



# KIDZTECH HOLDINGS LIMITED

奇士達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

STOCK CODE 股份代號 : 6918



Annual Report 年報

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# CORPORATE INFORMATION

## 公司資料

### Board of Directors

#### Executive Directors

Mr. Yu Huang (*Chairman and Chief Executive Officer*)  
Mr. Pui Lik Leung Kenny  
Mr. Ni Yanlong

#### Non-executive Director

Ms. Zheng Jingyun

#### Independent non-executive Directors

Mr. He Weidong  
Ms. Liu Man  
Ms. Zhao Weiwei

### Joint Company Secretaries

Ms. Cao Xuelian  
Ms. Koo Ching Fan

### Compliance Adviser

CMBC International Capital Limited

### Authorised Representatives

Mr. Pui Lik Leung Kenny  
Ms. Koo Ching Fan

### Audit Committee

Ms. Zhao Weiwei (*Chairlady*)  
Ms. Liu Man  
Mr. He Weidong

### Remuneration Committee

Ms. Liu Man (*Chairlady*)  
Mr. Pui Lik Leung Kenny  
Mr. He Weidong

### Nomination Committee

Mr. He Weidong (*Chairman*)  
Mr. Yu Huang  
Mr. Pui Lik Leung Kenny  
Ms. Liu Man  
Ms. Zhao Weiwei

### Auditor

Zhonghui Anda CPA Limited

### Legal Adviser

CFN Lawyers

### 董事會

#### 執行董事

余煌先生 (*主席及行政總裁*)  
貝烈亮先生  
倪彥龍先生

#### 非執行董事

鄭靜雲女士

#### 獨立非執行董事

何衛東先生  
劉曼女士  
趙衛衛女士

### 聯席公司秘書

曹雪蓮女士  
顧菁芬女士

### 合規顧問

民銀資本有限公司

### 授權代表

貝烈亮先生  
顧菁芬女士

### 審核委員會

趙衛衛女士 (*主席*)  
劉曼女士  
何衛東先生

### 薪酬委員會

劉曼女士 (*主席*)  
貝烈亮先生  
何衛東先生

### 提名委員會

何衛東先生 (*主席*)  
余煌先生  
貝烈亮先生  
劉曼女士  
趙衛衛女士

### 核數師

中匯安達會計師事務所有限公司

### 法律顧問

陳馮吳律師事務所

## CORPORATE INFORMATION 公司資料

### Registered Office

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

### Head Office and Place of Business in The PRC

Chengyanggang Road, Ancheng Highway  
Lianxia Town, Chenghai District  
Shantou City  
Guangdong  
PRC

### Place of Business in Hong Kong

Room 802, 8/F, Inter-Continental Plaza  
94 Granville Road  
Tsim Sha Tsui East  
Kowloon  
Hong Kong

### Principal Share Registrar and Transfer Office

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### Hong Kong Branch Share Registrar and Transfer Office

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

### Principal Bankers

Bank of China Limited Shantou Branch  
Industrial Bank Co., Ltd. Shantou Branch  
Lianshang Credit Cooperative of Shantou  
Chenghai Rural Credit Cooperative Union

### Website Address

[www.kidztech.net](http://www.kidztech.net)

### Stock Code

6918

### 註冊辦事處

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

### 中國總辦事處及營業地點

中國  
廣東省  
汕頭市  
澄海區蓮下鎮  
安澄公路程洋崗路段

### 香港營業地點

香港  
九龍  
尖沙咀東  
加連威老道94號  
明輝中心8樓802室

### 主要股份過戶登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心  
54樓

### 主要往來銀行

中國銀行股份有限公司汕頭分行  
興業銀行股份有限公司汕頭分行  
汕頭市澄海農村信用合作聯社蓮上信用社

### 網站

[www.kidztech.net](http://www.kidztech.net)

### 股份代號

6918

# CHAIRMAN'S STATEMENT

## 主席報告

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Kidztech Holdings Limited (the “**Company**”), it is my pleasure to present to you the annual report of the Company and its subsidiaries (together the “**Group**”) for the year ended 31 December 2020 (“**FY2020**”).

In light of the global epidemic and political instability across the globe, the year of 2020 was a year full of collective uncertainty. However, it was yet another significant year to the Group in terms of growth and corporate development.

During FY2020, the Group devoted its effort to the preparation for the listing (the “**Listing**”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 18 March 2020 (the “**Listing Date**”) and fulfilled the stringent requirements of the international equity market and successfully enhanced its management standard through the Listing exercise. The Listing has laid down an important milestone of the Group’s business development and is a recognition to our efforts in bringing to the market the best products ever since our inception. After the Listing, we continued to strengthen the Group’s existing market and have been seizing on every business opportunity to achieve satisfactory results.

During FY2020, the coronavirus disease 2019 (“**COVID-19**”) epidemic has impacted the whole world and brought major challenges to our business environment. After negotiating with our customers, the Group adjusted its strategies regarding its sales in the Europe and the United States, aiming to reduce sales in the severely impacted European and American markets, as well as minimising risks and further expand its customers bases in other markets to keep our overall business stable.

Meanwhile, the Group has devoted substantial resources to develop business relationships with export-oriented wholesalers in China that have greater bargaining power when conducting business with different types of overseas retailers. On top of that, we will allocate more resources to expand our domestic sales with our own “kidztech” brand.

致全體股東：

本人謹代表奇士達控股有限公司（「本公司」）的董事（「董事」）會（「董事會」），欣然向全體股東呈列本公司及其附屬公司（統稱「本集團」）截至二零二零年十二月三十一日止年度（「二零二零財政年度」）的年度報告。

鑒於全球爆發疫情及世界各地出現政治不穩定，二零二零年是充滿不確定性的一年。然而，此年度對本集團的增長與企業發展而言亦是另一個意義重大的一年。

於二零二零財政年度，本集團致力籌備於二零二零年三月十八日（「上市日期」）在香港聯合交易所有限公司（「聯交所」）主板上市（「上市」），並滿足國際股票市場的嚴格要求，以通過上市活動成功提升其管理水平。上市為本集團業務發展奠定了重要里程碑，是對本集團自成立以來一直致力於將最好的產品推向市場的肯定。上市後，我們繼續鞏固本集團的現有市場，並一直把握每一個商機，目標是達致業績穩步向前。

於二零二零財政年度，二零一九冠狀病毒病（「COVID-19」）疫情肆虐全球，對營商環境帶來重大挑戰。本集團經過和客戶磋商後，對歐美等銷售區域進行調整，減少於COVID-19影響較嚴重的歐美市場的銷售，降低風險，同時進一步拓闊其他市場的客戶，保持整體業務穩健。

同時，本集團通過投入大量資源與中國出口型批發商發展業務關係，該等批發商在與不同類型的海外零售商進行業務往來時具有更大的議價能力。同時亦配置更多資源，以自有奇士達品牌擴大國內銷售。

## CHAIRMAN'S STATEMENT 主席報告

In terms of product development, the Group intends to strengthen its product development capability to cater for different preferences and needs of end customers of its products by way of (i) devoting more resources in market research to enhance its sensitivity to the latest global trends; (ii) enhancing its engineering and quality control functions by retaining and employing additional engineers and quality assurance personnel as well as strengthening quality standards and procedures; and (iii) deploying further resources in product design and development.

The Group envisages that its potential growth will require solid support of enhanced production capacity and diversified products offering. Therefore, the Group has completed the expansion of its production plants in China during the year, which helps capitalise on the growing demand from the market, especially for smart toys and will boost our sales. The Group will also enrich its products offering, introduce competitive intellectual properties licensing and maintain its stable relationship with existing customers.

I, on behalf of the Board, would like to take this opportunity to express my deep gratitude to the shareholders of the Company (the “**Shareholders**”), customers, business partners and suppliers for their continuous support. In addition, I would like to express my sincere gratitude to the management and employees of the Group for their commitment, contribution and dedication over the years.

**Yu Huang**  
*Chairman*

25 March 2021

在產品開發方面，本集團擬透過以下方式增強其產品開發能力，以滿足其最終客戶的不同偏好與需求：(一) 在市場研究上投入更多資源，以增強其對全球最新趨勢的敏感性；(二) 透過聘用與僱用額外的工程師及質保人員以及加強質量標準和程序，增強其工程和質量控制職能；及(三) 在產品設計和開發中進一步部署資源。

本集團認為，其成長潛力將需要提高生產能力和多元化產品。因此，年內已完成中國的工廠擴建，未來將把握不斷增長的市場需求，尤其是智能玩具的需求，增加銷售。本集團亦會持續豐富產品系列，及引入富競爭性的知識產權授權及維持與現有客戶的穩固關係。

本人謹代表董事會，藉此機會對本公司的股東（「**股東**」）、客戶、業務合作夥伴及供應商的一貫支持深表謝意。此外，我要對本集團管理層與員工多年來的承擔、貢獻及奉獻表示由衷的感謝。

**余煌**  
*主席*

二零二一年三月二十五日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS AND FINANCIAL REVIEW

The Group has a vision of becoming a smart interactive entertainment product provider. The Group is principally engaged in the design, development, manufacture and sale of high-quality smart toy vehicles, smart interactive toys and traditional toys and the sale of smart hardware products.

#### Revenue

The Group's total revenue decreased by approximately 9.2% from approximately RMB325.8 million for the year ended 31 December 2019 ("FY2019") to approximately RMB295.9 million for FY2020. In light of the outbreak of COVID-19, there was adjustment in focus in different major markets by the Company. The Company took the initiative to reduce its sales to markets in Europe and the United States of America (the "US") which are places more seriously affected by COVID-19, resulting in a decrease in the amount and proportion of revenue attributable to direct sales to such overseas customers.

The People's Republic of China (the "PRC") continued to be the Group's biggest market in 2020, contributing approximately 65.6% of revenue (among which, approximately 47.7% was indirect sales to overseas made through the export-oriented wholesalers based in the PRC which principally export and sell toys to overseas wholesalers and retailers and mainly onward export the Group's products to the overseas market (the "PRC Export-Oriented Wholesalers"), while approximately 17.9% of which was domestic sales made through the PRC domestic-sale-oriented wholesalers and retail sales in the PRC market). Europe as a whole contributed approximately 10.8%, the North America contributed approximately 18.0%, Asia (excluding the PRC) contributed approximately 3.9% and approximately 1.7% came from Oceania, South America and Africa.

### 業務及財務回顧

本集團的願景是成為智能互動式娛樂產品供應商。本集團主要設計、開發、製造及銷售高品質智能車模、智能互動式玩具及傳統玩具以及銷售智能硬件產品。

#### 收益

本集團總收益由截至二零一九年十二月三十一日止年度（「二零一九財政年度」）的約人民幣325.8百萬元減少約9.2%至二零二零財政年度的約人民幣295.9百萬元。受到COVID-19爆發的影響，本公司對重點銷售區域進行了調整。本公司主動減少於受COVID-19影響較為嚴重的歐洲及美國市場的銷售，導致直接銷售至該等海外客戶應佔收益的金額及份額減少。

中華人民共和國（「中國」）在二零二零年仍然是本集團的最大市場，佔收益約65.6%（其中約47.7%經過中國出口型批發商（其主要向海外批發商和零售商出口與銷售玩具，以及主要是將本集團的產品出口到海外市場，「中國出口型批發商」）間接銷售到海外市場，及約17.9%經過中國內銷型批發商及中國零售商銷售到中國市場）。歐洲整體貢獻收益的約10.8%，北美貢獻約18.0%，亞洲（不包括中國）貢獻約3.9%，此外，約1.7%來自大洋洲、南美洲及非洲。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析



Analysis of revenue by product type is as follows:

按產品類型劃分的收益分析如下：

|                          |           | Year ended 31 December<br>截至十二月三十一日止年度 |                                   |
|--------------------------|-----------|--|-----------------------------------|
|                          |           | 2020<br>二零二零年<br>RMB'000<br>人民幣千元      | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
| Smart toys               | 智能玩具      |  |                                   |
| – Smart toy vehicles     | – 智能車模    | <b>185,762</b>                         | 209,584                           |
| – Smart interactive toys | – 智能互動式玩具 | <b>27,222</b>                          | 28,459                            |
| Traditional toys         | 傳統玩具      | <b>77,531</b>                          | 84,697                            |
| Smart hardware           | 智能硬件產品    | —                                      | 3,060                             |
| Anti-epidemic products   | 防疫用品      | <b>5,398</b>                           | —                                 |
|                          |           | <b>295,913</b>                         | 325,800                           |

#### Smart toys

#### 智能玩具

#### Smart toy vehicles

#### 智能車模

The Group's smart toy vehicles mainly comprise full function radio controlled toy vehicles, which are manufactured in different scales. During FY2020, the Group's smart toy vehicles are mostly "kidztech" brand products and co-branded products collectively released by the Company and renowned automobile manufacturers. The Group also manufactures under overseas customers' brands on original equipment manufacturing ("OEM") and original design manufacturing ("ODM") bases.

本集團的智能車模主要包括全功能無線電遙控車模，該等產品按不同比例生產。於二零二零財政年度，本集團的智能車模大部分為「奇士達」品牌產品和本公司與知名汽車製造商推出的聯合品牌產品。本集團亦通過原設備製造（「OEM」）及原設計製造（「ODM」）模式以海外客戶的品牌製造產品。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Smart interactive toys

The Group's smart interactive toys mainly comprise smart interactive playsets, activity toys and musical toys, and some of these toys which play music and contain play features are intended to stimulate the sensory development of children. During FY2020, most of these toys were sold under either (i) co-branded with popular entertainment characters featured in animated television series or motion pictures or toy brand owner; or (ii) the "kidztech" brand.

#### Traditional toys

Traditional toys include traditional toy vehicles, traditional educational toys, dolls and other traditional toys such as outdoor and sport as well as infant toys. During FY2020, (i) the majority of revenue from traditional toys were derived from sale of traditional toy vehicles, which include pull back toy vehicles and inertia toy vehicles which are mainly designed for children aged one to three years or above; and (ii) most of these toys were sold under the "kidztech" brand.

#### Smart hardware

Leveraging the expertise of the Group in designing and manufacturing high quality radio controlled smart toy vehicles, the Group had in 2018 commenced selling smart hardware, such as Bluetooth speakers, which are sold under the "kidztech" brand. As the domestic internet industry giants all use smart speakers as products to build the entry of smart home series product chains, they have all launched new products. They all adopted subsidy policies in order to seize market share, so prices continued to fall while the competition remained fierce. As a result, the sales profit margin did not reach the expectation of the Group, and no sales had been achieved during FY2020. The Group will continue to seek sales opportunities for other smart hardware products.

#### Brands

The Group's smart toys, traditional toy and smart hardware products are (i) branded with its "kidztech" brand; (ii) co-branded with renowned automobile manufacturers, popular entertainment characters featured in animated television series or motion pictures or toy brand owner; or (iii) branded under its overseas customers brands, which mainly represent the products manufactured by the Group on ODM and OEM bases and the products sold to its customers branded under their respective brands.

#### 智能互動式玩具

本集團的智能互動式玩具產品主要包括智能互動式玩具套裝、活動玩具及音樂玩具，部分玩具可播放音樂並具有播放功能，旨在激發兒童感官發育。於二零二零財政年度，大部分該等玩具乃以(i)與動畫電視劇或電影的流行娛樂角色或玩具品牌擁有人推出的聯合品牌；或(ii)「奇士達」品牌出售。

#### 傳統玩具

傳統玩具包括傳統玩具車、傳統教育玩具、玩偶及其他如戶外及體育以及嬰兒玩具等傳統玩具。於二零二零財政年度，(i)大部份來自傳統玩具的收益來自銷售傳統玩具車，包括回力玩具車及慣性玩具車，主要為一至三歲或以上兒童設計；及(ii)大部分該等玩具以「奇士達」品牌出售。

#### 智能硬件產品

憑藉本集團在設計及製造高品質無線電遙控智能車模方面的專業知識，本集團於二零一八年已開始銷售智能硬件產品，如藍牙揚聲器，以「奇士達」品牌出售。由於國內互聯網行業巨頭都把智能揚聲器（智能音箱）作為構建智能家居系列產品鏈入口的產品，紛紛推出新產品，全部採取補貼政策，務求搶佔市場佔有率，故競爭激烈價格持續下降及因競爭持續激烈引致，以致銷售利潤率達不到本集團預期，於二零二零財政年度未實現銷售。本集團將持續尋求智能硬件其他產品的銷售機會。

#### 品牌

本集團的智能玩具、傳統玩具及智能硬件產品為(i)「奇士達」品牌的產品；(ii)與知名汽車製造商、動畫電視劇集或電影所塑造的流行娛樂角色或玩具品牌擁有人推出的聯合品牌的產品；或(iii)使用我們海外客戶的品牌（主要指本集團以ODM及OEM模式製造的產品）的產品，以及售予客戶使用客戶各自品牌的產品。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

During FY2020, (i) approximately 67.1% of revenue was attributable to products under the “kidztech” brand (FY2019: approximately 46.0%), (ii) approximately 23.6% of revenue was attributable to products under co-brand (FY2019: approximately 45.3%) and (iii) approximately 9.3% of revenue was attributable to products under overseas customers brands (FY2019: approximately 8.7%).

The Group believes that co-branding with other famous brands allows the Group to leverage on the marketing benefits of the internationally renowned brands to expediently gain consumer awareness, and recognition of authenticity, and to establish creditability and market acceptance from the mass market. The Group has been newly granted licensed rights of renowned toy and entertainment character brands in FY 2020 as set out below:

- (i) licensed rights of “Pac-Man” for the sale of a series of radio-controlled toys and slot racing track sets in overseas market for the period from 1 May 2020 to 30 April 2023 (both days inclusive); and
- (ii) licensed rights of “X-Games” for the sale of radio-controlled skateboarders in overseas market for the period from 1 July 2021 to 31 December 2022 (both days inclusive).

#### Anti-epidemic products

Since the outbreak of COVID-19, there has been a shortage of anti-epidemic products. The Group believes that on the one hand, the timely development of the anti-epidemic products business allows the Group to participate in the global anti-epidemic work, and on the other hand, it allows the Group to take advantage of the continuous growing domestic and foreign demands which provides the Group with income diversification and enhances the returns of the Shareholders. Since late March 2020, the Group has been actively preparing for the establishment of mask production lines in the PRC and the sales and trading of anti-epidemic products. In June 2020, Kidztech Intelligent was verified and confirmed by the Guangdong Provincial Development and Reform Commission as a Key Anti-Epidemic Materials Production Enterprise in Guangdong province and also achieved sales revenue in FY2020.

於二零二零財政年度，(i) 約67.1%的收益產生自「奇士達」品牌的產品（二零一九財政年度：約46.0%），(ii) 約23.6%的收益產生自聯合品牌的產品（二零一九財政年度：約45.3%）及 (iii) 約9.3%的收益產生自海外客戶品牌的產品（二零一九財政年度：約8.7%）。

本集團相信與其他知名品牌的共享品牌使本集團能夠利用國際知名品牌的營銷優勢，以方便地獲得消費者的青睞、對正品的認可，並在大眾市場上建立信譽及市場接受度。二零二零財政年度本集團新增獲得知名玩具及娛樂角色品牌的許可權，詳情如下：

- (i) 「吃鬼」(Pac-Man) 許可權，可於二零二零年五月一日至二零二三年四月三十日（包括首尾兩日）期間，在海外市場銷售一系列無線電遙控玩具和插樁賽車軌道套件；及
- (ii) 「X-Games」許可權，可於二零二一年七月一日至二零二二年十二月三十一日（包括首尾兩日）期間，在海外市場銷售無線遙控滑板。

#### 防疫用品

COVID-19爆發，防疫用品短缺。本集團認為及時開展防疫用品業務一方面可以參與到全球抗疫活動中，另一方面可讓本集團利用國內外持續增長的需求，為本集團提供收入多元化及提升股東回報的良機。由二零二零年三月底起，本集團開始積極籌備於中國設置口罩生產線及開展防疫用品銷售貿易的籌備工作。二零二零年六月，奇士達智能被廣東省發展改革委員會審核確認為廣東省疫情防控重點保障物資生產企業，並且於二零二零財政年度實現銷售收入。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Gross profit and gross profit margin

The Group's gross profit decreased from approximately RMB122.2 million for FY2019 to approximately RMB100.2 million for FY2020, representing a decrease of approximately 18.0%. The Group's gross profit margin decreased by approximately 3.7% from approximately 37.5% in FY2019 to approximately 33.8% in FY2020. Due to the impact caused by COVID-19, the Group adjusted the focus in different major markets and took the initiative to reduce sales to markets in Europe and the US which are more seriously affected by COVID-19, resulting in a decrease in revenue. The amount and proportion of revenue attributable to direct sales to overseas customers that have higher gross profit margin dropped, resulting in a decrease in gross profit and gross profit margin.

#### Profit for the year

The Group's net profit decreased by approximately 29.4% from approximately RMB51.8 million for FY2019 to approximately RMB36.6 million for FY2020. The Group's net profit margin decreased from approximately 10.9% for FY2019 to approximately 8.2% for FY2020. Due to the impact caused by COVID-19, the Group adjusted the focus in different major markets and took the initiative to reduce sales to markets in Europe and the US which are more seriously affected by COVID-19, resulting in a decrease in revenue. The amount and proportion of revenue attributable to direct sales to overseas customers that have higher gross profit margin in revenue dropped, resulting in a decrease in net profit and net profit margin.

If the one-off expenses for the Listing were excluded, the Group's adjusted net profit margin for FY2020 was approximately 12.4% (FY2019: approximately 15.9%).

#### Selling expenses

The Group's selling expenses decreased by approximately 9.5% from approximately RMB20.0 million for FY2019 to approximately RMB18.1 million for FY2020, which was primarily due to the decrease in the Group's revenue, which caused the corresponding decrease in selling expenses.

#### 毛利及毛利潤率

本集團的毛利由二零一九財政年度的約人民幣122.2百萬元減少至二零二零財政年度的約人民幣100.2百萬元，減幅約18.0%。本集團的毛利率由二零一九財政年度的約37.5%減少至二零二零財政年度的約33.8%，減幅約3.7%，原因是受COVID-19影響，本集團對重點銷售區域進行了調整，主動削減受疫情影響嚴重的歐美市場的銷售，導致收益減少，收益中的毛利率較高的直接銷售海外客戶部分的金額、比例下降，導致毛利及毛利率下降。

#### 本年度盈利

本集團的純利由二零一九財政年度的約人民幣51.8百萬元減少至二零二零財政年度的約人民幣36.6百萬元，減少約29.4%。本集團的純利率由二零一九財政年度的約10.9%減少至二零二零財政年度的約8.2%。主要是受COVID-19影響，本集團對重點銷售區域進行了調整，主動削減受疫情影響嚴重的歐美市場的銷售，導致收益減少，收益中的毛利率較高的直接銷售海外客戶部分的金額、比例下降，導致純利及純利率下降。

如果不計上市的一次性開支，則本集團於二零二零財政年度的經調整後純利率約為12.4%（二零一九財政年度：約15.9%）。

#### 銷售開支

本集團的銷售開支由二零一九財政年度的約人民幣20.0百萬元減少約9.5%至二零二零財政年度的約人民幣18.1百萬元，主要由於本集團收益減少，銷售開支相應的減少。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Administrative expenses

The Group's administrative expenses decreased by approximately 13.8% from approximately RMB52.2 million in FY2019 to approximately RMB45.0 million in FY2020, which was mainly attributable to the decrease in the Group's revenue and one-off Listing expenses.

#### Taxation

Income tax expenses decreased by approximately 31.8% to approximately RMB8.8 million in FY2020 from approximately RMB12.9 million in FY2019, which was due to the decrease in profit of the Group.

The Group's effective tax rate in FY2020 remained the same as that of FY2019, i.e. approximately 26.7%, which was mainly because the non-taxable deductible one-time Listing expenses could not be deducted before tax.

#### Liquidity and financial resources

As of 31 December 2020, the gearing ratio, which represents the Group's total borrowings divided by total equity, was approximately 36.8% as at 31 December 2020 (31 December 2019: 47.4%). As at 31 December 2020, the Group's total borrowings were approximately RMB155.9 million (31 December 2019: approximately RMB142.7 million) and the total equity was approximately RMB423.5 million (31 December 2019: approximately RMB300.9 million). The total borrowings represent the outstanding loans of the Group. The gearing ratio of the Group had been stabilised.

The current ratio, which is calculated based on the total current assets at the respective dates divided by the total current liabilities at the respective dates, was approximately 1.7 as at 31 December 2020 (31 December 2019: approximately 1.4); whereas the quick ratio, which is calculated based on the total current assets (excluding inventories) at the respective dates divided by the total current liabilities at the respective dates, was approximately 1.5 as at 31 December 2020 (31 December 2019: approximately 1.1).

#### 行政開支

本集團行政開支由二零一九財政年度的約人民幣52.2百萬元減少約13.8%至二零二零財政年度的約人民幣45.0百萬元。主要由於本集團收益及一次性上市開支減少。

#### 稅項

所得稅開支由二零一九財政年度的約人民幣12.9百萬元減少約31.8%至二零二零財政年度的約人民幣8.8百萬元，原因是本集團的利潤減少。

本集團於二零二零財政年度的實際稅率與二零一九財政年度保持平穩，約26.7%，主要由於非課稅可抵扣一次性上市開支未能稅前抵扣。

#### 流動資金及財務資源

於二零二零年十二月三十一日，本集團的資本負債比率（即本集團的借貸總額除以權益總額）約為36.8%（二零一九年十二月三十一日：47.4%）。於二零二零年十二月三十一日，本集團的借貸總額約人民幣155.9百萬元（二零一九年十二月三十一日：約人民幣142.7百萬元）及權益總額約人民幣423.5百萬元（二零一九年十二月三十一日：約人民幣300.9百萬元）。借貸總額代表本集團之尚未償還貸款。本集團的資本負債比率趨於平穩。

流動比率乃按相關日期的總流動資產除以相關日期的總流動負債計算。於二零二零年十二月三十一日，本集團的流動比率約為1.7（二零一九年十二月三十一日：約1.4）。速動比率乃按相關日期的總流動資產（不包括存貨）除以相關日期的總流動負債計算。於二零二零年十二月三十一日，本集團的速動比率約為1.5（二零一九年十二月三十一日：約1.1）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

As at 31 December 2020, the Group's restricted cash and cash and cash equivalents amounted to approximately RMB1.0 million and RMB132.4 million, respectively (31 December 2019: approximately RMB1.0 million and RMB116.6 million, respectively).

In FY2020, net cash used in operating activities was approximately RMB14.5 million, net cash used in investing activities was approximately RMB63.9 million and net cash generated from financing activities was approximately RMB98.0 million.

In FY2019, net cash generated from operating activities was approximately RMB62.5 million, net cash used in investing activities was approximately RMB21.6 million and net cash used in financing activities was approximately RMB114.5 million.

#### Working capital

The average inventory turnover period of the Group was approximately 107.5 days in FY2020 (FY2019: approximately 86.3 days), which was primarily due to (i) the addition in inventory reserve and preparation for future growing orders as anticipated by the Group; and (ii) the considerable impact of COVID-19 on the inventory turnover.

The Group's trade receivables increased from approximately RMB60.2 million as at 31 December 2019 to approximately RMB77.8 million as at 31 December 2020, as the payment by customers was affected by the outbreak of COVID-19. The Group's average turnover days of trade receivables increased from approximately 83.4 days in FY2019 to approximately 85.1 days in FY2020.

The Group's trade and other payables increased by approximately RMB5.5 million or approximately 10.7% from approximately RMB51.1 million as at 31 December 2019 to approximately RMB56.6 million as at 31 December 2020. The Group's average trade payable turnover days increased from approximately 41.2 days in FY2019 to approximately 66.4 days in FY2020. The change was mainly due to the impact of COVID-19 which the Group had delayed part of the payment progress accordingly.

於二零二零年十二月三十一日，本集團的受限制現金及現金及現金等價物分別為約人民幣1.0百萬元及約人民幣132.4百萬元（二零一九年十二月三十一日：分別為約人民幣1.0百萬元及約人民幣116.6百萬元）。

於二零二零財政年度，經營活動所用的現金淨額約為人民幣14.5百萬元，投資活動所用的現金淨額約為人民幣63.9百萬元，及融資活動所得現金淨額約為人民幣98.0百萬元。

於二零一九財政年度，經營活動所得的現金淨額約為人民幣62.5百萬元，投資活動所用的現金淨額約為人民幣21.6百萬元，及融資活動所用的現金淨額約為人民幣114.5百萬元。

#### 營運資金

本集團二零二零財政年度的平均存貨週轉天數約為107.5天（二零一九財政年度：約86.3天），主要是由於(i)本集團增加存貨儲備為預期未來增長訂單做準備；及(ii)因受COVID-19影響存貨週轉受到一定的影響。

本集團的貿易應收款項由於二零一九年十二月三十一日的約人民幣60.2百萬元增加至於二零二零年十二月三十一日的約人民幣77.8百萬元，因為客戶付款受到COVID-19爆發的影響。本集團的貿易應收款項平均週轉天數由二零一九財政年度的約83.4天增加至於二零二零財政年度的約85.1天，整體保持穩定。

本集團的貿易及其他應付款項由二零一九年十二月三十一日的約人民幣51.1百萬元增加約人民幣5.5百萬元或約10.7%至二零二零年十二月三十一日的約人民幣56.6百萬元。本集團的貿易應付款項平均週轉天數由二零一九財政年度的約41.2天增加至於二零二零財政年度的約66.4天。以上變更是由於受COVID-19影響本集團相應推遲部分付款進度。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Bank and other borrowings

As at 31 December 2020, all the bank and other borrowings, amounting to approximately RMB155.9 million (31 December 2019: approximately RMB142.7 million), were repayable on demand.

The weighted average effective interest rate as at 31 December 2020 was approximately 4.7% (31 December 2019: approximately 6.1%).

#### Significant investments, material acquisitions and disposal of subsidiaries

Save for the investment made in relation to the new business of anti-epidemic products (details of which are set out in the sub-section headed “Anti-epidemic products” in this annual report), the Group did not have any significant investments, material acquisitions and disposal of subsidiaries, associates and joint ventures during FY2020.

#### Future plans for material investments and capital assets

As at 31 December 2020, the Group did not have any other plans for material investments and capital assets except for those disclosed in the section headed “Future Plans and Use of Proceeds” of the prospectus of the Company dated 28 February 2020 (the “**Prospectus**”) and “Impact of the Epidemic and Outlook” in this annual report.

#### Capital structure

The capital structure of the Group is mainly based on the equity attributable to Shareholders (including share capital and reserves). As at 31 December 2020, the total number of issued ordinary shares was 520,886,000 with a par value of HK\$0.001 each (31 December of the Company (the “**Shares**”) 2019: 431,600,000 Shares).

#### Pledge of assets

As at 31 December 2020, certain bank and other borrowings of the Group were secured by property, plant and equipment and restricted cash. Details of which are set out in note 26 to the consolidated financial statements as set out in this annual report.

#### 銀行及其他借款

於二零二零年十二月三十一日，銀行及其他借款約人民幣155.9百萬元（二零一九年十二月三十一日：約人民幣142.7百萬元），全部須按要求償還。

於二零二零年十二月三十一日加權平均實際利率約4.7%（二零一九年十二月三十一日：約6.1%）。

#### 重大投資、重大收購及出售附屬公司

除防疫用品新業務相關投資（詳情載於本年報「防疫用品」分節）外，本集團二零二零財政年度並無任何重大投資、重大收購及出售附屬公司、聯營公司及合營企業。

#### 重大投資與資本資產的未來計劃

於二零二零年十二月三十一日，本集團並無任何其他重大投資與資本資產計劃，惟本公司日期為二零二零年二月二十八日的招股章程（「**招股章程**」）中「未來計劃及所得款項用途」一節及本年報中「疫情影響及展望」一節所披露者除外。

#### 資本結構

本集團的資本架構主要是本集團權益股東應佔權益（包括已發行股本及儲備）。於二零二零年十二月三十一日，本公司之已發行普通股（「**股份**」）總數為520,886,000股，每股面值0.001港元之普通股（二零一九年十二月三十一日：431,600,000股股份）。

#### 資產質押

於二零二零年十二月三十一日，本集團的若干銀行及其他借款由物業、廠房及設備以及受限制現金作為抵押。詳情載於本年報所載綜合財務報表附註26。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Contingent liabilities

The Group did not have any significant contingent liability as at 31 December 2020 (31 December 2019: Nil).

#### Capital commitments

As at 31 December 2020, the Group had an aggregate capital commitment of approximately RMB23.7 million (31 December 2019: approximately RMB59.9 million).

#### Financial management and treasury policy

The financial risk management of the Group is the responsibility of the Group's treasury function at its head office. The Group adopted prudent funding and treasury management policies while maintaining an overall healthy financial position. The Group's source of funding was raised by cash generated from operating activities and bank borrowings. The Group's treasury policies mainly include managing capital liquidity and yield to safeguard the healthy development of the principal businesses of the Group. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations. The Group is from time to time considering various alternatives including but not limited to financial institution borrowings, non-financial institution borrowings, bonds issuance, etc.

#### Foreign exchange exposure

The Group's operating subsidiary incorporated in Hong Kong operates with most transactions being settled in US dollars ("USD"), except for certain transactions which are denominated in Hong Kong dollars ("HK\$") or other currencies. The functional currency of this subsidiary is USD. The Group's operating subsidiaries incorporated in the PRC operate in the PRC and their functional currency is Renminbi ("RMB"). As at 31 December 2020, foreign exchange risk arose mainly from certain intra-group transactions and balances of the operating subsidiaries in the PRC which are denominated in USD and the accrual of the Listing expenses which are denominated in HK\$. The Directors consider that no significant foreign exchange risk exists for the Group.

#### 或然負債

本集團於二零二零年十二月三十一日並無任何重大或然負債（二零一九年十二月三十一日：無）。

#### 資本承擔

於二零二零年十二月三十一日，本集團的資本承擔總額約為人民幣23.7百萬元（二零一九年十二月三十一日：約人民幣59.9百萬元）。

#### 財務管理及財資政策

本集團的財務風險管理由其總部的財資部門負責。本集團已採納審慎的資金及財資管理政策，同時維持健康的財務狀況。本集團的資金來源以經營活動產生現金及銀行借款籌集。本集團的財資政策主要包括管理資金流動性及收益，以保障本集團主營業務健康發展。本集團定期檢討其主要資金狀況，以確保其將有足夠財資資源履行其財務責任，本集團不時考慮各種融資方案，包括但不限於金融機構借貸、非金融機構借貸、發行債券等。

#### 外匯風險

本集團在香港註冊成立的經營附屬公司的大部分交易以美元結算，惟若干以港元或其他貨幣計值的交易除外。該等附屬公司的功能貨幣為美元。本集團在中國註冊成立的經營附屬公司在中國經營，其功能貨幣為人民幣。於二零二零年十二月三十一日，匯兌風險主要來自若干集團內交易、中國經營附屬公司的美元結餘以及以港元計值的應計上市開支。董事認為，本集團不存在重大匯兌風險。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Employees and Pension Schemes

As at 31 December 2020, the Group had 665 (2019: 821) full-time employees, of which, 26 of them were in Hong Kong and the rest of them were stationed in Shantou and Shenzhen, the PRC.

The remuneration packages offered by the Group to its employees, including salaries, accidental insurance and allowances, depending on their job nature. Bonuses are generally discretionary and based in part on employee performance and in part on the overall performance of the Group's business. The Group has implemented training programmes for its employees to meet different job requirements, such as training on production procedures for its staff at its production department. It is believed that these initiatives have contributed to the increased productivity of employees of the Group. The Group has also adopted a share option scheme to reward, among others, its employees for their contribution to the Group (the "**Share Option Scheme**"), details of which are set out in the section headed "Share Option Scheme" in the Report of Directors of this annual report.

As required by the relevant PRC laws and regulations, the Group has participated in housing fund and various employee social security plans that are organised by applicable local municipal and provincial governments, including housing, pension, medical, work-related injury and unemployment benefit plans, under which contributions were made at specified percentages of the salaries of its employees. Bonuses are generally discretionary and based in part on employee performance and in part on the overall performance of its business.

The Group has arranged for its employees in Hong Kong to join the Mandatory Provident Fund Scheme (the "**MPF Scheme**"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, the Group's company in Hong Kong (the employer) and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the Group's companies and its employees are subject to a cap of HK\$1,500 and thereafter contributions are voluntary.

#### 僱員及退休金計劃

於二零二零年十二月三十一日，本集團有665名（二零一九財政年度：821名）全職僱員，其中26名在香港，其餘位於中國汕頭與深圳。

本集團根據僱員的工作性質向其提供薪酬福利，包括薪資、意外保險及津貼。獎金通常酌情決定，部分取決於僱員的績效，部分取決於本集團業務的整體表現。本集團已為其僱員實施培訓計劃以滿足不同的工作要求，例如在其生產部門對其僱員進行生產程序方面的培訓。相信該等舉措有助於提高本集團僱員的生產率。本集團亦已採納一項購股權計劃，以獎勵（其中包括）僱員對本集團作出的貢獻（「購股權計劃」），有關詳情載於本年報董事會報告中「購股權計劃」一節。

根據中國相關法律法規的要求，本集團參與由當地市級和省級政府組織的住房公積金以及各種僱員社會保障計劃，包括住房、養老、醫療、工傷及失業救濟金計劃，據此從僱員薪資中按特定比例繳款。獎金通常酌情決定，部分取決於僱員的績效，部分取決於其業務的整體表現。

本集團已安排其香港僱員加入由獨立受託人管理的強制性公積金計劃（「強積金計劃」）。根據強積金計劃，本集團的香港公司（僱主）及其僱員按強制性公積金法例所界定，每月以僱員收入的5%向該計劃供款。本集團公司及其僱員的每月供款上限為1,500港元，額外的供款屬自願性質。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Impact of The Epidemic and Outlook

Due to the outbreak of COVID-19, the Group's operations were being affected and will still be subject to further development of the outbreak of COVID-19 and government advice or restrictions. The Directors will continue to assess the impact of the epidemic on the Group's operation and financial performance and closely monitor and manage the Group's exposure to the risks and uncertainties in connection therewith. The Group will take appropriate measures as necessary and inform the Shareholders and potential investors of the Company as and when necessary.

On the other hand, with the aim of further developing its business and continuing its growth and also taking into account the development of the current epidemic situation and the intense relations between China and the United States, the Group will implement the following strategies:

- continue to prioritise and focus on overseas market by (i) maintaining and strengthening relationship with its existing direct overseas customers; and (ii) staying alert to the epidemic, while expanding the customer base and continuing to prioritise and focus on overseas markets;
- continue to strengthen, expand and diversify its customer base by focusing on (i) the PRC Export-Oriented Wholesalers; and (ii) the PRC retailers;
- diversify its product offerings through continuous development of new products and global licensing strategy;
- expand its production capacity and improve its production efficiency; and
- allocate more resources to expand domestic sales.

#### 疫情影響及展望

由於爆發 COVID-19，本集團的業務受到影響，並仍受限於 COVID-19 爆發的事態發展及政府的建議或限制。董事會繼續評估疫情爆發對本集團營運及財務業績的影響，密切監察及管理本集團面臨是次疫情的相關風險及不確定因素。本集團會在有需要時採取適當措施並向本公司的股東及潛在投資者發出通知。

另一方面，為進一步發展業務並持續增長，也因應本次疫情發展現狀及中美緊張關係，本集團將實施以下策略：

- 通過 (i) 維持並鞏固與現有直接海外客戶的關係；及 (ii) 對疫情保持警惕，同時擴大客戶基礎繼續優先考慮及專注於海外市場；
- 通過專注於 (i) 中國出口型批發商；及 (ii) 中國零售商，以繼續加強、擴展及多樣化其客戶基礎；
- 通過繼續開發新產品和全球授權策略實現產品多樣化；
- 擴大生產能力，提高生產效率；及
- 配置更多資源來擴大國內銷售。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Directors and the management of the Group recognise the importance of sound corporate governance to the long-term success and continuing development of the Group. Therefore, the Board is committed to upholding good corporate standards and procedures, so as to improve the accountability system and transparency of the Group, protect the interests and create value for Shareholders.

During the period from the Listing Date and up to 31 December 2020 (the “**Relevant Period**”), the Company has applied the principles and complied with all applicable code provisions of the Corporate Governance Code (the “**CG Code**”) in Appendix 14 to the Rules Governing the Listing of Securities of the Stock Exchange (the “**Listing Rules**”), save and except the deviation as follows:

Pursuant to code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Yu Huang is currently the chairman of the Board and the chief executive officer of the Group. Mr. Yu Huang has been responsible for the overall management of the Group since the establishment of the Group. The Board believes that the current structure enables the Group to make and implement business decisions swiftly and effectively which promotes the Group’s development in line with other strategies and business direction. The Board considers that the balance of power and authority, accountability and independent decision-making under the present arrangement will not be impaired because of the diverse background and experience of the executive Directors, non-executive Director and independent non-executive Directors. Further, the audit committee of the Company (the “**Audit Committee**”), which consists of independent non-executive Directors, has free and direct access to the Company’s external auditors and independent professional advisers when it considers necessary. Therefore, the Directors consider that the deviation from code provision A.2.1 of the CG Code is appropriate in such circumstance. In order to maintain good corporate governance and to fully comply with code provision A.2.1 of the CG Code, the Board will regularly review the need to appoint different individuals to perform the roles of chairman of the Board and chief executive officer separately.

董事及本集團管理層深知穩健的企業管治對本集團長期成功及持續發展的重要性。因此，董事會致力維持良好的企業標準及程序，以改善本集團問責制度及透明度、保障股東權益及為股東創造價值。

自上市日期至二零二零年十二月三十一日止期間（「**相關期間**」），本公司已遵循聯交所證券上市規則（「**上市規則**」）附錄十四的企業管治守則（「**企業管治守則**」）的原則，並遵守所有適用的守則條文，惟以下各項除外：

根據企業管治守則的守則條文第A.2.1條，主席及行政總裁的角色不應由同一人履行。余煌先生現為董事會主席及本集團行政總裁。余煌先生自本集團成立以來一直負責本集團的整體管理。董事會相信現有架構讓本集團暢順有效地作出並實行業務決定，促進本集團符合其他策略及業務方向的發展。由於執行董事、非執行董事及獨立非執行董事的背景及經驗多元化，董事會認為現有安排項下的權責平衡、問責性及作出決策時的獨立性不會受損。此外，由獨立非執行董事組成的審核委員會（「**審核委員會**」）可於其認為有需要時，隨時直接接觸本公司的外部核數師及獨立專門顧問。因此，董事認為於該等情況下偏離企業管治守則的守則條文第A.2.1條乃屬恰當。為維持良好企業管治及完全遵守企業管治守則的守則條文第A.2.1條，董事會將定期檢討委任不同人士履行董事會主席及行政總裁角色的需要。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Further, Mr. Pui Lik Leung Kenny, an executive Director, sold an aggregate of 300,000 Shares on 22 July and 23 July 2020. These transactions took place during the blackout period under rule A3(a)(i) of the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) without notification to the chairman of the Company. The non-compliance was not deliberate and completely unintentional and was merely due to unfamiliarity of Mr. Pui Lik Leung Kenny with the requirements under the Model Code (the “**Non-Compliance Incident**”). The Non-compliance Incident was immediately identified by the Company and such change of interest was subsequently disclosed on 27 July 2020.

### Board of Directors

The Board is directly, and indirectly through its various committees (the “**Board Committees**”), responsible for the overall management of the business of the Group, formulating the Group’s overall strategic direction and maintaining appropriate levels of review, challenge and guidance in its relationship with the management. The management is delegated with the authority and responsibility by the Board for the day-to-day management and administration of the Group. The Board is provided with the updates from management to give a balanced and understandable assessment of the performance, recent development and prospects of the Group on a regular basis.

The Board is the ultimate decision-making body for all matters considered material to the Group and discharge its responsibilities on corporate governance either by itself or the Board Committees set out in code provision D.3.1 of the CG Code which include the following:

1. to develop and review the policies and practice on corporate governance of the Group and make recommendations;
2. to review and monitor the training and continuous professional development of the Directors and senior management;
3. to review and monitor the Group’s policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Directors and employees; and
5. to review the Company’s compliance with the CG Code and disclosure in the corporate governance report of the Company.

此外，執行董事貝烈亮先生於二零二零年七月二十二日及七月二十三日出售合共300,000股股份。此等交易於上市發行人董事進行證券交易的標準守則（「**標準守則**」）第A3(a)(i)條規定的禁售期內發生，而並未知會本公司主席。此項違規並非故意而為，完全屬無心之失，純粹由於貝烈亮先生不熟悉標準守則規定（「**違規事故**」）。此項違規事故即時被本公司發現，有關權益變動隨後於二零二零年七月二十七日披露。

### 董事會

董事會直接及透過各委員會（「**董事委員會**」）間接負責全面管理本集團業務、制定本集團整體策略方向及對其與管理層的關係維持適當水平的審核、質疑及指引。管理層獲董事會轉授權限及責任執行本集團日常管理及行政事宜。董事會定期獲管理層提供更新資料，以對本集團的表現、最新發展及前景作出公正及易於理解的評估。

董事會是對本集團重大的所有事項的最終決策機構，並自行或透過董事委員會履行企業管治守則的守則條文D.3.1所載其有關企業管治的責任，其中包括以下各項：

1. 制定及審閱有關本集團企業管治的政策及常規，並作出推薦建議；
2. 審閱及監督董事及高級管理層的培訓及持續職業發展；
3. 審閱及監督本集團有關法律及監管規定合規的政策及常規；
4. 制定、審閱及監督董事及僱員的適用行為準則及合規手冊；及
5. 審閱本公司是否遵守企業管治守則及本公司企業管治報告所載披露。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### Composition of The Board

As at the date of this report, the Board comprises seven Directors, including three executive Directors, one non-executive Director and three independent non-executive Directors as set out below:

##### Executive Directors

Mr. Yu Huang (*Chairman and Chief Executive Officer*)  
Mr. Pui Lik Leung Kenny  
Mr. Ni Yanlong

##### Non-executive Director

Ms. Zheng Jingyun

##### Independent Non-executive Directors

Mr. He Weidong  
Ms. Liu Man  
Ms. Zhao Weiwei

Biographical details of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 30 to 34 of this annual report.

In compliance with Rules 3.10(1) and (2) and Rule 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors representing not less than one-third of the Board and at least one of whom has the appropriate professional qualifications, or accounting or related financial management expertise. The Company has received from each independent non-executive Director an annual confirmation of his/her independence, and the Company considers that as at the date of this annual report such Directors are independent in accordance with Rule 3.13 of the Listing Rules.

To the best knowledge of the Board, there are no other relationship (including financial, business, family, and other material/relevant relationships) among the members of the Board as of the date of this report.

#### 董事會組成

於本報告日期，董事會包括七名董事，其中有三名執行董事、一名非執行董事以及三名獨立非執行董事，具體如下：

##### 執行董事

余煌先生 (*主席及行政總裁*)  
貝烈亮先生  
倪彥龍先生

##### 非執行董事

鄭靜雲女士

##### 獨立非執行董事

何衛東先生  
劉曼女士  
趙衛衛女士

董事履歷詳情載於本年報第30至34頁「董事及高級管理層履歷」。

根據上市規則第3.10(1)及(2)條及第3.10A條，本公司已委任三名獨立非執行董事，佔不少於董事會三分之一，且其中至少一名具備適當專業資格、或會計或相關財務管理專長。本公司已接獲各獨立非執行董事對各自獨立性的年度確認書，而根據上市規則第3.13條，本公司認為，於本年報日期該等董事當屬獨立。

就董事會所深知，截至本報告日期，董事會成員之間並無其他關係（包括財務、業務、家屬及其他重大／相關關係）。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### Board Diversity

The Board admits that board diversity is increasingly important as a factor to enhance corporate governance and promote board effectiveness. The current Board composition is well balanced with each Director having skills, experience and expertise relevant to the business operations, development and strategy of the Group and from a variety of backgrounds. Furthermore, the Board has a wide range of age, ranging from 35 years old to 58 years old, and has achieved gender diversity by having four male Directors and three female Directors. The Board is well balanced and diversified in education, professional background, functional expertise, gender, age, culture and industrial experience.

The Board has adopted a Board diversity policy which set out the approach to achieve diversity on the Board and the factors (including but not limited to skills, regional and industry experience, professional experience, background, education, race, gender, age, culture and other qualities, etc.) to be considered in determining the composition of the Board so as to ensure the Board has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy and to maximise the Board's effectiveness. The Board will review the Board diversity policy on a regular basis to ensure its continued effectiveness.

#### Board Process and Meetings

The Board meets regularly to determine overall strategies, receive management updates, approve business plans as well as interim and annual results and to consider other significant matters. Special Board meetings are convened as and when needed. The management also provides updates to the Board with respect to the business activities and development of the Group at these meetings on a regular basis.

Each Director ensures that he/she can give sufficient time and attention to the affairs of the Company and contribute to the Group's development through his/her constructive and informed comments. All the members of the Board disclose and update their number and nature of offices held and time involved on a regular basis.

#### 董事會多元化

董事會承認，董事會多元化作為加強公司治理及提高董事會效率的一個因素，日趨重要。各董事具備與本集團業務營運、發展及策略相關的技能經驗及專長且來自不同背景，故當前董事會組成已達致良好平衡。此外，董事會的年齡範圍甚廣，介乎35歲至58歲，並擁有四名男董事及三名女董事，實現性別多元化。董事會於教育、專業背景、職能專長、性別、年齡、文化及行業經驗各不相同。

董事會已採納董事會多元化政策，當中載列董事會為達致成員多元化而採取的方針及釐定董事會組成的考慮因素（包括但不限於技能、地區及行業經驗、專業經驗、背景、教育、種族、性別、年齡、文化及其他資質等），從而確保董事會具備適當平衡支持其業務策略的執行及令董事會有效運作的技能、經驗及多元化觀點。董事會將定期審查董事會多元化政策，以確保其持續有效。

#### 董事會議事程序及會議

董事會定期舉行會議，以釐定整體策略，接收管理層更新，批准業務規劃以及中期及全年財務業績，並考慮其他重大事項。如有需要，董事會亦會召開特別董事會會議。管理層亦定期在會上向董事會提供有關本集團業務活動及發展的最新進展。

各董事均確保其能付出足夠時間及專注處理本公司事務，並透過彼等具建設性及有根據的意見為本集團的發展作出貢獻。董事會全體成員定期披露並更新其擔任職務的數量及性質以及所涉及的時間。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Board held 4 meetings during FY2020 for discussing and approving the operation and business development of the Company, including without limitation, change in auditors, financial budget and financial statements of the Company. The attendance of each Director at Board and committee meetings of the Company, whether in person or by means of electronic communication, is detailed in the table below:

董事會於二零二零財政年度期間召開四次會議討論並批准本公司的營運及業務發展，包括但不限於更換核數師、財務預算及本公司的財務報表。各董事出席本公司董事會及委員會會議（不論親身或以電子通信方式）的情況詳載於下表：

|  |                | Attendance/No. of meetings held during FY2020<br>出席次數／於二零二零財政年度的會議召開次數 |                             |                                    |                                  |                                     |
|--|----------------|--|-----------------------------|------------------------------------|----------------------------------|-------------------------------------|
|  |                | Board<br>董事會   | Audit<br>Committee<br>審核委員會 | Remuneration<br>Committee<br>薪酬委員會 | Nomination<br>Committee<br>提名委員會 | Annual General<br>Meeting<br>股東週年大會 |
| <b>Executive Directors</b>                 | <b>執行董事</b>    |  |                             |                                    |                                  |                                     |
| Mr. Yu Huang                               | 余煌先生           | 4/4  |                             |                                    | 1/1                              | 1/1                                 |
| Mr. Pui Lik Leung Kenny                    | 貝烈亮先生          | 4/4  |                             | 1/1                                | 1/1                              | 1/1                                 |
| Mr. Ni Yanlong                             | 倪彥龍先生          | 4/4  |                             |                                    |                                  | 1/1                                 |
| <b>Non-executive Director</b>              | <b>非執行董事</b>   |  |                             |                                    |                                  |                                     |
| Ms. Zheng Jingyun                          | 鄭靜雲女士          | 4/4  |                             |                                    |                                  | 1/1                                 |
| <b>Independent Non-executive Directors</b> | <b>獨立非執行董事</b> |  |                             |                                    |                                  |                                     |
| Mr. He Weidong                             | 何衛東先生          | 4/4  | 2/2                         | 1/1                                | 1/1                              | 1/1                                 |
| Ms. Liu Man                                | 劉曼女士           | 4/4  | 2/2                         | 1/1                                | 1/1                              | 1/1                                 |
| Ms. Zhao Weiwei                            | 趙衛衛女士          | 4/4  | 2/2                         |                                    | 1/1                              | 1/1                                 |

### Terms of Appointment and Re-Election of Directors

Each of the executive Directors entered into a service contract with the Company and each independent non-executive Director and the non-executive Director has signed a letter of appointment. The said service contracts and letters of appointment are for an initial term of three years commencing from the Listing Date, subject to re-election in accordance with the Articles of Association of the Company (the "Articles") and termination in accordance with their respective terms.

Pursuant to Article 84 of the Articles, one-third of the Directors shall retire from office by rotation at each annual general meeting and every Director shall be subject to retirement by rotation at least every three years. However, a retiring Director shall be eligible for re-election. Any Director who is appointed by the Board to fill the casual vacancy and any Director appointed by the Board as an addition to the existing Board shall hold office only until the first general meeting after his appointment and the next following annual general meeting of the Company respectively and shall be eligible for re-election pursuant to Article 83(3) of the Articles.

### 董事委任及重選連任條款

執行董事各自已與本公司訂立服務合約，而獨立非執行董事及非執行董事各自已簽訂委任書。上述服務合約及委任書的初步年期均為自上市日期起計三年，惟根據本公司的組織章程細則（「章程細則」）可膺選連任及根據各自的條款終止。

根據章程細則第84條，三分之一董事須於每屆股東週年大會上輪值退任，且每名董事須至少每三年輪值退任一次。然而，退任董事合資格膺選連任。任何獲董事會委任填補臨時空缺的董事及任何獲董事會委任加入現有董事會的董事分別僅可任職至其獲委任後的首屆股東大會及本公司下屆股東週年大會止，並合資格根據章程細則第83(3)條膺選連任。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

As such, Mr. Ni Yanlong, Ms. Zheng Jingyun and Ms. Zhao Weiwei will retire from office as Director and being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company to be held on Thursday, 27 May 2021 in accordance with the Articles.

### Code of Conduct for Securities Transactions by Directors

The Company has adopted the Model Code as its code of conduct regarding dealings in the securities of the Company by the Directors and the Group's senior management who, because of his/her office or employment, is likely to possess inside information in relation to the Group or the Company's securities. Having made specific enquiry, all Directors confirmed that they have complied with the Model Code during the Relevant Period save for the Non-compliance Incident. The Company is not aware of any non-compliance of the Model Code by the senior management of the Group during the Relevant Period. The Company has paid due regard to the Non-compliance Incident and in order to prevent the occurrence of similar incidents, the Company had immediately reminded all Directors again the dealing restriction during the blackout period and the importance of complying with the Listing Rules in their dealings of the Shares and in particular the importance of giving written notice and obtaining written acknowledgement prior to conducting any intended dealings. The Company had also provided further briefings to develop and refresh the Directors' knowledge and enhance their awareness of good corporate governance practices.

### Directors' Training and Professional Development

The Group acknowledges the importance of continuing professional development for the Directors to extend and refresh their knowledge and skills. Every Director keeps abreast of responsibilities as a Director and of the conduct, business activities and development of the Company.

因此，根據章程細則，倪彥龍先生、鄭靜雲女士及趙衛衛女士將於本公司訂於二零二一年五月二十七日（星期四）舉行的應屆股東週年大會上退任董事職務，並合資格且願意膺選連任。

### 董事進行證券交易的行為守則

本公司已採納標準守則作為其董事以及由於其職務或工作而可能擁有與本集團或本公司證券有關的內幕資料的本集團高級管理層進行本公司證券交易的行為守則。經作出具體查詢後，全體董事確認，除違規事故外，於有關期間內彼等均已遵守標準守則。本公司並不知悉本集團高級管理層在有關期間內曾有任何違反標準守則之情況。本公司高度重視此項違規事故，為防止類似事件發生，本公司已立即再度提醒所有董事注意禁售期內的交易限制，以及於買賣股份時遵守上市規則的重要性，尤其是於進行任何計劃交易前發出書面通知及取得書面確認的重要性。本公司亦已提供進一步簡報，發展和更新董事的知識，加強其對於良好企業管治常規的意識。

### 董事培訓及專業發展

本集團深諳持續專業發展對董事拓展及補充知識及技能的重要性。各董事均恪守作為本公司董事的責任，並時刻緊貼本公司的操守、業務活動及發展。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Pursuant to the requirements of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills, and should provide their training records to the Company. According to the training records provided by the Directors, the trainings attended by them during FY2020 are summarised as follows:

根據企業管治守則規定，所有董事應參與持續專業發展，發展並更新其知識及技能，並應向本公司提供其培訓記錄。根據董事提供的培訓記錄，彼等於二零二零財政年度所參與的培訓概述如下：

| Directors                                  |                | Corporate Governance, Regulatory Development and Trainings on other relevant topics |
|--|----------------|---|
| 董事   |                | 企業管治、監管發展及其他相關議題的培訓   |
| <b>Executive Directors</b>                 | <b>執行董事</b>    |   |
| Mr. Yu Huang                               | 余煌先生           | √   |
| Mr. Pui Lik Leung Kenny                    | 貝烈亮先生          | √   |
| Mr. Ni Yanlong                             | 倪彥龍先生          | √   |
| <b>Non-executive Director</b>              | <b>非執行董事</b>   |   |
| Ms. Zheng Jingyun                          | 鄭靜雲女士          | √   |
| <b>Independent Non-executive Directors</b> | <b>獨立非執行董事</b> |   |
| Mr. He Weidong                             | 何衛東先生          | √   |
| Ms. Liu Man                                | 劉曼女士           | √   |
| Ms. Zhao Weiwei                            | 趙衛衛女士          | √   |

## BOARD COMMITTEES

The Board has established three Board Committees, namely the Audit Committee, the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”), for overseeing particular aspects of the Group’s affairs. All Board Committees were established with written terms of reference in compliance with the relevant code provisions of the CG Code, which are available at the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.kidztech.net](http://www.kidztech.net)).

### Audit Committee

The Audit Committee consists of three members, including the independent non-executive Directors, Ms. Zhao Weiwei, Ms. Liu Man and Mr. He Weidong. Ms. Zhao is the chairlady of the Audit Committee, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

## 董事委員會

董事會已設立三個董事委員會，即審核委員會、薪酬委員會（「**薪酬委員會**」）及提名委員會（「**提名委員會**」），以監管本集團特定事宜。所有董事委員會均根據企業管治守則之有關守則條文設立，並有書面職權範圍（可於聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.kidztech.net](http://www.kidztech.net))查閱）。

### 審核委員會

審核委員會現由三名成員組成，包括獨立非執行董事趙衛衛女士、劉曼女士及何衛東先生。趙女士為審核委員會主席，持有上市規則第3.10(2)條及第3.21條規定的適當專業資格。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The primary duties of the Audit Committee are to make recommendation to the Board on appointment or re-appointment and removal of external auditor; review financial statements of the Company and judgments in respect of financial reporting; and oversee the effectiveness of the internal control and risk management systems of the Group.

As disclosed above, during FY2020, two Audit Committee meetings were held to review and discuss with the management and the external auditor in respect of the accounting principles and practices adopted by the Group, as well as reviewing the results for FY2019, unaudited interim results for the six months ended 30 June 2020.

#### Remuneration Committee

The Remuneration Committee consists of three members, including two independent non-executive Directors, Ms. Liu Man (who is the chairlady of the Remuneration Committee) and Mr. He Weidong and one executive Director, Mr. Pui Lik Leung Kenny.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors, senior management and general staff of the Group and ensure that none of the Directors or any of their associates determine their own remuneration.

As disclosed above, during FY2020, one Remuneration Committee meeting was held to review the remuneration structure of the Directors.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the members of senior management by band for FY2020 is set out below:

審核委員會的主要職責為（其中包括）就外部核數師的委任、重新委任及罷免向董事會提供建議；審閱本公司的財務報表及有關財務匯報的判斷；以及監察本集團內部監控及風險管理制度的成效。

誠如上文所述，於二零二零財政年度，審核委員會舉行二次會議，以審閱及與管理層及外部核數師討論本集團採納的會計原則及慣例，以及審閱二零一九財政年度的業績、截至二零二零年六月三十日止六個月的未經審核中期業績。

#### 薪酬委員會

薪酬委員會現由三名成員組成，包括兩名獨立非執行董事劉曼女士（薪酬委員會主席）及何衛東先生，以及一名執行董事貝烈亮先生。

薪酬委員會的主要職責為就本集團全體董事、高級管理層及一般員工的整體薪酬政策及架構向董事會提供建議，確保董事或任何其他聯繫人不得參與釐定自己的薪酬。

誠如上文所述，於二零二零財政年度，薪酬委員會舉行一次會議，以檢討董事的薪酬架構。

根據企業管治守則的守則條文第B.1.5條，二零二零財政年度按等級劃分的高級管理人員的年薪如下：

|                     |                 | <b>Number of individuals</b> |
|---------------------|-----------------|------------------------------|
|                     |                 | <b>人數</b>                    |
| Emolument bands     | 酬金範圍            |                              |
| Nil to HKD1,000,000 | 零至 1,000,000 港元 | 2                            |

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### Nomination Committee

The Nomination Committee consists of five members, including three independent non-executive Directors, Mr. He Weidong (who is the chairman of the Nomination Committee), Ms. Liu Man and Ms. Zhao Weiwei and two executive Directors, Mr. Yu Huang and Mr. Pui Lik Leung Kenny.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board annually, identify individuals suitably qualified to become Board members; assess the independence of independent non-executive Directors and make recommendations to the Board on matters relating to appointment and reappointment of Directors.

To enhance the nomination process for a Director candidate, a nomination policy was adopted during FY2020 as a guidance on the selection process and Board succession planning. The Nomination Committee will utilise various methods for identifying Director candidates, including recommendations from the Board members, management, and professional search firms and may review of resume and job history, conduct personal interviews and verification of professional and personal references or perform the background checks, etc. On evaluation of the Director candidates including incumbents and candidates nominated by the Shareholders, the Board and the Nomination Committee will take into account whether a candidate has the qualifications, skills and experience, gender diversity, etc. that can add to and complement the range of skills, experience and background of the existing Directors and may consider the following qualifications are at a minimum to be required of a Director candidate for recommendation to the Board, or the continued service of the existing Director:

- the highest personal and professional ethics and integrity;
- proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
- skills that are complementary to those of the existing Board;
- the ability to assist and support management and make significant contributions to the Company's success;
- an understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities; and
- independence as required by the Listing Rules.
- 崇高個人及專業操守及誠信；
- 獲提名人在其領域的過往實績及競爭力以及作出健全業務判斷的能力；
- 與現有董事會成員相輔相成的技能；
- 協助及支援管理層的能力及對本公司的成功作出重大貢獻；
- 了解董事會成員所需的受信責任以及辛勤履行該等責任所需投入的時間和精力；及
- 具備上市規則規定的獨立性。

#### 提名委員會

提名委員會現由五名成員組成，包括三名獨立非執行董事何衛東先生（提名委員會主席）、劉曼女士及趙衛衛女士，以及兩名執行董事余煌先生及貝烈亮先生。

提名委員會的主要職責為每年檢討董事會的架構、規模及組成，物色具備合適資格可擔任董事會成員的人士；評核獨立非執行董事的獨立性以及就董事委任及重新委任的相關事宜向董事會提供建議。

為加強董事候選人的提名程序，於二零二零財政年度內已採納提名政策，作為甄選程序及董事會繼任計劃的指引。提名委員會將使用各種方法物色董事候選人，包括董事會成員、管理層及專業獵頭公司的推薦建議，並可能檢視履歷及工作歷程，進行個人面試及核實專業及個人的推薦資料或作出背景調查等。於評估董事候選人（包括現任董事及股東提名的候選人）時，董事會及提名委員會將考慮候選人是否具備資格、技能及經驗、性別多元化等以增添及補足現有董事涵蓋的技能、經驗及背景範圍，並可認為向董事會推薦的候選人或繼續提供服務的現任董事至少需具備以下資格：

## CORPORATE GOVERNANCE REPORT

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The Board and the Nomination Committee will also make reference to the Board diversity policy, details of which are set out in the section headed “Board Diversity” above.

As disclosed above, during FY2020, one Nomination Committee meeting was held to review the structure of the Board and assess the independence of the independent non-executive Directors.

### Company Secretary

Ms. Koo Ching Fan and Ms. Cao Xuelian are the joint company secretaries of the Company. Ms. Koo’s primary contact person at the Company is Ms. Cao Xuelian, one of the joint company secretaries of the Company. Ms. Koo has confirmed that she has attended no less than 15 hours of relevant professional training in FY2020. Please refer to the section headed “Biographical Details of Directors and Senior Management” of this annual report for their biographical information.

### Directors’ and External Auditor’s Responsibilities for the Financial Statements

The Directors acknowledge their responsibility for preparation of the financial statements which give a true and fair of the state of affairs of the Group. In preparing the financial statements which give a true and fair view, it is fundamental that appropriate accounting policies should be selected and applied consistently.

This statement of the external auditors of the Company acknowledging their reporting responsibilities on the financial statements is set out in the “Independent Auditor’s Report” contained in this annual report.

### Internal Control and Risk Management

The Company recognises the importance of good internal control procedures. The Board believes that the internal control and risk management systems and current procedures including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company’s accounting and financial reporting function, are sufficient in terms of the comprehensiveness, practicability and effectiveness.

The Board has overall responsibility for the risk management and internal control systems for reviewing its effectiveness. The Group has an internal audit function which conducts review on adequacy and effectiveness of the risk management and internal control systems of the Group. Such review is conducted annually. Yet, these systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

董事會及提名委員會亦會參考董事會多元化政策，其詳情載於上文「董事會多元化」一節。

誠如上文所述，於二零二零財政年度，提名委員會舉行一次會議，以檢討董事會架構及評估獨立非執行董事的獨立性。

### 公司秘書

顧菁芬女士及曹雪蓮女士為本公司聯席公司秘書。顧女士於本公司的主要聯絡人為本公司聯席公司秘書之一的曹雪蓮女士。顧女士確認於二零二零年財政年度已參加不少於15小時的相關專業培訓有關彼等之履歷資料，請參閱本年報「董事及高級管理層履歷」一節。

### 董事及外部核數師就財務報表須承擔之責任

董事確認其須就編製公平及真實反映本集團狀況之財務報表承擔責任，而於編製真實及公平的財務報表時選擇及貫徹應用適當的會計政策尤為重要。

本公司外聘核數師確認其就財務報表所承擔的申報責任聲明已載於本年報「獨立核數師報告」。

### 內部監控及風險管理

本公司認可良好內部監控程序的重要性。董事會認為內部監控及風險管理制度及現行程序（包括本公司會計及財務申報部門資源充足性、員工質素及經驗、培訓課程及預算）在全面性、實用性及有效性方面均屬充分。

董事會全面負責風險管理及內部監控系統以檢討其成效。本集團設有內部審核職能，對本集團風險管理及內部監控系統的充足性及有效性進行審查。有關審查每年進行一次。不過，有關制度乃旨在管理而非消除未能達成業務目標的風險，僅能針對重大錯誤陳述或損失提供合理而非絕對保障。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Audit Committee is also accountable for, and will review of, the Company's financial controls, risk management and internal control systems on a regular basis.

With respect to internal controls for the handling and dissemination of inside information, the Company shall assess the circumstances under which inside information may arise from time to time and disclose inside information as soon as reasonably practicable in accordance with the Securities and Futures Ordinance (“SFO”) and the Listing Rules. The Company conducts its business affairs with close regard to the “Guidelines on Disclosure of Inside Information” issued by the Securities and Futures Commission and imposes a strict prohibition on the unauthorised use of confidential or inside information by directors, employees and other relevant persons (such as external service providers and project working team members).

### Auditor's Remuneration

For FY2020, the fee paid or payable in respect of the services provided is as follows:

|                |      | Amount<br>金額<br>RMB'000<br>人民幣千元 |
|----------------|------|----------------------------------|
| Audit services | 審核服務 | 1,600                            |
| Total          | 總計   | 1,600                            |

### Shareholders' Rights and Investor Relations

The Board values the importance of communications with the Shareholders. As one of the measures to safeguard the Shareholders' interests and rights, separate resolutions will be proposed at Shareholders' meeting on each substantial issue including the re-election of individual Directors. All resolutions put forward at the Shareholders' meeting will be conducted by poll pursuant to the Listing Rules and the poll results will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.kidztech.net](http://www.kidztech.net)).

The next annual general meeting of the Company will be held on Thursday, 27 May 2021 and notice of the meeting will be sent to the Shareholders at least 20 clear business days before the said meeting.

審核委員會亦負責並將定期審閱本公司財務控制、風險管理及內部監控制度。

有關處理及發佈內幕消息的內部監控，本公司不時考慮可能構成內幕消息的情況並根據證券及期貨條例（「證券及期貨條例」）及上市規則在合理切實可行的範圍內盡快披露內幕消息。本公司在日常業務過程中嚴格遵循證券及期貨事務監察委員會發出的《內幕消息披露指引》，嚴禁董事、員工及其他相關人士（如外部服務供應商及項目工作組成員）在未經許可下使用機密資料或內幕消息。

### 核數師酬金

於二零二零財政年度，就所提供服務已付或應付費用如下：

|                |      | Amount<br>金額<br>RMB'000<br>人民幣千元 |
|----------------|------|----------------------------------|
| Audit services | 審核服務 | 1,600                            |
| Total          | 總計   | 1,600                            |

### 股東權利及投資者關係

董事會重視與股東的溝通。作為其中一項保障股東權益及權利之措施，本公司於股東大會上就每項重大事宜（包括重選個別董事）提呈獨立決議案。根據上市規則，於股東大會上提呈之所有決議案均以投票方式表決，投票表決結果將刊載於聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.kidztech.net](http://www.kidztech.net))。

本公司下屆股東週年大會將於二零二一年五月二十七日（星期四）舉行，會議通知將於上述會議前至少足20個營業日發送予股東。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### Procedures and Right for Shareholders to Convene Extraordinary General Meeting

The following procedures for Shareholders to convene an extraordinary general meeting (the “EGM”) are subject to the Articles, and the applicable legislation and regulations, in particular the Listing Rules:

1. if any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company submit a written requisition to the Board or the Secretary of the Company to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition; and
2. the Board should within 21 days from the date of the deposit for the requisition proceed duly to convene the EGM to be held within two months after the deposit of such requisition. If the Board fails to do so, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Shareholders may also make reference to Article 58 of the Articles for further details.

#### Procedures for Shareholders to Propose a Person for Election as a Director of the Company

If a Shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with the appointment or election of Director(s), wishes to propose a person for election as a Director at that meeting, he/she may lodge a written notice at the Company's principal place of business in Hong Kong at Room 802, 8/F, Inter-Continental Plaza, 94 Granville Road, Tsim Sha Tsui East, Kowloon, Hong Kong for the attention of the company secretary of the Company. Detailed procedures for Shareholders to propose a person for election as a Director can be found on the Company's website ([www.kidztech.net](http://www.kidztech.net)).

#### Investors Relations

The Board recognises the importance of maintaining an ongoing dialogue with the Shareholders through various channels including

#### 股東召開股東特別大會之程序及權利

以下股東召開股東特別大會（「股東特別大會」）之程序須遵守細則及適用法律及法規，尤其是上市規則：

1. 任何一位或以上於遞呈要求當日持有不少於本公司繳足股本（具本公司股東大會之投票權）十分之一的股東透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理該要求中指明的任何事務；且該大會應於遞呈該要求後兩(2)個月內舉行；及
2. 董事會應於遞呈要求當日起21日內妥為籌備將於遞呈該要求後兩個月內召開的股東特別大會。若董事會沒有開展召開有關大會之程序，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會之缺失而產生的所有合理開支應由本公司向遞呈要求人士償付。

股東亦可參照章程細則第58條獲取更多詳情。

#### 股東提名人選參選本公司董事之程序

倘合資格出席並於為委任或選舉董事而召開之股東大會上投票之股東擬於會上提議推選個人為董事，彼可遞交書面通知至本公司香港主要營業地點（地址為香港九龍尖沙咀東加連威老道94號明輝中心8樓802室），收件人為本公司之公司秘書。有關股東提名人選參選本公司董事之詳細程序可於本公司網站([www.kidztech.net](http://www.kidztech.net))查閱。

#### 投資者關係

董事會認識到透過多個渠道包括股東大會、新聞稿、公告及公司通訊（如年度報告、中

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

general meetings, press releases, announcements and corporate communications such as the annual report, interim report and circulars. Latest news and updates of the Group's business and operation are also available on the Company's website ([www.kidztech.net](http://www.kidztech.net)).

The Company has adopted a Shareholders' communication policy. Enquiries and proposals from Shareholders, investors and all stakeholders of the Company are welcomed. Enquires to the Board or the Company must be deposited at or sent by post to the Company's principal place of business in Hong Kong at Room 802, 8/F, Inter-Continental Plaza, 94 Granville Road, Tsim Sha Tsui East, Kowloon, Hong Kong with full name, contact details and identification provided.

Any enquires in relation to the shareholdings, share transfer or registration of the Company may contact the Company's share registrar. Their contact details can be found on the Company's website ([www.kidztech.net](http://www.kidztech.net)).

### Constitutional Documents

The latest Articles (conditionally adopted by a special resolution dated 13 February 2020 and effective from 18 March 2020) are available at the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.kidztech.net](http://www.kidztech.net)).

期報告及通函) 維持與股東持續溝通的重要性。本集團業務及營運的最新消息及資料亦可於本公司網站([www.kidztech.net](http://www.kidztech.net))查閱。

本公司已採納其股東溝通政策。董事會歡迎本公司股東、投資者及所有持份者查詢及提議。向董事會或本公司作出之查詢須附隨全名、聯繫方式及身份證明送達或郵寄至本公司香港主要營業地點(地址為香港九龍尖沙咀東加連威老道94號明輝中心8樓802室)。

任何向本公司作出之有關本公司股權或股份轉讓或股份註冊之詢問可聯繫本公司股份過戶登記處。其聯繫方式載於本公司網站([www.kidztech.net](http://www.kidztech.net))。

### 章程文件

最新章程細則(通過日期為二零二零年二月十三日的特別決議案而有條件採納並自二零二零年三月十八日生效)可於聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.kidztech.net](http://www.kidztech.net))查閱。

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層履歷

### Directors

#### Executive Directors

**Mr. Yu Huang (余煌)**, aged 40, founded the Group through the establishment of Shantou Chenghai Jinjun Toys Co., Ltd.\* (汕頭市澄海區錦駿玩具有限公司) in June 2009. Mr. Yu is the chairman, executive Director, chief executive officer and controlling shareholder of the Company. He was appointed as a Director in October 2019 and was re-designated as an executive Director in November 2019.

Mr. Yu has over 12 years of experience in the toy manufacturing and sale industry. Prior to the establishment of the Group, Mr. Yu worked as the deputy general manager of Shantou Chenghai Changxing Paper Foil Co., Ltd.\* (汕頭市澄海區昌興紙箔有限公司) from July 2004 to March 2007 and the general manager of Shantou Chenghai Jinjun Toys Factory\* (汕頭市澄海區錦駿玩具廠), which is primarily engaged in toy manufacturing, from March 2007 to June 2009. Mr. Yu graduated from the Guangdong Justice Police Vocational College\* (廣東司法警官職業學院) in the PRC and was awarded a professional diploma in law.

**Mr. Pui Lik Leung Kenny (貝烈亮)**, aged 50, was appointed as a Director in October 2019 and re-designated as an executive Director in November 2019. Mr. Pui is a deputy general manager of the Group who is mainly responsible for managing the sales function.

Mr. Pui has over 20 years of experience in the toy manufacturing and sales industry. He joined the Group in July 2011 as a director and the general manager of Kidztech Toys Manufacturing Limited. Prior to joining the Group, he held management positions in various toys and trading companies.

Mr. Pui obtained a Diploma in Mechanical Engineering (Production) from Hong Kong Institute of Vocational Education (Sha Tin).

### 董事

#### 執行董事

余煌先生，40歲，於二零零九年六月透過成立汕頭市澄海區錦駿玩具有限公司創立本集團。余先生為本公司主席、執行董事、行政總裁及控股股東。彼於二零一九年十月獲委任為董事，並於二零一九年十一月獲調任為執行董事。

余先生在玩具製造及銷售行業擁有逾12年經驗。於成立本集團前，余先生曾於二零零四年七月至二零零七年三月擔任汕頭市澄海區昌興紙箔有限公司副總經理，並於二零零七年三月至二零零九年六月擔任汕頭市澄海區錦駿玩具廠（主要從事玩具製造）總經理。余先生畢業於中國的廣東司法警官職業學院並獲頒發法律專業文憑。

貝烈亮先生，50歲，於二零一九年十月獲委任為董事，並於二零一九年十一月獲調任為執行董事。貝先生為本集團的副總經理，主要負責管理銷售職能。

貝先生在玩具製造及銷售行業擁有逾20年經驗。彼於二零一一年七月加入本集團擔任奇士達玩具製造有限公司的董事兼總經理。於加入本集團前，彼曾在多家玩具及貿易公司擔任管理職位。

貝先生取得香港專業教育學院（沙田）機械工程（生產）文憑。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Ni Yanlong (倪彥龍)**, aged 45, was appointed as an executive Director in November 2019. Mr. Ni is a deputy general manager of the Group who is mainly responsible for managing the administrative, public relations and human resources functions of the Group. He joined Kidztech Intelligent Technology Co. Ltd.\* (奇士達智能科技股份有限公司) (“**Kidztech Intelligent**”) (now known as Kidztech (Guangdong) Intelligent Technology Co., Ltd.\*) as a deputy general manager in August 2017 and was a director from September 2017 to October 2019.

Prior to joining the Group, Mr. Ni had been an official in various government departments.

Mr. Ni obtained a legal professional practising certificate and a lawyer’s certificate in the PRC. He was awarded a Bachelor degree in International Economic Law from the Guangdong University of Finance and Economics (廣東財經大學).

#### Non-executive Director

**Ms. Zheng Jingyun (鄭靜雲)**, aged 46, was appointed as a non-executive Director in November 2019. Ms. Zheng is mainly responsible for advising on business strategy of the Group. She joined the Group in April 2016 and was a director of Kidztech Intelligent from April 2016 to October 2019.

Ms. Zheng has been an executive director and a general manager of various private companies.

Ms. Zheng graduated from Chengcheng Vocational and Technical School\* (澄城職業技術中學) in the PRC.

#### Independent non-executive Directors

**Mr. He Weidong (何衛東)** (formerly known as He Jinghui (何晶輝)), aged 58, was appointed as an independent non-executive Director in February 2020. He was an independent director of Kidztech Intelligent from September 2017 to October 2019.

Mr. He has over 20 years of experience in corporate and investment management. He held management positions at China Network Communications Co., Ltd. (中國網絡通信有限公司) (which was merged with China United Network Communications Group Co., Ltd. later) and CNC Kuandai Network Co., Ltd.\* (網通寬帶網絡有限責任公司). He is currently a shareholder, an executive director and a general manager of various private companies.

**倪彥龍先生**，45歲，於二零一九年十一月獲委任為執行董事。倪先生為本集團的副總經理，主要負責管理本集團的行政、公共關係及人力資源職能。彼於二零一七年八月加入奇士達智能科技股份有限公司（「**奇士達智能**」）（現為奇士達（廣東）智能科技股份有限公司）擔任副總經理，並於二零一七年九月至二零一九年十月擔任其董事。

於加入本集團前，倪先生曾在多個政府部門任職。

倪先生在中國獲得法律專業資格證書及律師執業證書。彼取得中國廣東財經大學國際經濟法學士學位。

#### 非執行董事

**鄭靜雲女士**，46歲，於二零一九年十一月獲委任為非執行董事。鄭女士主要負責就本集團的業務策略提供意見。彼於二零一六年四月加入本集團，於二零一六年四月至二零一九年十月擔任奇士達智能董事。

鄭女士曾為多家私營公司的執行董事及總經理。

鄭女士於畢業於中國澄城職業技術中學。

#### 獨立非執行董事

**何衛東先生**（前稱何晶輝），58歲，於二零二零年二月獲委任為獨立非執行董事。彼於二零一七年九月至二零一九年十月擔任奇士達智能獨立董事。

何先生在企業及投資管理方面擁有逾20年經驗。彼曾在中國網絡通信有限公司（後來與中國聯合網絡通信集團有限公司合併）及網通寬帶網絡有限責任公司擔任管理職位。彼現為多家私營公司的股東、執行董事及總經理。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

Mr. He obtained a Bachelor of Radio Engineering degree from the Beijing University of Posts and Telecommunications (北京郵電大學) in the PRC, and an Executive Master of Business Administration diploma from the Tsinghua University (清華大學) in the PRC. He obtained the “qualification as an independent director of listed companies” from the Shenzhen Stock Exchange in 2018.

**Ms. Liu Man (劉曼)**, aged 35, was appointed as an independent non-executive Director in February 2020. She was an independent director of Kidztech Intelligent from September 2017 to October 2019. Ms. Liu worked as an assistant judge at Shantou City Intermediate People’s Court Criminal No.1 Court from August 2010 to May 2017. Since May 2017, she has been an assistant to the general manager of Zhuhai Technology Venture Capital Co., Ltd.\* (珠海科技創業投資有限公司).

Ms. Liu obtained a legal professional qualification certificate. She obtained the “qualification as an independent director of listed companies” from the Shenzhen Stock Exchange in 2018. She obtained a Bachelor of Laws degree and a Bachelor of Arts degree in English from the Huazhong University of Science & Technology (華中科技大學) in the PRC. She further obtained a Master in Economic Law degree from the Wuhan University (武漢大學) in the PRC.

**Ms. Zhao Weiwei (趙衛衛)**, aged 39, was appointed as an independent non-executive Director in February 2020. She was an independent director of Kidztech Intelligent from September 2017 to October 2019.

Ms. Zhao has worked at various accountancy and taxation consultancy firms, and held management positions in the tax department of Shenzhou Digital Information Technology Co., Ltd.\* (神州數碼信息系統有限公司) and Shenzhou Yitai Information Technology Co., Ltd.\* (神州易泰信息技術有限公司). Since December 2017, she has been a senior manager at Zhongcheng Yinghe Tax Consultant (Beijing) Co., Ltd.\* (中誠盈禾稅務師事務所(北京)有限公司).

Ms. Zhao has been a certified public accountant and certified tax consultant of the PRC since July 2009 and May 2016, respectively. She obtained the “qualification as an independent director of listed companies” from the Shenzhen Stock Exchange in 2018. She obtained a Bachelor of Accounting degree and a Master degree in business administration from the Minzu University of China (中央民族大學) in the PRC.

何先生取得中國北京郵電大學無線電工程學士學位，以及中國清華大學高級管理人員工商管理碩士學位。彼於二零一八年獲得深圳證券交易所「上市公司獨立董事資格」。

**劉曼女士**，35歲，於二零二零年二月獲委任為獨立非執行董事。彼於二零一七年九月至二零一九年十月擔任奇士達智能獨立董事。於二零一零年八月至二零一七年五月，劉女士擔任汕頭市中級人民法院刑事一審法院助理審判員。自二零一七年五月起，彼擔任珠海科技創業投資有限公司總經理助理。

劉女士獲得法律專業資格證書。彼於二零一八年獲得深圳證券交易所「上市公司獨立董事資格」。彼取得中國華中科技大學法學學士及英語文學學士學位。彼進一步取得中國武漢大學經濟法碩士學位。

**趙衛衛女士**，39歲，於二零二零年二月獲委任為獨立非執行董事。彼於二零一七年九月至二零一九年十月擔任奇士達智能獨立董事。

趙女士曾任職於多家會計及稅務顧問公司，並在神州數碼信息系統有限公司及神州易泰信息技術有限公司稅務部門擔任管理職位。自二零一七年十二月起，彼擔任中誠盈禾稅務師事務所(北京)有限公司高級經理。

趙女士自二零零九年七月及自二零一六年五月起分別成為中國執業會計師及執業稅務師。彼於二零一八年獲得深圳證券交易所「上市公司獨立董事資格」。彼取得中國中央民族大學會計學士學位及工商管理碩士學位。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

#### Senior Management

**Mr. Wu Demiao (伍德秒)**, aged 34, is the financial controller of the Group and is mainly responsible for the financial and accounting matters of the Group. He joined the Group as a deputy financial controller of Kidztech Intelligent in March 2015 and was subsequently promoted as the financial controller in September 2015.

Mr. Wu has over 10 years of experience in accounting and finance. He had been working in various accountancy firms prior to joining the Group. He has been a certified public accountant in the PRC since December 2013.

Mr. Wu obtained a Bachelor of Accounting degree from the Zhejiang University of Finance and Economics (浙江財經學院) in the PRC.

**Ms. Cao Xuelian (曹雪蓮)**, aged 34, is a deputy general manager of the Group and one of the joint company secretaries of the Company. She is mainly responsible for the company secretarial matters, investors relationship and legal functions of the Group. She has joined the Group as the secretary to the board of directors of Kidztech Intelligent since April 2015 and since August 2017 she has also been its deputy general manager.

Prior to joining the Group, Ms. Cao worked as a paralegal at a law firm and a legal manager at a public company. She obtained a legal professional qualification certificate and a legal professional practising certificate in the PRC.

She obtained a Bachelor of History degree from the Hubei University (湖北大學) and a Master of Laws degree from the Southwest University of Political Science & Law (西南政法大學) in the PRC.

#### 高級管理層

**伍德秒先生**，34歲，為本集團財務總監，主要負責本集團的財務及會計事宜。彼於二零一五年三月加入本集團擔任奇士達智能的財務副總監，並隨後於二零一五年九月被晉升為財務總監。

伍先生於會計及財務方面擁有逾十年經驗。彼於加入本集團前曾任職於多家會計師事務所。彼自二零一三年十二月起成為中國註冊會計師。

伍先生取得中國浙江財經學院會計學學士學位。

**曹雪蓮女士**，34歲，為本集團的副總經理及本公司聯席公司秘書之一。彼主要負責本集團的公司秘書事宜、投資者關係及法律職能。彼自二零一五年四月起加入本集團擔任奇士達智能董事會秘書，並自二零一七年八月起擔任副總經理。

於加入本集團前，曹女士於一家律師事務所擔任律師助理，及於一家公眾公司擔任法律部門經理。彼獲得中國法律專業資格證書及律師執業證書。

彼取得湖北大學歷史學學士學位及中國西南政法大學法學碩士學位。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

#### Joint Company Secretary

**Ms. Koo Ching Fan (顧菁芬)**, aged 51, was appointed as one of the joint company secretaries of the Company with effect from 1 November 2019. Ms. Koo is a director of Fair Wind Secretarial Services Limited and has over 20 years of experience in the company secretarial field. She is currently a company secretary of seven companies listed on the Stock Exchange, including: Capinfo Company Limited (Stock Code: 1075), CMIC Ocean En-Tech Holding Co., Ltd. (Stock Code: 206), International Housewares Retail Company Limited (Stock Code: 1373), Shenzhen Investment Holdings Bay Area Development Company Limited (Stock Code: 737), Shun Ho Holdings Limited (Stock Code: 253), Shun Ho Property Investments Limited (Stock Code: 219) and Magnificent Hotel Investments Limited (Stock Code: 201).

Ms. Koo has extensive knowledge and experience in dealing with corporate governance and compliance issues of listed companies. Ms. Koo is an associate member of The Hong Kong Institute of Chartered Secretaries and the Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in England. She is also a fellow member of The Association of Chartered Certified Accountants.

*\* For identification purpose only*

#### 聯席公司秘書

**顧菁芬女士**，51歲，自二零一九年十一月一日起獲委任為本公司其中一名聯席公司秘書。顧女士現為富榮秘書服務有限公司董事且在公司秘書領域擁有逾20年經驗。彼現於七間聯交所上市公司（包括首都信息發展股份有限公司（股份代號：1075）、華商國際海洋能源科技控股有限公司（股份代號：206）、國際家居零售有限公司（股份代號：1373）、深圳投控灣區發展有限公司（股份代號：737）、順豪控股有限公司（股份代號：253）、順豪物業投資有限公司（股份代號：219）及華大酒店投資有限公司（股份代號：201））擔任公司秘書。

顧女士在處理上市公司企業管治及合規事宜方面擁有豐富的知識及經驗。顧女士為香港特許秘書公會及英國特許公司治理公會（前稱特許秘書及行政人員公會）會士。彼亦為特許公認會計師公會資深會員。

*\* 僅供識別*

# REPORT OF DIRECTORS

## 董事會報告

The Directors hereby present their report and audited consolidated financial statements for FY2020.

### Principal Activities and Business Review

The Group is principally engaged in the design, development, manufacture and sale of high-quality smart toy vehicles, smart interactive toys and traditional toys. The products of the Group are manufactured on an original brand manufacturing, ODM and OEM bases, and are (i) branded with the Group's "kidztech" brand; (ii) cobranded with (a) renowned automobile manufacturers, (b) popular entertainment characters featured in animated television series or motions pictures or (c) toy brand owner; and (iii) branded under the Group's overseas customers' brands, which mainly represent the products the Group manufactures on an ODM and OEM bases and the products sold to the Group's customers branded under their respective brands. Details of the principal activities of its subsidiaries are set out in note 35 to the consolidated financial statements.

For discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including a fair review of business and an indication of likely future developments in the Group's business, can be found in section headed "Management Discussion and Analysis" on pages 6 to 16 of this annual report.

### Segment Information

An analysis of the Group's performance for FY2020 by operating segment is set out in note 8 to the consolidated financial statements.

### Results and Dividends

The results of the Group for FY2020 are set out in the consolidated statement of comprehensive income on page 59 of this annual report.

The Group did not have a formal dividend payment plan or policy. Declaration of dividends was subject to the discretion of the Directors, depending on the results of operation, working capital and cash position, future business and earnings, capital requirements, contractual restrictions under the bank loan agreements, if any, as well as any other factors which the Directors might consider relevant. In addition, any declaration and payment as well as the amount of the dividends would be subject to the provisions of the Articles and the applicable laws of the Cayman Islands.

董事謹此提呈彼等於二零二零財政年度的報告及經審核綜合財務報表。

### 主要活動及業務回顧

本集團主要設計、開發、製造及銷售高品質智能車模、智能互動式玩具及傳統玩具。本集團的產品以原品牌製造、ODM及OEM模式製造，為(i)本集團「奇士達」品牌的產品；(ii)與(a)知名汽車製造商、(b)動畫電視劇集或電影所塑造的流行娛樂角色或(c)玩具品牌擁有人推出的聯合品牌產品；及(iii)使用本集團海外客戶的品牌（主要指本集團以ODM及OEM模式製造的產品）的產品，以及售予本集團客戶使用客戶各自品牌的產品。附屬公司主要業務詳情載於綜合財務報表附註35。

根據香港法例第622章《公司條例》附表5規定對該等活動之討論及分析，包括公平審閱業務，以及本集團業務未來可能發展的指標，均載於本年報第6至16頁所載「管理層討論及分析」一節。

### 分部資料

本集團於二零二零財政年度按經營分部劃分的表現分析載於綜合財務報表附註8。

### 業績及股息

本集團二零二零財政年度的業績載於本年報第59頁的綜合全面收益表。

本集團並無正式派付股息的計劃或政策。是否宣派股息由董事酌情決定，並視乎經營業績、營運資金及現金狀況、日後業務及盈利、資本需求及銀行貸款協議下的合約限制（如有），以及董事可能認為相關的任何其他因素而定。此外，宣派、派付股息以及股息金額須受章程細則及開曼群島適用法律規定所規限。

## REPORT OF DIRECTORS

### 董事會報告

The Board recommended the payment of a final dividend of HK\$0.018 per Share for FY2020 (FY2019: Nil), amounting to approximately HK\$9,375,948 (equivalent to approximately RMB7,894,548), which represents approximately 33% of the Company's net profit for FY2020. The proposed final dividend is subject to approval by the Shareholders at the annual general meeting of the Company (the "AGM") to be held on 27 May 2021. Upon Shareholders' approval, the proposed final dividend will be paid on or around 18 June 2021 to Shareholders whose names appear on the register of members of the Company on 4 June 2021.

### Closure of Register of Members

The register of members of the Company will be closed from Monday, 24 May 2021 to Thursday, 27 May 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 21 May 2021.

Subject to the approval of Shareholders at the AGM, the proposed final dividend will be payable on or around Friday, 18 June 2021 to Shareholders whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Friday, 4 June 2021, and the register of members of the Company will be closed from Thursday, 3 June 2021 to Friday, 4 June 2021, during which no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all share transfer documents, accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 2 June 2021 for registration.

董事會建議派發二零二零財政年度的末期股息為每股0.018港元（二零一九財政年度：無），合共約9,375,948港元（相當於約人民幣7,894,548元），佔本公司二零二零財政年度純利的33%。建議末期股息須待二零二一年五月二十七日舉行之本公司的股東週年大會（「股東週年大會」）批准。待股東批准後，建議末期股息將於二零二一年六月十八日或前後支付予二零二一年六月四日名列本公司股東名冊的股東。

### 暫停辦理股份過戶登記

本公司將於二零二一年五月二十四日（星期一）至二零二一年五月二十七日（星期四）（首尾兩天包括在內）暫停辦理股份過戶登記手續。為確定有權出席將於股東週年大會並於會上投票之股東之身份，所有股份過戶文件連同有關之股票，須於二零二一年五月二十一日（星期五）下午四時三十分前交回本公司之股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東一八三號合和中心五十四樓，辦理登記手續。

待股東於股東週年大會上批准後，所建議之末期股息將於二零二一年六月十八日（星期五）或前後派予於二零二一年六月四日（星期五）下午四時三十分辦公時間結束後名列本公司股東名冊內之股東，並且本公司將於二零二一年六月三日（星期四）至二零二一年六月四日（星期五）暫停辦理股份過戶登記手續。為符合享有建議之末期股息之資格，所有股份過戶文件連同有關股票，最遲須於二零二一年六月二日（星期三）下午四時三十分前送達本公司之股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東一八三號合和中心五十四樓，辦理登記手續。

## REPORT OF DIRECTORS

### 董事會報告

#### Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five years, as extracted from the consolidated financial statements, is set out on page 120 of this annual report.

#### Property, Plant and Equipment

Details of the movements during FY2020 in the property, plant and equipment of the Group are set out in note 15 to the consolidated financial statements.

#### Share Capital

Details of movements during FY2020 in the share capital of the Company are set out in note 28 to the consolidated financial statements.

#### Reserves

As at 31 December 2020, the Company's reserve available for distribution to the Shareholders, calculated in accordance with the applicable laws of the Cayman Islands and the Articles, amounted to approximately RMB379,954,000. Details of the movements in the reserves of the Group during FY2020 are set out in note 29 to the consolidated financial statements.

#### Equity Linked Agreement

Save as disclosed under the section headed "Share Option Scheme" below, no equity-linked agreement was entered into by the Group, or existed during FY2020.

#### 財務概要

本集團於最近五個年度的業績以及資產及負債的概要（摘錄自綜合財務報表），載於本年報第120頁。

#### 物業、廠房及設備

本集團物業、廠房及設備於二零二零財政年度的變動詳情，載於綜合財務報表附註15。

#### 股本

本公司股本於二零二零財政年度的變動詳情，載於綜合財務報表附註28。

#### 儲備

於二零二零年十二月三十一日，本公司可供分派予股東的儲備（根據開曼群島適用法律及章程細則予以計算）約為人民幣379,954,000元。本集團於二零二零財政年度的儲備變動詳情載於綜合財務報表附註29。

#### 股權相關協議

除下文「購股權計劃」一節所披露者外，於二零二零財政年度，本集團並未訂立股權相關協議，亦不存在此類協議。

## REPORT OF DIRECTORS

### 董事會報告

#### Share Option Scheme

The Company conditionally adopted the Share Option Scheme on 13 February 2020, so as to grant options to selected participants as incentives or rewards for their contribution to the Group. Given that the Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an option must be held before an option can be exercised on a case by case basis, and that the exercise price of an option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the Directors, it is expected that grantees of an option will make an effort to contribute to the development of the Group to bring about an increased market price of the Shares in order to capitalise on the benefits of the options granted.

The Directors may, at its absolute discretion, grant options to any of the following classes of participants: (a) any employee (whether full-time or part-time including any executive director but excluding any non-executive director) of the Company, any of the subsidiaries or any entity (the “**Invested Entity**”) in which any member of the Group holds an equity interest (“**Eligible Employee**”); (b) any non-executive directors (including independent non-executive directors of the Company, any of the subsidiaries or any Invested Entity); (c) any supplier of goods or services to any member of the Group or any Invested Entity; (d) any customer of any member of the Group or any Invested Entity; (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (g) any adviser (professional or otherwise) or consultant to any area of the business or business development of any member of the Group or any Invested Entity; and (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

#### 購股權計劃

本公司於二零二零年二月十三日有條件採納一項購股權計劃，以向選定參與者授出購股權，作為彼等對本集團所作貢獻的激勵或獎勵。由於董事可按個別情況釐定任何須達到的表現目標及購股權可行使前須持有的最短期間，加上購股權的行使價在任何情況下不得低於上市規則規定的價格或董事可能指定的更高價格，故此預期購股權承授人將盡力為本集團的發展作出貢獻，從而使股份市價上升，以透過獲授的購股權而得益。

董事可全權酌情向任何下列類別參與者授出購股權：(a) 本公司、任何附屬公司或本集團任何成員公司持有股權的任何實體（「**所投資實體**」）的任何僱員（不論全職或兼職，包括任何執行董事，但不包括任何非執行董事）（「**合資格僱員**」）；(b) 本公司、任何附屬公司或任何所投資實體的任何非執行董事（包括獨立非執行董事）；(c) 本集團任何成員公司或任何所投資實體的任何貨物或服務供應商；(d) 本集團任何成員公司或任何所投資實體的任何客戶；(e) 任何為本集團任何成員公司或任何所投資實體提供研究、開發或其他技術支持的人士或實體；(f) 本集團任何成員公司或任何所投資實體的任何股東或本集團任何成員公司或任何所投資實體所發行任何證券的持有人；(g) 本集團任何成員公司或任何所投資實體在任何業務範疇或業務發展的任何專業或其他諮詢人士或顧問；及(h) 曾經或可能透過合資經營、業務聯盟或其他業務安排對本集團發展及增長作出貢獻的任何其他參與者群體或類別。

## REPORT OF DIRECTORS

### 董事會報告

The total number of the Shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Company) to be granted under the Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 10% of the number of Shares in issue on the Listing Date, being 52,000,000 Shares. As at 31 December 2020, no option had been granted since the adoption of the Share Option Scheme. The total number of Shares issued and which may fall to be issued upon the exercise of the options granted under the Share Option Scheme and any other share option scheme of the Company (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the number of Shares in issue for the time being. Any further grant of options in excess of the 1% limit shall be subject to Shareholders' approval in general meeting with such grantee and his associates abstaining from voting.

The subscription price for the Shares under the Share Option Scheme shall be a price determined at the discretion of the Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the date of the offer for the grant, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the date of the offer for the grant; and (iii) the nominal value of a Share. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

Unless there is an early termination of the Share Option Scheme pursuant to the rules of the Share Option Scheme, the Share Option Scheme will remain in force for a period which may not expire later than of 10 years commencing on the date on which the Share Option Scheme is adopted. The period during which an option may be exercised will be determined by the Directors in their absolute discretion, save that no option shall be exercised later than 10 years from the date of grant, subject to early termination of the Share Option Scheme pursuant to the rules of the Share Option Scheme. As at 31 December 2020, the remaining life of the Share Option Scheme is approximately 8 years and 11 months.

因行使根據購股權計劃及本公司任何其他購股權計劃將予授出所有購股權（就此而言，並不包括根據購股權計劃及本公司任何其他購股權計劃條款而失效者）而可予配發及發行的股份總數不得超過上市日期已發行股份數目的10%，即52,000,000股股份。於二零二零年十二月三十一日，自採納購股權計劃起，並無授出任何購股權。於任何12個月期間因行使根據購股權計劃及本公司任何其他購股權計劃而授出的購股權（包括已行使或尚未行使購股權兩者）已向各承授人發行及將予發行的股份總數不得超過當時已發行股份數目的1%。進一步授予超逾1%上限的任何購股權須由股東於股東大會上批准，而有關承授人及其聯繫人須放棄投票。

購股權計劃項下的股份的認購價將由董事酌情釐定，但不得低於(i)授出購股權要約日期（必須為營業日）在聯交所的每日報價表所示以一手或以上股份買賣單位的股份的收市價；(ii)緊接授出購股權要約日期前五個營業日在聯交所的每日報價表所示股份平均收市價；及(iii)股份面值三者中的最高者。承授購股權之人士須在接納時支付象徵式代價1港元。

除非購股權計劃根據購股權計劃規則提前終止，否則購股權計劃將於購股權計劃獲採納當日起計為期10年內維持有效及不會於該期間內屆滿。購股權可於董事全權酌情釐定的期間內行使，但不得於授出日期起計10年後行使，除非購股權計劃根據購股權計劃規則提前終止。於二零二零年十二月三十一日，購股權計劃的剩餘期限約為8年11個月。



## REPORT OF DIRECTORS

## 董事會報告

## Disclosure of Interests

## (I) Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares or Debentures

As at 31 December 2020, the interests and short positions of the Directors and chief executive of the Company in the shares, the underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interest or short positions which any such Director or chief executive was taken or deemed to have under such provision of the SFO) or which were required, pursuant to Section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

| Name of Director<br>董事姓名                          | Capacity/<br>Nature of Interest<br>身份/權益性質          | Number of<br>the Shares held/<br>interested in<br>所持有/擁有權益的<br>股份數目 | Long/Short position<br>好/淡倉 | Approximate<br>Percentage of<br>Shareholding<br>概約持股百分比 |
|---|---|---|-----------------------------|---|
| Mr. Yu Huang (Note 1)<br>余煌先生(附註1)                | Interested in<br>a controlled corporation<br>受控法團權益 | 206,946,667   | Long position<br>好倉         | 39.73%  |
| Mr. Pui Lik Leung Kenny<br>(Note 2)<br>貝烈亮先生(附註2) | Interest in<br>a controlled corporation<br>受控法團權益   | 21,080,000  | Long position<br>好倉         | 4.05%   |
| Ms. Zheng Jingyun (Note 3)<br>鄭靜雲女士(附註3)          | Interest of spouse<br>配偶權益                          | 35,966,667  | Long position<br>好倉         | 6.90%   |

## 權益披露

## (I) 董事及最高行政人員於股份、相關股份或債權證中的權益及淡倉

於二零二零年十二月三十一日，本公司董事或最高行政人員於本公司或任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例該等條文被當作或視為擁有的任何權益或淡倉），或須根據證券及期貨條例第352條記存於該條所指的登記冊的權益及淡倉，或根據標準守則須知會本公司及聯交所的權益及淡倉如下：

## REPORT OF DIRECTORS

### 董事會報告

#### Notes:

- (1) Top Synergy Y&C Limited is owned as to approximately 94.79% by Mr. Yu Huang and as to approximately 5.21% by Ms. Chen Cheng, respectively. Therefore, Mr. Yu Huang is deemed to be interested in all the Shares held by Top Synergy Y&C Limited for the purpose of the SFO.
- (2) Keen Pacemaker Limited is wholly owned by Mr. Pui Lik Leung Kenny. Therefore, Mr. Pui Lik Leung Kenny is deemed to be interested in all the Shares held by Keen Pacemaker Limited for the purpose of the SFO.
- (3) Ms. Zheng Jingyun is the spouse of Mr. Cai Fengguang. Therefore, Ms. Zheng Jingyun is deemed to be interested in all the Shares that Mr. Cai Fengguang is interested in for the purpose of the SFO.

Save as disclosed above, as at 31 December 2020, none of the Directors nor chief executive of the Company had registered an interest and short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO) or pursuant to Section 352 of the SFO, required to be recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

#### 附註：

- (1) Top Synergy Y&C Limited 分別由余煌先生及陳騁女士擁有約94.79%及約5.21%。因此，根據證券及期貨條例，余煌先生被視為在Top Synergy Y&C Limited 持有的所有股份中擁有權益。
- (2) Keen Pacemaker Limited 由貝烈亮先生全資擁有。因此，根據證券及期貨條例，貝烈亮先生被視為在Keen Pacemaker Limited 持有的所有股份中擁有權益。
- (3) 鄭靜雲女士為蔡奮光先生的配偶。因此，根據證券及期貨條例，鄭靜雲女士被視為於蔡奮光先生擁有權益的所有股份中擁有權益。

除上文所披露者外，於二零二零年十二月三十一日，概無本公司董事或最高行政人員於本公司或任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例該等條文被當作或視為擁有的任何權益或淡倉），或須根據證券及期貨條例第352條記存於登記冊的權益及淡倉，或根據標準守則須知會本公司及聯交所的權益及淡倉。

## REPORT OF DIRECTORS

### 董事會報告

#### (II) Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures

So far as the Directors are aware, as at 31 December 2020, the following persons/entities (other than the Directors or the chief executive of the Company) had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or otherwise notified to the Company were as follows:

#### (II) 主要股東及其他人士於股份、相關股份或債權證中的權益及淡倉

就董事所知，於二零二零年十二月三十一日，下列人士／實體（非本公司董事或最高行政人員）於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部的條文向本公司披露，或須記錄於本公司根據證券及期貨條例第336條須予存置的登記冊內，或須另行知會本公司的權益或淡倉：

| Name of Shareholder<br>股東名稱              | Capacity/<br>Nature of Interest<br>身份／權益性質          | Number of<br>the Shares held/<br>interested in<br>股份數目 | Long/Short position<br>好／淡倉 | Approximate<br>Percentage of<br>Shareholding<br>概約持股百分比 |
|--|---|--|-----------------------------|---|
| Ms. Chen Cheng (Note 1)<br>陳聘女士(附註1)     | Interest of spouse<br>配偶權益                          | 206,946,667  | Long position<br>好倉         | 39.73%  |
| Top Synergy Y&C Limited                  | Beneficial owner<br>實益擁有人                           | 206,946,667  | Long position<br>好倉         | 39.73%  |
| Ms. Ng Mo Sum (Note 2)<br>吳慕心女士(附註2)     | Interested in<br>a controlled corporation<br>受控法團權益 | 55,333,333   | Long position<br>好倉         | 10.62%  |
| Mr. Wu Shupeng (Note 3)<br>吳樹鵬先生(附註3)    | Interest of spouse<br>配偶權益                          | 55,333,333   | Long position<br>好倉         | 10.62%  |
| Motivational Mathematics<br>Limited      | Beneficial owner<br>實益擁有人                           | 55,333,333   | Long position<br>好倉         | 10.62%  |
| Mr. Cai Fengguang (Note 4)<br>蔡奮光先生(附註4) | Interested in<br>a controlled corporation<br>受控法團權益 | 35,966,667   | Long position<br>好倉         | 6.90%   |
| Charming Flair Limited                   | Beneficial owner<br>實益擁有人                           | 35,966,667   | Long position<br>好倉         | 6.90%   |

## REPORT OF DIRECTORS

### 董事會報告

#### Note:

- (1) Ms. Chen Cheng is the spouse of Mr. Yu Huang. Therefore, Ms. Chen Cheng is deemed to be interested in all the Shares that Mr. Yu Huang is interested in for the purpose of the SFO.
- (2) Motivational Mathematics Limited is owned as to 100% by Ms. Ng Mo Sum, who is deemed to be interested in all the Shares held by Motivational Mathematics Limited for the purpose of the SFO.
- (3) Mr. Wu Shupeng is the spouse of Ms. Ng Mo Sum. Therefore, Mr. Wu Shupeng is deemed to be interested in all the Shares that Ms. Ng Mo Sum is interested in for the purpose of the SFO.
- (4) Charming Flair Limited is owned as to 100% by Mr. Cai Fengguang, who is deemed to be interested in all the Shares held by Charming Flair Limited for the purpose of the SFO.

Save as disclosed above, as at 31 December 2020, no person, other than the Directors and chief executive of the Company whose interests are set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in the Shares, the Underlying Shares or Debentures" above, had notified the Company of an interest or short position in the Shares, underlying Shares or debenture of the Company that was required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

#### 附註：

- (1) 陳騁女士為余煌先生的配偶。因此，根據證券及期貨條例，陳騁女士被視為在余煌先生擁有權益的所有股份中擁有權益。
- (2) Motivational Mathematics Limited 由吳慕心女士擁有 100%。因此，根據證券及期貨條例，吳慕心女士被視為在 Motivational Mathematics Limited 持有的所有股份中擁有權益。
- (3) 吳樹鵬先生為吳慕心女士的配偶。因此，根據證券及期貨條例，吳樹鵬先生被視為在吳慕心女士擁有權益的所有股份中擁有權益。
- (4) Charming Flair Limited 由蔡奮光先生擁有其 100% 股權。因此，根據證券及期貨條例，蔡奮光先生被視為在 Charming Flair Limited 持有的所有股份中擁有權益。

除上文所披露者外，於二零二零年十二月三十一日，概無人士（本公司董事及最高行政人員除外，其權益載於上文「董事及最高行政人員於股份、相關股份或債權證中的權益及淡倉」一節）已向本公司知會於本公司股份、相關股份或債權證中擁有須記錄於本公司根據證券及期貨條例第 336 條須予存置的權益登記冊的任何權益或淡倉，或根據證券及期貨條例第 XV 部第 2 及第 3 分部的條文須予披露的任何權益或淡倉。

## REPORT OF DIRECTORS

### 董事會報告

#### Major Customers and Suppliers

During FY2020, so far as the Company is aware, the aggregate revenue attributable to the five largest customers and the largest customer accounted for approximately 41% (2019: 39%) and 11% (2019: 18%), respectively, of the Group's total revenue for FY2020. Purchases from the Group's five largest suppliers accounted for approximately 59% (2019: 49%) of the Group's total purchase for FY2020 and the purchase from the largest supplier included therein amounted to approximately 20% (2019: 21%), respectively, of the Group's total purchase for FY2020.

As far as the Directors are aware, none of the Directors, or any of their close associates (as defined under the Listing Rules) or Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital), had any beneficial interest in the Group's five largest customers or suppliers during FY2020.

#### Directors

The Directors during FY2020 and up to the date of this annual report were as follows:

##### Executive Directors

Mr. Yu Huang (*Chairman and Chief Executive Officer*)  
Mr. Pui Lik Leung Kenny  
Mr. Ni Yanlong

##### Non-executive Director

Ms. Zheng Jingyun

##### Independent Non-executive Directors

Mr. He Weidong (Appointed with effect from 13 February 2020)  
Ms. Liu Man (Appointed with effect from 13 February 2020)  
Ms. Zhao Weiwei (Appointed with effect from 13 February 2020)

In accordance with Article 84 of the Articles, Mr. Ni Yanlong, Ms. Zheng Jingyun and Ms. Zhao Weiwei shall retire by rotation at the next annual general meeting and eligible for re-election.

Information regarding Directors' emoluments is set out in note 12 to the consolidated financial statements.

#### 主要客戶及供應商

於二零二零財政年度，據本公司所知，來自五大客戶及最大客戶的收入總額分別佔本集團二零二零財政年度總收入約41%（二零一九年：39%）及11%（二零一九年：18%）。來自本集團五大供應商的採購額佔於二零二零財政年度本集團總採購成本約59%（二零一九年：49%），而計入採購額的來自最大供應商的採購額約為20%（二零一九年：21%）。

據董事所深知，於二零二零財政年度，概無董事或其任何緊密聯繫人（定義見上市規則）或股東（據董事所深知，持有本公司已發行股本5%以上）於本集團五大客戶或供應商擁有任何實益權益。

#### 董事

於二零二零財政年度及直至本年報日期的董事如下：

##### 執行董事

余煌先生（主席及行政總裁）  
貝烈亮先生  
倪彥龍先生

##### 非執行董事

鄭靜雲女士

##### 獨立非執行董事

何衛東先生  
（於二零二零年二月十三日獲委任）  
劉曼女士  
（於二零二零年二月十三日獲委任）  
趙衛衛女士  
（於二零二零年二月十三日獲委任）

根據章程細則第84條倪彥龍先生、鄭靜雲女士及趙衛衛女士於下屆股東週年大會輪值退任並具資格連任。

與董事酬金有關之資料載於綜合財務報表附註12。

## REPORT OF DIRECTORS

### 董事會報告

#### Biographical Details of Directors and Changes in Information of Directors

Brief biographical details of the Directors including the changes in the Directors' information if any subsequent to the interim report are included in the biographical details as set out on pages 30 to 34 of this annual report.

#### Directors' Services Contracts

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date and will continue thereafter unless and until terminated by the Company or the Director or the Director has not been re-elected as a Director or has been removed by Shareholders at any of its general meeting or is disqualified from acting as a Director in accordance with the Articles. Each non-executive Director and independent non-executive Director was appointed under a letter of appointment for a fixed term of three years unless terminated by the Company or the Director in accordance with the terms as set out in the letter of appointment.

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

#### Directors' Interests in Transactions, Arrangements, Contracts of Significance

Save as disclosed in this annual report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which the Director or a connected entity of the Director had a material interest, whether directly or indirectly, subsisted as at, or at any time during FY2020.

#### 董事的履歷詳情及董事資料的變動

董事履歷詳情，包括董事資料於中期報告後的變動（如有），載於本年報第30至34頁所載的履歷詳情。

#### 董事服務合約

各執行董事已與本公司訂立服務協議，自上市日期開始初步為期三年，及將延續任期，除非及直至本公司或董事終止協議為止，或董事未獲重選為董事或已被股東於其任何股東大會罷免或根據章程細則不符合資格擔任董事。各非執行董事及獨立非執行董事根據委任書獲委任，固定年期三年，除非本公司或董事根據委任書所載條款予以終止。

概無擬於本公司應屆股東週年大會上膺選連任的董事與本公司或其任何附屬公司訂立或擬訂立不可由本集團於一年內終止而免付賠償（法定賠償除外）的服務合約。

#### 董事於交易、安排、合約的重大權益

除本年報披露者外，於二零二零財政年度或任何時間，概無本公司或其任何附屬公司為訂約方而董事或與董事關連的實體直接或間接擁有重大權益的與本集團業務有關的重大交易、安排及合約。

## REPORT OF DIRECTORS

### 董事會報告

#### Controlling Shareholders' Interests

No contract of significance has been entered into between the Company or any of its subsidiaries and controlling shareholder or any of its subsidiaries during FY2020.

#### Emoluments of the Directors and Five Highest Paid Individuals

Details of the emoluments of Directors and the five highest paid individuals of the Group are set out in note 12 to the consolidated financial statements.

#### Emolument Policy

The Remuneration Committee is set up for reviewing the Group's emolument policy and structure for making recommendation to the Board on the overall remuneration policy and structure relating to all Directors, senior management and general staff of the Group. The remunerations of the Directors are determined by reference to the economic situation, the prevailing market condition, the responsibilities and duties assumed by each Director as well as their individual performance.

The Company adopted the Share Option Scheme, details of which are set out in the section headed "Share Option Scheme" in this annual report.

#### Competing Interests

The Directors are not aware of any business or interest of Directors nor the controlling Shareholder nor any of their respective close associates (as defined in the Listing Rules) that compete or may compete with the business of the Group and any conflicts of interests which any such person has or may have with the Group during FY2020.

#### 控股股東權益

於二零二零財政年度，本公司或其任何附屬公司與控股股東或其任何附屬公司概無訂立重大合約。

#### 董事及五名最高薪酬人士的酬金

董事及本集團五名最高薪酬人士酬金的詳情載於綜合財務報表附註12。

#### 薪酬政策

本公司已設立薪酬委員會對本集團的薪酬政策及架構進行審閱，以對與全體董事、本集團高級管理層及一般員工相關的整體薪酬政策及架構向董事會作出推薦建議。董事的薪酬乃參照經濟狀況、當前市場狀況、各董事承擔的職責以及彼等的個人表現所釐定。

本公司已採納一項購股權計劃，有關詳情載於本年報「購股權計劃」一節。

#### 競爭性權益

於二零二零財政年度，董事概不知悉董事及控股股東及任何彼等各自的任何緊密聯繫人（定義見上市規則）之任何業務或權益與本集團的業務出現或可能出現競爭，亦不知悉任何該等人士已經或可能與本集團出現任何利益衝突。

## REPORT OF DIRECTORS

### 董事會報告

#### Non-Competition Undertaking

The Company confirms that the non-competition undertaking of Mr. Yu Huang, Ms. Chen Cheng and Top Synergy Y&C Limited, details of which were set out in the Prospectus, has been fully complied and enforced during FY2020. The Board also confirms that there are no other matters in relation to the aforesaid undertaking which should be brought to the attention of the Shareholders and the potential investors of the Company.

#### Legal Proceedings and Compliance

To the best knowledge of the Directors, as at 31 December 2020, there were no legal proceedings or claims currently existing, pending or threatened against any member of the Group that the Directors consider will have a material adverse effect on the financial conditions or results of operation of the Group.

During FY2020, the Group's business operations had complied with applicable laws, rules and regulations in the places where the Group operates in all material respects save for (i) failure to make social insurance contributions in full compliance with the Social Insurance Law of the PRC; (ii) failure to make housing provident fund contributions in full compliance with the Regulations on the Administration of Housing Provident Fund of the PRC; and (iii) failure in completing the (a) environmental impact assessment before construction; and (b) construction of the matching environmental protection facilities and the inspection and acceptance formalities before the operation of a production plant. Please refer to the subparagraph headed "Non-compliance Incidents" under the paragraph headed "Legal Proceedings and Compliance" in the section headed "Business" of the Prospectus.

#### 不競爭承諾

本公司確認，余煌先生、陳騁女士及Top Synergy Y&C Limited的不競爭承諾（其詳情載於招股章程）於二零二零財政年度已完全遵守及執行。董事會亦確認，概無其他與上述承諾相關的事項須提請本公司股東及潛在投資者垂注。

#### 法律訴訟及合規

就董事所深知，於二零二零年十二月三十一日，概無針對本集團任何成員公司而董事認為將對本集團財務狀況或經營業績構成重大不利影響的現存、未決或威脅提出的法律訴訟或申索。

於二零二零財政年度，本集團的業務營運已在各重大方面遵守營運所在地區適用法律、規則及法規，惟(i)未能全面依照《中國社會保險法》繳納社保供款；(ii)未能全面依照《中國住房公積金管理條例》作出住房公積金供款；及(iii)未能(a)於建設生產廠房前完成環境影響評估；及(b)未能於生產廠房開始營運前完成配套環保設施的建設及審查驗收手續除外。請參閱招股章程「業務」一節「法律程序及合規」一段「不合規事件」分段。



## REPORT OF DIRECTORS

### 董事會報告

#### Principal Risks and Uncertainties

The following is a list of principal risks and uncertainties that may affect the business, financial condition, results of operations and growth prospects of the Company. However, this list is not exhaustive as there may be other risks and uncertainties resulting from changes in economic condition and operating environment over time:

1. **Economic and political risk:** the Sino-US trade war may further affect the Group's business, financial conditions and results of operations; and the continuous outbreak of the contagious COVID-19 in the PRC and worldwide may continue to have a material adverse effect on the Group's business, results of operations, financial condition and prospects.
2. **Business risk:** the Group's sale of co-branded products relies on the popularity and market acceptance of intellectual properties used in the co-branded products, which depends largely on the public reception on the car models and the entertainment characters of the intellectual properties licensors and the marketing and promotional activities of the intellectual properties licensors. The Group also does not maintain long term purchase contracts with most of the Group's customers, any disruption or termination of the business relationships with the major customers or fluctuations in their demand for the Group's products may have a material adverse effect on the Group's business, results of operation, financial condition and prospect.
3. **Compliance risk:** Non-compliance with product safety and laws and regulations may lead to financial loss and reputational damage. Product safety is the Group's number one priority. The Group has robust processes and procedures in place to ensure compliance with all applicable laws and regulations. Changes in related laws and regulations may lead to increased compliance costs.
4. **Financial risk:** The Group is exposed to financial risks related to currency, pricing, credit and liquidity in the normal course of business. For details of such financial risks, please refer to note 5 to the consolidated financial statements.

The Group has developed a risk management and internal control system to identify current risks and has undertaken necessary measures to mitigate the risks identified. Details of the Group's risk management and internal control system are set out in the Corporate Governance Report of this annual report

#### 主要風險及不確定性

以下是可能影響本公司業務、財務狀況、經營成果及增長前景的主要風險與不確定因素。然而，此列表並不詳盡，因為隨著時間的推移，經濟狀況與運營環境的變動可能還會帶來其他風險與不確定性：

1. **經濟與政治風險：**中美貿易戰可能會進一步影響本集團的業務、財務狀況及經營業績；以及持續在中國乃至全球爆發的具有傳染性的COVID-19，可能會繼續對本集團的業務、經營業績、財務狀況及前景產生重大不利影響。
2. **業務風險：**本集團銷售聯合品牌產品依賴於聯合品牌產品中使用的知識產權的受歡迎程度及市場接受度，其在很大程度上取決於公眾對知識產權授權人的汽車型號和娛樂性的接受程度，以及市場營銷活動和促銷活動。本集團並未與本集團大多數客戶保持長期購買合約，與主要客戶的業務關係中斷或終止或對本集團產品的需求波動可能會對本集團的業務、經營業績、財務狀況及前景產生重大不利影響。
3. **合規風險：**不遵守產品安全和法律法規可能會導致財務損失與聲譽損失。產品安全是本集團的第一要務。本集團擁有健全的流程與程序，可確保遵守所有適用的法律與法規。相關法律法規的變更可能導致合規成本增加。
4. **財務風險：**本集團在正常業務過程中面臨與貨幣、定價、信貸及流動性有關的財務風險。有關此類財務風險的詳情，請參閱綜合財務報表附註5。

本集團已建立風險管理和內部控制系統以識別當前風險，並已採取必要措施以減輕已識別風險。本年報的企業管治報告中列出了本集團風險管理和內部控制系統的詳情。

## REPORT OF DIRECTORS

### 董事會報告

#### Key Relationship with the Stakeholders

The Company recognises that employees are its valuable assets. Thus, the Group provides competitive remuneration packages to attract and motivate the employees, and regularly reviews the remuneration package of the employees and makes necessary adjustments to conform to the market standard. For further details of the benefits of the employees, please refer to the section headed “Employees and Pension Schemes” in this annual report.

The Group also understands that it is important to maintain good relationship with its business partners to achieve its long-term goals. Accordingly, the Directors and senior management have kept good communication, promptly exchanged ideas and shared business updates with its business partners when appropriate. During FY2020, there was no material and significant dispute between the Group and any of its business partners.

#### Permitted Indemnity Provisions

Every Director shall be entitled under the Articles to be indemnified out of the assets of the Company against all actions, costs, charges, losses or liabilities incurred or sustained by him/her as a Director in the execution or discharge of his/her duty. The Company has taken out insurance against the liability and costs associated with defending any proceedings which may be brought against the Directors since the Listing Date.

#### Connected and Related Party Transactions

For FY2020, there were no connected transactions or continuing connected transactions of the Company which require compliance with any of the reporting, announcement or independent shareholders’ approval requirements under Chapter 14A of the Listing Rules. Details of material related party transactions undertaken in the usual course of business of the Group are set out in note 32 to the consolidated financial statements. However, these transactions were either exempt from reporting, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules, or did not fall under the definition of connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

#### 與利益相關方的主要關係

本公司認為僱員是其寶貴資產。因此，本集團提供有競爭力的薪酬方案以吸引和激勵僱員，並定期審查僱員薪酬方案與進行必要調整，以符合市場標準。有關僱員福利的更多詳情，請參閱本年報「僱員及退休金計劃」一節。

本集團亦了解，與業務夥伴保持良好關係以實現其長期目標至關重要。因此，董事與高級管理層保持良好溝通，及時與其業務夥伴交換意見，並適時分享最新業務資訊。於二零二零財政年度，本集團與任何業務夥伴之間均未發生重大和重要爭議。

#### 獲准許彌償條文

根據章程細則，每名董事均有權就其因作為董事執行或履行其職務而可能產生或蒙受的一切訴訟、費用、收費、虧損或負債從本公司資產中獲得彌償。自上市日期起，本公司已就董事在任何訴訟中進行辯護而可能招致的相關責任及費用投購保險。

#### 關連交易及關聯方交易

於二零二零年財政年度，本公司概無關連交易或持續關連交易須遵守上市規則第14A章項下申報、公告或獨立股東批准的規定。本集團於一般業務過程中進行的重大關聯方交易詳情載於綜合財務報表附註32。然而，此等交易獲豁免遵守上市規則第14A章項下申報、公告及獨立股東批准的規定，亦不屬於上市規則第14A章所界定的關連交易或持續關連交易。

## REPORT OF DIRECTORS

### 董事會報告

#### Purchase, Sale or Redemption of Shares

The Shares were first listed on the Main Board of the Stock Exchange on the Listing Date. Neither the Company nor any member of the Group had purchased, sold or redeemed any of the Shares during the period from the Listing Date and up to 31 December 2020.

#### Sufficiency of Public Float

To the best knowledge of the Directors and based on the information that is publicly available to the Company, at least 25% of the Company's issued capital were held by public during the period from the Listing Date to the date of this annual report.

#### Auditor

Following the resignation of PricewaterhouseCoopers as the auditor of the Company on 11 January 2021, Zhonghui Anda CPA Limited ("Zhonghui Anda") was appointed as the auditor of the Company on 13 January 2021 to fill the vacancy. Save as disclosed above, there were no other changes in auditors of the Company during the past three years.

The consolidated financial statements for FY2020 have been audited by Zhonghui Anda, who shall retire in the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Zhonghui Anda as the auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

#### Corporate Governance

Details of the corporate governance of the Company are set out in the section headed "Corporate Governance Report" of this annual report.

#### 購買、出售或贖回股份

股份已於上市日期在聯交所主板上市。自上市日期至二零二零年十二月三十一日止期間本公司或本集團任何成員公司並無購買、出售或贖回任何股份。

#### 足夠公眾持股量

據董事所深知及根據本公司公開所得資料，自上市日期起至本報告日期，至少25%的本公司已發行股本由公眾人士持有。

#### 核數師

羅兵咸永道會計師事務所於二零二一年一月十一日辭任本公司核數師一職後，中匯安達會計師事務所有限公司（「中匯安達」）於二零二一年一月十三日已獲委任為本公司核數師以填補空缺。除上文所披露者外，本公司於過往三年概無變更核數師。

二零二零財政年度的綜合財務報表已由中匯安達進行審核。中匯安達將於本公司應屆股東週年大會上退任，並合資格且願意連任。一項決議案將於本公司應屆股東週年大會上提呈以重新委任中匯安達為本公司核數師。

#### 企業管治

本公司企業管治的詳情載於本年報「企業管治報告」一節。

## REPORT OF DIRECTORS 董事會報告

### Environmental Policy

The Group's commitment to protecting the environment is well reflected by the continuous efforts in promoting green measures and awareness in its daily business operations. The Group encourages environmental protection and promotes awareness towards environmental protection to the employees. The Group reviews its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group's businesses and enhancing environmental sustainability.

Details of the Group's environmental, social and governance policies and performance during FY2020 shall be disclosed in a standalone environmental, social and governance report, which will be published in due course.

### Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company is incorporated, which oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

### Management Contracts

No contracts concerning management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during FY2020.

### 環境政策

本集團在日常業務營運中不斷推廣綠色措施和意識，以達到其保護環境的承諾。本集團鼓勵環保並推動僱員提升環保意識。本集團不時審視其環保工作，並將考慮於本集團業務之營運中實施更多環保措施及慣例，加強環境可持續性。

本集團二零二零財政年度的環境、社會及管治政策以及表現詳情將於適當時候刊發的環境、社會及管治報告中單獨披露。

### 優先購買權

根據章程細則或本公司註冊成立所在司法管轄區開曼群島的法例，概無載列任何有關本公司須按比例向現有股東提呈發售新股份之優先購買權規定。

### 管理合約

於二零二零財政年度，概無訂立或存在任何與本集團業務中全部或任何重大部分有關之管理及行政合約。

## REPORT OF DIRECTORS

### 董事會報告

#### Charitable Donations

During FY2020, charitable and other donations made by the Group amounted to approximately RMB1,300,000 (FY2019: nil).

#### Use of Proceeds from Listing

The Shares were successfully listed on the Main Board of the Stock Exchange on the Listing Date (i.e. 18 March 2020). The net proceeds (after deducting related underwriting fees and commissions and expenses payable in connection with the global offering) raised by the Company from the Listing and prior to the partial exercise of the over-allotment option were approximately HK\$81.2 million (based on the final offer price of HK\$1.38 per Share). Due to the issue and allotment of Shares pursuant to the partial exercise of the over-allotment option on 3 April 2020, an additional net proceeds of approximately HK\$1.2 million were raised.

#### 慈善捐贈

於二零二零財政年度，本集團所作出的慈善捐款及其他捐款約為人民幣1.3百萬元（二零一九財政年度：無）。

#### 上市所得款項用途

股份已於上市日期（即二零二零年三月十八日）在聯交所主板成功上市。扣除與全球發售有關的包銷費用及佣金及應付開支後，本公司自上市以來及於部分行使超額配股權之前所募集的所得款項淨額將約為81.2百萬港元（根據最終發售價每股股份1.38港元計算）。由於在二零二零年四月三日部分行使超額配股權而發行及配發股份，籌集額外所得款項淨額約1.2百萬港元。

## REPORT OF DIRECTORS

### 董事會報告

For FY2020, the proceeds were utilised consistent with that disclosed in the section headed "Future Plans and Use of Proceeds" of the Prospectus, details of which are set out below:

於二零二零財政年度，所得款項用途與招股章程「未來計劃及所得款項用途」一節所披露者相符，詳情如下：

|  | <b>Intended use of net proceeds</b><br>所得款項淨額計劃用途<br>HK\$ million<br>百萬港元<br>(approximate)<br>(約) | <b>Amount utilized</b><br>已動用金額<br>HK\$ million<br>百萬港元<br>(approximate)<br>(約) | <b>Amount not yet utilised</b><br>未動用金額<br>HK\$ million<br>百萬港元<br>(approximate)<br>(約) | <b>Expected timing of usage (Note)</b><br>預計使用時間 (附註) |
|--|---|---|---|---|
| Funding the planned expansion of the new production plant<br>為新生產廠房擴張計劃提供資金  | 58.4  | 32.3  | 26.1  | By the end of 2021<br>二零二一年底前                         |
| Maintaining and strengthening relationship with existing customers, and acquiring or investing in downstream companies<br>維持並鞏固與現有客戶的關係、以及收購或投資於下游公司 | 15.8  | 1.0   | 14.8  | By the end of 2021<br>二零二一年底前                         |
| General replenishment of working capital and other corporate purpose<br>一般補充營運資金及其他一般公司用途  | 8.2   | 8.2   | —   | —   |
| <b>Total</b><br>總計   | <b>82.4</b>   | <b>41.5</b>   | <b>40.9</b>   |   |

Note: The expected timeline for utilising the unutilised proceeds is based on the best estimation of the future market conditions made by the Group. It may be subject to change based on the current and future development of market conditions. The unutilised net proceeds as stated above remained in the bank accounts of the Group as at the date of this report.

附註：動用未動用所得款項之預期時間表乃基於本集團對未來市場狀況所作出之最佳估計。該時間表或會因應現行及未來市場狀況之發展而出現變化。於本報告日期，上述未動用所得款項仍在本集團的銀行帳戶內。

On behalf of the Board  
**Kidztech Holdings Limited**  
**Yu Huang**  
Chairman

代表董事會  
奇士達控股有限公司  
余煌  
主席

Hong Kong, 25 March 2021

香港，二零二一年三月二十五日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



### To the Shareholders of Kidztech Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

## Opinion

We have audited the consolidated financial statements of Kidztech Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 59 to 119, 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 (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## Basis for Opinion

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

### 致奇士達控股有限公司股東

(於開曼群島註冊成立的有限公司)

## 意見

我們已審計列載於第59至119頁的奇士達控股有限公司（簡稱「貴公司」）及其附屬公司（統稱「貴集團」）的綜合財務報表，此等財務報表包括於二零二零年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會（簡稱「香港會計師公會」）頒佈的《香港財務報告準則》（簡稱「香港財務報告準則」）真實而中肯地反映了貴集團於二零二零年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為編製。

## 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》（簡稱「香港審計準則」）進行審計。我們於該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》（簡稱「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計證據能充足及適當地為我們的審計意見提供基礎。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### 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.

#### (i) Trade receivables

Refer to Note 20 to the consolidated financial statements.

The Group tested the amount of trade receivables for impairment. This impairment test is significant to our audit because the balance of trade receivables of RMB77,819,000 as at 31 December 2020 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on granting credit limits and credit periods to customers;
- Assessing the Group's relationship and transaction history with the customers;
- Evaluating the Group's impairment assessment;
- Assessing ageing of the debts;
- Assessing credit worthiness of the customers;
- Assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements; and
- Checking subsequent settlements from the customers.

We consider that the Group's impairment test for trade receivables is supported by the available evidence.

### 關鍵審計事項

關鍵審計事項為根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。此等事項乃於我們審計整體綜合財務報表及出具意見時處理。我們不會對此等事項提供單獨的意見。

#### (i) 貿易應收款項

參閱綜合財務報表附註20。

貴集團已測試貿易應收款項減值金額。有關減值測試對我們的審計意義重大，原因為於二零二零年十二月三十一日的貿易應收款項結餘人民幣77,819,000元對綜合財務報表而言屬重要。此外，貴集團的減值測試涉及應用判斷並基於估計作出。

我們的審計程序包括（其中包括）下列各項：

- 評估 貴集團向客戶授出信貸限額及信貸期的程序；
- 評估 貴集團與客戶的關係及交易記錄；
- 評估 貴集團的減值評估；
- 評估債項賬齡；
- 評估客戶的信譽；
- 評估綜合財務報表中 貴集團就信貸風險的披露；及
- 檢查客戶的其後結算。

我們認為 貴集團就貿易應收款項進行的減值測試有可合理證據支持。



## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### (ii) Inventories

Refer to Note 19 to the consolidated financial statements

The Group tested the amount of inventory for impairment. This impairment test is significant to our audit because the balance of inventory of approximately RMB50,270,000 as at 31 December 2020 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on ordering and holding of inventory;
- Evaluating the Group's impairment assessment;
- Assessing the ageing of the inventory;
- Assessing the net realisable values of the inventory; and
- Checking subsequent sales and usage of the inventory.

We consider that the Group's impairment test for inventories is supported by the available evidence.

#### Other Information

The directors of the Company (the "Directors") are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

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

#### (ii) 存貨

參閱綜合財務報表附註19。

貴集團已測試存貨減值金額。有關減值測試對我們的審計意義重大，原因為於二零二零年十二月三十一日的存貨結餘約人民幣50,270,000元乃對綜合財務報表而言屬重要。此外，貴集團的減值測試涉及應用判斷並基於估計作出。

我們的審計程序包括（其中包括）下列各項：

- 評估 貴集團訂購及持有存貨的程序；
- 評估 貴集團的減值評估；
- 評估存貨賬齡；
- 評估存貨的可變現淨值；及
- 檢查存貨的其後銷售。

我們認為 貴集團就存貨進行的減值測試有合理證據支持。

#### 其他信息

本公司董事（「董事」）須對其他信息負責。其他信息包括 貴公司年報內所載的所有信息，但不包括綜合財務報表及我們的核數師報告。其他信息預計將於本核數師報告日期後提供予我們。

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

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available 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.

### Responsibilities of Directors for the Consolidated Financial Statements

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, 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.

結合我們對綜合財務報表的審計，我們的責任為於獲得其他信息時閱讀該等信息，從而考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述。

### 董事就綜合財務報表須承擔的責任

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

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

### 核數師就審計綜合財務報表的責任

我們的目標為對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並發佈載有我們的意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，及不可用作其他用途。我們並不就本報告的內容向任何其他人士承擔任何責任或接受任何義務。合理保證為高水準保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時定能發現。錯誤陳述可由欺詐或錯誤引起，倘合理預期該等錯誤陳述單獨或匯總而言可能影響綜合財務報表使用者依賴綜合財務報表作出的經濟決定，則有關的錯誤陳述可被視為重大。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at: <http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre>. This description forms part of our auditor's report.

與我們就審計綜合財務報表須承擔的責任的有關進一步陳述載於香港會計師公會網站：<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>。該陳述構成我們核數師報告的一部分。

#### **ZHONGHUI ANDA CPA Limited**

*Certified Public Accountants*

#### **Pang Hon Chung**

Audit Engagement Director

Practising Certificate Number P05988

Hong Kong, 25 March 2021

#### **中匯安達會計師事務所有限公司**

*執業會計師*

#### **彭漢忠**

審計項目董事

執業牌照編號 P05988

香港，二零二一年三月二十五日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

|   |                         | Notes<br>附註 | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|---|-------------------------|-------------|-----------------------------------|-----------------------------------|
| Revenue   | 收益                      | 6           | 295,913                           | 325,800                           |
| Cost of sales   | 銷售成本                    |             | (195,750)                         | (203,610)                         |
| <b>Gross profit</b>   | <b>毛利</b>               |             | <b>100,163</b>                    | 122,190                           |
| Selling expenses  | 銷售開支                    |             | (18,107)                          | (19,999)                          |
| Administrative expenses   | 行政開支                    |             | (45,031)                          | (52,150)                          |
| Net impairment losses on trade receivables  | 貿易應收款項減值虧損淨額            |             | (6,823)                           | (4,186)                           |
| Other income  | 其他收入                    | 7           | 11,219                            | 12,202                            |
| <b>Profit from operation</b>  | <b>經營盈利</b>             |             | <b>41,421</b>                     | 58,057                            |
| Finance costs   | 融資成本                    | 10          | (8,474)                           | (9,677)                           |
| <b>Profit before tax</b>  | <b>除稅前盈利</b>            |             | <b>32,947</b>                     | 48,380                            |
| Income tax expenses   | 所得稅開支                   | 11          | (8,804)                           | (12,935)                          |
| <b>Profit for the year attributable to the owners of the Company</b>                    | <b>本公司擁有人年內應佔盈利</b>     | 9           | <b>24,143</b>                     | 35,445                            |
| <b>Other comprehensive (loss)/income</b>  | <b>其他全面(虧損)/收益</b>      |             |                                   |                                   |
| <i>Items that may be reclassified to profit or loss:</i>                                | <i>可重新分類至損益的項目：</i>     |             |                                   |                                   |
| Exchange differences on translating foreign operations                                  | 換算海外經營業務的匯兌差額           |             | (2,957)                           | 1,774                             |
| Other comprehensive (loss)/income for the year  | 年內其他全面(虧損)/收益           |             | (2,957)                           | 1,774                             |
| <b>Total comprehensive income for the year attributable to the owner of the Company</b> | <b>本公司擁有人應佔年內全面收益總額</b> |             | <b>21,186</b>                     | 37,219                            |
| <b>Earnings per share</b>   | <b>每股盈利</b>             |             |                                   |                                   |
| Basic and diluted<br>(RMB cents per share)  | 基本及攤薄<br>(每股人民幣分)       | 14          | 4.8                               | 8.2                               |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2020  
於二零二零年十二月三十一日

|  |                  | Notes | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--|------------------|-------|-----------------------------------|-----------------------------------|
|  |                  | 附註    |                                   |                                   |
| <b>Non-current assets</b>                    | <b>非流動資產</b>     |       |                                   |                                   |
| Property, plant and equipment                | 物業、廠房及設備         | 15    | <b>172,638</b>                    | 134,671                           |
| Right-of-use assets                          | 使用權資產            | 16    | <b>36,870</b>                     | 31,630                            |
| Intangible assets                            | 無形資產             | 17    | <b>7,199</b>                      | 6,750                             |
| Deferred income tax assets                   | 遞延所得稅資產          | 18    | <b>3,536</b>                      | 5,446                             |
| Prepayments                                  | 預付款項             | 21    | <b>58,015</b>                     | 47,759                            |
|  |                  |       | <b>278,258</b>                    | 226,256                           |
| <b>Current assets</b>                        | <b>流動資產</b>      |       |                                   |                                   |
| Inventories                                  | 存貨               | 19    | <b>50,270</b>                     | 65,060                            |
| Trade receivables                            | 貿易應收款項           | 20    | <b>77,819</b>                     | 60,239                            |
| Prepayment and other receivables             | 預付款項及其他應收款項      | 21    | <b>130,740</b>                    | 55,520                            |
| Restricted cash                              | 受限制現金            | 22    | <b>1,035</b>                      | 1,018                             |
| Cash and cash equivalents                    | 現金及現金等價物         | 22    | <b>132,424</b>                    | 116,629                           |
|  |                  |       | <b>392,288</b>                    | 298,466                           |
| <b>Current liabilities</b>                   | <b>流動負債</b>      |       |                                   |                                   |
| Trade and other payables                     | 貿易及其他應付款項        | 23    | <b>56,583</b>                     | 51,144                            |
| Amount due to a related company              | 應付一間關聯公司款項       | 24    | <b>962</b>                        | –                                 |
| Contract liabilities                         | 合約負債             |       | <b>955</b>                        | 738                               |
| License fee payable                          | 應付授權費            | 25    | <b>3,651</b>                      | 2,735                             |
| Bank and other borrowings                    | 銀行及其他借款          | 26    | <b>155,890</b>                    | 142,728                           |
| Lease liabilities                            | 租賃負債             | 27    | <b>2,671</b>                      | 2,546                             |
| Current income tax liabilities               | 即期所得稅負債          |       | <b>15,139</b>                     | 16,655                            |
|  |                  |       | <b>235,851</b>                    | 216,546                           |
| <b>Net current assets</b>                    | <b>流動資產淨值</b>    |       | <b>156,437</b>                    | 81,920                            |
| <b>Total assets less current liabilities</b> | <b>資產總額減流動負債</b> |       | <b>434,695</b>                    | 308,176                           |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2020  
於二零二零年十二月三十一日

|                                |              |             | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--------------------------------|--------------|-------------|-----------------------------------|-----------------------------------|
|                                |              | Notes<br>附註 |                                   |                                   |
| <b>Non-current liabilities</b> | <b>非流動負債</b> |             |                                   |                                   |
| Deferred revenue               | 遞延收益         |             | 1,747                             | 2,705                             |
| Deferred tax liabilities       | 遞延稅項負債       | 18          | 2,487                             | 2,534                             |
| Lease liabilities              | 租賃負債         | 27          | 5,320                             | 186                               |
| License fee payable            | 應付授權費        | 25          | 1,599                             | 1,854                             |
|                                |              |             | <b>11,153</b>                     | 7,279                             |
| <b>NET ASSETS</b>              | <b>資產淨值</b>  |             | <b>423,542</b>                    | 300,897                           |
| <b>Capital and reserves</b>    | <b>資本及儲備</b> |             |                                   |                                   |
| Share capital                  | 股本           | 28          | 467                               | 70                                |
| Reserves                       | 儲備           |             | 423,075                           | 300,827                           |
| <b>TOTAL EQUITY</b>            | <b>權益總額</b>  |             | <b>423,542</b>                    | 300,897                           |

The consolidated financial statements on pages 59 to 119 were approved and authorised for issue by the board of directors on 25 March 2021 and are signed on its behalf by:

第59至119頁的綜合財務報表於二零二一年三月二十五日獲董事會批准及授權發行，並由下列董事代表董事會簽署：

**Yu Huang**

余煌

Director

董事

**Ni Yanlong**

倪彥龍

Director

董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

|  |                 | Share capital | Share premium | Statutory reserve | Capital reserve | Foreign currency translation reserve | Merger reserve | Retained earnings | Total     |
|--|-----------------|---------------|---------------|-------------------|-----------------|--------------------------------------|----------------|-------------------|-----------|
|  |                 | 股本            | 股份溢價          | 法定儲備              | 資本儲備            | 外幣換算儲備                               | 合併儲備           | 保留盈利              | 總計        |
|  |                 | RMB'000       | RMB'000       | RMB'000           | RMB'000         | RMB'000                              | RMB'000        | RMB'000           | RMB'000   |
|  |                 | 人民幣千元         | 人民幣千元         | 人民幣千元             | 人民幣千元           | 人民幣千元                                | 人民幣千元          | 人民幣千元             | 人民幣千元     |
| <b>At 1 January 2019</b>                                     | 於二零一九年一月一日      | -             | -             | 10,976            | 275,771         | (165)                                | (22,103)       | 101,702           | 366,181   |
| Total comprehensive income for the year                      | 年內全面收益總額        | -             | -             | -                 | -               | 1,774                                | -              | 35,445            | 37,219    |
| Transfer to statutory reserve                                | 轉撥至法定儲備         | -             | -             | 3,559             | -               | -                                    | -              | (3,559)           | -         |
| Cash dividends paid to the then shareholders of a subsidiary | 向附屬公司當時股東支付現金股息 | -             | -             | -                 | -               | -                                    | -              | (101,400)         | (101,400) |
| Shares issued pursuant to the reorganisation                 | 根據重組發行的股份       | 70            | -             | -                 | (70)            | -                                    | -              | -                 | -         |
| Deemed distribution to the then shareholders of a subsidiary | 視作向附屬公司當時股東分派   | -             | -             | -                 | (1,103)         | -                                    | -              | -                 | (1,103)   |
| <b>At 31 December 2019</b>                                   | 於二零一九年十二月三十一日   | 70            | -             | 14,535            | 274,598         | 1,609                                | (22,103)       | 32,188            | 300,897   |
| <b>At 1 January 2020</b>                                     | 於二零二零年一月一日      | 70            | -             | 14,535            | 274,598         | 1,609                                | (22,103)       | 32,188            | 300,897   |
| Total comprehensive income for the year                      | 年內全面收益總額        | -             | -             | -                 | -               | (2,957)                              | -              | 24,143            | 21,186    |
| Transfer to statutory reserve                                | 轉撥至法定儲備         | -             | -             | 4,639             | -               | -                                    | -              | (4,639)           | -         |
| Capitalisation issue   | 資本化發行           | 316           | -             | -                 | (316)           | -                                    | -              | -                 | -         |
| Issue of shares under the Listing                            | 根據上市發行股份        | 81            | 111,537       | -                 | -               | -                                    | -              | -                 | 111,618   |
| Listing expenses included in share premium                   | 計入股份溢價的上市開支     | -             | (10,159)      | -                 | -               | -                                    | -              | -                 | (10,159)  |
| <b>At 31 December 2020</b>                                   | 於二零二零年十二月三十一日   | 467           | 101,378       | 19,174            | 274,282         | (1,348)                              | (22,103)       | 51,692            | 423,542   |

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For The Year Ended 31 December 2020  
截至二零二零年十二月三十一日止年度

|   |                        | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|---|------------------------|-----------------------------------|-----------------------------------|
| <b>Cash flows from operating activities</b>                   | <b>經營活動所得現金流量</b>      |                                   |                                   |
| Profit before tax   | 除稅前溢利                  | <b>32,947</b>                     | 48,380                            |
| Adjustments for:  | 調整：                    |                                   |                                   |
| Depreciation of property, plant and equipment                 | 物業、廠房及設備折舊             | <b>16,461</b>                     | 12,779                            |
| Depreciation of right-of-use assets                           | 使用權資產折舊                | <b>4,650</b>                      | 5,101                             |
| Amortisation of intangible assets                             | 無形資產攤銷                 | <b>4,876</b>                      | 4,867                             |
| Net impairment losses on trade receivables                    | 貿易應收款項減值虧損淨額           | <b>6,823</b>                      | 4,186                             |
| Impairment losses of mould and machinery                      | 模具及機器減值虧損              | <b>269</b>                        | 2,568                             |
| Reversal of provision of inventory                            | 存貨撥備撥回                 | -                                 | (78)                              |
| Interest income   | 利息收入                   | <b>(1,197)</b>                    | (1,573)                           |
| Finance costs   | 財務成本                   | <b>8,474</b>                      | 9,677                             |
| Gain on disposal of a subsidiary                              | 出售附屬公司的收益              | -                                 | (4,804)                           |
| Loss on disposal of property, plant and equipment             | 出售物業、廠房及設備的虧損          | <b>15</b>                         | -                                 |
| Amortisation of deferred revenue                              | 遞延收益攤銷                 | <b>(958)</b>                      | (985)                             |
| Operating cash flows before working capital changes           | 營運資金變動前的經營現金流量         | <b>72,360</b>                     | 80,118                            |
| Change in license fee payables                                | 應付授權費變動                | <b>(5,057)</b>                    | (4,734)                           |
| Change in inventory   | 存貨變動                   | <b>14,790</b>                     | (33,770)                          |
| Change in contract liabilities                                | 合約負債變動                 | <b>217</b>                        | 104                               |
| Change in trade receivables                                   | 貿易應收款項變動               | <b>(23,494)</b>                   | 24,138                            |
| Change in prepayments and other receivables                   | 預付款項及其他應收款項變動          | <b>(70,594)</b>                   | (5,324)                           |
| Change in trade and other payables                            | 貿易及其他應付款項變動            | <b>4,781</b>                      | 5,536                             |
| Change in amount due to a related company                     | 應付一間關聯公司款項變動           | <b>962</b>                        | -                                 |
| Cash (used in)/generated from operations                      | 經營(所用)/所得現金            | <b>(6,035)</b>                    | 66,068                            |
| Income tax paid   | 已付所得稅                  | <b>(8,452)</b>                    | (3,520)                           |
| <b>Net cash (used in)/generated from operating activities</b> | <b>經營活動(所用)/所得現金淨額</b> | <b>(14,487)</b>                   | 62,548                            |
| <b>Cash flows from investing activities</b>                   | <b>投資活動所得現金流量</b>      |                                   |                                   |
| Purchase of property, plant and equipment                     | 購買物業、廠房及設備             | <b>(54,847)</b>                   | (28,275)                          |
| Purchase of intangible assets                                 | 購買無形資產                 | -                                 | (86)                              |
| Proceeds from disposal of property, plant and equipment       | 出售物業、廠房及設備所得款項         | <b>53</b>                         | -                                 |
| Proceeds from disposal of a subsidiary                        | 出售附屬公司所得款項             | -                                 | 33,000                            |
| Change in prepayments   | 預付款項變動                 | <b>(10,256)</b>                   | (27,811)                          |
| Interest received   | 已收利息                   | <b>1,197</b>                      | 1,573                             |
| Change in restricted cash                                     | 受限制現金變動                | <b>(17)</b>                       | (18)                              |
| <b>Net cash used in investing activities</b>                  | <b>投資活動所用現金淨額</b>      | <b>(63,870)</b>                   | (21,617)                          |



## CONSOLIDATED STATEMENT OF CASH FLOWS

### 綜合現金流量表

For The Year Ended 31 December 2020  
截至二零二零年十二月三十一日止年度

|   |                           | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|---|---------------------------|-----------------------------------|-----------------------------------|
| <b>Cash flows from financing activities</b>                   | <b>融資活動所得現金流量</b>         |                                   |                                   |
| Proceeds from the Issue of shares under the Listing           | 根據上市發行股份所得款項              | <b>111,618</b>                    | –                                 |
| Payment for listing expenses                                  | 上市開支付款                    | <b>(14,785)</b>                   | (2,308)                           |
| Proceeds from borrowings                                      | 借款所得款項                    | <b>119,061</b>                    | 174,343                           |
| Repayment of borrowings                                       | 償還借款                      | <b>(105,865)</b>                  | (171,804)                         |
| Interest paid   | 已付利息                      | <b>(7,811)</b>                    | (9,133)                           |
| Principal and interest element of lease payments              | 租賃付款的本金及利息部分              | <b>(4,268)</b>                    | (4,237)                           |
| Cash dividend paid to the then shareholders of a subsidiary   | 向附屬公司當時股東支付現金股息           | –                                 | (101,400)                         |
| <b>Net cash generated from/(used in) financing activities</b> | <b>融資活動所得／(所用) 現金淨額</b>   | <b>97,950</b>                     | (114,539)                         |
| <b>Net increase/(decrease) in cash and cash equivalents</b>   | <b>現金及現金等價物增加／(減少) 淨額</b> | <b>19,593</b>                     | (73,608)                          |
| Cash and cash equivalents at beginning of year                | 年初現金及現金等價物                | <b>116,629</b>                    | 188,634                           |
| Effect of changes in foreign exchange rate                    | 外匯匯率變動的影響                 | <b>(3,798)</b>                    | 1,603                             |
| <b>Cash and cash equivalents at end of year</b>               | <b>年末現金及現金等價物</b>         | <b>132,424</b>                    | 116,629                           |
| <b>Analysis of cash and cash equivalents</b>                  | <b>現金及現金等價物分析</b>         |                                   |                                   |
| Bank and cash balances  | 銀行及現金結餘                   | <b>132,424</b>                    | 116,629                           |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 1. General information

Kidztech Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 25 October 2019 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 18 March 2020.

The Company is an investment holding company and its subsidiaries (together, “the Group”) are principally engaged in manufacturing and sales of toys. The principal activities of its subsidiaries are set out in note 35 to the consolidated financial statements.

### 2. Adoption of new and revised Hong Kong financial reporting standards

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2020. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current year and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The application of these new HKFRSs will not have material impact on the financial statements of the Group.

### 1. 一般資料

奇士達控股有限公司（「本公司」）乃根據開曼群島公司法於二零一九年十月二十五日在開曼群島註冊成立為獲豁免有限責任公司。其註冊辦事處的地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司股份於二零二零年三月十八日於香港聯合交易所有限公司（「聯交所」）主板上市。

本公司為投資控股公司，連同其附屬公司（統稱「本集團」）主要從事玩具的製造及銷售。其附屬公司的主要業務載於綜合財務報表附註35。

### 2. 採納新訂及經修訂香港財務報告準則

於本年度，本集團已採納由香港會計師公會（「香港會計師公會」）頒佈與其業務相關並自二零二零年一月一日起會計年度生效的所有新訂及經修訂《香港財務報告準則》（「香港財務報告準則」）。香港財務報告準則包括《香港財務報告準則》（「香港財務報告準則」）、《香港會計準則》（「香港會計準則」）及詮釋。採納該等新訂及經修訂香港財務報告準則並無對本集團本年度及過往年度的會計政策、本集團財務報表的呈列方式及所呈報金額造成重大變動。

本集團並無應用已頒佈但尚未生效的新訂香港財務報告準則。應用該等新訂香港財務報告準則對本集團財務報表並無重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies

These consolidated financial statements have been prepared in accordance with HKFRSs issued by HKICPA, and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of key assumptions and estimates. It also requires management to exercise its judgments in the process of applying the accounting policies. The areas involving critical judgments and areas where assumptions and estimates are significant to these consolidated financial statements are disclosed in Note 4 to the consolidated financial statements.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

#### Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

### 3. 重大會計政策

該等綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則以及聯交所證券上市規則及香港公司條例所規定的適用披露資料編製。

該等綜合財務報表按歷史成本慣例編製。

編製符合香港財務報告準則的綜合財務報表須使用主要假設及估計。管理層亦須於應用會計政策時作出其判斷。涉及重大判斷以及假設及估計的範圍對綜合財務報表而言屬重大，並於綜合財務報表附註4披露。

編製該等綜合財務報表所應用的主要會計政策載於下文。

#### 合併

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止的財務報表。附屬公司指本集團對其具有控制權之實體。當本集團因為參與該實體而承擔可變回報之風險或享有可變回報之權益，並有能力透過其對該實體之權利影響此等回報時，本集團即控制該實體。當本集團擁有現有權利指示相關業務（即對實體收益產生重大影響的業務），則本集團對該實體擁有權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有的潛在投票權，以釐定其是否擁有控制權。僅在持有人能實際行使潛在投票權的情況下，方會考慮該權利。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Consolidation (Continued)

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### Foreign currency translation

##### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the operating subsidiaries incorporated in Hong Kong is United States dollars ("USD"), while the functional currency of the other subsidiaries of the Group is Renminbi ("RMB"). The consolidated financial statements are presented in RMB, which is the functional currency of the Company and the operating subsidiaries and the Group's presentation currency.

### 3. 重大會計政策 (續)

#### 合併 (續)

附屬公司在控制權轉移至本集團之日起合併入賬。該等公司在控制權終止之日起取消合併入賬。

出售附屬公司而導致失去控制權之收益或虧損乃指(i)出售代價之公平值連同於該附屬公司任何保留投資之公平值與(ii)本公司應佔該附屬公司之資產淨額連同與該附屬公司有關之任何剩餘商譽以及任何累計外幣換算儲備兩者間之差額。

集團內部交易、結餘及未變現溢利予以對銷。除非交易提供已轉讓資產出現減值的證據，未變現虧損亦予以對銷。附屬公司的會計政策在必要時會作出更改，以確保與本集團所採納的政策一致。

#### 外幣換算

##### (a) 功能及呈列貨幣

本集團各個實體財務報表所包含項目以實體營運所在之主要經濟環境之貨幣(「功能貨幣」)計量。在香港註冊成立的營運附屬公司的功能貨幣為美元(「美元」)，而其他中國附屬公司的功能貨幣為人民幣(「人民幣」)。綜合財務報表以本公司及營運附屬公司之功能貨幣及本集團呈列貨幣人民幣呈列。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Foreign currency translation (Continued)

##### (b) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

##### (c) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

### 3. 重大會計政策 (續)

#### 外幣換算 (續)

##### (b) 各實體財務報表的交易及結餘

外幣交易於初始確認時按交易日期當時的匯率換算為功能貨幣。以外幣計值的貨幣資產及負債按各報告期末的匯率換算。該換算政策產生的收益及虧損於損益中確認。

以外幣按公平值計量的非貨幣項目按釐定公平值當日的匯率換算。

當非貨幣項目的收益或虧損於其他全面收益確認時，該收益或虧損的任何匯兌部分於其他全面收益確認。當非貨幣項目的收益或虧損於損益中確認時，該收益或虧損的任何匯兌部分於損益中確認。

##### (c) 合併時進行換算

功能貨幣與本公司呈列貨幣不同之所有集團實體之業績及財務狀況按以下方式換算為本公司呈列貨幣：

- 每份呈列之財務狀況表內之資產及負債按該財務狀況表日期之收市匯率換算；
- 收入及開支按平均匯率換算（除非此平均匯率並非交易日期匯率之累計影響之合理約數，在此情況下，收支項目按交易日期之匯率換算）；及
- 所有由此產生之匯兌差額在外幣換算儲備中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Foreign currency translation (Continued)

##### (c) Translation on consolidation (Continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

#### Property, plant and equipment

Buildings comprise mainly factories and offices. Property, plant and equipment are carried at costs less subsequent depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The useful lives are as follows:

|                                |             |
|--------------------------------|-------------|
| Buildings                      | 30-35 years |
| Leasehold improvements         | 2-5 years   |
| Mould and machinery            | 3-10 years  |
| Motor vehicles                 | 3-10 years  |
| Furniture and office equipment | 3-5 years   |

### 3. 重大會計政策 (續)

#### 外幣換算 (續)

##### (c) 合併時進行換算 (續)

編製合併賬目時，換算海外實體投資淨額及借款產生之匯兌差額均於外幣換算儲備確認。當出售海外業務，該匯兌差額將於綜合損益確認，作為出售之部分收益或虧損。

收購海外實體產生之公平值調整被視為該海外實體之資產及負債，並按收市匯率換算。

#### 物業、廠房及設備

樓宇主要包括工廠及辦公室。物業、廠房及設備按成本減其後折舊及減值虧損列賬。

其後成本僅在與未來經濟利益有可能流入本集團有關之項目，而該項目之成本能夠可靠計量時，方會計入資產之賬面值或確認為獨立資產（倘適用）。所有其他維修及保養費用在產生之期間內於損益中確認。

物業、廠房及設備折舊以直線法按足以於估計可使用年期內撇銷其成本減其剩餘價值之比率計算。可使用年期如下：

|         |        |
|---------|--------|
| 樓宇      | 30至35年 |
| 租賃物業裝修  | 2至5年   |
| 模具及機器   | 3至10年  |
| 汽車      | 3至10年  |
| 傢俬及辦公設備 | 3至5年   |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Property, plant and equipment (Continued)

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction and plant and machinery pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

#### Leases

##### The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

|                |           |
|----------------|-----------|
| Land use right | 2% – 3%   |
| Buildings      | 50%       |
| Motor vehicles | 25% – 33% |

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

### 3. 重大會計政策 (續)

#### 物業、廠房及設備 (續)

資產之剩餘價值及可使用年期於各報告期末進行檢討，及在適當時調整。

在建工程指在建樓宇及待安裝廠房及機器，以成本扣除減值虧損列示。相關資產於可供使用時計提折舊。

出售物業、廠房及設備的收益或虧損為銷售所得款項淨額及有關資產賬面值之間的差額，並於損益中確認。

#### 租賃

##### 本集團作為承租人

租賃於租賃資產可供本集團使用時確認為使用權資產及相應租賃負債。使用權資產按成本減累計折舊及減值虧損呈列。使用權資產折舊以直線法按於資產使用年期或租期（以較短者為準）內撇銷其成本之比率計算。主要年率如下：

|       |           |
|-------|-----------|
| 土地使用權 | 2% 至 3%   |
| 樓宇    | 50%       |
| 汽車    | 25% 至 33% |

使用權資產乃按成本（包括租賃負債初始計量金額、預付租賃款項、初始直接成本及恢復成本）計量。租賃負債包括租賃款項的淨現值，倘若有關利率可予確定，則使用租賃中隱含的利率貼現，否則使用本集團的增量借款利率計算。每筆租賃款項均於租賃負債及融資成本之間分配。融資成本於租期內在損益內扣除，以使租賃負債餘額的利率固定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Leases (Continued)

##### The Group as lessee (Continued)

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

##### The Group as lessor

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

#### Intangible assets

##### (a) Trademarks

Trademarks are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives of 5 years.

##### (b) Software

Acquired computer softwares are capitalised on the basis of costs incurred to acquire and bring to use the specific software. Softwares are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives of 3-5 years.

### 3. 重大會計政策 (續)

#### 租賃 (續)

##### 本集團作為承租人 (續)

與短期租賃相關的付款及低價值資產的租賃於租期內以直線法在損益內確認為開支。短期租賃為初始租賃期為12個月或以下的租賃。低價值資產為價值低於5,000美元的資產。

##### 本集團作為出租人

資產擁有權的全部風險及回報並無實質上轉移至承租人的租賃入賬列作經營租賃。經營租賃租金收入按有關租期以直線法確認。

#### 無形資產

##### (a) 商標

商標按成本減累計攤銷及減值虧損呈列。攤銷以直線法於商標估計使用年期5年內計算。

##### (b) 軟件

購入的電腦軟件按購入及使該特定軟件達到預定可使用狀態所產生的成本作資本化處理。軟件按成本減累計攤銷及減值虧損呈列。攤銷以直線法於商標估計使用年期3至5年內計算。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Intangible assets (Continued)

##### (c) License rights

License rights are stated at historical cost less accumulated amortisation and accumulated impairment losses. They are initially measured at the fair value of the consideration given to acquire the license at the time of the acquisition, which represents the capitalised present values of the fixed minimum payment to be made upon commencement of the license contract and in subsequent years.

The Group amortises intangible assets with limited useful lives of 3 to 5 years for trademarks and software and over the terms of the license right contracts of 1 to 3 years using straight-line method.

#### Research and development

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from the Group's development project (relating to the design and developing of new or improved utility models and utility patents) are recognised only if all of the following conditions are met:

- An asset is created that can be identified (such as software and new processes);
- It is probable that the asset created will generate future economic benefits; and
- The development cost of the asset can be measured reliably.

Internally generated intangible assets are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives of one to five years. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

### 3. 重大會計政策 (續)

#### 無形資產 (續)

##### (c) 特許權

特許權按歷史成本減累計攤銷及累計減值虧損列賬。特許權初始按收購時就獲取特許權所給予的代價的公平值計量，即於授權合約開始時及隨後年度將支付的最低定額款項的資本化現值。

本集團對商標及軟件以無形資產的有限可使用年期3至5年及對特許權以1至3年的合約期限作直線攤銷。

#### 研發

研究活動開支於產生期間內確認為開支。因本集團開發項目（與設計及開發新或改良實用模型及實用專利有關）而於內部產生的無形資產僅於下列所有條件達成後方獲確認：

- 所設立之資產可予識別（例如軟件及新工序）；
- 所設立之資產可能產生未來經濟利益；及
- 資產的開發成本能可靠計量。

內部產生的無形資產按成本減累計攤銷及減值虧損呈列。攤銷以直線法於該等資產估計使用年期一至五年內計算。倘未能確認任何內部產生的無形資產，則開發開支於產生期間的損益內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

#### Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in profit or loss.

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

#### Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

### 3. 重大會計政策（續）

#### 存貨

存貨按成本及可變現淨值兩者中之較低者入賬。成本按加權平均基準計算。製成品及在建工程成本包括原材料、直接勞工成本及所有生產經常性開支的恰當比例及（如適用）分包開支。可變現淨值乃按日常業務過程中之估計售價減去估計完成成本及估計作出銷售所需費用計算。

#### 確認及終止確認金融工具

本集團於成為金融工具合約條文的訂約方時於財務狀況表中確認金融資產及金融負債。

於收取資產現金流量的已訂約權利屆滿、本集團轉讓資產擁有權的絕大部分風險及回報或本集團並無轉讓亦無保留資產擁有權的絕大部分風險及回報，惟不保留資產的控制權時，終止確認金融資產。終止確認一項金融資產時，資產賬面值與已收代價總額之間的差額於損益內確認。

倘相關合約訂明的責任獲解除、取消或到期，則終止確認金融負債。已終止確認金融負債賬面值與已付代價之間的差額於損益內確認。

#### 金融資產

倘金融資產買賣根據合約進行，而合約條款規定資產須於有關市場所規定的期限內交付，則金融資產按交易日基準確認入賬及終止確認，並初始按公平值加直接應佔交易成本確認，惟按公平值計入損益的投資則除外。收購按公平值計入損益的投資的直接應佔交易成本即時於損益確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Financial assets (Continued)

Financial assets of the Group are classified as financial assets at amortised cost.

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

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

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

#### Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument (“lifetime expected credit losses”) for trade receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

### 3. 重大會計政策（續）

#### 金融資產（續）

本集團的金融資產被分類為按攤銷成本列賬的金融資產。

倘同時符合下列兩項條件，則金融資產（包括貿易及其他應收款項）撥歸此分類：

- 資產乃按目標為持有資產以收取合約現金流量的業務模式持有；及
- 資產的合約條款導致於特定日期產生純粹為支付本金及未償還本金利息的現金流量。

有關資產其後使用實際利率法按攤銷成本減預期信貸虧損的虧損撥備計量。

#### 預期信貸虧損的虧損撥備

本集團就按攤銷成本列賬的金融資產的預期信貸虧損確認虧損撥備。預期信貸虧損為加權平均信貸虧損，並以發生違約風險的金額作為加權數值。

於各報告期末，倘金融工具的信貸風險自初步確認以來大幅增加，本集團就貿易應收款項按相等於所有可能發生違約事件的預期信貸虧損除以該金融工具的預計年期（「預期信貸虧損年期」）的金額，計量金融工具的虧損撥備。

倘於報告期末，金融工具（貿易應收款項除外）的信貸風險自初步確認以來並無大幅增加，則本集團會按相等於反映該金融工具於報告期後12個月內可能發生的違約事件所引致預期信貸虧損的預期信貸虧損年期部分的金額計量金融工具的虧損撥備。

預期信貸虧損金額或為調整報告期末虧損撥備至所需金額所作撥回金額乃於損益確認為減值盈虧。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

#### Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

#### Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

#### Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

### 3. 重大會計政策（續）

#### 現金及現金等價物

就現金流量表而言，現金及現金等價物指銀行及手頭現金、存放於銀行及其他金融機構的活期存款，以及可即時轉換為已知數額現金款項及受極輕微價值變動風險所限的短期高流通性投資。現金及現金等價物的組成部分亦包括須按要求償還及為本集團整體現金管理一部分的銀行透支。

#### 金融負債及權益工具

金融負債及權益工具乃根據所訂立的合約安排的實質內容以及在香港財務報告準則下金融負債及權益工具的定义而予以分類。權益工具為證明於本集團經扣除其所有負債後於資產中擁有的剩餘權益的任何合約。

#### 借款

借款初始按公平值（扣除已產生之交易成本）確認，其後則以實際利率法按攤銷成本計量。

除非本集團有無條件權利將負債的結算遞延至報告期末後最少12個月，否則借款獲分類為流動負債。

#### 貿易及其他應付款項

貿易及其他應付款項初始按公平值呈列，其後則以實際利率法按攤銷成本計量，惟倘貼現影響並不重大者，則以成本呈列。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Equity instruments

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

#### Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- (c) 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.

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

### 3. 重大會計政策（續）

#### 權益工具

本公司發行的權益工具按已收款項扣除直接發行成本入賬。

#### 來自客戶合約的收益

收益乃按經參考商業慣例後與客戶訂立的合約所訂明的代價計量，且不包括代表第三方收取的金額。就客戶付款與轉移已承諾產品或服務之間的期限超過一年的合約，代價會就重大融資部分的影響作出調整。

本集團透過將產品或服務的控制權轉移予客戶而完成其履約責任時確認收益。視乎合約的條款及該合約適用的法例，履約責任可於一段時間內或於某一時間點完成。倘屬以下情況，履約責任乃於一段時間內完成：

- (a) 當客戶同時收取及消耗本集團履約所提供的利益；
- (b) 當本集團的履約行為創造或改良一項其於被創造或改良時受客戶控制的資產；或
- (c) 當本集團的履約行為並無創造一項對本集團有替代用途的資產，及本集團對迄今為止已完成的履約行為擁有可強制執行付款的權利。

倘履約責任屬於一段時間內完成，收益經參考已完成有關履約責任的進度確認。否則，收益於客戶獲得產品或服務控制權之時確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Other income

Rental income is recognised on a straight-line basis over the lease term.

Interest income is recognised using the effective interest method.

#### Employee benefits

##### (a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the statement of financial position.

##### (b) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged in profit or loss represents contributions payable by the Group to the funds.

##### (c) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

##### (d) Housing funds, medical insurances and other social insurances

Employees of the group companies in the PRC are entitled to participate in various government supervised housing funds, medical insurance and other employee social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each year.

### 3. 重大會計政策（續）

#### 其他收入

租賃收入按直線法於租期內確認。

利息收入以實際利率法確認。

#### 僱員福利

##### (a) 短期責任

僱員直至報告期末之服務獲確認工資及薪金負債（包括預期在僱員提供相關服務期間結束後12個月內悉數結算的非貨幣福利及累計病假）並按結算有關負債之預期金額計量。負債於財務狀況表內呈列為現有僱員福利責任。

##### (b) 退休金責任

本集團向定額供款退休計劃作出供款，所有僱員均可參與該計劃。供款由本集團及僱員按僱員基本薪金之百分比作出。自損益扣除之退休福利計劃成本指本集團應向該基金支付之供款。

##### (c) 離職福利

離職福利於本集團不能撤回提供該等福利時或本集團確認重組成本並涉及支付離職福利時（以較早日期為準）確認。

##### (d) 住房公積金、醫療保險金及其他社會保險

集團公司的中國僱員有權參與多項政府監管的住房公積金、醫療保險及其他僱員社會保險計劃。本集團每月根據員工工資的特定百分比向該等基金供款（設有若干上限）。本集團對有關該等基金的法律責任限於每年應付的供款。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Employee benefits (Continued)

##### (e) Bonus entitlements

The expected cost of bonus payments are recognised as a liability when the Group has a present contractual or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

#### Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

The Group also provides employees with the ability to purchase the Company's ordinary shares at a discount to the current market value. The Group records an expense, based on the fair value of the discount related to shares expected to vest (taking in account the post vesting transfer restrictions), on a straight-line basis over the vesting period.

#### 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 capitalised as part of 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.

### 3. 重大會計政策 (續)

#### 僱員福利 (續)

##### (e) 獎金權利

當本集團因僱員提供服務而現時具有合約或推定責任，且有關責任可予可靠估計時，獎金支付的預期成本確認為負債。

#### 以股份支付之款項

本集團發行以股本結算並以股份支付之款項予若干僱員。以股本結算並以股份支付之款項乃於授出日期權益工具按公平值（不包括非市場形式歸屬條件影響）計量。以股本結算並以股份支付之款項於授出日期釐定之公平值乃根據本集團對最終將歸屬之股份之估計及就非市場形式歸屬條件之影響作調整後，於歸屬期內按直線法支銷。

本集團亦向僱員提供以較當前市值折讓的價格購入本公司普通股的能力。本集團按與預期歸屬股份有關折讓的公平值（計及歸屬後轉讓限制）於歸屬期內按直線法記錄開支。

#### 借款成本

因收購、建設或生產合資格資產（需要大量時間為其擬定用途或銷售作準備的資產）而直接產生的借款成本會資本化為該等資產的部分成本，直至該等資產大致可準備投入作擬定用途或出售。特定借款於撥作合資格資產的開支前用作短暫投資所賺取的投資收入為自合資格資本化的借款成本中扣除。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Borrowing costs (Continued)

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

#### Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become 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.

Government grants relating to the purchase of assets are recorded as deferred income and recognised in profit or loss on a straight-line basis over the useful lives of the related assets.

Repayment of a grant related to income is applied first against any unamortised deferred income set up in respect of the grant. To the extent that the repayment exceeds any such deferred income, or where no deferred income exists, the repayment is recognised immediately in profit or loss. Repayment of a grant related to an asset is recorded by increasing the carrying amount of the asset or reducing the deferred income by the amount repayable. The cumulative additional depreciation that would have been recognised in profit or loss to date in the absence of the grant is recognised immediately in profit or loss.

### 3. 重大會計政策（續）

#### 借款成本（續）

就於一般情況及用作取得合資格資產而借入之資金而言，合資格資本化的借款成本金額乃按用於該資產的開支所採用的資本化率而釐定。資本化率為適用於本集團該期間內尚未償還借貸的加權平均借款成本，惟不包括為取得合資格資產而借入的特定借款。

所有其他借款成本均於其產生期間於損益內確認。

#### 政府補貼

政府補貼於可合理保證本集團將遵守補貼所有附帶條件以及將獲取補貼時確認。

與收入有關之政府補貼將遞延並於期內在損益中及確認以與擬作補償的成本匹配。

作為已產生的開支或虧損的補償或向本集團提供即時財務援助而可收取（並無日後相關成本）的政府補貼，乃於其成為可收取的期間於損益內確認。

與購買資產相關的政府補貼入賬為遞延收入，並按相關資產使用年期以直線法於損益確認。

償還有關收入之補貼首先應用任何就有關補貼而設之未攤銷遞延收入。倘還款超過任何該等遞延收入，或並無遞延收入，有關還款即時於損益確認。償還有關資產之補貼以該資產之賬面值增加可償還金額或以可償還金額減遞延收入列賬。於倘並無補貼而應於迄今損益確認之累計額外折舊即時於損益確認。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2020  
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### 3. Significant accounting policies (Continued)

#### Taxation

Income tax represents the sum of the current tax and deferred tax.

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

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates 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.

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.

### 3. 重大會計政策（續）

#### 稅項

所得稅指即期稅項及遞延稅項的總和。

現時應付稅項乃按年度應課稅溢利計算。應課稅溢利與於損益內所確認的溢利不同，乃由於前者不包括在其他年度應課稅或可扣減收入或開支項目，且不包括永毋須課稅或不可扣稅的項目。本集團的即期稅項負債乃按報告期末已實行或大致上已實行的稅率計算。

遞延稅項乃以財務報表中的資產及負債賬面值與計算應課稅溢利相應稅基的差額而確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產乃按可能出現可利用暫時差額扣稅、未動用稅項虧損或未動用稅項回撥的應課稅溢利時確認。倘暫時差額由商譽或由初步確認一項不影響應課稅溢利或會計溢利的交易的其他資產及負債（業務合併除外）所產生，有關資產及負債不予確認。

遞延稅項負債就於附屬公司及聯營公司投資而產生的應課稅暫時差額予以確認，惟本集團可控制暫時差額的撥回，而此暫時差額在可見將來可能不會撥回則另當別論。

遞延稅項資產的賬面值於各報告期末作檢討，並在不可能有足夠應課稅溢利可用以收回全部或部分資產時作調減。

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## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

#### Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Company or of a parent of the Company.

### 3. 重大會計政策（續）

#### 稅項（續）

遞延稅項乃按預期於負債清償或資產變現期間應用的稅率計算，以報告期末已實行或大致上已實行的稅率為基礎。遞延稅項於損益內確認，惟倘遞延稅項與在其他全面收入或直接在權益中確認的項目有關，在此情況下遞延稅項亦會於其他全面收入或直接於權益中確認。

遞延稅項資產及負債計量反映本集團於報告期末所預期收回其資產或清償其負債的賬面值方式所產生的稅務結果。

遞延稅項資產及負債僅在有合法執行權利將即期稅項資產及即期稅項負債抵銷，以及其與同一稅務機關徵收的所得稅有關，而本集團擬以淨額基準處理其即期稅項資產及負債時，方予以抵銷。

#### 關聯方

關聯方為與本集團有關連的人士或實體。

- (a) 倘屬以下人士，則該人士或該人士家族近親成員與本集團有關連：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本公司或本公司母公司主要管理人員的其中一名成員。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

### 3. 重大會計政策 (續)

#### 關聯方 (續)

- (b) 倘符合下列任何條件，即該實體與本集團有關連：
- (i) 該實體與本公司屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
  - (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業）。
  - (iii) 兩間實體均為同一第三方的合營企業。
  - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
  - (v) 該實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。倘本集團本身即為該計劃，則提供資助的僱主亦與本集團有關連。
  - (vi) 該實體受(a)所識別人士控制或共同控制。
  - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體（或該實體的母公司）主要管理人員成員。
  - (viii) 該實體或其所屬集團的任何成員公司向本公司或本公司母公司提供主要管理人員成員服務。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Segment reporting

Operating segments and the amounts of each segment item reported in the financial statements are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

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

#### Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and other intangible assets except deferred income tax asset, investments, inventories and receivables, 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 any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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.

### 3. 重大會計政策（續）

#### 分部報告

經營分部及各分部項目於財務報表內呈報的金額，乃根據定期提供予本集團最高行政管理層就資源分配及評估本集團不同行業之業務表現的財務資料識別。

就財務報告而言，除非分部具備相似的經濟特徵及在產品及服務性質、生產過程性質、客戶類型或類別、用於分銷產品或提供服務的方法以及監管環境的性質方面相似，否則各個重大經營分部不會合併計算。個別非重大的經營分部如符合上述大部分標準，則可合併計算。

#### 資產減值

於各報告期末，本集團審閱其有形及其他無形資產（遞延所得稅資產、投資、存貨及應收款項除外）的賬面值，以釐定有否任何跡象顯示該等資產出現減值虧損。倘存在任何有關跡象，則會估計資產的可收回金額，以釐定任何減值虧損的程度。倘無法估計個別資產的可收回金額，本集團會估計該資產所屬的現金產生單位的可收回金額。

可收回金額是指公平值減出售成本與使用價值中的較高者。評估使用價值時，估計未來現金流量會採用稅前貼現率貼現至其現值，該稅前貼現率反映對貨幣時間價值的當前市場評估及該資產特有的風險。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 3. Significant accounting policies (Continued)

#### Impairment of assets (Continued)

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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 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 is remote.

### 3. 重大會計政策 (續)

#### 資產減值 (續)

倘估計資產或現金產生單位的可收回金額低於其賬面值，則資產或現金產生單位的賬面值將調低至其可收回金額。減值虧損即時於損益內確認，除非有關資產乃按重估數額列賬，於該情況下，減值虧損會被視為重估減幅。

倘減值虧損於其後撥回，資產或現金產生單位的賬面值調高至其經修訂的估計可收回金額，而調高後的賬面值不得超過倘該資產或現金產生單位在過往年度並無確認減值虧損時釐定的賬面值（扣除攤銷或折舊）。減值虧損的撥回即時於損益內確認，除非有關資產乃按重估數額列賬，於該情況下，所撥回的減值虧損會被視為重估增值。

#### 撥備及或然負債

當本集團因已發生的事件須承擔現有法定或推定義務，而履行義務有可能導致付出經濟利益，及有可靠估計的情況下，須對該等不確定時間或金額的負債確認撥備。倘時間價值重大，則撥備乃按預期用於履行有關義務所需的支出的現值列賬。

倘不大可能需要付出經濟利益，或其數額無法可靠估計，則責任須披露為或然負債，除非付出經濟利益的可能性極低則另作別論。潛在義務，其存在僅能以一個或數個未來事項的發生或不發生來證實，除非其付出的可能性極低，否則有關義務亦披露為或然負債。

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## 綜合財務報表附註

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### 3. Significant accounting policies (Continued)

#### Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

### 4. Critical judgements and key estimates

#### Key sources of estimation uncertainty

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

#### (a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

### 3. 重大會計政策（續）

#### 報告期後事項

提供有關本集團於報告期末狀況或顯示持續經營假設並不適當的額外資料的報告期後事項均屬於調整事項，並於財務報表內反映。並非屬調整事項的報告期後事項如屬重大，則於財務報表附註中披露。

### 4. 關鍵判斷及主要估計

#### 估計不明朗因素的主要來源

於報告期末有重大可能使下一個財政年度的資產及負債賬面值須作出重大調整而與未來有關的主要假設及估計不明朗因素的其他主要來源於下文討論。

#### (a) 物業、廠房及設備以及折舊

本集團就本集團的物業、廠房及設備釐定估計可使用年期、剩餘價值及相關折舊開支。該估計乃根據性質及功能相似的物業、廠房及設備的實際可使用年期及剩餘價值的過往經驗而作出。當可使用年期及剩餘價值與原先估計者不同時，本集團將會修正折舊開支，或撇銷或撇減技術上已過時或已廢棄或已售出的非策略性資產。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 4. Critical judgements and key estimates (Continued)

#### Key sources of estimation uncertainty (Continued)

##### (b) Impairment of property, plant and equipment and intangible assets

Property, plant and equipment and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the present value of estimated future cash flows. Where the future cash flows are less than expected or there are unfavourable events and change in facts and circumstance which result in revision of future estimate cash flows, a material impairment loss may arise.

##### (c) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

##### (d) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions. The Group will reassess the estimates by the end of each reporting period.

### 4. 關鍵判斷及主要估計 (續)

#### 估計不明朗因素的主要來源 (續)

##### (b) 物業、廠房及設備以及無形資產減值

當出現事件或變動顯示資產賬面值超過其可收回金額，本集團會審閱物業、廠房及設備以及無形資產是否出現減值。可收回金額按估計未來現金流量現值釐定。當未來現金流量低於預期，或實際發生不利事件及事實及情況出現不利變動而導致修訂未來估計現金流量，或會產生重大減值虧損。

##### (c) 呆壞賬減值虧損

本集團根據對貿易及其他應收款項可收回性的評估（包括各債務人的當前信譽及過往付款記錄）作出呆壞賬減值虧損。倘有事件或情況變動顯示餘額可能無法收回時，則會出現減值。識別呆壞賬需利用判斷及估計。倘實際結果有別於原有估計，則有關差額將影響有關估計已變動年度的貿易及其他應收款項的賬面值以及呆賬開支。

##### (d) 存貨之可變現淨值

存貨之可變現淨值為日常業務過程中之估計售價減估計完成成本及銷售開支。此等估計乃根據現行市況及製造與銷售類似性質產品之過往經驗而定。其可因客戶品味改變及競爭對手因應嚴峻行業週期採取行動而大幅變動。本集團於各報告期末重新評估該等估計。

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## 綜合財務報表附註

For the year ended 31 December 2020  
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### 5. Financial risk management

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### (a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities of Hong Kong dollars ("HKD") and RMB. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

At 31 December 2020, if the RMB had weakened 5 per cent against the USD with all other variables held constant, consolidated profit after tax for the year would have been RMB489,000 (2019: RMB851,000) lower, arising mainly as a result of the foreign exchange loss on trade and other receivables, trade and other payables and license fee payables denominated in USD. If the RMB had strengthened 5 per cent against the USD with all other variables held constant, consolidated profit after tax for the year would have been RMB489,000 (2019: RMB851,000) higher, arising mainly as a result of the foreign exchange gain on trade and other receivables, trade and other payables and license fee payables denominated in USD.

### 5. 財務風險管理

本集團業務使其面對多項財務風險：外幣風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理計劃專注於金融市場無法預測的特性，並尋求盡量減少對本集團財務表現可能造成的不利影響。

#### (a) 外幣風險

由於本集團大部分業務交易、資產及負債主要以本集團實體的功能貨幣港元（「港元」）及人民幣計值，故其所承受的外幣風險極低。本集團目前並無就外幣交易、資產及負債設立外幣對沖政策。本集團將會密切監察其外幣風險並在有需要時考慮對沖重大外幣風險。

於二零二零年十二月三十一日，倘人民幣兌美元貶值5%，而所有其他可變因素維持不變，年內除稅後綜合溢利將減少人民幣489,000元（二零一九年：人民幣851,000元），主要由於以美元計值之貿易及其他應收款項、貿易及其他應付款項以及應付授權費產生之匯兌虧損所致。倘人民幣兌美元升值5%，而所有其他可變因素維持不變，年內除稅後綜合溢利將增加人民幣489,000元（二零一九年：人民幣851,000元），主要由於以美元計值之貿易及其他應收款項、貿易及其他應付款項以及應付授權費產生之匯兌收益所致。



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### 綜合財務報表附註

For the year ended 31 December 2020  
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#### 5. Financial risk management (Continued)

##### (b) Credit risk

The carrying amount of the cash and bank balances, restricted cash, trade receivables and other receivables included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has no significant concentrations of credit risk.

It has policies in place to ensure that sales are made to customers with an appropriate credit history.

The credit risk on cash and bank balances and restricted cash is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

- internal credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations; and
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

#### 5. 財務風險管理（續）

##### (b) 信貸風險

計入財務狀況表的現金及銀行結餘、受限制現金、貿易應收款項及其他應收款項的賬面值指本集團就本集團的金融資產所面對的最高信貸風險。

本集團並無重大集中的信貸風險。

本集團已制定政策確保向具有合適信貸記錄的客戶進行銷售。

現金及銀行結餘以及受限制現金的信貸風險有限，此乃由於對手方為獲國際信貸評級機構頒予高信貸評級的銀行。

本集團透過比較金融資產於報告日期發生的違約風險與於初始確認日期的違約風險，以評估金融資產的信貸風險有否於各報告期內按持續基準大幅增加。本集團會考慮所得合理及可靠前瞻性資料，尤其使用以下的資料：

- 內部信貸評級；
- 預期導致借款人履行其責任能力出現重大影響的業務、財務或經濟狀況的實際或預期重大不利變動；及
- 借款人的預期表現及行為的重大變動，包括借款人付款狀況的變動。

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## 綜合財務報表附註

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### 5. Financial risk management (Continued)

#### (b) Credit risk (Continued)

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group normally categorises a receivable for write off when a debtor fails to make contractual payments greater than 360 days past due. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

#### (c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis, based on undiscounted cash flows, of the Group's financial liabilities is as follows:

|   |                                 | Total contractual undiscounted cash flow<br>總合約非貼現現金流量 |                             |                                   |                                   |                  |
|---|---------------------------------|--|-----------------------------|-----------------------------------|-----------------------------------|------------------|
|   |                                 | Carrying<br>amounts<br>賬面值                             | Less than<br>1 year<br>少於一年 | Between<br>1 and 2 years<br>一至兩年內 | Between<br>2 and 5 years<br>二至五年內 | Total<br>總計      |
|   |                                 | RMB'000<br>人民幣千元                                       | RMB'000<br>人民幣千元            | RMB'000<br>人民幣千元                  | RMB'000<br>人民幣千元                  | RMB'000<br>人民幣千元 |
| <b>31 December 2020</b>   | <b>二零二零年<br/>十二月三十一日</b>        |  |                             |                                   |                                   |                  |
| Bank and other borrowings   | 銀行及其他借款                         | 155,890  | 130,023                     | 16,586                            | 18,181                            | 164,790          |
| Trade and other payables<br>(excluding tax payables and<br>payroll payable) | 貿易及其他應付款項<br>(不包括應付稅款及<br>應付工資) | 42,975   | 42,975                      | -                                 | -                                 | 42,975           |
| Lease liabilities   | 租賃負債                            | 7,991  | 3,159                       | 5,965                             | -                                 | 9,124            |
| License fee payable   | 應付授權費                           | 5,250  | 4,033                       | 1,707                             | -                                 | 5,740            |
| Amount due to a related company   | 應付一間關聯公司                        | 962  | 962                         | -                                 | -                                 | 962              |
|   |                                 | <b>213,068</b>   | <b>181,152</b>              | <b>24,258</b>                     | <b>18,181</b>                     | <b>223,591</b>   |

### 5. 財務風險管理 (續)

#### (b) 信貸風險 (續)

倘債務人於作出合約付款時逾期超過30日，則假設信貸風險大幅增加。當對手方無法於合約付款到期時60日內支付款項，則金融資產出現違約。

金融資產於合理預期無法收回（例如債務人無法與本集團達成還款計劃）時撇銷。當債務人於逾期後360日未能履行合約付款，本集團通常會撇銷有關應收款項。倘貸款或應收款項獲撇銷，則本集團（在實際可行及符合經濟效益的情況下）繼續採取強制行動試圖收回到期應收款項。

#### (c) 流動資金風險

本集團的政策為定期監察現時及預期流動資金需求，以確保維持充足現金儲備，滿足其短期及長期流動資金需求。

本集團金融負債的到期日基於非貼現現金流量分析如下：

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### 5. Financial risk management (Continued)

#### (c) Liquidity risk (Continued)

|   |                                 | Carrying<br>amounts<br>賬面值<br>RMB'000<br>人民幣千元 | Total contractual undiscounted cash flow<br>總合約非貼現現金流量 |   |   |         | Total<br>總計<br>RMB'000<br>人民幣千元 |
|---|---------------------------------|--|--|---|---|---------|---------------------------------|
|   |                                 |  | Less than<br>1 year<br>少於一年<br>RMB'000<br>人民幣千元        | Between<br>1 and 2 years<br>一至兩年內<br>RMB'000<br>人民幣千元 | Between<br>2 and 5 years<br>二至五年內<br>RMB'000<br>人民幣千元 |         |                                 |
| <b>31 December 2019</b>   | <b>二零一九年<br/>十二月三十一日</b>        |  |  |   |   |         |                                 |
| Bank and other borrowings   | 銀行及其他借款                         | 142,728  | 134,227  | 7,473   | 7,324   | 149,024 |                                 |
| Trade and other payables<br>(excluding tax payables and<br>payroll payable) | 貿易及其他應付款項<br>(不包括應付稅款及<br>應付工資) | 44,233   | 44,233   | -   | -   | 44,233  |                                 |
| Lease liabilities   | 租賃負債                            | 2,732  | 2,622  | 187   | -   | 2,809   |                                 |
| License fee payable   | 應付授權費                           | 4,589  | 2,979  | 2,148   | 177   | 5,304   |                                 |
|   |                                 | 194,282  | 184,061  | 9,808   | 7,501   | 201,370 |                                 |

#### (d) Interest rate risk

The Group's exposure to interest-rate risk arises from its bank deposits and bank borrowings. These deposits and borrowings bear interests at variable rates varied with the then prevailing market condition.

As at 31 December 2020, if the interest rate on cash at banks and borrowings increased/decreased by 0.5% with all other variables held constant, the Group's post-tax profits for the year would have been RMB107,000 higher/lower (31 December 2019: RMB186,000 higher/lower) mainly as a result of increase in interest income from cash at bank and increase in interest expense from borrowings with variable rates.

The Group has not entered into any interest rate swaps to hedge its exposure to interest rate risks.

### 5. 財務風險管理 (續)

#### (c) 流動資金風險 (續)

本集團的利率風險來自於其銀行存款及銀行借款。該等存款及借款根據當時現行市場狀況的浮動利率計息。

於二零二零年十二月三十一日，倘銀行現金及借款利率增加/減少0.5%，而所有其他可變因素維持不變，本集團年內除稅後溢利將增加/減少人民幣107,000元（二零一九年十二月三十一日：增加/減少人民幣186,000元），主要由於銀行現金的利息收入增加及浮動利率借款的利息支出增加所致。

本集團並無訂立任何利率掉期以對沖其利率風險。

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## 綜合財務報表附註

For the year ended 31 December 2020  
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### 5. Financial risk management (Continued)

#### (e) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

#### (f) Financial instruments by category

The carrying amounts of each of the category of the Group's financial instruments at the end of the reporting period are as follows:

|  |                           | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--|---------------------------|-----------------------------------|-----------------------------------|
| <b>Financial assets</b>  | <b>金融資產</b>               |                                   |                                   |
| Financial assets at amortised cost (including cash and cash equivalents) | 按攤銷成本列賬的金融資產 (包括現金及現金等價物) | <b>232,729</b>                    | 185,712                           |
| <b>Financial liabilities</b>   | <b>金融負債</b>               |                                   |                                   |
| Financial liabilities at amortised cost                                  | 按攤銷成本列賬的金融負債              | <b>213,068</b>                    | 194,282                           |

### 6. Revenue

|                                 |        | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|---------------------------------|--------|-----------------------------------|-----------------------------------|
| Sales of toy cars               | 銷售車模   | <b>290,515</b>                    | 325,800                           |
| Sales of anti-epidemic products | 銷售防疫用品 | <b>5,398</b>                      | -                                 |
|                                 |        | <b>295,913</b>                    | 325,800                           |

### 5. 財務風險管理 (續)

#### (e) 公平值

於綜合財務狀況表所反映的本集團金融資產及金融負債的賬面值與其各自的公平值相若。

#### (f) 按類別劃分之金融工具

本集團之各類別金融工具於報告期末之賬面值如下：

### 6. 收益

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### 綜合財務報表附註

For the year ended 31 December 2020  
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#### 6. Revenue (Continued)

Disaggregation of revenue from contracts with customers:

##### Segment 分部

##### Geographical markets

Mainland China 中國內地  
Out of Mainland China 中國內地以外

Total 總計

##### Major products

Smart toy vehicles 智能車模  
Smart interactive toys 智能互動式玩具  
Traditional toys 傳統玩具  
Smart hardware 智能硬件  
Anti-epidemic products 防疫用品

Total 總計

##### Timing of revenue recognition

At a point in time 於某一時間點

#### Sales of toy cars and anti-epidemic products

The Group sells toy cars and anti-epidemic products to the customers. Sales of a contract are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

#### 6. 收益 (續)

來自客戶合約的收益劃分如下：

|                                      |         | Car Toys<br>車模                    |                                   |
|--------------------------------------|---------|-----------------------------------|-----------------------------------|
|                                      |         | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
| <b>Geographical markets</b>          |         |                                   |                                   |
| Mainland China                       | 中國內地    | 194,090                           | 157,430                           |
| Out of Mainland China                | 中國內地以外  | 101,823                           | 168,370                           |
| Total                                | 總計      | 295,913                           | 325,800                           |
| <b>Major products</b>                |         |                                   |                                   |
| Smart toy vehicles                   | 智能車模    | 185,762                           | 209,584                           |
| Smart interactive toys               | 智能互動式玩具 | 27,222                            | 28,459                            |
| Traditional toys                     | 傳統玩具    | 77,531                            | 84,697                            |
| Smart hardware                       | 智能硬件    | –                                 | 3,060                             |
| Anti-epidemic products               | 防疫用品    | 5,398                             | –                                 |
| Total                                | 總計      | 295,913                           | 325,800                           |
| <b>Timing of revenue recognition</b> |         |                                   |                                   |
| At a point in time                   | 於某一時間點  | 295,913                           | 325,800                           |

#### 銷售車模及防疫用品

本集團向客戶銷售車模及防疫用品。合約銷售於產品控制權轉移（即產品交付予客戶），且並無未履行責任可影響客戶接納產品及客戶獲得產品的法定所有權時確認。

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### 7. Other income

|                                   |            | 2020          | 2019          |
|-----------------------------------|------------|---------------|---------------|
|                                   |            | 二零二零年         | 二零一九年         |
|                                   |            | RMB'000       | RMB'000       |
|                                   |            | 人民幣千元         | 人民幣千元         |
| Interest income                   | 利息收入       | 1,197         | 1,573         |
| Government grants                 | 政府補貼       | 6,798         | 5,153         |
| Exchange gains                    | 匯兌收益       | 2,935         | -             |
| Rental income                     | 租賃收入       | -             | 464           |
| Gains on disposal of a subsidiary | 出售一間附屬公司收益 | -             | 4,804         |
| Others                            | 其他         | 289           | 208           |
|                                   |            | <b>11,219</b> | <b>12,202</b> |

### 7. 其他收入

### 8. Segment information

The Group is principally engaged in manufacturing and sales of toy cars. Management reviews the operating results of the business as one operating segment to make decisions about resources to be allocated. Therefore, the executive directors of the Company regard that there is only one operating segment which is used to make strategic decisions. Revenue and profit before income tax are the measures reported to the executive directors of the Company for the purpose of resources allocation and performance assessment.

The accounting policies of the operating segments are the same as those described in note 3 to the financial statements. Segment non-current assets do not include financial instruments and deferred tax assets.

#### Geographical information

|                       |        | Revenue        |                | Non-current assets |                |
|-----------------------|--------|----------------|----------------|--------------------|----------------|
|                       |        | 收益             |                | 非流動資產              |                |
|                       |        | 2020           | 2019           | 2020               | 2019           |
|                       |        | 二零二零年          | 二零一九年          | 二零二零年              | 二零一九年          |
|                       |        | RMB'000        | RMB'000        | RMB'000            | RMB'000        |
|                       |        | 人民幣千元          | 人民幣千元          | 人民幣千元              | 人民幣千元          |
| Mainland China        | 中國內地   | 194,090        | 157,430        | 269,966            | 217,423        |
| Out of Mainland China | 中國內地以外 | 101,823        | 168,370        | 4,756              | 3,387          |
|                       |        | <b>295,913</b> | <b>325,800</b> | <b>274,722</b>     | <b>220,810</b> |

### 8. 分部資料

本集團主要從事車模製造及銷售。管理層審閱業務經營業績時將其視為一個經營分部，而作出資源分配的決定。因此，本公司執行董事認為，僅有一個用以作出策略性決定的經營分部。收益及除所得稅前盈利乃就資源分配及表現評估而呈報予本公司執行董事的計量。

經營分部的會計政策與財務報表附註3所述者一致。分部非流動資產不包括金融工具及遞延稅項資產。

#### 地理位置

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#### 8. Segment information (Continued)

##### Revenue from major customers

|            |     | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|------------|-----|-----------------------------------|-----------------------------------|
| Customer A | 客戶A | 33,265                            | N/A* 不適用*                         |
| Customer B | 客戶B | 31,368                            | N/A* 不適用*                         |
| Customer C | 客戶C | N/A* 不適用*                         | 58,644                            |

\* The customer contributed less than 10% of total revenue during the years ended 31 December 2019 and 2020.

#### 8. 分部資料 (續)

##### 來自主要客戶的收益

|     | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|-----|-----------------------------------|-----------------------------------|
| 客戶A | 33,265                            | N/A* 不適用*                         |
| 客戶B | 31,368                            | N/A* 不適用*                         |
| 客戶C | N/A* 不適用*                         | 58,644                            |

\* 該客戶截至二零一九年及二零二零年十二月三十一日止年度對總收益的貢獻不足10%。

#### 9. Profit for the year

|  |                             | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--|-----------------------------|-----------------------------------|-----------------------------------|
| Raw materials and goods used   | 已使用原材料及貨物                   | 117,628                           | 137,427                           |
| Staff costs (including directors' emoluments)  | 員工成本 (包括董事酬金)               |                                   |                                   |
| – Salaries, bonus and allowance  | – 薪金、花紅及津貼                  | 45,398                            | 49,526                            |
| – Retirement benefits scheme contributions   | – 退休福利計劃供款                  | 1,130                             | 1,245                             |
| Depreciation of property, plant and equipment, right-of-use assets and amortisation expenses of trademark and software | 物業、廠房及設備及使用權資產折舊及商標及軟件的攤銷開支 | 21,422                            | 18,221                            |
| Royalty expenses (a)   | 授權費開支                       | 9,743                             | 16,471                            |
| Listing expenses for the Listing   | 上市開支                        | 12,450                            | 16,365                            |
| Subcontracting charges   | 分包費用                        | 6,955                             | 5,150                             |
| Freight charge and transportation expenses   | 貨運費及運輸開支                    | 3,328                             | 4,765                             |
| Auditor's remuneration for audit services  | 核數師提供審核服務的薪酬                | 1,600                             | 2,526                             |

(a) Royalty expenses comprised amortisation of license rights of RMB4,565,000 (2019: RMB4,526,000) and variable license payments of RMB5,178,000 for the year ended 31 December 2020 (2019: RMB11,945,000).

(a) 授權費開支包括截至二零二零年十二月三十一日止年度的人民幣4,565,000元(二零一九年: 人民幣4,526,000元)的特許權的攤銷, 以及人民幣5,178,000元(二零一九年: 人民幣11,945,000元)的浮動授權款項。

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### 10. Finance costs

|   |            | 2020         | 2019         |
|---|------------|--------------|--------------|
|   |            | 二零二零年        | 二零一九年        |
|   |            | RMB'000      | RMB'000      |
|   |            | 人民幣千元        | 人民幣千元        |
| Interest expenses on bank borrowings      | 銀行借款的利息開支  | 5,342        | 7,417        |
| Interest expenses on other borrowings     | 其他借款的利息開支  | 2,039        | 1,351        |
| Interest expenses on lease liabilities    | 租賃負債的利息開支  | 367          | 288          |
| Interest expenses on license fee payables | 應付授權費的利息開支 | 296          | 256          |
| Others                                    | 其他         | 430          | 365          |
|   |            | <b>8,474</b> | <b>9,677</b> |

### 10. 融資成本

### 11. Income tax expenses

|   |                | 2020         | 2019          |
|---|----------------|--------------|---------------|
|   |                | 二零二零年        | 二零一九年         |
|   |                | RMB'000      | RMB'000       |
|   |                | 人民幣千元        | 人民幣千元         |
| Current tax – Hong Kong Profits tax     | 即期稅項 – 香港利得稅   |              |               |
| – Provision for the year                | – 年內撥備         | 202          | 3,295         |
| Current tax – PRC Enterprise Income Tax | 即期稅項 – 中國企業所得稅 |              |               |
| – Provision for the year                | – 年內撥備         | 6,759        | 10,735        |
| Deferred income tax (note 18)           | 遞延所得稅 (附註18)   | 1,843        | (1,095)       |
|   |                | <b>8,804</b> | <b>12,935</b> |

### 11. 所得稅開支

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands and, accordingly, is exempted from Cayman Islands income tax. Under the current laws of the British Virgin Islands (“BVI”), entities incorporated in BVI are not subject to income tax.

本公司根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司，因此獲豁免繳納開曼群島所得稅。根據英屬處女群島（「英屬處女群島」）目前的法律，於英屬處女群島註冊成立的實體無須繳納所得稅。



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### 11. Income tax expenses (Continued)

For the year ended 31 December 2020, the Group is eligible to nominate one Hong Kong incorporated entity in the Group, namely Kidztech Toys Manufacturing Limited ("Kidztech HK"), to be taxed at the two tiered profits tax rates, whereby profits tax will be chargeable on the first HKD2,000,000 of assessable profits at 8.25% and assessable profits above this threshold will be subject to a rate of 16.5% (2019: same). Hong Kong profits tax of the other Hong Kong incorporated group entities has been provided for at the rate of 16.5% on the estimated assessable profits.

Pursuant to the PRC Enterprise Income Tax Law ("EIT Law"), the EIT rate for domestic enterprises and foreign invested enterprises is 25%. Kidztech (Guangdong) Intelligent Technology Co., Ltd. ("Kidztech Intelligent", formerly known as Kidztech Intelligent Technology Co., Ltd), the Group's operating subsidiary in the PRC, was awarded the National High-tech Enterprise Certificate which is effective for three years commencing on 1 January 2020 with applicable income tax rate being 15% for the years from 2020 to 2022. All the other PRC entities of the Group are subject to EIT at a rate of 25%.

The reconciliation between the income tax and the loss before tax is as follows:

|  |                   | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--|-------------------|-----------------------------------|-----------------------------------|
| Profit before income tax   | 除所得稅前盈利           | <b>32,947</b>                     | 48,380                            |
| Calculated at applicable tax rate                                | 按適用稅率計算           | <b>5,346</b>                      | 10,321                            |
| Expenses not deductible for tax purpose                          | 不可扣除稅項開支          | <b>4,155</b>                      | 4,231                             |
| Additional deduction on research and development expenses        | 研發開支的額外扣除         | <b>(860)</b>                      | (1,631)                           |
| Tax losses for which no deferred income tax asset was recognised | 概無遞延所得稅資產獲確認的稅項虧損 | <b>163</b>                        | 14                                |
| Income tax expense for the year                                  | 年內所得稅開支           | <b>8,804</b>                      | 12,935                            |

### 11. 所得稅開支(續)

於截至二零二零年十二月三十一日止年度，本集團有資格提名一間本集團於香港註冊成立的實體(即奇士達玩具製造有限公司(「香港奇士達」))按兩級利得稅稅率繳納稅款，據此，首2,000,000港元的應課稅盈利將按8.25%的稅率繳納稅款，而超出該上限的應課稅盈利將按16.5%的稅率(二零一九年：相同)繳納稅款。其他於香港註冊成立的集團實體的估計應課稅盈利已按16.5%的稅率計提香港利得稅撥備。

根據中國企業所得稅法(「企業所得稅法」)，國內企業及外資企業的所得稅率為25%。本集團於中國營運的附屬公司奇士達(廣東)智能科技有限公司(「奇士達智能」，前稱奇士達智能科技股份有限公司)獲授予國家高新科技企業證書，於二零二零年一月一日起計三年止有效，於二零二零年至二零二二年間的適用所得稅率為15%。本集團所有其他中國實體須按25%的稅率繳納企業所得稅。

所得稅及除稅前虧損的對賬如下：

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### 12. Directors' and five highest paid individual emoluments

The emoluments of each director were as follows:

### 12. 董事及五大薪酬最高人士酬金

各董事的薪酬如下：

|  |                         | Note<br>附註 | Fee<br>袍金<br>RMB'000<br>人民幣千元 | Salaries and<br>other benefits<br>薪金及其他福利<br>RMB'000<br>人民幣千元 | Contribution to<br>pension scheme<br>退休金計劃供款<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|--|-------------------------|------------|-------------------------------|---|--|---------------------------------|
| <b>Executive directors</b>                   | <b>執行董事</b>             |            |                               |   |  |                                 |
| Mr. Ni Yanlong                               | 倪彥龍先生                   | 2          | -                             | 192   | 5  | 197                             |
| Mr. Pui Lik Leung                            | 貝烈亮先生                   | 1          | -                             | 871   | 18   | 889                             |
| Mr. Yu Huang                                 | 余煌先生                    | 1          | -                             | 240   | 6  | 246                             |
| <b>Non-executive directors</b>               | <b>非執行董事</b>            |            |                               |   |  |                                 |
| Ms. Zheng Jingyun                            | 鄭靜雲女士                   | 2          | -                             | -   | -  | -                               |
| <b>Independent non-executive directors</b>   | <b>獨立非執行董事</b>          |            |                               |   |  |                                 |
| Mr. He Weidong                               | 何衛東先生                   | 3          | 99                            | -   | -  | 99                              |
| Ms. Liu Man                                  | 劉曼女士                    | 3          | 99                            | -   | -  | 99                              |
| Ms. Zhao Weiwei                              | 趙衛衛女士                   | 3          | 99                            | -   | -  | 99                              |
| Total for the year ended<br>31 December 2020 | 截至二零二零年十二月<br>三十一日止年度總計 |            | 297                           | 1,303   | 29   | 1,629                           |
| <b>Executive directors</b>                   | <b>執行董事</b>             |            |                               |   |  |                                 |
| Mr. Ni Yanlong                               | 倪彥龍先生                   | 2          | -                             | 150   | 5  | 155                             |
| Mr. Pui Lik Leung                            | 貝烈亮先生                   | 1          | -                             | 858   | 17   | 875                             |
| Mr. Yu Huang                                 | 余煌先生                    | 1          | -                             | 246   | 5  | 251                             |
| <b>Non-executive directors</b>               | <b>非執行董事</b>            |            |                               |   |  |                                 |
| Ms. Zheng Jingyun                            | 鄭靜雲女士                   | 2          | -                             | -   | -  | -                               |
| <b>Independent non-executive directors</b>   | <b>獨立非執行董事</b>          |            |                               |   |  |                                 |
| Mr. He Weidong                               | 何衛東先生                   | 3          | 55                            | -   | -  | 55                              |
| Ms. Liu Man                                  | 劉曼女士                    | 3          | 55                            | -   | -  | 55                              |
| Ms. Zhao Weiwei                              | 趙衛衛女士                   | 3          | 55                            | -   | -  | 55                              |
| Total for the year ended<br>31 December 2019 | 截至二零一九年十二月<br>三十一日止年度   |            | 165                           | 1,254   | 27   | 1,446                           |

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#### 12. Directors' and five highest paid individual emoluments (Continued)

Notes:

- Mr. Yu and Mr. Pui were appointed as directors of the Company on 25 October 2019 and were re-designated as executive directors on 1 November 2019.
- Mr. Ni Yanlong and Ms. Zheng Jingyun were appointed as executive and non-executive directors of the Company, respectively, on 1 November 2019.
- Mr. He Weidong, Ms. Liu Man and Ms. Zhao Weiwei were appointed as the independent non-executive directors of the Company on 13 February 2020.

The five highest paid individuals in the Group during the year included 1 director (2019: 1 director) whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 4 (2019: 4 employees) individuals are set out below:

|                                |         | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--------------------------------|---------|-----------------------------------|-----------------------------------|
| Salaries and other benefits    | 薪金及其他福利 | 1,563                             | 1,500                             |
| Contribution to pension scheme | 退休金計劃供款 | 71                                | 67                                |
|                                |         | <b>1,634</b>                      | <b>1,567</b>                      |

The number of non-directors, highest paid employees whose remuneration fell within the following bands is as follows:

| Emolument band:    | 酬金範圍：           | Number of employees<br>僱員人數 |               |
|--------------------|-----------------|-----------------------------|---------------|
|                    |                 | 2020<br>二零二零年               | 2019<br>二零一九年 |
| Nil – HKD1,000,000 | 零至 1,000,000 港元 | 4                           | 4             |

During the years ended 31 December 2020 and 2019, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

#### 12. 董事及五大薪酬最高人士酬金 (續)

附註：

- 余先生及貝先生於二零一九年十月二十五日獲委任為本公司董事，並於二零一九年十一月一日獲調任為執行董事。
- 倪彥龍先生及鄭靜雲女士於二零一九年十一月一日分別獲委任為本公司的執行及非執行董事。
- 何衛東先生、劉曼女士及趙衛衛女士於二零二零年二月十三日獲委任為本公司獨立非執行董事。

年內，本集團五大薪酬最高人士包括一名董事（二零一九年：一名董事），彼的酬金於上文呈列的分析中反映。餘下四名（二零一九年：四名僱員）人士的酬金如下：

|                                |         | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--------------------------------|---------|-----------------------------------|-----------------------------------|
| Salaries and other benefits    | 薪金及其他福利 | 1,563                             | 1,500                             |
| Contribution to pension scheme | 退休金計劃供款 | 71                                | 67                                |
|                                |         | <b>1,634</b>                      | <b>1,567</b>                      |

非董事及非薪酬最高僱員酬金在下列範圍內：

| Emolument band:    | 酬金範圍：           | Number of employees<br>僱員人數 |               |
|--------------------|-----------------|-----------------------------|---------------|
|                    |                 | 2020<br>二零二零年               | 2019<br>二零一九年 |
| Nil – HKD1,000,000 | 零至 1,000,000 港元 | 4                           | 4             |

截至二零二零年及二零一九年十二月三十一日止年度，本集團並無向董事支付任何酬金，作為加入或加入本集團後的獎勵或作為失去職位的賠償。

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### 13. Final dividends

A final dividend of HK\$0.018 per share in respect of the year ended 31 December 2020, amounting to approximately HK\$9,375,948, (equivalent to RMB7,894,548), to be paid to the shareholders of the Company whose name appear on the Company's register of members on 4 June 2021, has been proposed by the Board of Directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

### 14. Earnings per share

#### Basic earnings per share

The calculation of basic earnings per share attributable to owners of the Company is based on the profit for the year attributable to owners of the Company of approximately RMB24,143,000 (2019: RMB35,445,000) and the weighted average number of ordinary shares of 502,063,000 (2019: 431,600,000), in issue during the year.

#### Diluted earnings per share

No diluted earnings per share is presented as the Company did not have any dilutive potential ordinary shares during the years ended 31 December 2020 and 2019.

### 13. 末期股息

董事會已建議就截至二零二零年十二月三十一日止年度派付末期股息每股0.018港元，合共約9,375,948港元（相當於約人民幣7,894,548元）予於二零二一年六月四日名列本公司股東名冊之本公司股東，惟須待股東於應屆公司股東週年大會上批准作實。

### 14. 每股盈利

#### 每股基本盈利

本公司擁有人應佔每股基本盈利乃基於本公司擁有人應佔年內盈利約人民幣24,143,000元（二零一九年：人民幣35,445,000元）及年內已發行普通股的加權平均數502,063,000股（二零一九年：431,600,000股）計算。

#### 每股攤薄盈利

由於本公司截至二零二零年及二零一九年止年度並無任何潛在攤薄普通股，因此並無呈列每股攤薄盈利。

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## 綜合財務報表附註

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### 15. Property, plant and equipment

### 15. 物業、廠房及設備

|  |                         | Buildings     | Leasehold improvement | Mould and machinery | Motor vehicles | Furniture and office equipment | Construction in progress | Total          |
|--|-------------------------|---------------|-----------------------|---------------------|----------------|--------------------------------|--------------------------|----------------|
|  |                         | 樓宇            | 租賃裝修                  | 模具及機械               | 汽車             | 傢俱及辦公設備                        | 在建工程                     | 總計             |
|  |                         | RMB'000       | RMB'000               | RMB'000             | RMB'000        | RMB'000                        | RMB'000                  | RMB'000        |
|  |                         | 人民幣千元         | 人民幣千元                 | 人民幣千元               | 人民幣千元          | 人民幣千元                          | 人民幣千元                    | 人民幣千元          |
| <b>Cost</b>                                    | <b>成本</b>               |               |                       |                     |                |                                |                          |                |
| <b>At 1 January 2019</b>                       | 於二零一九年一月一日              | 30,559        | 11,151                | 70,546              | 3,389          | 4,384                          | 34,346                   | 154,375        |
| Additions                                      | 添置                      | —             | —                     | 13,920              | 253            | 123                            | 23,417                   | 37,713         |
| Exchange differences                           | 匯兌差額                    | —             | 23                    | 17                  | 68             | —                              | —                        | 108            |
| <b>At 31 December 2019 and 1 January 2020</b>  | 於二零一九年十二月三十一日及二零二零年一月一日 | <b>30,559</b> | <b>11,174</b>         | <b>84,483</b>       | <b>3,710</b>   | <b>4,507</b>                   | <b>57,763</b>            | <b>192,196</b> |
| Additions                                      | 添置                      | —             | 6,797                 | 30,782              | —              | 32                             | 17,236                   | 54,847         |
| Disposal                                       | 出售                      | —             | —                     | (1,036)             | —              | (16)                           | —                        | (1,052)        |
| Exchange differences                           | 匯兌差額                    | —             | (64)                  | (42)                | (186)          | (37)                           | —                        | (329)          |
| <b>At 31 December 2020</b>                     | 於二零二零年十二月三十一日           | <b>30,559</b> | <b>17,907</b>         | <b>114,187</b>      | <b>3,524</b>   | <b>4,486</b>                   | <b>74,999</b>            | <b>245,662</b> |
| <b>Accumulated depreciation and impairment</b> | <b>累計折舊及減值</b>          |               |                       |                     |                |                                |                          |                |
| <b>At 1 January 2019</b>                       | 於二零一九年一月一日              | 2,679         | 5,151                 | 29,171              | 1,811          | 3,303                          | —                        | 42,115         |
| Charge for the year                            | 年內支出                    | 910           | 2,764                 | 8,444               | 254            | 407                            | —                        | 12,779         |
| Impairment                                     | 減值                      | —             | —                     | 2,568               | —              | —                              | —                        | 2,568          |
| Exchange differences                           | 匯兌差額                    | —             | 10                    | 13                  | 40             | —                              | —                        | 63             |
| <b>At 31 December 2019 and 1 January 2020</b>  | 於二零一九年十二月三十一日及二零二零年一月一日 | <b>3,589</b>  | <b>7,925</b>          | <b>40,196</b>       | <b>2,105</b>   | <b>3,710</b>                   | <b>—</b>                 | <b>57,525</b>  |
| Charge for the year                            | 年內支出                    | 910           | 2,677                 | 12,390              | 275            | 209                            | —                        | 16,461         |
| Disposal                                       | 出售                      | —             | —                     | (984)               | —              | —                              | —                        | (984)          |
| Impairment                                     | 減值                      | —             | —                     | 269                 | —              | —                              | —                        | 269            |
| Exchange differences                           | 匯兌差額                    | —             | (66)                  | (36)                | (115)          | (30)                           | —                        | (247)          |
| <b>At 31 December 2020</b>                     | 於二零二零年十二月三十一日           | <b>4,499</b>  | <b>10,536</b>         | <b>51,835</b>       | <b>2,265</b>   | <b>3,889</b>                   | <b>—</b>                 | <b>73,024</b>  |
| <b>Carrying amounts</b>                        | <b>賬面值</b>              |               |                       |                     |                |                                |                          |                |
| <b>At 31 December 2020</b>                     | 於二零二零年十二月三十一日           | <b>26,060</b> | <b>7,371</b>          | <b>62,352</b>       | <b>1,259</b>   | <b>597</b>                     | <b>74,999</b>            | <b>172,638</b> |
| <b>At 31 December 2019</b>                     | 於二零一九年十二月三十一日           | 26,970        | 3,249                 | 44,287              | 1,605          | 797                            | 57,763                   | 134,671        |

As at 31 December 2020, buildings, mould and machinery and motor vehicles with net book value totalling RMB57,099,000 (31 December 2019: RMB44,568,000) was pledged as collateral for the Group's borrowings (Note 26).

於二零二零年十二月三十一日，賬面淨值總計為人民幣57,099,000元（二零一九年十二月三十一日：人民幣44,568,000元）的樓宇、模具及機械以及汽車被質押作為本集團借款的抵押品（附註26）。

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### 16. Right-of-use assets

Disclosure of lease-related items:

|                        |          |
|------------------------|----------|
| <b>At 31 December:</b> | 於十二月三十一日 |
| Right-of-use assets    | 使用權資產    |
| — Land use rights      | — 土地使用權  |
| — Buildings            | — 樓宇     |
| — Motor vehicles       | — 汽車     |

### 16. 使用權資產

披露租賃相關項目：

|  | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--|-----------------------------------|-----------------------------------|
|  | <b>28,181</b>                     | 29,043                            |
|  | <b>5,716</b>                      | 2,587                             |
|  | <b>2,973</b>                      | —                                 |
|  | <b>36,870</b>                     | 31,630                            |

The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:

基於未貼現現金流量的本集團租賃負債的到期日分析如下：

|                       |       | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|-----------------------|-------|-----------------------------------|-----------------------------------|
| Less than 1 year      | 少於1年  | <b>3,159</b>                      | 2,622                             |
| Between 1 and 2 years | 1年至2年 | <b>5,965</b>                      | 187                               |
|                       |       | <b>9,124</b>                      | 2,809                             |

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### 綜合財務報表附註

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#### 16. Right-of-use assets (Continued)

#### 16. 使用權資產 (續)

|  |                     | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--|---------------------|-----------------------------------|-----------------------------------|
| <b>Year ended 31 December</b>              | <b>截至十二月三十一日止年度</b> |                                   |                                   |
| Depreciation charge of right-of-use assets | 使用權資產折舊費用           |                                   |                                   |
| — Land use rights                          | — 土地使用權             | <b>862</b>                        | 1,363                             |
| — Buildings                                | — 樓宇                | <b>3,506</b>                      | 3,738                             |
| — Motor vehicles                           | — 汽車                | <b>282</b>                        | —                                 |
|  |                     | <b>4,650</b>                      | 5,101                             |
| Lease interests                            | 租賃利息                | <b>(367)</b>                      | (288)                             |
| Expenses related to short-term leases      | 與短期租賃相關的開支          | <b>44</b>                         | 44                                |
| Addition of right-of-use assets            | 添置使用權資產             | <b>9,923</b>                      | 1,607                             |
| Total cash outflow for leases              | 租賃的現金流出總額           | <b>4,268</b>                      | 4,237                             |

The Group leases various land use rights, building and motor vehicles. Lease agreements are typically made for fixed periods of 2 to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

As at 31 December 2020, land use rights with net book value totalling RMB31,154,000 (31 December 2019: RMB29,043,000) was pledged as collateral for the Group's borrowings (Note 26).

本集團出租多項土地使用權、樓宇及汽車。租賃協議的固定期限通常為2至5年。租賃條款乃按個別基準進行協商，並包含各種不同條款及條件。租賃協議並無施加任何契諾，而租賃資產不得用作借款用途的抵押品。

於二零二零年十二月三十一日，賬面淨值總計為人民幣31,154,000元（二零一九年：人民幣29,043,000元）的土地使用權被質押作為本集團借款的抵押品（附註26）。

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## 綜合財務報表附註

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### 17. Intangible assets

### 17. 無形資產

|   |                                 | Trademark<br>商標<br>RMB'000<br>人民幣千元 | Software<br>軟件<br>RMB'000<br>人民幣千元 | License rights<br>特許權<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|---|---------------------------------|-------------------------------------|------------------------------------|---|---------------------------------|
| <b>Cost</b>   | <b>成本</b>                       |                                     |                                    |   |                                 |
| <b>At 1 January 2019</b>                                  | 於二零一九年一月一日                      | 1,161                               | 385                                | 18,974                                    | 20,520                          |
| Additions   | 添置                              | —                                   | 86                                 | 6,469                                     | 6,555                           |
| Written-off   | 撤銷                              | —                                   | —                                  | (8,703)                                   | (8,703)                         |
| Exchange difference                                       | 匯兌差額                            | —                                   | —                                  | (5,057)                                   | (5,057)                         |
| <b>At 31 December 2019<br/>and 1 January 2020</b>         | 於二零一九年十二月<br>三十一日及<br>二零二零年一月一日 | <b>1,161</b>                        | <b>471</b>                         | <b>11,683</b>                             | <b>13,315</b>                   |
| Additions   | 添置                              | —                                   | —                                  | 5,582                                     | 5,582                           |
| Written-off   | 撤銷                              | —                                   | —                                  | (6,133)                                   | (6,133)                         |
| Exchange difference                                       | 匯兌差額                            | —                                   | —                                  | 873                                       | 873                             |
| <b>At 31 December 2020</b>                                | 於二零二零年<br>十二月三十一日               | <b>1,161</b>                        | <b>471</b>                         | <b>12,005</b>                             | <b>13,637</b>                   |
| <b>Accumulated amortisation<br/>and impairment losses</b> | <b>累計攤銷及減值虧損</b>                |                                     |                                    |   |                                 |
| <b>At 1 January 2019</b>                                  | 於二零一九年一月一日                      | 18                                  | 186                                | 15,394                                    | 15,598                          |
| Amortisation for the year                                 | 年內攤銷                            | 214                                 | 127                                | 4,526                                     | 4,867                           |
| Written-off   | 撤銷                              | —                                   | —                                  | (8,703)                                   | (8,703)                         |
| Exchange difference                                       | 匯兌差額                            | —                                   | —                                  | (5,197)                                   | (5,197)                         |
| <b>At 31 December 2019<br/>and 1 January 2020</b>         | 於二零一九年十二月<br>三十一日及<br>二零二零年一月一日 | <b>232</b>                          | <b>313</b>                         | <b>6,020</b>                              | <b>6,565</b>                    |
| Amortisation for the year                                 | 年內攤銷                            | 214                                 | 97                                 | 4,565                                     | 4,876                           |
| Written-off   | 撤銷                              | —                                   | —                                  | (6,133)                                   | (6,133)                         |
| Exchange difference                                       | 匯兌差額                            | —                                   | —                                  | 1,130                                     | 1,130                           |
| <b>At 31 December 2020</b>                                | 於二零二零年<br>十二月三十一日               | <b>446</b>                          | <b>410</b>                         | <b>5,582</b>                              | <b>6,438</b>                    |
| <b>Carrying amount</b>                                    | <b>賬面值</b>                      |                                     |                                    |   |                                 |
| <b>At 31 December 2020</b>                                | 於二零二零年<br>十二月三十一日               | <b>715</b>                          | <b>61</b>                          | <b>6,423</b>                              | <b>7,199</b>                    |
| <b>At 31 December 2019</b>                                | 於二零一九年<br>十二月三十一日               | 929                                 | 158                                | 5,663                                     | 6,750                           |

During the year ended 31 December 2020, amortisation of RMB311,000 (2019: RMB341,000) was charged to administrative expenses and RMB4,565,000 (2019: RMB4,526,000) was charged to cost of sales.

截至二零二零年十二月三十一日止年度，人民幣311,000元（二零一九年：人民幣341,000元）攤銷計入行政開支，而人民幣4,565,000元（二零一九年：人民幣4,526,000元）攤銷則計入銷售成本。



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### 18. Deferred income tax

The following are the major deferred tax liabilities and assets recognised by the Group.

### 18. 遞延所得稅

本集團確認的主要遞延稅項負債及資產如下。

|  |                             | Provisions   | Deferred revenue | Tax loss     | Fair value gains of land | Accelerated depreciation | Total        |
|--|-----------------------------|--------------|------------------|--------------|--------------------------|--------------------------|--------------|
|  |                             | 撥備           | 遞延收益             | 稅項虧損         | 土地的<br>公平值收益             | 加速折舊                     | 總計           |
|  |                             | RMB'000      | RMB'000          | RMB'000      | RMB'000                  | RMB'000                  | RMB'000      |
|  |                             | 人民幣千元        | 人民幣千元            | 人民幣千元        | 人民幣千元                    | 人民幣千元                    | 人民幣千元        |
| <b>At 1 January 2019</b>                       | 於二零一九年一月一日                  | 1,384        | 553              | 1,440        | (1,570)                  | —                        | 1,807        |
| Credit/(charge) to profit or loss for the year | 年內計入/(扣除自) 損益               | 1,935        | 150              | (26)         | (964)                    | —                        | 1,095        |
| Exchange difference                            | 匯兌差額                        | 10           | —                | —            | —                        | —                        | 10           |
| <b>At 31 December 2019 and 1 January 2020</b>  | 於二零一九年十二月三十一日<br>及二零二零年一月一日 | <b>3,329</b> | <b>703</b>       | <b>1,414</b> | <b>(2,534)</b>           | <b>—</b>                 | <b>2,912</b> |
| Credit/(charge) to profit or loss for the year | 年內計入/(扣除自) 損益               | (166)        | (425)            | 168          | 47                       | (1,467)                  | (1,843)      |
| Exchange difference                            | 匯兌差額                        | (20)         | —                | —            | —                        | —                        | (20)         |
| <b>At 31 December 2020</b>                     | 於二零二零年十二月三十一日               | <b>3,143</b> | <b>278</b>       | <b>1,582</b> | <b>(2,487)</b>           | <b>(1,467)</b>           | <b>1,049</b> |

The following is the analysis of the deferred tax balances (after offset) for statement of financial position purposes:

以下為供財務狀況表所用的遞延稅項結餘(抵銷後)分析:

|                          |        | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--------------------------|--------|-----------------------------------|-----------------------------------|
| Deferred tax assets      | 遞延稅項資產 | 3,536                             | 5,446                             |
| Deferred tax liabilities | 遞延稅項負債 | (2,487)                           | (2,534)                           |
|                          |        | <b>1,049</b>                      | <b>2,912</b>                      |

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## 綜合財務報表附註

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### 19. Inventories

|                                      |          | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--------------------------------------|----------|-----------------------------------|-----------------------------------|
| Raw materials                        | 原材料      | <b>38,602</b>                     | 50,510                            |
| Work in progress                     | 在製品      | <b>135</b>                        | 697                               |
| Finished goods                       | 製成品      | <b>6,548</b>                      | 9,581                             |
| Packing materials<br>and consumables | 包裝材料及消耗品 | <b>5,016</b>                      | 4,303                             |
|                                      |          | <b>50,301</b>                     | 65,091                            |
| Less: provision                      | 減：撥備     | <b>(31)</b>                       | (31)                              |
|                                      |          | <b>50,270</b>                     | 65,060                            |

### 19. 存貨

### 20. Trade receivables

|                                |        | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--------------------------------|--------|-----------------------------------|-----------------------------------|
| Trade receivables              | 貿易應收款項 | <b>91,848</b>                     | 68,724                            |
| Less: provision for impairment | 減：減值撥備 | <b>(14,029)</b>                   | (8,485)                           |
|                                |        | <b>77,819</b>                     | 60,239                            |

### 20. 貿易應收款項

The following is an aging analysis of trade receivables, presented based on the invoice date at the end of the years:

於年末按發票日期呈列的貿易應收款項賬齡分析如下：

|                     |          | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|---------------------|----------|-----------------------------------|-----------------------------------|
| Less than 30 days   | 少於30天    | <b>25,764</b>                     | 36,291                            |
| 31 days to 120 days | 31天至120天 | <b>39,033</b>                     | 27,942                            |
| 121 days to 1 year  | 121天至一年  | <b>19,050</b>                     | 2,283                             |
| 1 year to 2 years   | 一年至兩年    | <b>6,845</b>                      | 2,032                             |
| More than 2 years   | 超過兩年     | <b>1,156</b>                      | 176                               |
|                     |          | <b>91,848</b>                     | 68,724                            |

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### 綜合財務報表附註

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#### 20. Trade receivables (Continued)

Reconciliation of loss allowance for trade receivables:

|   |          | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|---|----------|-----------------------------------|-----------------------------------|
| At 1 January                            | 於一月一日    | 8,485                             | 5,359                             |
| Increase in loss allowance for the year | 年內虧損撥備增加 | 6,823                             | 4,186                             |
| Amounts written off                     | 撇銷金額     | (1,129)                           | (1,115)                           |
| Exchange difference                     | 匯兌差額     | (150)                             | 55                                |
| At 31 December                          | 於十二月三十一日 | 14,029                            | 8,485                             |

#### Trade receivables that are not impaired

The Group applies the simplified approach under HKFRS 9 "Financial Instrument" to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

#### 20. 貿易應收款項 (續)

貿易應收款項虧損撥備的對賬：

|   | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|---|-----------------------------------|-----------------------------------|
| At 1 January                            | 8,485                             | 5,359                             |
| Increase in loss allowance for the year | 6,823                             | 4,186                             |
| Amounts written off                     | (1,129)                           | (1,115)                           |
| Exchange difference                     | (150)                             | 55                                |
| At 31 December                          | 14,029                            | 8,485                             |

#### 未減值的貿易應收款項

本集團應用香港財務報告準則第9號(「金融工具」)的簡化方法就所有貿易應收款項使用全期預期虧損撥備計提預期信貸虧損撥備。為計算預期信貸虧損，貿易應收款項已根據共享信貸風險特徵及逾期天數分類。預期信貸虧損亦包含前瞻性資料。

|                                     |                      | Less than<br>30 days<br>少於30天<br>RMB'000<br>人民幣千元 | 31 days to<br>120 days<br>31天至<br>120天<br>RMB'000<br>人民幣千元 | 121 days to<br>1 year<br>121天至<br>1年<br>RMB'000<br>人民幣千元 | Over 1 year<br>超過1年<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|-------------------------------------|----------------------|---|--|--|---|---------------------------------|
| <b>At 31 December 2020</b>          | <b>於二零二零年十二月三十一日</b> |   |  |  |   |                                 |
| Weighted average expected loss rate | 加權平均預計虧損率            | 6.83%   | 10.59%   | 22.65%   | 47.76%                                  |                                 |
| Receivable amount (RMB'000)         | 可收回金額 (人民幣千元)        | 25,764  | 39,033   | 19,050   | 8,001                                   | 91,848                          |
| Loss allowance (RMB'000)            | 虧損撥備 (人民幣千元)         | 1,760   | 4,133  | 4,315  | 3,821                                   | 14,029                          |
| <b>At 31 December 2019</b>          | <b>於二零一九年十二月三十一日</b> |   |  |  |   |                                 |
| Weighted average expected loss rate | 加權平均預計虧損率            | 8.21%   | 9.99%  | 19.91%   | 100%                                    |                                 |
| Receivable amount (RMB'000)         | 可收回金額 (人民幣千元)        | 36,291  | 27,942   | 2,220  | 2,271                                   | 68,724                          |
| Loss allowance (RMB'000)            | 虧損撥備 (人民幣千元)         | 2,981   | 2,791  | 442  | 2,271                                   | 8,485                           |

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## 綜合財務報表附註

For the year ended 31 December 2020  
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### 21. Prepayments and other receivables

|   |                  | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|---|------------------|-----------------------------------|-----------------------------------|
| Prepayments (note)  | 預付款項(附註)         | <b>167,304</b>                    | 95,453                            |
| Deposits  | 按金               | <b>8,148</b>                      | 2,574                             |
| Other receivables   | 其他應收款項           | <b>13,303</b>                     | 1,129                             |
| Right to returned goods                                       | 退貨權              | —                                 | 910                               |
| Incurred listing expenses to be capitalised after the Listing | 將於上市後資本化的已產生上市開支 | —                                 | 3,213                             |
|   |                  | <b>188,755</b>                    | 103,279                           |
| Less: non-current portion                                     | 減：非流動部分          |                                   |                                   |
| Prepayments for properties, plant and equipment               | 物業、廠房及設備的預付款項    | <b>(58,015)</b>                   | (47,759)                          |
|   |                  | <b>130,740</b>                    | 55,520                            |

Note:

The prepayment represents prepayments made in relation to the construction of buildings, prepayment for purchases of moulds, packaging and raw materials.

### 22. Restricted bank balances and cash and cash equivalents

|               |      | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|---------------|------|-----------------------------------|-----------------------------------|
| Cash at banks | 銀行現金 | <b>132,114</b>                    | 116,508                           |
| Cash on hand  | 手頭現金 | <b>310</b>                        | 121                               |
|               |      | <b>132,424</b>                    | 116,629                           |

As at 31 December 2020, the Group placed cash deposit of approximately RMB1,035,000 (31 December 2019: RMB1,018,000) with designated bank as collateral for its bank borrowing. The cash deposit was denominated in RMB, with maturity of 12 months (31 December 2019: 12 months) and bore interest at 1.75% per annum (31 December 2019: 1.75% per annum).

### 21. 預付款項及其他應收款項

|   |                  | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|---|------------------|-----------------------------------|-----------------------------------|
| Prepayments (note)  | 預付款項(附註)         | <b>167,304</b>                    | 95,453                            |
| Deposits  | 按金               | <b>8,148</b>                      | 2,574                             |
| Other receivables   | 其他應收款項           | <b>13,303</b>                     | 1,129                             |
| Right to returned goods                                       | 退貨權              | —                                 | 910                               |
| Incurred listing expenses to be capitalised after the Listing | 將於上市後資本化的已產生上市開支 | —                                 | 3,213                             |
|   |                  | <b>188,755</b>                    | 103,279                           |
| Less: non-current portion                                     | 減：非流動部分          |                                   |                                   |
| Prepayments for properties, plant and equipment               | 物業、廠房及設備的預付款項    | <b>(58,015)</b>                   | (47,759)                          |
|   |                  | <b>130,740</b>                    | 55,520                            |

附註：

預付款項指就樓宇建設、購買模具、包裝及原材料支付的預付款項。

### 22. 受限制銀行現金以及現金及現金等價物

|               |      | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|---------------|------|-----------------------------------|-----------------------------------|
| Cash at banks | 銀行現金 | <b>132,114</b>                    | 116,508                           |
| Cash on hand  | 手頭現金 | <b>310</b>                        | 121                               |
|               |      | <b>132,424</b>                    | 116,629                           |

於二零二零年十二月三十一日，本集團於指定銀行存放現金存款約人民幣1,035,000元（二零一九年十二月三十一日：人民幣1,018,000元），作為其銀行借款的抵押品。現金存款以人民幣列值，為期12個月（二零一九年十二月三十一日：12個月），按年息1.75%計息（二零一九年十二月三十一日：年息1.75%）。

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#### 23. Trade and other payables

|  |            | 2020          | 2019    |
|--|------------|---------------|---------|
|  |            | 二零二零年         | 二零一九年   |
|  |            | RMB'000       | RMB'000 |
|  |            | 人民幣千元         | 人民幣千元   |
| Trade payables                         | 貿易應付款項     | 19,021        | 24,892  |
| Accrued other expenses                 | 已產生其他開支    | 12,590        | 10,666  |
| Accrued listing expenses               | 已產生上市開支    | 10,660        | 6,002   |
| Payroll payable                        | 應付職工薪酬     | 4,305         | 4,687   |
| Value-added tax and other tax payables | 增值稅及其他應付稅項 | 9,303         | 2,224   |
| Refund liabilities                     | 退款負債       | 704           | 1,570   |
| Amounts due to minority shareholders   | 應付少數股東款項   | —             | 1,103   |
|  |            | <b>56,583</b> | 51,144  |

An aging analysis of the trade payables at the end of the reporting period, based on invoice dates, is as follows:

於報告期末按發票日期計算的貿易應付款項賬齡分析如下：

|                     |          | 2020          | 2019    |
|---------------------|----------|---------------|---------|
|                     |          | 二零二零年         | 二零一九年   |
|                     |          | RMB'000       | RMB'000 |
|                     |          | 人民幣千元         | 人民幣千元   |
| Less than 30 days   | 少於30天    | 3,783         | 4,795   |
| 31 days to 120 days | 31天至120天 | 6,711         | 6,862   |
| 121 days to 1 year  | 121天至一年  | 4,851         | 12,514  |
| 1 year to 2 years   | 一年至兩年    | 3,097         | 595     |
| More than 2 years   | 超過兩年     | 579           | 126     |
|                     |          | <b>19,021</b> | 24,892  |

#### 24. Amount due to a related company

The amount due to a related company is unsecured, non-interest bearing, and had no fixed term of repayment.

#### 24. 應付一間關聯公司款項

應付一間關聯公司款項為無抵押、免計息及無固定還款期限。

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## 綜合財務報表附註

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### 25. License fee payable

|                     |       |
|---------------------|-------|
| License fee payable | 應付授權費 |
| — Current           | — 即期  |
| — Non-current       | — 非即期 |

### 25. 應付授權費

|  | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--|-----------------------------------|-----------------------------------|
|  | <b>3,651</b>                      | 2,735                             |
|  | <b>1,599</b>                      | 1,854                             |
|  | <b>5,250</b>                      | 4,589                             |

### 26. Bank and other borrowings

|                  |       |
|------------------|-------|
| Bank loans       | 銀行貸款  |
| Other borrowings | 其他借款  |
| Analysed as:     | 分析如下： |
| Secured          | 有抵押   |
| Unsecured        | 無抵押   |

### 26. 銀行及其他借款

|  | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--|-----------------------------------|-----------------------------------|
|  | <b>97,295</b>                     | 92,500                            |
|  | <b>58,595</b>                     | 50,228                            |
|  | <b>155,890</b>                    | 142,728                           |
|  | <b>155,890</b>                    | 142,728                           |
|  | —                                 | —                                 |
|  | <b>155,890</b>                    | 142,728                           |

The borrowings are repayable as follows:

借款應按下列期限償還：

|                              | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|------------------------------|-----------------------------------|-----------------------------------|
| On demand or within one year | <b>155,890</b>                    | 142,728                           |

Other borrowings include loans from non-bank financial institutions and loan obtained from a state-owned company to Kidztech (Shantou) Information Technology Co., Ltd. ("Kidztech Infotech"), a subsidiary of the Group.

其他借款包括非銀行金融機構的貸款及一間國企給予本集團一間附屬公司奇士達(汕頭)信息科技有限公司(「奇士達信息科技」)的貸款。

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### 綜合財務報表附註

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#### 26. Bank and other borrowings (Continued)

As at 31 December 2020, certain bank and other borrowings were secured by:

- Property, plant and equipment (Note 15) and right-of-use assets (Note 16);
- Restricted cash (Note 22); and
- Personal guarantees provided by Mr. Yu Huang and Ms. Chen Cheng and certain minority shareholders of the Company.

The interest rates per annum at the end of the reporting period were as follows:

|            |      | 2020<br>二零二零年        | 2019<br>二零一九年 |
|------------|------|----------------------|---------------|
| Borrowing  | 借款   |                      |               |
| Fixed-rate | 固定利率 | <b>5.17% – 9.10%</b> | 5.17% – 8.97% |

#### 27. Lease liabilities

|  |                     | Lease payments<br>租賃付款            |                                   | Present value of lease payments<br>租賃付款現值 |                                   |
|--|---------------------|-----------------------------------|-----------------------------------|---|-----------------------------------|
|  |                     | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 | 2020<br>二零二零年<br>RMB'000<br>人民幣千元         | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
| Within one year                                  | 一年內                 | 3,159                             | 2,622                             | 2,671                                     | 2,546                             |
| In the second to fifth years, inclusive          | 第二至第五年<br>(包括首尾兩年)  | 5,965                             | 187                               | 5,320                                     | 186                               |
| After five years                                 | 五年後                 | —                                 | —                                 | —   | —                                 |
|  |                     | <b>9,124</b>                      | 2,809                             | <b>7,991</b>                              | 2,732                             |
| Less: Future finance charges                     | 減：未來融資費用            | <b>(1,133)</b>                    | (77)                              |   |                                   |
| Present value of lease liabilities               | 租賃付款現值              | <b>7,991</b>                      | 2,732                             |   |                                   |
| Less: Amount due for settlement within 12 months | 減：十二個月內<br>到期須償還的款項 |                                   |                                   | <b>(2,671)</b>                            | (2,546)                           |
| Amount due for settlement after 12 months        | 十二個月後到期須償還<br>的款項   |                                   |                                   | <b>5,320</b>                              | 186                               |

#### 26. 銀行及其他借款(續)

於二零二零年十二月三十一日，部份銀行及其他借款用以下資產作抵押：

- 物業、廠房及設備(附註15)及使用權資產(附註16)；
- 受限制現金(附註22)；及
- 由余煌先生及陳騁女士以及由本公司少數股東提供的個人擔保。

報告期末的年利率如下：

|            |      | 2020<br>二零二零年        | 2019<br>二零一九年 |
|------------|------|----------------------|---------------|
| Borrowing  | 借款   |                      |               |
| Fixed-rate | 固定利率 | <b>5.17% – 9.10%</b> | 5.17% – 8.97% |

#### 27. 租賃負債

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### 28. Share capital

### 28. 股本

|   | Note<br>附註                               | Number of<br>ordinary shares<br>普通股數目 | HKD'000<br>千港元     | RMB'000<br>人民幣千元 |
|---|--|---------------------------------------|--------------------|------------------|
| <b>Authorised:</b>                                | <b>法定：</b>                               |                                       |                    |                  |
| Ordinary shares of HKD0.001 each                  | 每股0.001港元的普通股                            |                                       |                    |                  |
| At 31 December 2020                               | 於二零二零年<br>十二月三十一日                        | a                                     | 5,000,000,000      | 4,470            |
| <b>Issued and fully paid:</b>                     | <b>已發行及繳足：</b>                           |                                       |                    |                  |
| At 25 October 2019 (date<br>of incorporation)     | 於二零一九年十月二十五日<br>(註冊成立日期)                 | a                                     | 1                  | —                |
| Shares issued pursuant<br>to the reorganisation   | 根據重組發行的股份                                | b                                     | 77,999,999         | 70               |
| <b>At 31 December 2019<br/>and 1 January 2020</b> | <b>於二零一九年<br/>十二月三十一日<br/>及二零二零年一月一日</b> |                                       | <b>78,000,000</b>  | <b>70</b>        |
| <b>Capitalisation issue</b>                       | <b>資本化發行</b>                             | c                                     | <b>353,600,000</b> | <b>316</b>       |
| Issue of shares under the Listing                 | 概據上市發行股份                                 |                                       |                    |                  |
| — The listing                                     | — 上市                                     | d                                     | 88,400,000         | 80               |
| — Over-allotment option                           | — 超額配股權                                  | e                                     | 886,000            | 1                |
| <b>At 31 December 2020</b>                        | <b>於二零二零年<br/>十二月三十一日</b>                |                                       | <b>520,886,000</b> | <b>467</b>       |

(a) On 25 October 2019, the Company was incorporated in the Cayman Islands with an authorised share capital of HKD380,000 dividing into 380,000,000 ordinary shares of HKD0.001 each. On 13 February 2020, the authorised share capital of the Company was increased from HKD380,000 dividing into 380,000,000 shares to HKD5,000,000 dividing into 5,000,000,000 shares of par value of HKD0.001 each by the creation of an additional of 4,620,000,000 shares. Upon the incorporation of the Company, one share was transferred to Keen Pacemaker Limited (“Keen Pacemaker”), a company incorporated in BVI and owned by Mr. Pui, an executive director and a then shareholder of Kidztech Intelligent.

(b) On 15 November 2019, the Company allotted and issued an aggregate of 77,999,999 shares at par to fifteen BVI companies owned by the then shareholders of Kidztech Intelligent for the acquisition of the Listing Business pursuant to the reorganisation.

(a) 於二零一九年十月二十五日，本公司在開曼群島註冊成立，法定股本為380,000港元，分為380,000,000股每股0.001港元的普通股。於二零二零年二月十三日，本公司透過增設額外4,620,000,000股股份之方式，將其法定股本由380,000港元分為380,000,000股股份增至5,000,000,000股每股面值0.001港元的股份。本公司註冊成立後，1股股份獲轉讓予Keen Pacemaker Limited (「Keen Pacemaker」)，該公司於英屬處女群島註冊成立，並由執行董事及奇士達智能當時股東貝先生擁有。

(b) 於二零一九年十一月十五日，本公司按面值向奇士達智能當時股東擁有的十五間英屬處女群島公司配發及發行合共77,999,999股股份，以根據重組收購上市業績。



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#### 28. Share capital (Continued)

- (c) On 18 March 2020, 353,600,000 shares of HKD0.001 each were allotted and issued at par to the then shareholders of the Company in proportion to their then shareholdings as at 13 February 2020 by capitalisation of an amount of HKD353,600 standing to the debit of the capital reserve account of the Company
- (d) On 18 March 2020, the Company's shares were listed on The Stock Exchange of Hong Kong Limited and public offer of a total 88,400,000 shares at an offer price of HKD1.38 per share.
- (e) On 3 April 2020, 886,000 additional shares of HKD1.38 each were allotted and issued to the sole global coordinator under the exercise of the over-allotment option.

#### 29. Other reserves

- (a) The amounts of the Group's reserves and movements therein are presented in the consolidated statement of comprehensive income and the consolidated statement of changes in equity.

#### 28. 股本 (續)

- (c) 於二零二零年三月十八日，本公司按於二零二零年二月十三日當時股東的持股比例，向本公司當時的股東配發並發行353,600,000股每股面值0.001港元的股份，方式是將本公司股份溢價賬的進賬額353,600港元撥充資本。
- (d) 於二零二零年三月十八日，本公司的股份在香港聯合交易所有限公司上市，以公開發售的方式發行總計88,400,000股股份，發行價為每股1.38港元。
- (e) 於二零二零年四月三日，886,000股每股1.38港元的額外股份根據行使超額配股權而獲配發及發行予獨家全球協調人。

#### 29. 其他儲備

- (a) 本集團的儲備金額及其變動分別呈列於綜合全面收益表及綜合權益變動表。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
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### 29. Other reserves (Continued)

#### (b) Reserves of the Company

|   |                                 | Share<br>premium<br>股份溢價<br>RMB'000<br>人民幣千元 | Other<br>reserves<br>其他儲備<br>RMB'000<br>人民幣千元 | Accumulated<br>losses<br>累計虧損<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|---|---------------------------------|--|---|---|---------------------------------|
| <b>At 25 October 2019<br/>(date of incorporation)</b> | 於二零一九年<br>十月二十五日<br>(註冊成立日期)    | —  | —   | —   | —                               |
| Comprehensive income                                  | 全面收益                            | —  | —   | (16,365)  | (16,365)                        |
| Issuance of shares pursuant<br>to the reorganisation  | 根據重組發行股份                        | —  | 316,347                                       | —   | 316,347                         |
| <b>At 31 December 2019<br/>and 1 January 2020</b>     | 於二零一九年<br>十二月三十一日及<br>二零二零年一月一日 | —  | <b>316,347</b>                                | <b>(16,365)</b>                                   | <b>299,982</b>                  |
| Comprehensive income                                  | 全面收益                            | —  | —   | (21,089)  | (21,089)                        |
| Other reserve   | 其他儲備                            | —  | (317)   | —   | (317)                           |
| Issue of shares under the Listing                     | 根據上市發行股份                        | <b>111,537</b>                               | —   | —   | <b>111,537</b>                  |
| Listing expenses included<br>in share premium         | 計入股份溢價的<br>上市開支                 | <b>(10,159)</b>                              | —   | —   | <b>(10,159)</b>                 |
| <b>At 31 December 2020</b>                            | 於二零二零年<br>十二月三十一日               | <b>101,378</b>                               | <b>316,030</b>                                | <b>(37,454)</b>                                   | <b>379,954</b>                  |

### 29. 其他儲備 (續)

#### (b) 本公司的儲備

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2020  
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#### 29. Other reserves (Continued)

##### (c) Nature and purpose of reserves of the Group

###### (i) Statutory reserve

In accordance with relevant rules and regulations in the PRC and the Company's Articles of Association, companies incorporated in PRC are required to transfer no less than 10% of their profit after taxation calculated under PRC accounting standards and regulations to the statutory reserve fund, until the accumulated total of the fund reaches 50% of their registered capital. The statutory reserve fund can only be used, upon approval by the relevant authority, to offset previous years' losses or to increase the capital of respective companies.

###### (ii) Merger reserve

In preparation for listing of the shares of Kidztech Intelligent on the National Equities Exchange and Quotations ("NEEQ"), a reorganisation was conducted in 2015 among certain group entities. Such reorganisation resulted in combination of Kidztech Intelligent and two other group entities which were majority owned by Mr. Yu and Ms. Chen Cheng ("Ms. Chen"). The difference between the consideration paid for the acquisitions and the share capital of the two group entities were recorded as merger reserve.

###### (iii) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 3 to the consolidated financial statements.

#### 29. 其他儲備 (續)

##### (c) 本集團儲備的性質及用途

###### (i) 法定儲備

根據中國相關規則及規定及公司章程組織細則，於中國註冊成立的公司須將根據中國會計準則及規定計算的稅後盈利不少於10%轉撥至法定儲備，直至資金累計總額達到註冊資本的50%。法定儲備資金經相關機關批准後，方可用於彌補過往年度的虧損或增加公司的資本。

###### (ii) 合併儲備

籌備奇士達智能的股份在全國中小企業股份轉讓系統（「全國中小企業股份轉讓系統」）上市時，若干集團實體於二零一五年進行了重組。有關重組導致奇士達智能與兩名其他集團實體（主要由余先生及陳騁女士（「陳女士」）擁有）合併。收購所付代價與該兩名其他集團實體股本之間的差額已記入合併儲備。

###### (iii) 匯兌儲備

匯兌儲備包括換算海外業務財務報表時產生的所有外匯差額。儲備乃根據綜合財務報表附註中附註3所載的會計政策處理。

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## 綜合財務報表附註

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### 30. Notes to the consolidated statement of cash flows

#### Changes in liabilities arising from financing activities

The following table shows the Group's changes in liabilities arising from financing activities during the year:

|   |                         | <b>Borrowings</b> | <b>Lease liabilities</b> | <b>Total</b>     |
|---|-------------------------|-------------------|--------------------------|------------------|
|   |                         | 借款                | 租賃負債                     | 總計               |
|   |                         | RMB'000           | RMB'000                  | RMB'000          |
|   |                         | 人民幣千元             | 人民幣千元                    | 人民幣千元            |
| <b>At 1 January 2019</b>                      | 於二零一九年一月一日              | (140,189)         | (5,015)                  | (145,204)        |
| Changes in cash flows                         | 現金流量變動                  | (2,539)           | 4,237                    | 1,698            |
| Non-cash changes                              | 非現金變動                   |                   |                          |                  |
| — Addition of lease liabilities               | — 租賃負債增加                | —                 | (1,607)                  | (1,607)          |
| — Interest expenses                           | — 利息開支                  | —                 | (288)                    | (288)            |
| — Currency realignment                        | — 匯兌調整                  | —                 | (59)                     | (59)             |
| <b>At 31 December 2019 and 1 January 2020</b> | 於二零一九年十二月三十一日及二零二零年一月一日 | <b>(142,728)</b>  | <b>(2,732)</b>           | <b>(145,460)</b> |
| Changes in cash flows                         | 現金流量變動                  | <b>(13,196)</b>   | <b>4,268</b>             | <b>(8,928)</b>   |
| Non-cash changes                              | 非現金變動                   |                   |                          |                  |
| — Addition of lease liabilities               | — 租賃負債增加                | —                 | <b>(9,265)</b>           | <b>(9,265)</b>   |
| — Interest expenses                           | — 利息開支                  | —                 | <b>(367)</b>             | <b>(367)</b>     |
| — Currency realignment                        | — 匯兌調整                  | <b>34</b>         | <b>105</b>               | <b>139</b>       |
| <b>At 31 December 2020</b>                    | 於二零二零年十二月三十一日           | <b>(155,890)</b>  | <b>(7,991)</b>           | <b>(163,881)</b> |

### 30. 綜合現金流量表附註

#### 融資活動產生的負債變動

下表載列本集團年內融資活動產生的負債變動：

### 31. Capital commitments

The Group's capital commitments at the end of the reporting period are as follows:

|                                   |            | <b>2020</b>   | <b>2019</b> |
|-----------------------------------|------------|---------------|-------------|
|                                   |            | 二零二零年         | 二零一九年       |
|                                   |            | RMB'000       | RMB'000     |
|                                   |            | 人民幣千元         | 人民幣千元       |
| Property, plant and equipment     | 物業、廠房及設備   |               |             |
| — Contracted but not provided for | — 已訂約但未作撥備 | <b>23,671</b> | 59,876      |

### 31. 資本承擔

本集團於報告期末的資本承擔如下：

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### 綜合財務報表附註

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#### 32. Related party transactions

The Group had the following transactions with its related parties during the year

|  |           |
|--|-----------|
| Interest expenses on lease liabilities | 租賃負債的利息開支 |
|--|-----------|

As at 31 December 2020 and 2019, the Group's balance with a related party was as follows.

|                                       |             |
|---------------------------------------|-------------|
| Chenghai Changxing                    | 澄海昌興：       |
| — Lease deposits included in deposits | — 計入按金的租賃按金 |
| — Lease liabilities                   | — 租賃負債      |

#### 32. 關聯方交易

年內，本集團與其關聯方擁有以下交易：

|  | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--|-----------------------------------|-----------------------------------|
|  | —                                 | 122                               |

於二零二零年及二零一九年十二月三十一日，本集團與關聯方的結餘如下。

|  | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|--|-----------------------------------|-----------------------------------|
|  | —                                 | 328                               |
|  | —                                 | (662)                             |

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## 綜合財務報表附註

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### 33. Summarised financial position of the company 33. 本公司財務狀況概要

|                               |              | 2020<br>二零二零年<br>RMB'000<br>人民幣千元 | 2019<br>二零一九年<br>RMB'000<br>人民幣千元 |
|-------------------------------|--------------|-----------------------------------|-----------------------------------|
| <b>Non-current assets</b>     | <b>非流動資產</b> |                                   |                                   |
| Investments in a subsidiary   | 投資一間附屬公司     | 316,417                           | 316,417                           |
| Prepayments                   | 預付款項         | —                                 | 3,213                             |
|                               |              | <b>316,417</b>                    | 319,630                           |
| <b>Current assets</b>         | <b>流動資產</b>  |                                   |                                   |
| Other receivables             | 其他應收款項       | 8,949                             | —                                 |
| Amounts due from subsidiaries | 應收附屬公司款項     | 67,236                            | —                                 |
| Cash and cash equivalents     | 現金及現金等價物     | 33                                | —                                 |
|                               |              | <b>76,218</b>                     | —                                 |
| <b>Current liabilities</b>    | <b>流動負債</b>  |                                   |                                   |
| Accruals expenses             | 應計開支         | 12,214                            | 6,002                             |
| Amounts due to subsidiaries   | 應付附屬公司款項     | —                                 | 13,576                            |
|                               |              | <b>12,214</b>                     | 19,578                            |
| <b>NET ASSET</b>              | <b>資產淨額</b>  | <b>380,421</b>                    | 300,052                           |
| <b>Capital and reserves</b>   | <b>股本及儲備</b> |                                   |                                   |
| Share capital                 | 股本           | 467                               | 70                                |
| Reserves                      | 儲備           | 379,954                           | 299,982                           |
| <b>TOTAL EQUITY</b>           | <b>權益總額</b>  | <b>380,421</b>                    | 300,052                           |

### 34. Contingent liabilities

At the end of the reporting period, the Group and the Company did not have any significant contingent liabilities (2019: Nil).

### 34. 或然負債

於本報告期末，本集團並無任何重大或然負債（二零一九年：無）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 35. Particulars of principal subsidiaries of the company 35. 本公司主要附屬公司詳情

The table below lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the financial position of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

下表載列董事認為對本年度業績有重要影響或組成本集團財務狀況主要部分之本公司附屬公司。董事認為，提供其他附屬公司的詳情會使內容過於冗長。

The Group's principal subsidiaries at 31 December 2019 and 2020 are set out below.

本集團於二零二零年及二零一九年十二月三十一日的主要附屬公司如下。

| Name<br>名稱   | Note<br>附註 | Place of incorporation/<br>registration<br>註冊成立/登記地點 | Issued/<br>paid-up<br>capital<br>已發行/繳足股本 | Percentage of the<br>Company's indirect<br>ownership interest<br>佔本公司間接擁有權<br>權益的百分比 |                | Principal<br>activities<br>主要活動                                       |
|--|------------|--|---|--|----------------|---|
|  |            |  |   | Direct<br>直接   | Indirect<br>間接 |   |
| Kidztech (BVI) Limited<br>奇士達英屬處女群島  |            | BVI<br>英屬處女群島  | USD1<br>1美元                               | 100%   | —              | Investment holding<br>投資控股  |
| Kidztech (China) Intelligent Technology Co., Limited<br>奇士達(中國)智能科技有限公司      |            | Hong Kong<br>香港                                      | HKD1<br>1港元                               | —  | 100%           | Investment holding<br>投資控股  |
| Shantou Kidztech No. 1 Technology Consulting Co., Ltd.<br>汕頭市奇士達一號科技諮詢中國有限公司 | a          | The PRC<br>中國  | —   | —  | 100%           | Investment holding<br>投資控股  |
| Shantou Kidztech No. 2 Technology Consulting Co., Ltd.<br>汕頭市奇士達二號科技諮詢中國有限公司 | b          | The PRC<br>中國  | RMB1,103,254<br>人民幣1,103,254元             | —  | 100%           | Investment holding<br>投資控股  |
| Kidztech Intelligent<br>奇士達智能  |            | The PRC<br>中國  | RMB78,000,000<br>人民幣78,000,000元           | —  | 100%           | Manufacturing and<br>sales of toys<br>玩具製造及銷售                         |
| Kidztech HK<br>香港奇士達   |            | Hong Kong<br>香港                                      | HKD500,000<br>500,000港元                   | —  | 100%           | Export of toys<br>玩具出口  |
| Shenzhen Kidztech Internet Technology Co., Ltd.<br>深圳奇士達互聯網科技有限公司            |            | The PRC<br>中國  | RMB5,000,000<br>人民幣5,000,000元             | —  | 100%           | Sales of toys through<br>e-commerce<br>channels<br>通過電子商務渠<br>道銷售玩具   |
| Shenzhen Kidztech Internet of Things Technology Co., Ltd.<br>深圳奇士達物聯網科技有限公司  |            | The PRC<br>中國  | RMB5,000,000<br>人民幣5,000,000元             | —  | 100%           | Research, development,<br>and sales of smart<br>hardware<br>智能硬件研發及銷售 |
| Kidztech Infotech<br>奇士達信息科技   | c          | The PRC<br>中國  | RMB3,340,000<br>人民幣3,340,000元             | —  | 100%           | Dormant<br>無活動  |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

### 35. Particulars of principal subsidiaries of the company (Continued)

Note

- (a) Shantou Kidztech No. 1 Technology Consulting Co., Ltd. is a wholly foreign owned enterprise established in the PRC with registered capital of RMB1,000,000, which was yet to be paid up as at 31 December 2020.
- (b) Shantou Kidztech No.2 Technology Consulting Co., Ltd. is a domestic enterprise established in the PRC with registered capital of RMB111,428,571. As at 31 December 2020, RMB110,325,317 of the registered capital was yet to be paid up
- (c) Kidztech Infotech is a domestic enterprise established in the PRC with registered capital of RMB96,000,000. As at 31 December 2020, RMB12,660,000 of the registered capital was yet to be paid up.

### 36. Approval of consolidated financial statements

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 25 March 2021.

### 35. 本公司主要附屬公司詳情 (續)

附註

- (a) 汕頭市奇士達一號科技諮詢有限公司是一家在中國成立的外商獨資企業，註冊資本為人民幣1,000,000元，截至二零二零年十二月三十一日尚未繳足。
- (b) 汕頭市奇士達二號科技諮詢有限公司是一家在中國成立的內資企業，註冊資本為人民幣111,428,571元。於二零二零年十二月三十一日，人民幣110,325,317元的註冊資本尚未繳足。
- (c) 奇士達信息科技是一家在中國成立的內資企業，註冊資本為人民幣96,000,000元。於二零二零年十二月三十一日，人民幣12,660,000元的註冊資本尚未繳足。

### 36. 批准綜合財務報表

綜合財務報表已於二零二一年三月二十五日獲董事會批准及授權刊發。



## FIVE YEAR FINANCIAL SUMMARY

### 五年財務概要

|                               |              | Year ended 31 December<br>截至十二月三十一日止年度 |           |           |           |           |
|-------------------------------|--------------|--|-----------|-----------|-----------|-----------|
|                               |              | 2020                                   | 2019      | 2018      | 2017      | 2016      |
|                               |              | 二零二零年                                  | 二零一九年     | 二零一八年     | 二零一七年     | 二零一六年     |
|                               |              | RMB'000                                | RMB'000   | RMB'000   | RMB'000   | RMB'000   |
|                               |              | 人民幣千元                                  | 人民幣千元     | 人民幣千元     | 人民幣千元     | 人民幣千元     |
| <b>Results</b>                | <b>業績</b>    |  |           |           |           |           |
| Revenue                       | 收益           | <b>295,913</b>                         | 325,800   | 278,717   | 259,185   | 214,025   |
| Profit before income tax      | 除所得稅前盈利      | <b>32,947</b>                          | 48,380    | 41,577    | 42,234    | 38,664    |
| Income tax expenses           | 所得稅開支        | <b>(8,804)</b>                         | (12,935)  | (8,824)   | (6,147)   | (5,219)   |
| Profit for the year           | 年內盈利         | <b>24,143</b>                          | 35,445    | 32,753    | 36,087    | 33,445    |
| <b>Assets and Liabilities</b> | <b>資產及負債</b> |  |           |           |           |           |
| Total assets                  | 資產總額         | <b>670,546</b>                         | 524,722   | 570,680   | 476,774   | 257,244   |
| Total liabilities             | 負債總額         | <b>(247,004)</b>                       | (223,825) | (204,499) | (139,063) | (107,588) |
| Net assets                    | 資產淨額         | <b>423,542</b>                         | 300,897   | 366,181   | 337,711   | 149,656   |



**KIDZTECH HOLDINGS LIMITED**  
奇士達控股有限公司