A	N/A
Inventory turnover (days)	257.9	228.0	235.5	207.5	218.0
Trade and bills receivables turnover (days)	63.5	61.4	70.6	69.9	68.4
Trade and bills payables turnover (days)	139.8	155.6	186.2	159.1	160.3

Notes:

1. Net cash represents pledged bank deposit and bank balances and cash less total bank borrowings.
2. Interest coverage is calculated as EBITDA divided by finance costs.
3. Gearing ratio is calculated as total bank borrowings divided by total equity, whereas net gearing ratio is calculated as net bank borrowings divided by total equity.

CHAIRMAN'S STATEMENT

I am pleased to present to the shareholders of Casablanca Group Limited (the "Company") (the "Shareholders") the annual report of the Company and its subsidiaries (the "Group") for the year ended 31 December 2020 (the "Year" or the "Review Period").

In the Year, the revenue of the Group amounted to HK\$309.3 million, representing a decrease of 18.4% as compared with the corresponding period of 2019. Profit attributable to owners of the Company was HK\$16.1 million, representing a decrease of 12.8% as compared with the corresponding period of 2019. Taking into account the fact that the Group has fully reserved the amount needed for the construction of Phase II of the Casablanca Industrial Park, and still has sufficient available net cash totalling in excess of HK\$140 million, and no interim dividend was paid by the Company during the Year, the board of directors (the "Board") has resolved to recommend the payment of a final dividend of HK\$0.10 per ordinary share of HK\$0.10 each issued by the Company (the "Share") for the year ended 31 December 2020.

2020 was a very difficult year for all enterprises. The outbreak of the 2019 coronavirus ("COVID-19") since January 2020 has clouded global economic development. Governments around the world introduced different anti-epidemic measures, including border closures and lockdowns, and encouraged people to work from home. The shopping arcades and stores had a low customer flow, with brick-and-mortar retail stores being the first to be affected. Enterprises engaging in the export of products were also impacted, experiencing a substantial reduction in orders. Conversely, e-commerce businesses were largely immune, and even benefitted from the market changes.

During the Review Period, economic activity in the Greater China Region (for the purpose of this report, comprising the People's Republic of China ("PRC" or "Mainland China"), Hong Kong and Macau) was severely hampered by the COVID-19 pandemic. However, we notice that more consumers of different age groups have turned to online consumption (especially in Hong Kong), which has greatly accelerated the popularity of e-commerce. Furthermore, the Group's investment in the online sales business in the past few years has gradually borne results. During the Review Period, the Group had a net decrease of 20 self-operated retail point-of-sales ("POS") in Mainland China, as a consequence of unsatisfactory profitability. In order to reduce the dependence on offline retail income, the Group has proactively expanded its commercial customer market. The Group strives for the mutual development of the retail business (including self-operated and distribution), the commercial customer business and the online sales business, which have become the three pillars of the Group's business development.

In addition to the change in the shopping habits of consumers, we have also observed a growing demand for bedding products with health functions and easy maintenance in the wake of COVID-19. The Group's bedding products with the "5A features" of air purification, anti-bacteria, anti-mould, anti-odour and anti-mites under the "CASA-V" brand have also been very well received. In order to meet the increasing market demand for bedding products with health functions in the future, as well as the higher requirements for the online sales business to develop better logistics capabilities, the Group has, in December 2020, commenced construction of Phase II of the Casablanca Industrial Park. The new production building is expected to be completed in approximately one year. Once commencing operation, it will help the Group to improve product research and development efficiency and increase production capacity as well as logistical efficiency.

The Group expects that with the launch of the COVID-19 vaccines in 2021, the epidemic situation will soon be alleviated and economic development, as well as consumer sentiment, will return to a positive trend. The Group will further endeavour to provide consumers with more bedding products with fashionable designs, fine workmanship and health functions through various sales channels, both online and offline.

On behalf of the Board, I would like to extend my sincere gratitude to our valued customers, business partners and Shareholders for their unwavering support and trust in the Company. My appreciation also goes to the management team and our employees for their contributions to the development of the Group. Lastly, I wish all of the Group's stakeholders good health.

Cheng Sze Kin

Chairman

Hong Kong, 26 March 2021

MANAGEMENT DISCUSSION AND ANALYSIS

Overview/Retail Market Under the Pandemic

The global outbreak of COVID-19 in 2020, coupled with intense and complicated international relations, has had a detrimental impact on consumer confidence in the Greater China Region. During the early stages of the COVID-19 outbreak in the first half of 2020, the lockdowns in many cities in Mainland China and the sudden drop in economic activity caused the manufacturing industrial chain and the consumer market to be particularly hard hit. With regard to Hong Kong, the COVID-19 pandemic remained very volatile. With advice from the government and medical experts for citizens to avoid public places and to work from home, as well as various restrictions implemented by the Hong Kong government in response to the pandemic, most sectors were severely affected. Although the Hong Kong government launched various relief measures during the period, the retail consumer market remained sluggish. While store rents and shopping mall fees were granted an uncommon downward adjustment under the pandemic, the operating costs of offline retail businesses remained high. In addition, department stores and retail enterprises frequently launched promotional events in order to boost foot traffic.

Business Review

There was no material change in the Group's operational and segmental information following the publication of the annual report for the year ended 31 December 2019. It is, however, noteworthy that e-sales had a strong growth and its contribution has come to account for a considerable percentage of the total sales. As such, the Group categorised and presented e-sales independently among the revenue by channels with effect from 1 January 2020 and the interim report for the six months ended 30 June 2020 so as to better reflect its current business status. The revenue by channels in 2019 has also been reclassified and presented as a comparison to that in the Review Period. In prior periods, e-sales were included under self-operated retail sales and sales to others.

During the Review Period, the revenue of the Group amounted to HK\$309.3 million, down by 18.4% compared to the HK\$378.9 million for the corresponding period of 2019. Profit attributable to owners of the Company for the Review Period was HK\$16.1 million, down by 12.8% compared to profit of HK\$18.5 million for the corresponding period of 2019. Taking into account the subsidies received from the governments of Hong Kong and Mainland China in relation to COVID-19, the decrease in profit attributable to owners of the Company for the Review Period was mainly due to (a) the decline of sales, which, in turn, was attributable to: (i) COVID-19 outbreak in Hong Kong and Mainland China since early 2020, imposing adverse impacts on self-operated and distributor-run retail business and leading to reduction in number of retail POS in Mainland China; and (ii) the decline of wholesale business, despite the significant increase in e-sales resulted from the notable change in shopping habits of consumers, especially for those in Hong Kong, to e-commerce channels, and (b) increased provisions for impairment on right-of-use assets and inventories.

Adjustment in Sales Channels

Affected by the COVID-19 pandemic, the shopping habits of consumers notably turned to e-commerce channels in 2020. In particular, Hong Kong consumers have become more accepting than ever regarding purchasing bedding products online, which has aligned with the Group's earlier investment in developing e-sales. With regard to the Hong Kong market, in addition to products offered exclusively online and monthly discounts for members of its official eShop in Hong Kong ("HK Official eShop"), the Group also launched periodic flash sale events and themed promotional campaigns to entice consumers into keeping a close eye on the latest developments of the HK Official eShop. During the Review Period, the Group completed the upgrade of the back-end system of the HK Official eShop, improved database management, optimised customer relationship management and analysis, and launched online and offline universal cash coupons to foster synergies for the online and offline businesses. In addition, the Group's efforts to expand the sales of its products on major online retail platforms in Hong Kong, including optimising its product portfolio and collaborating with other brands on the online platforms to promote its products, have all gained support from consumers. During the Review Period, the revenue contribution of the online sales business in Mainland China also improved significantly. The main strategies included improving customer service and delivery efficiency, expanding the online exclusive product portfolio, and strictly controlling promotion expenses. In addition to selling products on well-known online shopping platforms, the Group also offered membership point redemption schemes on online shopping platforms, generating sales while serving as another form of promotion.

Compared to the early stage of the COVID-19 outbreak from January to March 2020, the Group's retail sales in Hong Kong had shown an upward trend from April to October 2020 due to the gradual improvement in consumer sentiment. Even though Hong Kong had again recorded a rapid rebound in the number of confirmed cases of COVID-19 from mid-November 2020, fortunately, the Group's Hong Kong retail business was still able to record better-than-expected sales performance during November to December 2020 as it was the traditional peak season for sales. However, due to the COVID-19 pandemic and the closure of some self-operated POS in Mainland China, the total self-operated retail sales of the Group during the Review Period decreased as compared to the same period in 2019.

As of 31 December 2020, the Group had a total of 197 physical POS (31 December 2019: 229), among which 106 were self-operated POS and 91 were distributor-operated POS, covering a total of 49 cities in the Greater China Region. In the face of the retail market being severely hit by the pandemic and the persistently high operating costs of physical stores in Mainland China, the Group had a net reduction of 20 self-operated POS with lower-than-expected profitability in Mainland China during the Review Period. The Group had a net increase of 1 POS in Hong Kong in response to the demand of new housing acquisitions in key areas. Facing the same challenges of pandemic and high costs, distributors in Mainland China also had a net reduction of 13 POS, while the number of POS in Macau remained unchanged.

MANAGEMENT DISCUSSION AND ANALYSIS

	Self-operated POS			Distributor-operated POS			Total
	Concession counters	Retail stores	Sub-total	Concession counters	Retail stores	Sub-total	
Hong Kong and Macau Total	31	17	48	2	3	5	53
PRC							
Southern ⁽¹⁾	56	2	58	12	23	35	93
Northern ⁽²⁾	0	0	0	6	0	6	6
Eastern ⁽³⁾	0	0	0	10	4	14	14
Northeast ⁽⁴⁾	0	0	0	11	0	11	11
Southwest ⁽⁵⁾	0	0	0	11	3	14	14
Central ⁽⁶⁾	0	0	0	3	2	5	5
Northwest ⁽⁷⁾	0	0	0	0	1	1	1
PRC subtotal	56	2	58	53	33	86	144
Total	87	19	106	55	36	91	197

Notes:

- ⁽¹⁾ "Southern" includes Guangxi, Shenzhen, Guangdong and Hainan.
- ⁽²⁾ "Northern" includes Tianjin, Hebei, Shanxi, Beijing and Inner Mongolia.
- ⁽³⁾ "Eastern" includes Shanghai, Jiangsu, Zhejiang, Anhui, Shandong, Jiangxi and Fujian.
- ⁽⁴⁾ "Northeast" includes Heilongjiang, Liaoning and Jilin.
- ⁽⁵⁾ "Southwest" includes Sichuan, Guizhou, Tibet, Yunnan and Chongqing.
- ⁽⁶⁾ "Central" includes Henan, Hubei and Hunan.
- ⁽⁷⁾ "Northwest" includes Shaanxi, Gansu, Qinghai, Ningxia and Xinjiang.

During the Review Period, the economic downturn in various countries and the lockdowns in many cities due to the COVID-19 pandemic led to a suspension of orders from the Group's export customers. In addition, the suspension of large-scale exhibitions in various industries further impeded the Group's export business. Orders from commercial customers in the Greater China Region have become the primary source of revenue for the wholesale business. During the Review Period, the Group offered items to various commercial customers as free gifts and as part of point redemption schemes. These customers included electrical appliance chain stores, public utility companies, telecommunication network providers, banks, infant and health food brands and electrical appliance brands, and the Group also provided original equipment manufacturing (OEM) products for various customers.

Enhanced Product Mix

The Group adhered to the core concept of “Contemporary, Innovative and Functional” in product design, and is committed to providing quality products and attentive customer service. It has also continued to develop products that embody green concepts and health enhancing functions, striving to become consumers’ “Healthy Sleeping Expert”. In response to the development of the pandemic during the Review Period, customers were more aware of bedding products with health enhancing functions, and the Group enhanced the promotion of its “CASA-V” brand products which offer 5A features, namely air purification, anti-bacterial, anti-mould, anti-mites and anti-odour. In addition, in reaction to increasing environmental awareness among consumers, the Group launched the Royal Dragonfly Quilt (御蜓暖芯被) in 2020, which combines high-quality, environmentally friendly plant fibre from SUSTANS®, processed with the SORONA® technology of DuPont™ from the United States, and 3M™ Vibrant Silk series (柔彩絲系列) bed linens, which use 3M™ Scotchgard™ 50% Tencel fabric (半天絲). Both products are made of materials that can be easily cleaned and degraded in nature to reduce harm to the environment and effectively promote the concept of green living.

From time to time, the Group brings products made of innovative materials to the market. During the Review Period, the Group launched the Deluxe Tencel & Silk Washable Quilt (尊貴雙絲水洗被), which is stuffed with 100% premium mulberry silk and made from Tencel, a natural fabric created from wood pulp fibres that has a smooth texture and can be easily cleaned. In addition, the Group provided recommendations for VOSSEN, an Austrian brand that offers quality sanitary and bathroom products. This led to the launch of an exclusive Asian range of products suited to the climate and usage habits of consumers in the Greater China Region, with the Group becoming the brand’s exclusive agent within the Greater China Region - offering quality towel products that cater for the humid weather of the Asian market.

The Group owns product licences for a number of popular brands and cartoons, including “Coca-Cola”, “BT21”, “Kakao Friends”, “Chibi Maruko Chan”, “Pokemon”, “Mr. Men & Little Miss”, “B. Duck”, “Squly & Friends” and “Minions”, providing consumers with a more diversified choice of cartoon products. During the Review Period, the Group launched special edition products for the 40th anniversary of “PAC-MAN” and the 70th anniversary of the “PEANUTS” comic, which were both well-received by consumers. To support local creators, the Group launched licenced “Happiplayground” products, which were designed by a Hong Kong illustrator, during the Review Period.

Strengthened Brand Leadership

In response to the increased levels of environmental pollution in recent years and the current COVID-19 outbreak, the Group focused on promoting its 5A-feature “CASA-V” brand products in 2020. This was done primarily through social media, via platforms including Facebook, Instagram and WeChat, where it also provided more information on bedding product maintenance and cleaning to help consumers maintain a healthy and comfortable sleeping environment. Meanwhile, the Group strengthened its image as a “Healthy Sleeping Expert” by sharing information on calculating thread count and assisting consumers in selecting the most suitable bedding products. In addition, the Group has enhanced consumer engagement through prize giveaways and games on Facebook and has increased its use of short videos featuring popular artists or internet celebrities in order to promote its brand philosophy and products in tandem with market trends, with the aim of attracting the attention of a younger demographic. In May 2020, the Group launched the “In Love With Sleep” brand promotion campaign on television and its official Facebook page. Combining movie-style television advertisements, online video clips and posters, the campaign attracted the attention of consumers and successfully fuelled online and offline sales of the Group’s flagship products.

MANAGEMENT DISCUSSION AND ANALYSIS

Through joint promotion with various organisations or brands, the Group has been able to increase brand awareness among fans of both parties and encourage further consumption. At the beginning of 2020, HK Official eShop collaborated with a Hong Kong television channel targeting the youth market for the first time, offering premium discounts to its members. In addition, the Group provided exclusive discounts to the subscribing members of a well-known parenting discussion forum so as to enhance the popularity of its bedding products for babies among new parents. During the Year, the Group designed several virtual bedding products for the popular game “Animal Crossing: New Horizons” available for free download, motivating a large number of players to purchase the same bedding products in reality. The Group also set up short-term themed pop-up stores in department stores and shopping malls during the Review Period, so as to draw consumers’ attention to the Group’s key products and enhance its brand image.

The Group is committed to providing consumers with quality bedding products and has been widely recognised by the market as a result. During the Review Period, in addition to the “Readers’ Choice Awards 2020 - Best Bedding & Linen (Silver)” awarded by *Expat Living* and the “U Green Awards - Excellence of Environmental Contribution Award (Bedding Products)” presented by *U Magazine* for the sixth time, the Group was also authorised to use the “Seal of Cotton” trademark and the “Cotton LEADSSM” label by “Cotton Incorporated”, an organisation jointly established by upland cotton manufacturers and cotton goods importers in the United States, proving that the Group’s products were made of high-quality and environmentally sustainable cotton.

Prospects

Looking ahead to 2021, the market expects the COVID-19 pandemic will soon be under effective containment following the development of several vaccines, helping economies across the globe to get back on track and boost consumer confidence. It is also expected that the change of the President of the United States could temporarily ease the tense international relations and improve the trade relations between China and the United States. However, the economic outlook of the Greater China Region remains rather uncertain due to the rapid emergence of new COVID-19 variants alongside anxious international relations. Facing this difficult period of retail business operations in both Mainland China and Hong Kong, the Group will actively develop new sources of income, reduce expenditure, seize opportunities brought by the accelerated development of the online shopping boom, strive to expand the sales of e-commerce and commercial customers, and focus on the development of “CASA-V” brand 5A-feature bedding alongside other bedding products with health enhancing functions and high quality materials, thereby enhancing the value of the Group’s brand.

Mainland China

In terms of sales channels, online sales in Mainland China will be one of the Group’s key areas of development. Following a review of the operational experience of the online sales business in Mainland China over previous years, the Group will strengthen the analysis of customer opinions in 2021, in addition to optimising the product portfolio to provide products that are more in line with consumer expectations. Meanwhile, the Group will increase personnel training and stabilise the team structure to improve the quality of customer service. With the aim of increasing revenue and reducing expenditure, the Group will look to expand the e-sales business to more online shopping platforms and improve its pricing plan. In terms of offline self-operated POS, in addition to further adjusting regional POS distribution, the Group will also review and optimise its product portfolio, product pricing and personnel training, so as to improve the sales revenue and profitability of individual stores. In terms of sales to distributors, in addition to supporting existing distribution customers, the Group plans to participate in the Shenzhen Gift Fair when conditions permit, in order to promote the development of cooperative customer groups, collect customer information and arrange follow-ups.

To keep pace with the consumption upgrade in the Mainland China market in recent years, the Group has increased the proportion of imported goods sold in Mainland China and researched and developed more luxurious bedding products with simple designs with a view to increasing its penetration in the high-end market. With consumers' increasing awareness of healthy lifestyles and environmental protection, the Group continues to research and develop products with 5A features and the use of technological materials.

In view of the Group's increase in product research and development and production capacity demand, the Group commenced construction on phase II of the Casablanca Industrial Park in Huizhou in December 2020. The main focus of phase II is the construction of the new factory building B, which is expected to be four floors high and have a total construction area of 23,294.4 square metres, comprising production facilities, a research and development centre, offices, showrooms, training rooms and conference rooms. Phase II construction is expected to be completed in about one year's time. By adding new production facilities (especially for research and development) and providing more space for offices, showrooms, training rooms and conference rooms, this expansion project will optimise the Group's production and marketing capacities, and is expected to benefit the Group's operations and development in the future.

Hong Kong

In terms of sales channels, the majority of the Group's physical POS in Hong Kong have been operating for a certain period of time and have established good relationships with consumers in the region. It is therefore expected that the current structure of physical POS in Hong Kong will remain stable. The Group will continue to strive for diversified business opportunities among commercial customers, such as providing products as free gifts or redemption schemes in various forms and online shopping rebates. Moreover, the Group will proactively seek cooperation with new customers such as personal care product brands, cosmetic brands, supermarkets, chain food stores and major home appliance brands. The Group will also make greater effort to develop e-sales, including the launch of more online exclusive products and exclusive online discounts. In addition to HK Official eShop and the online stores operated by the Group on well-known local online shopping platforms, the Group will also expand the online penetration of its products through short-term promotions or the opening of online stores on more online shopping platforms.

In terms of products, the Group will continue its research and development of products that embody green concepts and health enhancing properties in 2021. In addition to the continuous promotion of bedding products with 5A features, the Group will also launch products made using various new technologies and materials under the theme of "The Art of Textiles". Furthermore, the Group will continue to expand its licensed cartoon product portfolio by including its own pet cartoon designs, local original cartoons, and famous Japanese anime characters to further enhance the market share of the Group's brands in Hong Kong.

With respect to logistics, in order to accommodate business development, the Group's warehouses in Hong Kong will commence full use of radio frequency identification technology in the second quarter of 2021. This will greatly shorten the duration of the goods to and from warehouses in Hong Kong and speed up daily logistics processing while also helping to reduce human miscalculation and delivery errors, thereby significantly improving the operational efficiency of the Group's business in Hong Kong.

Over the past few years, the Group has intensified its efforts in online promotion, which has successfully increased the Group's brand awareness among young people in Hong Kong. The Group will continue to enhance its online promotional content and increase interaction with consumers, while actively seeking opportunities to promote its brands in shopping malls or department stores, including pop-up stores and themed exhibitions, in order to capture the interest of consumers with different shopping habits.

MANAGEMENT DISCUSSION AND ANALYSIS

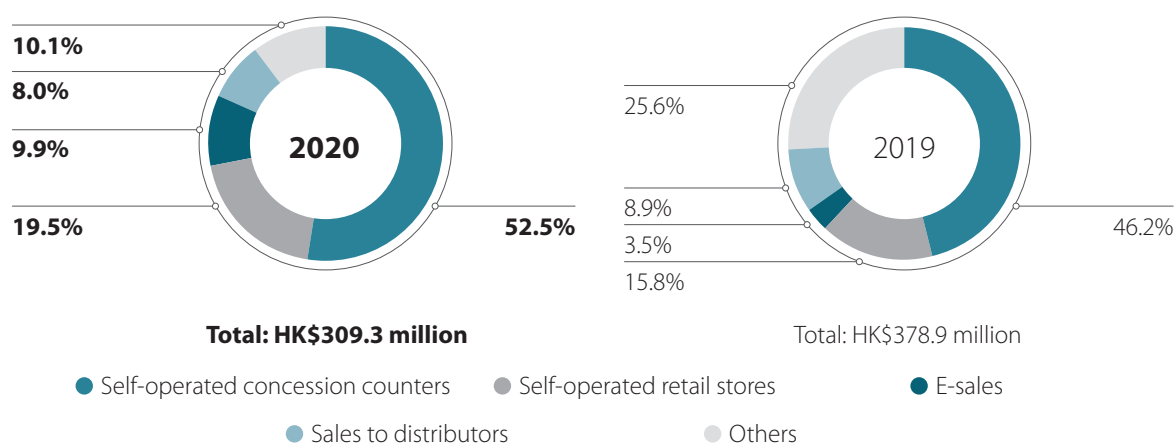
Adhering to the design concept of “Contemporary, Innovative and Functional”, the Group will continue its endeavour to provide consumers with quality bedding products that are fashionably designed and reasonably priced, and home accessories that are trendy yet practical. The Group will also continue to broaden revenue streams and enhance its brand value to bring satisfactory returns to shareholders in the long run.

Financial Review

Revenue

During the Year, the Group recorded revenue of HK\$309.3 million (2019: HK\$378.9 million), representing a decrease of 18.4%. The decrease in revenue was primarily attributable to the decline of sales, which, in turn, was attributable to: (i) the COVID-19 outbreak in Hong Kong and Mainland China since early 2020, imposing adverse impacts on self-operated and distributor-run retail business and leading to reduction in number of retail POS in Mainland China, and (ii) the decline of wholesale business, despite the significant increase in e-sales resulted from the notable change in shopping habits of consumers, especially for those in Hong Kong, to e-commerce channels during the Year.

Breakdown of revenue by channels:

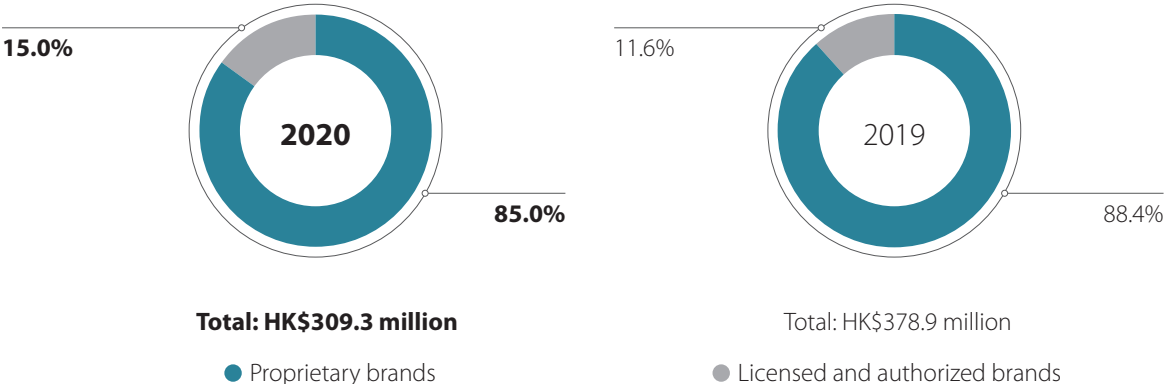


	2020		2019		Change	
	HK\$'000	% of Total	HK\$'000	% of Total	HK\$'000	%
Self-operated retail sales						
Self-operated concession counters	162,329	52.5%	174,948	46.2%	(12,619)	-7.2%
Self-operated retail stores	60,240	19.5%	59,754	15.8%	486	0.8%
Sub-total for self-operated retail sales	222,569	72.0%	234,702	62.0%	(12,133)	-5.2%
E-sales	30,485	9.9%	13,490	3.5%	16,995	126.0%
Sales to distributors	24,815	8.0%	33,624	8.9%	(8,809)	-26.2%
Others ^(Note)	31,410	10.1%	97,038	25.6%	(65,628)	-67.6%
Total	309,279	100.0%	378,854	100.0%	(69,575)	-18.4%

Note: “Others” includes sales to wholesale customers in Hong Kong and Mainland China and also exports to overseas markets.

Self-operated retail sales for 2020 accounted for 72.0% of the total revenue and represented a decrease of 5.2% as compared to 2019. The decrease in self-operated retail sales for 2020 was primarily due to adverse impacts on self-operated retail business by COVID-19 throughout the Year leading to reduction in number of self-operated retail POS in Mainland China. Revenue from e-sale recorded a significant increase of 126.0% as compared to 2019 because many consumers shifted to online shopping under various COVID-19 restrictions. The decrease in sales to distributors for 2020 was attributable to distributors in both Mainland China and Macau encountering same adverse impacts by COVID-19 as our self-operated retail business. With significant decreases in sales to wholesale customers and export sales during the Year, sales to others for 2020 recorded a significant decrease of 67.6% as compared to 2019.

Breakdown of revenue by brands:

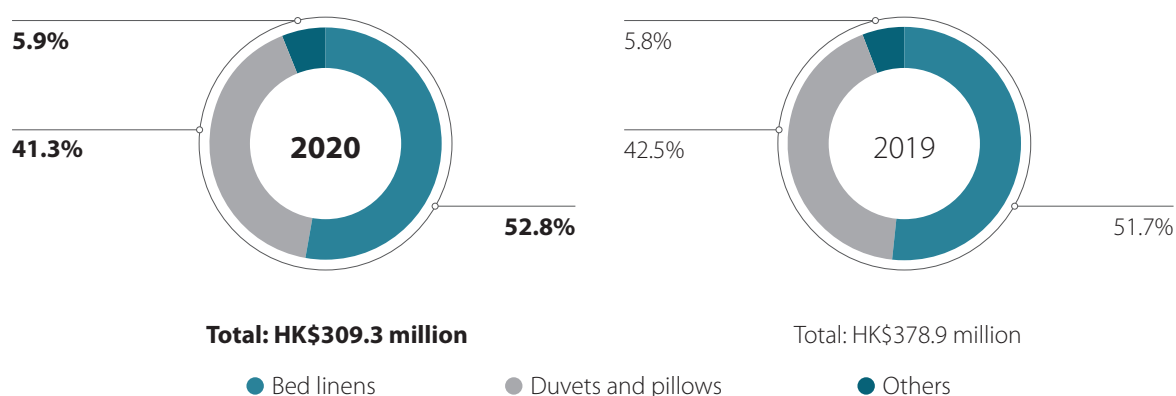


	2020		2019		Change	
	HK\$'000	% of Total	HK\$'000	% of Total	HK\$'000	%
Proprietary brands	262,901	85.0%	334,888	88.4%	(71,987)	-21.5%
Licensed and authorized brands	46,378	15.0%	43,966	11.6%	2,412	5.5%
Total	309,279	100.0%	378,854	100.0%	(69,575)	-18.4%

Casablanca, Casa Calvin and CASA-V are our major proprietary brands. The decrease of 21.5% in sales of proprietary brands was attributable to the decrease in sales during the Year. Sales of our licensed and authorized brands for 2020 increased by 5.5% due to launching of more licensed and authorized brands products and more promotional offers, especially for e-sales, during the Year.

MANAGEMENT DISCUSSION AND ANALYSIS

Breakdown of revenue by products:

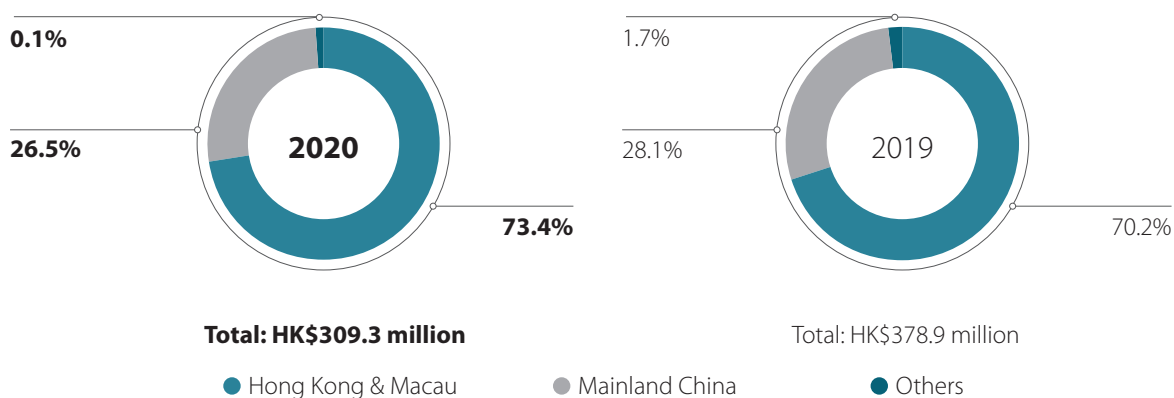


	2020		2019		Change	
	HK\$'000	% of Total	HK\$'000	% of Total	HK\$'000	%
Bed linens	163,213	52.8%	195,992	51.7%	(32,779)	-16.7%
Duvets and pillows	127,892	41.3%	160,857	42.5%	(32,965)	-20.5%
Others ^(Note)	18,174	5.9%	22,005	5.8%	(3,831)	-17.4%
Total	309,279	100.0%	378,854	100.0%	(69,575)	-18.4%

Note: "Others" includes sales of home accessories, furniture and other products.

Bed linens and duvets and pillows are major products of the Group. The increase in e-sales of bed linens and duvets and pillows for 2020 was unable to offset the decreases in sales of them under self-operated retail sales and sales to distributors and others during the Year. The decrease in sales of others for 2020 was due to less furniture sold during the Year.

Breakdown of revenue by geographic regions:



	2020		2019		Change	
	HK\$'000	% of Total	HK\$'000	% of Total	HK\$'000	%
Hong Kong & Macau	226,949	73.4%	265,880	70.2%	(38,931)	-14.6%
Mainland China	81,985	26.5%	106,438	28.1%	(24,453)	-23.0%
Others ^(Note)	345	0.1%	6,536	1.7%	(6,191)	-94.7%
Total	309,279	100.0%	378,854	100.0%	(69,575)	-18.4%

Note: "Others" includes sales to regions other than Hong Kong, Macau and Mainland China.

Revenue from Hong Kong and Macau decreased by 14.6% primarily due to the significant decrease in sales to wholesale customers in Hong Kong. The decrease of 23.0% in revenue from Mainland China was attributable to decreases in self-operated retail sales, sales to distributors and wholesale customers in Mainland China. Revenue from others significantly decreased since most of our export customers put orders on hold under the impact of COVID-19.

Gross Profit and Gross Profit Margin

Gross profit of HK\$191.7 million for 2020 decreased by 16.2% as compared to HK\$228.8 million for 2019. The gross profit margin for 2020 was 62.0% which was higher than 60.4% for 2019 and mainly due to the increase in proportion of self-operated retail sales for 2020 at higher margin.

Other Income

Other income for the Year increased by 419.6% to HK\$12.4 million (2019: HK\$2.4 million). The increase was mainly due to subsidies of HK\$10.0 million (2019: HK\$0.1 million) received from governments of Hong Kong and Mainland China primarily in relation to COVID-19 during the Year.

Other Losses

Other losses for the Year amounted to HK\$1.5 million (2019: HK\$1.7 million), mainly representing impairment loss, loss on disposal and written off of property, plant and equipment of HK\$1.2 million in total (2019: HK\$0.5 million), impairment loss of right-of-use assets of HK\$1.6 million (2019: nil) and written off of a trade deposit of HK\$0.5 million (2019: nil) offsetting the net exchange gain of HK\$1.5 million (2019 net exchange loss: HK\$0.7 million) and net reversal of loss allowance on trade receivables of HK\$0.2 million (2019 loss allowance: HK\$0.5 million).

MANAGEMENT DISCUSSION AND ANALYSIS

Operating Expenses

Selling and distribution costs for 2020 decreased by 11.7% to HK\$136.5 million (2019: HK\$154.6 million). The decrease was mainly due to decreases in staff and related expenses, advertising and marketing expenses and depreciation on right-of-use assets.

Administrative expenses for 2020 decreased by 6.5% to HK\$45.6 million (2019: HK\$48.8 million). The decrease was primarily due to decreases in entertainment, travelling expenses and legal and professional fee for the Year.

Taxation

The Group's effective tax rate for 2020 was 16.7% as compared to 28.1% for 2019. The effective tax rate for 2020 was calculated with non-taxable subsidies and gains offsetting against operation losses of subsidiaries in Mainland China and other non-tax deductible expenses. Had these subsidies, operation losses, the share-based payments, the loss allowance on trade and other receivables and the exchange gain or loss for 2020 and 2019 been excluded, the adjusted effective tax rate would be approximately 16.9% for both 2020 and 2019.

Profit for the Year

Profit attributable to owners of the Company for 2020 was HK\$16.1 million, representing a decrease of 12.8% when compared to HK\$18.5 million for 2019. Reasons for the decrease in profit for 2020, even with subsidies received from governments of Hong Kong and Mainland China in relation to COVID-19, were mainly attributable to (a) the decline of sales, which, in turn, was attributable to: (i) the COVID-19 outbreak in Hong Kong and Mainland China since early 2020, imposing adverse impacts on self-operated and distributor-run retail business and leading to reduction in number of retail POS in Mainland China, and (ii) the decline of wholesale business, despite the significant increase in e-sales resulted from the notable change in shopping habits of consumers, especially for those in Hong Kong, to e-commerce channels; and (b) increased provisions for impairment on right-of-use assets and inventories.

EBITDA represents gross profit less selling and distribution costs and administrative expenses adding back depreciation, amortisation and share-based payments. EBITDA for 2020 decreased by 32.2% to HK\$38.2 million (2019: HK\$56.3 million) which was primarily attributable to the decrease in sales for the Year.

Major Operating Efficiency Ratios

	2020	2019
Inventory turnover (<i>days</i>)	257.9	228.0
Trade and bills receivables turnover (<i>days</i>)	63.5	61.4
Trade and bills payables turnover (<i>days</i>)	139.8	155.6

Inventory turnover

The inventory turnover is equal to the average of opening and closing inventory divided by total cost of sales for the year and multiplied by 365 days. The reason for inventory turnover for 2020 increased to 257.9 days from 228.0 days for 2019 was due to higher opening inventory of the Year. The inventory at 31 December 2020 decreased by 15.2% to HK\$76.2 million from HK\$89.9 million at 31 December 2019 with less both raw materials and finished goods kept at 31 December 2020.

Trade and bills receivables turnover

The trade and bills receivables turnover is equal to the average of opening and closing trade and bills receivables divided by total sales for the year and multiplied by 365 days. With the decrease in sales for 2020, the trade and bills receivables turnover for 2020 slightly increased to 63.5 days from 61.4 days for 2019 despite the decrease of 22.0% in trade and bills receivables of HK\$47.2 million at 31 December 2020 from HK\$60.5 million at 31 December 2019.

Trade and bills payables turnover

The trade and bills payables turnover is equal to the average of opening and closing trade and bills payables divided by total cost of sales for the year and multiplied by 365 days. The trade and bills payables turnover for 2020 decreased to 139.8 days from 155.6 days for 2019 with the decrease of 15.5% in trade and bill payables of HK\$41.2 million at 31 December 2020 from HK\$48.8 million at 31 December 2019.

Liquidity and Capital Resources

The gearing structure is set out below:

	As at 31 December	
	2020	2019
Total bank borrowings	2,375	6,432
Pledged bank deposits and bank balances and cash	194,629	175,889
Net cash	192,254	169,457
Total assets	510,573	511,252
Total liabilities	85,780	104,984
Total equity	424,793	406,268

The Group has been adhering to the principle of prudent financial management in order to minimise financial and operational risks. The Group generally finances its operations with internally generated cash flows. Bank borrowings were primarily for repayment of the cross-border intergroup loan subject to exchange exposure.

Even reserving cash for full settlements of capital commitments of HK\$48.8 million and bank borrowings of HK\$2.4 million at 31 December 2020, the Group would still have available net cash over HK\$140.0 million as at 31 December 2020 which will be sufficient for its present operations in absence of unforeseen circumstances.

Pledged bank deposits and bank balances and cash

As at 31 December 2020, the pledged bank deposits of the Group was approximately HK\$6.2 million (2019: HK\$7.1 million), which was denominated in HKD and RMB, and the bank balances and cash of the Group were approximately HK\$188.4 million (2019: HK\$168.7 million), which were denominated in HKD and RMB except for about 2.6% in United States dollars and Euro. Details of the Group's pledged bank deposits and bank balances and cash are set out in note 20 to the consolidated financial statements.

Bank borrowings

As at 31 December 2020, the bank borrowings of the Group was approximately HK\$2.4 million (2019: HK\$6.4 million), which were denominated as to 100.0% in RMB, with all bank borrowings balances repayable not more than one year and being variable-rated borrowings with effective interest rate at 5.74% per annum. During the Year, the financial position of the Group was healthy. Details of the Group's bank borrowings are set out in note 22 to the consolidated financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS

Current ratio

The Group's total current assets and the total current liabilities at 31 December 2020 decreased to HK\$341.4 million (2019: HK\$343.3 million) and to HK\$79.3 million (2019: HK\$95.3 million) respectively. As a result, the current ratio increased to 4.3 as at 31 December 2020 from 3.6 as at 31 December 2019.

Gearing ratio

Gearing ratio is calculated as total borrowings divided by total equity at the end of the year. As at 31 December 2020, the gearing ratio was only 0.6% (2019: 1.6%) with the bank borrowings decreased by HK\$4.1 million in Mainland China when the total equity also increased by HK\$18.5 million. The Group was at net cash position at 31 December 2020 as well as 31 December 2019.

Pledge of assets

As at 31 December 2020, no leasehold land and buildings were pledged to banks as securities for banking facilities granted to the Group (2019: Nil). The Group had pledged only its fixed deposits with an aggregate value of HK\$6.2 million (2019: HK\$7.1 million) to certain banks in Hong Kong and Mainland China to secure banking facilities granted to the Group at 31 December 2020.

Capital expenditures

During the Year, the Group invested HK\$4.9 million (2019: HK\$19.7 million) mainly for acquisition of properties, leasehold improvements and equipment and construction of the new factory building B under phase II of Casablanca Industrial Park under the construction agreement (the "Construction").

Capital commitments

As at 31 December 2020, the Group had capital commitments of approximately HK\$48.8 million (2019: HK\$1.5 million) of which mainly an amount of about HK\$47.4 million related to the cost of the Construction with payments subject to the progress of the Construction.

Share Capital

The total number of Shares as at 31 December 2020 was 257,854,000 Shares (2019: 258,432,000 Shares). As at 31 December 2020, the total issued share capital of Company was HK\$25,785,000 (2019: HK\$25,843,000). The movements of share capital during the Year are set out in note 25 to the consolidated financial statements.

In order to provide incentive or reward to eligible persons for their contribution to the Group and to enable the Group to recruit and retain human resources that are valuable to the Group, the Company adopted a share option scheme (the "Share Option Scheme") before the listing. Details of the Share Option Scheme and movements of share options during the Year are set out in note 26 to the consolidated financial statements.

Details of Share repurchase of the Company are set out in the sections headed "Purchase, Sale or Redemption of the Company's Listed Securities" on page 39 of this annual report. Save as disclosed in the above-mentioned section, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year.

Foreign Exchange Exposure

The Group carries on its business mainly in Hong Kong and Mainland China. The Group is exposed to foreign exchange risk principally in RMB which may affect the Group's performance. RMB appreciated by about 6.2% against HKD in 2020 and depreciated by about 1.7% in 2019. The management is aware of the possible exchange rate exposure due to the continuing fluctuation of RMB and will closely monitor its impact on the performance of the Group to see if any hedging arrangement is necessary. The Group currently does not use derivative financial instruments to hedge against the volatility associated with foreign currency transactions and other financial assets and liabilities arising in the ordinary course of business.

Contingent Liabilities

The Company and two of its subsidiaries in Hong Kong are defendants in a litigation involving an alleged copyright infringement in Hong Kong. Based on legal advice, it is difficult in the usual course of such litigation to predict the exposure to the Group at this early stage pending for a case management conference to be heard by the High Court on 12 April 2021.

Based on legal advice on preliminary assessment, the exposure in the event of failure to defend the case is estimated not to be material to the Group, assuming that there is no damage for loss of goodwill caused to the plaintiff or its brand names. The Board considers that the alleged claim would not bring any material adverse effect to the business operation and financial position of the Group.

Dividend

Despite the capital commitments of HK\$48.8 million, which mainly related to the Construction, the Group would still have available net cash over HK\$140.0 million after reserving cash for full settlements of capital commitments and bank borrowings at 31 December 2020. The Board has considered the ample cash currently available on hand and resolved to recommend the payment of a final dividend of HK\$0.10 per Share for the year ended 31 December 2020 (2019: HK\$0.03 per Share) to the Shareholders whose names appear on the register of members of the Company on Thursday, 3 June 2021. Without an interim dividend (2019: HK\$0.02 per Share), the total dividend for the Year amounts to HK\$0.10 per Share (2019: HK\$0.05 per Share), representing about 160.0% of this year's basic earnings per share of HK\$0.0625 (2019: HK\$0.0716).

Subject to approval by the Shareholders at the forthcoming annual general meeting to be held on Friday, 21 May 2021, the final dividend will become payable on Thursday, 17 June 2021.

Employee and Remuneration Policy

As at 31 December 2020, the employee headcount of the Group was 549 (2019: 640) and the total staff costs, including directors' emoluments, for the Year amounted to HK\$90.3 million (2019: HK\$98.1 million). The decrease of employee headcount was mainly due to the decrease in frontline sales staff from closure of self-operated POS in Mainland China. In addition to decrease in employee headcount, one of reasons for the decrease in total staff costs for the Year was also due to exemption from payments for retirement benefit schemes contributions in Mainland China under the impact of COVID-19.

The Group offers competitive remuneration packages commensurate with industry practice and provides various fringe benefits to employees including medical benefits, social insurance, provident funds, bonuses and a share option scheme.

MANAGEMENT DISCUSSION AND ANALYSIS

Material Acquisitions and Disposals of Subsidiaries and Associates

During the Year, the Group deregistered Shenzhen Casablanca Sales and Marketing Limited, which was a subsidiary of the Group in Mainland China with effective interest of 55% before deregistration. Details of the transaction with non-controlling interest are set out in note 27 to the consolidated financial statements.

Other than those disclosed above, the Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures in the course of the Year.

Future Plans for Material Investments or Capital Assets

The Group is actively identifying and exploring suitable investments with potential and synergy effect to its existing businesses. Only potential investments, which are in the interests of the Company and the Shareholders as a whole, will be considered. To cope with the business development and expansion, the Group will also consider to acquire properties for own use whenever necessary. For medium to long-term investment purposes, the Company may consider to invest in shares of companies listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and investment properties to strive for better return in the medium to long-term from surplus cash on hand.

As at 31 December 2020, the Company had total investments of HK\$5.2 million in shares of companies listed on the Stock Exchange which were held for medium to long term investment purposes and not more than 5% of the Group's total assets.

On 30 October 2020, the Group engaged an independent third party contractor to construct a complex with four floors and a total construction area of 23,294.4 square metres comprising production facilities, research and development centre, office, showroom, training rooms and conference rooms under the phase II of Casablanca Industrial Park in Huizhou for a total consideration of approximately RMB46.0 million (equivalent to approximately HK\$54.6 million). References are made to the announcement of the Company dated 30 October 2020 and the circular of the Company dated 15 December 2020 in relation to the Construction.

Other than those disclosed above, there was no plan authorised by the Board for material investments or additions of capital assets at the date of this report.

DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Cheng Sze Kin (鄭斯堅), aged 60, is one of the founders of the Group to establish the Group's business in May 1993. He was appointed as a Director on 2 April 2012 and re-designated as an Executive Director and the Chairman of the Board on 22 October 2012. He is currently a director of all the subsidiaries of the Group incorporated in Hong Kong and the British Virgin Islands ("BVI"). He is responsible for strategic planning of the Group, in particular product development and production. He has over 25 years of experience in the production of bedding products and textile trading. He is the spouse of Ms. Wong Pik Hung (王碧紅) and the brother of Mr. Cheng Sze Tsan (鄭斯燦), both of whom are also Executive Directors. Mr. Cheng Sze Kin is a director of World Empire Investment Inc. ("World Empire"), which is interested in the Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance.

Mr. Cheng Sze Tsan (鄭斯燦), aged 48, is one of the founders of the Group to establish the Group's business in May 1993. He was appointed as a Director on 2 April 2012 and re-designated as an Executive Director and Vice-chairman of the Board on 22 October 2012. He is currently a director of all the subsidiaries of the Group incorporated in Hong Kong and BVI. He was appointed as the Chief Executive Officer of the Company on 1 September 2016 and is responsible for strategic planning of the Group, in particular product development and sales management. He has over 25 years of experience in the bedding products industry. He is the brother of Mr. Cheng Sze Kin (鄭斯堅) and the brother-in-law of Ms. Wong Pik Hung (王碧紅), both of whom are also Executive Directors. He is awarded by the Federation of Hong Kong Industries as "Young Industrialists of Hong Kong" in 2013 and has been appointed as standing committee member of Chinese People's Political Consultative Conference Guangzhou Committee (Huangpu District) since August 2015. Mr. Cheng Sze Tsan is a director of World Empire, which is interested in the Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance.

Ms. Wong Pik Hung (王碧紅), aged 54, has been a Director of a subsidiary of the Group since August 1993. She was appointed as a Director on 2 April 2012 and re-designated as an Executive Director on 22 October 2012. She is currently a director of all the subsidiaries of the Group incorporated in Hong Kong and BVI. She is responsible for strategic planning of the Group, in particular procurement and sales management in Hong Kong. She has over 25 years of experience in the bedding products industry. She obtained a diploma in international economic cooperation at the University of International Business and Economics (對外經濟貿易大學) in Beijing. Ms. Wong is the spouse of Mr. Cheng Sze Kin (鄭斯堅) and the sister-in-law of Mr. Cheng Sze Tsan (鄭斯燦), both of whom are also Executive Directors. Ms. Wong is a director of World Empire, which is interested in the Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance.

DIRECTORS AND SENIOR MANAGEMENT

Independent Non-executive Directors

Mr. Lo Siu Leung (盧紹良), aged 42, was appointed as an Independent Non-executive Director on 9 April 2018. He is currently the director of Cheerful Arts Group Limited, which is a wholly owned subsidiary of Amber Hill Financial Holdings Limited (the shares of which are listed on the Main Board of the Stock Exchange, stock code: 33). He was a partner of Lui & Mak Certified Public Accountants. He has over 15 years of experience in auditing, accounting, tax and finance. Mr. Lo is a Chartered Financial Analyst. He is also a fellow member of each of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and The Institute of Chartered Accountants in England and Wales. He holds a master's degree in Business Administration from The Hong Kong Polytechnic University.

Dr. Cheung Wah Keung (張華強), aged 59, was appointed as an Independent Non-executive Director on 26 May 2017. He is currently the chairman of each of Shinhint Group and Tai Sing Industrial Company Limited. He has more than 30 years of experience in trading and manufacturing of consumer electronic products. Dr. Cheung is currently an independent non-executive director and the independent non-executive chairman of PanAsialum Holdings Company Limited (stock code: 2078) and an independent non-executive director of Sky Light Holdings Limited (stock code: 3882) and Activation Group Holdings Limited (stock code: 9919). The shares of above companies with stock code indicated are listed on the Stock Exchange.

Dr. Cheung holds a bachelor's degree in business administration, a master's degree in global political economy from The Chinese University of Hong Kong and a master's degree in corporate governance, a doctorate degree in business administration from The Hong Kong Polytechnic University. He was awarded by the Federation of Hong Kong Industries as "Young Industrialist of Hong Kong" in 2005 and "Certificates of Merit in Directorship" by the Hong Kong Institutes of Directors in 2006. He has taken up a variety of roles, including the president of the Hong Kong Young Industrialists Council from 2015 to 2016, the chairman of the Advisory Board for Master of Corporate Governance of The Hong Kong Polytechnic University and a committee member of the Council of The Hang Seng University of Hong Kong.

Mr. Chow On Wa (周安華), aged 59, was appointed as an Independent Non-executive Director on 26 May 2017. He is currently the director of JTF Development Limited which provides professional management and investment consulting services to various clients. Mr. Chow has over 20 years of experience in management of retail business of home accessories in the PRC. During 1986 to 2001, he worked for IKEA Group for 15 years. He was a general manager for India and Pakistan regional office of IKEA and subsequently stationed in the PRC. During 1995 to 2001, Mr. Chow was responsible for IKEA's retail and operational management in the PRC and opened the first retail shopping mall in the PRC for IKEA Group in 1997. He established Amfield Consultants Limited, which engaged in consultancy on management and strategic planning in business and retailing in the PRC, in 2001. Mr. Chow established New Concept International Enterprise Limited, in 2004, which was engaged in retailing of home accessories across the PRC focusing on shopping malls and department stores, and mainly distributed internationally renowned brands, including Frette, Trussardi-home and Esprit-home etc., until its business was sold in 2013 to Li & Fung Limited, the shares of which were listed on the Stock Exchange (stock code: 494) and withdrawn from listing with effect from 28 May 2020. From 2013 to June 2016, Mr. Chow was a senior vice president of Global Brands Group Holding Limited, the shares of which are listed on the Stock Exchange (stock code: 787) after its spin-off from Li & Fung Limited in 2014, and was responsible for management of its multi-branded home accessory business covering all over Asia. Mr. Chow holds a bachelor's degree in engineering from University of Manchester in the United Kingdom.

Senior Management

Mr. Ho Yiu Leung (何耀樑), aged 54, joined the Group as the Financial Controller and Company Secretary in January 2012. He is responsible for the Group's overall financial reporting, finance and company secretarial matters. He has over 25 years of experience in auditing, accounting and financial management. He is a fellow member of each of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute. He holds a master's degree in business administration from the University of Strathclyde.

Mr. Gao Yan (高岩), aged 62, joined the Group in June 2007. He is currently the General Manager of Casablanca Home (Huizhou) Company Limited. He is responsible for the production, procurement and logistics management in the PRC. Prior to joining the Group, Mr. Gao has over 20 years of experience in production management. He obtained a diploma in weaving machinery from Northwest Institute of Textile Science and Technology (西北紡織工學院) and was awarded a qualification of professoriate senior engineer from Guangdong Province Personnel Office (廣東省人事廳).

Mr. Lin Yi Kai (林奕凱), aged 51, joined the Group in May 2007. He is currently the Deputy General Manager of Casablanca Home (Shenzhen) Limited. He is responsible for the financial management of the Group's operations in the PRC. Mr. Lin has over 20 years of experience in audit, tax and accounting. He was awarded Qualification Certificate of International Association of Accounting Professionals, qualifications of certified internal control specialist from Internal Control Institute, senior international finance manager from International Financial Management Association and certified financial planner from The Chinese Institute of Certified Financial Planners, and is a member of Institute of Public Accountants, and an associate member of each of Institute of Financial Accountants and The Association of International Accountants. He was conferred qualification of assistant accountant in accounting (corporate) speciality and intermediate level in accounting speciality from Ministry of Finance of the PRC and qualification of senior accountant from Human Resources and Social Security Department of Guangdong Province. Mr. Lin holds a bachelor's degree in accounting from Guangdong Polytechnic Normal University.

Company Secretary

Mr. Ho Yiu Leung (何耀樑), aged 54, joined the Group as the Financial Controller and Company Secretary in January 2012. Please refer to the paragraph headed "Senior Management" above for his biography.

DIRECTORS' REPORT

The Directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2020.

Principal Activities

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 35 to the consolidated financial statements.

Business Review

A review of the Group's business for the year ended 31 December 2020 and a discussion on the Group's future business development are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" on pages 6 to 22 of this annual report. Discussion and information therein forms part of this Director's Report.

Principal Risks and Uncertainties

The Group's results of operations and prospects may be exposed to a number of risks and uncertainties. The following are key risks that are considered to be of most significance to the Group at this time. They are not exhaustive or comprehensive and there may be other risks which are not known by the Group or which may not be material now but could turn out to be material in the future.

(i) Business Risk

The Group's sales and results significantly depend on economic conditions, consumer habits and competition of operating markets in Hong Kong and Mainland China.

The global spread of COVID-19 has significant impacts on economic conditions and consumer market sentiment. As encouraged by governments and medical experts, people tended to stay at and work from home so as to boost the increasing trend for sales through new media. Owing to the intense competition in bedding products market in Mainland China, the Group has sustained loss in operating retail business through physical POS network in Mainland China for the year ended 31 December 2020. Furthermore, the Group operates in markets subject to pricing and other competitive pressures such as advertising, designs, product innovations and technological advances. Changes in economic conditions, consumer habits and competition are uncertain such that the Group cannot accurately predict any material adverse effect of these changes on the current or future business and results of operations of the Group. However, the Group has closed down a number of inefficient self-operated POS in Mainland China, increased its investment in the development of new channels of sales (including new media), strengthened its advertising and marketing, and enhanced its research and development of new products in order to mitigate the impact.

(ii) Operational Risk

In view of over-reliance on physical retail businesses in Hong Kong and Mainland China, the Group has endeavoured to develop sales through new media and wholesale businesses during the recent years. The Group's revenue as well as results also depend on the sales to a wholesale customer. The loss of this customer or the decline in sales to it may adversely affect the Group's results of operations. The Group closely keeps in touch with this customer all around the year and puts the utmost efforts to deliver high quality products and services to it. At the same time, the Group also strives in building strong and long term relationships with different wholesale customers and exploring export business opportunities in order to mitigate the risk. In addition, the Group strives to extend its reach to consumers who prefer to shop online by opening shops on different online shopping platforms and increasing its online advertising resources.

The Group's success and growth also depend on skilled and experienced managers, sales and marketing personnel and front-line sales promoters. It is important to attract, train, motivate and retain employees in support of the future growth of the Group. The risk of the loss of key personnel or the inability to attract qualified personnel is mitigated by regular reviews of retention and recruitment practices, remuneration packages and succession planning within the Group.

(iii) Financial Risk

The Group's results are subject to interest rate risk, foreign currency risk, credit risk and liquidity risk. The financial risk management objectives and policies of the Group in managing these financial risks are set out in note 33 to the consolidated financial statements. These discussions form part of this Directors' Report.

Financial Key Performance Indicators

An analysis of the Group's performance for the year ended 31 December 2020 using financial key performance indicators (the "KPIs") is set out in the section headed "Financial Highlights and Summary" on pages 4 and 5 of this annual report. Such KPIs are selected on basis of their effectiveness in measuring the performance of Group's business with nature in manufacturing and trading.

Environmental Policies and Performance

The Group is committed to build an environmentally-friendly corporation that pays close attention to conserving natural resources and protecting environment. The Group strives to minimise the impact on environment by saving electricity and water and has implemented internal recycling programs on a continuous basis for office consumables such as carbon toners, cartridges and papers. We also arrange tablet computers at our self-operated POS to show product catalogues to customers in order to reduce printed versions of the product catalogues. Casablanca Hong Kong Limited, the principal subsidiary of the Company in Hong Kong, was awarded the certificate under the CarbonSmart Programme organised by the Hong Kong Productivity Council in collaboration with the Federation of Hong Kong Industries, Hong Kong General Chamber of Commerce and Business Environment Council. The Company participated in the On-site Improvement Assessment Projects of Cleaner Production Partnership Programme organised by Environmental Protection Department of Hong Kong SAR in collaboration with the Economic and Information Commission of Guangdong Province. In 2020, Casablanca Hong Kong Limited was awarded "U Green Awards - Excellence of Environmental Contribution Award (Bedding Products)" by *U Magazine* for the sixth time.

DIRECTORS' REPORT

In contribution to the environment, the Group uses environmentally-friendly raw materials for its products such as milk protein fibres and soybean protein fibres for the fill materials in our duvets and pillows. In addition, the Group has also introduced new products with health functions such as products under "CASA-V" brand with "5A Features". The Company further launches a series of "CASA-V" products with mosquitos and insects repellent functions. In addition to "5A Features", users of these products can avoid being disturbed by insects and enjoy good sleep. The Group intends to make "CASA-V" a brand for healthy and environmentally-friendly home living. In 2020, Casablanca Hong Kong Limited was awarded with the "Seal of Cotton" trademark and the "Cotton LEADSSM" label in recognition of its contribution to the environment by utilizing sustainable cotton in its products.

The Company will publish an Environmental, Social and Governance Report separately on the websites of the Company and the Stock Exchange not later than five months after the year ended 31 December 2020.

Compliance with Laws and Regulations

The Group's operations are mainly carried out by the Company's subsidiaries in Hong Kong and Mainland China. The Directors are not aware of any material changes in relevant laws and regulations in Hong Kong and Mainland China with significant potential impacts on the Group's operations. During the Year, the Group has complied, to the best knowledge of the Directors, in material aspects with the relevant laws and regulations that have a significant impact on the operations of the Group despite the contingent liabilities described as below.

The Company considers a litigation involving the Company and two of its subsidiaries in Hong Kong being defendants in a litigation involving an alleged copyright infringement in Hong Kong as contingent liabilities. Based on legal advice, it is difficult in the usual course of such litigation to predict the exposure to the Group at this early stage pending for a case management conference to heard by the High Court on 12 April 2021.

Based on legal advice on preliminary assessment, the exposure in the event of failure to defend the case is estimated not to be material to the Group, assuming that there is no damage for loss of goodwill caused to the plaintiff or its brand names. The Directors are of the opinion that the alleged claim would not bring any material adverse effect to the business operation and financial position of the Group.

Key Relationships with Employees, Customers, Distributors and Suppliers

Human resources are one of the valuable assets of the Group. The Group intends to be an attractive employer for competent employees. The objective of the Group's human resource management is to provide employees with competitive remuneration packages and to promote career development and progression of employees by appropriate training and providing opportunities within the Group for career advancement. The Group has also adopted share option schemes to reward, motivate and retain Directors and employees for contributions to the growth and development of the Group.

We are committed to offer a broad and diverse range of innovative, value-for-money and good-quality bedding products with our various brands to our customers. We also stay connected with our customers by maintaining database of VIP members to have ongoing communications with them and offer special benefits to them such as favourable prices and private sales. A customer complaint handling mechanism is in place to collect, analyse and study complaints from customers and make recommendations on remedies with the aim of improving service quality.

We also sell our products to end customers through distributors. We regard our distributors as business partners and share views for upholding the brand value and customer services, specifically focusing on attracting and retaining customers in order to drive sales growth. We require our distributors to comply with our retail policies, including but not limited to unified product retail selling price, standard store images and promotional activities.

We have developed long and good relationships with a number of suppliers to maintain steady supplies of raw materials and outsourced products with good qualities. We carefully select our suppliers and require them to satisfy certain criteria including track record, experience, reputation, ability to produce high-quality products and quality control effectiveness in order to ensure that our suppliers share our commitments to quality and ethics.

Results and Appropriations

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 63 of this annual report.

The Board has resolved to recommend the payment of a final dividend of HK\$0.10 (2019: HK\$0.03) per Share for the year ended 31 December 2020 to the Shareholders whose names appear on the register of members of the Company on 3 June 2021. With none of interim dividend (2019: HK\$0.02 per Share), the total dividend for the year amounts to HK\$0.10 (2019: HK\$0.05) per Share, representing about 160.0% of this year's basic earnings per Share of HK\$0.0625 (2019: HK\$0.0716).

Subject to approval by the Shareholders at the forthcoming annual general meeting to be held on Friday, 21 May 2021 (the "AGM"), the final dividend will become payable on Thursday, 17 June 2021.

Distributable Reserves

The Company may pay dividends out of share premium and retained earnings provided that immediately following the payment of such dividends the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

The Company's reserves available for distribution to Shareholders as at 31 December 2020 calculated in accordance with the Companies Law of the Cayman Islands, amounted to approximately HK\$199,439,000, comprising share premium of approximately HK\$166,376,000 and retained earnings of approximately HK\$33,063,000.

Five-Year Financial Summary

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on pages 4 to 5 of this annual report.

Property, Plant and Equipment

Details of the movements in the property, plant and equipment of the Group during the Year are set out in note 14 to the consolidated financial statements.

Share Capital

Details of the movements in the share capital of the Company during the Year are set out in note 25 to the consolidated financial statements.

DIRECTORS' REPORT

Subsidiaries

Particulars of the Company's principal subsidiaries as at 31 December 2020 are set out in note 35 to the consolidated financial statements.

Borrowings

Particulars of the Group's bank borrowings as at 31 December 2020 are set out in note 22 to the consolidated financial statements.

Directors

The Directors of the Company during the Year and up to the date of this Directors' Report were:

Executive Directors

Mr. Cheng Sze Kin (*Chairman*)

Mr. Cheng Sze Tsan (*Vice-chairman and Chief Executive Officer*)

Ms. Wong Pik Hung

Independent Non-executive Directors

Mr. Lo Siu Leung

Dr. Cheung Wah Keung

Mr. Chow On Wa

In accordance with Article 16.18 of the Company's Articles of Association (the "Articles of Association"), Mr. Cheng Sze Kin and Mr. Cheng Sze Tsan will retire from office by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

In accordance with Article 16.3 of the Articles of Association, Dr. Cheung Wah Keung and Mr. Chow On Wa will hold office only until the forthcoming annual general meeting and shall then be eligible for re-election.

Directors' Service Contracts

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

Share Option Scheme

The Group adopted the Share Option Scheme which was approved by the sole Shareholder's resolution passed on 22 October 2012. The Group granted share options to Directors and employees on 17 April 2018 to subscribe for a total of 5,250,000 Shares with the exercise price of HK\$1.18 per Share and the exercisable period from 17 April 2018 to 16 April 2021 which remained all outstanding at 31 December 2020.

During the Year, the Group further granted share options to Directors and employees on 2 July 2020 to subscribe for a total of 5,250,000 Shares with the exercise price of HK\$0.48 per Share and the exercisable period from 2 July 2020 to 1 July 2023. Details of the grant of share options on 2 July 2020 are set out in the announcement of the Company dated 2 July 2020. Based on the valuation report of an independent valuer, the aggregate estimated fair value of the options granted on 2 July 2020 under the Share Option Scheme was approximately HK\$445,000. As at 31 December 2020, there were share options under the Share Option Scheme remained available for issue to subscribe for a total of 3,906,000 Shares.

Particulars of the Company's Share Option Scheme are set out in note 26 to the consolidated financial statements.

The following table discloses movements in the Company's share options during the Year:

	Date of grant	Exercisable period (Note 1 & 2)	Exercise price (HK\$)	Number of options as at 1.1.2020	Movement during the Year			Number of options as at 31.12.2020
					Granted	Cancelled	Exercised	
Directors and Chief Executives								
Mr. Cheng Sze Kin	17.4.2018	17.4.2018 - 16.4.2021	1.18	1,400,000	-	-	-	1,400,000
	2.7.2020	2.7.2020 - 1.7.2023	0.48	-	1,400,000	-	-	1,400,000
				1,400,000	1,400,000	-	-	2,800,000
Mr. Cheng Sze Tsan	17.4.2018	17.4.2018 - 16.4.2021	1.18	1,400,000	-	-	-	1,400,000
	2.7.2020	2.7.2020 - 1.7.2023	0.48	-	1,400,000	-	-	1,400,000
				1,400,000	1,400,000	-	-	2,800,000
Ms. Wong Pik Hung	17.4.2018	17.4.2018 - 16.4.2021	1.18	1,400,000	-	-	-	1,400,000
	2.7.2020	2.7.2020 - 1.7.2023	0.48	-	1,400,000	-	-	1,400,000
				1,400,000	1,400,000	-	-	2,800,000
Mr. Lo Siu Leung	17.4.2018	17.4.2018 - 16.4.2021	1.18	250,000	-	-	-	250,000
	2.7.2020	2.7.2020 - 1.7.2023	0.48	-	250,000	-	-	250,000
				250,000	250,000	-	-	500,000
Dr. Cheung Wah Keung	17.4.2018	17.4.2018 - 16.4.2021	1.18	250,000	-	-	-	250,000
	2.7.2020	2.7.2020 - 1.7.2023	0.48	-	250,000	-	-	250,000
				250,000	250,000	-	-	500,000
Mr. Chow On Wa	17.4.2018	17.4.2018 - 16.4.2021	1.18	250,000	-	-	-	250,000
	2.7.2020	2.7.2020 - 1.7.2023	0.48	-	250,000	-	-	250,000
				250,000	250,000	-	-	500,000
Total Directors and Chief Executives				4,950,000	4,950,000	-	-	9,900,000
Employees	17.4.2018	17.4.2018 - 16.4.2021	1.18	300,000	-	-	-	300,000
	2.7.2020	2.7.2020 - 1.7.2023	0.48	-	300,000	-	-	300,000
Total Employees				300,000	300,000	-	-	600,000
Total				5,250,000	5,250,000	-	-	10,500,000

Notes:

- (1) The options, granted and vested on 17 April 2018, are exercisable from 17 April 2018 to 16 April 2021 (both days inclusive).
- (2) The options, granted and vested on 2 July 2020, are exercisable from 2 July 2020 to 1 July 2023 (both days inclusive).

DIRECTORS' REPORT

Directors' and Chief Executive's Interests in Shares

As at 31 December 2020, the interests and short positions of the Directors and the chief executive and their associates in the Shares, underlying Shares and debentures and share options of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance), as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") (the "Model Code"), were as follows:

Long positions

(a) Shares

Name of Director	Nature of interest	Number of Shares held/ interested	Percentage of the issued share capital of the Company
Mr. Cheng Sze Kin	Beneficial interest	4,500,000	1.7%
	Spouse interest	3,375,000	1.3%
	Interest in a controlled corporation ^(Note 1)	150,000,000	58.2%
		157,875,000	61.2%
Mr. Cheng Sze Tsan	Beneficial interest	4,125,000	1.6%
	Interest in a controlled corporation ^(Note 2)	150,000,000	58.2%
		154,125,000	59.8%
Ms. Wong Pik Hung	Beneficial interest	3,375,000	1.3%
	Spouse interest ^(Note 3)	154,500,000	59.9%
		157,875,000	61.2%

(b) Share options

Name of Director	Nature of interest	Number of options held/ interested	Number of underlying Shares interested
Mr. Cheng Sze Kin	Beneficial interest ^(Note 1)	2,800,000	2,800,000
	Spouse interest ^(Note 1)	2,800,000	2,800,000
		5,600,000	5,600,000
Mr. Cheng Sze Tsan	Beneficial interest ^(Note 2)	2,800,000	2,800,000
Ms. Wong Pik Hung	Beneficial interest ^(Note 3)	2,800,000	2,800,000
	Spouse interest ^(Note 3)	2,800,000	2,800,000
		5,600,000	5,600,000
Mr. Lo Siu Leung	Beneficial interest	500,000	500,000
Dr. Cheung Wah Keung	Beneficial interest	500,000	500,000
Mr. Chow On Wa	Beneficial interest	500,000	500,000

Notes:

- (1) Mr. Cheng Sze Kin is interested in 40% of World Empire, a holder of 150,000,000 Shares, representing 58.2% of the Company's issued share capital. Therefore, Mr. Cheng Sze Kin is deemed to be interested in such 150,000,000 Shares, representing 58.2% of the Company's issued share capital. Mr. Cheng Sze Kin is also the beneficial owner of 4,500,000 Shares, representing 1.7% of the Company's issued share capital, and holds options granted under the Share Option Scheme to subscribe for 2,800,000 Shares. Mr. Cheng Sze Kin is deemed to be interested in the 3,375,000 Shares held by Ms. Wong Pik Hung (his spouse) representing 1.3% of the Company's issued share capital; and the options granted to his spouse, Ms. Wong Pik Hung, under the Share Option Scheme to subscribe for 2,800,000 Shares. However, each of Mr. Cheng Sze Kin and Ms. Wong Pik Hung has confirmed that he/she will not exercise any option if as a result of which the Company will not be able to comply with the public float requirements of the Listing Rules.
- (2) Mr. Cheng Sze Tsan is interested in 35% of World Empire, a holder of 150,000,000 Shares, representing 58.2% of the Company's issued share capital. Therefore, Mr. Cheng Sze Tsan is deemed to be interested in such 150,000,000 Shares, representing 58.2% of the Company's issued share capital. Mr. Cheng Sze Tsan is also the beneficial owner of 4,125,000 Shares, representing 1.6% of the Company's issued share capital, and holds options granted under the Share Option Scheme to subscribe for 2,800,000 Shares. However, Mr. Cheng Sze Tsan has confirmed that he will not exercise any option if as a result of which the Company will not be able to comply with the public float requirements of the Listing Rules.
- (3) Ms. Wong Pik Hung is the spouse of Mr. Cheng Sze Kin and is interested in 25% of the equity interest in World Empire, thus, Ms. Wong Pik Hung is deemed to be interested in 150,000,000 Shares, representing 58.2% of the Company's issued share capital. Ms. Wong Pik Hung holds 3,375,000 Shares, representing 1.3% of the Company's issued share capital, and holds options granted under the Share Option Scheme to subscribe for 2,800,000 Shares. Ms. Wong Pik Hung is deemed to be interested in the 4,500,000 Shares held by Mr. Cheng Sze Kin (her spouse) representing 1.7% of the Company's issued share capital; and the options granted to her spouse, Mr. Cheng Sze Kin, under the Share Option Scheme to subscribe for 2,800,000 Shares. However, each of Mr. Cheng Sze Kin and Ms. Wong Pik Hung has confirmed that he/she will not exercise any option if as a result of which the Company will not be able to comply with the public float requirements of the Listing Rules.
- (4) The percentage is calculated on the basis of 257,854,000 Shares in issue at the date of this annual report.

Save as disclosed above, none of the Directors, chief executive and their associates had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations as at 31 December 2020.

DIRECTORS' REPORT

Arrangements to Purchase Shares and Debentures

Save as disclosed under the section "Share Option Scheme" above, at no time during the Year was the Company, its holding company, or any of its subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

Equity-linked Agreements

Save as disclosed under the section "Share Option Scheme" above, no equity-linked agreements were entered into by the Group or existed during the Year.

Permitted Indemnity Provision

Pursuant to the Memorandum and Articles, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred and sustained by him/her as a Director in defending any proceedings, in which judgement is given in his/her favour, or in which he/she is acquitted. The Company has arranged appropriate directors' and officers' liability insurance which provides coverage for the Directors and officers of the Group throughout the Year.

Directors' and Controlling Shareholders' Interests in Transactions, Arrangements or Contracts of Significance

Other than those transactions disclosed under the section "Connected Transactions" below, no transaction, arrangement or contract of significance, to which a Director or an entity connected with a Director was a party and in which a Director of the Company is or was materially interested, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year nor was there any other transaction, arrangement or contract of significance in relation to the Company's business between the Company or any of its subsidiaries and any of Controlling Shareholders (as defined in the section headed "Corporate Governance Report") or any companies under its/his/her control.

Management Contract

The Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Group during the Year.

Substantial Shareholders

As at 31 December 2020, the register of substantial Shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance showed that other than the interests disclosed above in respect of certain Directors and chief executive, the following Shareholders had notified the Company of relevant interests and underlying Shares in the issued share capital of the Company.

Long positions in Shares

Name of Shareholder	Capacity	Number of Shares held	Percentage of the issued share capital of the Company <small>(Note 2)</small>
World Empire <small>(Note 1)</small>	Beneficial owner	150,000,000	58.2%

Notes:

- (1) World Empire is a company incorporated in the British Virgin Islands, the issued share capital of which is owned as to 40%, 35% and 25% by Mr. Cheng Sze Kin, Mr. Cheng Sze Tsan and Ms. Wong Pik Hung, respectively.
- (2) The percentage is calculated on the basis of 257,854,000 Shares in issue at the date of this annual report.

Confirmation of Independence

The Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the Independent Non-executive Directors are independent.

Directors' Remunerations and the Five Highest Paid Individuals

Details of the Directors' remunerations and those of the five highest paid individuals in the Group are set out in note 10 to the consolidated financial statements.

DIRECTORS' REPORT

Connected Transactions

(i) Continuing Connected Transactions

During the Year, the Company's subsidiary has the following fully exempted continuing connected transactions with Directors of the Company:

	2020 HK\$'000
Rental payments to related companies in Hong Kong	2,220

The subsidiary of the Group in Hong Kong has entered into lease agreements ("Lease Agreements") with Gain Harvest Investment Limited ("Gain Harvest") and Wealth Pine Asia Limited ("Wealth Pine") which are wholly-owned by Mr. Cheng Sze Kin, Mr. Cheng Sze Tsan and Ms. Wong Pik Hung, for the two properties located as House No. 29, Kensington Path, The Royal Oaks, 8 Kam Tsin Nam Road, Kwu Tung, Sheung Shui, New Territories, Hong Kong and House No. A25, Constellation Cove, 1 Hung Lam Drive, Tai Po, New Territories, Hong Kong, respectively (the "Leased Properties") for lease terms until 31 December 2020. The rental expenses paid to Gain Harvest and Wealth Pine during the Year were for use of the Leased Properties by our Directors as staff quarters in Hong Kong. The rentals were determined by the parties through arm's length negotiations by reference to the market rate for similar premises in the vicinity of each premise.

Despite the Company's adoption of Hong Kong Financial Reporting Standard 16 ("HKFRS 16"), the Company continued to treat existing Lease Agreements, which had been entered into before HKFRS 16 becoming effective, with Directors of the Company as continuing connected transactions and complied with the Listing Rules. Details of above transactions disclosed for the Year under the adoption of HKFRS 16 are set out in note 31 to the consolidated financial statements.

The Directors, including the Independent Non-executive Directors, are of the opinion that the above transactions during the Year were conducted in the ordinary course of business of the Group and the annual cap was below HK\$3,000,000 (i.e. HK\$2,220,000), whereby the requirements of Chapter 14A of the Listing Rules were fully exempted in accordance with Rule 14A.76 of Listing Rules as all percentage ratios (other than the profits ratio) were less than 5% and the total consideration was less than HK\$3,000,000.

(ii) Connected Transactions

Reference is made to the announcement “Connected Transactions - Renewal of Lease Agreements” published on 18 December 2020, the Board considered and passed a resolution, in which Mr. Cheng Sze Kin, Mr. Cheng Sze Tsan and Ms. Wong Pik Hung as Directors having material interest therein abstained from voting, in relation to the renewal of Lease Agreements for 3 years from 1 January 2021 to 31 December 2023. Accordingly, the Group entered into the renewed Lease Agreements (the “Renewed Lease Agreements”) with Gain Harvest and Wealth Pine on 18 December 2020 in respect of the Leased Properties respectively at revised monthly rentals of HK\$110,000 and HK\$69,000 (both inclusive of Government rent, rates and management fee) determined by the parties on an arm’s length basis in accordance with the analysis, advice and valuation report provided by an independent valuer with reference to the prevailing market rents of comparable properties with valuation date of 30 November 2020. The Directors, including the Independent Non-executive Directors, are of the view that the Renewed Lease Agreements and the transactions contemplated thereunder were entered into (i) in the ordinary and usual course of business of the Group; and (ii) on normal commercial terms; and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules. During the Year, save as the disclosed above, none of the related party transactions as disclosed in Note 31 to the consolidated financial statements constitute any connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules.

In accordance with HKFRS 16, the Group would recognize rental payments under the Renewed Lease Agreements as right-of-use assets with an estimated value of approximately HK\$6,151,000 as at 1 January 2021. The transactions contemplated under the Renewed Lease Agreements will be recognized as the acquisitions of right-of-use assets which will constitute one-off connected transactions of the Company under Chapter 14A of the Listing Rules.

Gain Harvest and Wealth Pine are ultimately beneficially owned by Mr. Cheng Sze Kin, Mr. Cheng Sze Tsan and Ms. Wong Pik Hung, each of whom are an Executive Director and a substantial Shareholder of the Company. Each of Gain Harvest and Wealth Pine is therefore an associate of Mr. Cheng Sze Kin, Mr. Cheng Sze Tsan and Ms. Wong Pik Hung and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Renewed Lease Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

DIRECTORS' REPORT

Competing Business

During the Year, no Directors have interests in any business which directly or indirectly competes, or is likely to compete, with the business of the Group.

Each of the Controlling Shareholders has confirmed to the Company of his/her/its compliance with the non-competition undertakings provided to the Company under the Deed of Non-Competition (as defined in the section headed "Corporate Governance Report"). The Independent Non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition have been complied with by the Controlling Shareholders.

Emolument Policy

The Group offers competitive remuneration packages commensurate with industry practice and provides various fringe benefits to all employees of the Group including social insurance coverage, provident funds, bonus and share option scheme. The Group mainly determines staff remuneration on basis of the competence, qualifications and performance of individual employee and the salary trends in Hong Kong and Mainland China. The staff remuneration will be reviewed regularly.

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

The Company has adopted share option schemes as an incentive to Directors and eligible employees, details of the schemes are set out in note 26 to the consolidated financial statements.

Audit Committee

The audit committee of the Company (the "Audit Committee") comprises three Independent Non-executive Directors, namely, Mr. Lo Siu Leung, Dr. Cheung Wah Keung and Mr. Chow On Wa. Mr. Lo Siu Leung is the chairman of the Audit Committee.

The Audit Committee is primarily responsible for the review of the Group's financial reporting process and risk management and internal control systems. It has reviewed the accounting principles and practices adopted by the Group and the audited annual results of the Group for the year ended 31 December 2020.

Events After the Reporting Period

Details of the event after the reporting period of the Group are set out in note 39 to the consolidated financial statements.

Major Customers and Suppliers

For the year ended 31 December 2020, sales to the Group's five largest customers and the largest customer accounted for approximately 4.9% and 1.8%, respectively of the Group's total turnover for the Year.

For the year ended 31 December 2020, the Group's purchases attributable to the five largest suppliers and the largest supplier accounted for approximately 37.5% and 12.1%, respectively of the Group's total purchases for the Year.

At no time during the Year, did a Director, a close associate of a Director, or a Shareholder of the Company (which to the best knowledge of the Directors owns more than 5% of the Company's issued share capital) have an interest in any of the Group's five largest suppliers or customers.

Purchase, Sale or Redemption of the Company's Listed Securities

During the Year, the Company repurchased a total of 578,000 (2019: nil) Shares on the Stock Exchange at an aggregated consideration of approximately HK\$370,470 (before brokerage and related expenses). Details of the repurchase of such Shares are as follows:

Month of repurchase	Number of Shares repurchased	Highest price per Share (HK\$)	Lowest price per Share (HK\$)	Approximate aggregate consideration (HK\$)
July 2020	578,000	0.66	0.47	370,470
Total	578,000			370,470

All the above repurchased Shares had been cancelled on 13 August 2020. The above repurchase was effected by the Directors pursuant to the mandate approved by Shareholders at the annual general meeting on 25 May 2020, with a view to benefiting Shareholders as a whole in enhancing the return on net assets and earnings per Share of the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2020.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's Memorandum and Articles or the Companies Law of the Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

DIRECTORS' REPORT

Annual General Meeting

The annual general meeting of the Company for the year ended 31 December 2020 is scheduled to be held on Friday, 21 May 2021 (the "AGM"). A notice convening the AGM will be issued and disseminated to Shareholders of the Company in due course.

Closures of Register of Members

The register of members of the Company will be closed from Monday, 17 May 2021 to Friday, 21 May 2021 (both days inclusive) during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the forthcoming AGM of the Company, all completed transfer documents accompanying with the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. (Hong Kong time) on Friday, 14 May 2021.

For determining the entitlement of the proposed final dividend, the register of members of the Company will also be closed from Tuesday, 1 June 2021 to Thursday, 3 June 2021 (both days inclusive) during which period no transfer of Shares will be effected. In order to be eligible to qualify for the proposed final dividend, all completed transfer documents accompanying with the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. (Hong Kong time) on Monday, 31 May 2021.

Corporate Governance Practices Code

The Company has adopted the code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules (the "CG Code") as its own code of corporate governance. The Company has complied with the code provisions as set out in the CG Code during the year ended 31 December 2020.

None of the Directors is aware of any information which would reasonably indicate that the Company has not, for any part of the year ended 31 December 2020, complied with the code provisions as set out in the CG Code.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and to the best of the knowledge of the Directors, the Company has maintained sufficient public float during the Year as required under the Listing Rules.

Donations

During the Year, the Group made charitable donations amounting to HK\$858,000.

Auditor

Deloitte Touche Tohmatsu, Certified Public Accountants, (“Deloitte”) retired as the auditor of the Company with effect from the conclusion of the annual general meeting which was held on 25 May 2018 and did not offer themselves for reappointment as the Company and Deloitte could not reach a consensus on the audit fee for the financial year ended 31 December 2018. The Board resolved, with the recommendation from the Audit Committee, to propose the appointment of Messrs. CHENG & CHENG LIMITED, Certified Public Accountants, as the new auditor of the Company following the retirement of Deloitte and such appointment was approved by the Shareholders at the annual general meeting which was held on 25 May 2018.

A resolution will be proposed at to the AGM to re-appoint Messrs. CHENG & CHENG LIMITED, Certified Public Accountants, as the auditor of the Company.

On behalf of the Board

Cheng Sze Kin

Chairman

Hong Kong, 26 March 2021

CORPORATE GOVERNANCE REPORT

The Board and the management of the Company are committed to the maintenance of good corporate governance practices and procedures which emphasise transparency, accountability and independence. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, sustainable business growth and enhancing shareholders' value.

This corporate governance report ("Corporate Governance Report") is to outline the major principles of the Company's corporate governance. Shareholders are encouraged to make their views known to the Group if they have issues with the Company's corporate governance and to directly raise any matters of concern to the chairman of the Board ("Chairman").

Corporate Governance Practices

The Company has adopted the code provisions in the CG Code as set out in Appendix 14 to the Listing Rules as its own code of corporate governance. The Directors consider that the Company has complied with the code provisions as set out in the CG Code during the year ended 31 December 2020. Save as disclosed herein, the Company considers that there has been no deviation from the code provisions of the CG Code during the year ended 31 December 2020.

Directors' Securities Transactions

The Company has adopted its own code of conduct for the Directors in their dealings in the Company's securities on terms no less than the required standard set out in the Model Code. Having made specific enquiry to all the Directors of the Company, all the Directors confirmed that they had complied with the required standard of dealings as required by the Company's code of conduct and the Model Code throughout the Review Period. Save as disclosed herein, the Company considers that there has been no deviation from the Company's code of conduct and the Model Code during the Review Period.

Board of Directors

The Board provides leadership, guidance and strategic decisions to the Group's activities and oversees its financial performances. The Board has delegated its powers to the management for the Group's daily management and operations.

Division of Responsibilities between the Board and Management

The management team of the Group has a wide range of skills, knowledge and experience necessary to govern the Group's operations. All management team members are required to report directly to the Chairman on a regular basis to report business performance and operational and functional issues of the Group. This will allow the Group's management to allocate resources more efficiently for its decision-making and facilitate its daily operations.

The Board is responsible for overseeing the processes by which the management team identifies business opportunities and risks. The Board has set up formal procedures for the Board's decisions. Matters of which the Board considers suitable for delegation to its committees are contained in the specific terms of reference of its committees. The terms of reference clearly define the powers and responsibilities of the Board committees. In addition, the Board will receive reports and/or recommendations from time to time from the Board committees on any matter significant to the Group.

Chairman and Chief Executive Officer

Code Provision A.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive Officer should be separate and not be performed by the same individual. The Chairman is responsible for the leadership and effective running of the Board and ensuring that all material issues are discussed by the Board in a timely and constructive manner. The Chief Executive Officer is responsible for the management of the day-to-day operations and the implementation of the approved strategies of the Group.

To ensure a balance of power and authority, the Company has appointed Mr. Cheng Sze Kin as the Chairman of the Company and Mr. Cheng Sze Tsan as the Chief Executive Officer of the Company for the Review Period. Mr. Cheng Sze Kin and Mr. Cheng Sze Tsan are also Executive Directors of the Company.

Board Composition

The Board currently comprises three Executive Directors and three Independent Non-executive Directors. The Board has at least one-third of its membership comprising Independent Non-executive Directors in accordance with Rule 3.10A of the Listing Rules. The following are the members of the Board during the Review Period and as at the date of this annual report:

Executive Directors

Mr. Cheng Sze Kin (*Chairman*)

Mr. Cheng Sze Tsan (*Vice-chairman and Chief Executive Officer*)

Ms. Wong Pik Hung

Independent Non-executive Directors

Mr. Lo Siu Leung

Dr. Cheung Wah Keung

Mr. Chow On Wa

The biographical details and responsibilities of the Directors as well as the senior management are set out in the section headed "Directors and Senior Management" on pages 23 to 25 of this annual report.

Save as disclosed in the section headed "Directors and Senior Management" to this annual report, the Directors have no other financial, business, family or other material/relevant relationships with one another.

Appointment and Re-election of Directors

Each of Mr. Cheng Sze Kin, Mr. Cheng Sze Tsan and Ms. Wong Pik Hung renewed his/her service agreement with the Company as an Executive Director for a term of three years commencing from 1 September 2018. All of such service agreements may only be terminated by either party giving to the other not less than three months' prior notice in writing.

CORPORATE GOVERNANCE REPORT

Each of the Independent Non-executive Directors has been reappointed by a letter of reappointment for a term of 1 year from 1 April 2020 to 31 March 2021 in compliance with the Listing Rules and the CG Code. Upon the expiry of the term, the reappointment shall be subject to the approval by the Board and compliance with the Listing Rules and the CG Code. The letter of reappointment shall be terminable by either the Independent Non-executive Director or the Company by giving the other party not less than one month's prior notice in writing.

Under Code Provision A.4.2 of the CG Code, Directors appointed to fill casual vacancies should be subject to election by Shareholders at the first general meeting after appointment and every Director, including those appointed for a specific term, should be subject to retirement by rotation and re-election at least once every three years.

Appointments and re-appointments of Directors by the Board are subject to recommendations from the Nomination Committee of the Company, after having reviewed and assessed their suitability by reference to the board diversity policy and the nomination policy adopted by the Company.

Board Diversity Policy

The Board has established a board diversity policy. The Company recognises the benefits of Board diversity and endeavours to ensure that the Board has the balance of skills, experience and diversity of perspectives appropriate to the Company's business. Diversity of Board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, race, professional experience, skill, knowledge and length of service. All Board appointments will be based on merits, and candidates will be considered against objective criteria for their potential contribution to the Board and the Company, having due regard to the benefits of diversity on the Board.

As at the date of this annual report, the Board comprises six Directors. One of them is a woman. The age of the Directors ranges from 42 to 60 representing, in the opinion of the Board, an appropriate balance of refreshment of ideas and experience. All the Executive Directors possess extensive experience in management, design, production and marketing of bedding products while the Independent Non-executive Directors possess professional knowledge and broad experience in accounting, management and retail business respectively. The Directors believe that the composition of the Board reflects the necessary diversity, whether considered in terms of gender, professional knowledge, skills and experience, appropriate to the requirements of the business development of the Group and effective leadership. The Directors are of the opinion that the present structure of the Board can ensure the independence and objectivity of the Board and provide a system of checks and balances to safeguard the interests of the Shareholders and the Company.

Nomination Policy

The Company has adopted a nomination policy. The Nomination Committee invites nominations of candidates from members of the Board and may also put forward other candidates when vacancies on the Board exist. Before making recommendations to the Board, the Nomination Committee reviews and assesses the suitability of candidates for directorship, according to certain assessment criteria, including but not limited to reputation for integrity, experience in the relevant industry, contributions to the Board and time commitments, and by making reference to the board diversity policy, the Company's needs and the current composition of the Board. The Board will also consider the independence of Independent Non-executive Directors before making appointments or recommendations. The Board may consider engaging an external recruitment agency to carry out the recruitment and selection process when necessary. A Shareholder can serve a notice, at least 7 days prior to the date of the general meeting with candidates standing for election as Directors, to the Company of intention to propose a person as a Director without nomination by the Nomination Committee or recommendation by the Board.

Directors' Training and Continuing Professional Development

Upon appointing a new Director, each new Director receives an induction package so as to ensure that the new Director has appropriate understanding of the Group's business and of a director's duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements.

The Directors are continually updated on the latest development regarding the Listing Rules and relevant statutory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices. All Directors are encouraged to participate in continuous professional development courses and seminars to develop and refresh their knowledge and skills.

According to records maintained by the Company, a summary of training received by the Directors for the Review Period is as follows:

	Types of continuous professional development programmes
Executive Directors	
Mr. Cheng Sze Kin	A, B
Mr. Cheng Sze Tsan	A, B
Ms. Wong Pik Hung	A, B
Independent Non-executive Directors	
Mr. Lo Siu Leung	A, B
Dr. Cheung Wah Keung	A, B
Mr. Chow On Wa	A, B

Notes:

- A. Attending briefing sessions and/or seminars
- B. Reading materials to update the latest development of the Listing Rules and relevant statutory requirements.

CORPORATE GOVERNANCE REPORT

Functions and Duties of the Board

The main functions and duties conferred on the Board include:

- (i) overall management of the business and strategic development;
- (ii) deciding business plans and investment plans;
- (iii) convening general meetings and reporting to the Shareholders; and
- (iv) exercising other powers, functions and duties conferred by the Shareholders in general meetings.

The Board is responsible for performing the corporate governance duties as set out in Code Provision D.3 of the CG Code.

Board Meetings

During the Review Period, the Board held ten meetings. Apart from the adhoc meetings, the Board met regularly to monitor the operation as well as the financial performance of the Group and review and approve, among other things, the annual results, the interim results, the overall strategy and connected transactions of the Group. The Board considers that all meetings have legally and properly been convened during the Review Period.

With the assistance of the Company Secretary, the Chairman of the Board took the lead to ensure that Board meetings and Board committee meetings were convened in accordance with the requirements set out in the Articles of Association of the Company, the terms of reference of the respective Board committees and the Listing Rules.

Prior notice convening the Board meeting was despatched to the Directors setting out the matters to be discussed. Before the meeting, the Directors were provided with the relevant documents to be discussed and approved for review in advance. The Company Secretary was responsible for keeping minutes of the Board meetings.

The minutes of Board meetings recorded in sufficient details the matters considered by the Board, including all concerns raised by the Directors and dissenting views expressed. The minutes of all Board meetings and Board committee meetings and written resolutions signed by all Directors are kept by the Company Secretary and are available for inspection by any Directors, auditors or any relevant eligible parties who can have access to such minutes.

Attendance Record

The attendance record of each Director at the Board and Board committee meetings and the annual general meeting of the Company held for the Review Period is set out in the table below:

	Number of Meetings Attended/Held					Annual General Meeting
	Board	Audit Committee	Remuneration Committee	Nomination Committee	Investment Committee	
Executive Directors						
Mr. Cheng Sze Kin	10/10	N/A	N/A	1/1	1/1	1/1
Mr. Cheung Sze Tsan	10/10	N/A	N/A	N/A	1/1	1/1
Ms. Wong Pik Hung	10/10	N/A	N/A	N/A	N/A	1/1
Independent Non-executive Directors						
Mr. Lo Siu Leung	9/9	3/3	3/3	1/1	N/A	1/1
Dr. Cheung Wah Keung	9/9	3/3	3/3	1/1	N/A	1/1
Mr. Chow On Wa	9/9	3/3	3/3	1/1	1/1	1/1

During the Review Period, there was a Board meeting of which only Executive Directors attended, with earlier delegation by the Board, for approval of cancellation of Shares repurchased and authorizing the Hong Kong Branch Registrar to destroy relevant share certificates. The Chairman held an annual meeting with all Independent Non-executive Directors without the presence of other Directors.

Confirmation of Independence

In compliance with Rule 3.10(1) of the Listing Rules, the Company has appointed three Independent Non-executive Directors. The Board considers that all Independent Non-executive Directors have appropriate and sufficient industry or finance experience and qualifications to carry out their duties so as to protect the interests of the Shareholders.

The Company has received a written confirmation from each of the Independent Non-executive Directors in respect of their independence in accordance with Rule 3.13 of the Listing Rules. The Board considers that all Independent Non-executive Directors are considered to be independent by reference to the factors stated in the Listing Rules.

CORPORATE GOVERNANCE REPORT

Directors' and Officers' Liability Insurance

The Company has subscribed an insurance policy with an aim to indemnify its Directors and senior executives from any losses, claims, damages, liabilities and expenses arising from, including but not limited to, any proceedings brought against them during the performance of their duties pursuant to their respective service agreements or letters of reappointment entered into with the Company.

Procedure for Seeking Independent Professional Advice by Directors

The Directors are able, upon reasonable request, to seek professional advice in appropriate circumstances, at the Company's expenses. The Board shall resolve to provide separate appropriate independent professional advice to the Directors to assist the relevant Directors to discharge their duties.

Board Committees

The Company has established four Board committees (the "Board Committees"), namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Investment Committee, of which its establishment was approved by the Board on 30 March 2020, to assist the Board in discharging its duties and responsibilities. The Board Committees are provided with sufficient resources to discharge their duties and are able to obtain outside independent professional advice in connection with their duties at the Company's expenses.

Audit Committee

The Company has established the Audit Committee with specific written terms of reference in compliance with the CG Code. The primary duties of the Audit Committee are to review the Group's financial reporting process, risk management and internal control systems.

Mr. Lo Siu Leung is the Chairman of the Audit Committee. The Audit Committee comprises the following Independent Non-executive Directors:

Mr. Lo Siu Leung
Dr. Cheung Wah Keung
Mr. Chow On Wa

During the Review Period, the Audit Committee held three meetings without the presence of Executive Directors. The record of attendance of individual Directors at the committee meetings is set out on page 47 of this annual report.

The following is a summary of the work performed by the Audit Committee during the Review Period:

- (i) reviewed the annual results of the Company for the year ended 31 December 2019 and made a recommendation to the Board for approval;
- (ii) reviewed the external auditor's independence and their report and made a recommendation to the Board for reappointment of the external auditor by the Shareholders at the annual general meeting which was held on 25 May 2020;

- (iii) reviewed continuing connected transactions;
- (iv) reviewed the interim results of the Company for the six months ended 30 June 2020 and made a recommendation to the Board for approval;
- (v) reviewed the effectiveness of risk management and internal control systems of the Company and its subsidiaries, including reports from SHINEWING in relation to internal audit, internal control and risk management of the Group;
- (vi) reviewed the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget;
- (vii) reviewed the audit fee quoted for the year ended 31 December 2020 and made a recommendation to the Board for approval;
- (viii) discussed audit planning with external auditor for the year ended 31 December 2020; and
- (ix) reviewed the connected transactions of the Group and made a recommendation to the Board for approval.

Auditor's Remuneration

The annual audit services for the year ended 31 December 2020 was provided by CHENG & CHENG LIMITED, Certified Public Accountants, ("CHENG & CHENG"), the external auditor.

For the Review Period, the remuneration paid or payable to CHENG & CHENG in respect of audit and non-audit services provided is set out below:

Services Rendered	Remuneration Paid/Payable
	HK\$'000
Annual audit services	890
Non-audit services	469
in respect of	
– interim review	
– notifiable transaction	
– tax services	

The Audit Committee has expressed its views to the Board that the level of fees paid/payable to the Company's external auditor for annual audit services is reasonable. There has been no major disagreement between the auditor and the management of the Company during the Review Period.

The Audit Committee is responsible for making recommendation to the Board as to the appointment, reappointment and removal of the external auditor, which is subject to the approval by the Shareholders at the general meetings of the Company.

CORPORATE GOVERNANCE REPORT

Remuneration Committee

The Company has established the Remuneration Committee with specific written terms of reference in compliance with the CG Code. The main function of the Remuneration Committee is to assist the Board in establishing a formal and transparent procedure for setting policy on the remuneration packages for all Directors and senior management.

With the delegated responsibility, the Remuneration Committee determines the remuneration packages of individual Executive Directors and senior management. In determining such remuneration packages, the Remuneration Committee makes reference to companies of comparable business or scale, and the nature and volume of work in order to compensate the Directors reasonably for their time and efforts spent. The Remuneration Committee also makes recommendations to the Board on the remunerations of Independent Non-executive Directors.

Dr. Cheung Wah Keung is the Chairman of the Remuneration Committee. The Remuneration Committee comprises the following Independent Non-executive Directors:

Dr. Cheung Wah Keung
Mr. Lo Siu Leung
Mr. Chow On Wa

During the Review Period, the Remuneration Committee held three meetings. The record of attendance of individual Directors at the committee meetings is set out on page 47 of this annual report.

The following is a summary of the work performed by the Remuneration Committee during the Review Period:

- (i) reviewed and approved 2019 year-end bonus and 2020 salary to Executive Directors and senior management;
- (ii) reviewed and made a recommendation to the Board for approval of revised director fees to the Independent Non-executive Directors; and
- (iii) reviewed and approved share options granted to Directors and employees.

Pursuant to Code Provision B.1.5 of the CG Code, details of the annual remuneration of the senior management by band for the Review Period are as follows:

	Number of employees
Nil to HK\$1,000,000	2
HK\$ 1,000,000 to HK\$2,000,000	1

Details of the remuneration of each Director for the Review Period are set out in note 10 to the consolidated financial statements.

Nomination Committee

The Company has established the Nomination Committee with specific written terms of reference in compliance with the CG Code. The primary duties of the Nomination Committee are to make recommendations to the Board on the appointment of Directors and senior management.

The Chairman of the Nomination Committee is Mr. Cheng Sze Kin. The Nomination Committee has four members, comprising the following Directors (except for Mr. Cheng Sze Kin who is an Executive Director, all of which are Independent Non-executive Directors):

Mr. Cheng Sze Kin
Mr. Lo Siu Leung
Dr. Cheung Wah Keung
Mr. Chow On Wa

The Nomination Committee held a meeting during the Review Period. The record of attendance of individual Directors at the committee meetings is set out on page 47 of this annual report.

The following is a summary of the work performed by the Nomination Committee during the Review Period:

- (i) reviewed the structure, size and composition of the Board;
- (ii) assessed independence of the Independent Non-executive Directors;
- (iii) reviewed and assessed the suitability of directors re-appointed; and
- (iv) proposed the reappointment of the Directors who would retire from office by rotation at the forthcoming annual general meeting and offer themselves for re-election.

Investment Committee

During the Review Period, the Company has established the Investment Committee with specific written terms of reference on 30 March 2020. The primary duties of the Investment Committee are to make recommendations to the Board on investments of the Company.

The Chairman of the Investment Committee is Mr. Cheng Sze Kin. The Investment Committee has three members, comprising the following Directors (except for Mr. Chow On Wa who is an Independent Non-executive Director, all of which are Executive Directors):

Mr. Cheng Sze Kin
Mr. Cheng Sze Tsan
Mr. Chow On Wa

The Investment Committee held a meeting during the Review Period. The record of attendance of individual Directors at the committee meetings is set out on page 47 of this annual report.

CORPORATE GOVERNANCE REPORT

The following is a summary of the work performed by the Investment Committee during the Review Period:

- (i) discussed the investment strategies of the Company;
- (ii) made investment decisions for and on behalf of the Company in accordance with the investment policy of the Company approved by the Board; and
- (iii) reviewed and evaluated the performance of the investment portfolio regularly to assure adherence to the investment policy and achieve investment objectives of the Company.

Corporate Governance Function

The Board is responsible for the overall oversight of corporate governance policies (with the aid of the Audit Committee). The primary corporate governance duties are to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board; to review and monitor the training and continuous professional development of Directors and senior management; to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and to review the Company's compliance with the code and disclosure in the Corporate Governance Report.

Accountability and Audit

The Company provides the annual budget and monthly updates on the business performance with explanatory information to the Directors for them to understand the position, development and prospects of the Group.

The Directors acknowledge their responsibilities for preparing the financial statements of the Group in accordance with the statutory requirements and accounting standards and other financial disclosure requirements under the Listing Rules. The Directors also acknowledge their responsibilities to ensure that the financial statements of the Group are published in a timely manner as required by the Listing Rules.

The external auditor's statement about reporting responsibility is set out on pages 57 to 62.

Risk Management and Internal Control

During the Year, the Group has complied with the Principle C.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. Management is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described in the sections below.

Risk Management System

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

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

Internal Control System

The Company has in place an internal control system which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follows:

- *Control Environment:* A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.
- *Risk Assessment:* A dynamic and iterative process for identifying and analysing risks to achieve the Group’s objectives, forming a basis for determining how risks should be managed.
- *Control Activities:* Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.
- *Information and Communication:* Internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- *Monitoring:* Ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

The Group’s risk management and internal control systems have been designed to mitigate significant risks in achieving its strategic objectives, safeguard its assets, maintain proper accounting records, execute appropriate limits of authority and ensure compliance with relevant laws and regulations. Such systems are to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

Disclosure of Inside Information

The Group acknowledges its responsibilities to ensure potential inside information being captured and confidentiality of such information being maintained until consistent and timely disclosure are made in accordance with the Listing Rules. The Group has an inside information policy with the procedures and internal controls for the handling and dissemination of inside information as follows:

- the Group conducts its affairs with close regard to the disclosure requirements under the Listing Rules as well as the “Guidelines on Disclosure of Inside Information” published by the Securities and Futures Commission of Hong Kong in June 2012;
- the Group has implemented its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through public announcements and the Company website;
- the access of information is restricted to a limited number of employees on a need-to-know basis such that employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality; and
- the Group has established and implemented procedures for responding to external enquiries about the Group’s affairs and only designated persons are authorised to speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.

CORPORATE GOVERNANCE REPORT

Effectiveness of the Risk Management and Internal Control Systems

The Board is responsible for maintaining and reviewing the effectiveness of the Group's risk management and internal control systems and ensuring review of the effectiveness of these systems is conducted annually (which has been done by the Board for the Review Period). While the Company does not have an internal audit function, it has appointed SHINEWING Risk Services Limited ("SHINEWING") to carry out the internal audit function such as the analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems covering financial, operational and legal compliance controls.

For the Review Period, the Audit Committee had a meeting with SHINEWING to review findings on the Group's risk management and internal control systems and respective corrective actions done on an on-going basis. The Board, through its review and the reviews by Audit Committee, concluded that the Group's risk management and internal control systems were adequate and effective and the Company had complied with the code provisions on risk management and internal control of the CG Code during the Review Period. The Board also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

Non-Competition Undertakings

In accordance with the non-competition undertakings set out in the deed of non-competition (the "Deed of Non-Competition") executed by Mr. Cheng Sze Kin, Mr. Cheng Sze Tsan, Ms. Wong Pik Hung and World Empire (collectively the "Controlling Shareholders") in favour of the Company to the effect that with effect from 23 November 2012 when the Company was successfully listed on the main board of the Stock Exchange (the "Listing Date"), each of the Controlling Shareholders will not, except through the Group, (i) directly or indirectly engage, participate or hold any right or interest in or render any services to or otherwise be involved in any business in competition with or likely to be in competition with the existing business activity of any member of the Group or be in competition with any member of the Group in any business activities (the "Restricted Business") which any member of the Group may undertake in the future in Hong Kong, Macau and Mainland China (the "Restricted Territory") save for the holding of not more than 5% shareholding interests in any listed company and (ii) directly or indirectly take any action which constitutes an interference with or a disruption of any of the Group's business activities in the Restricted Territory.

Each of the Controlling Shareholders has also undertaken that with effect from the Listing Date, if any new business opportunity relating to the Restricted Business in the Restricted Territory (the "Business Opportunity") is made available to each of them, it shall direct to the Group such Business Opportunity and provide all reasonable assistance to enable the Group to secure the Business Opportunity. The Controlling Shareholders shall not be allowed to pursue the Business Opportunity even if the Group decides not to pursue such Business Opportunity. Details of the Non-Competition Undertakings have been set out in the Company's prospectus dated 13 November 2012.

In order to ensure the Controlling Shareholders' compliance with the terms of the Deed of Non-Competition for the Review Period, (i) each of the Controlling Shareholders has given a written confirmation to the Company that he/she/it has complied with the terms of the Deed of Non-Competition for the Review Period, (ii) the Company has enquired each of the Controlling Shareholders from time to time, about whether he/she/it has been interested, involved or engaged in any business which competes with the business of the Group, and enquiries about the same have been made with each of them before publication of this annual report, and (iii) the Independent Non-Executive Directors of the Company have reviewed the available information and understood that, as far as they can ascertain, the Controlling Shareholders have complied with the terms of the Deed of Non-Competition for the Review Period.

Company Secretary

The Company Secretary of the Company is Mr. Ho Yiu Leung who fulfils the requirements under Rules 3.28 and 3.29 of the Listing Rules. His biography is set out in the “Directors and Senior Management” section of this annual report.

As an employee of the Company, the Company Secretary supports the Board, ensures good information flow within the Board and Board policy and procedures being followed, advises the Board on corporate governance matters, facilitates induction to each new Director and monitors the training and continuous professional development of Directors. He attained not less than 15 hours of relevant professional training during the Review Period.

Dividend Policy

The Company has adopted a dividend policy setting out the principles for the Board to determine appropriate amount of dividends to be distributed by way of interim dividends and/or final dividend to the Shareholders after taking into consideration of the factors stated in the policy, inter alia, (i) the actual and expected financial results of the Group; (ii) economic conditions and other factors with impacts on the business or financial performance and position of the Group; (iii) current and future operations, liquidity position and capital requirements; (iv) future development and investment needs; and (v) any other factors that the Board deems appropriate. The declaration of dividends or recommendation on such payment shall be subject to all applicable laws, rules and regulations including but not limited to the Listing Rules, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the applicable laws of Cayman Islands and the Memorandum and Articles of the Company.

Communications with Shareholders and Investors

The Company has engaged professional public relation consultancy companies to organise various investor relations programs (including regular briefing meetings with the media and analysts) aiming at increasing the transparency of the Company, enhancing communication with Shareholders and investors, increasing their understanding of and confidence in the Group’s businesses.

The general meetings of the Company provide a forum for communication between the Board and the Shareholders. The Chairmen of the Board as well as Board Committees and other Board members are available to answer questions at the general meeting of the Shareholders. The Company recognises the importance of maintaining on-going communications with the Shareholders and encourages them to attend Shareholders’ meetings to stay informed of the Group’s businesses and convey any concerns they may have to the Directors and senior management.

The Company maintains a website at <http://www.casablanca.com.hk> where extensive information and updates on the Company’s financial information, corporate governance practices and other useful information are posted and available for access by public investors.

CORPORATE GOVERNANCE REPORT

Shareholders' Rights

How Shareholders can convene an extraordinary general meeting and putting forward proposals at Shareholders' meetings

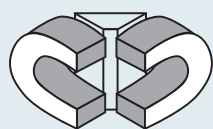
Pursuant to Article 12.3 of the Articles of Association, any two or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition deposited at the principal office of the Company in Hong Kong specifying the objects of the meeting and signed by the requisitionist(s), to require an extraordinary general meeting to be convened by the Board. If the Board does not within 21 days of such deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) himself (themselves) representing more than one-half of the total rights of all of them may do so in the same manner as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after three months from the date of deposit of the requisition. All reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

In respect of proposing a person for election as a Director at general meetings, the period during which a written notice of intention to propose a person for election as a Director and a written notice by that person of his willingness to be elected are to be given to the Company shall be at least 7 days, such period shall commence on the day after the date when the notice of the general meeting convened for such election is dispatched and end no later than 7 days prior to the date of such meeting.

Procedures by which enquiries may be put to the Board

Shareholders may send their enquiries and concerns to the Board by addressing them to the Company Secretary by mail to the principal office of the Company in Hong Kong. The Company Secretary forwards communications relating to matters within the Board's purview to the Board and communications relating to ordinary business matters, such as suggestions, inquiries and consumer complaints, to the Chief Executive Officer.

INDEPENDENT AUDITOR'S REPORT



CHENG & CHENG LIMITED
CERTIFIED PUBLIC ACCOUNTANTS
鄭 鄭 會 計 師 事 務 所 有 限 公 司

TO THE SHAREHOLDERS OF CASABLANCA GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Casablanca Group Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 63 to 126, 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 Hong Kong Companies Ordinance.

Basis for Opinion

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

Key Audit Matters

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

INDEPENDENT AUDITOR'S REPORT

Key Audit Matters (continued)

Key audit matter

Estimated allowance for finished goods

We identified the estimated allowance for finished goods as a key audit matter due to the use of judgment and estimates by the management in identifying aged or obsolete, or out-of-season finished goods and estimating the allowance for finished goods.

Aged or obsolete, or out-of-season finished goods were identified by the management based on aging, conditions and marketability of finished goods. Allowance is applied to finished goods based on assessment of net realisable value by the management, by considering the current market conditions, product life cycle, marketing and promotion plans, historical sales records, aging analysis and subsequent selling prices of the finished goods. (Refer to notes 4 and 17 to the consolidated financial statements.)

At 31 December 2020, the carrying amount of finished goods is HK\$59,917,000 (net of allowance for finished goods of HK\$9,125,000).

How our audit addressed the key audit matter

Our procedures in relation to assessing the appropriateness of the estimated allowance for finished goods included:

- Obtaining an understanding of how allowance for finished goods is estimated by the management.
- Testing the aging analysis of finished goods, on a sample basis, to the goods received notes or the warehouse receipts.
- Discussing with the management and evaluating the basis of identification of aged or obsolete, or out-of-season finished goods by the management, based on the current market conditions, product life cycle and marketing and promotion plans.
- Assessing the reasonableness of allowance for finished goods with reference to historical sales records, current market conditions, product life cycle, marketing and promotion plans, aging analysis and subsequent selling prices of the finished goods.
- Tracing of finished goods with subsequent selling prices to the sales invoices, on a sample basis.
- Evaluating the historical accuracy of the allowance estimation by the management by comparing historical allowance made to the actual selling prices and actual loss incurred, and tracing the selling prices, on a sample basis, to the sales invoices.

Key Audit Matters (continued)

Key audit matter

How our audit addressed the key audit matter

Estimated allowance for trade receivables from distributors

We identified the estimated allowance for trade receivables from distributors as a key audit matter due to the use of judgment and estimates by the management on the recoverability of trade receivables from distributors.

In general, the credit terms granted by the Group to the distributors ranged between 30 to 90 days. Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of provision for impairment based on information including credit profile of different distributors, aging of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realization of outstanding balances, and on-going trading relationships with the relevant distributors. Management also considered forward looking information that may impact the distributors' ability to repay the outstanding balances in order to estimate the expected credit losses ("ECL") for the impairment assessment.

As at 31 December 2020, included in the trade receivables of HK\$47,171,000 were due from distributors of HK\$9,371,000 (net of allowance of HK\$5,888,000). (Refer to notes 4, 18 and 33 to the consolidated financial statements)

Our procedures in relation to assessing the appropriateness of the estimated allowance for trade receivables from distributors included:

- Reviewing and assessing the application of the Group's policy for calculating the ECL.
- Evaluating techniques and methodology in the ECL model against the requirements of HKFRS 9.
- Evaluating the design, implementation and operating effectiveness of key internal controls which govern credit control, debt collection and estimation of ECL.
- Assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information and examining the actual losses recorded during the current financial year and assessing whether there was an indication of management bias when recognising loss allowances.
- Testing the aging analysis of the trade receivables from distributors, on a sample basis, to the sales invoices.
- Discussing with the management and evaluating the basis of identification of distributors with distribution agreements early terminated or not renewed or distributors who delayed settlements and their assessment on the recoverability of trade receivables from these distributors.
- Tracing of the subsequent settlements to the bank receipts, on a sample basis.

INDEPENDENT AUDITOR'S REPORT

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The directors of the Company are responsible for the other information. The other information comprises all 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 Directors and Those Charged with Governance 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 HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors of the Company 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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.

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 those charged with governance 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 those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and 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 safeguard applied.

INDEPENDENT AUDITOR'S REPORT

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

From the matters communicated with those charged with governance, 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.

CHENG & CHENG LIMITED

Certified Public Accountants

Hong Kong, 26 March 2021

Lui Chun Yip

Practising Certificate number P07004

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2020

	NOTES	2020 HK\$'000	2019 HK\$'000
Revenue	5	309,279	378,854
Cost of goods sold		(117,577)	(150,078)
Gross profit		191,702	228,776
Other income	6	12,372	2,381
Other losses	7	(1,502)	(1,714)
Selling and distribution costs		(136,462)	(154,598)
Administrative expenses		(45,598)	(48,780)
Finance costs	8	(1,173)	(1,561)
Profit before taxation	9	19,339	24,504
Taxation	11	(3,228)	(6,886)
Profit for the year		16,111	17,618
Other comprehensive income (expense) for the year			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of financial statements of foreign operations		10,040	(3,112)
Release of translation reserve upon deregistration of a subsidiary		(29)	23
Other comprehensive income (expense)		10,011	(3,089)
Total comprehensive income for the year		26,122	14,529
Profit (loss) for the year attributable to:			
Owners of the Company		16,129	18,498
Non-controlling interests		(18)	(880)
		16,111	17,618
Total comprehensive income (expense) for the year attributable to:			
Owners of the Company		26,140	15,432
Non-controlling interests		(18)	(903)
		26,122	14,529
Earnings per share	13		
– Basic (HK cents)		6.25	7.16
– Diluted (HK cents)		6.23	7.16

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2020

	NOTES	2020 HK\$'000	2019 HK\$'000
Non-current assets			
Property, plant and equipment	14	128,621	131,417
Right-of-use assets	15	32,573	34,098
Intangible assets	16	–	–
Deposits paid for acquisition of property, plant and equipment		6,352	738
Rental and other deposits		1,617	1,704
Deferred tax assets	24	15	4
		169,178	167,961
Current assets			
Inventories	17	76,239	89,935
Trade and other receivables	18	62,386	77,467
Financial assets at fair value through profit or loss	19	5,244	–
Taxation recoverable		2,897	–
Pledged bank deposits	20	6,246	7,146
Bank balances and cash	20	188,383	168,743
		341,395	343,291
Current liabilities			
Trade and other payables	21	64,326	73,570
Lease liabilities	23	11,707	11,109
Taxation payable		933	6,376
Bank borrowings	22	2,375	4,195
		79,341	95,250
Net current assets		262,054	248,041
Total assets less current liabilities		431,232	416,002
Non-current liabilities			
Bank borrowings	22	–	2,237
Lease liabilities	23	5,814	6,724
Deferred tax liabilities	24	625	773
		6,439	9,734
Net assets		424,793	406,268
Capital and reserves			
Share capital	25	25,785	25,843
Reserves		399,008	380,488
Equity attributable to owners of the Company		424,793	406,331
Non-controlling interests		–	(63)
Total equity		424,793	406,268

The consolidated financial statements on pages 63 to 126 were approved and authorised for issue by the Board of Directors on 26 March 2021 and are signed on its behalf by:

Cheng Sze Kin
DIRECTOR

Cheng Sze Tsan
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2020

	Attributable to owners of the Company										
	Share capital	Share premium	Capital reserve	Merger reserve	PRC Statutory reserve	Translation reserve	Share options reserve	Accumulated profits	Sub-total	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000 (Note i)	HK\$'000 (Note ii)	HK\$'000 (Note iii)	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2019	25,843	166,268	2,000	1,319	3,488	(14,565)	1,904	210,640	396,897	1,766	398,663
Profit (loss) for the year	-	-	-	-	-	-	-	18,498	18,498	(880)	17,618
Exchange differences arising on translation of financial statements of foreign operations	-	-	-	-	-	(3,089)	-	-	(3,089)	(23)	(3,112)
Release of translation reserve upon deregistration of a subsidiary	-	-	-	-	-	23	-	-	23	-	23
Total comprehensive (expense) income for the year	-	-	-	-	-	(3,066)	-	18,498	15,432	(903)	14,529
Transfer of reserve	-	-	-	-	470	-	-	(470)	-	-	-
Deregistration of a subsidiary (Note 27(b))	-	-	-	-	-	-	-	-	-	(148)	(148)
Acquisition of additional interests in a subsidiary (Note 27(a))	-	-	-	-	-	13	-	(842)	(829)	(778)	(1,607)
Dividend paid	-	-	-	-	-	-	-	(5,169)	(5,169)	-	(5,169)
At 31 December 2019	25,843	166,268	2,000	1,319	3,958	(17,618)	1,904	222,657	406,331	(63)	406,268
Profit (loss) for the year	-	-	-	-	-	-	-	16,129	16,129	(18)	16,111
Exchange differences arising on translation of financial statements of foreign operations	-	-	-	-	-	10,040	-	-	10,040	-	10,040
Release of translation reserve upon deregistration of a subsidiary	-	-	-	-	-	(29)	-	-	(29)	-	(29)
Total comprehensive income (expense) for the year	-	-	-	-	-	10,011	-	16,129	26,140	(18)	26,122
Transfer of reserve	-	-	-	-	188	-	-	(188)	-	-	-
Capital contribution from non-controlling interests	-	-	-	-	-	-	-	-	-	79	79
Deregistration of a subsidiary (Note 27(b))	-	-	-	-	-	-	-	-	-	2	2
Recognition of equity-settled share-based payments	-	-	-	-	-	-	445	-	445	-	445
Share repurchased (Note 25)	(58)	(312)	-	-	-	-	-	-	(370)	-	(370)
Dividend paid	-	-	-	-	-	-	-	(7,753)	(7,753)	-	(7,753)
At 31 December 2020	25,785	165,956	2,000	1,319	4,146	(7,607)	2,349	230,845	424,793	-	424,793

Notes:

- (i) The capital reserve represents the waiver of the amount due to a related company.
- (ii) The merger reserve of the Group represented the difference between the par value of the shares of Company issued in exchange for the entire share capital of Jollirich Investment Limited, Casablanca International Limited and Rich Creation Asia Investment Limited and transfer of 11.76% of equity interest in Forceteck (Shenzhen) Company Limited pursuant to the group reorganisation prior to the listing of the Company's shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").
- (iii) According to the relevant requirements in the Articles of Association of the Group's subsidiaries in the People's Republic of China ("PRC"), a portion of their profits after taxation is transferred to PRC statutory reserve. The transfer must be made before the distribution of a dividend to equity owners. The PRC statutory reserve can be used to make up the prior year losses, if any. The PRC statutory reserve is non-distributable other than upon liquidation.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2020

	2020 HK\$'000	2019 HK\$'000
Operating activities		
Profit before taxation	19,339	24,504
Adjustments for:		
Interest income	(829)	(1,169)
Investment income	(53)	(19)
Interest expenses	1,173	1,561
(Reversal of) loss allowance on trade receivables	(234)	511
Written off of a trade deposit	540	–
Allowance for inventories	3,229	839
Bad debts written off	221	318
COVID-19-related rent concessions received	(570)	–
Depreciation of property, plant and equipment	12,696	13,830
Depreciation of right-of-use assets	15,369	17,081
Forfeit of deposit paid for acquisition of property, plant and equipment	346	–
Impairment loss on property, plant and equipment	315	–
Impairment loss on right-of-use assets	1,637	–
Unrealised gain on financial assets at fair value through profit or loss	(145)	–
Gain on deregistration of a subsidiary	(27)	–
Loss on disposals and written off of property, plant and equipment	890	468
Share-based payment expense	445	–
Operating cash flows before movements in working capital	54,342	57,924
Decrease in inventories	14,007	6,876
Decrease in trade and other receivables	16,334	9,151
Increase in financial assets at fair value through profit or loss	(5,099)	–
Decrease (increase) in rental and other deposits	87	(493)
Decrease in trade and other payables	(10,987)	(30,375)
Cash generated from operations	68,684	43,083
Hong Kong Profits Tax paid	(10,093)	–
PRC Enterprise Income Tax (the "EIT") paid	(1,688)	(1,305)
Net cash from operating activities	56,903	41,778
Investing activities		
Withdrawal of pledged bank deposits	18,480	28,983
Interest received	793	1,001
Investment income received	53	19
Proceeds from disposal of property, plant and equipment	–	106
Purchase of property, plant and equipment	(5,825)	(18,947)
Placement of pledged bank deposits	(17,268)	(25,799)
Deposit paid for acquisition of property, plant and equipment	(6,046)	(937)
Net cash used in investing activities	(9,813)	(15,574)

	2020 HK\$'000	2019 HK\$'000
Financing activities		
Dividend paid	(7,753)	(5,169)
Repayments of bank loans	(4,219)	(3,403)
Interest paid	(1,173)	(1,561)
Repayments of lease liabilities	(14,293)	(15,900)
Net cash outflow arising on deregistration of a subsidiary (Note 27(b))	-	(148)
Payments for acquisition of additional interest in a subsidiary (Note 27(a))	-	(1,607)
Payments on repurchases and cancellation of shares	(370)	-
Capital contribution from non-controlling interests	79	-
Net cash used in financing activities	(27,729)	(27,788)
Net increase (decrease) in cash and cash equivalents	19,361	(1,584)
Cash and cash equivalents at beginning of the year	168,743	171,408
Effect of foreign exchange rate changes	279	(1,081)
Cash and cash equivalents at end of the year represented by bank balances and cash	188,383	168,743

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

1. General

The Company is a public limited company incorporated in the Cayman Islands and its shares are listed on the Stock Exchange. Its parent company is World Empire Investment Inc., a company incorporated in the British Virgin Islands (the "BVI"), and its ultimate controlling parties are Mr. Cheng Sze Kin, who is the Chairman of the Company, Mr. Cheng Sze Tsan and Ms. Wong Pik Hung (the "Ultimate Beneficial Owners"). The addresses of the registered office and principal place of business of the Company are disclosed in the "Corporate Information" in the annual report.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are manufacture and trading of bedding products and trading of home accessories and furniture.

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

2. Application of Amendments to Hong Kong Financial Reporting Standards ("HKFRSs")

(a) Overview

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

- Amendments to HKFRS 3, Definition of a Business
- Amendments to HKFRS 9, HKAS 39 and HKFRS 7, Interest Rate Benchmark Reform
- Amendments to HKAS 1 and HKAS 8, Definition of Material

The amendments to HKFRSs in the current year had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in the consolidated financial statements.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period except for the amendment to HKFRS 16, Covid-19-Related Rent Concessions, which provides a practical expedient that allows lessees not to assess whether particular rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modifications and, instead, account for those rent concessions as if they were not lease modifications.

2. Application of Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

(b) Amendment to HKFRS 16, Covid-19-Related Rent Concessions

The amendment provides a practical expedient that allows a lessee to by-pass the need to evaluate whether certain qualifying rent concessions occurring as a direct consequence of the COVID-19 pandemic (“COVID-19-related rent concessions”) are lease modifications and, instead, account for those rent concessions as if they were not lease modifications.

The Group has elected to early adopt the amendments and applies the practical expedient to all qualifying COVID-19-related rent concessions granted to the Group during the year. Consequently, rent concessions received have been accounted for as negative variable lease payments recognised in profit or loss in the period in which the event or condition that triggers those payments occurred (see note 15). There is no impact on the opening balance of equity at 1 January 2020.

(c) Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2020

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, and a new standard, HKFRS 17, Insurance contracts, which are not yet effective for the year ended 31 December 2020 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2 ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 Cycle 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.

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. Significant Accounting Policies

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

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

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

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

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

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

The principal accounting policies are set out below.

3. Significant Accounting Policies (continued)

Basis of consolidation

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

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

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

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

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

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. Significant Accounting Policies (continued)

Basis of consolidation (continued)

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

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

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

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

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

For retail customers, sales are recognised when the customers accept and take the control of the products.

For the distributor customers and wholesale customers, sales are recognised when control of the products has transferred, being when the products are delivered and the customers has inspected and accepted the products. Distributors have full discretion over the channel and price to sell the products, and there is no more unfulfilled obligation that could affect the acceptance of the products. Delivery occurs when the products have been shipped to the specific location. The risks of obsolescence and loss have been transferred to the customers when either the customer has accepted the products in accordance with the sales contract, or the Group has objective evidence that all criteria for acceptance have been satisfied.

3. Significant Accounting Policies (continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes other than properties under construction as described below. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Buildings in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as “right-of-use assets” in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the asset and is recognised in profit or loss.

Leases

Definition of a lease

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. Significant Accounting Policies (continued)

LEASES (continued)

The Group as a lessee

Allocation of consideration to components of a contract

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

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

Short-term leases and leases of low-value assets

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

Right-of-use assets

The cost of right-of-use asset includes:

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

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from COVID-19-related rent concessions in which the Group applied the practical expedient.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position, except for certain leasehold land that the allocation of the relevant payments cannot be made reliably.

3. Significant Accounting Policies (continued)

LEASES (continued)

The Group as a lessee (continued)

Refundable rental deposits

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

Lease liabilities

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

The lease payments include:

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

Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period in which the event or condition that triggers the payment occurs.

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

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. Significant Accounting Policies (continued)

LEASES (continued)

The Group as a lessee (continued)

Lease modifications

Except for COVID-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

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

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

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

COVID-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- 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;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

3. Significant Accounting Policies (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Provisions and contingent liabilities

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

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

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

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments.

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets

Classification and subsequent measurement of financial assets

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

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

A financial asset is classified as held for trading if:

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

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

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

Financial assets at FVTPL

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

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other losses" line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade receivables) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

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

(i) *Significant increase in credit risk*

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

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

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganization.

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

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

Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Nature of financial instruments (i.e. the Group's trade and other receivables are each assessed as a separate group);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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

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

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities including trade and bills payables, other payables and bank borrowings are subsequently measured at amortised cost using the effective interest method.

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Share-based payment arrangements

Equity-settled share-based payment transactions

Share options granted to employees

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. Significant Accounting Policies (continued)

Impairment losses on right-of-use assets, tangible and intangible assets

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

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

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

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlements of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

3. Significant Accounting Policies (continued)

Borrowing costs

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

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

Government grants

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

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

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other income”.

Retirement benefit costs

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme (the “MPF Scheme”) are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

3. Significant Accounting Policies (continued)

Taxation

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

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

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

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

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

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

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

4. Key Sources of Estimation Uncertainty

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

Provision of ECL for trade receivables

The Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on debtors' aging as groupings of various debtors that have same credit periods and similar payment patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with significant balances and credit impaired are assessed for ECL individually.

As at 31 December 2020, the carrying amount of trade receivables from distributors is HK\$9,371,000 (2019: HK\$10,096,000) (net of allowance of HK\$5,888,000 (2019: HK\$6,613,000)).

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in notes 18 and 33 respectively.

Estimated allowance for finished goods

Aged or obsolete, or out-of-season finished goods were identified by the management based on aging, conditions and marketability of finished goods. Allowance is applied to finished goods based on assessment of net realisable value by the management, by considering the current market conditions, product life cycle, marketing and promotion plans, historical sales records, aging analysis and subsequent selling prices of the finished goods.

As at 31 December 2020, the carrying amount of finished goods is HK\$59,917,000 (2019: HK\$67,070,000) (net of allowance for finished goods of HK\$9,125,000 (2019: HK\$5,837,000)).

5. Revenue and Segment Information

The Group's operating activities are attributable to a single operating segment focusing on manufacture and sales of bedding products. This operating segment has been identified on the basis of internal management reports prepared in accordance with accounting policies conform to HKFRSs, that are regularly reviewed by the executive directors of the Company, the chief operating decision maker of the Group. The executive directors of the Company regularly review revenue analysis by (i) self-operated retail sales; (ii) e-sales; (iii) sales to distributors and (iv) others. However, other than revenue analysis, no operating results and other discrete financial information is available for the assessment of performance of the respective products. The executive directors of the Company review the revenue and the profit for the year of the Group as a whole to make decision about resources allocation. No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the executive directors of the Company. Accordingly, no analysis of this single operating segment is presented.

- Self-operated retail sales: Sales through the self-operated retail sales channel refer to retail sales to end-user consumers at the self-operated concession counters in department stores and self-operated retail stores.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

5. Revenue and Segment Information (continued)

- E-sales: E-sales refer to retail sales to end-user consumers through online platforms on internet or mobile devices operated by the Group or third parties, but not by distributors or wholesale customers.
- Sales to distributors: Sales to distributors refer to the sales to distributors who resell the products to end-user consumers, typically at concession counters in department stores and retail stores operated by distributors.
- Others: Other sales include sales to wholesale customers located in the PRC and Hong Kong and Macau, and sales made to overseas customers.

The information of segment revenue is as follows:

	2020 HK\$'000	2019 HK\$'000
Self-operated retail sales	222,569	234,702
E-sales	30,485	13,490
Sales to distributors	24,815	33,624
Others	31,410	97,038
	309,279	378,854

Entity-wide information

The following is an analysis of the Group's revenue from its major products:

	2020 HK\$'000	2019 HK\$'000
Bed linens	163,213	195,992
Duvets and pillows	127,892	160,857
Other home accessories	18,174	22,005
	309,279	378,854

Geographical information

Information about the Group's revenue from external customers is presented based on the location of the operations:

	2020 HK\$'000	2019 HK\$'000
Hong Kong and Macau	226,949	265,880
PRC	81,985	106,438
Others	345	6,536
	309,279	378,854

5. Revenue and Segment Information (continued)

Geographical information (continued)

Information about the Group's non-current assets (excluding rental and other deposits and deferred tax assets) is presented based on the location of the assets:

	2020 HK\$'000	2019 HK\$'000
PRC	131,525	125,766
Hong Kong	36,021	40,487
	167,546	166,253

Information about major customer

Revenue from customer contributing over 10% of total revenue of the Group during both years is as follows:

	2020 HK\$'000	2019 HK\$'000
Customer A ¹	N/A²	58,527

¹ Revenue from sales of bed linens, duvets and pillows.

² The corresponding revenue did not contribute over 10% of the total revenue of the Group for 2020.

6. Other Income

	2020 HK\$'000	2019 HK\$'000
Bank interest income	829	1,169
Government subsidies (Note a)	9,971	46
Investment income (Note b)	53	19
Others	1,519	1,147
	12,372	2,381

Notes:

- (a) Government grants of HK\$9,971,000 mainly included the COVID-19-related subsidies of HK\$9,934,000, of which HK\$8,614,000 relates to Employment Support Scheme provided by the Hong Kong government, HK\$1,280,000 relates to Retail Sector Subsidy Scheme under Anti-epidemic Fund provided by the Hong Kong government and HK\$40,000 relates to other COVID-19-related subsidies provided by the PRC government.
- (b) These investments were entered into and matured during the years ended 31 December 2020 and 2019 with rate of returns ranged from 1.95% – 2.22% (2019: 1.96% – 2.16%) per annum.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

7. Other Losses

	2020 HK\$'000	2019 HK\$'000
Net exchange gain/(loss)	1,474	(735)
Net reversal of (loss allowance) on trade receivables	234	(511)
Net unrealised gain on financial assets at FVTPL	145	–
Impairment loss on property, plant and equipment	(315)	–
Impairment loss on right-of-use assets	(1,637)	–
Written off of a trade deposit	(540)	–
Loss on disposals and written off of property, plant and equipment	(890)	(468)
Gain on deregistration of a subsidiary	27	–
	(1,502)	(1,714)

8. Finance Costs

	2020 HK\$'000	2019 HK\$'000
Interest on:		
Bank borrowings	265	490
Lease liabilities	908	1,071
Total finance costs	1,173	1,561

9. Profit Before Taxation

	2020 HK\$'000	2019 HK\$'000
Profit before taxation has been arrived at after charging:		
Directors' and chief executive's remuneration (Note a & Note 10)	12,594	12,268
Other staff costs	74,913	80,452
Retirement benefit schemes contributions for other staff	2,777	5,390
Share-based payments for other staff	28	–
Total staff costs	90,312	98,110
Auditor's remuneration	928	941
Allowance for inventories (included in cost of goods sold)	3,229	839
Bad debts written off	221	318
Cost of inventories recognised as expenses	114,348	149,239
Depreciation of property, plant and equipment	12,696	13,830
Depreciation of right-of-use assets (Note a)	15,369	17,081
Expenses relating to short-term leases	15,656	17,787
Variable lease payments not included in the measurement of lease liabilities	19,690	20,713
Design costs (included in administrative expenses) (Note b)	388	657

Notes:

- (a) The leases of directors' quarters provided to Mr. Cheng Sze Kin, Mr Cheng Sze Tsan and Ms. Wong Pik Hung were classified as the right-of-use assets. The depreciation of the right-of-use assets related to the directors' quarters for the year ended 31 December 2020 was HK\$2,114,000 (2019: HK\$2,114,000), which is included in both the directors' and chief executive's remuneration and depreciation of right-of-use assets. The rental payments paid to related companies for the year ended 31 December 2020 was HK\$2,220,000 (2019: HK\$2,220,000).
- (b) The design costs comprise of staff salaries of HK\$229,000 (2019: HK\$286,000) for the year ended 31 December 2020, which are included in the staff costs disclosed above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

10. Directors' and Chief Executive's and Employees' Emoluments

(a) Directors' and chief executive's emoluments

The emoluments paid or payable to each of the directors and the chief executive were as follows:

	Fees HK\$'000	Salaries and allowances HK\$'000 (Note)	Performance related incentive payments HK\$'000	Retirement benefit schemes contributions HK\$'000	Share- based payments HK\$'000	Total HK\$'000
For the year ended 31 December 2020						
<i>Executive directors</i>						
Mr. Cheng Sze Kin	-	3,086	407	226	118	3,837
Ms. Wong Pik Hung	-	3,086	560	224	118	3,988
<i>Executive director and chief executive officer</i>						
Mr. Cheng Sze Tsan	-	3,326	433	224	118	4,101
<i>Independent non-executive directors</i>						
Dr. Cheung Wah Keung	237	-	-	-	21	258
Mr. Chow On Wa	237	-	-	-	21	258
Mr. Lo Siu Leung	237	-	-	-	21	258
	711	9,498	1,400	674	417	12,700

	Fees HK\$'000	Salaries and allowances HK\$'000 (Note)	Performance related incentive payments HK\$'000	Retirement benefit schemes contributions HK\$'000	Share- based payments HK\$'000	Total HK\$'000
For the year ended 31 December 2019						
<i>Executive directors</i>						
Mr. Cheng Sze Kin	-	2,984	552	233	-	3,769
Ms. Wong Pik Hung	-	2,984	740	214	-	3,938
<i>Executive director and chief executive officer</i>						
Mr. Cheng Sze Tsan	-	3,224	557	214	-	3,995
<i>Independent non-executive directors</i>						
Dr. Cheung Wah Keung	224	-	-	-	-	224
Mr. Chow On Wa	224	-	-	-	-	224
Mr. Lo Siu Leung	224	-	-	-	-	224
	672	9,192	1,849	661	-	12,374

Note: During the year ended 31 December 2020, the Group has been providing accommodations, which are leased from related parties, as disclosed in note 31 to the consolidated financial statements, to Mr. Cheng Sze Kin, Mr. Cheng Sze Tsan and Ms. Wong Pik Hung at no charge. The estimated monetary value of the benefit in kind is HK\$2,220,000 (2019: HK\$2,220,000) which is included in salaries and allowance above. The depreciation of right-of-use assets in relation to these non-monetary benefits amounted to HK\$2,114,000 as included in the directors and chief executive's remuneration as disclosed in note 9 to the consolidated financial statements (2019: HK\$2,114,000).

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The emoluments of independent non-executive directors shown above were for their services as directors of the Company.

10. Directors' and Chief Executive's and Employees' Emoluments (continued)

(b) Employees' emoluments

Of the five individuals with the highest emoluments in the Group, three (2019: three) were directors and the chief executive of the Company whose emoluments are included in the disclosures above. The emoluments of the remaining two (2019: two) individuals were as follows:

	2020 HK\$'000	2019 HK\$'000
Salaries and allowances	1,589	1,541
Performance related incentive payments	183	208
Retirement benefit schemes contributions	36	36
Share-based payments	28	–
	1,836	1,785

The emoluments were within the following bands:

	2020 No. of employees	2019 No. of employees
HK\$500,001 to HK\$1,000,000	1	1
HK\$1,000,001 to HK\$1,500,000	1	1

The performance related incentive payments were determined with reference to the operating results, individual performance and comparable market statistics for the year.

During the two years ended 31 December 2020 and 2019, no emoluments were paid by the Group to the directors of the Company and chief executive of the Group or the five highest paid individuals (including directors, chief executive and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors of the Company nor the chief executive of the Group waived any emoluments during both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

11. Taxation

	2020 HK\$'000	2019 HK\$'000
Current tax		
Hong Kong	2,709	5,639
PRC EIT	915	1,754
	3,624	7,393
Overprovision in prior years		
Hong Kong	(240)	(112)
PRC EIT	3	–
	(237)	(112)
Deferred taxation (Note 24)	3,387	7,281
	(159)	(395)
	3,228	6,886

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, during the years ended 31 December 2019 and 2020, the Hong Kong profits tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

11. Taxation (continued)

The taxation charge for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2020 HK\$'000	2019 HK\$'000
Profit before taxation	19,339	24,504
Tax charge at Hong Kong Profits Tax rate	3,026	3,878
Tax effect of expenses not deductible for tax purposes	481	910
Tax effect of income not taxable for tax purposes	(1,905)	(396)
Tax effect of tax losses not recognised	1,804	3,092
Tax effect of deductible temporary differences not recognised	76	–
Tax effect of origination and reversal of temporary differences	123	–
Utilisation of tax losses previously not recognised	(18)	(72)
Effect of different tax rate of subsidiaries operating in other jurisdictions	(122)	(440)
Overprovision in prior years	(237)	(112)
Others	–	26
Taxation charge	3,228	6,886

12. Dividends

	2020 HK\$'000	2019 HK\$'000
Dividends for ordinary shareholders of the Company recognised as distribution during the year:		
2020 Interim – Nil (2019: 2019 interim dividend HK\$0.02 per share)	–	5,169
2019 Final – HK\$0.03 per share (2019: Nil)	7,753	–
	7,753	5,169

No interim dividend was paid during the year.

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2020 of HK\$0.10 (2019: HK\$0.03) per ordinary share, in an aggregate amount of HK\$25,785,000 (2019: HK\$7,753,000), has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming general meeting.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

13. Earnings Per Share

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

	2020 HK\$'000	2019 HK\$'000
Earnings		
Profit for the year attributable to owners of the Company for the purpose of basic and diluted earnings per share	16,129	18,498
	2020	2019
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	258,165,267	258,432,000
Effect of dilutive potential ordinary shares: Options	612,478	–
Weighted average number of ordinary shares for the purpose of diluted earnings per share	258,777,745	258,432,000

14. Property, Plant and Equipment

	Leasehold land and buildings HK\$'000	Buildings under development HK\$'000	Leasehold improvements HK\$'000	Plant and machinery HK\$'000	Furniture and fixtures HK\$'000	Motor vehicles HK\$'000	Computer equipment HK\$'000	Total HK\$'000
COST								
At 1 January 2019	136,159	–	17,365	11,487	8,925	21,994	3,030	198,960
Additions	13,096	–	4,073	414	637	–	1,496	19,716
Disposals/write off	–	–	(1,257)	–	(199)	(2,637)	(55)	(4,148)
Exchange adjustments	(2,240)	–	(238)	(206)	(133)	(9)	(8)	(2,834)
At 31 December 2019	147,015	–	19,943	11,695	9,230	19,348	4,463	211,694
Additions	–	2,412	1,140	309	38	431	537	4,867
Disposals/write off	–	–	(3,401)	–	–	–	–	(3,401)
Exchange adjustments	7,788	135	725	740	468	56	32	9,944
At 31 December 2020	154,803	2,547	18,407	12,744	9,736	19,835	5,032	223,104
DEPRECIATION AND IMPAIRMENT								
At 1 January 2019	28,822	–	11,908	7,439	7,823	14,094	871	70,957
Provided for the year	5,227	–	3,724	882	294	2,946	757	13,830
Eliminated on disposals/ write off	–	–	(861)	–	(52)	(2,637)	(24)	(3,574)
Exchange adjustments	(501)	–	(163)	(142)	(120)	(8)	(2)	(936)
At 31 December 2019	33,548	–	14,608	8,179	7,945	14,395	1,602	80,277
Provided for the year	5,493	–	2,768	833	296	2,335	971	12,696
Impairment loss recognised in profit or loss	–	–	315	–	–	–	–	315
Eliminated on disposals/ write off	–	–	(2,511)	–	–	–	–	(2,511)
Exchange adjustments	2,060	–	620	552	426	30	18	3,706
At 31 December 2020	41,101	–	15,800	9,564	8,667	16,760	2,591	94,483
CARRYING VALUES								
At 31 December 2020	113,702	2,547	2,607	3,180	1,069	3,075	2,441	128,621
At 31 December 2019	113,467	–	5,335	3,516	1,285	4,953	2,861	131,417

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

14. Property, Plant and Equipment (continued)

The Group's leasehold land and buildings are situated on land:

	2020 HK\$'000	2019 HK\$'000
In Hong Kong	14,570	15,343
In the PRC	99,132	98,124
	113,702	113,467

During the year ended 31 December 2019, the Group acquired a property located in Hong Kong at total transaction cost of HK\$13,096,000 incurred.

No leasehold land and buildings were pledged to banks as securities for banking facilities granted to the Group as at 31 December 2019 and 2020.

Depreciation is provided to write off the cost of items of property, plant and equipment, except for buildings under development, over their estimated useful lives, using the straight-line method at the following rates per annum:

Leasehold land and buildings	Over the shorter of the term of the lease or 25 – 40 years
Leasehold improvements	Over the lease term or 33 ¹ / ₃ %
Plant and machinery	10%
Furniture and fixtures	20%
Motor vehicles	20%
Computer equipment	20% – 33 ¹ / ₃ %

At 31 December 2020, the Group's management identified a retail store which continued to underperform and estimated the recoverable amounts of the corresponding property, plant and equipment and right-of-use assets. Based on these estimates, impairment losses of HK\$315,000 and HK\$1,637,000 were recognised to write-down the carrying amount of these items of the property, plant and equipment and right-of-use assets, respectively, to their recoverable amount of HK\$Nil as at 31 December 2020. The recoverable amounts of the items of the property, plant and equipment and right-of-use assets are determined based on a value in use calculation using cash flow projections based on financial budgets covering a period of the remaining lease terms. The discount rate applied to the cash flow projection is 15%.

15. Right-of-use Assets

	Leasehold land HK\$'000	Leased properties HK\$'000	Total HK\$'000
As at 31 December 2020			
Carrying amount	17,643	14,930	32,573
As at 31 December 2019			
Carrying amount	17,027	17,071	34,098
For the year ended 31 December 2020			
Depreciation charge	413	14,956	15,369
For the year ended 31 December 2019			
Depreciation charge	416	16,665	17,081
		2020	2019
		HK\$'000	HK\$'000
Expense relating to short-term leases		15,656	17,787
Variable lease payments not included in the measurement of lease liabilities		19,690	20,713
COVID-19-related rent concessions received		(570)	–
Total cash outflow for leases		50,547	55,471
Additions to right-of-use assets		14,747	14,207
Impairment of right-of-use assets (Note 14)		1,637	–

For both years, the Group leases various retail stores, department store counters and rented premises for its operations. Lease contracts are entered into for fixed term of one month to five years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns a warehouse located in the PRC where its manufacturing facilities are primarily located. The Group is the registered owner of the property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire the property interests. The leasehold land components of the owned properties are presented separately only if the payments made can be allocated reliably.

The Group regularly entered into short-term leases for rented premises and department store counters. As at 31 December 2020 and 2019, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

15. Right-of-use Assets (continued)

Leases of retail stores and department store counters are either with only fixed lease payments or contain variable lease payment that are based on 8% to 32% (2019: 10% to 32%) of the sales amount and minimum annual lease payment that are fixed over the lease term. The payment terms are common in retail stores and department store counters in Hong Kong and the PRC where the Group operates. The amount of fixed and variable lease payments paid/payable to relevant lessors for the year ended 31 December 2020:

For the year ended 31 December 2020

	Fixed payments HK\$'000	Variable payments HK\$'000	COVID-19 rent concessions HK\$'000	Total payments HK\$'000
Retail stores and rented premises without variable lease payments	5,783	–	(245)	5,538
Retail stores with variable lease payments	7,549	444	(325)	7,668
Department store counters with variable lease payments	18,095	19,246	–	37,341
	31,427	19,690	(570)	50,547

For the year ended 31 December 2019

	Fixed payments HK\$'000	Variable payments HK\$'000	Total payments HK\$'000
Retail stores and rented premises without variable lease payments	6,060	–	6,060
Retail stores with variable lease payments	7,887	476	8,363
Department store counters with variable lease payments	20,811	20,237	41,048
	34,758	20,713	55,471

The overall financial effect of using variable payment terms is that higher rental costs are incurred by stores with higher sales. Variable rent expenses are expected to continue to represent a similar proportion of store sales in future years.

15. Right-of-use Assets (continued)

The Group's right-of-use assets are situated on land:

	2020 HK\$'000	2019 HK\$'000
In Hong Kong	14,663	14,269
In PRC	17,910	19,829
	32,573	34,098

No leasehold land and leased properties were pledged to banks as securities for banking facilities granted to the Group as at 31 December 2020 and 2019.

Leases committed

As at 31 December 2020, the Group entered into new leases for the directors' quarters that have not yet commenced with non-cancellable periods of three years (2019: Nil), the total future undiscounted cash flows over the non-cancellable period amounted to HK\$6,444,000 (2019: Nil).

Details of the lease maturity analysis of lease liabilities are set out in notes 23 and 33.

Rent concessions

During the year ended 31 December 2020, lessors of various retail stores and department store counters provided rent concessions to the Group through rent reductions ranging from 2% to 100% over one to nine months.

These rent concessions occurred as a direct consequence of COVID-19 pandemic and met all of the conditions in HKFRS 16.46B, and the Group applied the practical expedient not to assess whether the changes constitute lease modifications. The effects on changes in lease payments due to forgiveness or waiver by the lessors for the relevant leases of HK\$570,000 were recognised as negative variable lease payments.

16. Intangible Assets

	Patents HK\$'000
COST	
At 1 January 2019, 31 December 2019 and 31 December 2020	15
AMORTISATION	
At 1 January 2019, 31 December 2019 and 31 December 2020	15
CARRYING VALUES	
At 31 December 2020	–
At 31 December 2019	–

The above intangible assets are amortised on a straight-line basis over 10 years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

17. Inventories

	2020 HK\$'000	2019 HK\$'000
Raw materials	16,322	22,865
Finished goods	59,917	67,070
	76,239	89,935

18. Trade and Other Receivables

	2020 HK\$'000	2019 HK\$'000
Trade receivables	53,270	61,803
Less: Loss allowance	(6,099)	(6,803)
Trade receivables, net	47,171	55,000
Bills receivables	–	5,487
Trade and bills receivables, net	47,171	60,487
Deposits	4,397	4,960
Prepayments	4,188	3,377
Value added tax recoverable	3,478	4,583
Advances to employees	744	968
Other receivables (Note)	2,408	3,092
	15,215	16,980
Total trade and other receivables	62,386	77,467

Note: Included in the amount is interest receivable of HK\$36,000 (2019: HK\$168,000).

Retailing sales are mainly made at concession counters in department stores. The department stores collect cash from the ultimate customers and then repay the balance after deducting the concessionaire commission to the Group. The credit period granted to department stores ranging from 30 to 90 days. For distributors and wholesale sales, the Group allows a credit period up to 90 days to its trade customers, which may be extended to 180 days for selected customers. The following is an aged analysis of trade and bills receivables net of loss allowance presented based on the invoice dates at the end of the reporting period, which approximated the respective revenue recognition dates.

18. Trade and Other Receivables (continued)

	2020 HK\$'000	2019 HK\$'000
Within 30 days	32,397	33,531
31 to 60 days	6,687	17,241
61 to 90 days	6,487	6,995
91 to 180 days	1,130	1,526
181 to 365 days	339	819
Over 365 days	131	375
	47,171	60,487

For sale to distributors, the Group requests new distributors for upfront payment, while the Group allows other distributors a longer credit period. For wholesale sales, before accepting any new customers with significant sales, the Group will check the historical default records of these customers through external source.

Included in trade, bills and other receivables are the following amounts denominated in currencies other than functional currency of the respective group entities which they relate:

	2020 HK\$'000	2019 HK\$'000
Renminbi ("RMB")	81	8
Euro ("EUR")	–	54
United States dollars ("USD")	58	5,487

19. Financial Assets at Fair Value Through Profit or Loss

Financial assets at FVTPL as at 31 December comprise:

	2020 HK\$'000	2019 HK\$'000
Listed securities held for trading:		
– Equity security listed in Hong Kong	5,244	–
	5,244	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

20. Pledged Bank Deposits/Bank Balances and Cash

Pledged bank deposits represent deposits pledged to banks for a short-term banking facility to the Group and bills payables. The pledged bank deposits carry fixed interest rate of 0% – 0.3% (2019: 0% – 0.58%) per annum as at 31 December 2020. The pledged bank deposits will be released upon the expiry of banking facility granted and bills payables.

Included in pledged bank deposits and bank balances are the following amounts denominated in currencies other than functional currencies of the respective group entities which they relate:

	2020 HK\$'000	2019 HK\$'000
HK\$	79	79
RMB	851	799
EUR	208	178
USD	4,689	2,088

21. Trade and Other Payables

	2020 HK\$'000	2019 HK\$'000
Trade payables	19,011	21,733
Bills payables	22,235	27,098
Trade and bills payables	41,246	48,831
Deposits received	2,574	2,739
Accrued expenses	9,713	7,823
Salaries payables	8,520	10,140
Payable for acquisition of property, plant and equipment	798	2,116
Other payables	1,475	1,921
	23,080	24,739
Total trade and other payables	64,326	73,570

The credit period of trade and bills payables is from 30 to 180 days.

The following is an aged analysis of trade and bills payables based on the invoice date at the end of the reporting period.

21. Trade and Other Payables (continued)

	2020 HK\$'000	2019 HK\$'000
Within 30 days	15,352	28,180
31 to 60 days	16,444	10,500
61 to 90 days	7,247	6,970
91 to 180 days	2,086	2,471
Over 180 days	117	710
	41,246	48,831

Included in trade and other payables are the following amounts denominated in currency other than functional currency of the respective group entities which they relate:

	2020 HK\$'000	2019 HK\$'000
RMB	88	–
USD	48	1,319

22. Bank Borrowings

	2020 HK\$'000	2019 HK\$'000
Secured	2,375	6,432
Carrying amount repayable		
Within one year	2,375	4,195
More than one year, but not more than two years	–	2,237
More than two years, but not more than five years	–	–
	2,375	6,432
Less: Amounts due within one year shown under current liabilities	(2,375)	(4,195)
Amounts shown under non-current liabilities	–	2,237

The variable-rate bank borrowings at 31 December 2019 and 2020 carried interest at 20% margin over the interest rate offered by the People's Bank of China Standard Loan Rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

22. Bank Borrowings (continued)

The range of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings for the year are as follows:

	2020	2019
Effective interest rates:		
Variable-rate borrowings	5.74%	5.70%

The bank facilities in relation to the bank borrowings are secured by the pledged bank deposits as disclosed in note 20 to the consolidated financial statements.

23. Lease Liabilities

	2020 HK\$'000	2019 HK\$'000
Lease liabilities payable:		
Within one year	11,707	11,109
Within a period of more than one year but not more than two years	4,443	5,257
Within a period of more than two years but not more than five years	1,371	1,467
	17,521	17,833
Less: Amount due for settlement within 12 months shown under current liabilities	(11,707)	(11,109)
Amount due for settlement after 12 months shown under non-current liabilities	5,814	6,724

The weighted average incremental borrowing rates applied to lease liabilities range from 3.21% to 5.70% (2019: from 4.81% to 5.70%).

24. Deferred Taxation

The followings are the deferred tax (liabilities) assets recognised and movements thereon during the year:

	Accelerated tax depreciation	Unrealised gains on securities	Total
	HK\$'000	HK\$'000	HK\$'000
As at 1 January 2019	(1,164)	–	(1,164)
Charged to profit or loss (Note 11)	395	–	395
As at 31 December 2019	(769)	–	(769)
Credited/(charged) to profit or loss (Note 11)	183	(24)	159
As at 31 December 2020	(586)	(24)	(610)

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2020 HK\$'000	2019 HK\$'000
Deferred tax assets	15	4
Deferred tax liabilities	(625)	(773)
	(610)	(769)

At the end of the reporting period, the Group has unused tax losses of HK\$34,878,000 (2019: HK\$38,553,000) available for offset against future profits. No deferred tax assets have been recognised for the tax losses of HK\$34,878,000 (2019: HK\$38,553,000) due to the unpredictability of future profit streams and those will expire up to 2025 (2019: up to 2024).

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards.

Deferred taxation has not been provided for in the consolidated financial statements in respect of the temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to RMB29,165,000 (equivalent to HK\$34,638,000) (2019: RMB27,600,000 (equivalent to HK\$30,868,000)) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

25. Share Capital

Details of share capital of the Company is as follows:

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.1 each		
Authorised:		
At 1 January 2019, 31 December 2019, 1 January 2020 and 31 December 2020	500,000,000	50,000
Issued and fully paid:		
At 1 January 2019, 31 December 2019 and 1 January 2020	258,432,000	25,843
Shares repurchased	(578,000)	(58)
At 31 December 2020	257,854,000	25,785

During the year, the Company repurchased and cancelled its own shares on the Stock Exchange as follows:

Month/year	Number of ordinary shares repurchased	Highest price paid per share HK\$	Lowest price paid per share HK\$	Aggregate consideration paid HK\$'000
July 2020	578,000	0.660	0.470	370,470
	578,000			370,470

The above ordinary shares were cancelled on 13 August 2020.

None of the Company's subsidiaries repurchased, sold or redeemed any of the Company's listed securities during the year.

26. Share Option Schemes

The share option scheme (the “Share Option Scheme”) was adopted pursuant to the sole shareholder’s resolution passed on 22 October 2012 for the primary purpose of providing incentives or rewards to directors or eligible employees, motivating the eligible participants to optimise their performance efficiency for the benefit of the Company and tracking and retaining with the eligible participants. The principal terms of the Share Option Scheme are as follows:

- (i) the Share Option Scheme is valid for 10 years from 22 October 2012;
- (ii) options may be exercised at any time during a period commencing on or after the date on which the option is accepted and granted and expiring on a date to be notified by the Board of Directors to each grantee which shall not be more than 10 years from the date on which the option is accepted and granted;
- (iii) the exercise price of the share option will be determined at the highest of the closing price of the Company’s shares on the Stock Exchange on the date of grant and the average of closing prices of the Company’s shares on the Stock Exchange on the five business days immediately preceding the date of grant of the option;
- (iv) the maximum number of shares in respect of which options may be granted shall not exceed 20,000,000 shares representing 10% of the total number of shares in issue at the date of listing of the shares of the Company on the Main Board of the Stock Exchange (representing 7.76% of the issued shares of the Company as at the date of this annual report);
- (v) Any offer of share options may be accepted in writing received by any director or the secretary of the Company on the date specified in the offer; and
- (vi) the maximum entitlement of each eligible participant in any 12-month period up to the date of offer to grant shall not exceed 1% of the shares in issue as at the date of offer to grant.

During the year ended 31 December 2020, share options were granted and vested on 2 July 2020 with an aggregate estimated fair value of HK\$445,000.

The closing price of the Company’s shares immediately before 2 July 2020, the date of grants, was HK\$0.44.

These fair values were calculated using the Binomial model. The inputs into the model were as follows:

Date of grant	2 July 2020
Share price at grant date	HK\$0.44
Exercise price	HK\$0.48
Expected volatility	47.767%
Expected life	3 years
Risk-free rate	0.212%
Expected dividend yield	6.247%
Sub-optimal exercise factor	2.80 for directors of the Company and 2.39 for employees of the Group

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

26. Share Option Schemes (continued)

Expected volatility was determined by using the annualised standard deviation of historical share price daily movements of the Company. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transfer ability, exercise restrictions and behavioural considerations.

The Group recognised the share-based payments of HK\$445,000 for the year ended 31 December 2020 (2019: Nil) in relation to share options granted by the Company during the year.

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in the computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

At 31 December 2020, the number of shares in respect of which options had been granted and remained outstanding under the Share Option Scheme was 10,500,000 (2019: 5,250,000), which totally representing 4.1% (2019: 2.0%) of the shares of the Company in issue at that date.

The following tables disclose movements of the Company's share options held by directors of the Company and employees of the Group during both years:

For the year ended 31 December 2020

Categories of participants	Date of grant	Exercisable period	Exercise price HK\$	Number of share options		
				Outstanding at 1.1.2020	Granted during the year	Outstanding at 31.12.2020
Under the Share Option Scheme						
Executive directors	17.4.2018	17.4.2018-16.4.2021	1.18	4,200,000	-	4,200,000
Independent non-executive directors	17.4.2018	17.4.2018-16.4.2021	1.18	750,000	-	750,000
Employee	17.4.2018	17.4.2018-16.4.2021	1.18	300,000	-	300,000
				5,250,000	-	5,250,000
Executive directors	2.7.2020	2.7.2020-1.7.2023	0.48	-	4,200,000	4,200,000
Independent non-executive directors	2.7.2020	2.7.2020-1.7.2023	0.48	-	750,000	750,000
Employee	2.7.2020	2.7.2020-1.7.2023	0.48	-	300,000	300,000
				-	5,250,000	5,250,000
				5,250,000	5,250,000	10,500,000

26. Share Option Schemes (continued)

For the year ended 31 December 2019

Categories of participants	Date of grant	Exercisable period	Exercise price HK\$	Number of share options		
				Outstanding at 1.1.2019	Granted during the year	Outstanding at 31.12.2019
Under the Share Option Scheme						
Executive directors	17.4.2018	17.4.2018-16.4.2021	1.18	4,200,000	-	4,200,000
Independent non-executive directors	17.4.2018	17.4.2018-16.4.2021	1.18	750,000	-	750,000
Employee	17.4.2018	17.4.2018-16.4.2021	1.18	300,000	-	300,000
				5,250,000	-	5,250,000

27. Transactions with Non-Controlling Interests

(a) Acquisition of additional interests in a subsidiary without change in control

For the year ended 31 December 2019, the Group acquired additional issued shares of a subsidiary, Colorway Furniture Company Limited, for a purchase consideration of RMB1,450,000 (equivalent to HK\$1,607,000). The carrying amount of the non-controlling interests in the subsidiary on the date of acquisition was HK\$778,000. The Group recognised a decrease in non-controlling interests of HK\$778,000 and a decrease in equity attributable to owners of the Company of HK\$842,000 and a translation reserve arising from the acquisition of HK\$13,000.

After the acquisition, the subsidiary became a wholly-owned subsidiary of the Group.

	2019 HK\$'000
Carrying amount of non-controlling interests acquired	778
Translation reserve arising from the acquisition	(13)
Consideration paid to non-controlling interests	(1,607)
Excess of consideration paid recognised within parent's equity	(842)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

27. Transactions with Non-Controlling Interests (continued)

(b) Deregistration of a subsidiary

For the year ended 31 December 2020, a subsidiary, Shenzhen Casablanca Sales and Marketing Limited, in which the Group had effective interest of 55% was deregistered.

Upon the deregistration of the subsidiary, the carrying amount of deficit balance of non-controlling interests was HK\$2,000. There was no net inflow/outflow of cash and cash equivalents in respect of the deregistration of a subsidiary during the year.

For the year ended 31 December 2019, a subsidiary, Hangzhou Sky Walnut Hi-Tech Limited, in which the Group had effective interest of 60%, was deregistered.

Upon the deregistration of the subsidiary, the carrying amount of non-controlling interests was HK\$148,000. The amount distributed to the non-controlling interests upon deregistration was HK\$148,000.

28. Retirement Benefit Schemes

The Group participates in a MPF Scheme for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of trustees. Mandatory benefits are provided under the MPF Scheme. The Group contributes the lower of 5% of the relevant payroll costs and HK\$1,500 per employee to the MPF Scheme.

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

The total contribution to the retirement benefit schemes charged to the consolidated statement of profit or loss and other comprehensive income is HK\$3,451,000 (2019: HK\$6,051,000).

29. Capital Commitments

	2020 HK\$'000	2019 HK\$'000
Capital expenditure in respect of property, plant and equipment contracted for but not provided in the consolidated financial statements	48,764	1,510

30. Pledge Of Assets

	2020 HK\$'000	2019 HK\$'000
Pledged bank deposits	6,246	7,146

31. Related Party Transactions

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had entered into the following related party transactions:

Name of related companies	Relationship	Nature of transactions	2020 HK\$'000	2019 HK\$'000
Gain Harvest Investment Limited	Related company (Note a)	Interest expenses on lease liabilities	31	95
Wealth Pine Asia Limited	Related company (Note a)	Interest expenses on lease liabilities	21	65

Name of related companies	Relationship	Nature of balances	2020 HK\$'000	2019 HK\$'000
Gain Harvest Investment Limited	Related company (Note a)	Lease liabilities (Note b)	-	1,289
Wealth Pine Asia Limited	Related company (Note a)	Lease liabilities (Note b)	-	879

Notes:

- The Ultimate Beneficial Owners have directorship and beneficial and controlling interests in these related companies.
- The lease contracts related to the directors' quarters provided to Mr. Cheng Sze Kin, Mr. Cheng Sze Tsan and Ms. Wong Pik Hung were classified as the right-of-use assets. The rental payments paid to related companies for the year ended 31 December 2020 was HK\$2,220,000 (2019: HK\$2,220,000).

As at 31 December 2020, the Group entered into new leases with the related companies for the directors' quarters that have not yet commenced, with non-cancellable periods of three years (2019: Nil), the total future undiscounted cash flows over the non-cancellable period amounted to HK\$6,444,000 (2019: Nil).

Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

	2020 HK\$'000	2019 HK\$'000
Salaries and allowances	11,923	11,543
Performance related incentive payments	1,666	2,128
Retirement benefit schemes contributions	715	724
Share-based payments	445	-
	14,749	14,395

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

32. Capital Risk Management

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

The capital structure of the Group consists of net debt, which includes the bank borrowings disclosed in note 22 and lease liabilities disclosed in note 23, net of cash and cash equivalents and equity attributable to owners of the Company, comprising share capital and reserves.

The management of the Group reviews the capital structure regularly. As part of this review, the management considers the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

33. Financial Instruments

Categories of financial instruments

	2020 HK\$'000	2019 HK\$'000
Financial assets at amortised cost		
Trade and bills receivables	47,171	60,487
Other financial assets at amortised cost	6,933	7,315
Cash and cash equivalents	194,629	175,889
Financial assets at FVTPL	5,244	–
Financial liabilities at amortised cost		
Trade and bills payable	41,246	48,831
Other payables	7,379	9,578
Bank borrowings	2,375	6,432

Financial risk management objectives and policies

The Group's major financial instruments include, trade and other receivables, pledged bank deposits, bank balances and cash, listed securities, trade and other payables and bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

33. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Market risk

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable rate bank balances and bank borrowings (see notes 20 and 22 for details of these balances). Interest charged on the Group's borrowings are mainly at variable rates of People's Bank of China Standard Loan Rate. The Group currently does not have a policy on cash flow hedges of interest rate risk. However, the management monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

The Group is also exposed to fair value interest rate risk in relation to the fixed deposits. However, the management considers the fair value interest rate risk on the fixed deposits is insignificant as the fixed deposits are relatively short-term. The management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank borrowings. The analysis is prepared assuming that the amount of liabilities outstanding at the end of the reporting period were outstanding for the whole year. 50 basis point increase or decrease represent the management's assessment of the reasonably possible change in interest rates of bank borrowings. No sensitivity analysis is presented for bank balances as the directors of the Company considered the Group's exposure to cash flow interest rate risk is not material.

If interest rates on bank borrowings had been 50 basis points higher/lower and all other variables were held constant, the potential effect on the Group's post-tax profits for the years ended 31 December 2020 and 31 December 2019 is as follows:

	2020 HK\$'000	2019 HK\$'000
(Decrease) increase in profit for the year		
– as a result of increase in interest rate	(9)	(24)
– as a result of decrease in interest rate	9	24

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposures do not reflect the exposures during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

33. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Market risk (continued)

Foreign currency risk

Several subsidiaries of the Group have foreign currency purchases (2019: sales and purchases), which expose the Group to foreign currency risk. During the year ended 31 December 2020, none (2019: 1.7%) of the Group's sales and about 3.8% (2019: 3.2%) of the Group's purchases are denominated in currencies other than the functional currencies of the group entities.

The carrying amounts of the Group's monetary assets and liabilities denominated in currencies other than the respective group entities' functional currencies at the end of the reporting period are as follows:

	Assets		Liabilities	
	2020 HK\$'000	2019 HK\$'000	2020 HK\$'000	2019 HK\$'000
HK\$	79	79	–	–
RMB	932	807	88	–
EUR	208	232	–	–
USD	4,747	7,575	48	1,319

Other than above, subsidiaries of the Group have the following intra-group receivable denominated in RMB, which are other than the foreign currency of the relevant group entities.

	Amount due from group entities	
	2020 HK\$'000	2019 HK\$'000
RMB	27,317	36,449

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

33. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Market risk (continued)

Foreign currency risk (continued)

Sensitivity analysis

The Group is mainly exposed to the foreign exchange risk of RMB and USD. Under the pegged exchange rate system, the financial impact on exchange difference between HK\$ and USD will be immaterial as most USD denominated monetary assets and liabilities are held by group entities having HK\$ as their functional currency, and therefore no sensitivity analysis has been prepared. For EUR, no sensitivity analysis has been prepared as the amount involved is insignificant.

The sensitivity analysis below details the Group's sensitivity to a 5% (2019: 5%) increase and decrease in HK\$ against RMB. 5% is the sensitivity rate used which represents management's assessment of the reasonably possible change in foreign currency rate. The sensitivity analysis includes the Group's monetary assets denominated in RMB or HK\$. A positive number indicates an increase in post-tax profit for the year when HK\$ strengthens 5% against RMB and vice versa. For a 5% weakening of HK\$ against RMB, there would be an equal but opposite impact on the post-tax profit or loss for the year.

	2020 HK\$'000	2019 HK\$'000
RMB	(1,561)	(1,555)
HK\$	3	3
	(1,558)	(1,552)

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign currency risk as the year end exposures do not reflect the exposures during the year.

Other price risk

The Group's financial assets at FVTPL are measured at fair value at end of the reporting period. Therefore, the Group is exposed to security price risk. Management manages this exposure by maintaining a portfolio of investments with different risk profiles.

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date.

In respect of financial assets at FVTPL, the following table demonstrates the impact on profit after tax, other comprehensive income and equity if the price had been 5% higher/lower (2019: Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

33. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Market risk (continued)

Other price risk (continued)

	Carrying amount of equity investments HK\$'000	Increase/ decrease in profit after tax HK\$'000	Increase/ decrease in equity HK\$'000
2020			
Financial asset at FVTPL			
– Listed securities	5,244	219	219

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 31 December 2019 in relation to each class of recognised financial assets is the carrying amount of these assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The Group performs impairment assessment under ECL model upon application of HKFRS 9 on trade balances individually or based on provision matrix. In this regard, the directors of the Company consider that the Group's credit risk is significant reduced. The Group does not hold any collaterals over these balances.

For other receivables and deposits, the management makes periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 31 December 2020, the Group assessed the ECL for other receivables are insignificant and thus no loss allowance is recognised.

The Group also has concentration of credit risk on the fixed deposits placed with bank and bills receivable, however, the credit risk is limited because all bank deposits and bills receivable are deposited in or contracted with several financial institutions with good reputation and with high credit-ratings assigned by international credit-rating agencies.

Other than the concentration of credit risk on liquid funds, the Group does not have any other significant concentration of credit risk. The Group has no significant concentration of credit risk in trade and other receivables with exposure spread over a number of counterparties.

33. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers in relation to its operation. The following table provides information about the exposure to credit risk for trade and bills receivables which are assessed based on provision matrix within lifetime ECL (not credit-impaired). Debtors with credit-impaired with gross carrying amounts of HK\$6,042,000 respectively as at 31 December 2020 (2019: HK\$6,614,000) were assessed individually.

	Expected loss rate %	2020 Gross carrying amount HK\$'000	Loss allowance HK\$'000	Expected loss rate %	2019 Gross carrying amount HK\$'000	Loss allowance HK\$'000
Current	0.00%	39,584	–	0.00%	42,214	–
0 to 30 days	0.02%	5,500	1	0.00%	14,580	–
31 to 60 days	0.09%	1,137	1	0.00%	1,996	–
61 to 90 days	0.00%	90	–	0.48%	414	2
Over 91 days	6.00%	917	55	12.70%	1,472	187
		47,228	57		60,676	189

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

During the year ended 31 December 2020, the Group reversed HK\$16,000 (2019: HK\$499,000) loss allowance for trade receivable based on the provision matrix. The Group reversed HK\$218,000 (2019: provided HK\$1,010,000) loss allowance for credit impaired debtors.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

33. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

	2020 Lifetime ECL (Non-credit impaired) HK\$'000	2020 Lifetime ECL (Credit impaired) HK\$'000	2020 Lifetime ECL Total HK\$'000	2019 Lifetime ECL (Non-credit impaired) HK\$'000	2019 Lifetime ECL (Credit impaired) HK\$'000	2019 Lifetime ECL Total HK\$'000
Balance at 1 January	189	6,614	6,803	694	5,718	6,412
Transfer to credit impaired	(120)	120	-	-	-	-
Impairment losses (reversed) recognised during the year	(16)	(218)	(234)	(499)	1,010	511
Written-offs	-	(830)	(830)	-	-	-
Exchange adjustment	4	356	360	(6)	(114)	(120)
Balance at 31 December	57	6,042	6,099	189	6,614	6,803

The following significant changes in the gross carrying amounts of trade receivables contributed to the changes in the loss allowance during 2020:

- partial settlement of RMB336,000 (equivalent to HK\$378,000) of a credit impaired trade debtor with a gross carrying amount of RMB3,358,000 (equivalent to HK\$3,989,000) (2019: RMB3,694,000 (equivalent to HK\$4,132,000)) resulted in a decrease in loss allowance of HK\$378,000;
- partial settlement of RMB333,000 (equivalent to HK\$374,000) and a write-off of RMB738,000 (equivalent to HK\$830,000) of a credit impaired trade debtor as the trade debtor went into bankruptcy during the year resulted in a decrease in loss allowance of HK\$1,204,000.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity date for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

33. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity and interest risk tables

	Weighted average interest rate %	On demand or less than 1 month HK\$'000	1 – 3 months HK\$'000	3 months to 1 year HK\$'000	1 – 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amounts HK\$'000
At 31 December 2020							
Trade and other payables	-	22,731	23,691	2,203	-	48,625	48,625
Bank borrowings	5.42	409	808	1,199	-	2,416	2,375
Lease liabilities	4.98	1,235	2,628	8,866	5,971	18,700	17,521
		24,375	27,127	12,268	5,971	69,741	68,521
At 31 December 2019							
Trade and other payables	-	18,017	34,265	6,127	-	58,409	58,409
Bank borrowings	5.70	357	709	3,390	2,274	6,730	6,432
Lease liabilities	4.81	1,323	2,393	9,010	6,030	18,756	17,833
		19,697	37,367	18,527	8,304	83,895	82,674

Fair value measurement

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 December 2020 and 2019.

The following table presents the fair value of the group's financial instruments measured at the end of the reporting period on a recurring basis (2019: Nil), categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

	2020 Level 1 and total HK\$'000
Financial asset at FVTPL	
– Listed securities	5,244

During the years ended 31 December 2020 and 2019, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

34. Statement of Financial Position of the Company

	2020 HK\$'000	2019 HK\$'000
Non-current assets		
Property, plant and equipment	1,002	905
Deposit paid for acquisition of property, plant and equipment	–	393
Investment in a subsidiary	36,553	36,553
	37,555	37,851
Current assets		
Other receivables	570	526
Amounts due from subsidiaries	141,936	143,728
Financial assets at fair value through profit or loss	5,244	–
Bank balances	43,082	21,329
	190,832	165,583
Current liabilities		
Accrued expenses	573	123
Taxation payable	52	92
	625	215
Net current assets	190,207	165,368
Total assets less current liabilities	227,762	203,219
Non-current liability		
Deferred tax liabilities	189	149
Net assets	227,573	203,070
Capital and reserves		
Share capital	25,785	25,843
Reserves	201,788	177,227
Total equity	227,573	203,070

34. Statement of Financial Position of the Company (continued)

Movement in reserves:

	Share premium HK\$'000	Share options reserve HK\$'000	Accumulated profits HK\$'000	Total HK\$'000
At 1 January 2019	166,688	1,904	9,198	177,790
Profit and total comprehensive income for the year	–	–	4,606	4,606
Dividend paid	–	–	(5,169)	(5,169)
At 31 December 2019	166,688	1,904	8,635	177,227
Profit and total comprehensive income for the year	–	–	32,181	32,181
Recognition of equity-settled share-based payments	–	445	–	445
Shares repurchased	(312)	–	–	(312)
Dividend paid	–	–	(7,753)	(7,753)
At 31 December 2020	166,376	2,349	33,063	201,788

35. Particulars of Principal Subsidiaries of the Company

Particulars of the Company's principal subsidiaries held by the Company as at 31 December 2020 and 2019 are as follows:

Name of subsidiary	Place and date of incorporation/establishment	Place of operation	Issued and fully paid share capital/registered capital	Equity interest attributable to the Company as at		Principal activities
				31 December 2020	2019	
Casablanca Home Holdings Limited ⁽¹⁾	BVI 5 October 2010	Hong Kong	USD4,230,000	100%	100%	Investment holding
Casablanca Home (Shenzhen) Limited 卡撒天嬌家居用品(深圳)有限公司 ⁽³⁾⁽⁵⁾	PRC 20 August 2010	PRC	RMB85,683,733	100%	100%	Trading of bedding products and home accessories
Casablanca Home (Huizhou) Company Limited 卡撒天嬌家居(惠州)有限公司 ⁽²⁾⁽⁵⁾	PRC 7 April 2011	PRC	HK\$160,000,000 (2019: HK\$135,000,000)	100%	100%	Manufacture and sale of bedding products and home accessories
Casablanca Hong Kong Limited	Hong Kong 22 June 2010	Hong Kong	HK\$1,000,000	100%	100%	Trading of bedding products and home accessories

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

35. Particulars of Principal Subsidiaries of the Company (continued)

Name of subsidiary	Place and date of incorporation/ establishment	Place of operation	Issued and fully paid share capital/ registered capital	Equity interest attributable to the Company as at 31 December		Principal activities
				2020	2019	
CCW Home Tex (Shenzhen) Company Limited 創想家居用品(深圳)有限公司 ⁽²⁾⁽⁵⁾	PRC 25 April 2007	PRC	HK\$20,000,000	100%	100%	Trading of bedding products and home accessories
Jollirich Investment Limited	Hong Kong 8 April 2002	Hong Kong	HK\$10,000	100%	100%	Investment holding
Colorway Furniture Company Limited 惠州市卡璐威家居有限公司 ⁽⁴⁾⁽⁵⁾	PRC 25 January 2018	PRC	RMB5,000,000	100%	100%	Trading of furniture
Shenzhen Casablanca Sales and Marketing Limited 深圳市卡撒天嬌家居營銷有限公司 ⁽⁴⁾⁽⁵⁾⁽⁶⁾	PRC 30 August 2018	PRC	RMB20,000,000	N/A	55%	Trading of bedding products and home accessories

- (1) Directly held by the Company.
 (2) These companies are registered as wholly owned foreign enterprises.
 (3) This company is registered as a sino-foreign joint venture.
 (4) These companies are registered as domestic limited liability companies.
 (5) The English name is translated for identification purpose only.
 (6) The company was deregistered on 19 February 2020.

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of both years.

36. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Bank Borrowings	Lease Liabilities	Total
	HK\$'000	HK\$'000	HK\$'000
At 1 January 2019	9,961	19,994	29,955
Financing cash flows (Note a)	(3,893)	(16,971)	(20,864)
New leases entered	–	14,207	14,207
Lease modification (Note b)	–	(426)	(426)
Interest expenses	490	1,071	1,561
Exchange adjustments	(126)	(42)	(168)
At 31 December 2019 and 1 January 2020	6,432	17,833	24,265
Financing cash flows (Note a)	(4,484)	(15,201)	(19,685)
New leases entered	–	14,747	14,747
Lease modification (Note b)	–	(324)	(324)
COVID-19-related rent concessions received	–	(570)	(570)
Interest expenses	265	908	1,173
Exchange adjustments	162	128	290
At 31 December 2020	2,375	17,521	19,896

Notes:

- a. The cash flows represent the addition and repayment of bank borrowings and lease liabilities and interest paid in the consolidated statement of cash flows.
- b. During the year ended 31 December 2020 and 2019, the Group and the lessors have mutually agreed to early terminate lease contracts.

37. Major Non-Cash Transactions

During the year, the Group entered into new lease agreements for the use of the retail stores and an office for one to three years. On the lease commencement, the Group recognised both right-of-use assets and lease liabilities of HK\$14,747,000 (2019: HK\$14,207,000) respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

38. Contingent Liabilities

The Company and two of its subsidiaries are defendants in a litigation involving the alleged copyright infringement. In the opinion of the directors, based on legal advice, it is difficult in the usual course of the litigation to predict the exposure to the Group since the litigation is at early stage. In the opinion of the directors, based on legal advice, the exposure in the event of failure to defend the case is estimated not to be material to the Group, assuming that there is no damage for loss of goodwill caused to the plaintiff or its brand names.

39. Event After the Reporting Period

The COVID-19 pandemic since early 2020 has impacted the global business and economic environment. For the financial year ended 31 December 2020, the impact of COVID-19 has been reflected in this set of consolidated financial statements. As the situation is still evolving and will be affected by the degree to which governments are able to contain the spread of the virus in countries where the Group operates, the full impact of the COVID-19 pandemic on the Group's performance for the financial year ending 31 December 2021 could not be reasonably ascertained when this set of consolidated financial statements was authorised for issuance.

The Group and the Company are taking steps to proactively manage the businesses and take the necessary actions to ensure that the long-term business prospects of the Group and the Company remain stable.

40. Comparative Figures

Certain comparative figures have been re-classified to conform with the current year's presentation.

FINANCIAL SUMMARY

RESULTS

	For the year ended 31 December				2020 HK\$'000
	2016 HK\$'000	2017 HK\$'000	2018 HK\$'000	2019 HK\$'000	
Revenue	356,717	347,449	337,624	378,854	309,279
Profit (loss) before taxation	14,591	33,144	10,717	24,504	19,339
Taxation	(6,661)	(6,212)	(4,672)	(6,886)	(3,228)
Profit (loss) for the year	7,930	26,932	6,045	17,618	16,111
Profit (loss) for the year attributable to:					
Owners of the Company	7,930	27,037	7,837	18,498	16,129
Non-controlling interests	–	(105)	(1,792)	(880)	(18)
	7,930	26,932	6,045	17,618	16,111

ASSETS AND LIABILITIES

	At 31 December				2020 HK\$'000
	2016 HK\$'000	2017 HK\$'000	2018 HK\$'000	2019 HK\$'000	
Total assets	490,105	475,787	514,733	511,252	510,573
Total liabilities	(133,782)	(78,207)	(116,070)	(104,984)	(85,780)
Total equity	356,323	397,580	398,663	406,268	424,793
Equity attributable to:					
Owners of the Company	356,323	397,209	396,897	406,331	424,793
Non-controlling interests	–	371	1,766	(63)	–
	356,323	397,580	398,663	406,268	424,793

CORPORATE INFORMATION

Stock Code

2223

Board of Directors

Executive Directors

Mr. Cheng Sze Kin (*Chairman*)
Mr. Cheng Sze Tsan
(*Vice-chairman and Chief Executive Officer*)
Ms. Wong Pik Hung

Independent Non-executive Directors

Mr. Lo Siu Leung
Dr. Cheung Wah Keung
Mr. Chow On Wa

Committees

Audit Committee

Mr. Lo Siu Leung (*Chairman*)
Dr. Cheung Wah Keung
Mr. Chow On Wa

Remuneration Committee

Dr. Cheung Wah Keung (*Chairman*)
Mr. Lo Siu Leung
Mr. Chow On Wa

Nomination Committee

Mr. Cheng Sze Kin (*Chairman*)
Mr. Lo Siu Leung
Dr. Cheung Wah Keung
Mr. Chow On Wa

Investment Committee

Mr. Cheng Sze Kin (*Chairman*)
Mr. Cheng Sze Tsan
Mr. Chow On Wa

Company Secretary

Mr. Ho Yiu Leung

Authorised Representatives

Ms. Wong Pik Hung
Mr. Ho Yiu Leung

Registered Office

PO Box 309, Ugland House
Grand Cayman KY1-1104
Cayman Islands

Headquarters and Principal Place of Business

5/F Yan Hing Centre
9-13 Wong Chuk Yeung Street
Fotan, New Territories
Hong Kong

Auditor

CHENG & CHENG LIMITED,
Certified Public Accountants
level 35, Tower 1, Enterprise Square Five,
38 Wang Chiu Road, Kowloon Bay, Kowloon.,
Hong Kong

Principal Share Registrar and Transfer Office

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square
Grand Cayman KY1-1102
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Union Registrars Limited
Suites 3301-04, 33/F,
Two Chinachem Exchange Square,
338 King's Road,
North Point, Hong Kong

Principal Bankers

Standard Chartered Bank (Hong Kong) Limited
Standard Chartered Bank (China) Limited
Bank of China (Hong Kong) Limited
Bank of China Limited

Company Website

www.casablanca.com.hk