



CHINA ENVIRONMENTAL TECHNOLOGY AND BIOENERGY HOLDINGS LIMITED 中科生物控股有限公司

(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: 1237



2020

ANNUAL REPORT 年報

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Xie Qingmei (*Chairlady*)

Mr. Wu Zheyang (*Chief Executive Officer*)

Non-executive Director

Mr. Wu Dongping (*retired on 29 May 2020*)

Independent Non-executive Directors

Mr. Lam Hin Chi

Prof. Jin Zhongwei

Prof. Su Wenqiang

AUDIT COMMITTEE

Mr. Lam Hin Chi (*Chairman*)

Prof. Su Wenqiang

Prof. Jin Zhongwei

REMUNERATION COMMITTEE

Prof. Jin Zhongwei (*Chairman*)

Prof. Su Wenqiang

Mr. Lam Hin Chi

NOMINATION COMMITTEE

Prof. Jin Zhongwei (*Chairman*)

Prof. Su Wenqiang

Mr. Lam Hin Chi

RISK MANAGEMENT COMMITTEE

Mr. Lam Hin Chi (*Chairman*)

Prof. Su Wenqiang

Prof. Jin Zhongwei

COMPANY SECRETARY

Ms. Lee Kin Yee, *CPA*

AUTHORISED REPRESENTATIVES

Mr. Wu Zheyang

Ms. Lee Kin Yee

董事會

執行董事

謝清美女士 (*主席*)

吳哲彥先生 (*行政總裁*)

非執行董事

吳冬平先生 (*於二零二零年五月二十九日退休*)

獨立非執行董事

藍顯賜先生

金重為教授

蘇文強教授

審計委員會

藍顯賜先生 (*主席*)

蘇文強教授

金重為教授

薪酬委員會

金重為教授 (*主席*)

蘇文強教授

藍顯賜先生

提名委員會

金重為教授 (*主席*)

蘇文強教授

藍顯賜先生

風險管理委員會

藍顯賜先生 (*主席*)

蘇文強教授

金重為教授

公司秘書

李建儀女士 · *CPA*

授權代表

吳哲彥先生

李建儀女士

Corporate Information (Continued)

公司資料(續)

AUDITORS

Ascenda Cachet CPA Limited
Certified Public Accountants

LEGAL ADVISOR

Winston & Strawn

PRINCIPAL BANKERS

Agricultural Bank of China, Zhangping Branch
China Construction Bank, Zhangping Branch
Bank of China, Zhangping Branch

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 810, 8/F
212 Texaco Road
Tsuen Wan
New Territories
Hong Kong

HEAD OFFICE IN THE PRC

Fushan Industrial District
Zhangping, Fujian, the PRC

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

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

核數師

天健德揚會計師事務所有限公司
執業會計師

法律顧問

溫斯頓律師事務所

主要往來銀行

中國農業銀行漳平支行
中國建設銀行漳平支行
中國銀行漳平支行

註冊辦事處

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

香港主要營業地點

香港
新界
荃灣
德士古道212號
8樓810室

中國總部

中國福建省漳平市
富山工業區

開曼群島主要股份過戶登記處

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

Corporate Information (Continued)

公司資料(續)

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen’s Road East
Wan Chai
Hong Kong

WEBSITE

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STOCK CODE

1237

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皇后大道東 183 號
合和中心
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網站

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股份代號

1237

Financial Summary

財務概要

(In RMB'000 unless otherwise stated) (除另有指示外，以人民幣千元列示)

RESULTS

業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Revenue	收入	492,589	694,052	634,686	462,191	442,328
Cost of sales	銷售成本	(488,151)	(685,428)	(566,161)	(430,018)	(394,506)
Gross profit	毛利	4,438	8,624	68,525	32,173	47,822
Other revenue	其他收入	17,626	19,856	9,480	15,777	29,308
Other net loss	其他虧損淨額	(36,225)	(4,700)	(180,023)	(14,884)	(21,877)
Selling and distribution expenses	銷售及分銷開支	(21,721)	(25,565)	(22,329)	(17,600)	(20,219)
Administrative expenses	行政開支	(57,651)	(48,330)	(49,194)	(47,249)	(46,546)
Gain on bargain purchase	議價收購收益	697	-	-	-	-
Expected credit loss on financial assets	金融資產的預期信貸虧損	(3,933)	(12,774)	(642)	-	-
Loss from operations	經營虧損	(96,769)	(62,889)	(174,183)	(31,783)	(11,512)
Share of (losses)/profits of associates	分佔聯營公司(虧損)/溢利	(287)	(1,815)	282	(204)	(129)
Finance costs	融資成本	(162)	401	(8,895)	(6,216)	(9,037)
Loss before taxation	除稅前虧損	(97,218)	(64,303)	(182,796)	(38,203)	(20,678)
Income tax credit/(expenses)	所得稅抵免/(開支)	4,119	(168)	(2,135)	(2,353)	(1,617)
Loss for the year	年內虧損	(93,099)	(64,471)	(184,931)	(40,556)	(22,295)
Loss per share	每股虧損					
— Basic and diluted	— 基本及攤薄					
(RMB) (Note)	(人民幣)(附註)	(0.128)	(0.104)	(0.299)	(0.067)	(0.044)

Note: On 22 October 2019, the Company has effected a share consolidation of every five shares into one consolidated share. Earnings per share for the comparative periods have been adjusted on a basis of five shares into one consolidated share accordingly.

附註：於二零一九年十月二十二日，本公司已將每五股股份合併為一股合併股份。比較期間的每股盈利已根據五股為一股合併股份的基準進行調整。

Financial Summary (Continued)

財務概要(續)

(In RMB'000 unless otherwise stated) (除另有指示外，以人民幣千元列示)

ASSETS, LIABILITIES AND EQUITY

資產、負債及權益

		As at 31 December				
		於十二月三十一日				
		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
Total Assets	資產總額	878,878	981,445	1,167,881	1,493,483	1,623,282
Total Liabilities	負債總額	66,276	95,812	217,333	362,893	494,565
Total Equity	權益總額	812,602	885,633	950,548	1,130,590	1,128,717

Chairlady's Statement

主席報告

Dear Shareholders,

On behalf of the board ("the Board") of directors ("the Directors") of the Company, I hereby announce the results of the Company and its subsidiaries ("the Group") for the year ended 31 December 2020 ("the Year").

FINANCIAL PERFORMANCE

During the Year, the revenue of the Group amounted to approximately RMB492.6 million, representing a decline of 29.0% as compared with the year ended 31 December 2019. Due to the adverse impact of US-China trade tensions further emerged in 2020, the Group recorded the loss of RMB93.1 million for the Year, representing an increase of approximately 44.4% as compared to the loss of approximately RMB64.5 million recorded for the year ended 31 December 2019. The Board considered that the increase was mainly attributable to the impairment loss amounted to approximately RMB24.6 million recognised on the Group's certain construction in progress that has been suspended since 2019 in view of the market conditions, particularly in the United States.

BUSINESS PERFORMANCE

Trade tensions between China and the United States continued in 2020, and the global economy was severely hit by the COVID-19 pandemic. The year of 2020 is still full of challenges for the Group. On 29 January 2020, the U.S. Department of Commerce announced the initiation of new anti-dumping duty and countervailing duty investigations to determine whether wood mouldings and millwork products from Brazil and China are being dumped in the United States, and to determine if producers in China are receiving unfair subsidies. Certain of the Group's wood products exported to the United States were under the scope of such investigations. On 9 June 2020, the U.S. Department of Commerce announced the affirmative preliminary determination in the countervailing duty investigation of imports of wood mouldings and millwork products from China, finding that exporters received countervailable subsidies at rates from 13.61% to 245.34%. On 5 August 2020, the U.S. Department of Commerce announced the affirmative preliminary determination in the anti-dumping duty investigation of imports of wood mouldings and millwork products from China (the "Products"), that a dumping margins from 40.3% to 146.91% exist. According to such preliminary determinations, the Group's wholly-owned subsidiary, Fujian

各位股東：

本人謹代表本公司董事(「董事」)會(「董事會」)，向各股東宣佈本公司及其附屬公司(「本集團」)截至二零二零年十二月三十一日止年度(「本年度」)的業績。

財務表現

於本年度，本集團的收入較截至二零一九年十二月三十一日止年度下降29.0%至約人民幣492.6百萬元。由於美中貿易緊張局勢的不利影響在二零二零年進一步浮現，本集團於本年度錄得虧損人民幣93.1百萬元，較截至二零一九年十二月三十一日止年度錄得虧損約人民幣64.5百萬元擴大約44.4%。董事會認為虧損擴大的主要原因是就本集團若干自二零一九年已暫緩之在建工程，在考慮到市場狀況(特別是美國)後，確認之減值虧損約人民幣24.6百萬元所致。

業務表現

中美貿易緊張局勢在二零二零年持續，全球經濟又受到新冠病毒疫情的嚴重打擊，集團在二零二零年仍然是充滿挑戰。於二零二零年一月二十九日，美國商務部宣佈啟動新的反傾銷稅和反補貼稅調查，以確定來自巴西和中國的木線條和木製品是否正在美國傾銷，並確定中國的生產者是否獲得不公平的補貼。本集團若干出口到美國的木製品屬於此調查的範圍之內。二零二零年六月九日，美國商務部宣布對中國進口之木模製品和木製品之反補貼稅調查作出正面之初步裁定，並發現出口商獲得補貼率為13.61%至245.34%之補貼。二零二零年八月五日，美國商務部宣佈作出肯定之初步裁定，出口商之加權平均傾銷率為40.3%至146.91%。根據上述初步裁定，本集團旗下全資附屬公司，福建省漳平木村林產有限公司被裁定其若干出口至美國之木製品將受該反補貼稅之影響而且其加權平均傾銷率為79.4%。鑒於該初步裁定之影響，本集團亦自二零二零年八月起停止向美國客戶出口受該初步裁定影響之產品，集團的業務表現亦因此受到負面影響。然

Chairlady's Statement (Continued)

主席報告(續)

Zhangping Kimura Forestry Products Co., Ltd. has been determined that certain of its wood products exported to the United States will be subjected to such countervailing duty and its dumping margin was 79.4%. In view of such preliminary determinations, the Group has stopped the export of the products affected by such preliminary determinations to its U.S. customers, the Group's performance was therefore negatively impacted as a result. Nevertheless, turnover from the Australasian market continued to edge up due to increasing market acceptance of the Group's timber houses and their related parts and structures, offsetting the negative impact from the North American market to certain extent.

PROSPECTS

On 22 January 2021, the U.S. International Trade Commission determined that an industry in the United States is materially injured by reason of imports of wood mouldings and millwork products from China that the Commerce has determined are subsidised and sold in the United States at less than fair value. As a result of the U.S. International Trade Commission's affirmative determinations, the U.S. Department of Commerce will issue anti-dumping and countervailing duty orders on imports of these products from China. With the above final determinations, the U.S. anti-dumping and countervailing investigations against Chinese wooden mouldings and wood products have come to an end. Although the new U.S. government has taken office in early 2021, the Group expects that the contrary trade measures of the U.S. against China will not be significantly altered. Therefore, the Group actively adjusts its market strategy and will focus on markets outside the United States. The Group will continue to monitor the development of overseas markets such as the United States and Australia, assessing the impact on the Group and identifying necessary and decisive measures in diversifying the business risks ahead.

APPRECIATION

On behalf of the Board, I would like to extend my sincere thanks for the support and trust from our shareholders and business partners. I would also like to thank our employees for your efforts and contributions to the Group over the Year.

Xie Qingmei
Chairlady

31 March 2021

而，由於澳大拉西亞市場對本集團木屋及其相關部件及構件的接受程度增加，在一定程度上抵銷了北美市場的負面影響。

展望

於二零二一年一月二十二日，美國國際貿易委員會裁定，美國的一個行業受到從中國進口的木線條和木製品（該等產品被美國商務部確定存在補貼和在美國以低於公平值出售）的損害。根據美國國際貿易委員會的肯定性裁定，美國商務部將對從中國進口的該等產品發出反傾銷和反補貼稅令。隨著以上的最終裁定，美國對中國木線條和木製品的反傾銷和反補貼調查告一段落，儘管美國新一屆政府已於二零二一年初就任，本集團預期美國對中國針對性貿易措施並不會出現巨大變化。因此，本集團積極調整其市場策略，將重點投放於美國以外的市場。本集團仍將繼續密切監察美國以及澳大利亞等其他海外市場的發展，評估對本集團的影響，並確定必要的決定性措施以分散未來的業務風險，從而繼續增強業務彈性。

致謝

本人謹此代表董事會衷心感謝一直以來支持及信任本集團的每一位股東及業務夥伴，同時亦感謝每一位員工於本年度為本集團付出的辛勞及貢獻。

謝清美
主席

二零二一年三月三十一日

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Segment review

The Group's core business segments are comprised of manufacturing and sales of wooden products; retail sales of outdoor wooden products; and manufacturing and sales of renewable energy products. During the Year, the performance of our business segments are as follows:

業務回顧

分部回顧

本集團核心業務為以下分部：生產及銷售木製品、零售戶外木製品、生產及銷售再生能源產品。於本年度，我們各經營分部之表現如下：

		Segment revenue derived from external customers		Change	% to total segment revenue derived from external customers		Reportable segment (loss)/profit (Note 1)	
		源自外部客戶之分部收入		變動	佔源自外部客戶之總分部收入百分比		可呈報分部 (虧損)/溢利 (附註1)	
		2020	2019		2020	2019	2020	2019
		二零二零年	二零一九年		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	百分比	百分比	百分比	人民幣千元	人民幣千元
Manufacturing and sales of wooden products	生產及銷售木製品	486,102	687,132	(29.3)	98.7	99.0	(84,011)	(73,719)
Retail sales of outdoor wooden products	零售戶外木製品	-	29	(100.0)	N/A 不適用	0.0	(587)	(730)
Manufacturing and sales of renewable energy products	生產及銷售再生能源產品	6,487	6,891	(5.9)	1.3	1.0	458	942
		492,589	694,052	(29.0)	100.0	100.0	(84,140)	(73,507)

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

During the Year, the distribution of revenue from our global markets is as follows: 於本年度，我們來自全球市場之收入分佈如下：

		Revenue			% to total revenue	
		收入			佔總收入百分比	
		2020	2019	Change	2020	2019
		二零二零年	二零一九年	變動	二零二零年	二零一九年
		RMB'000	RMB'000	%	%	%
		人民幣千元	人民幣千元	百分比	百分比	百分比
The PRC	中國	100,606	111,639	(9.9)	20	16
North America	北美洲	137,708	334,388	(58.8)	28	48
Europe	歐洲	25,337	45,112	(43.8)	5	6
Asia Pacific (Exclusive of the PRC)	亞太區 (不包括中國)	4,387	4,551	(3.6)	1	1
Australasia	澳大利西亞	224,551	198,362	13.2	46	29
		492,589	694,052	(29.0)	100	100

Note 1: Reportable segment (loss)/profit has excluded the after tax effect of government subsidies.

附註1：可呈報分部(虧損)/溢利已撇除政府補貼之稅後影響。

Manufacturing and sales of wooden products remains to be the Group's largest business segment, contributing 98.7% of the Group's revenue. The revenue derived from such business decreased by 29.3%. The overall decrease in revenue from this segment is mainly driven by a decrease in demand from North America clients.

生產及銷售木製品仍是本集團最大的業務分部，佔本集團收入的98.7%。此類業務所得收入下跌29.3%。該分部收入整體下跌主要由於北美洲客戶之需求下跌所致。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

On 29 January 2020, the U.S. Department of Commerce (“US Commerce”) announced the initiation of new anti-dumping duty and countervailing duty investigations to determine whether wood mouldings and millwork products from Brazil and China are being dumped in the United States, and to determine if producers in China are receiving unfair subsidies. Certain of the Group’s wood products exported to the United States were under the scope of such investigations. On 9 June 2020, the US Commerce announced the affirmative preliminary determination in the countervailing duty investigation of imports of wood mouldings and millwork products from China, finding that exporters received countervailable subsidies at rates from 13.61% to 245.34%. On 5 August 2020, the US Commerce announced the affirmative preliminary determination in the anti-dumping duty investigation of imports of wood mouldings and millwork products from China (the “Products”), that a dumping margins from 40.3% to 146.91% exist. According to such preliminary determinations, the Group’s wholly-owned subsidiary, Fujian Zhangping Kimura Forestry Products Co., Ltd. has been determined that certain of its wood products exported to the United States will be subjected to such countervailing duty and its dumping margin was 79.4%. In view of such preliminary determinations, the Group has stopped the export of the products affected by such preliminary determinations to its U.S. customers, the Group’s performance was therefore negatively impacted as a result. Turnover from the Australasian market continued to edge up due to increasing market acceptance of the Group’s timber houses and their related parts and structures, offsetting the negative impact from the North American market to certain extent.

The revenue and profit contribution from retail business remains insignificant during the Year. The Group sees this segment as a strategic stepping stone in making into the PRC household product market, and will adapt to new business direction whenever appropriate.

The Group’s renewable energy business focuses on the recycling of leftover sawdust from the production of our wooden products into biomass pellet fuel. Against the backdrop of slowing Chinese economy and the fierce domestic competition in the renewable energy market, the Group’s renewable energy business recorded a decrease of 5.9% in revenue to approximately RMB6.5 million during the Year, with its profit down to RMB0.5 million (2019: revenue of RMB6.9 million and profit of RMB0.9 million).

於二零二零年一月二十九日，美國商務部（「美國商務部」）宣佈啟動新的反傾銷稅和反補貼稅調查，以確定來自巴西和中國的木線條和木製品是否正在美國傾銷，並確定中國的生產者是否獲得不公平的補貼。本集團若干出口到美國的木製品屬於此調查的範圍之內。二零二零年六月九日，美國商務部宣布對中國進口之木模製品和木製品之反補貼稅調查作出正面之初步裁定，並發現出口商獲得補貼率為13.61%至245.34%之補貼。二零二零年八月五日，美國商務部宣佈作出肯定之初步裁定，出口商之加權平均傾銷率為40.3%至146.91%。根據上述初步裁定，本集團旗下全資附屬公司，福建省漳平木村林產有限公司被裁定其若干出口至美國之木製品將受該反補貼稅之影響而且其加權平均傾銷率為79.4%。鑒於該初步裁定之影響，本集團亦自二零二零年八月起停止向美國客戶出口受該初步裁定影響之產品，集團的業務表現亦因此受到負面影響。來自澳大拉西亞市場之收入繼續上升，主要由於對本集團木屋及其相關部件及構件的接受程度增加，在一定程度上抵銷了北美市場的負面影響。

本期間零售業務分部的收入及溢利貢獻仍然不大。本集團認為本分部是本集團擴大其於中國傢俱產品市場份額的策略性墊腳石並將於適當時調整其業務方向。

本集團再生能源業務專注於回收木製品生產過程中產生的廢屑，然後將其轉化為生物質顆粒燃料。由於中國經濟放緩及再生能源市場的國內競爭激烈，本期間本集團的再生能源業務錄得收益下降5.9%至約人民幣6.5百萬元，而其溢利降至人民幣0.5百萬元（二零一九年：收益為人民幣6.9百萬元及溢利為人民幣0.9百萬元）。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

FINANCIAL REVIEW

Revenue by product category

財務回顧

收入(按產品分類劃分)

		Revenue 收入	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Timber houses and their related parts and structures	木屋及其相關部件及構件	373,955	567,862
Leisure household products	休閒傢俱產品		
Outdoor and indoor furniture	室內外傢俱產品	10,995	24,931
Recreational products	遊戲類產品	47,197	32,205
Landscape garden products	園藝類產品	31,696	7,229
Pet-home designs	寵物屋產品	673	7,781
		90,561	72,146
Trading of timber	木材貿易	21,586	47,153
Renewable energy products	再生能源產品	6,487	6,891
Total	總計	492,589	694,052

Revenue from timber houses and their related parts and structures remained the largest income stream of the Group in 2020. Revenue from such category decreased by 34.1% to RMB374.0 million (2019: RMB567.9 million), mainly attributable to the decrease in sales to the North America market as a result of the anti-dumping and countervailable subsidies investigations launched by the US Department of Commerce during the year.

於二零二零年，木屋及其相關部件及構件收入仍為本集團的最大收益來源。該分類的收益下降34.1%至人民幣374.0百萬元(二零一九年：人民幣567.9百萬元)，主要由於年內北美市場之銷售受到美國商務部發起之反傾銷及反補貼調查而下跌所致。

Overall revenue from the leisure household products drastically increased by 25.5% to RMB90.6 million (2019: RMB72.1 million), mainly attributable to the increase in sales of landscape garden products during the year.

休閒傢俱產品的總收入大幅上升25.5%至人民幣90.6百萬元(二零一九年：人民幣72.1百萬元)。主要由於年內園藝類產品之銷售上升所致。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Gross profit and gross margin

Gross profit decreased to approximately RMB4.4 million (2019: RMB8.6 million) while gross margin slightly decreased to approximately 0.9% (2019: 1.2%), mainly because more sales discounts were provided to customers.

Other revenue

During the Year, other revenue decreased to RMB17.6 million (2019: RMB19.9 million) mainly due to less government subsidies of RMB10.0 million received during the Year (2019: RMB18.2 million).

Other net loss

The Group recorded other net loss of RMB36.2 million for the Year (2019: other net loss of RMB4.7 million). The increase was mainly attributable to the impairment of construction-in-progress (included in property, plant and equipment) recognised during the year amounting to RMB24.6 million.

Selling and distribution expenses

Our selling and distribution expenses incurred during the Year were RMB21.7 million (2019: RMB25.6 million) which was a result of the decrease in turnover and number of shipments during the Year.

Administrative expenses

Our administrative expenses incurred during the Year amounted to RMB57.7 million (2019: RMB48.3 million) as a result of recognition of equity settled share award scheme expenses amounted to RMB5.8 million during the year.

Finance costs

Our finance costs decreased to approximately RMB0.2 million (2019: RMB1.8 million), which was primarily due to a decrease in bank borrowings during the Year.

Income tax (credit)/expenses

The Group recorded an income tax credit of RMB4.1 million (2019: income tax expenses of RMB0.2 million) mainly due to the reversal of over-provision of income tax in prior year during the Year.

毛利及毛利率

毛利下降至大約人民幣4.4百萬元(二零一九年：人民幣8.6百萬元)，而毛利率輕微下降至0.9%(二零一九年：1.2%)，主要由於向客戶提供更多折扣所導致。

其他收入

於本年度，其他收入下降至人民幣17.6百萬元(二零一九年：人民幣19.9百萬元)，主要由於年內收取政府補貼減少至人民幣10.0百萬元(二零一九年：人民幣18.2百萬元)。

其他虧損淨額

本集團於本期間錄得其他虧損淨額人民幣36.2百萬元(二零一九年：其他虧損淨額人民幣4.7百萬元)，上升主要由於年內就包含在物業、廠房及設備內之在建工程確認減值人民幣24.6百萬元所致。

銷售及分銷開支

於本期間產生的銷售及分銷開支為人民幣21.7百萬元(二零一九年：人民幣25.6百萬元)，主要由於年內營業額及出貨量下跌所致。

行政開支

本年度我們的行政開支為人民幣57.7百萬元(二零一九年：人民幣48.3百萬元)，主要由於年內確認股份獎勵計劃費用人民幣5.8百萬元所致。

融資成本

我們的融資成本降至約人民幣0.2百萬元(二零一九年：人民幣1.8百萬元)，主要由於本期間銀行借款減少所致。

所得稅(抵免)／開支

我們的所得稅撥回為人民幣4.1百萬元(二零一九年：所得稅開支人民幣0.2百萬元)，主要是由於本年度就過往年度有關的超額撥備進行回撥所致。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

Dividend

The Board does not recommend a final dividend for the Year (2019: Nil).

Liquidity and capital resources

The Group principally meets its working capital and other liquidity requirements through operating cash flows and proceeds from bank borrowings. The Group anticipates that it can sufficiently meet funding needs for working capital and capital expenditure. As at 31 December 2020, the Group had current assets of RMB423.3 million (31 December 2019: RMB455.0 million), of which bank deposits and cash (including pledged deposits) were RMB142.6 million (31 December 2019: RMB83.6 million).

The Group's cash is generally deposited with banks and denominated mostly in RMB. As at 31 December 2020, total available banking facilities of the Group amounted to RMB97.7 million (31 December 2019: RMB151.7 million), banking facilities utilised as at 31 December 2020 amounted to RMB27.5 million (31 December 2019: RMB Nil) and these were mainly denominated in RMB and USD. All of the Group's banking facilities were subject to the fulfilment of certain covenants, as are commonly found in lending arrangements with financial institutions.

As at 31 December 2020, the current ratio and quick ratio were 7.1:1 and 5.2:1 respectively (31 December 2019: 6.0:1 and 3.0:1 respectively).

Pledge of assets

As at 31 December 2020, the Group pledged its land use rights, buildings and deposits with banks mainly for the purpose of securing bank loans, derivative financial instruments and bill payables issued by banks to the Group.

股息

董事會不建議派發本年度的末期股息(二零一九年：無)。

流動資金及資本來源

本集團主要透過營運現金流及銀行借款的所得款項滿足營運資金及其他資金需求。本集團預計其可充分滿足營運資金及資本開支之資金需求。於二零二零年十二月三十一日，本集團擁有流動資產人民幣423.3萬元(二零一九年十二月三十一日：人民幣455.0百萬元)，其中銀行存款及現金(包括已抵押存款)為人民幣142.6百萬元(二零一九年十二月三十一日：人民幣83.6百萬元)。

本集團的現金一般存置於銀行並大部分以人民幣計值。於二零二零年十二月三十一日，本集團的可動用銀行融資總額為人民幣97.7百萬元(二零一九年十二月三十一日：人民幣151.7百萬元)，於二零二零年十二月三十一日，本集團已動用銀行融資額度為人民幣27.5百萬元(二零一九年十二月三十一日：人民幣零元)並主要以人民幣及美元計值。本集團所有銀行融資須達成與金融機構所訂借貸安排中常見之契諾。

於二零二零年十二月三十一日，流動比率及速動比率分別為7.1:1及5.2:1(二零一九年十二月三十一日：分別為6.0:1及3.0:1)。

資產抵押

於二零二零年十二月三十一日，本集團其土地使用權，樓宇及銀行存款，主要用於取得銀行向本集團發出之銀行貸款、衍生金融工具及應付票據。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Capital expenditure

During the Year, the Group's total expenditure in respect of property, plant and equipment and non-current deposits for acquisitions of property, plant and equipment amounted to RMB6.6 million (2019: RMB10.5 million).

CAPITAL COMMITMENT AND CONTINGENT LIABILITIES

Save as disclosed in note 30 to the consolidated financial statements, there were no significant capital commitments for the Group. There were no significant contingent liabilities for the Group as at 31 December 2020.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, FUTURE PLANS FOR MATERIAL INVESTMENTS OR ACQUISITION OF CAPITAL ASSETS

Save as disclosed in note 25 to the consolidated financial statements, there were no significant investments, material acquisitions or disposals of subsidiaries by the Company during the year. The Group currently has no plan to make any substantial investments in or acquisitions of capital assets, but will continue to seek out potential investment or acquisition opportunities according to the Group's development needs.

FOREIGN CURRENCY RISKS

The Group's sales are mainly denominated in USD, AUD and RMB while our cost of sales and operating expenses are mainly denominated in USD and RMB. Therefore, the Group's profit would be affected if RMB appreciates against USD and AUD as the Group may not be able to reflect the appreciation in selling prices to overseas customers that were determined in USD and AUD. In response to this, the Group manages fluctuations in the exchange rate of RMB against USD and AUD by entering into foreign currency forward contracts mainly denominated in USD, AUD and RMB with banks when sales contracts were entered with overseas customers.

The Group also manages foreign exchange risk by matching the cash inflow from our export sales denominated in USD with the cash outflow from our import of timber denominated in USD.

資本開支

於本年度，本集團有關物業、廠房及設備的總開支及有關收購物業、廠房及設備的非即期按金為人民幣6.6百萬元(二零一九年：人民幣10.5百萬元)。

資本承擔及或然負債

除綜合財務報表附註30所披露者外，本集團並無任何重大資本承擔。於二零二零年十二月三十一日，本集團概無任何重大或然負債。

重大投資、重大收購及出售附屬公司、重大投資或收購資本資產的未來計劃

除綜合財務報表附註25所披露者外，於本年度，本公司並無重大投資、重大收購或出售附屬公司。本集團現時並無計劃作出任何重大投資或收購資本資產，但會按本集團發展需要，繼續物色潛在投資或收購機會。

貨幣風險

本集團的銷售主要以美元、澳元及人民幣計值，而銷售成本及經營開支則主要以美元及人民幣計值。由於本集團可能無法在向海外客戶銷售時，將人民幣兌美元及澳元的升值反映於以美元及澳元釐定的售價中，故如人民幣升值，溢利將受影響。為此，本集團在與海外客戶訂立銷售合約的同時透過與銀行訂立主要以美元、澳元及人民幣計值的遠期外幣合約以管理人民幣兌美元及澳元的匯率波動。

本集團亦透過以美元計值的出口銷售現金流入配合以美元計值的木材進口現金流出管理外匯風險。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

At 31 December 2020, the Group had foreign currency forward contracts with their fair values recognised as derivative financial instruments (assets) of RMB1,619,000 (2019: RMB310,000) and derivative financial instruments (liabilities) of RMB157,000 (2019: RMB699,000). The changes in fair value of the foreign currency forward contracts were recognised in the consolidated statement of profit or loss. All of the foreign currency forward contracts are to be settled within one year. Further information of the foreign currency forward contracts are detailed note 34(d) to the consolidated financial statements.

USE OF NET PROCEEDS FROM THE GLOBAL OFFERING, PLACING AND SUBSCRIPTION

The shares of the Company were listed on the Main Board of the Stock Exchange on 6 July 2012. Net proceeds from the global offering were approximately HK\$144.3 million (after deducting the underwriting commission and relevant expenses).

On 26 June 2014, the Company issued 200,000,000 new ordinary shares of HK\$0.01 each at HK\$0.80 per share by way of placing (the "June 2014 Placement"). On 7 October 2014, the Company issued 165,000,000 new ordinary shares of HK\$0.01 each at HK\$0.93 per share by way of placing (the "October 2014 Placement"). On 5 August 2015, the Company issued 272,600,000 new ordinary shares of HK\$0.01 each at HK\$0.55 per share by way of placing (the "August 2015 Subscription"). On 21 December 2015, the Company issued 857,945,000 new ordinary shares of HK\$0.01 each at HK\$0.20 per share by way of Open Offer (the "December 2015 Open Offer"). On 10 February 2017, the Company issued 514,500,000 new ordinary shares of HK\$0.01 each at HK\$0.13 per share by way of subscription (the "February 2017 Subscription"). The net proceeds from the issue of new shares under the June 2014 Placement, October 2014 Placement, August 2015 Subscription, December 2015 Open Offer, February 2017 Subscription after deducting related transaction costs, were HK\$155.0 million, HK\$148.0 million, HK\$149.7 million, HK\$170.0 million, HK\$66.7 million respectively.

As at 31 December 2020, the aforesaid proceeds were fully utilised.

於二零二零年十二月三十一日，本集團外幣遠期合約的公平值按衍生金融工具(資產)人民幣1,619,000元(二零一九年：人民幣310,000元)及衍生金融工具(負債)人民幣157,000元(二零一九年：人民幣699,000元)確認。外幣遠期合約的公平值變動乃於綜合損益表中確認。所有外幣遠期合約均在一年內結算。有關外幣遠期合約的進一步資料，請參考綜合財務報表附註34(d)。

全球發售、配售及認購事項所得款項淨額的用途

本公司的股份於二零一二年七月六日在聯交所主板上市。全球發售的所得款項淨額(經扣除包銷佣金及相關開支後)約為144.3百萬港元。

於二零一四年六月二十六日，本公司透過配售方式按每股0.80港元發行200,000,000股每股面值0.01港元的新普通股(「二零一四年六月配售」)。於二零一四年十月七日，本公司透過配售方式按每股0.93港元發行165,000,000股每股面值0.01港元的新普通股(「二零一四年十月配售」)。於二零一五年八月五日，本公司透過配售方式按每股0.55港元發行272,600,000股每股面值0.01港元的新普通股(「二零一五年八月認購事項」)。於二零一五年十二月二十一日，本公司透過公開發售方式按每股0.20港元發行857,945,000股每股面值0.01港元的新普通股(「二零一五年十二月公開發售」)。於二零一七年二月十日，本公司透過認購事項按每股0.13港元發行514,500,000股每股面值0.01港元的新普通股(「二零一七年二月認購」)。經扣除相關交易費用後，根據自二零一四年六月配售、二零一四年十月配售、二零一五年八月認購事項、二零一五年十二月公開發售、二零一七年二月認購事項發行新股份的所得款項淨額分別為155.0百萬港元、148.0百萬港元、149.7百萬港元、170.0百萬港元及66.7百萬港元。

於二零二零年十二月三十一日，所有上述所得款項已獲全數動用。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

HUMAN RESOURCES

As at 31 December 2020, we employed a total of 340 (2019: 464) full-time employees, mainly in the PRC and Hong Kong which included management staff, product designers, technicians, salespersons and workers. The Group has been consistently increasing production process automation, strengthening the training of staff with an emphasis on high-technique processing with a mission on the continuous development and enhancing of competitiveness. The Group offered highly competitive salary packages, as well as discretionary bonuses and contribution to social insurance to its employees.

The Group's emolument policies are formulated based on the performance of individual employee which will be reviewed periodically. Apart from the provident fund scheme (operation in accordance with the provisions of the Mandatory Provident Fund Schemes Ordinance for Hong Kong employees) or social insurance (including retirement pension insurance, medical insurance, unemployment insurance, injury insurance and maternity insurance for the PRC employees), discretionary bonuses are also awarded to employees and directors according to the assessment of individual performance. Since the adoption of the share option scheme on 15 June 2012 and up to 31 December 2020, no options have been granted.

On 14 December 2020, the Board has adopted the Share Award Scheme which does not constitute a share option scheme of the Company for the purpose of Chapter 17 of the Listing Rules and resolved to award an aggregate of 42,550,000 Award Shares to 12 Selected Participants by way of issue and allotment of new Shares pursuant to the General Mandate. Each of the Selected Participants are the Group's employees who are third parties independent of the Company and its connected persons. The Board considers that the award of the Award Shares to the Selected Participants provides incentives to the Selected Participants and will allow the Group to attract, retain and motivate talents for the continual operation and development of the Group. The award of the Award Shares to the Selected Participants recognises their continual support to the Group and their effort will promote the Group's future development.

人力資源

於二零二零年十二月三十一日，本集團於中國及香港共聘用340名(二零一九年：464名)全職員工，當中包括管理人員、產品設計人員、技術人員、銷售人員及工人。本集團一直透過提高工序自動化，加強員工培訓以及專注高技術加工，維持員工的持續發展及提高員工競爭力。本集團為僱員提供具競爭力的薪酬組合，並有酌情花紅以及會為僱員繳納社會保險供款。

本集團的薪酬政策乃按個別僱員的表現而制訂，並將定期檢討。除公積金計劃(根據強制性公積金計劃條例的條文為香港僱員執行)或社會保險(包括中國僱員的退休養老保險、醫療保險、失業保險、工傷保險及生育保險)外，本集團亦將根據對個別僱員表現的評估向僱員及董事發放酌情花紅。自購股權計劃於二零一二年六月十五日獲採納以來至二零二零年十二月三十一日止，本集團概無授出任何購股權。

於二零二零年十二月十四日，董事會已採納股份獎勵計劃，(該計劃並不構成上市規則第17章所指的本公司的購股權計劃)，並決議根據一般授權發行即配發新股份之形式，向12名選定參與者售出合共42,550,000股獎勵股份。每位選定參與者均為本集團之員工並為獨立於公司及其關連人士的第三方。董事會認為授予選定參與者獎勵股份以向選定參與者提供獎勵並將允許本集團為其持續營運及發展吸引、保留及激勵人才。授予選定參與者獎勵股份乃表彰彼等於本集團之持續支持且彼等之努力將促進本集團之日後發展。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

EVENTS AFTER THE REPORTING PERIOD

Anti-dumping duty and countervailing duty investigations

During the year, certain of the Group's wood products exported to the United States were under the scope of new anti-dumping duty and countervailing duty investigations. On 22 January 2021, the United States International Trade Commission ("US ITC") determined that a United States industry is materially injured by reason of imports of wood mouldings and millwork products from the PRC and that the US Commerce has determined are subsidised and sold in the United States at less than fair value. As a result of the US ITC's affirmative determinations, US Commerce will issue anti-dumping and countervailing duty orders on imports of these products from the PRC and The U.S. cash deposits at a rate totaled at 54.43% will be collected from importers of the Group's relevant products. The Group, as an exporter, is not directly obliged to pay such cash deposits but in the opinion of the Directors of the Company, the imposition of such cash deposits will be taken into account in the pricing negotiations with the Group customers in the United States.

報告期後事項

反傾銷稅和反補貼稅調查

年內，本集團若干出口到美國的木製品屬於新的反傾銷稅和反補貼稅調查的範圍之內。於二零二一年一月二十二日，美國國際貿易委員會（「美國國際貿易委員會」）裁定，美國的一個行業受到從中國進口的木線條和木製品（該等產品被美國商務部確定存在補貼和在美國以低於公平值出售）的損害。根據美國國際貿易委員會的肯定性裁定，美國商務部將對從中國進口的該等產品發出反傾銷和反補貼稅令，並將向本集團相關產品的進口商收取總利率為54.43%的美國現金保證金。本集團作為出口企業並無直接義務支付該等現金保證金，但本公司董事認為，在與本集團於美國的客戶進行價格談判時，將考慮到該等現金保證金的徵收。

Corporate Governance Report

企業管治報告

The Board is committed to maintaining a high standard of corporate governance. The Board believes that a high standard of corporate governance will provide a framework for the Company to formulate its business strategies and policies, and manage and lower the associated risks through effective internal control procedures. It will also enhance the transparency of the Company and strengthen the accountability to its shareholders and creditors.

The Company has adopted the code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and certain recommended best practices. The Company has complied with all the applicable code provisions in the Code throughout the Year except for the deviations disclosed under the sections headed “The Board” and “Accountability and Audit” in this report.

THE BOARD

The Board oversees the management of the business and affairs of the Company. The Directors are accountable for making decisions objectively in the best interest of the shareholders as a whole.

The Board is responsible for making decisions on all major aspects of the Company’s affairs, including the approval and monitoring of key policy matters, overall strategies, business plans and annual budgets, internal control and risk management systems, material transactions, major capital expenditure, appointment of Directors and other significant financial and operational matters.

The Board may delegate aspects of its management and administration functions to the management. In particular, the day-to-day management of the Company is delegated to the chief executive officer of the Group, Mr. Wu Zheyuan, and his management team.

The Company has throughout the Year met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, accounting or related financial management expertise. At all times during the Year, the independent non-executive Directors represent at least one-third of the Board.

董事會承諾維持高水平的企業管治。董事會相信，高水平的企業管治將為本公司提供框架，以制定其業務策略及政策。以有效的內部監控程序管理及降低相關風險，提高本公司的透明度，並增強對其股東及債權人的問責。

本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載的企業管治守則（「守則」）所載的守則條文及若干建議最佳常規。於本年度，本公司一直遵守守則中的所有適用守則條文，惟於本報告「董事會」及「問責及審核」一節披露的偏離者除外。

董事會

董事會監督本公司業務及事務的管理。董事負責作出客觀決定以符合股東整體最佳利益。

董事會負責就本公司所有重大事務作出決策，包括批准及監察主要政策事宜、整體策略、業務計劃及年度預算、內部監控及風險管理系統、重大交易、重大資本支出、委任董事及其他重大財務及營運事宜。

董事會可向管理層轉授其管理及行政職能。尤其本公司的日常管理已轉授予本集團的行政總裁吳哲彥先生及其管理團隊。

本公司於本年度內一直符合上市規則的規定，委任最少三名獨立非執行董事，而其中最少一名獨立非執行董事具備適當專業資格、會計或相關財務管理的專業知識。於本年度內任何時間，獨立非執行董事均佔董事會至少三分之一。

Corporate Governance Report (continued)

企業管治報告(續)

The Board is expected to meet regularly and at least four times a year. The Directors have full access to the information of the Group and independent professional advice at all times whenever deemed necessary by the Directors.

董事會須定期舉行會議，並每年至少舉行四次。董事可在彼等認為必要的情況下隨時全面獲得本集團資料及獨立專業意見。

With respect to regular meetings of the Board, the Directors will be given written notice of the meeting at least 14 days in advance and an agenda with supporting Board papers no less than three days prior to the meeting. For other meetings, the Directors are given as much notice as is reasonable and practicable in the circumstances.

就董事會的定期會議而言，董事將於會議前至少14日收到會議的書面通知，並於會議前不少於三日獲得議程及補充董事會文件。就其他會議而言，董事獲得該等情況下屬合理及切實可行的通知。

Details of directors' attendance at Board meetings, Committee meetings and 2019 Annual General Meeting held during the year are set out in the following table:

下表列示各董事於本年度出席董事會會議，各董事委員會會議及二零一九年股東週年大會的詳情：

Name of Directors	董事名稱	Meeting attendance/number of meetings					Risk Management Committee Meeting
		2019 Annual General Meeting	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	
		二零一九年股東週年大會	董事會會議	審計委員會會議	薪酬委員會會議	提名委員會會議	風險管理委員會會議
Executive Directors		執行董事					
Ms. Xie Qingmei (Chairlady)	謝清美女士(主席)	1/1	2/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Wu Zheyuan (Chief Executive Officer)	吳哲彥先生(行政總裁)	0/1	2/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Non-executive Director		非執行董事					
Mr. Wu Dongping (retired on 29 May 2020)	吳冬平先生 (於二零二零年五月二十九日退休)	0/1	0/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Independent non-executive Directors		獨立非執行董事					
Mr. Lam Hin Chi	藍顯賜先生	0/1	2/2	2/2	2/2	2/2	2/2
Prof. Jin Zhongwei	金重為教授	0/1	2/2	2/2	2/2	2/2	2/2
Prof. Su Wenqiang	蘇文強教授	0/1	2/2	2/2	2/2	2/2	2/2

Pursuant to code provision A.1.1 of the Code, the Board meetings should be held at least four times a year at approximately quarterly intervals. The Board only held two regular meetings during the Year to approve the interim results of 2020 and annual results of 2019 whilst other matters of the Board were dealt with by written resolutions or ad hoc Board meeting.

根據守則之守則條文第A.1.1條，董事會會議應每年召開至少四次，大約每季一次。本年度，董事會僅召開兩次定期會議以批准二零二零年中期業績及二零一九年年度業績，而董事會其他事宜則以書面決議案或臨時董事會會議處理。

Corporate Governance Report (Continued)

企業管治報告(續)

CORPORATE GOVERNANCE

The Board has carried out its duties and responsibilities as set out in code provision D.3 in the Code, including the development of policies and practices on corporate governance, monitoring the training and continuous professional development of Directors and senior management, reviewing the compliance with the Code, disclosure in this report and legal and regulatory requirements of the Group.

THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

Ms. Xie Qingmei, an executive Director of the Company, is the chairlady of the Board.

Mr. Wu Zheyang is the chief executive officer of the Company.

Further details are disclosed in the section headed “The Board” of this report.

DIRECTORS AND DIRECTORS’ INDEPENDENCE

As at the date of this report, the Board consists of two executive Directors and three non-executive Directors. Further details of the composition of the Board are disclosed in the section headed “The Board” of this report.

企業管治

董事會已履行其於守則的守則條文第D.3條所載的職責及責任，包括制定企業管治政策及常規、監察董事及高級管理層的培訓及持續專業發展、檢討本集團對守則、本報告內的披露事項以及法律及監管規定的合規情況。

主席及行政總裁

本公司執行董事謝清美女士獲委任為董事會主席。

吳哲彥先生為本公司的行政總裁。

有關進一步詳情於本報告「董事會」一節內披露。

董事及董事的獨立性

於本報告日期，董事會由二名執行董事及三名獨立非執行董事。董事會組成的進一步詳情於本報告「董事會」一節內披露。

Corporate Governance Report (continued)

企業管治報告(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors are highly skilled professionals with a broad range of expertise and experience in the fields of accounting, finance and business. Their skills, expertise and number in the Board ensure that strong independent views and judgement are brought in the Board's deliberations and that such views and judgement carry weight in the Board's decision-making process. Their presence and participation also enable the Board to maintain high standards of compliance in financial and other mandatory reporting requirements, and provide adequate checks and balances to safeguard the interests of shareholders of the Company and the Company.

Each independent non-executive Director gives the Company an annual confirmation of his independence. The Company considers such Directors to be independent under the guidelines set out in Rule 3.13 of the Listing Rules.

Each Director, upon reasonable request, is given access to independent professional advice in circumstances he may deem appropriate and necessary for the discharge of his duties to the Company, at the expense of the Company.

APPOINTMENTS, RE-ELECTION AND ROTATION OF DIRECTORS

Each of the executive Directors has entered into a service contract with the Company for a term of three years commencing from 15 June 2018, which may be terminated by not less than three months' notice in writing served by either party on the other. Each of the non-executive Directors and the independent non-executive Directors have been appointed for a term of three years commencing from 15 June 2018. None of the Directors has entered into a service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

Pursuant to the Articles, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election.

獨立非執行董事

獨立非執行董事均為優秀專業人士，在會計、財務、商業領域擁有廣泛的專業知識及經驗。彼等之技術、專業知識及董事會人數確保給予董事會有力的獨立意見及判斷作細心考慮，而有關意見及判斷在董事會的決策過程中乃舉足輕重。彼等之出席及參與亦有助董事會維持高度遵守財務及其他強制性呈報規定，並提供足夠審查及平衡，以保障本公司股東及本公司的利益。

各獨立非執行董事向本公司發出其獨立性的年度確認書。根據上市規則第3.13條所載之指引，本公司認為有關董事均屬獨立。

各董事於合理要求時可就彼可能認為屬合適及必要的情況取得獨立專業意見，以履行彼於本公司的職責，費用由本公司承擔。

董事的委任、重選及輪值退任

執行董事已各自與本公司訂立服務合約，自二零一八年六月十五日起計，為期三年，可由一方向另一方發出不少於三個月的書面通知予以終止。非執行董事及獨立非執行董事各自的任期由二零一八年六月十五日起計，為期三年。董事概無與本集團任何成員公司訂立服務合約，惟不包括於一年內屆滿或可由僱主於一年內免付賠償(法定賠償除外)予以終止的合約。

根據細則，於各股東週年大會上，其當時的三分之一董事須輪值退任，惟每名董事須至少每三年於股東週年大會上輪值退任一次。退任董事符合資格膺選連任。

Corporate Governance Report (continued)

企業管治報告(續)

NOMINATION POLICY

The Company has adopted a Nomination Policy for the Nomination Committee to consider and make recommendations to Shareholders for election as Directors at general meetings or appoint as Directors to fill casual vacancies.

Selection Criteria

The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate:

- (1) reputation for integrity;
- (2) accomplishment and experience in the business in which the Group is engaged in;
- (3) commitment in respect of available time and relevant interest;
- (4) diversity in all its aspects, including but not limited to race, gender, age (18 years or above), educational background, professional experience, skills and length of service;
- (5) qualifications which include professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- (6) the number of existing directorships and other commitments that may demand the attention of the candidate;
- (7) requirement for the Board to have Independent Non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in Rules 3.13 of the Listing Rules;
- (8) Board Diversity Policy of the Company and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and
- (9) such other perspectives appropriate to the Company's business.

提名政策

本公司已為提名委員會採納提名政策，以考慮及推薦股東於股東大會上選舉董事或委任填補臨時空缺的董事。

甄選標準

於評估建議候選人適合與否時，提名委員會將使用下列因素作為參考：

- (1) 誠信聲譽；
- (2) 本集團所從事業務方面的成就及經驗；
- (3) 可投入的時間及對相關利益的承擔；
- (4) 各方面的多元化，包括但不限於種族、性別、年齡(18歲或以上)、教育背景、專業經驗、技能及服務任期；
- (5) 資歷，包括與本公司業務及企業策略相關的專業資格、技能、知識及經驗；
- (6) 現有董事人數以及其他可能需要候選人關注的承擔；
- (7) 董事會根據上市規則有關委任獨立非執行董事的規定，以及候選人參照上市規則第3.13條所載的獨立指引是否被視為獨立；
- (8) 本公司的董事會成員多元化政策以及董事會為實現董事會成員多元化而採納的任何可計量目標；及
- (9) 其他適用於本公司業務的有關因素。

Corporate Governance Report (continued)

企業管治報告(續)

Director Nomination Procedure

Subject to the provisions in the Articles of Association of the Company and the Listing Rules, if the Board recognises the need for an additional Director or a member of senior management, the following procedure will be followed:

- (1) The Nomination Committee and/or Board will identify potential candidates based on the criteria as set out in the selection criteria, possibly with assistance from external agencies and/or advisors;
- (2) The Nomination Committee and/or the Company Secretary of the Company will then provide the Board with the biographical details and details of the relationship between the candidate and the Company and/or Directors, directorships held, skills and experience, other positions which involve significant time commitment and any other particulars required by the Listing Rules, the Companies Law of the Cayman Islands and other regulatory requirements for any candidate for appointment to the Board;
- (3) The Nomination Committee would then make recommendation to the Board on the proposed candidate(s) and the terms and conditions of the appointment;
- (4) The Nomination Committee should ensure that the proposed candidate(s) will enhance the diversity of the Board, being particularly mindful of gender balance;
- (5) In the case of the appointment of an Independent Non-executive Director, the Nomination Committee and/or the Board should obtain all information in relation to the proposed Director to allow the Board to adequately assess the independence of the Director in accordance with the factors set out in Rules 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time; and
- (6) The Board will then deliberate and decide on the appointment based upon the recommendation of the Nomination Committee.

董事提名程序

根據本公司組織章程細則及上市規則的規定，如董事會認為有需要新增一名董事或一名高級管理人員，則會遵循下列程序：

- (1) 提名委員會及／或董事會將根據甄選標準所載標準確定潛在候選人，並可能需要外部機構及／或顧問的協助；
- (2) 本公司提名委員會及／或公司秘書隨後將向董事會提供候選人的履歷詳情、候選人與本公司及／或董事之間關係詳情、所擔任董事職務、技能與經驗、需要大量時間投入的其他職位以及上市規則、開曼群島公司法及其他監管規定就董事會任命候選人要求的其他詳情；
- (3) 提名委員會隨後將建議候選人以及任職的條款及條件向董事會提出建議；
- (4) 提名委員會應確保建議候選人將增強董事會成員的多元化，尤其需關注性別平衡；
- (5) 如任命一名獨立非執行董事，提名委員會及／或董事會應獲取與擬任董事有關的所有資料，使董事會可根據上市規則第3.13條(經聯交所可能不時作出修訂)所載因素充分評估董事的獨立性；及
- (6) 董事會隨後將根據提名委員會之推薦建議審議及決定任命。

Corporate Governance Report (continued)

企業管治報告(續)

According to the Articles and in the opinion of the Board, Ms. Xie Qingmei, Mr. Lam Hin Chi and Prof. Jin Zhongwei shall retire at the forthcoming annual general meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

Where vacancies arise at the Board, candidates will be proposed and put forward to the Board by the Nomination Committee (as defined below) as set out below under the section headed "Nomination Committee" of this report.

REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

Remuneration for executive Directors and senior management is determined in accordance with performance, professional experiences and the prevailing market practices. The remuneration of non-executive Directors is subject to regular assessment by the Remuneration Committee (as defined below).

TRAINING, INDUCTION AND CONTINUING DEVELOPMENT OF DIRECTORS

Each newly appointed Director receives comprehensive, formal and tailored induction on the first occasion of his/her appointment so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

According to the code provision A.6.5 of the Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of the Directors.

The Directors confirm that they have complied with the relevant code provision. The Company had received from each of the Directors the record of training the Directors received.

根據細則及董事會的意見，謝清美女士、藍顯賜先生及金重為教授將於應屆股東週年大會上退任。除吳冬平先生將不再膺選連任外，上述全體退任董事均符合資格且願意在該大會上膺選連任。

倘董事會出現空缺，提名委員會(定義見下文)將如本報告下文「提名委員會」一節所載向董事會提呈建議的候選人。

董事及高級管理層的薪酬政策

執行董事及高級管理層的薪酬乃根據表現、專業經驗及現行市場慣例釐定。非執行董事的薪酬須由薪酬委員會(定義見下文)定期檢討。

董事的培訓、就任及持續發展

各新委任董事於首次獲委任時均會獲全面、正式及為其度身訂做的就任指引，以確保彼等適當了解本公司的業務及運作，並全面知悉彼根據上市規則及相關監管規定的職責及責任。

根據守則的守則條文第A.6.5條，全體董事均須參加持續專業發展，以發展及更新彼等的知識及技能，以確保彼等向董事會作出知情及恰當的貢獻。本公司須負責安排及資助合適培訓，適當重申董事的角色、職能及職責。

董事確認彼等已遵守相關守則條文。本公司已接獲各董事參加培訓的記錄。

Corporate Governance Report (continued)

企業管治報告(續)

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. After making specific enquiry to all the Directors, the Company confirms that all the Directors have complied with the standards as stipulated in the Model Code throughout the Year.

BOARD COMMITTEES

The Board has set up four Board committees, namely, the audit committee, the remuneration committee, the nomination committee and the risk management committee (collectively the "Board Committees"), for overseeing particular aspects of the Company's affairs.

The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Audit Committee

The Audit Committee comprises all independent non-executive Directors, namely, Mr. Lam Hin Chi, Prof. Jin Zhongwei and Prof. Su Wenqiang. Mr. Lam Hin Chi is the chairman of the Audit Committee.

Under its terms of reference, the Audit Committee shall assist the Board in fulfilling its corporate governance and overseeing responsibilities in relation to financial reporting, risk management and internal control systems and internal and external audit functions. The Audit Committee is further authorised by the Board to investigate any activity within its terms of reference, and is tasked with recommending to the Board appropriate actions emanating from such investigations. The Audit Committee has unrestricted access to personnel, records, internal and external auditors, risk assessment and assurance and senior management, as may be appropriate in the discharge of its functions.

董事進行證券交易

本公司已採納上市規則附錄10所載的上市發行人董事進行證券交易的標準守則(「標準守則」)為本公司董事進行證券交易的行為守則。經向全體董事作出具體查詢後，本公司確認，全體董事於本年度一直遵守標準守則所載的標準。

董事會委員會

董事會已成立四個董事會委員會，分別為審計委員會、薪酬委員會、提名委員會及風險管理委員會(統稱「董事會委員會」)，以監督本公司特定範疇的事宜。

董事會委員會獲提供充足資源以履行其職責及可於適當情況下尋求獨立專業意見，費用由本公司支付。

審計委員會

審計委員會由全體獨立非執行董事組成，包括藍顯賜先生、金重為教授及蘇文強教授。藍顯賜先生為審計委員會主席。

根據其職權範圍，審計委員會將協助董事會履行其企業管治及監督有關財務申報、風險管理及內部監控制度以及內部及外聘核數職能。董事會進一步授權審計委員會按其職權範圍調查任何活動，並負責從有關調查向董事會建議合適行動。審計委員會在履行其職能時可於適當情況下不受限制地接觸員工、記錄、內部及外聘核數師、風險評估及保證及高級管理人員。

Corporate Governance Report (continued)

企業管治報告(續)

During the Year, the Audit Committee discharged its responsibilities by:

- (1) making recommendations to the Board on the reappointment of the external auditor and approval of the remuneration and terms of engagement of the external auditor;
- (2) monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard, and discussing with the external auditor the nature and scope of the audit and reporting obligations;
- (3) implementing the Company's policy on the engagement of an external auditor to supply non-audit services;
- (4) reviewing, and monitoring the integrity of, the financial statements of the Company and the Company's interim report to ensure that the information presents a true and balanced assessment of the Company's financial position;
- (5) reviewing the Company's financial controls, internal control and risk management systems to ensure that management has discharged its duty to have effective systems;
- (6) reviewing the Company's financial and accounting policies and practices;
- (7) reviewing the external auditor's management letter, material queries raised by the external auditor to the management, if any, in respect of the accounting records, financial accounts or systems of control and the management's response to such queries; and
- (8) reporting to the Board on the matters set out in the Code on the Audit Committee.

The Audit Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary in the performance of its functions. The Audit Committee is provided with sufficient resources by the Company to discharge its duties. The Audit Committee's specific terms of reference are available on request to any shareholder of the Company and are posted on the Stock Exchange's website and the Company's website, www.merrygardenholdings.com.

於本年度內，審計委員會履行其職責如下：

- (1) 就外聘核數師的重新委任向董事會提供建議，以及批准外聘核數師的薪酬及聘用條款；
- (2) 按適用標準監察外聘核數師是否獨立客觀及核數程序是否有效；與外聘核數師討論核數性質、範疇及有關申報責任；
- (3) 執行本公司委聘外聘核數師提供非核數服務的政策；
- (4) 審閱本公司的財務報表及本公司的中期報告，並監察其完整性，以確保有關資料真實而平衡地評估本公司的財務狀況；
- (5) 檢討本公司的財務監控、內部監控及風險管理制度，以確保管理層已履行職責建立有效的系統；
- (6) 檢討本公司的財務、會計政策及實務；
- (7) 審閱外聘核數師給予管理層的函件、外聘核數師就會計記錄、財務賬目或監控系統向管理層提出的任何重大疑問(如有)及管理層作出的回應；及
- (8) 就守則所載有關審計委員會的事宜向董事會匯報。

審計委員會獲董事會授權，若其認為在履行其職能時有需要，可徵詢外部法律或其他獨立專業意見，並邀請具有相關經驗及專業知識的外部人士出席。審計委員會獲本公司供給充足資源以履行其職責。本公司任何股東均可要求查閱審計委員會的特定職權範圍，而職權範圍已載於聯交所網站及本公司網站，網址為 www.merrygardenholdings.com。

Corporate Governance Report (continued)

企業管治報告(續)

During the Year, the Audit Committee together with management has reviewed the Code, the accounting principles and practices adopted by the Group and discussed the Group's internal control and financial reporting matters, including a review of the annual results for the year ended 31 December 2019 and the interim results for the six months ended 30 June 2020, with recommendation to the Board for approval. The Audit Committee has also recommended to the Board that Ascenda Cachet CPA Limited ("Ascenda Cachet") be appointed as the external auditors of the Company.

於本年度內，審計委員會已連同管理層檢討本集團採納的守則、會計原則及慣例，以及討論本集團的內部監控及財務申報事宜，包括審閱截至二零一九年十二月三十一日止年度的年度業績及截至二零二零年六月三十日止六個月的中期業績，並已建議董事會批准。審計委員會亦已建議董事會聘請天健德揚會計師事務所有限公司(「天健德揚」)為本公司外聘核數師。

Remuneration Committee

The Remuneration Committee comprises all independent non-executive Directors, namely, Mr. Lam Hin Chi, Prof. Jin Zhongwei and Prof. Su Wenqiang. Prof. Jin Zhongwei is the chairman of the Remuneration Committee.

薪酬委員會

薪酬委員會由全體獨立非執行董事組成，包括藍顯賜先生、金重為教授及蘇文強教授。金重為教授為薪酬委員會主席。

The major duties of the Remuneration Committee are as follows:

薪酬委員會的主要職責如下：

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| <p>(a) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;</p> | <p>(a) 就本公司全體董事及高級管理層的薪酬政策及架構，以及為制定薪酬政策設立正式及具透明度的程序向董事會提出建議；</p> |
| <p>(b) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;</p> | <p>(b) 獲授權負責釐定個別執行董事及高級管理層的薪酬待遇，包括實物利益、退休金權利及補償款項(包括因喪失或終止職務或委任應付的任何補償)；</p> |
| <p>(c) to make recommendations to the Board of the remuneration of non-executive Directors;</p> | <p>(c) 就非執行董事的薪酬向董事會提出建議；</p> |
| <p>(d) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;</p> | <p>(d) 考慮同類公司支付的薪金、付出的時間及承擔的責任以及本集團內其他職位的僱用條件；</p> |
| <p>(e) to review and approve management's remuneration proposals by reference to the Board's corporate goals and objectives;</p> | <p>(e) 參考董事會的企業目標及宗旨，以檢討及批准管理層的薪酬建議；</p> |

Corporate Governance Report (continued)

企業管治報告(續)

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| <p>(f) to review and approve compensation payable to the executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;</p> <p>(g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and</p> <p>(h) to ensure that no Director or any of his associates is involved in deciding his own remuneration.</p> | <p>(f) 檢討及批准向執行董事及高級管理層就任何喪失或終止職務或委任支付的補償，以確保其與合約條款一致，且為公平及不會過量；</p> <p>(g) 檢討及批准因董事行為不當而解除或罷免有關董事職務所涉及的補償安排，以確保其與合約條款一致，且為合理及適當；及</p> <p>(h) 確保任何董事或其任何聯繫人概無參與釐定彼等本身的薪酬。</p> |
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The Remuneration Committee's specific terms of reference are available on request to any shareholder of the Company and are posted on the Stock Exchange's website and the Company's website, www.merrygardenholdings.com.

本公司任何股東均可要求查閱薪酬委員會的特定職權範圍，而職權範圍已載於聯交所網站及本公司網站，網址為www.merrygardenholdings.com。

During the Year, the Remuneration Committee has reviewed the remuneration policy and structure of the executive Directors and senior management of the Company, and offered advice on the same to the Board. The Remuneration Committee also resolved to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

於本年度內，薪酬委員會已檢討本公司執行董事及高級管理層的薪酬政策及架構，並就此向董事會提出建議。薪酬委員會亦議決向董事會建議個別執行董事及高級管理人員的薪酬待遇。

Nomination Committee

The Nomination Committee comprises all independent non-executive Directors, namely, Mr. Lam Hin Chi, Prof. Jin Zhongwei and Prof. Su Wenqiang. Prof. Jin Zhongwei is the chairman of the Nomination Committee.

提名委員會

提名委員會由全體獨立非執行董事組成，包括藍顯賜先生、金重為教授及蘇文強教授。金重為教授為提名委員會主席。

The major duties of the Nomination Committee are as follows:

提名委員會的主要職責如下：

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| <p>(a) to review the structure, size and composition of the Board (including the skills, knowledge and experience) at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;</p> <p>(b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;</p> | <p>(a) 最少每年檢討董事會的架構、規模及組成（包括技能、知識及經驗），並就任何建議變動向董事會提出建議以配合本公司的企業策略；</p> <p>(b) 物色合適資格的人選出任董事會成員，並挑選提名出任董事的人選或就挑選提名出任董事的人選向董事會提出建議；</p> |
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Corporate Governance Report (continued)

企業管治報告(續)

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| (c) to assess the independence of independent non-executive Directors; and | (c) 評估獨立非執行董事的獨立性；及 |
| (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer of the Group. | (d) 就委任或重新委任董事及董事(尤其是本集團主席及行政總裁)的繼任計劃向董事會提出建議。 |

Where vacancy on the Board exists, the Nomination Committee will carry out a selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations, and select or make recommendations to the Board on the selection of candidates for directorship.

The Nomination Committee's specific terms of reference are available on request to any shareholder of the Company and are posted on the Stock Exchange's website and the Company's website, www.merrygardenholdings.com.

During the Year, the Nomination Committee has reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board, conducted performance evaluations to assess whether the non-executive Directors have spent enough time in fulfilling their duties, assessed the independence of independent non-executive Directors, and had been keeping under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.

倘董事會出現空缺，提名委員會將進行遴選程序，參考建議候選人的技能、經驗、專業知識、人格及付出的時間、本公司的需求及其他相關法定規定及規例，並挑選董事候選人或就挑選董事候選人向董事會提出建議。

本公司任何股東均可要求查閱提名委員會的特定職權範圍，而職權範圍已載於聯交所網站及本公司網站，網址為www.merrygardenholdings.com。

於本年度內，提名委員會已檢討董事會的架構、人數及組成(包括技能、知識和經驗方面)，進行表現評估以評核非執行董事是否有投放足夠時間履行其職責，評核獨立非執行董事的獨立性，以及不斷檢討組織機構的領導能力需求(包括執行及非執行)，以確保組織機構能夠持續在市場有效競爭。

Corporate Governance Report (continued)

企業管治報告(續)

Board Diversity Policy

The Board has adopted a board diversity policy (the "Policy") which sets out the approach to achieve a sustainable and balanced development of the Company and to enhance the quality of performance of the Company. The Policy aims at achieving diversity on the Board.

Measurable Objectives and Selection

In designing the Board's composition, a number of perspectives which include race, gender, age, cultural and educational background, industry experience, technical and professional experience, knowledge, skills, length of service, personal integrity and time commitments of the proposed candidates will be taken into consideration. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the candidates will bring to the Board. Candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Board currently consists of one female member. The Board will take opportunity to increase the proportion of female members over time when selecting and making recommendation on suitable candidates for Board appointments. The Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders' expectation and international and local recommended best practices, with the ultimate goal of bringing the Board to gender parity. The Board also aspires to having an appropriate proportion of Directors who have direct experience in the Group's core markets, with different ethnic backgrounds, and reflecting the Group's strategy.

Implementation and Monitoring

The Nomination Committee will monitor the implementation of the board diversity policy and report to the Board annually.

董事會成員多元化政策

董事會已採納董事會成員多元化政策(「政策」)，而政策載列本公司取得持續平衡發展及本公司提升表現素質的方針。政策旨在於董事會上實現成員多元化。

可計量目標及甄選

於制定董事會成員之組合時，本公司將從多方角度考慮，包括建議候選人的種族、性別、年齡、文化及教育背景、行業經驗、技術及專業經驗、知識、技能、服務任期、個人誠信和時間投入。本公司亦將不時計及與其本身業務模式及具體需要有關的因素。最終決定乃基於候選人將為董事會帶來的價值及所作的貢獻。本公司將以客觀條件考慮人選時並充分顧及董事會成員多元化的裨益。

董事會目前僅包括一名女性成員。董事會將在選擇合適的董事會成員候選人並提出建議時，把握機會提高女性成員的比例。董事會將確保經參照持份者的期望以及國際及當地推薦的最佳做法後取得適當的多元性別平衡，從而實現帶領董事會走向性別均等的最終目標。董事會亦期望於本集團核心市場擁有直接經驗並來自不同種族背景的董事佔有適當的比例，從而反映本集團的策略。

實施及監控

提名委員會將監控董事會成員多元化政策的實施情況及每年向董事會作出匯報。

Corporate Governance Report (continued)

企業管治報告(續)

Risk Management Committee

The Risk Management Committee comprises all independent non-executive Directors, namely Mr. Lam Hin Chi, Prof. Jin Zhongwei and Prof. Su Wenqiang. Mr. Lam Hin Chi is the chairman of the Risk Management Committee.

The major duties of the Risk Management Committee are as follows:

- (a) to review the Group risk, capital and liquidity management framework, the Group's risk appetite, its risk policies and standards, and supporting risk limits, including the parameters used and the methodology adopted, and the processes used for identifying and assessing risks;
- (b) to review material risk exposures of the Group, including market, credit, insurance, operational, liquidity, and economic and regulatory capital risks against the Group's risk measurement methodologies and management actions to monitor and control such exposures;
- (c) to review the standard for accurate and timely monitoring of large exposures and certain risk types of critical importance, and the Group's capability to identify and manage new risk types;
- (d) to receive reports and recommendations from management on the Group's attitude to and tolerance of risk, including financial and non-financial risks;
- (e) to oversee the Group's processes and policies for determining risk tolerance and review management's measurement and effectiveness of, and compliance with, approved Group risk tolerance levels and policies and standards, and the resultant action in respect of policy breaches;
- (f) to review the risks inherent in strategic transactions and business plans and provide the Board with input on the risk/reward trade offs implicit within those plans; and
- (g) to review the Group's capability to identify and manage new risk types, and the Group's stress tests to ensure they are rigorous and the Group responds adequately to the results.

風險管理委員會

風險管理委員會由全體獨立非執行董事藍顯賜先生、金重為教授及蘇文強教授組成。藍顯賜先生為風險管理委員會主席。

風險管理委員會的主要職責如下：

- (a) 檢討本集團風險、資金及流動資金管理架構、本集團的風險承受能力、風險政策及標準和相關的風險限制，包括採用的參數及方法以及用於識別及評估風險的程式；
- (b) 根據本集團風險計量方法及管理層行動檢討本集團的重大風險狀況，包括市場、信貸、保險、營運、流動資金及經濟及監管資本風險，以監督及控制該等風險；
- (c) 檢討準確及時監控重大風險及特定關鍵風險類型的標準及本集團識別及管理新風險類型的能力；
- (d) 接收管理層就本集團對風險（包括財務及非財務風險）的態度及承受能力提交的報告及建議；
- (e) 監督本集團釐定風險承受能力的程式及政策，檢討本集團核准的風險承受能力水平、政策及標準的管理層指標及成效和遵守情況，以及就違反政策事項採取的相關行動；
- (f) 檢討策略性交易及業務計劃固有的風險，並向董事會提供該等計劃所隱含的風險／回報權衡的意見；及
- (g) 檢討本集團識別及管理新風險類型的能力及本集團的壓力測試，以確保測試是嚴謹的及對測試結果作出充分回應。

Corporate Governance Report (continued)

企業管治報告(續)

The Risk Management Committee's specific terms of reference are available on request to any shareholder of the Company and are posted on the Stock Exchange's website and the Company's website, www.merrygardenholdings.com.

During the Year, the Risk Management Committee has evaluated and assessed the effectiveness and adequacy of the Terms of Reference of the Risk Management Committee.

ACCOUNTABILITY AND AUDIT

Financial reporting

The Directors acknowledge their responsibility for the preparation of the financial statements of the Company to ensure that these financial statements give a true and fair presentation in accordance with the International Financial Reporting Standards.

The statement by the auditor about their reporting responsibilities is set out in the independent auditor's report on pages 56 to 66.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Pursuant to Code provision C.1.2, the Management should provide all members of the board with monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects in sufficient detail to enable the board as a whole and each director to discharge their duties under Rule 3.08 and Chapter 13 of the Listing Rules.

The Company has deviated from C.1.2 in that while the management has updated most of the Directors on a monthly basis about the business operation and performance of the Company, not all the Directors received such updates as the monthly updates were conducted on-site at the Group's factory in China. Members of the Board who did not attend such on-site meetings did not receive the updates. However, the management would provide detailed updates to all the Directors on a half-yearly and yearly basis. In the event there are any significant updates to be provided, the management will update all the Directors as early as practicable for discussion and resolution. The Company also has in place a system for every Director to make enquiries with the senior management about the business operation of the Group and to give suggestions or feedback in the event such Director is not able attend the monthly on-site updates session.

風險管理委員會的特定職權範圍可應本公司股東要求查閱及刊載於聯交所網站及本公司網站 (www.merrygardenholdings.com)。

於年內，風險管理委員會已評估風險管理委員會職權範圍的有效性及充足性。

問責及審核

財務報告

董事承認彼等須負責編製本公司的財務報表，以確保此等財務報表已按照國際財務報告準則的規定真實公平地呈列。

核數師的報告責任聲明載於第56至66頁的獨立核數師報告。

董事概不知悉任何與可能導致本公司持續經營能力嚴重存疑的事件或情況有關的重大不明朗因素。

根據守則條文第C.1.2條，管理層每月須向董事會全體成員提供最新資料，列載有關發行人表現、狀況及前景的公正及易明的詳細評估，讓董事會全體及各董事可根據上市規則第3.08條及第13章履行職務。

雖然管理層每月向大多數董事提供有關本公司業務營運及表現的更新資料，但由於每月的更新乃於本集團中國的工廠現場進行，因此並非全體董事收到相關更新資料，本公司偏離第C.1.2條。未出席現場會議的董事會成員並無收到更新資料。然而，管理層會每半年及按年向全體董事提供詳細的更新資料。尚需提供任何重要的更新資料，管理層會於可行情況下盡早向全體董事提供更新資料以便進行討論及決議。本公司亦制定制度，如各董事未能出席每月現場更新會議，則須向高級管理層查詢本集團業務營運相關事項並提出建議或反饋。

Corporate Governance Report (continued)

企業管治報告(續)

INDEPENDENT AUDITOR

The Audit Committee reviews and monitors the independent auditor's independence, objectivity and effectiveness of the audit process. It receives a letter from Ascenda Cachet the independent auditor, confirming their independence and objectivity and holds meetings with representatives of Ascenda Cachet to consider the scope of its audit, approve its fees, and the scope and appropriateness of non-audit services, if any, to be provided by it. The Audit Committee also makes recommendations to the Board on the appointment and retention of Ascenda Cachet.

The remuneration paid or payable to Ascenda Cachet of the Company for audit services for the Year was approximately HKD980,000.

The remuneration paid or payable to Ascenda Cachet of the Company for non-audit services for the Year was nil.

COMPANY SECRETARY

Since 6 July 2018, the Company has engaged Modern Assurance And Business Services Limited, an external service provider, and Ms. Lee Kin Yee has been appointed as the Company's company secretary. Its primary contact person at the Company is Mr. Wu Zheyuan, an executive director of the Company.

INVESTOR RELATIONS

There are no significant changes in the Articles and the memorandum of association of the Company during the Year.

Pursuant to article 58 of the Articles, members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

獨立核數師

審計委員會檢討及監察獨立核數師的獨立性、客觀性及審核過程的效率。接獲獨立核數師天健德揚的函件，確認彼等的獨立性及客觀性，並會與天健德揚的代表開會，審議審核範圍、批准費用，以及將由彼提供的非審核服務(如有)的範圍及適當性。審計委員會亦就天健德揚的委任及留任向董事會提出建議。

就本公司於本年度所獲的審計服務已付或應付本公司天健德揚的薪酬約為港元 980,000 元。

就本年度非核數服務已付或應付予本公司天健德揚之薪酬為零。

公司秘書

自二零一八年七月六日起，本公司已委聘 Modern Assurance And Business Services Limited (外部服務提供商)，而李建儀女士已獲委任為本公司的公司秘書。其於本公司的主要聯絡人為本公司執行董事吳哲彥先生。

投資者關係

本公司的細則及組織章程大綱於本年度並無重大變動。

根據細則第 58 條，股東於任何時間內均有權向董事會或本公司的公司秘書遞交請求書，要求董事會就處理請求書所述任何事宜召開股東特別大會，惟股東於遞交請求書之日須持有不少於本公司已繳足資本之十分之一(於本公司股東大會上具表決權者)，而該大會須於請求書遞交日期後兩個月內舉行。如董事會於請求書遞交日期起計 21 日內未有召開該大會，則該等請求者可按相同方式自行召開大會，而本公司須向請求者償付因董事會未能召開大會令請求者須支付的所有合理開支。

Corporate Governance Report (continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROL

During the Year, the Board complied with the Code provisions on risk management and internal control as set out in the Code. The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining appropriate and effective risk management and internal control systems for the Group. The systems are designed to manage the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The management of the Company has established a set of comprehensive policies, standards and procedures in areas of operational, financial and risk controls for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information to achieve a satisfactory level of assurance against the likelihood of the occurrence of fraud and errors.

The Board has overseen the Company's risk management and internal control systems on an ongoing basis. A year end review of the effectiveness of the Company's and its subsidiaries' risk management and internal control systems has been conducted annually and the systems are considered to be effective and adequate. The Company also has an internal audit function to carry out the analysis and independent appraisal of the adequacy and effectiveness of the systems, and has procedures in place to keep information confidential and manage actual or potential conflicts of interest. Stringent internal structures have been designed to prevent the misuse of inside information and avoid conflicts of interest.

風險管理及內部監控

於本年度，董事會已遵守守則所載有關風險管理及內部控制的守則條文。董事會有整體責任評估及釐定為達致本集團戰略目標所願承擔的風險性質及程度，並維持本集團合適及有效的風險管理及內部監控制度。該等制度乃為管理未能達致業務目標的風險而設，並僅可就不會有重大的失實陳述或損失作出合理而非絕對的保證。

本公司管理層已於營運、財務及風險監控領域設立一套全面政策、準則及程序，以保障資產不會在未經授權的情況下被使用或處置；妥善保存會計記錄；及確保財務資料的可靠性，從而達致滿意程度的保證，防止發生欺詐及錯誤事宜。

董事會一直持續監察本公司的風險管理及內部監控制度，每年對本公司及其附屬公司的風險管理及內部監控制度是否有效進行年末審閱，並認為該等制度有效運作及足夠。本公司亦具備內部審核職能，以分析及獨立評估該等制度是否足夠及有效，並設有程序以確保資料保密及管理實質或潛在的利益衝突。本公司已設計嚴密的內部架構，防止不當使用內幕資料及避免利益衝突。

Corporate Governance Report (continued)

企業管治報告(續)

The Company has established and maintained procedures and internal controls for the handling and dissemination of inside information. The Company has adopted a code of conduct for dealing in the securities of the Company by the Directors in accordance with Appendix 10 of the Listing Rules. Other employees of the Group who are likely to be in possession of inside information of the Company are also subject to dealing restrictions. Any inside information and any information which may potentially constitute inside information is promptly identified, assessed and escalated to the Board and for the Board to decide on the need for disclosure. Inside information and other information which is required to be disclosed pursuant to the Listing Rules will be announced on the respective websites of the Stock Exchange and the Company in due course.

本公司已建立並維持處理及傳播內幕消息的程序及內部控制。本公司已根據上市規則附錄十採納董事買賣本公司證券之行為守則。本集團其他可能擁有本公司內幕消息的僱員亦須遵守有關交易限制。任何可能構成內幕消息的內幕消息及任何資料將即時識別、評估並上報董事會，以供董事會決定是否須予披露。內幕消息及其他根據上市規則須予披露的資料將於適當時在聯交所及本公司各自的網站上公佈。

SENDING ENQUIRIES TO THE BOARD AND PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

向董事會查詢及於股東大會上提呈動議之程序

Shareholders or investors can contact the Company in the following ways to make enquiry or to provide suggestions:

股東或投資者如欲提出查詢或建議，可透過下列方式聯絡本公司：

Tel: (852) 3904 1867
Postal Address: Unit 810, 8/F, 212 Texaco Road, Tsuen Wan,
New Territories, Hong Kong
(For the attention of the Board of Directors)

電話：(852) 3904 1867
郵寄地址：香港新界
荃灣德士古道212號8樓810室
(註明收件人為董事會)

To put forward proposals at a general meeting, the shareholders should submit a written notice of those proposals with detailed contact information to the Company's principal place of business stated above.

股東如欲於股東大會上提呈動議，須將有關動議的書面通知連同詳細聯絡資料遞交本公司上述主要營業地點。

Directors' Report

董事會報告

The Directors have pleasure in submitting their annual report together with the audited financial statements for the Year.

PRINCIPAL ACTIVITIES

The principal activity of Company is investment holding and the principal activities of its subsidiaries are set out in note 15 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the Group's business and its outlook are set out in the sections of Chairlady's Statement and Management Discussion and Analysis. Certain financial key performance indicators are provided in the section of Financial Summary. Save as disclosed in note 38 to the consolidated financial statements, the Group has no material important event affecting the Company that have occurred since the end of the Year.

The Group complies with the requirements under the Companies Ordinance, the Listing Rules and the Securities and Futures Ordinance (the "SFO") for the disclosure of information and corporate governance. The Group also complies with the requirements of Employment Ordinance and ordinances relating to occupational safety for the interest of employees of the Group.

The Group respects the environment and is committed to minimising its carbon footprint as a socially responsible enterprise. Carbon footprint is defined as the total amount of direct and indirect emissions of Green House Gases (GHGs) expressed in terms of the equivalent amount of Carbon Dioxide of (CO₂) emission. Non-hazardous wastes produced from the Group mainly consist of used paper such as office papers and marketing materials. To minimise the impact on carbon footprint and the environment, the Group implements the following practices to use paper efficiently:

- Duplex printing is set as the default mode for most network printers;
- Employees are reminded to practice photocopying wisely;
- Employees are encouraged to use both sides of paper;
- Paper is separated from other waste for easier recycling; and
- Boxes and trays are placed beside photocopiers as containers to collect single-sided paper for reuse purpose.
- 將大部分網絡印表機預設為雙面列印模式；
- 提醒員工影印時採取明智措施；
- 鼓勵員工使用紙張的兩面；
- 將紙張與其他廢棄物分隔以方便回收；及
- 於影印機旁放置紙箱及紙盤收集單面紙張以供循環再用。

董事欣然提呈年報連同本年度的經審核財務報表。

主要業務

本公司的主要業務為投資控股，而其附屬公司的主要業務則載於綜合財務報表附註15。

業務回顧

本集團業務及其前景的公平回顧載於主席報告及管理層討論與分析一節。若干財務主要表現指標載於財務概要一節。除綜合財務報表附註38所披露者外，自年末起本集團並無重大已發生影響本公司的重要事件。

本集團遵守公司條例、上市規則及證券及期貨條例(「證券及期貨條例」)下有關資料披露及企業管治的規定。本集團亦遵守僱傭條例及有關基於本集團僱員利益的職業安全條例。

作為香港一間社會責任企業，本集團尊重環境並致力減低碳足跡。碳足跡的定義為直接及間接排放的溫室氣體(GHGs)總量，以二氧化碳(CO₂)排放等量為單位表示。本集團所產生的無害廢棄物主要包括廢紙，如辦公室用紙及營銷物料。為減低對碳足跡及環境的影響，本集團實施以下行動以提升用紙效益：

Directors' Report (continued)

董事會報告(續)

Electricity consumption is identified as having an adverse impact on the environment and natural resources. A typical commercial building uses more energy for lighting than for other electric equipment. The Group is determined to reduce energy consumption and implement conservation practices to reduce the effect of carbon footprint. Air conditioning and light zone arrangements reduce unnecessary electricity usage; employees enforce good practices in maintenance of lighting and electric equipment to ensure they are kept in good and proper condition to maximise efficiency.

Key Risk Factors

The following lists out the key risks and uncertainties facing the Group.

Impact of Local and International Regulations

The business operation of the Group is also subject to government policy, relevant regulations and guidelines established by the regulatory authorities. Failure to comply with the rules and requirements may lead to penalties, amendments or suspension of the business operation by the authorities. The Group closely monitors changes in government policies, regulations and markets as well as conducting studies to assess the impact of such changes. As far as the Board and management are aware, the Group has complied with all related laws and regulations in all material aspects which may have significant impact on the Group during the Year.

Third-Party Risks

The Group has been relying on third-party service providers in parts of business to improve performance and efficiency of the Group. While gaining the benefits from external service providers, the management realises that such operational dependency may pose a threat of vulnerability to unexpected poor or lapses in service including reputation damage, business disruption and monetary losses. To address such uncertainties, the Group engages only reputed third-party providers and closely monitors their performance.

電力消耗被視為可對環境及天然資源造成負面影響。一般商業樓宇的照明耗電量較其他電力設備為高。本集團致力減少能源消耗及推行保護為本的行動，從而減低對碳足跡的影響。空調及照明區安排可減少不必要的耗電量；僱員遵循良好做法維修照明及電力設備以確保設備維持良好正常狀態，繼而發揮最大效能。

主要風險因素

本集團面臨的主要風險及不確定因素載列如下。

本地及海外法規的影響

本集團的業務營運亦須遵守政府政策規定、監管機構所制訂的相關法規及指引。倘本集團未能遵守有關規則及規定，則可能引致監管機構懲處、修訂或暫停業務營運。本集團密切監察政府政策、法規及市場的變動以及就評估該等變動的影響進行研究。據董事會及管理層知悉，本集團於本年度已於所有重大方面遵守所有可能對本集團產生重大影響的相關法律法規。

第三方風險

本集團部分業務一直倚賴第三方服務供應商，從而改善本集團的表現及提升效率。儘管本集團受惠於外聘服務供應商，惟管理層認為，該營運上的倚賴或會令本集團易受突如其來的劣質服務或服務出現失誤所影響，包括聲譽受損、業務中斷及蒙受金錢損失。為解決該等不明朗因素，本集團僅聘用聲譽良好的第三方服務供應商，並密切監察其表現。

Directors' Report (Continued)

董事會報告(續)

Key Relationships with Employees, Customers and Suppliers

The Group recognises the accomplishment of the employees by providing comprehensive benefit packages career development opportunities and internal training appropriate to individual needs. The Group provides a healthy and safe workplace for all employees. No strikes and cases of fatality due to workplace accidents occurred during the Year.

The Group encompasses working relationships with suppliers to meet our customers' needs in an effective and efficient manner. The departments work closely to make sure the tendering and procurement process is conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to suppliers before the commencement of a project.

The Group values the views and opinions of all customers through various means and channels, including usage of market research to understand customer trends and needs and regular analyse on customer feedback. The Group also conducts comprehensive tests and checks to ensure that only quality products and services are offered to the customers.

RESULTS & DIVIDENDS

Results of the Group for the Year are set out in the consolidated statement of profit or loss on page 67. Other movements in reserves are set out in the consolidated statement of changes in equity on page 71.

The Board does not recommend the payment of a final dividend for the Year (2019: Nil).

與僱員、客戶及供應商的主要關係

本集團為僱員提供全面優厚福利、事業發展機會及就個別需要提供適當的內部培訓，以表揚僱員的貢獻。本集團為所有僱員提供一個健康而安全的工作環境。於本年度，概無出現罷工或因職場意外而導致的個案。

本集團與供應商建立合作關係，有效及高效地滿足我們客戶的需要。雙方部門緊密合作，確保招標及採購過程公開、公平及公正。本集團於開展項目前已向供應商清楚說明本集團的規定及標準。

本集團重視所有客戶的觀點及意見，並通過不同方法及渠道(包括運用市場研究)了解客戶趨勢及需要，並定期分析客戶反饋。本集團亦進行全面測試及檢驗，以確保向客戶提供優質產品及服務。

業績及股息

本集團本年度的業績載於第67頁的綜合損益表。其他儲備變動則載於第71頁的綜合權益變動表。

董事會不建議派發本年度的末期股息(二零一九年：無)。

Directors' Report (continued)

董事會報告(續)

DIVIDEND POLICY

The Company has adopted a dividend policy ("Dividend Policy"), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company (the "Shareholders") to allow Shareholders to share the Company's profits and for the Company to retain adequate reserves for future growth.

The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the Shareholders. In proposing any dividend payout, the Board shall also take into account, inter alia, the Group's financial results, the general financial condition of the Group, the Group's current and future operations, the level of the Group's debts to equity ratio, return on equity and the relevant financial covenants, liquidity position and capital requirement of the Group, surplus received from the Company's subsidiaries and any other factors that the Board deem appropriate. The Company's ability to pay dividends is also subject to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all relevant applicable laws, rules and regulations in the Cayman Islands, Hong Kong and the Memorandum and Articles of Association of the Company. The Company does not have any pre-determined distribution ratio. The Group's dividend distribution record in the past may not be used as a reference or basis to determine the amount of dividends that may be declared or paid by the Company in the future.

The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

FINANCIAL SUMMARY

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

股息政策

本公司已採納股息政策(「股息政策」)，據此，本公司可向本公司股東(「股東」)宣派及派發股息，使股東能分享本公司之溢利成果，同時使本公司能為未來增長保留充足儲備。

董事會擁有絕對酌情權決定派付任何股息的建議，而任何末期股息之宣派均須經股東批准，方可作實。在建議派發任何股息時，董事會亦將考慮(其中包括)本集團財務業績，本集團整體財政狀況，本集團目前及未來營運，本集團之債務權益比率、資本回報率及相關財務契諾水平，本集團流動資金狀況及資本需求，本公司附屬公司所帶來之盈餘及董事會認為屬適當之任何其他因素。本公司能否派付股息亦須受香港聯合交易所有限公司證券上市規則之規定及所有相關開曼群島、香港及本公司組織章程細則之適用法律、規則及規例。本公司並無制定任何預定分派比率。本公司過去的股息分派記錄不得用作釐定本公司日後可能宣派或派付的股息金額的參考或依據。

董事會將持續檢討股息政策，並保留其唯一及絕對酌情權利隨時更新、修訂及／或修改股息政策。股息政策絕不會構成本公司須派付任何特定金額的股息之具法律約束力承諾，並／或令本公司有義務隨時或不時宣派股息。

財務概要

本集團過往五個財政年度的業績及資產與負債概要載於本年報第5頁。

Directors' Report (Continued)

董事會報告(續)

SHARE CAPITAL

Details of the movements in the share capital of the Company during the Year are set out in note 27(a) to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2020, the Company's aggregate amounts of reserves available for distribution were approximately RMB634,832,000 (2019: RMB643,882,000), of which nil (2019: Nil) has been proposed as a final dividend for the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or applicable laws of the Cayman Islands where the Company was incorporated.

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment are set out in note 11 to the consolidated financial statements.

DEBENTURES

Details of the Group's debentures are set out in note 24 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the Group's five largest customers accounted for approximately 39.1% (2019: 45.8%) of the Group's total revenue and the Group's largest customer for the year accounted for approximately 10.3% (2019: 17.6%) of the Group's total revenue. The Group's five largest suppliers accounted for approximately 58.1% (2019: 51.0%) of the Group's total purchases, while the largest supplier for the year accounted for approximately 20.1% (2019: 13.2%) of the Group's total purchases.

To the knowledge of the Directors, none of the Directors or their respective close associates or any of the shareholders of the Company who owns more than 5% of the Company's issued share capital has any interest in any of the Group's five largest customers or suppliers.

股本

本公司於本年度的股本變動詳情載於綜合財務報表附註27(a)。

可供分派儲備

於二零二零年十二月三十一日，本公司可供分派儲備合共約為人民幣634,832,000元(二零一九年：人民幣643,882,000元)，其中並無金額(二零一九年：無)已獲建議作為年內末期股息。

優先購買權

細則或開曼群島(本公司註冊成立所在地)的適用法例內概無載列任何有關優先購買權的條文。

物業、廠房及設備

物業、廠房及設備的變動載於綜合財務報表附註11。

債券

本集團的債券詳情載於綜合財務報表附註24。

主要客戶及供應商

本年度，本集團五大客戶佔本集團總收入約39.1%(二零一九年：45.8%)，而本年度最大客戶佔本集團總收入約10.3%(二零一九年：17.6%)。本集團五大供應商佔本集團總採購額約58.1%(二零一九年：51.0%)，而本年度最大供應商佔本集團總採購額約20.1%(二零一九年：13.2%)。

就各董事所知，概無任何董事或彼等各自的緊密聯繫人或任何擁有5%以上本公司已發行股本的本公司股東於本集團五大客戶或供應商中擁有任何權益。

Directors' Report (continued)

董事會報告(續)

DIRECTORS

Throughout the Year, the composition of the Board was as follows:

Executive Directors:

Ms. Xie Qingmei

Mr. Wu Zheyang

Non-executive Director:

Mr. Wu Dongping (retired on 29 May 2020)

Independent Non-executive Directors:

Mr. Lam Hin Chi

Prof. Jin Zhongwei

Prof. Su Wenqiang

A description of the Directors is set out in the section headed "Board of Directors and Senior Management" in this annual report.

Indemnity of Directors

The Company has maintained appropriate directors and officers liability insurance and such permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year.

董事

於本年度內，董事會的成員如下：

執行董事：

謝清美女士

吳哲彥先生

非執行董事：

吳冬平先生(於二零二零年五月二十九日退休)

獨立非執行董事：

藍顯賜先生

金重為教授

蘇文強教授

董事的詳情載於本年報「董事會及高級管理層」一節。

董事彌償

本公司有為董事及職員安排適當的董事及職員責任保險及基於董事利益的獲准許彌償條文目前生效及於年內生效。

Directors' Report (Continued)

董事會報告(續)

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

As at 31 December 2020, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to divisions 7 and 8 of part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules, will be as follows:

Interest in shares

董事及高級行政人員於股份、相關股份及債券的權益及淡倉

於二零二零年十二月三十一日，董事或本公司高級行政人員在本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須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的有關條文其將被當作或視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須記入該條所述登記冊或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益及淡倉如下：

股份權益

Name of Director	Capacity/Nature of interest	Number of shares	Approximate percentage of shareholding interest (%)
董事姓名	身份/權益性質	股份數目	持股概約百分比(%)
Mr. Wu Zheyang 吳哲彥先生	Interest in controlled corporation/ Long position (Note) 受控制法團的權益/好倉(附註)	89,929,482	11.47%
	Beneficial owner/Long position 實益擁有人/好倉	2,200,588	0.28%
Ms. Xie Qingmei 謝清美女士	Beneficial owner/Long position 實益擁有人/好倉	1,926,676	0.25%

Note: Mr. Wu Zheyang is deemed to be interested in the shares held by Green Seas Capital Limited, his wholly-owned company.

附註：吳哲彥先生被視為於其全資擁有的公司Green Seas Capital Limited持有的股份中擁有權益。

Directors' Report (continued)

董事會報告(續)

Save as disclosed above, none of the Directors and chief executive of the Company had interests or in short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any associated corporation defined under the SFO which would have to be notified to the Company and the Stock Exchange pursuant to divisions 7 and 8 of part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules as at 31 December 2020.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company, its holding company, or any of its subsidiaries was a party and in which a Director or the Controlling Shareholders (as defined below) of the Company had a material interest, whether directly or indirectly, subsisted during or at the end of the Year.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

None of the Directors or their respective close associates has any competing interests which need to be disclosed pursuant to Rule 8.10 of the Listing Rules.

除上述披露者外，於二零二零年十二月三十一日，董事及本公司高級行政人員概無於本公司或任何相聯法團(定義見證券及期貨條例)的股份、股本衍生工具相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例的有關條文其將被當作或視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須記入該條所述登記冊或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益或淡倉。

董事及控股股東於重大合約的權益

於本年度或年末，概不存在由本公司、其控股公司或其任何附屬公司作為訂約方，而本公司董事或控股股東(定義見下文)直接或間接擁有重大權益的重大合約。

董事於競爭業務的權益

概無董事或彼等各自的緊密聯繫人擁有任何根據上市規則第8.10條須予披露的競爭權益。

Directors' Report (Continued)

董事會報告(續)

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

As at 31 December 2020, the following persons (other than a director or chief executive of the Company), who had interests or short positions in the shares or the underlying shares of the Company which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

Interest in shares

主要股東於本公司股份及相關股份的權益及淡倉

於二零二零年十二月三十一日，下列人士（並非董事或本公司高級行政人員）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須予披露的權益或淡倉，或根據證券及期貨條例第336條須記入該條所述登記冊的權益或淡倉：

股份權益

Name	Capacity/Nature of interest	Number of shares	Approximate percentage of shareholding interest (%)
名稱/姓名	身份/權益性質	股份數目	持股概約百分比(%)
Green Seas Capital Limited	Beneficial owner/Long position (Note 1) 實益擁有人/好倉(附註1)	89,929,482	11.47%
Hong Kong Run De Holdings Limited 香港潤得控股有限公司	Beneficial owner/Long position (Note 2) 實益擁有人/好倉(附註2)	86,000,000	10.97%
福建沃若石油化工有限公司	Interest in controlled corporation/ Long position (Note 2) 受控制法團的權益/好倉(附註2)	86,000,000	10.97%
Mr. Lin Jian 林健先生	Interest in controlled corporation/ Long position (Note 2) 受控制法團的權益/好倉(附註2)	86,000,000	10.97%
Hong Kong Guoyuan Group Capital Holdings Limited 香港國元集團金融控股有限公司	Beneficial owner/Long position (Note 3) 實益擁有人/好倉(附註3)	140,350,000	17.91%

Directors' Report (continued)

董事會報告(續)

Name	Capacity/Nature of interest	Number of shares	Approximate percentage of shareholding interest (%)
名稱/姓名	身份/權益性質	股份數目	持股概約百分比(%)
上海荊勳工業設備控股有限公司	Interest in controlled corporation/ Long position (Note 3) 受控制法團的權益/好倉(附註3)	140,350,000	17.91%
Mr. Wang Xin 汪新先生	Interest in controlled corporation/ Long position (Note 3) 受控制法團的權益/好倉(附註3)	140,350,000	17.91%
Mr. Han Jin 韓金先生	Beneficial owner/Long position 實益擁有人/好倉	61,883,860	7.88%
Ms. Han Hong 韓宏女士	Beneficial owner/Long position 實益擁有人/好倉	64,152,860	8.19%

Notes:

- The entire issued share capital of Green Seas Capital Limited is legally and beneficially owned by Mr. Wu Zheyang, who is deemed to be interested in the Shares held by Green Seas Capital Limited.
- The entire issued share capital of Hong Kong Run De Holdings Limited is legally and beneficially owned by 福建沃若石油化工有限公司. The 98% issued share capital of 福建沃若石油化工有限公司 is legally and beneficially owned by Mr. Lin Jian, who is deemed to be interested in the shares held by Hong Kong Run De Holdings Limited.
- The entire issued share capital of Hong Kong Guoyuan Group Capital Holdings Limited is legally and beneficially owned by 上海荊勳工業設備控股有限公司. The 98% issued share capital of 上海荊勳工業設備控股有限公司 is legally and beneficially owned by Mr. Wang Xin, who is deemed to be interested in the shares held by Hong Kong Guoyuan Group Capital Holdings Limited.

附註:

- Green Seas Capital Limited的全部已發行股本由吳哲彥先生合法及實益擁有，吳哲彥先生被視為於Green Seas Capital Limited持有的股份中擁有權益。
- 香港潤得控股有限公司的全部已發行股本由福建沃若石油化工有限公司合法及實益擁有，福建沃若石油化工有限公司的98%已發行股本由林健先生合法及實益擁有，林健先生被視為於香港潤得控股有限公司持有的股份中擁有權益。
- 香港國元集團金融控股有限公司的全部已發行股本由上海荊勳工業設備控股有限公司合法及實益擁有，上海荊勳工業設備控股有限公司的98%已發行股本由汪新先生合法及實益擁有，汪新先生被視為於香港國元集團金融控股有限公司持有的股份中擁有權益。

Save as disclosed above, the Directors are not aware of any person, other than the Directors whose interests are set out in the section "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above, who had an interest or short positions in the shares or underlying shares that were required to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or recorded pursuant to Section 336 of Part XV of the SFO as of 31 December 2020.

除上文披露者外，於二零二零年十二月三十一日，董事概不知悉任何人士(權益已於上文「董事及高級行政人員於股份、相關股份及債券的權益及淡倉」一節載列的董事除外)於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須予披露，或須根據證券及期貨條例第XV部第336條登記的權益或淡倉。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME

Pursuant to a resolution passed by all the shareholders on 15 June 2012, the Company has conditionally adopted the share option scheme (the "Share Option Scheme") for the purpose of recognising and acknowledging the contributions the eligible participants had or may have made to the Group. The Board may, at its discretion, grant options pursuant to the Share Option Scheme to the Directors (including executive Directors, non-executive Directors and independent non-executive Directors), the directors of the Company's subsidiaries and employees of the Group and any other persons (including consultants or advisers) whom the Board considers, in its absolute discretion, have contributed or will contribute to the Group. The Directors were authorised to grant options to subscribe for shares of the Company and to allot, issue and deal with the ordinary shares pursuant to the exercise of options granted under the Share Option Scheme and to take all such steps as may be necessary and/or desirable to implement and give effect to the Share Option Scheme. The maximum number of shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue immediately following completion of the Global Offering (as defined in the Company's prospectus dated 25 June 2012), being 100,000,000 shares, excluding any shares that may be issued under the options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company), unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time.

購股權計劃

根據全體股東於二零一二年六月十五日通過的決議案，本公司已有條件採納一項購股權計劃（「購股權計劃」），以肯定及嘉許曾經或可能對本集團作出貢獻的合資格參與人士。根據購股權計劃，董事會可酌情向董事（包括執行董事、非執行董事及獨立非執行董事）、本公司附屬公司之董事、本集團僱員及董事會全權酌情認為曾經或將對本集團作出貢獻的任何其他人士（包括專家顧問或顧問）授出購股權。董事獲授權授出購股權以認購本公司股份，及配發、發行及處置根據購股權計劃所授出購股權獲行使而發行的普通股，以及採取對實行購股權計劃及使之生效而言為必需及／或合宜的一切步驟。根據購股權計劃及任何其他本公司購股權計劃而可授予的購股權的最高股份數目，合共不得超過緊隨全球發售（定義見本公司日期為二零一二年六月二十五日的招股章程）完成後已發行股份總數的10%，即100,000,000股股份，不包括任何根據購股權計劃（或本公司任何其他購股權計劃）的條款已失效的購股權而可發行的股份，惟獲本公司股東在股東大會上另行批准及／或上市規則不時另有其他規定者除外。

Directors' Report (continued)

董事會報告(續)

Unless otherwise approved by the shareholders of the Company in general meeting, the number of shares that may be granted to an eligible participant under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 1% of the shares in issue of the Company within any 12-month period. Any grant of options to a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by our independent non-executive Directors. Unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules, the number of shares that may be granted to a substantial shareholder or any independent non-executive Director or their respective associates under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 0.1% of the shares in issue, having an aggregate value in excess of HK\$5 million, within any 12-month period.

There is no minimum period for which an option must be held before it can be exercised, and the period during which an option may be exercised will be determined by the Board in its absolute discretion, however, no options shall be exercised 10 years after they have been granted. The subscription price of a share in respect of a particular option shall be not less than the highest of (a) the official closing price of the shares on the daily quotation sheet of the Stock Exchange; (b) the average official closing price of the shares on the daily quotation sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share. The Share Option Scheme shall take effect from the date it is adopted and shall remain effective within a period of 10 years from that date.

From the date that the Share Option Scheme became effective and unconditional and up to the date of this annual report, no share options were granted under the Share Option Scheme.

As at the date of this annual report, the total number of ordinary shares available for issue under the Share Option Scheme is 78,375,040, representing 10% of the issued shares of the Company.

除非獲本公司股東於股東大會上另行批准，否則可基於購股權計劃及任何其他本公司購股權計劃向一名合資格參與者授出的股份數目(包括已行使及未行使購股權)，不得超過本公司在任何一個12個月期間的已發行股份的1%。任何向董事、本公司高級行政人員或主要股東(定義見上市規則)或其任何各自的聯繫人(定義見上市規則)授予的購股權須獲獨立非執行董事的批准。除非本公司股東在股東大會上另行批准及/或上市規則另有規定，否則根據購股權計劃及任何其他本公司購股權計劃可授予主要股東或任何獨立非執行董事或其各自的聯繫人的股份數目(包括已行使及未行使購股權)，不得超過任何一個12個月期間已發行股份的0.1%或合共價值超過5百萬港元。

概無訂有購股權在行使前必須持有的最短期限，而購股權可行使的期間將由董事會全權酌情決定，然而，購股權於授出10年後便不得行使。有關特定購股權的認購價不得低於下列最高者：(a) 於聯交所每日報價表所報的官方股份收市價；(b) 緊接授出日期前五個營業日聯交所每日報價表所報的官方股份平均收市價；及(c) 股份面值。購股權計劃將自其獲採納日期起生效並將自該日起10年期間內一直有效。

自購股權計劃生效及成為無條件起直至本年報日期，概無根據購股權計劃授出購股權。

於本年報日期，購股權計劃項下可供發行的普通股份總數為78,375,040股，佔本公司已發行股份的10%。

Directors' Report (Continued)

董事會報告(續)

Save as the Share Option Scheme and share award scheme as disclosed in this report, at no time during the Year was the Company, its subsidiaries, holding companies or fellow subsidiaries a party to any arrangement to enable Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Other than the Share Option Scheme and share award scheme as disclosed in this report, no equity-linked agreements that will or may result in the Company issuing shares, or that require the Company to enter into any agreement that will or may result in the Company issuing shares, here entered into by the Company during the Year or subsisted at the end of the Year.

SHARE AWARD SCHEME

The Company, pursuant to a resolution passed on 14 December 2020, adopted a share award scheme (the "Share Award Scheme") for the purpose of (i) to align interests of eligible persons, being the employees, directors, officers, consultants or advisors of any member of the Group, with those of the Group through ownership of ordinary shares of the Company (the "Shares"), dividends and other distribution paid on Shares and/or increase in value of the Shares; and (ii) to encourage and retain eligible persons to make contributions to the long-term growth and profits of the Group.

The aggregate number of shares to be made pursuant to the Share Award Scheme (the "Award Shares") will not exceed 20% of the total number of issued Shares of 741,200,400 Shares. The aggregate number of Award Shares which may be awarded to a selected person under the Share Award Scheme shall not exceed 2% of the total number of issued Shares as at the adoption date of the Share Award Scheme.

Subject to any early termination as may be determined by the board of directors, the Share Award Scheme shall be valid and effective for a term of 10 years commencing from the adoption date.

The Award Shares, once issued, will rank equal to all other issued Shares at that time and are not subject to any vesting condition. The selected persons will therefore have the right to receive dividends, dispose of and/or exercise the rights of the Award Shares as per his/her own wishes once the Award Shares were issued.

除本報告所披露的購股權計劃及股份獎勵計劃外，本公司、其附屬公司、控股公司或同系附屬公司均於本年度內任何時間，概無參與任何安排使董事可透過購買本公司或其他法人團體股份或債權證而獲取利益。

除本報告所披露的購股權計劃及股份獎勵計劃外，本公司於本年度並無訂立且於年度結束時並無存在任何股本掛鈎協議將或可能導致本公司發行股份，或需要本公司訂立任何將會或可能導致本公司發行股份的協議。

股份獎勵計劃

本公司根據二零二零年十二月十四日通過的決議案，已採納股份獎勵計劃（「股份獎勵計劃」），目的是(i)透過本公司普通股（「股份」）擁有權、股息及有關股份之其他已付分派及／或股份增值，令合資格人士（即本集團任何成員的僱員、董事、高級人員、顧問或諮詢人）之利益與本集團利益一致；及(ii)鼓勵及挽留合資格人士協力對本集團作出貢獻，並促進本集團之長遠增長及溢利。

根據股份獎勵計劃授出之所有股份（「獎勵股份」）數目合共不得超過已發行股份總數之20%，即741,200,400股股份。根據股份獎勵計劃授予一名選定人士之獎勵股份總數不得超過於採納日期已發行股份總數之2%。

除非本公司董事會決定提前終止，否則股份獎勵計劃將自採納日期起計十年期間有效。

獎勵股份一經發行，將與當時所有其他已發行股份具有相同地位，亦不受任何歸屬條件所限。選定人士將因此有權於獎勵股份發行後，按彼等的意願，收取股息、出售及／或行使獎勵股份的相關權利。

Directors' Report (continued)

董事會報告(續)

On 14 December 2020, a total of 42,550,000 Award Shares were issued to 12 eligible persons (the "Selected Persons"). The Award Shares were settled by way of issue and allotment of new Shares on 30 December 2020 pursuant to the general mandate. The 42,550,000 Award Shares represented approximately 5.74% of the total number of issued Shares and approximately 5.43% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The Selected Persons are (i) senior and middle management of the Group and (ii) staffs who served the Group for a long period of time.

The 42,550,000 Award Shares had neither any vesting period nor condition, accordingly, the fair value of 42,550,000 Award Shares were determined by the closing market price of the Company on 30 December 2020, of which, expenses of HK\$6,808,000 (equivalent to RMB5,777,000) were recognised as expenses in the consolidated statement of profit or loss.

As at 31 December 2020 and the date of approval of these financial statements, the Company had 105,690,080 Award Shares available for awarding to eligible persons under the Share Award Scheme, which represented approximately 13.49% of the issued Shares as at the respective dates.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

PUBLIC FLOAT

Rule 8.08(1)(a) of the Listing Rules requires that at least 25% of an issuer's total issued share capital must at all times be held by the public. Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficiency of public float at all times during the Year.

CONTINUING CONNECTED TRANSACTIONS

During the Year, there is no transaction of the Group constituted non-exempt continuing connected transaction for the Company under the Listing Rules (2019: Nil).

於二零二零年十二月十四日，已向12名合資格人士(「選定人士」)授出合共42,550,000股獎勵股份。獎勵股份將根據一般授權於二零二零年十二月三十日發行及配發。42,550,000股獎勵股份相當於已發行股份總數約5.74%及經發行及配發獎勵股份擴大後之已發行股份總數約5.43%。選定人士主要是(i)本集團的中高層管理人員；及(ii)為本集團服務長時間的員工。

42,550,000股獎勵股份並無任何歸屬期或條件，因此，42,550,000股獎勵股份之公平值乃按本公司於二零二零年十二月三十日之收市價釐定，其中，6,808,000港元(相當於人民幣5,777,000元)的開支於綜合損益表確認為開支。

於二零二零年十二月三十一日及此等綜合財務報表批准之日，本公司有105,690,080股獎勵股份可根據股份獎勵計劃授予合資格人士，佔於有關日期已發行股份約13.49%。

購買、出售或贖回已上市證券

於本年度，本公司及其任何附屬公司概無購買、出售或贖回任何本公司已上市證券。

公眾持股量

上市規則第8.08(1)(a)條規定，公眾必須在任何時間內持有發行人的已發行股本總額至少25%。基於本公司可公開取得的資料及就董事所知，本公司於本年度內一直維持足夠的公眾持股量。

持續關連交易

根據上市規則，於本年度，本集團概無交易構成本公司不獲豁免的持續關連交易(二零一九年：無)。

* For identification purpose only

Directors' Report (Continued)

董事會報告(續)

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are provided under note 32 to the consolidated financial statements, and none of which constitutes a non-exempt connected transaction as defined under the Listing Rules.

DEED OF NON-COMPETITION

The Company entered into a deed of non-competition (the "Deed of Non-Competition") with Mr. Wu Zheyang and Green Seas Capital Limited (collectively referred to as the "Controlling Shareholders") on 15 June 2012 so as to better safeguard the Group from any potential competition and to formalise the principles for the management of potential conflicts between them and to enhance our corporate governance in connection with the listing of the Company's shares on the Stock Exchange.

The independent non-executive Directors have reviewed compliance by the Controlling Shareholders and confirm that based on confirmations and information provided by each of the Controlling Shareholders, they were in compliance with the Deed of Non-Competition during the Year.

The independent non-executive Directors were not required to review any matter in relation to compliance and enforcement of the Deed of Non-Competition during the Year.

MANAGEMENT CONTRACTS

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

DONATIONS

During the Year, the Group supported a wide variety of charitable activities in Hong Kong and the PRC. Donations of approximately RMB205,000 (2019: RMB253,000) were made by the Group to various charitable organisations.

TAX RELIEF AND EXEMPTION

The Company is not aware that any holders of securities of the Company are entitled to any tax relief or exemption by reason of their holding of such securities.

關聯方交易

在日常業務過程中進行重大關聯方交易的詳情載於綜合財務報表附註32，當中概無交易構成上市規則所界定的不獲豁免關連交易。

不競爭契據

本公司已於二零一二年六月十五日與吳哲彥先生及Green Seas Capital Limited(統稱「控股股東」)訂立不競爭契據(「不競爭契據」)，以更好地保障本集團免受任何潛在競爭，並規範針對彼等之間潛在衝突的管理原則，以及就本公司股份於聯交所上市加強本集團的企業管治。

獨立非執行董事已審閱控股股東的合規情況，並確認基於各控股股東所提供的確認書及資料，彼等於本年度內已遵守不競爭契據。

獨立非執行董事毋須在本年度內審閱有關遵守及執行不競爭契據的任何事宜。

管理合約

本年度，本集團概無就全部或任何主要部分業務的管理訂立管理合約。

捐贈

本年度，本集團為中港兩地的多項慈善活動提供資助，向各慈善組織捐贈約人民幣205,000元(二零一九年：人民幣253,000元)。

稅務減免

本公司並不知悉本公司證券之任何持有人因其持有有關證券而享有任何稅務減免。

Directors' Report (continued)

董事會報告(續)

AUDITOR

BDO Limited resigned as auditor of the Company on 5 November 2020 and Ascenda Cachet CPA Limited has been appointed as the auditor of the Company on 5 November 2020. There have been no other changes in auditor during the preceding three years.

Ascenda Cachet CPA Limited will retire and, being eligible, offer themselves for re-appointment. A resolution for the reappointment of Ascenda Cachet CPA Limited as auditor of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Xie Qingmei

Chairlady

Hong Kong, 31 March 2021

核數師

香港立信德豪會計師事務所有限公司已於二零二零年十一月五日辭任本公司核數師以及天健德揚會計師事務所有限公司已於二零二零年十一月五日獲委任本公司核數師。核數師於過往三年中並無其他變化。

天健德揚會計師事務所有限公司將會退任，並符合資格且願意應聘連任。續聘天健德揚會計師事務所有限公司為本公司核數師的決議案將於應屆股東週年大會上提呈。

代表董事會

主席

謝清美

香港，二零二一年三月三十一日

Board of Directors and Senior Management

董事會及高級管理層

Biographies of each member of the board of directors and senior management team of the Company during the Year and/or as at the date of this report are set out below:

EXECUTIVE DIRECTORS

Wu Zheyang (Mr. Wu), aged 41, is an executive Director and chief executive officer of the Company. Mr. Wu was appointed as a Director on 17 October 2011. He joined Fujian Zhangping Kimura Forestry Products Co. Ltd ("Zhangping Kimura") as a workshop director since 1997 and obtained knowledge and experiences in the timber products industry including the production process, research and development works and the invention process of new timber products. Mr. Wu became the general manager in May 2000 and the director and legal representative of Zhangping Kimura in January 2006.

Mr. Wu graduated from Sichuan University in June 2009 with a Diploma in business administration (Distance education). Mr. Wu is the visiting professor of Central South University of Forestry and Technology and Fujian Agriculture and Forestry University.

Xie Qingmei (Ms. Xie), aged 53, was appointed as an executive Director on 15 June 2012 and as the Chairlady on 23 May 2016. Ms. Xie is primarily responsible for procurement matters in respect of the Group. She has over 20 years of experience in corporate management and procurement. Ms. Xie joined the Group in 1999, and she has been a deputy general manager of Zhangping Kimura since 2001 and a director of Zhangping Kimura since 2006. Ms. Xie was in charge of the sales department of Zhangping Kimura as well as supervising procurement from June 1999 to December 2000, and has been running the procurement department of Zhangping Kimura since 2003.

於本年度內及／或本報告日期本公司各董事會及高級管理層成員的履歷如下：

執行董事

吳哲彥(吳先生)，41歲，本公司執行董事兼行政總裁。吳先生於二零一一年十月十七日獲委任為董事。彼自一九九七年起加入福建省漳平木村林產有限公司(「漳平木村」)擔任車間主任，並獲得木材產品行業(包括生產流程、研發工程及新木材產品的開發流程)的知識及經驗。吳先生於二零零零年五月擔任總經理，並於二零零六年一月擔任漳平木村的董事兼法人代表。

吳先生於二零零九年六月畢業於四川大學，獲得工商管理文憑(遠距教育)。吳先生為中南林業科技大學及福建農林大學客座教授。

謝清美(謝女士)，53歲，於二零一二年六月十五日獲委任為執行董事及於二零一六年五月二十三日獲委任為主席。謝女士主要負責本集團的採購事宜，彼在企業管理及採購方面擁有逾20年的豐富經驗。謝女士於一九九九年加入本集團，分別自二零零一年及二零零六年起一直擔任漳平木村副總經理及漳平木村董事。謝女士自一九九九年六月起至二零零零年十二月止負責漳平木村銷售部並兼管採購事宜，且自二零零三年開始負責管理漳平木村的採購部門。

Board of Directors and Senior Management (continued)

董事會及高級管理層(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Lam Hin Chi (Mr. Lam), aged 57, was appointed as an independent non-executive Director of the Company since 15 June 2012. Mr. Lam is a fellow member of The Association of Chartered Certified Accountants, and The Institute of Chartered Accountants in England and Wales and associates member of The Chartered Institute of Management Accountants, and The Hong Kong Institute of Certified Public Accountants, respectively. Mr. Lam graduated from The Hong Kong Polytechnic University with a Professional Diploma in Management Accountancy and a Bachelor of Arts degree (Honours) in Accountancy. Mr. Lam has over 30 years of experience in finance, audit and accounting. Mr. Lam was a senior personnel of a number of companies listed on the Main Board of the Stock Exchange.

Mr. Lam is currently an executive director of Qianhai Health Holdings Limited (stock code: 911) and an independent non-executive director of VSTECS Holdings Limited (stock code: 856), which are listed on the Main Board of the Stock Exchange.

Professor Jin Zhongwei (Professor Jin), aged 83, was appointed as an independent non-executive Director of the Company since 15 June 2012. He is an expert in wood preservation with over 40 years of experience in wood preservation. Professor Jin graduated from Nanjing Forestry College in 1961 and majored in forestry products chemical processing. He studied wood preservation and modification technologies in the United States as a government-appointed scholar from 1981 to 1983, and was a visiting scholar at Oregon State University and Mississippi State University from 1994 to 1995 respectively.

獨立非執行董事

藍顯賜(藍先生)，57歲，自二零一二年六月十五日起獲委任為本公司獨立非執行董事。藍先生分別為英國特許公認會計師公會及英格蘭及威爾斯特許會計師公會資深會員，亦為英國特許管理會計師公會及香港會計師公會會員。藍先生畢業於香港理工大學，獲管理會計學專業文憑及會計學(榮譽)文學士學位。藍先生在財務、審計及會計範疇有超過30年經驗。藍先生曾為多間在聯交所主板上市的公司的高級人員。

藍先生現為前海健康控股有限公司(股份代號：911)之執行董事及偉仕佳杰控股有限公司(股份代號：856)之獨立非執行董事，該等公司於聯交所主板上市。

金重為教授(金教授)，83歲，自二零一二年六月十五日起獲委任為本公司獨立非執行董事。彼為木材保護領域專家，在木材保護研究領域擁有逾40年的經驗。金教授於一九六一年畢業於南京林業學院，主修林業產品化學加工。彼曾於一九八一年至一九八三年期間以公派學者身份赴美國進修學習木材保護與改性技術，於一九九四年至一九九五年分別擔任美國俄勒岡州立大學和密西西比州立大學訪問學者。

Board of Directors and Senior Management (Continued)

董事會及高級管理層(續)

Professor Su Wenqiang (Professor Su), aged 65, was appointed as an independent non-executive Director of the Company since 15 June 2012. Professor Su has more than 30 years of experience in the research of forestry and timber products. Professor Su was awarded as Model Member of the Communist Party (優秀共產黨員) from 2006 to 2007, and was appointed as various positions in timber industry, e.g., council member of Standing Committee of the Heilongjiang Province Chemistry Society (黑龍江省化工學會理事會) (in December 2004), committee member of Wood Science Institute of the Chinese Society of Forestry (中國林學會木材科學分會) (in April 2010), member of Board of Experts of Standardisation Committee of China Timber and Wood Products Distribution Association Wood Preservation Committee (中國木材與木製品流通協會木材防腐專業委員會專家指導委員會) (in December 2009), member of Board of Experts Committee of Standardisation Committee of China Wood Preservation Industry Association (中國木材保護工業協會專家委員會) (in October 2011), committee member of the Wood Preservation Research Committee of the Wood Science Institute of the Chinese Society of Forestry (中國林學會木材科學分會木材保護研究會委員會) (in April 2007) and editor of editorial committee of Biomass Chemical Engineering published by Institute of Chemical Industry of Forest Products (中國林業科學研究院林產化學工業研究所《生物質化學工程》) (in December 2010). Professor Su graduated from Northeast Forestry University in July 1982, major in professional chemical processing of forestry products (林產化學加工工程專業), and obtained a Doctorate Degree in December 2008.

SENIOR MANAGEMENT

Chen Tianfu (Mr. Chen), aged 55, is the chief financial officer of our Group. Since joining our Group in 2009, Mr. Chen has been responsible for our Group's accounting and financial management affairs. Prior to joining our Group, Mr. Chen was in charge of the financial departments of Jiangxi Sanhua Real Estate Co. Ltd. (江西三華置業有限公司) and Fujian Dufeng Sugar Factory (福建省度峰糖廠) respectively. Mr. Chen has over 20 years of experience in corporate financial management and possesses the qualifications of an accountant in the PRC. Mr. Chen graduated from Fujian Quanzhou Supply and Sales School (福建省泉州供銷學校) in 1986 majoring in financial accounting with a secondary vocational school diploma.

COMPANY SECRETARY

Ms. Lee Kin Yee (Ms. Lee), aged 37, was appointed as the company secretary of the Company on 6 July 2018. Ms. Lee is a director of Modern Assurance And Business Services Limited and she holds a Bachelor Degree of Business Administration from Lingnan University. She is a member of the Hong Kong Institute of Certified Public Accountants and has over 10 years of experience in the field of accounting, auditing and company secretarial services.

蘇文強教授(蘇教授)，65歲，於二零一二年六月十五日起獲委任為本公司的獨立非執行董事。蘇教授於林學及木製品研究領域有超過30年資歷。蘇教授於二零零六年至二零零七年期間，榮獲優秀共產黨員的稱號，並獲委任木材行業的多個職位，例如黑龍江省化工學會理事會理事(於二零零四年十二月)、中國林學會木材科學分會委員會委員(於二零一零年四月)、中國木材與木製品流通協會木材防腐專業委員會專家指導委員會委員(於二零零九年十二月)、中國木材保護工業協會專家委員會委員(於二零一一年十月)、中國林學會木材科學分會木材保護研究會委員會委員(於二零零七年四月)及中國林業科學研究院林產化學工業研究所《生物質化學工程》編輯委員會編委(於二零一零年十二月)。蘇教授於一九八二年七月畢業於東北林業大學，主修林產化學加工工程專業，並於二零零八年十二月獲得博士學位。

高級管理層

陳天福(陳先生)，55歲，為本集團首席財務官。陳先生自二零零九年起加入本集團至今，一直負責本集團的會計及財務管理事務。陳先生在加入本集團前，曾於江西三華置業有限公司及福建省度峰糖廠擔任財務部門負責人職務。陳先生在企業財務管理方面擁有逾20年經驗，擁有中國會計師資格。陳先生於一九八六年畢業於福建省泉州供銷學校主修財務會計，並取得中專文憑。

公司秘書

李建儀(李女士)，37歲，於二零一八年七月六日獲委任為本公司之公司秘書。李女士為Modern Assurance And Business Services Limited之董事並持有嶺南大學工商管理學士學位。彼為香港會計師公會會員，並於會計、審核及公司秘書服務範疇擁有逾10年經驗。

Independent Auditors' Report

獨立核數師報告

TO THE MEMBERS OF CHINA ENVIRONMENTAL TECHNOLOGY AND BIOENERGY HOLDINGS LIMITED

(incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Environmental Technology and Bioenergy Holdings Limited (“the Company”) and its subsidiaries (together “the Group”) set out on pages 67 to 224, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss, the consolidated statement of 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 International Financial Reporting Standards (“IFRSs”) promulgated by the International Accounting Standards Board (“IASB”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致中科生物控股有限公司股東

(於開曼群島註冊成立的有限公司)

意見

吾等已審核載列於第67至224頁中科生物控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，該等綜合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，以及綜合財務報表的附註，包括主要會計政策概要。

吾等認為，綜合財務報表已根據國際會計準則理事會(「國際會計準則理事會」)所頒佈之國際財務報告準則(「國際財務報告準則」)真實而公平地反映貴集團於二零二零年十二月三十一日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露要求妥為編製。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significant 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, we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

意見的基礎

吾等根據香港會計師公會(「香港會計師公會」)頒佈的香港審計準則(「香港審計準則」)進行審核。在該等準則下，吾等的責任在吾等的報告內核數師就審核綜合財務報表須承擔的責任一節進一步闡述。根據香港會計師公會的「國際職業會計師道德守則」(「守則」)吾等獨立於 貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的審核意見提供基礎。

關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等審核於本期間的綜合財務報表中最重要的事項。吾等在審核綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。吾等對下述每一事項在審計中是如何應對的描述也以此為背景。

吾等已經履行了本報告註冊會計師對綜合財務報表審計的責任部分闡述的責任，包括與這些關鍵審核事項相關的責任。相應地，吾等的審計工作包括執行為應對評估的綜合財務報表重大錯報風險而設計的審計程序。吾等執行審計程序的結果，包括應對下述關鍵審核事項所執行的程序，為綜合財務報表整體發表審計意見提供了基礎。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

Key Audit Matter

關鍵審核事項

How our audit addressed the Key Audit Matter

吾等的審核如何處理該事項

(i) Impairment assessment on property, plant and equipment

(i) 物業、廠房及設備減值評估

Reference is made to notes 2 and 3 to the consolidated financial statements for the Directors' disclosures of the related accounting policies, judgements and estimates, respectively, and note 11 to the consolidated financial statements for further information.

請參閱綜合財務報表附註2及3有關董事分別披露之相關會計政策、判斷及估計及綜合財務報表附註11有關進一步資料。

The carrying amount of the Group's property, plant and equipment was approximately RMB450,260,000 as at 31 December 2020, which was principally relating to the segment of manufacturing and sales of wooden products.

於二零二零年十二月三十一日，貴集團的物業、廠房及設備的賬面值約為人民幣450,260,000元，主要與製造及銷售木製品分部有關。

As detailed in note 11 to the consolidated financial statements, (i) during the year ended 31 December 2020, the Group provided for impairment loss on the construction in progress amounting to approximately RMB24,641,000 due to the suspension of the construction in progress in relation to the new manufacturing complex; and (ii) no impairment was provided for the remaining property, plant and equipment during the year.

誠如綜合財務報表附註11所詳述，(i)截至二零二零年十二月三十一日止年度，貴集團已就在建工程作出減值虧損，金額約為人民幣24,641,000元，乃由於新製造綜合製造廠的在建工程暫停所致；及(ii)年內概無就餘下的物業、廠房及設備作出減值撥備。

Our procedures in relation to management's impairment assessment of the property, plant and equipment included:

吾等就管理層對物業、廠房及設備之減值評估的程序包括：

- Discussing with management and the independent professional valuer to understand the basis of valuation approach and methodology and the future plan of the construction in progress;
- 與管理層及獨立專業的估值師討論，了解估值方法及方式的基準及在建工程的未來計劃；
- Challenging the management and the independent professional valuer on the adoption of the assumptions and estimations in the valuation;
- 就於評估採納的假設及估計質詢管理層及獨立專業估值師；
- Evaluating the independence, professionalism and the accuracy of the work performed by the independent professional valuer;
- 評估獨立專業估值師進行工作的獨立性、專業性及準確性；

Independent Auditors' Report (Continued)

獨立核數師報告(續)

Key Audit Matter

關鍵審核事項

How our audit addressed the Key Audit Matter

吾等的審核如何處理該事項

(i) Impairment assessment on property, plant and equipment (Continued)

(i) 物業、廠房及設備減值評估(續)

For the purpose of assessing the recoverable amount of the property, plant and equipment, the directors (the "Directors") performed an assessment (the "Impairment Assessment") with reference to certain valuations prepared by an independent professional valuer to determine the recoverable amount (i.e. the higher of fair value less costs of disposal ("FV Less Cost of Disposal") and value in use ("VIU")), which required significant judgement to determine the key assumptions. The FV Less Cost of Disposal was determined by the cost approach method, with key assumptions adopted in the underlying property, plant and equipment including (i) market price of the land in similar location; (ii) price index; (iii) scrap value; and (iv) economic useful life of each of property, plant and equipment. VIU was determined by the present value of future cash flows, with key assumptions were adopted including (i) turnover growth rate; (ii) gross profit margin; (iii) terminal growth rate; (iv) discount rate; and (v) future plan and usage of the construction in progress. Such assumptions and valuation technique involves significant unobservable inputs.

為評估物業、廠房及設備之可收回金額，貴公司董事(「董事」)已參考獨立專業估值師編制的若干估值以進行評估(「減值評估」)，以釐定可收回金額(即公平值減出售成本(「公平值減出售成本」)與使用價值(「使用價值」)兩者之較高者)，其需要重大判斷以釐定主要假設。公平值減出售成本乃按成本法、相關物業、廠房及設備所採用之主要假設釐定，包括(i)類似地段的土地市場價格；(ii)價格指數；(iii)廢料價值；及(iv)物業、廠房及設備的經濟使用壽命。使用價值由未來現金流量的淨現值釐定，採用的主要假設包括：(i)營業額增長率；(ii)毛利率；(iii)終端增長率；(iv)貼現率；及(v)在建工程的未來計劃及使用情况。此等假設及估值技術涉及重大不可觀察輸入數據。

For this reason, we identified the impairment assessment of the property, plant and equipment as a key audit matter.

因此，吾等識別到，物業、廠房及設備之減值評估為關鍵審計事項。

— Checking with the comparable data through internal or external sources, the relevance of the recent market price of the land in similar locations and price index;

— 通過內部或外部資源核查有關相似地段之土地及樓宇之近期市價及價格指數；

— Evaluating the reasonableness and appropriateness of the key assumptions adopted, including (i) scrap value and (ii) economic useful life of each of the property, plant and machinery items;

— 評估採用關鍵假設的合理性及適當性，包括(i)廢料價值及(ii)各物業、廠房及設備項目之經濟使用壽命；

— Assessing the historical accuracy and reasonableness in the discounted cash flow forecasts and sought appropriate evidence for the major assumptions, including (i) turnover growth rate; (ii) gross profit margin; (iii) terminal growth rate; and (iv) discount rate; and

— 評估貼現現金流量預測的歷史準確性，並為主要假設尋求適當的證據，該等主要假設包括：(i)營業額增長率；(ii)毛利率；(iii)終端增長率；及(iv)貼現率；及

— Recalculating the amount of the impairment on the property, plant and equipment and assessing the sufficiency of the impairment as at 31 December 2020.

— 重新計算物業、廠房及設備的減值金額，並評估於二零二零年十二月三十一日減值的充足性。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

Key Audit Matter

關鍵審核事項

How our audit addressed the Key Audit Matter

吾等的審核如何處理該事項

(ii) Allowance for impairment of the trade receivables

(ii) 貿易應收款項之減值撥備

Reference is made to notes 2 and 3 to the consolidated financial statements for the Directors' disclosures of the related accounting policies, judgements and estimates, respectively, and note 18 to the consolidated financial statements for further information.

請參閱綜合財務報表附註2及3有關董事分別披露之披露相關會計政策、判斷及估計及綜合財務報表附註18有關進一步資料。

The carrying amount of the Group's trade receivables was approximately RMB55,489,000 (net of impairment of approximately RMB22,339,000) as at 31 December 2020.

於二零二零年十二月三十一日，本集團的貿易應收款項的賬面值約為人民幣55,489,000元(扣除減值約人民幣22,339,000元)。

During the year, the Group has provided an allowance for impairment of trade receivables of approximately RMB3,068,000.

年內，貴集團就貿易應收款項減值計提撥備約人民幣3,068,000元。

Our procedures in relation to management's assessment of the allowance for impairment of the trade receivables included:

吾等就管理層對貿易應收款項之減值撥備之評估的程序包括：

- Discussing with management and the independent professional valuer to understand the basis of valuation approach and methodology;
- 與管理層及獨立專業估值師討論，了解估值方法及方式的基準；
- Challenging the management and the independent professional valuer on the adoption of the assumptions and estimates in the valuation;
- 就於估值採納的假設及估計質詢管理層及獨立專業估值師；
- Evaluating the independence, professionalism and the accuracy of the work performed by the independent professional valuer;
- 評估獨立專業估值師進行工作的獨立性、專業性及準確性；

Independent Auditors' Report (Continued)

獨立核數師報告(續)

Key Audit Matter

關鍵審核事項

How our audit addressed the Key Audit Matter

吾等的審核如何處理該事項

(ii) Allowance for impairment of the trade receivables (Continued)

(ii) 貿易應收款項之減值撥備(續)

For the purpose of assessing the expected credit losses (“ECL”), the Directors engaged an independent professional valuer to perform a valuation (the “ECL on Trade Receivables Valuation”) regarding ECL on trade receivables based on the Directors’ assumptions which required significant judgement to determine the key assumptions underlying the ECL on Trade Receivables Valuation, including (i) estimated credit loss rates (“CLR”) for each category of trade receivables; (ii) ageing of the trade receivables; (iii) overdue balances; (iv) information regarding the ability and intent of the debtor to pay and historical data on default rates; and (v) shared credit risk characteristics of trade receivables groups and market conditions. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information.

就評估預期信貸虧損(「預期信貸虧損」)而言，董事委聘獨立專業估值師根據董事的假設對應收貿易款項的預期信貸虧損進行估值(「估值應收貿易款項的預期信貸虧損」)，其需要作出重大判斷才能確定關於應收賬款評估的預期信貸虧損的主要假設，包括(i)各類貿易應收款項估計信貸虧損率(「信貸虧損率」)；(ii)貿易應收款項的賬齡；(iii)逾期結餘；(iv)有關債務人支付能力及意圖的資料以及違約率的過往記錄；及(v)貿易應收款項組別的共同信貸風險特點。貴集團會校正矩陣以按前瞻性資料調整過往信貸虧損經驗。

For this reason, we identified the allowance for ECL of trade receivables as a key audit matter.

由於上述原因，吾等識別應收貿易款項之預期信貸虧損撥備為關鍵審核事項。

Evaluating the reasonableness and appropriateness of the ECL on Trade Receivable Valuation and the assumptions, information and parameters used in the model, including the CLR and forward-looking factors;

評估應收貿易款項估值預期信貸虧損的估值模式以及該模式所用的假設、資料及參數(包括信貸虧損率及前瞻性因素)的合理性及適當性；

Checking the information used by management to develop the provision matrix including ageing analysis of trade receivables, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices;

抽樣檢查管理層所用資料，以制定包括應收貿易款項的賬齡分析的撥備矩陣，方式為將分析中的個別項目與相關銷售發票進行比較；

Checking settlement from customers subsequent to the year end relating to the trade receivables as at 31 December 2020 on a sample basis; and

抽樣檢查於年度末後有關於二零二零年十二月三十一日的應收貿易款項的客戶結算金額；及

Recalculating the allowance for ECL of the trade receivables, if any, and assessing the sufficiency of the allowance as at 31 December 2020.

重新計算應收貿易款項的預期信貸虧損撥備(如有)，並評估於二零二零年十二月三十一日撥備的充足性。

Independent Auditors' Report (continued)

獨立核數師報告(續)

Key Audit Matter

關鍵審核事項

How our audit addressed the Key Audit Matter

吾等的審核如何處理該事項

(iii) Provision for inventories

(iii) 存貨撥備

Reference is made to notes 2 and 3 to the consolidated financial statements for the Directors' disclosures of the related accounting policies, judgements and estimates, respectively, and note 17 to the consolidated financial statements for further information.

請參閱綜合財務報表附註2及3分別有關董事分別披露之相關會計政策、判斷及估計及綜合財務報表附註17有關進一步資料。

The carrying amount of the Group's inventories was approximately RMB115,134,000 (net of provision for RMB13,998,000 (the "Provision for Inventories")) as at 31 December 2020.

於二零二零年十二月三十一日，貴集團的存貨賬面值約為人民幣115,134,000(扣除存貨撥備人民幣13,998,000元(「存貨撥備」))。

During the year, the Group has written back inventories of approximately RMB2,910,000.

於年內，本集團回撥存貨約人民幣2,910,000元。

For the purpose of assessing the Provision for Inventories, the Directors performed an assessment (the "Inventories Assessment") including the provision for obsolete or slow moving inventories at each period end which required significant judgement to determine the Provision for Inventories, including (i) estimated selling prices less costs to sell; (ii) condition of products; (iii) ageing of inventories; and (iv) latest selling price.

就評估存貨撥備而言，董事進行評估(「存貨評估」)，包括於每個期末就陳舊或滯銷存貨作出撥備，而釐定存貨撥備需要作出重大判斷，包括(i)估計售價減銷售成本；(ii)產品狀況；(iii)存貨賬齡及(iv)最近期售價。

For this reason, we identified the Provision for Inventories as a key audit matter.

由於上述原因，吾等識別存貨撥備為關鍵審核事項。

Our procedures in relation to management's determination of Provision for Inventories included:

吾等就管理層釐定存貨撥備進行的程序包括：

- Discussing with management to understand the basis of the Provision for Inventories;
- 與管理層討論，以了解存貨撥備的依據；
- Challenging the management on the adoption of the assumptions and estimates in the Inventories Assessment;
- 就於存貨評估採納的假設及估計質詢管理層；
- Identifying any old or damaged inventories during the physical inventory count;
- 在進行實物存貨盤點時識別出較舊或損壞存貨；
- Testing, on a sample basis, the accuracy of the ageing profile of inventory items by checking to the underlying procurement information and invoices;
- 採用抽樣方式檢查相關採購資料和發票來測試存貨項目賬齡的準確性；
- Testing, on a sample basis, the net realisable value of selected inventory items, by comparing the carrying amount of the inventory items against their selling prices subsequent to the year end or closest to year end; and
- 採用抽樣方式比較所選存貨項目的賬面值與其於年末後或最接近年末時的售價，對所選存貨項目的可變現淨值進行測試；及
- Recalculating the Provision for Inventories and assessing its sufficiency as at 31 December 2020.
- 重新計算存貨撥備，並評估於二零二零年十二月三十一日其充足性。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

OTHER INFORMATION IN THE ANNUAL REPORT

The Directors of the Company are responsible for the other information. The other information comprises the information included in the Group's annual report, other than the consolidated financial statements and our auditors' report thereon.

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

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

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

年報之其他資料

貴公司董事須對其他資料承擔責任。其他資料包括載於 貴集團年報的資料，除了綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若吾等基於已進行的工作認為其他資料出現重大錯誤陳述，吾等須報告有關事實。就此，吾等毋須作出報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會所頒佈之國際財務報告準則及香港公司條例的披露要求，編製真實而公平地反映情況的綜合財務報表，及董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，貴公司董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)。除非 貴公司董事擬將 貴公司清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

貴公司董事亦負責監督 貴集團財務報告流程。審計委員會協助 貴公司董事履行彼等職責。

Independent Auditors' Report (continued)

獨立核數師報告(續)

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

核數師就審核綜合財務報表須承擔的責任

吾等的目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告，僅向整體股東報告，不作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔任何責任。

合理確定屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審計的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審計程序以應對該等風險以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，惟並非旨在對貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂吾等意見。吾等結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團中實體或業務活動的財務資料獲取充分、適當的審計證據，以對綜合財務報表發表意見。吾等負責集團審計的方向、監督和執行。吾等僅為審計意見承擔責任。

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

吾等與審計委員會溝通了(其中包括)計劃的審計範圍、時間安排、重大審計發現等事項，包括吾等在審計期間識別出內部控制的任何重大缺陷。

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

吾等還向審計委員會提交聲明，說明吾等已符合有關獨立性的相關職業道德要求，並與他們溝通所有可能合理地被認為會影響吾等獨立性的關係和其他事項，以及在適用的情況下，消除威脅的行動或採取的防範措施。

Independent Auditors' Report (continued)

獨立核數師報告(續)

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

The engagement director on the audit resulting in this independent auditors' report is Chan Yuk Tong.

從與董事溝通的事項中，吾等決定那些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。吾等會在核數師報告中描述這些事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期在吾等報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，吾等將不會在此等情況下在報告中溝通該事項。

出具獨立核數師報告之審計項目董事為陳育棠。

Ascenda Cachet CPA Limited

Certified Public Accountants

Chan Yuk Tong

Practising Certificate No. P03723

Hong Kong

31 March 2021

天健德揚會計師事務所有限公司

執業會計師

陳育棠

執業證書號碼：P03723

香港

二零二一年三月三十一日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列示)

		Notes 附註	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Revenue	收入	4	492,589	694,052
Cost of sales	銷售成本	6(c)	(488,151)	(685,428)
Gross profit	毛利		4,438	8,624
Other revenue	其他收入	5(a)	17,626	19,856
Other net loss	其他虧損淨額	5(b)	(36,225)	(4,700)
Selling and distribution expenses	銷售及分銷開支		(21,721)	(25,565)
Administrative expenses	行政開支		(57,651)	(48,330)
Gain on bargain purchase	議價收購收益	25	697	–
Expected credit loss on financial assets	金融資產的預期信貸虧損	18	(3,933)	(12,774)
Loss from operations	經營虧損		(96,769)	(62,889)
Finance costs	融資成本	6(a)	(162)	(1,815)
Share of (losses)/profits of associates	分佔聯營公司(虧損)/溢利		(287)	401
Loss before tax	除稅前虧損	6	(97,218)	(64,303)
Income tax credit/(expense)	所得稅抵免/(開支)	7(a)	4,119	(168)
Loss for the year	年內虧損		(93,099)	(64,471)
Loss per share	每股虧損			
Basic and diluted (RMB)	基本及攤薄(人民幣)	10	(0.128)	(0.104)

The notes on pages 73 to 224 form part of these consolidated financial statements.

第73頁至第224頁的附註為本綜合財務報表的一部分。

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
(Expressed in Renminbi) (以人民幣列示)

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Loss for the year	年內虧損	(93,099)	(64,471)
Other comprehensive income, net of tax	其他全面收益(扣除稅項)		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目：</i>		
Exchange differences on translation of financial statements of foreign operations	換算海外業務財務報表產生的匯兌差額	2,262	(258)
<i>Item that will not be reclassified subsequently to profit or loss:</i>	<i>其後不會重新分類至損益的項目：</i>		
Equity investment designated at fair value through other comprehensive income:	指定為按公平值計入其他全面收益的股本投資：		
— Changes in fair value	— 公平值變動	(648)	(219)
— Income tax effect	— 所得稅影響	97	33
Other comprehensive income for the year, net of tax	年內其他全面收益(扣除稅項)	1,711	(444)
Total comprehensive income for the year	年內全面收益總額	(91,388)	(64,915)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2020 於二零二零年十二月三十一日
(Expressed in Renminbi) (以人民幣列示)

			2020	2019
			二零二零年	二零一九年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	450,260	495,794
Non-current deposits for acquisitions of property, plant and equipment	收購物業、廠房及設備的非即期按金	12	1,907	11,074
Interests in associates	於聯營公司的權益	13	–	15,666
Other financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的其他金融資產	14	2,400	3,048
Deferred tax assets	遞延稅項資產	16	1,025	890
			455,592	526,472
Current assets	流動資產			
Inventories	存貨	17	115,134	225,406
Trade and other receivables	貿易及其他應收款項	18	134,800	144,830
Other financial assets at fair value through profit or loss	按公平值計入損益之其他金融資產	14	29,174	791
Derivatives financial instruments	衍生金融工具	19	1,619	310
Pledged deposits	已抵押存款	20	4,590	7,612
Cash and cash equivalents	現金及現金等價物	21(a)	137,969	76,024
			423,286	454,973
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	22	37,132	48,352
Derivatives financial instruments	衍生金融工具	19	157	699
Lease liabilities	租賃負債	23	23	187
Tax payables	應付稅項		22,451	26,717
			59,763	75,955

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

At 31 December 2020 於二零二零年十二月三十一日
(Expressed in Renminbi) (以人民幣列示)

		Notes 附註	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Net current assets	流動資產淨值		363,523	379,018
Total assets less current liabilities	總資產減流動負債		819,115	905,490
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	23	53	32
Debentures	債券	24	4,535	18,035
Deferred tax liabilities	遞延稅項負債	16	1,925	1,790
			6,513	19,857
NET ASSETS	資產淨值		812,602	885,633
EQUITY	權益			
Share capital	股本	27(b)	32,591	25,544
Reserves	儲備		780,011	860,089
TOTAL EQUITY	權益總額		812,602	885,633

Approved and authorised for issue by the board of directors on 31 March 2021.

於二零二一年三月三十一日獲董事會批准及授權刊發。

Wu Zheyang

吳哲彥

Director

董事

Xie Qingmei

謝清美

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
(Expressed in Renminbi) (以人民幣列示)

		Share capital 股本 RMB'000 人民幣千元 (note 27(b)) (附註27(b))	Share premium 股份溢價 RMB'000 人民幣千元 (note 27(c)(i)) (附註27(c)(i))	Exchange reserve 匯兌儲備 RMB'000 人民幣千元 (note 27(c)(iii)) (附註27(c)(iii))	Statutory reserve 法定儲備 RMB'000 人民幣千元 (note 27(c)(iii)) (附註27(c)(iii))	Fair value reserve 公平值儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
At 1 January 2019	於二零一九年一月一日	25,544	677,305	14,477	55,107	656	177,459	950,548
Changes in equity for 2019: 二零一九年權益變動:								
Loss for the year	年內虧損	-	-	-	-	-	(64,471)	(64,471)
Other comprehensive income for the year, net of tax	年內其他全面收益(扣除稅項)	-	-	(258)	-	(186)	-	(444)
Total comprehensive income for the year	全面收益總額	-	-	(258)	-	(186)	(64,471)	(64,915)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	25,544	677,305	14,219	55,107	470	112,988	885,633
Changes in equity for 2020: 二零二零年權益變動:								
Loss for the year	年內虧損	-	-	-	-	-	(93,099)	(93,099)
Other comprehensive income for the year, net of tax	年內其他全面收益(扣除稅項)	-	-	2,262	-	(551)	-	1,711
Total comprehensive income for the year	年內全面收益總額	-	-	2,262	-	(551)	(93,099)	(91,388)
Issue of new shares (note 24(i))	發行新股份(附註24(i))	5,242	7,338	-	-	-	-	12,580
Shares issued under share award scheme (note 28)	根據股份獎勵計劃發行股份(附註28)	1,805	3,972	-	-	-	-	5,777
		7,047	11,310	-	-	-	-	18,357
At 31 December 2020	於二零二零年十二月三十一日	32,591	688,615	16,481	55,107	(81)	19,889	812,602

Consolidated Cash Flow Statement

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
(Expressed in Renminbi) (以人民幣列示)

			2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Operating activities	經營活動			
Cash generated from operations	經營業務所得現金	21(b)	90,360	129,411
Income tax (paid)/refunded	(已付)/已退還所得稅		(50)	185
Net cash generated from operating activities	經營活動所得現金淨額		90,310	129,596
Investing activities	投資活動			
Payment for the purchase of property, plant and equipment	就購買物業、廠房及設備付款		(6,602)	(10,529)
Interest received	已收利息		3,344	347
Decrease in pledged deposits	已抵押存款減少		3,017	10,472
Dividend income received	已收股息收入		983	531
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		-	561
Acquisition of a subsidiary	收購一間附屬公司	25	(1,627)	-
Purchases of other financial assets	購買其他金融資產	14(b)	(30,007)	-
Net proceeds from other financial assets	其他金融資產所得款項淨額		423	-
Repayment of amount due to an associate	償還一間聯營公司應付款項		96	-
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額		(30,373)	1,382
Financing activities	融資活動			
Proceeds from new bank loans	新增銀行貸款所得款項		-	87,471
Repayments of bank loans	償還銀行貸款		-	(178,623)
Interest paid	已付利息		(124)	(1,803)
Repayments of lease liabilities	償還租賃負債	23	(215)	(158)
Net cash used in financing activities	融資活動所用現金淨額		(339)	(93,113)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額		59,598	37,865
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物		76,024	38,000
Effect of foreign exchange rate changes	匯率變動的影響		2,347	159
Cash and cash equivalents at 31 December	於十二月三十一日的現金及現金等價物	21(a)	137,969	76,024

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

1. GENERAL INFORMATION

China Environmental Technology and Bioenergy Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 17 October 2011 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company was listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 6 July 2012. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and the principal place of business in Hong Kong is located at Unit 810, 8/F, 212 Texaco Road, Tsuen Wan, Hong Kong.

The consolidated financial statements for the year ended 31 December 2020 comprise the financial statements of the Company and its subsidiaries (together referred to as the “Group”). The consolidated financial statements were authorised for issue by the directors of the Company (the “Directors”) on 31 March 2021.

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

- Manufacturing and sales of wooden products
- Retail sales of outdoor wooden products
- Manufacturing and sales of renewable energy products

Details of the ultimate holding company and immediate holding company of the Company are set out in note 36 to the consolidation financial statements.

1. 一般資料

中科生物控股有限公司(「本公司」)於二零一一年十月十七日根據開曼群島法例第22章公司法(一九六一年法例第3號，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司於二零一二年七月六日在香港聯合交易所有限公司(「聯交所」)上市。本公司註冊辦事處為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。香港主要營業地點為香港荃灣德士古道212號8樓810室。

截至二零二零年十二月三十一日止年度的綜合財務報表包括本公司及其附屬公司(統稱「本集團」)的財務報表。綜合財務報表獲本公司董事(「董事」)於二零二一年三月三十一日授權刊發。

年內，本集團從事以下主要業務：

- 生產及銷售木製品
- 零售戶外木製品
- 生產及銷售再生能源產品

本公司最終控股公司及直接控股公司之詳情於綜合財務報表附註36中載列。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations) promulgated by the International Accounting Standards Board (“IASB”) and the requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). A summary of the significant accounting policies adopted by the Group is set out below.

(b) Basis of preparation of the consolidated financial statements

These consolidated financial statements are presented in RMB, rounded to the nearest thousand. The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis except that equity investment at fair value through other comprehensive income and other financial assets at fair value through profit or loss are stated at their fair value (note 2(m)).

The preparation of the consolidated financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

2. 重大會計政策

(a) 合規聲明

此等財務報表乃按照國際會計準則委員會(「國際會計準則委員會」)頒佈的國際財務報告準則(「國際財務報告準則」)(包括一切國際財務報告準則)、國際會計準則(「國際會計準則」)及詮釋，以及香港公司條例規定編製。此等綜合財務報表亦符合香港聯合交易所有限公司證券上市規則(「上市規則」)的適用披露條文。本集團採納的重大會計政策摘要載列如下。

(b) 財務報表編製基準

此等綜合財務報表乃以人民幣呈報，並四捨五入至最接近千元。編製財務報表所採用的計量基準為歷史成本法，惟按公平值計入其他全面收益計量之股本投資及其他按公平值計入損益計量之其他金融資產乃以公平值列賬(附註2(m))。

根據國際財務報告準則，於編製財務報表時，管理層必須作出影響政策應用及資產、負債、收入及費用呈報金額的判斷、估計及假設。該等估計及相關假設乃根據過往經驗及在各種情況下被視為合理的各種其他因素為基礎，有關結果作為對無法自其他來源獲得的資產及負債的賬面值作出判斷的依據。實際結果可能有別於該等估計。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Basis of preparation of the consolidated financial statements (Continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are discussed in note 3.

(c) Adoption of new/revised IFRSs — effective 1 January 2020

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

Amendments to IFRS 3	Definition of a Business
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform
Amendments to IAS 1 and IAS 8	Definition of Material

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

2. 重大會計政策(續)

(b) 財務報表編製基準(續)

該等估計及相關假設會持續予以審閱。如會計估計的修訂僅對作出修訂的期間產生影響，則有關修訂僅會在該期間內確認；如會計估計的修訂對現時及未來期間均產生影響，則會在作出該修訂期間和未來期間內確認。

管理層採納國際財務報告準則時所作對綜合財務報表有重大影響的判斷以及估計不明朗因素的主要來源在附註3中討論。

(c) 採納新訂／經修訂國際財務報告準則 — 自二零二零年一月一日起生效

本集團已對本年度財務報表首次採納二零一八年度財務報告之概念框架及以下經修訂國際財務報告準則。

國際財務報告準則第3號 之修訂	業務之定義
國際財務報告準則第9號 國際會計準則第39號及 國際財務報告準則 第7號之修訂	利率基準改革
國際會計準則第1號及 國際會計準則第8號	重大之定義

二零一八年財務報告之概念框架及經修訂國際財務報告準則的性質及影響描述如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

- (c) Adoption of new/revised IFRSs — effective 1 January 2020 (Continued)

Conceptual Framework for Financial Reporting 2018 (the “Conceptual Framework”)

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

2. 重大會計政策(續)

- (c) 採納新訂／經修訂國際財務報告準則 — 自二零二零年一月一日起生效(續)

二零一八年財務報告之概念框架(「概念框架」)

概念框架就財務報告及準則之制訂提供一套完整概念，並為財務報告編製者制訂一致之會計政策提供指引，協助各方理解及解讀準則。概念框架包括有關計量及報告財務表現之新章節，有關資產及負債終止確認之新指引，以及更新了有關資產及負債定義及確認之準則。該框架亦闡明管理、審慎及計量不確定性在財務報告中之作用。概念框架並非準則，其中包含之任何概念均不會凌駕任何準則中之概念或要求之上。概念框架對本集團之財務狀況及表現並無產生任何重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

- (c) Adoption of new/revised IFRSs — effective 1 January 2020 (Continued)

Amendments to IFRS 3

Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group has applied the amendments prospectively to transactions or other events that occurred on or after 1 January 2020. The amendments did not have any impact on the financial position and performance of the Group.

2. 重大會計政策(續)

- (c) 採納新訂／經修訂國際財務報告準則 — 自二零二零年一月一日起生效(續)

國際財務報告準則第3號之修訂

國際財務報告準則第3號的修訂闡明並提供了有關業務的定義的額外指引。該修訂闡明就被視為一項業務的一套綜合活動及資產而言，其必須至少包括可對創造產出能力有重大貢獻的投入及實質性進程。在不包括創造產出所需的所有投入及進程的情況下，一項業務仍能存在。該修訂取消了原有對市場參與者是否有能力收購業務並持續產出之能力之評估要求。相反，重點在於收購的投入及收購的實質性進程是否共同對創造產出的能力有重大貢獻。該修訂亦縮小產出的定義，注重向客戶提供的產品或服務、投資收入或來自普通業務的其他收入。此外，該修訂提供評估收購的進程是否屬實質的指引，並引入一個可選的公平值集中性測試，該測試可簡化評估一套收購的活動及資產是否並非為業務。本集團已就於二零二零年一月一日或之後發生的交易或其他事件前瞻性應用該等修訂。該等修訂對本集團的財務狀況及表現並無任何影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

- (c) Adoption of new/revised IFRSs — effective 1 January 2020 (Continued)

Amendments to IFRS 9, IAS 39 and IFRS 7

Amendments to IFRS 9, IAS 39 and IFRS 7 address issues affecting financial reporting in the period before the replacement of an existing interest rate benchmark with an alternative risk-free rate (“RFR”). The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before introduction of the alternative RFR. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments did not have any impact on the financial position and performance of the Group as the Group does not have any interest rate hedging relationships.

Amendments to IAS 1 and IAS 8

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

2. 重大會計政策(續)

- (c) 採納新訂／經修訂國際財務報告準則 — 自二零二零年一月一日起生效(續)

國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號之修訂

國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號的修訂旨在於現行利率基準被可替代無風險利率(「無風險利率」)替代前期間內解決影響財務申報之問題。該等修訂提供可在引入可替代無風險利率前的不確定期限內繼續進行對沖會計處理的暫時性補救措施。此外，該等修訂規定公司須向投資者提供有關直接受該等不確定因素影響的對沖關係的額外資料。由於本集團並無任何利率對沖關係，故該等修訂對本集團的財務狀況及表現並無任何影響。

國際會計準則第1號及國際會計準則第8號之修訂

國際會計準則第1號及國際會計準則第8號的修訂提供新的重大性的定義。新定義載明有關資料遺漏、錯誤陳述或令人費解則可能合理預期會對一般用途財務報表的主要使用者基於該等財務報表作出決定造成影響的，則屬重大性資料。該等修訂闡明重大性將取決於資料的性質或重要程度或兩者皆有。該等修訂對本集團的財務狀況及表現並無任何重大影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2020. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

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

2. 重大會計政策(續)

(d) 綜合基準

綜合財務報表包括本集團截至二零二零年十二月三十一日止年度的財務報表。附屬公司乃一間由本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(即本集團獲賦予能力以主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

倘本公司直接或間接擁有少於投資對象大多數投票權或類似權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

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

附屬公司採用與本公司一致的會計政策編製相同報告期間的財務報表。附屬公司的業績由本集團獲得控制權之日起予以綜合，直至該控制權停止當日止。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Basis of consolidation (Continued)

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

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

2. 重大會計政策(續)

(d) 綜合基準(續)

本集團母公司及非控股權益擁有人須分擔損益和其他全面收入的各個分類，即使由此引致非控股股東權益結餘為負數。本集團成員公司之間交易所產生的所有集團內資產和負債、權益、收入、支出和現金流均在綜合賬目時全數對銷。

倘事實和情況顯示上文所述的三項控制因素之一項或多項出現變動，本集團會重新評估其是否控制投資對象。附屬公司的所有權權益變動（沒有失去控制權），按權益交易入賬。

倘本集團失去對一間附屬公司的控制權，則其確認(i)該附屬公司的資產(包括商譽)和負債、(ii)任何非控股股東權益的賬面價值和(iii)在權益內記錄的累計匯兌差額；以及確認(i)所收代價的公平值、(ii)任何保留的投資的公平值和(iii)任何因此於損益中產生的盈餘或虧損。以前在其他全面收入內確認的本集團應佔部份按倘本集團直接出售相關資產或負債時要求的相同基準適當地重新分類至損益或保留溢利。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated statement of comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where recognised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

2. 重大會計政策(續)

(e) 投資至聯營公司

聯營公司是集團擁有一般不少於20%股份投票權的長期權益，並可對其發揮重大影響力的實體。重大影響是參與被投資者的財務及經營決策的權力，但不控制或共同控制該等政策。

按權益會計法，本集團於聯營公司的投資，以本集團應佔淨資產減任何減值虧損，於綜合財務狀況表列賬。任何可能存在的相異會計政策已作出相應調整使之貫徹一致。

本集團應佔聯營公司收購後業績及其他全面收益分別計入綜合損益及綜合全面收益表。此外，倘直接於聯營公司的權益確認有關變動，則本集團會於綜合權益變動表確認其應佔任何變動(如適用)。本集團與其聯營公司間交易的未變現收益及虧損將以本集團於聯營公司的投資為限對銷，惟倘未確認虧損為所轉讓資產減值的憑證。收購聯營公司的商譽列為本集團於聯營公司或合營企業的投資的一部分。

當於聯營公司的投資被分類為持作出售，其根據國際財務報告準則第5號持作出售的非流動資產及已終止經營業務列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

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

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

2. 重大會計政策(續)

(f) 業務合併及商譽

業務合併乃使用收購法入賬。所轉讓之代價乃以收購日期之公平值計量，該公平值為本集團所轉讓之資產、本集團對被收購方之前擁有人承擔之負債及本集團發行以換取被收購方控制權之股權於收購日期之公平值之總和。就各業務合併而言，本集團可選擇以公平值或被收購方可識別資產淨值之應佔比例，計算於被收購方屬現時擁有權權益且於清盤時賦予其持有人按比例分佔資產淨值之被收購方非控股權益。非控股權益之所有其他部份按公平值計量。收購相關成本於產生時支銷。

當所收購的一組活動及資產包含共同對創造產出的能力有重大貢獻的一項投入及一項實質性程序，本集團認為其已收購一項業務。

當本集團收購一項業務時，會根據合約條款，於收購日期之經濟環境及相關條件評估所承擔之金融資產及負債，以作出適當之分類及指定用途，其中包括將被收購方主合約中之內含衍生工具進行分離。

若業務合併分階段進行，則先前所持股權按收購日期公平值重新計量，所產生之任何收益或虧損於損益確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Business combinations and goodwill

(Continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

2. 重大會計政策(續)

(f) 業務合併及商譽(續)

收購方擬轉讓之任何或然代價將按收購日期之公平值確認。分類為資產或負債之或然代價按公平值計量，公平值之變動於損益內確認。分類為權益之或然代價並無重新計量，而其後結算於權益中入賬。

商譽初步按成本值計算，即已轉讓代價，就非控股權益確認之數額及本集團先前持有之被收購方股權之任何公平值之總和，超逾所收購可識別資產淨值及所承擔可識別負債淨值之差額。如有關代價及其他項目之總和低於所收購資產淨值之公平值，則於重新評估後其差額將於損益內確認為議價收購收益。

於初步確認後，商譽按成本值減任何累計減值虧損計量。商譽須每年進行減值測試，倘出現任何事件或情況有變顯示賬面值可能減少，則會更頻密地進行測試。本集團於十二月三十一日進行商譽之年度減值測試。為進行減值測試，因業務合併而收購之商譽乃自收購日期起分配至預期可自合併之協同效益中獲益之本集團各現金產生單位或現金產生單位組別，而不論本集團其他資產或負債會否轉撥至該等單位或單位組別。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Business combinations and goodwill

(Continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

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

(g) Fair value measurement

The Group measures its derivative financial instruments and other financial assets at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2. 重大會計政策(續)

(f) 業務合併及商譽(續)

減值透過對與商譽有關之現金產生單位(現金產生單位組別)之可收回數額進行評估而釐定。倘現金產生單位(現金產生單位組別)之可收回數額低於賬面值，則確認減值虧損。就商譽確認之減值虧損不會於隨後期間撥回。

倘商譽已分配至現金產生單位(或現金產生單位組別)並出售該單位內之部份業務，則於釐定出售之盈虧時，與所出售業務有關之商譽乃計入該業務賬面值。於該等情況下出售之商譽，按所出售業務及所保留現金產生單位部份之相對價值計算。

(g) 公平值計量

本集團於各報告期末按公平值計量其衍生金融工具及其他金融資產。公平值為市場參與者於計量日在有序交易中出售資產所收取之價格或轉讓負債所支付之價格。公平值計量乃根據假設出售資產或轉讓負債之交易在資產或負債之主要市場或(在無主要市場之情況下)在資產或負債之最具優勢市場進行而作出。主要或最具優勢市場必須為本集團可進入之市場。資產或負債之公平值乃按假設市場參與者於資產或負債定價時會以最佳經濟利益行事計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Fair value measurement (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, recognises the use of relevant observable inputs and recognises the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are recognised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- | | | |
|---------|---|---|
| Level 1 | — | based on quoted prices (unadjusted) in active markets for identical assets or liabilities |
| Level 2 | — | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly |
| Level 3 | — | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable |

2. 重大會計政策(續)

(g) 公平值計量(續)

非金融資產之公平值計量經計及市場參與者透過以最大限度利用資產以達致最佳用途或將資產出售予將以最大限度利用資產以達致最佳用途之另一名市場參與者而產生經濟效益之能力。

本集團使用在屬適當情況下且具備充足數據可供計量公平值之估值方法，以確認相關可觀察輸入數據及確認不可觀察輸入數據。

所有其公平值會被計量或於財務報表披露之資產及負債乃按整體對公平值計量屬重要之最低級別輸入數據在下列公平值等級內確認：

- | | | |
|-----|---|-------------------------------------|
| 第一級 | — | 基於相同資產或負債於活躍市場之報價(未經調整) |
| 第二級 | — | 基於對公平值計量屬重要之最低級別輸入數據均可直接或間接被觀察之估值方法 |
| 第三級 | — | 基於對公平值計量屬重要之最低級別輸入數據為不可觀察之估值方法 |

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Fair value measurement (Continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(h) Impairment of non-financial assets

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

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

2. 重大會計政策(續)

(g) 公平值計量(續)

就經常於財務報表確認之資產及負債而言，本集團透過於各報告期末重新評估分類(基於整體對公平值計量屬重要之最低級別輸入數據)釐定等級內各級之間有否出現轉換。

(h) 非金融資產減值

倘有跡象顯示出現減值，或需要進行每年資產(不包括存貨、合約資產、遞延稅項資產及金融資產)減值測試，則會估計資產之可收回數額。獨立資產可收回數額之計算方法以資產或現金產生單位之使用價值與其公平值減出售成本兩者之較高者為準。倘資產未能產生很大程度上獨立於其他資產或資產組合之現金流入，在此情況下則釐定資產所屬現金產生單位之可收回數額。

減值虧損僅可在資產賬面值超過其可收回數額時方獲確認。在評估使用價值時，會以可反映現時市場對金錢時間值及該資產特有風險評估之稅前折現率折現至現值。減值虧損於產生期間內在損益內與已減值資產功能一致之支出類別內扣除。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Impairment of non-financial assets

(Continued)

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

(i) Related parties

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

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

2. 重大會計政策(續)

(h) 非金融資產減值(續)

於各報告期末，將評估是否有跡象顯示早前確認之減值虧損或不再存在或可能減少。倘出現有關跡象，則會估計可收回數額。早前就商譽以外資產確認之減值虧損，僅在用以釐定該資產可收回數額之估計數字出現變動時方會撥回，然而，有關數額將不會高於倘過往年度並無就資產確認減值虧損而應釐定之賬面值(扣除任何折舊／攤銷)。撥回之減值虧損於產生期間計入損益表。

(i) 關聯方

在下列情況下，另一方被視為與本公司有關連：

- (a) 個人或該個人的近親與本公司有關連：
 - (i) 對本公司控制或共同控制；
 - (ii) 對本公司具有重大影響；
或
 - (iii) 為本公司或本公司母公司的主要管理層人員；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Related parties (Continued)

or

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (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) and the sponsoring employers of the post-employment benefit plan;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2. 重大會計政策(續)

(i) 關聯方(續)

或

(b) 對方為符合以下任何情況的實體：

- (i) 該實體與本集團為同一集團的成員；
- (ii) 該實體系另一實體(或該另一實體的母公司、附屬公司或同系附屬公司)的聯營企業或合營企業；
- (iii) 該實體與本集團為同一第三方的合營企業；
- (iv) 某實體為第三方的合營企業而另一實體為第三方的聯營企業；
- (v) 該實體為離職後福利計劃，該計劃的受益人為本集團或與本集團有關的實體的僱員；(倘本集團本身為該計劃)及離職後福利計劃的贊助僱主；
- (vi) 該實體由(a)中所示的個人控制或共同控制；
- (vii) (a)(i)中所示的個人對該實體具有重大影響，或其為該實體(或該實體的母公司)主要管理層人員；及
- (viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs.

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

2. 重大會計政策(續)

(j) 物業、廠房及設備以及折舊

物業、廠房及設備(在建工程除外)乃按成本減累計折舊及任何減值虧損列賬。一項物業、廠房及設備的成本包括其購買價格及令該項資產達至其預期使用的運作狀況及運送至其位置的任何直接應計成本。物業、廠房及設備的自建項目成本包括材料成本、直接工資、拆卸及搬遷項目以及恢復資產所在地原貌的成本的初步估計(如有關)及適當比例的生產間接費用及借貸成本。

物業、廠房及設備項目投入運作後所產生之維修保養等支出，一般於產生期間自損益表扣除。在確認標準達成之情況下，主要檢測所產生之開支在該資產賬面值中資本化為重置。倘大部分物業、廠房及設備須不時重置，則本集團會將有關部分確認為具特定使用年期之個別資產，並相應計提折舊。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Property, plant and equipment and depreciation (Continued)

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

— Buildings	The shorter of the unexpired term of lease and their estimated useful lives, being no more than 20 years after the date of completion
— Leasehold improvement	Over the unexpired term of lease but no more than 5 years
— Plant and machinery	10 years
— Furniture, fittings and equipment	5 years
— Motor vehicles	5 years

Both the useful life of an asset and its residual value, if any, are reviewed annually.

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

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

2. 重大會計政策(續)

(j) 物業、廠房及設備以及折舊(續)

折舊乃以直線法按其估計可使用年期將物業、廠房及設備各個項目之成本撇銷至其剩餘值計算。就此所用主要年率如下：

— 樓宇	以未滿租約期與估計可使用年期較短者計算(即於竣工日期後不超過20年)
— 租賃物業裝修	以未滿租賃期限但不超過5年計算
— 廠房及機器	10年
— 傢俬、裝置及設備	5年
— 汽車	5年

資產的可使用年期及其剩餘價值(如有)每年均被檢討一次。

當一項物業、廠房及設備的各部分有不同可使用年期時，該項目的成本乃按合理基準在各部分之間分配，而各部分會個別折舊。剩餘價值及可使用年期至少於各財政年度末檢討及調整(如適用)。

物業、廠房及設備的項目(包括初始確認的任何重大部分)於出售或預期其使用或出售不會帶來任何未來經濟利益時終止確認。因出售或報廢而於該資產終止確認年度的損益表內確認的任何盈虧乃有關資產銷售所得款項淨額與賬面值的差額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Construction in progress

Construction in progress represents property, plant and equipment under construction and equipment pending installation, and is stated at cost less impairment losses. Cost comprises direct costs of construction and installation during the construction period. Capitalisation of these costs ceases and the construction in progress is transferred to property, plant and equipment when the asset is substantially ready for its intended use.

No depreciation is provided in respect of the construction in progress until it is substantially completed and ready for its intended use.

(l) Lease

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

Group as a lessee

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

2. 重大會計政策(續)

(k) 在建工程

在建工程指建造中的物業、廠房及設備以及待安裝的設備，按成本扣除減值虧損列賬。成本包括建造期間的直接建造及安裝成本。在資產大致上可作擬定用途時，該等成本將停止資本化，在建工程則撥入物業、廠房及設備項目內。

在建工程在大致竣工及可作擬定用途前，並不計提任何折舊。

(l) 租賃

本集團於合約開始時評估合約是否屬於或包含租賃。倘合約為換取代價而授予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

本集團作為承租人

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(l) Lease (Continued)

Group as a lessee (Continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Land use rights	Over the lease term
Leased properties	Over the lease term

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

2. 重大會計政策(續)

(l) 租賃(續)

本集團作為承租人(續)

(a) 使用權資產

於租賃開始日期(即相關資產可供使用當日)確認使用權資產。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債款額、初步已產生直接成本及於開始日期或之前作出的租賃付款減任何已收取租賃獎勵。倘適用，使用權資產的成本亦包括拆卸及移除相關資產或還原相關資產或該資產所在工地而產生的估計成本。使用權資產於其租期及估計可使用年期(以較短者為準)按直線法折舊，如下：

土地使用權	於租期內
租賃物業	於租期內

倘於租期結束時租賃資產的擁有權轉讓至本集團或成本反映購買權的行使，折舊則根據資產的估計可使用年期計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(l) Lease (Continued)

Group as a lessee (Continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

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

2. 重大會計政策(續)

(l) 租賃(續)

本集團作為承租人(續)

(b) 租賃負債

於租賃開始日期按租賃期內將作出的租賃付款現值確認租賃負債。租賃付款包括定額付款(含實質定額款項)減任何租賃獎勵應收款項、取決於指數或利率的可變租賃款項以及預期根據剩餘價值擔保支付的金額。

於計算租賃付款的現值時，因租賃內含利率無法確定，故本集團應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映了利息的增長，其減少則關乎所作出的租賃付款。此外，倘存在租期的修改、由指數或利率變動引起的未來租賃付款變動以及租期變動、租賃付款變動(例如指數或比率的變動導致未來租賃付款出現變動)或購買相關資產的選擇權評估變動，則重新計量租賃負債的賬面值。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(l) Lease (Continued)

Group as a lessee (Continued)

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

The Group applies the short-term lease recognition exemption to its short-term leases of office premise (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

2. 重大會計政策(續)

(l) 租賃(續)

本集團作為承租人(續)

(c) 短期租賃及低價值資產租賃

本集團對辦公室的短期租賃(即自開始日期起計之租期不超過12個月且不包括購買選擇權的租賃)應用短期租賃確認豁免。本集團亦對租賃低價值的辦公設備及手提電腦應用低價值資產租賃確認豁免。短期租賃及低價值資產租賃的租賃付款以直線法按租期確認為開支。

本集團作為出租人

當本集團作為出租人時，在租賃開始時(或發生租賃變更時)將其各租賃分類為經營租賃或融資租賃。

本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。當合約包含租賃及非租賃組成部分時，本集團以相對獨立的銷售價格為基礎將合約中的代價分配予各組成部分。租金收入於租期內按直線法列賬並因其經營性質計入損益表內的收益。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值，並於租期內按相同基準確認為租金收入。

向承租人轉讓與相關資產所有權有關的絕大部分風險和回報的租賃入賬為融資租賃。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

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

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

2. 重大會計政策(續)

(m) 投資及其他金融資產

初步確認及計量

金融資產於初步確認時分類為其後按攤銷成本，按公平值計入其他全面收益及按公平值計入損益計量。

於初步確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用不就重大財務融資成分的影響作出調整的可行權宜方法的貿易應收款項外，本集團初步按公平值加上(倘金融資產並非按公平值計入損益)交易成本計量金融資產。貿易應收款項並無重大融資成分或本集團已應用可行權宜方法根據下文「收益確認」所列政策以國際財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金利息(「純粹為支付本金及利息」)的現金流量。現金流量並非純粹為支付本金及利息之金融資產按公平值計入損益分類及計量，而不論業務模式。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Investments and other financial assets

(Continued)

Initial recognition and measurement (Continued)

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

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

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

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

2. 重大會計政策(續)

(m) 投資及其他金融資產(續)

初步確認及計量(續)

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。按攤銷成本計量及計量的金融資產乃於旨在持有金融資產以收取合約現金流量的業務模式內持有，而按公平值計入其他全面收益分類及計量的金融資產乃於旨在持有金融資產以收取合約現金流量及出售的業務模式內持有。並非於上述業務模式內持有的金融資產乃按公平值計入損益分類及計量。

所有以常規方式買賣的金融資產均於交易日(即本集團承諾買賣該資產當日)予以確認。常規方式買賣指規定須於一般市場規例或慣例確立之期間內交付資產的金融資產買賣。

其後計量

金融資產的其後計量取決於其分類如下：

按攤銷成本計量之金融資產(債務工具)

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Investments and other financial assets

(Continued)

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

2. 重大會計政策(續)

(m) 投資及其他金融資產(續)

指定為按公平值計入其他全面收入的金融資產(權益投資)

於初步確認時，當股本投資符合國際會計準則第32號金融工具：列報項下的權益定義且並非持作出售時，本集團可選擇將其股本投資不可撤回地分類為指定為按公平值計入其他全面收入的股本投資。分類乃按個別工具基準釐定。

該等金融資產的收益及虧損概不會被重新計入損益表。當確立支付權、與股息相關的經濟利益可能會流入本集團且股息金額能夠可靠計量時，股息於損益表中確認為其他收入，惟當本集團於作為收回金融資產一部分成本的所得款項中獲益時則除外，於該情況下，有關收益於其他全面收入入賬。指定為按公平值計入其他全面收入的股本投資無須進行減值評估。

按公平值計入損益的金融資產

按公平值計入損益的金融資產按公平值於財務狀況表列賬，而公平值變動淨額於收益表確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Investments and other financial assets

(Continued)

Financial assets at fair value through profit or loss

(Continued)

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Subsequent measurement

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

2. 重大會計政策(續)

(m) 投資及其他金融資產(續)

按公平值計入損益的金融資產(續)

該類別包括本集團並無不可撤回地選擇按公平值計入其他全面收益進行分類的衍生工具及股本投資。分類為按公平值計入損益的金融資產的股本投資的股息亦在支付權確立時於損益表確認為其他收入，股息涉及的經濟利益有可能流入至本集團及股息的金額可靠地計量。

後續計量

當嵌入混合合約(包含金融負債及非金融主體)的衍生工具具備與主體不緊密相關的經濟特徵及風險；具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義；且混合合約並非按公平值計入損益，則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公平值計量，且其公平值變動計入損益表。僅當合約條款出現變動而大幅改變其他情況下所需現金流量時；或當原分類至按公平值計入損益的金融資產獲重新分類時，方進行重新評估。

嵌入混合合約(包含金融資產主體)的衍生工具不得單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公平值計入損益的金融資產。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(n) Derecognition of financial assets

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

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

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

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

2. 重大會計政策(續)

(n) 取消確認金融資產

金融資產(或(如適用)金融資產的一部分或一組類似金融資產的一部分)於下列情況下將取消確認(即於本集團的綜合財務狀況表中移除):

- 取自該項資產所得現金流量的權利已屆滿;或
- 本集團已轉讓其收取自該項資產所得現金流量的權利,或根據「轉手」安排在沒有嚴重延誤的情況下承擔向第三方悉數支付已收取現金流量的責任,及(a)本集團已轉讓該項資產的絕大部分風險及回報;或(b)本集團並無轉讓或保留該項資產的絕大部分風險及回報,但已轉讓該項資產的控制權。

倘本集團已轉讓其收取自該項資產所得現金流量的權利或訂立轉手安排,其會評估其是否已保留資產所有權的風險及回報以及保留至何種程度。倘本集團並無轉讓亦無保留該項資產的絕大部分風險及回報,亦無轉讓該項資產的控制權,則該項已轉讓資產將按本集團持續涉及該項資產的程度繼續確認入賬。在此情況下,本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團已保留的權利及責任的基準計量。

本集團就已轉讓資產作出一項擔保而導致持續涉及時,已轉讓資產乃以該項資產的初步賬面值及本集團或須償還的對價數額上限中的較低者計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(o) Impairment of financial assets

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

General approach

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

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

2. 重大會計政策(續)

(o) 金融資產減值

本集團確認對並非按公平值計入損益的所有債務工具預期信用損失(「預期信用損失」)的撥備。預期信用損失乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸虧損分兩個階段進行確認。就自初步確認起未有顯著增加的信貸風險而言，預期信貸虧損提供予由未來十二個月內可能發生違約事件而導致的信貸虧損(十二個月預期信貸虧損)。就自初步確認起已經顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提減值撥備(存續期預期信貸虧損)。

於各報告日期，本集團評估自最初確認以來金融工具的信貸風險是否顯著增加。進行評估時，本集團比較了金融工具在報告日期發生違約的風險及金融工具在初始確認日期發生違約的風險，同時考慮毋須過多成本及努力即可獲得的合理及支持性資料(包括歷史和前瞻性資料)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(o) Impairment of financial assets (Continued)

General approach (Continued)

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) a breach of contract such as a default or past due event.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2. 重大會計政策(續)

(o) 金融資產減值(續)

一般方法(續)

本集團認為金融資產於下列情況下屬信貸減值：(1) 借款人不可能在本集團無追索權採取行動(例如：變現抵押品(如持有))的情況下向本集團悉數履行其信貸義務；或(2) 違反合約，如違約或逾期事件。

按公平值計入其他全面收入的債務投資及按攤銷成本列賬的金融資產，均須採用一般方法下的減值，並按以下計量預期信貸虧損的各階段分類，惟貿易應收款項及合約資產除外，彼等適用於下文所述的簡化方法。

- 第一階段 — 信貸風險自初步確認以來沒有顯著增加的金融工具，其虧損撥備按相當於12個月預期信貸虧損計算
- 第二階段 — 自初步確認以來信用風險已顯著增加但並非發生信貸減值的金融資產的金融工具，其虧損撥備按存續期預期信貸虧損的金額計算
- 第三階段 — 在報告日期已發生信貸減值的金融資產(但並非購入或原生的信貸減值的金融資產)，其虧損撥備按存續期預期信貸虧損的金額計算

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(o) Impairment of financial assets (Continued)

Simplified approach

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

(p) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, bank loans, lease liability, debentures and derivative financial instruments.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

2. 重大會計政策(續)

(o) 金融資產減值(續)

簡化方法

就不包含重大融資成分的貿易應收款項而言，或當本集團採取不調整重大融資成分影響的實用權宜方法時，本集團在計算預期信貸虧損時採用簡化方法。根據簡化方法，本集團不跟蹤信貸風險的變化，而是在各報告日期基於存續期預期信貸虧損確認虧損撥備。本集團已根據其歷史信貸損失經驗建立撥備矩陣，並根據債務人具體的前瞻性因素及經濟環境加以調整。

(p) 金融負債

初次確認及計量

金融負債於初次確認時分類為按公平值計入損益之金融負債、貸款及借款、應付款項，或指定於有效對沖中作為對沖工具之衍生工具(視情況而定)。

所有金融負債初始均按公平值確認，而對貸款及借貸及應付款項而言，則扣除直接應佔交易成本後確認。

本集團之金融負債包括貿易及其他應付款項、銀行貸款、租賃負債、債券及衍生金融工具。

其後計量

金融負債的其後計量取決於其分類，載列如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(p) Financial liabilities (Continued)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

2. 重大會計政策(續)

(p) 金融負債(續)

按公平值計入損益的金融負債

按公平值計入損益的金融負債包括為持作出售金融負債及於初始確認時被指定為按公平值計入損益的金融負債。

倘若金融負債為短期內回購而產生，則將其歸類為持作出售。該類別亦包括本集團訂立的未被指定為國際財務報告準則第9號所界定的對沖關係中的對沖工具的衍生金融工具。除被指定為有效對沖工具外，獨立的嵌入式衍生工具亦被歸類為持作出售。持作出售負債的損益在損益表中確認。損益表中確認的公平值損益淨額不包括就該等金融負債收取的任何利息。

於初始確認時被指定為按公平值計入損益的金融負債，乃於初始確認當日指定，且僅在符合國際財務報告準則第9號的標準時指定。被指定為按公平值計入損益的負債的損益於損益表內確認，惟因本集團自身的信貸風險產生的收益或虧損除外，該等收益或虧損在其他全面收入中列報，且其後不能重分類至損益表。於損益表確認的公平值損益淨額不包括就該等金融負債收取的任何利息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(p) Financial liabilities (Continued)

Financial liabilities at amortised cost (loans and borrowings)

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

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

(q) Derecognition of financial liabilities

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

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

2. 重大會計政策(續)

(p) 金融負債(續)

按攤銷成本計量的金融負債(貸款及借貸)

於初步確認後，計息貸款及借貸其後以實際利率法按攤銷成本計量，惟貼現影響並不重大則除外，於該情況下，則按成本列賬。收益及虧損會於負債終止確認時透過實際利率法攤銷程式於損益表確認。

攤銷成本經計及任何收購折扣或溢價及屬實際利率組成部分的費用或成本計算得出。實際利率攤銷計入損益表內的融資成本。

(q) 終止確認金融負債

金融負債於負債責任解除、撤銷或屆滿時終止確認。

倘現有金融負債由同一放債人提供但條款差異甚大的另一金融負債替代，或現有負債的條款已作重大修訂，則有關替代或修訂被視作終止確認原有負債並確認新負債，而各賬面值之差額則於損益表確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

(s) Inventories

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

2. 重大會計政策(續)

(r) 衍生金融工具

初步確認及後續計量

本集團使用衍生金融工具(例如遠期貨幣合約)對沖其外幣風險。該等衍生金融工具最初在訂立衍生合約日期按公平值確認，隨後以公平值重新計量。衍生工具在公平值為正數時列為資產，在公平值為負數時則列為負債。

衍生工具公平值變動所產生的任何收益或虧損，直接列入損益表，惟現金流量對沖的有效部分則在其他全面收益內確認，並於其後當對沖項目影響損益時重新分類至損益。

(s) 存貨

存貨按成本值及可變現淨值兩者中的較低者入賬。成本以加權平均基準釐定，就在製品及製成品而言，成本包括直接材料費、直接勞工費及適當比例的開銷。可變現淨值根據估計售價扣除完成及出售所產生任何估計成本計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(t) Cash and cash equivalents

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

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

(u) Provisions

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

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

2. 重大會計政策(續)

(t) 現金及現金等價物

就綜合現金流量表而言，現金及現金等值物包括手頭現金及活期存款以及可隨時轉換為已知數額現金之高度流通短期投資，有關投資所承受價值變動風險不大，到期日一般為購入後三個月內，另扣除須應要求償還及構成本集團現金管理其中部分之銀行透支。

就綜合財務狀況表而言，現金及現金等值物包括用途不受限制的手頭及銀行現金(包括定期存款及與現金性質相似之資產)。

(u) 撥備

倘因過往事件須承擔現時的責任(法定或推定)，而承擔該責任可能導致日後資源外流，且對責任金額能夠可靠地估計，則確認撥備。

當貼現的影響重大時，就撥備確認的金額乃指預計在日後履行責任時所需開支在報告期末的現值。由於時間流逝導致貼現值的金額的增加，計入損益表的融資成本。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(v) Income tax

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

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

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

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

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

2. 重大會計政策(續)

(v) 所得稅

所得稅包括即期及遞延稅項。與於損益以外確認的項目相關的所得稅於損益以外確認，即於其他全面收入或直接於權益確認。

即期稅項資產及負債，乃根據於報告期末已頒佈或實質頒佈的稅率(及稅法)，經考慮本集團業務所在國家現行詮釋及慣例以預期可自稅務機關收回或向稅務機關支付的金額計量。

遞延稅項乃使用負債法，就於報告期末的資產及負債稅基與其作財務申報用途的賬面值間所有暫時差額作出撥備。

除下述者外，所有應課稅暫時差額均確認為遞延稅項負債：

- 於初步確認非業務合併交易的商譽或資產或負債而產生遞延稅項負債，而有關遞延稅項負債於進行交易時對會計溢利或應課稅損益均無影響；及
- 對與於附屬公司、聯營公司及合資企業的投資有關的應課稅暫時差額而言，倘若撥回暫時差額的時間可以控制，以及暫時差額可能在可見將來不會撥回。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(v) Income tax (Continued)

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

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

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

2. 重大會計政策(續)

(v) 所得稅(續)

所有可扣稅暫時差額、承前未用稅項抵免及任何未用稅項虧損均確認為遞延稅項資產。遞延稅項資產在可能出現可利用應課稅溢利抵銷可扣稅暫時差額且承前未用稅項抵免及未用稅項虧損的情況下確認，惟下列者除外：

- 於初步確認非業務合併的交易資產或負債而產生與可扣稅暫時差額有關的遞延稅項資產，而有關遞延稅項資產於進行交易時對會計溢利或應課稅損益均無影響；及
- 對與附屬公司及合資企業的投資有關的可扣稅暫時差額而言，遞延稅項資產僅在暫時差額有可能在可見將來撥回，以及可利用應課稅溢利抵銷暫時差額時確認。

遞延稅項資產的賬面值會於各報告期末檢討，倘不再可能有足夠應課稅溢利可用於抵銷全部或部分遞延稅項資產，則會作出扣減。未確認的遞延稅項資產會於各報告期末重估及於可能有足夠應課稅溢利用以收回全部或部分遞延稅項資產時確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(v) Income tax (Continued)

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

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

(w) Government grants

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

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

2. 重大會計政策(續)

(v) 所得稅(續)

遞延稅項資產及負債根據於報告期末前已頒佈或實質頒佈的稅率(及稅法)，按預期於變現資產或償還負債期間適用的稅率計算。

倘存在以即期稅項資產抵銷即期稅項負債的可依法執行權利，遞延稅項資產及遞延稅項負債是關於同一稅務機關就以下任何一項所徵收之所得稅：同一應課稅實體；或計劃於各未來期間(而預期在有關期間內將結清或收回巨額之遞延稅項負債或資產)以淨額基準結算本期稅項負債及資產或同時變現資產及結清負債之不同應課稅實體，則遞延稅項資產及遞延稅項負債互相抵銷。

(w) 政府補助

如能合理確保將獲得補助，且所有附帶條件將獲遵守，則政府補助按公平值確認。如補助與支出項目有關，則有系統地於支銷擬作出補償的成本期間確認為收入。

如補助與資產有關，則其公平值會計入遞延收入賬戶並於相關資產的預計可使用年期內每年按等額撥入損益表，或自該項資產的賬面值中扣除並透過減少折舊開支方式撥入損益表。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Revenue recognition

Revenue from contracts with customers

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

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

2. 重大會計政策(續)

(x) 收益確認

來自客戶合約的收益

來自客戶合約的收益於貨品或服務的控制權轉移至客戶時按反映本集團預期有權就交換該等貨品或服務收取的對價金額確認。

倘合約內的對價包括可變金額，則對價金額按本集團轉就移貨品或服務予客戶而有權收取的金額進行估計。可變對價於訂立合約時估計，並受約束至很有可能不會在可變對價有關的不確定性後續確定時對已確認的累計收益進行重大收益撥回為止。

倘合約中包含向客戶轉移貨品或服務時為客戶提供超過一年的重大融資利益的融資成分，則收益按應收金額的現值計量，並使用本集團與客戶於合約訂立時的單獨融資交易中反映的貼現率貼現。倘合約中包含為本集團提供重大融資利益超過一年的融資成分，則根據該合約確認的收益包括按實際利率法計算的合約負債所產生的利息開支。就客戶對許諾貨品或服務的付款至轉移期間為一年或以下的合約而言，交易價格不會使用國際財務報告準則第15號中的實用權宜方法就重大融資成分作出調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

(i) Sale of goods

The principal activities of the Group are manufacturing and sales of outdoor wooden products, retail sales of outdoor wooden products through self-operated retail shops and manufacturing and sales of renewable energy products.

The Group's revenue is derived from selling goods with revenue recognised at a point in time when control of the goods has transferred to the customer. This is generally when the goods are delivered to the customer. There is limited judgement needed in identifying the point control passes: once physical delivery of the products to the agreed location has occurred, the Group no longer has physical possession, usually will have a present right to payment (as a single payment on delivery) and retains none of the significant risks and rewards of the goods in question. There is generally only one performance obligation. Invoices are usually payable within 90 -180 days.

2. 重大會計政策(續)

(x) 收益確認(續)

來自客戶合約的收益(續)

(i) 銷售產品

本集團的主要業務為生產及銷售戶外木製品、透過自營零售店零售戶外木製品以及生產及銷售再生能源產品。

本集團的收益來自銷售貨品，其收益於貨品控制權轉移至客戶時確認。這通常是將貨物交付給客戶之時。識別點控制轉移所需的判斷有限：一旦將產品實際交付至協定地點，本集團不再實質上擁有此產品，一般將擁有現時收取款項的權利（交付時一次性付款），但不保留有關貨品的重大風險及回報。通常僅會有一項履約責任。賬單通常於90-180日內支付。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Revenue recognition (Continued)

Revenue from other sources

(ii) Other income

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

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

(y) Contract liabilities

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

(z) Share-based payments

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

2. 重大會計政策(續)

(x) 收益確認(續)

其他來源的收益

(ii) 其他收入

利息收入按應計基準使用實際利率法(通過應用將估計未來現金流入於金融工具的預計年期或較短期間(如適用)準確折現至該金融資產的賬面淨值的折現率)確認。

股息收入於股東收取付款的權利確立、與股息相關的經濟利益可能將流入本集團且股息金額能夠可靠計量時確認。

(y) 合約負債

合約負債於本集團在轉讓相關貨物或服務前收到客戶付款或付款到期應付(以較早者為準)時確認。合約負債於本集團履行合約(即將相關貨物或服務的控制權轉移予客戶)時確認為收益。

(z) 以股份為基礎之付款

本公司設有一項購股權計劃及一項股份獎勵計劃，旨在向所有對本集團成功營運作出貢獻的合資格參與人士提供鼓勵及獎賞。本集團僱員(包括董事)會收取以股份為基礎之付款的薪酬，而僱員會提供服務作為股本工具的对價。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(z) Share-based payments (Continued)

The cost of equity-settled transactions with employees for grants of shares under the share award scheme during the year is measured by reference to the fair value at the date at which they are granted, further details of which are given in note 28 to the consolidated financial statements.

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

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

2. 重大會計政策(續)

(z) 以股份為基礎之付款(續)

與僱員就根據股份獎勵計劃授予股份以權益結算之交易的成本乃參照於授予日期的公平價計量，進一步詳情載於綜合財務報表附註28。

股權結算交易的成本連同股權相應增加部分，於表現及／或服務條件獲達成期間在僱員福利開支確認。在歸屬日期前各報告期末就股權結算交易所確認的累計開支反映歸屬期的屆滿程度及本集團對將最終歸屬的股本工具數目的最佳估計。某一期間損益表內的扣除或進賬反映已確認累計開支於期初與期終的變動。

釐定獎勵的授出日期公平值並不考慮服務及非市場表現條件，惟能達成條件的可能性則被評定為將最終歸屬為本集團股本工具數目的最佳估計的一部分。市場表現條件將反映在授出日期公平值當中。附帶於獎勵中但並無相關聯服務要求的其他任何條件皆視為非歸屬條件。非歸屬條件反映於獎勵公平值中，若當中不包含服務及／或表現條件時，非歸屬條件乃令獎勵即時予以支銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(z) Share-based payments (Continued)

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

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

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

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

2. 重大會計政策(續)

(z) 以股份為基礎之付款(續)

因未能達至非市場表現及／或服務條件而導致最終並無歸屬的獎勵並不會確認開支。倘獎勵包括一項市場或非歸屬條件，則不論市場或非歸屬條件是否達成，有關交易均會被視為已歸屬，前提是所有其他表現及／或服務條件須已達成。

倘以股權結算的獎勵條款有所變更，確認開支最少須達到猶如條款並無任何變更的符合獎勵原先條款水準。此外，倘按變更日期的計量，任何變更導致股份支付的總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

倘以股權結算的獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認的獎勵開支均應立刻確認。此包括未符合屬本集團或僱員控制範圍內的非歸屬條件所涉及的任何獎勵。然而，一如前段所述，若新獎勵代替已註銷獎勵，並於授出日期指定為替代獎勵，則已註銷獎勵及新獎勵均應被視為原獎勵的變更。

於計算每股盈利時，尚未行使購股權的攤薄影響已反映為額外股份攤薄。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(aa) Employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiary which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The Group are required to contribute certain percentage of its payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

(bb) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2. 重大會計政策(續)

(aa) 僱員福利

退休金計劃

本集團根據強制性公積金計劃條例，為其全部僱員營辦強制性公積金退休福利計劃(「強積金計劃」)。供款乃按僱員基本薪金之某一百分比計算並根據強積金計劃之規定在應付時自損益表中扣除。強積金計劃之資產為獨立持有，與本集團其他資金分開管理。本集團的僱主供款於向強積金計劃作出供款時全數歸屬予僱員。

本集團於中國內地營運的附屬公司僱員須參與一項由地方市政府營運的中央退休金計劃。本集團須以工資成本的若干百分比向中央退休金計劃供款。供款於根據中央退休金計劃規則成為應付賬款時自損益表扣除。

(bb) 借貸成本

與收購、建造或生產合資格資產(即必須經過一段長時間方能作其擬定用途或出售的資產)直接相關的借貸成本均撥充資本，作為此等資產的部分成本。於此等資產大致上已可作其擬定用途或出售時，則停止將該等借貸成本撥充資本。以尚未支付用於合資格資產的特定借貸作暫時投資而賺取的投資收入，會從撥充資本的借貸成本中扣除。全部其他借貸成本於其產生期間支銷。借貸成本包括實體於借取資金時產生的利息及其他成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(cc) Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

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

(dd) Foreign currencies

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

2. 重大會計政策(續)

(cc) 股息

倘於股東大會上獲股東批准，則末期股息確認為一項負債。建議末期股息於財務報表附註中披露。

中期股息同時建議派付並宣派，原因為本公司的組織章程大綱及細則賦予董事權力宣派中期股息。因此，中期股息於建議派付並宣派時即時確認為負債。

(dd) 外幣

此等綜合財務報表以人民幣呈列，人民幣為本集團功能貨幣。本集團內之各實體自行釐定其功能貨幣而各實體財務報表之項目以功能貨幣列值。本集團旗下實體記錄之外幣交易初步按交易日現行各自之有關功能貨幣之匯率換算入賬。以外幣列值之貨幣資產及負債，按於報告期末之匯率重新換算。結算或換算貨幣項目產生之所有匯兌差額於綜合損益表確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(dd) Foreign currencies (Continued)

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

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

2. 重大會計政策(續)

(dd) 外幣(續)

因結算或換算貨幣項目產生的差額均於損益表確認，惟就指定作為對沖本集團海外業務投資淨額一部分的貨幣項目除外。該等項目將於其他全面收益確認，直至出售投資淨額，屆時累計款項重新分類至損益表。該等貨幣項目的匯兌差額應佔的稅項開支及抵免亦於其他全面收益入賬。

按歷史成本計量之外幣非貨幣項目乃採用首次交易日期之匯率換算。按公平值計量之外幣非貨幣項目則採用釐定公平值日期之匯率換算。由於換算按公平值計量之非貨幣項目所產生的收益或虧損於處理時與確認該項目公平值變動一致(即倘該項目的公平值變動收益或虧損記入其他全面收益或損益，其匯兌差額亦相應計入其他全面收益或損益)。

於確定初始確認相關資產、費用或收入或撤銷確認與預付對價有關的非貨幣資產或非貨幣負債的匯率時，初始交易日為本集團初始確認預付對價產生的非貨幣資產或非貨幣負債的日期。倘若支付或收取多筆預付款，則本集團釐定支付或收取每一筆預付對價的交易日。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(dd) Foreign currencies (Continued)

The functional currencies of certain subsidiaries are currencies other than the Renminbi. As at the end of the reporting period, the assets and liabilities of these entities are translated into Renminbi at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Renminbi at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

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

2. 重大會計政策(續)

(dd) 外幣(續)

若干附屬公司之功能貨幣並非為人民幣。於報告期末，有關實體之資產及負債，按報告期末之現行匯率換算為人民幣，其損益表則按本年度之加權平均匯率換算為人民幣。

達致之匯兌差異在其他全面收益表中確認並在換算儲備中累計。於出售境外業務時，與該特定境外業務有關之其他全面收益部分在損益表內確認。

收購國外業務所產生之任何商譽及收購時資產與負債賬面值之任何公平值調整乃視為國外業務之資產與負債，並按收市匯率換算。

就綜合現金流量表而言，附屬公司之現金流量按現金流量表日期之匯率換算為人民幣。附屬公司年內經常產生之現金流量按年內之加權平均匯率換算為人民幣。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

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

(i) Income tax

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. Management carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatments of these transactions are reconsidered periodically to take into account all changes in tax legislations. Deferred tax assets are recognised for deductible temporary differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets, if any, are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

The Group's determination as to whether to accrue for withholding taxes from the distribution of dividends from those subsidiaries in the PRC according to the relevant tax jurisdictions is subject to judgement on the timing of the payment of the dividends. The estimation process is highly based on assumptions, which are influenced by projected future market and economic conditions and future financing requirements of the Group, and it is not probable that those subsidiaries will distribute dividends in the foreseeable future.

3. 會計判斷及估計

編製本集團財務報表時，管理層須作出會影響所呈報收益、開支、資產及負債的報告金額與其隨附披露及或然負債披露的判斷、估計及假設。有關該等假設及估計的不明朗因素可能導致受到影響的資產或負債的賬面值於未來作出重大調整。

判斷

在應用本集團的會計政策過程中，管理層已作出以下判斷，其對於財務報表所確認之金額有最重大影響，涉及估計者除外：

(i) 所得稅

釐定所得稅撥備涉及對若干交易未來稅項優惠的判斷。管理層會審慎評估交易的稅項影響及相應建立的稅項撥備。該等交易的稅項優惠會定期被檢視，以計及稅務法的所有變更。遞延稅項資產乃就可扣除暫時差額作出確認。由於該等遞延稅項資產僅可在可能獲得未來應課稅溢利時確認，故管理層須評估未來應課稅溢利的可能性。倘未來應課稅溢利可能有助於遞延稅項資產收回，則會不斷審閱管理層評估及確認額外遞延稅項資產(如有)。

本集團決定是否根據相關稅務司法權區就分派該等中國附屬公司的股息計提預扣稅，須視乎對股息支付時間的判斷。估算過程高度依賴假設，而這些假設受本集團預測的未來市場及經濟狀況及未來融資需求的影響，且該等附屬公司於可預見未來不大可能分派股息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

(ii) Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Certain properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is vacant. In the opinion of the Directors, the properties are property held for future use in the production or supply of goods or services, property held for future development and subsequent use as owner-occupied property and property occupied by employees (whether or not the employees pay rent at market rates). Judgement is made on an individual property basis to determine whether a property does not qualify as an investment property.

Estimation uncertainty

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

3. 會計判斷及估計(續)

判斷(續)

(ii) 投資物業及自用物業的分類

本集團決定物業是否合資格列作投資物業，並已制定作出該判斷的標準。投資物業為持作賺取租金或資本增值（或兩者兼具）的物業。因此，本集團考慮物業可否大致獨立於本集團所持其他資產而產生現金流量。若干物業包括持作賺取租金或資本增值的部分，而另一部分則空置。董事認為，該等物業是持有的為未來生產或提供貨物或服務的物業、持有的為未來發展及隨後作為自用的物業、以及僱員佔用的物業（無論僱員是否按市場價格支付租金）。判斷乃按照個別物業基準作出，以釐定物業不合資格列作投資物業。

估計不明朗因素

於報告期末，關於日後關鍵假設及其他估計不確定因素之主要原因闡述如下，此等假設及不確定因素可能導致資產及負債賬面值於下一財政年度內出現重大調整之重大風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

(i) Provision for inventories

Management reviews the condition of inventories of the Group and makes provision against obsolete and slow moving inventory items which are identified as no longer suitable for sale or use. Management estimates the net realisable value for inventories based primarily on the latest selling price and current market conditions. The Group carries out an inventory review at the end of each reporting period and makes provision against obsolete and slow moving items. Management considers various factors, including the condition of products, ageing of inventories, estimated selling prices less cost to sell. Management reassesses the estimation at the end of each reporting period.

The identification of obsolete and slow moving inventory items requires the use of judgements and estimates. Where the expectation is different from the original estimate, such difference will impact on the carrying values of inventories and the provision for inventories recognised in the periods in which such estimates have been changed. The carrying amount of inventories carried as assets in the consolidated statement of financial position as at 31 December 2020 was RMB115,134,000 (2019: RMB225,406,000), details of which are set out in note 17 to the consolidated financial statements.

3. 會計判斷及估計(續)

估計不明朗因素(續)

(i) 存貨撥備

管理層審閱本集團的存貨狀況，並就已被識別為不再適合銷售或使用的陳舊及滯銷存貨項目作出撥備。管理層主要根據最近期售價及現行市況估計存貨的可變現淨值。本集團於各個報告期末進行存貨審查，並就陳舊及滯銷存貨作出撥備。管理層考慮多項因素，包括產品情況及賬齡、估計售價減銷售成本、市場需求及存貨銷售。管理層在每個報告期末重新評估估計值。

識別陳舊及滯銷存貨須作出判斷及估計。當預期與原估計不同時，該差異將影響存貨的賬面值以及在該等估計發生變化的期間確認的存貨撥備。於二零二零年十二月三十一日，綜合財務狀況表中作為資產的存貨的賬面值為人民幣115,134,000元(二零一九年：人民幣225,406,000元)，詳情載於綜合財務報表附註17。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

(ii) Impairment of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating).

The provision matrix is initially based on the Group's historical observed credit loss rates. The Group will calibrate the matrix to adjust the historical settlement records, past experience and forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical credit loss rates are adjusted. At each reporting date, the historical observed credit loss rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed credit loss rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to change in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual credit loss in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 18 and note 34(a) to the consolidated financial statements.

3. 會計判斷及估計(續)

估計不明朗因素(續)

(ii) 貿易應收款項的減值

本集團使用撥備矩陣以計算貿易應收款項的預期信貸虧損。撥備率乃基於不同客戶分部組別的欠款逾期日數而定，該等客戶分部的虧損模式相似（即按地區、產品類型、客戶類型及評分）。

撥備矩陣乃初始基於本集團的過往可觀察信貸虧損比率。本集團將按歷史結算記錄、過往經驗及前瞻性資料調節該矩陣。舉例說，倘未來一年的預測經濟狀況（例如國內生產總值）預期將轉差，可導致違約數量增加，過往信貸虧損比率將作出調整。於各報告日期，本集團更新過往可觀察信貸虧損比率及分析前瞻性估計的變動。

過往可觀察信貸虧損比率、預測經濟狀況及預期信貸虧損之間關係的評估乃重大的估計。預期信貸虧損金額對情況的變動及預測經濟狀況相當敏感。本集團的過往信貸虧損經驗及預測經濟狀況就客戶未來實際信貸虧損而言亦未必有代表性。有關本集團貿易應收款項的預期信貸虧損資料於綜合財務報表附註18及附註34(a)披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

(iii) Depreciation

Items of property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. The management reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

(iv) Impairment of property, plant and equipment

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or fair value less costs of disposal. These calculations require the use of judgments and estimates.

3. 會計判斷及估計(續)

估計不明朗因素(續)

(iii) 折舊

物業、廠房及設備項目乃經計及估計剩餘價值後於資產的估計使用年期內按直線基準折舊。管理層會定期審閱資產的估計使用年期，以釐定任何報告期間內所記錄的折舊開支金額。使用年期乃根據本集團的類似資產的過往經驗及經計及預計技術變動計算。倘實際情況與過往估計存在重大差異，則會調整未來期間的折舊開支。

(iv) 物業、廠房及設備減值

倘有事件或情況變動顯示賬面值可能不可收回時，本集團會審閱物業、廠房及設備的減值。可收回金額已按使用價值計算或公平值減出售成本釐定。該等計算要求使用判斷及估計。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

(iv) Impairment of property, plant and equipment (Continued)

Management judgment is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal and net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial condition and results of operations. If there is a significant adverse change in the projected performance and resulting future cash flow projections, it may be necessary to take an impairment charge to consolidated statement of profit or loss.

3. 會計判斷及估計(續)

估計不明朗因素(續)

(iv) 物業、廠房及設備減值(續)

管理層須判斷資產減值範疇，尤其是評估：(i)是否已發生可能顯示有關資產價值或不可收回的事件；(ii)可收回金額(即公平值減出售成本及按於業務中持續使用資產估計的未來現金流量淨現值兩者中的較高者)能否支持該項資產的賬面值；及(iii)於編製現金流量預測中應用的適當主要假設，包括該等現金流量預測是否使用適當貼現率貼現。倘管理層用以評估減值的假設(包括現金流量預測中採用的貼現率或增長率假設)改變，則可能會對減值測試中所使用的淨現值產生重大影響，因而影響本集團的財務狀況及經營業績。若預計表現及相應未來現金流量預測出現重大不利變動，則可能須在損益中扣除減值開支。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

(v) Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

(vi) Fair value measurement

A number of assets and liabilities included in the Group’s financial statements require measurement at, and/or disclosure of, fair value.

3. 會計判斷及估計(續)

估計不明朗因素(續)

(v) 租賃 — 估算增量借貸利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借貸利率（「增量借貸利率」）計量租賃負債。增量借貸利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借貸利率反映了本集團「應支付」的利率，當無可觀察的利率時（如就並無訂立融資交易之附屬公司而言）或當須對利率進行調整以反映租賃之條款及條件時（如當租賃並非以附屬公司之功能貨幣訂立時），則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據（如市場利率）估算增量借貸利率並須作出若干實體特定的估計（如附屬公司的獨立信貸評級）。

(vi) 公平值計量

計入本集團財務報表之多項資產及負債須按公平值計量，及／或作出公平值披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

(vi) Fair value measurement (Continued)

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are recognised into different levels based on how observable the inputs used in the valuation technique utilised are (the "fair value hierarchy"):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures a number of items at fair value:

- Derivative financial instruments
- Other financial assets at fair value through profit or loss
- Other financial assets at fair value through other comprehensive income

For more detailed information in relation to the fair value measurement of the items above, please refer to note 34(f) to the consolidated financial statements.

3. 會計判斷及估計(續)

估計不明朗因素(續)

(vi) 公平值計量(續)

本集團金融及非金融資產及負債之公平值計量盡可能使用市場可觀察輸入數據及數值。釐定公平值計量所使用之輸入數據乃基於於估值方法中所使用輸入數據的可觀察程度確認為不同的等級(「公平值等級」):

- 第一級: 相同項目於活躍市場所報價格(未經調整);
- 第二級: 第一級輸入數據以外直接或間接可觀察輸入數據;
- 第三級: 不可觀察輸入數據(即無法自市場數據衍生)。

分類為上述等級的項目乃基於所使用對該項目公平值計量產生重大影響之最低等級輸入數據確定。等級之間項目轉撥於其產生期間確認。

本集團按公平值計量多個項目:

- 衍生金融工具
- 按公平值計入損益之其他金融資產
- 按公平值計入其他全面收益的其他金融資產

有關上述項目公平值計量的更多詳細資料，請參閱綜合財務報表附註34(f)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are the manufacturing and sales of outdoor wooden products, retail sales of outdoor wooden products through self-operated retail shops and manufacturing and sales of renewable energy products.

Revenue from contracts with customers within the scope of IFRS 15 is as follows:

	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
Sales of outdoor wooden products 銷售戶外木製品	486,102	687,132
Retail sales of outdoor wooden products 零售戶外木製品	-	29
Sales of renewable energy products 銷售再生能源產品	6,487	6,891
	492,589	694,052

Information about major customers

For the year ended 31 December 2020, revenue from one (2019: one) customer of the Group's sales of outdoor wooden products amounted to RMB50,581,000 (2019: RMB121,947,000), which represent 10% or more of the Group's revenue.

4. 收入及分部呈報

(a) 收入

本集團的主要業務為生產及銷售戶外木製品、透過自營零售店零售戶外木製品以及生產及銷售再生能源產品。

於國際財務報告準則第15號範圍內的客戶合約收益如下：

	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
Sales of outdoor wooden products 銷售戶外木製品	486,102	687,132
Retail sales of outdoor wooden products 零售戶外木製品	-	29
Sales of renewable energy products 銷售再生能源產品	6,487	6,891
	492,589	694,052

有關主要客戶的資料

截至二零二零年十二月三十一日止年度，來自本集團銷售戶外木製品的一名(二零一九年：一名)客戶的收入為人民幣50,581,000元(二零一九年：人民幣121,947,000元)，佔本集團收入的10%或以上。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue (Continued)

Revenue from contracts with customers

Disaggregation of revenue information

In the following table, revenue is disaggregated by primary geographical markets, major products and timing of revenue recognition.

4. 收入及分部呈報(續)

(a) 收入(續)

客戶合約收益

收入分類資料

下表按主要地理市場、主要產品及收入確認時間分類收入。

		2020 二零二零年			
		Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元	Retail sales of outdoor wooden products 零售 戶外木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable energy products 生產及銷售 再生能源產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Primary geographical markets* 主要地理市場*					
The People's Republic of China (the "PRC") (place of domicile)	中華人民共和國 (「中國」)(住所地)	94,119	-	6,487	100,606
North America	北美洲	137,708	-	-	137,708
Europe	歐洲	25,337	-	-	25,337
Asia Pacific (exclusive of the PRC)	亞太區(不包括中國)	4,387	-	-	4,387
Australasia	澳大利西亞	224,551	-	-	224,551
		486,102	-	6,487	492,589
Major products 主要產品					
Wooden products	木製品	486,102	-	-	486,102
Renewable energy products	再生能源產品	-	-	6,487	6,487
		486,102	-	6,487	492,589
Timing of revenue recognition 收入確認時間					
Product transferred at a point in time	產品轉移時的某個時間點	486,102	-	6,487	492,589

* The geographical location of customers is based on the location at which the goods were delivered.

* 客戶的地理位置乃基於交付貨物的位置。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue (Continued)

Revenue from contracts with customers (Continued)

Disaggregation of revenue information (Continued)

4. 收入及分部呈報(續)

(a) 收入(續)

客戶合約收益(續)

收入分類資料(續)

		2019 二零一九年			
		Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元	Retail sales of outdoor wooden products 零售 戶外木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable energy products 生產及銷售 再生能源產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Primary geographical markets* 主要地理市場*					
The PRC (place of domicile)	中國(住所)	104,719	29	6,891	111,639
North America	北美洲	334,388	-	-	334,388
Europe	歐洲	45,112	-	-	45,112
Asia Pacific (exclusive of the PRC)	亞太區(不包括中國)	4,551	-	-	4,551
Australasia	澳大利西亞	198,362	-	-	198,362
		687,132	29	6,891	694,052
Major products 主要產品					
Wooden products	木製品	687,132	29	-	687,161
Renewable energy products	再生能源產品	-	-	6,891	6,891
		687,132	29	6,891	694,052
Timing of revenue recognition 收入確認時間					
Product transferred at a point in time	產品轉移時的某個時間點	687,132	29	6,891	694,052

* The geographical location of customers is based on the location at which the goods were delivered.

* 客戶之地理位置根據交付貨品所在位置而定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue (Continued)

Revenue from contracts with customers (Continued)

Disaggregation of revenue information (Continued)

The following table provides information about trade receivables and contract liabilities from contracts with customers.

		31 December 2020	31 December 2019
		二零二零年 十二月三十一日	二零一九年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables (note 18)	貿易應收款項(附註18)	55,489	87,294
Contract liabilities (note 22)	合約負債(附註22)	(5,698)	(4,213)

The contract liabilities mainly relate to the advance consideration received from customers. RMB1,613,000 of the contract liabilities as of 31 December 2019 has been recognised as revenue for the year ended 31 December 2020 from performance obligations satisfied due to the received orders before 31 December 2019 has been fulfilled.

As at 31 December 2020, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is RMB5,698,000. This amount represents revenue expected to be recognised in the future from completed purchase orders from customers. The Group will recognise the expected revenue in future when or as the goods is transferred to customers, which is expected to occur in the next 12 months.

4. 收入及分部呈報(續)

(a) 收入(續)

客戶合約收益(續)

收入分類資料(續)

下表載列客戶合約收益所得貿易應收款項及合約負債的資料。

		31 December 2020	31 December 2019
		二零二零年 十二月三十一日	二零一九年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元

Trade receivables (note 18)	貿易應收款項(附註18)	55,489	87,294
Contract liabilities (note 22)	合約負債(附註22)	(5,698)	(4,213)

合約負債主要涉及自客戶收取的預付款。由於在二零一九年十二月三十一日之前收到的訂單已完成，於二零一九年十二月三十一日之人民幣1,613,000元合約負債已從已履行履約責任中確認為截至二零二零年十二月三十一日止年度的收入。

於二零二零年十二月三十一日，分配至本集團現有合同餘下的履約義務的交易價格總額為人民幣5,698,000元。此金額代表預計將來從完成確認的收入客戶的採購訂單。本集團將在日後或當貨物轉移給客戶時確認預期的收入，該收入預期在未來12個月內發生。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue (Continued)

Revenue from contracts with customers (Continued)

Performance obligations

Information about the Group's performance obligations is summarised below:

Sales of outdoor wooden products and renewable energy products

The performance obligation is satisfied upon delivery of the outdoor wooden products and renewable energy products and payment is generally due within 90–180 days from delivery. Payment in advance is normally required from its customers.

(b) Segment reporting

In a manner consistent with how the Group manages its business and the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified three reportable segments, namely (i) manufacturing and sales of wooden products, (ii) retail sales of outdoor wooden products and (iii) manufacturing and sales of renewable energy products. No operating segments have been aggregated to form the above reportable segments.

- Manufacturing and sales of wooden products: manufacturing and sales of outdoor wooden products to both domestic and overseas customers, and trading of timber.
- Retail sales of outdoor wooden products: retail sales of outdoor wooden products through self-operated retail shops.
- Manufacturing and sales of renewable energy products: manufacturing and sales of biomass pellet fuel to both domestic and overseas customers.

4. 收入及分部呈報(續)

(a) 收入(續)

客戶合約收益(續)

履約義務

有關本集團履約責任的資料概述如下：

銷售戶外木製品及再生能源產品

履約責任於交付戶外木製品及再生能源產品時已履行，款項一般於交付起計90–180天內到期，客戶一般須預先付款。

(b) 分部呈報

按照與本集團管理其業務一致的方式，及與就資源分配及表現評估向本集團最高管理層內部呈報資料一致的方式，本集團已確定三個可呈報分部，即(i)生產及銷售木製品、(ii)零售戶外木製品以及(iii)生產及銷售再生能源產品。本集團並無聚合經營分部以構成上述可呈報分部。

- 生產及銷售木製品：向國內外客戶生產及銷售戶外木製品及木材貿易。
- 零售戶外木製品：透過自營零售店零售戶外木製品。
- 生產及銷售再生能源產品：生產及銷售生物質顆粒燃料予國內外客戶。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(i) Segment results

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results attributable to each reportable segment on the following bases:

Reportable segment revenue represents the revenue derived from the Group's external customers by manufacturing and sales of wooden products, retail sales of outdoor wooden products and manufacturing and sales of renewable energy products, respectively.

The measure used for reportable segment profit/(loss) is "profit/(loss) after tax (excluding the after tax effect of government subsidies)" of manufacturing and sales of wooden products, retail sales of outdoor wooden products and manufacturing and sales of renewable energy products, respectively.

Segment assets exclude other financial assets, deferred tax assets, derivative financial instruments, pledged deposits, cash and cash equivalents, and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude derivative financial instruments, debentures, tax payables, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

4. 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部業績

為評估分部表現及於各分部間分配資源，本集團高級管理層按下列基準監察來自各可呈報分部的業績：

可呈報分部收入分別指生產及銷售木製品、零售戶外木製品以及生產及銷售再生能源產品而自本集團外部客戶所得的收入。

就可呈報分部溢利／(虧損)採用的計量單位為生產及銷售木製品、零售戶外木製品以及生產及銷售再生能源產品的「除稅後溢利／(虧損)(不包括政府補貼之稅後影響)」。

分部資產不包括其他金融資產、遞延稅項資產、衍生金融工具、已抵押存款、現金及現金等價物、及其他未分配總辦事處及企業資產，因為該等資產作為整體資產管理。

分部負債不包括衍生金融工具、債券、應付稅項、遞延稅項負債及其他未分配總辦事處及企業負債，因為該等負債作為整體負債管理。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(i) Segment results (Continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2020 and 2019 is set out below:

		2020 二零二零年			
		Manufacturing and sales of wooden products	Retail sales of outdoor wooden products	Manufacturing and sales of renewable energy products	Total
		生產及 銷售木製品 RMB'000 人民幣千元	零售 戶外木製品 RMB'000 人民幣千元	生產及 銷售再生 能源產品 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Revenue derived from the Group's external customers	源自本集團外部客戶的收入	486,102	-	6,487	492,589
Inter-segment revenue	分部間收入	5,164	-	2,650	7,814
Reportable segment revenue	可呈報分部收入	491,266	-	9,137	500,403
Reportable segment (loss)/profit ((loss)/profit after tax (excluding the after tax effect of government subsidies))	可呈報分部(虧損)/溢利(除稅後(虧損)/溢利(不包括政府補貼之稅後影響))	(84,011)	(587)	458	(84,140)
Depreciation charge on property, plant and equipment	物業、廠房及設備之折舊	(34,245)	(269)	(507)	(35,021)
Depreciation charge on land use rights included in right-of-use assets	包含於使用權資產之土地使用權之折舊	(1,519)	-	-	(1,519)
Fair value loss of derivative financial instruments	衍生金融工具公平值虧損	(8,684)	-	-	(8,684)
Fair value loss on other financial assets	其他金融資產公平值虧損	(1,201)	-	-	(1,201)
Gain on deregistration of a subsidiary	附屬公司撤銷登記的收益	-	1,183	-	1,183
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	1,782	-	-	1,782
Impairment of property, plant and equipment	物業、廠房及設備減值	(24,641)	-	-	(24,641)
Gain/(Loss) on deregistration of associates	聯營公司撤銷登記的收益/(虧損)	1,181	-	(422)	759
Write-back of inventories	存貨撥回	2,910	-	-	2,910

4. 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部業績(續)

於截至二零二零年及二零一九年十二月三十一日止年度，就資源分配及分部表現評估向本集團最高管理層提供的有關本集團可呈報分部的資料載列如下：

2020
二零二零年

	Manufacturing and sales of wooden products	Retail sales of outdoor wooden products	Manufacturing and sales of renewable energy products	Total
	生產及 銷售木製品 RMB'000 人民幣千元	零售 戶外木製品 RMB'000 人民幣千元	生產及 銷售再生 能源產品 RMB'000 人民幣千元	總計 RMB'000 人民幣千元

Revenue derived from the Group's external customers	源自本集團外部客戶的收入	486,102	-	6,487	492,589
Inter-segment revenue	分部間收入	5,164	-	2,650	7,814
Reportable segment revenue	可呈報分部收入	491,266	-	9,137	500,403
Reportable segment (loss)/profit ((loss)/profit after tax (excluding the after tax effect of government subsidies))	可呈報分部(虧損)/溢利(除稅後(虧損)/溢利(不包括政府補貼之稅後影響))	(84,011)	(587)	458	(84,140)
Depreciation charge on property, plant and equipment	物業、廠房及設備之折舊	(34,245)	(269)	(507)	(35,021)
Depreciation charge on land use rights included in right-of-use assets	包含於使用權資產之土地使用權之折舊	(1,519)	-	-	(1,519)
Fair value loss of derivative financial instruments	衍生金融工具公平值虧損	(8,684)	-	-	(8,684)
Fair value loss on other financial assets	其他金融資產公平值虧損	(1,201)	-	-	(1,201)
Gain on deregistration of a subsidiary	附屬公司撤銷登記的收益	-	1,183	-	1,183
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	1,782	-	-	1,782
Impairment of property, plant and equipment	物業、廠房及設備減值	(24,641)	-	-	(24,641)
Gain/(Loss) on deregistration of associates	聯營公司撤銷登記的收益/(虧損)	1,181	-	(422)	759
Write-back of inventories	存貨撥回	2,910	-	-	2,910

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(i) Segment results (Continued)

		2019 二零一九年			
		Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元	Retail sales of outdoor wooden products 零售 戶外木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable energy products 生產及 銷售再生 能源產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue derived from the Group's external customers	源自本集團外部客戶的收入	687,132	29	6,891	694,052
Inter-segment revenue	分部間收入	6,396	190	2,857	9,443
Reportable segment revenue	可呈報分部收入	693,528	219	9,748	703,495
Reportable segment (loss)/profit ((loss)/profit after tax (excluding the after tax effect of government subsidies))	可呈報分部(虧損)/溢利(除稅後(虧損)/溢利(不包括政府補貼之稅後影響))	(73,719)	(730)	942	(73,507)
Depreciation charge on property, plant and equipment	物業、廠房及設備之折舊	(20,656)	(394)	(507)	(21,557)
Depreciation charge on land use rights included within right-of-use assets	包含於使用權資產之土地使用權之折舊	(1,017)	-	-	(1,017)
Fair value loss of derivative financial instruments	衍生金融工具公平值虧損	(4,931)	-	-	(4,931)
Gain on disposal of a subsidiary	出售附屬公司之收益	-	-	17	17
Impairment of property, plant and equipment	物業、廠房及設備減值	(638)	-	-	(638)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(1,817)	(8)	-	(1,825)
Loss on de-registration of in an associate	撤銷聯營公司註冊虧損	(456)	-	-	(456)
Write-down of inventories, net	存貨撇銷淨額	(4,495)	-	-	(4,495)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(ii) Reconciliations of reportable segment revenue and reportable segment loss

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Revenue	收入		
Reportable segment revenue	可呈報分部收入	500,403	703,495
Elimination of inter-segment revenue	抵銷分部間收入	(7,814)	(9,443)
Consolidated revenue	綜合收入	492,589	694,052
Loss	虧損		
Reportable segment loss derived from the Group's external customers	源自本集團外部客戶的可呈報分部虧損	(84,140)	(73,507)
Government subsidies (net of tax)	政府補貼(扣除稅項)	8,537	15,490
Depreciation charge on leased properties	租賃物業之折舊	(149)	(150)
Unallocated interest income	未分配利息收入	3,344	347
Unallocated interest expense	未分配利息開支	(162)	(1,815)
Unallocated head office and corporate expenses	未分配總辦事處及企業開支	(20,529)	(4,836)
Consolidated loss after tax	綜合除稅後虧損	(93,099)	(64,471)

4. 收入及分部呈報(續)

(b) 分部呈報(續)

(ii) 可呈報分部收入與可呈報分部虧損的對賬

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(iii) Reconciliation of segment assets and liabilities

4. 收入及分部呈報(續)

(b) 分部呈報(續)

(iii) 分部資產及負債對賬

		2020 二零二零年			
		Manufacturing and sales of wooden products	Retail sales of outdoor wooden products	Manufacturing and sales of renewable energy products	Total
		生產及 銷售木製品	零售 戶外木製品	生產及 銷售再生 能源產品	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment assets	分部資產	699,131	618	2,071	701,820
Corporate and other unallocated assets	企業及其他未分配資產				177,058
Total assets	資產總額				878,878
Segment liabilities	分部負債	35,363	41	517	35,921
Corporate and other unallocated liabilities	企業及其他未分配負債				30,355
Total liabilities	負債總額				66,276

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(iii) Reconciliation of segment assets and liabilities (Continued)

		2019 二零一九年			
		Manufacturing and sales of wooden products	Retail sales of outdoor wooden products	Manufacturing and sales of renewable energy products	Total
		生產及 銷售木製品	零售 戶外木製品	銷售再生 能源產品	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment assets	分部資產	878,571	1,119	12,576	892,266
Corporate and other unallocated assets	企業及其他未分配資產				89,179
Total assets	資產總額				981,445
Segment liabilities	分部負債	37,138	60	9,537	46,735
Corporate and other unallocated liabilities	企業及其他未分配負債				49,077
Total liabilities	負債總額				95,812

(iv) Geographical information

Non-current assets

Non-current assets are principally located in the PRC.

(iv) 地域資料

非流動資產

非流動資產主要位於中國。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. OTHER REVENUE AND OTHER NET LOSS

(a) Other revenue

5. 其他收入及其他虧損淨額

(a) 其他收入

		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 on bank deposits	銀行存款利息收入	3,344	347
Government subsidies [#]	政府補貼 [#]	10,044	18,223
Dividend income from the equity investment designated as fair value through other comprehensive income (note 14(a))	指定為按公平值計入其他全面收益之股本投資股息收入(附註14(a))	983	531
Rental income (note 30(b))	租金收入(附註30(b))	96	62
Others	其他	3,159	693
		17,626	19,856

[#] The Group received unconditional government subsidies of RMB10,044,000 (2019: RMB18,223,000) during the year ended 31 December 2020 in respect of its normal operating activities. There were no unfulfilled conditions or contingencies attaching to these government grants.

[#] 於截至二零二零年十二月三十一日止年度，本集團就其正常營運活動收取無條件政府補貼人民幣10,044,000元(二零一九年：人民幣18,223,000元)。該等政府補貼並無未滿足的條件或有事項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. OTHER REVENUE AND OTHER NET LOSS

(Continued)

(b) Other net loss

5. 其他收入及其他虧損淨額(續)

(b) 其他虧損淨額

		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
Net foreign exchange (loss)/gain	匯兌(虧損)/收益淨額	(8,090)	6,749
Fair value loss on derivative financial instruments	衍生金融工具公平值虧損	(8,684)	(4,931)
Fair value loss on other financial assets (note 14(b))	其他金融資產公平值虧損 (附註 14(b))	(1,201)	-
Gain on de-registration of a subsidiary, net (note 15)	撤銷附屬公司註冊收益淨額 (附註 15)	1,183	-
Net gain/(loss) on de-registration of associates, net (notes 13(a) and (b))	撤銷聯營公司註冊收益/(虧損) 淨額(附註 13(a)及(b))	759	(456)
Gain on remeasurement of previously held equity interests in an associate (note 25)	重新計量先前持有於聯營公司之 股權之收益(附註 25)	159	-
Gain on disposal of a subsidiary (note 26)	出售附屬公司收益(附註 26)	-	17
Gain/(Loss) on disposal of property, plant and equipment	出售物業、廠房及設備之 收益/(虧損)	1,782	(1,825)
Impairment of property, plant and equipment (note 11)	物業、廠房及設備減值(附註 11)	(24,641)	(638)
Write-back/(Write-down) of inventories	存貨減值撥回/(撤銷)	2,910	(4,495)
Gain on early termination of leases	提前終止租賃之收益	3	-
Others	其他	(405)	879
		(36,225)	(4,700)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

6. LOSS BEFORE TAX

Loss before tax is arrived at after charging/(crediting):

(a) Finance costs

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Interest expense on bank loans	銀行貸款的利息開支	22	1,253
Interest expense on debentures	債券的利息開支	133	549
Interest expense on lease liabilities (note 23)	租賃負債的利息開支(附註23)	7	13
		162	1,815

(b) Staff costs

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Salaries, wages and other benefits (exclude directors' remuneration)	薪金、工資及其他福利 (不包括董事薪酬)	27,173	34,111
Contributions to defined contribution retirement schemes	定額供款退休計劃供款	890	1,153
Equity-settled share award scheme expenses (note 28(b))	以股權結算的股份獎勵計劃 開支(附註28(b))	5,777	-
		33,840	35,264

Pursuant to the relevant labour rules and regulations in the PRC, the Group's entities in the PRC participate in defined contribution retirement benefit schemes (the "Schemes") organised by the local authorities whereby the entities are required to make contributions to the Schemes based on a percentage of the eligible employees' salaries during the years ended 31 December 2020 and 2019. Contributions to the Schemes vest immediately. Under the Schemes, retirement benefits of existing and retired employees are payable by the relevant scheme administrators and the Group has no further obligations beyond the annual contributions.

6. 除稅前虧損

除稅前虧損經扣除/(計入)下列各項後得出：

(a) 融資成本

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Interest expense on bank loans	22	1,253
Interest expense on debentures	133	549
Interest expense on lease liabilities (note 23)	7	13
	162	1,815

(b) 員工成本

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Salaries, wages and other benefits (exclude directors' remuneration)	27,173	34,111
Contributions to defined contribution retirement schemes	890	1,153
Equity-settled share award scheme expenses (note 28(b))	5,777	-
	33,840	35,264

根據中國的有關勞動法則及法規，本集團位於中國的實體參加地方當局籌辦的定額供款退休福利計劃(「該計劃」)，據此，有關實體須於截至二零二零年及二零一九年十二月三十一日止年度按合資格僱員薪酬的一定百分比向該計劃作出供款。對該計劃作出的供款即時歸屬。根據有關計劃，現有及退休僱員的退休福利由相關計劃管理機構支付，除年度供款外，本集團無進一步責任。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

6. LOSS BEFORE TAX (Continued)

(c) Other items

6. 除稅前虧損(續)

(c) 其他項目

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Cost of inventories recognised as expenses (note (i))	確認為存貨成本之費用 (附註(i))	488,151	685,428
Depreciation charge (note 11)	折舊(附註11)		
— Owned property, plant and equipment	— 自有物業、廠房及設備 折舊設備	35,021	21,557
— Right-of-use assets:	— 使用權資產：		
— Land use rights	— 土地使用權	1,519	1,017
— Leased properties	— 租賃物業	149	150
		36,689	22,724
Low-value assets leases expenses	低值資產租賃費用	—	116
Research and development costs	研發成本	16,282	21,418
Gain on bargain purchase on acquisition of a subsidiary (note 25)	有關收購一間附屬公司之 議價收購收益(附註25)	697	—
Auditors' remuneration	核數師酬金	875	1,016

Note:

- (i) Cost of inventories includes RMB44,911,000 (2019: RMB40,845,000) for the year ended 31 December 2020 relating to staff costs and depreciation, which amount is also included in the respective total amounts disclosed separately above or in note 6(b) for each of these types of expenses.

附註：

- (i) 截至二零二零年十二月三十一日止年度，存貨成本包括人民幣44,911,000元（二零一九年：人民幣40,845,000元）涉及員工成本及折舊，有關金額亦已計入於上文或附註6(b)就每類該等開支單獨披露的總金額內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

7. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Taxation in the consolidated statement of profit or loss represents:

7. 綜合損益表內的所得稅

(a) 綜合損益表內的稅項指：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Current tax — PRC corporate income tax	即期稅項 — 中國企業所得稅		
Provision for the year	年內撥備	39	263
Over-provision in previous year	與上一年度有關的超額撥備	(4,255)	(8)
Deferred tax expense/(credit)	遞延稅項開支/(抵免)		
Origination and reversal of temporary differences (note 16(a))	產生及轉回暫時差額 (附註 16(a))	97	(87)
Income tax credit/(expense)	所得稅抵免/(開支)	(4,119)	168

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

7. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

7. 綜合損益表內的所得稅(續)

(b) 按適用稅率計算的稅項開支與會計溢利的對賬：

		2020 二零二零年 RMB'000 人民幣千元		2019 二零一九年 RMB'000 人民幣千元	
			%		%
Loss before tax	除稅前虧損	(97,218)		(64,303)	
Notional tax on loss before taxation, calculated at the rates applicable in the tax jurisdictions concerned (notes (i) & (ii))	除稅前虧損的名義稅項，按有關稅務司法權區適用的稅率計算(附註(i) & (ii))	(14,747)	15.1	(9,189)	14.3
Effect of non-taxable income	毋須課稅收入減少的影響	(232)	0.2	(245)	0.3
Effect of non-deductible expenses	非扣減支出之影響	2,066	(2.1)	2,649	(4.1)
Effect of bonus deduction for research and development expenses	研發開支優惠扣減的影響	(1,221)	1.3	(1,606)	2.5
Tax losses not recognised	未確認之稅項虧損	14,406	(14.8)	8,567	(13.3)
Over-provision in previous years	過往年度超額撥備	(4,255)	4.4	(8)	-
Others	其他	(136)	0.1	-	-
Tax credit/(expense) at the Group's effective rate	本集團按實際稅率之稅項抵免/(開支)	(4,119)	4.2	168	(0.3)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

7. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates: (Continued)

Notes:

- i. No provision was made for Hong Kong Profits Tax as the Group did not earn any assessable profits subject to Hong Kong profits tax during the years ended 31 December 2020 and 2019.
- ii. The Group's PRC subsidiaries are subject to PRC corporate income tax at the statutory rate of 25% unless otherwise specified.
- iii. Zhangping Kimura applied and was approved for the renewal of High and New Technology Entities ("HNTE") qualification under the PRC Corporate Income Tax Law and its relevant regulations during 2019, and therefore is entitled to the preferential income tax rate of 15% for a period of three years from 2019 to 2021.
- iv. Under the PRC Corporate Income Tax Law, the CIT rate applicable to small-scale enterprises with low profitability that meet certain conditions including the assessable profits not more than RMB3,000,000, shall be reduced to 20%. Five of the Company's subsidiaries (2019: six of the Company's subsidiaries) have been designated as small-scale enterprises, pursuant to which, (i) the first RMB1,000,000 of assessable profits (the "1st Assessable Profits") of these subsidiaries is effectively taxable at 5.0% (i.e. 20% on 25% of the 1st Assessable Profits); and (ii) the remaining assessable profits not over RMB3,000,000 (the "Remaining Assessable Profits") is effectively taxable at 10.0% (i.e. 20% on 50% of the Remaining Assessable Profits).

7. 綜合損益表內的所得稅(續)

(b) 按適用稅率計算的稅項開支與會計溢利的對賬：(續)

附註：

- i. 截至二零二零年及二零一九年十二月三十一日止年度，本集團並無賺取須繳納香港利得稅的任何應課稅溢利，故並無就香港利得稅計提撥備。
- ii. 本集團的中國附屬公司須按25%法定稅率繳納中國企業所得稅，另有指明者除外。
- iii. 漳平木村已於二零一九年根據中國企業所得稅法及其相關法規申請並獲得高新技術企業(「高新技術企業」)的認證資格，故於二零一九年至二零二一年三年期間有權享有15%的優惠所得稅稅率。
- iv. 根據企業所得稅法，符合若干條件(包括應課稅溢利不超過人民幣3,000,000元)之盈利能力較低之小型企業適用之企業所得稅(「企業所得稅」)稅率將降至20%。本公司其中五間附屬公司(二零一九年：六間附屬公司)已獲指定為小型企業，據此，(i)該等附屬公司首人民幣1,000,000元之應課稅溢利(「首批應課稅溢利」)按實際稅率5%(即按25%首批應課稅溢利之20%)繳稅；及(ii)餘下不多於人民幣3,000,000元之應課稅溢利(「餘下應課稅溢利」)則按實際稅率10%(即按50%餘下應課稅溢利之20%)繳稅。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

7. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates: (Continued)

Notes: (Continued)

- v. According to the PRC Corporate Income Tax Law and its relevant regulations, dividends receivable by non-PRC resident corporate investors from PRC resident enterprises are subject to withholding income tax at 10%, unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008.

Since the Group can control the quantum and timing of distribution of profits of the Group's subsidiaries in the PRC, deferred tax liabilities are only recognised to the extent that such profits are expected to be distributed through dividend payment by the Group's PRC subsidiaries in the foreseeable future. As at 31 December 2020, temporary differences relating to the undistributed profits of the Group's PRC subsidiaries to overseas holding company amounted to RMB177,563,000 (2019: RMB259,463,000) and the corresponding deferred tax liabilities of RMB17,756,000 (2019: RMB25,946,000) have not been recognised.

7. 綜合損益表內的所得稅(續)

(b) 按適用稅率計算的稅項開支與會計溢利的對賬：(續)

附註：(續)

- v. 根據中國企業所得稅法及其相關法規，非中國居民投資者從中國居民企業源自二零零八年一月一日起賺取的溢利的應收股息須按10%的稅率繳納預扣稅，惟稅務條約或安排作出減免則另作別論。

由於本集團可以控制本集團在中國的子公司利潤分配的金額和時間，因此僅在預期本集團的中國子公司在可預見的未來通過股息支付分配利潤的前提下確認遞延所得稅負債。於二零二零年十二月三十一日，與本集團中國附屬公司未分配利潤至海外控股公司有關的暫時差額為人民幣177,563,000元(二零一九年：人民幣259,463,000元)及相應遞延稅項負債人民幣17,756,000元(二零一九年：人民幣25,946,000元)未被確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

8. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation is as follows:

8. 董事薪酬

根據香港公司條例第383(1)節及公司(披露董事利益資料)規例第2部披露規定，董事薪酬如下：

		2020 二零二零年				
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		董事袍金	薪金、津貼及實物利益	酌情花紅	退休計劃供款	總計
		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
Executive directors	執行董事					
Wu Zheyuan	吳哲彥	360	1,639	-	3	2,002
Xie Qingmei	謝清美	53	1	4	-	58
		413	1,640	4	3	2,060
Non-executive director	非執行董事					
Wu Dongping (note a)	吳冬平(附註a)	60	-	-	-	60
Independent non-executive directors	獨立非執行董事					
Lam Hin Chi	藍顯賜	107	-	-	-	107
Jin Zhongwei	金重為	107	-	-	-	107
Su Wenqiang	蘇文強	107	-	-	-	107
		321	-	-	-	321
		794	1,640	4	3	2,441

Note (a): Retired on 29 May 2020

附註(a)：於二零二零年五月二十九日退休

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

8. DIRECTORS' REMUNERATION (Continued)

8. 董事薪酬(續)

		2019 二零一九年				
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		袍金	薪金、津貼及實物利益	酌情花紅	退休計劃供款	總計
		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
Executive directors	執行董事					
Wu Zheyang	吳哲彥	360	972	-	4	1,336
Xie Qingmei	謝清美	57	1	4	-	62
		417	973	4	4	1,398
Non-executive director	非執行董事					
Wu Dongping	吳冬平	144	-	12	-	156
Independent non-executive directors	獨立非執行董事					
Lam Hin Chi	藍顯賜	106	-	-	-	106
Jin Zhongwei	金重為	106	-	-	-	106
Su Wenqiang	蘇文強	106	-	-	-	106
		318	-	-	-	318
		879	973	16	4	1,872

During the years ended 31 December 2020 and 2019, there were no amounts paid or payable by the Group to the Directors or any of the highest paid individuals set out in note 9 below as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 December 2020 and 2019.

於截至二零二零年及二零一九年十二月三十一日止年度，本集團概無向董事或下文附註9所載的任何最高薪酬人士支付或應付任何款項，作為吸引彼等加盟本集團或於加盟本集團後的獎金，或作為離職補償。於截至二零二零年及二零一九年十二月三十一日止年度，董事概無根據任何安排放棄或同意放棄任何薪酬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

9. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, there was one (2019: two) director for the year ended 31 December 2020, whose emoluments are disclosed in note 8. The aggregate of emoluments in respect of the other four (2019: three) individuals are as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他薪酬	364	425
Discretionary bonuses	酌情花紅	19	38
Share award scheme expenses	股份獎勵計劃開支	3,435	-
Equity-settled retirement scheme contributions	以股權結算的退休計劃供款	13	6
		3,831	469

The emoluments of the four individuals (2019: three individuals) with the highest emoluments are within the following bands:

		2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
Nil to RMB1,000,000	零至人民幣1,000,000元	3	3
RMB1,000,001 to RMB1,500,000	人民幣1,000,001元至 人民幣1,500,000元	1	-
		4	3

9. 最高薪酬人士

截至二零二零年十二月三十一日止年度，五名最高薪酬人士中，一名(二零一九年：二名)為董事，彼等的薪酬於附註8披露。餘下四名(二零一九年：三名)人士的薪酬總額如下：

四名(二零一九年：三名)最高薪酬人士的薪酬介乎下列範圍：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

10. LOSS PER SHARE

The calculation of basic and diluted loss per share for the year ended 31 December 2020 is based on the loss attributable to equity shareholders of the Company of RMB93,099,000 (2019: RMB64,471,000) and weighted average of 726,582,000 shares (2019: 617,667,000 shares) in issue during the year ended 31 December 2020.

The weighted average of 617,667,000 shares for the year ended 31 December 2019 are derived from 3,088,335,000 ordinary shares in issue as at 1 January 2019 after taking into account the effect of the five-to-one share consolidation which was effective on 22 October 2019.

The weighted average of 726,582,000 shares for the year ended 31 December 2020 are derived from 617,667,000 ordinary shares in issue as at 1 January 2020 after taking into account the effect of (i) the issuance of new shares of 123,533,400 ordinary shares on 14 February 2020 (notes 24 and 27(b)) and (ii) the issuance of 42,550,000 award shares under the share award scheme (note 28(b)) on 30 December 2020.

The basic and diluted loss per share are the same as the Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2020 and 2019.

10. 每股虧損

截至二零二零年十二月三十一日止年度的每股基本及攤薄虧損乃按截至二零二零年十二月三十一日止年度的本公司權益持有人應佔虧損人民幣93,099,000元(二零一九年：人民幣64,471,000元)，以及截至二零二零年十二月三十一日止年度的726,582,000股已發行股份(二零一九年：617,667,000股股份)的加權平均數計算。

截至二零一九年十二月三十一日止年度之加權平均股數617,667,000股是由於二零一九年一月一日之已發行股份3,088,335,000股再計及於二零一九年十月二十二日起生效之五合一股份合併之影響所計出。

截至二零二零年十二月三十一日止年度之加權平均數726,582,000股來自於二零二零年一月一日已發行之617,667,000股普通股，並已計及(i)於二零二零年二月十四日發行之123,533,400股普通股新股(附註24及27(b))及(ii)於二零二零年十二月三十日股份獎勵計劃下發行42,550,000股獎勵股份(附註28(b))之影響。

本集團並無就截至二零二零年及二零一九年十二月三十一日止年度之已發行普通股作出任何攤薄調整，因此每股基本及攤薄虧損相同。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

11. PROPERTY, PLANT AND EQUIPMENT

11. 物業、廠房及設備

		Leasehold Buildings	improvements 租賃 物業裝修	Plant and machinery 廠房及機器	Furniture, fittings and equipment 傢俬、 裝置及設備	Motor vehicles 汽車	Construction in progress 在建工程	Subtotal 小計	Right-of- use assets 使用權資產	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
COST		成本								
At 1 January 2019	於二零一九年一月一日	560,971	5,845	130,419	6,152	9,744	29,378	742,509	83,561	826,070
Additions	添置	-	-	4,140	1	3,449	6,194	13,784	-	13,784
Disposals	出售	-	-	(228)	(100)	(3,660)	-	(3,988)	-	(3,988)
Transfers	轉撥	5,878	-	902	-	-	(6,780)	-	-	-
Exchange realignment	匯兌調整	-	3	-	-	-	-	3	8	11
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 二零二零年一月一日	566,849	5,848	135,233	6,053	9,533	28,792	752,308	83,569	835,877
Acquisition of a subsidiary (note 25)	收購一間附屬公司(附註25)	-	-	771	33	-	-	804	-	804
Additions	添置	4,178	-	11,014	-	441	-	15,633	165	15,798
Disposals	出售	-	-	(771)	-	(630)	-	(1,401)	-	(1,401)
Transfers	轉撥	1,834	-	2,317	-	-	(4,151)	-	-	-
Impairment losses	減值虧損	-	-	-	-	-	(24,641)	(24,641)	-	(24,641)
Written off	撇銷	-	(5,848)	-	-	-	-	(5,848)	(366)	(6,214)
Exchange realignment	匯兌調整	-	-	-	-	-	-	-	(9)	(9)
At 31 December 2020	於二零二零年十二月三十一日	572,861	-	148,564	6,086	9,344	-	736,855	83,359	820,214
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES		累計折舊及減值虧損								
At 1 January 2019	於二零一九年一月一日	209,320	5,816	54,269	4,766	6,144	-	280,315	38,002	318,317
Charge for the year	年內支出	9,544	29	10,753	454	777	-	21,557	1,167	22,724
Elimination on disposals	於出售時抵銷	-	-	(147)	(88)	(1,367)	-	(1,602)	-	(1,602)
Impairment losses	減值虧損	-	-	177	-	39	-	216	422	638
Exchange realignment	匯兌調整	-	3	-	-	-	-	3	3	6
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 二零二零年一月一日	218,864	5,848	65,052	5,132	5,593	-	300,489	39,594	340,083
Charge for the year	年內支出	22,288	-	11,598	168	967	-	35,021	1,668	36,689
Elimination on disposals	於出售時抵銷	-	-	(95)	-	(599)	-	(694)	-	(694)
Written off	撇銷	-	(5,848)	-	-	-	-	(5,848)	(274)	(6,122)
Exchange realignment	匯兌調整	-	-	-	-	-	-	-	(2)	(2)
At 31 December 2020	於二零二零年十二月三十一日	241,152	-	76,555	5,300	5,961	-	328,968	40,986	369,954
NET CARRYING AMOUNT		賬面淨值								
At 31 December 2020	於二零二零年十二月三十一日	331,709	-	72,009	786	3,383	-	407,887	42,373	450,260
At 31 December 2019	於二零一九年十二月三十一日	347,985	-	70,181	921	3,940	28,792	451,819	43,975	495,794

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

11. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Buildings are held for own use and are situated in the PRC. At 31 December 2020, buildings with net carrying amount of RMB31,780,000 (2019: RMB108,102,000) were pledged to banks for certain banking facilities granted to the Group (note 29).

Impairment assessment of construction in progress

The carrying amount of construction in progress of RMB24,641,000 (2019: RMB24,641,000), before impairment loss of approximately RMB24,641,000 (2019: Nil), represented the Group's new manufacturing complex under construction (the "Suspended Property"). The construction of the Suspended Property commenced in 2018 with an aim to increase the Group's production capacity to meet the then expected increasing demand, and the Group has entered into an agreement with the constructor in February 2019 to put the construction on hold. After the reassessment of the market conditions, particularly in the United States, the Directors considered it is appropriate to suspend the construction plan of the Suspended Property and impair the related incurred construction costs of approximately RMB24,641,000 in full during the year (2019: Nil). The estimated outstanding amount of the construction contract, to which the Group is contractually committed, is RMBNil (2019: RMB23,642,000).

11. 物業、廠房及設備(續)

樓宇持有作自用，位於中國。於二零二零年十二月三十一日，賬面淨值為人民幣31,780,000元(二零一九年：人民幣108,102,000元)之樓宇已抵押予銀行，作為本集團獲授的若干銀行授信額度之抵押(附註29)。

在建工程減值評估

在建工程之賬面值是有關本集團在建造中的新綜合製造廠(「暫緩物業」)的款項人民幣24,641,000元(二零一九年：人民幣24,641,000元)(未計及減值虧損約人民幣24,641,000元(二零一九年：無))。暫緩物業於二零一八年開始建築，旨在提高本集團的產能以滿足當時預期不斷增長的需求，並已於二零一九年二月與建築商訂立協議以擱置有關建築。在重新評估市場狀況(尤其是美國)後，董事認為，適當的做法是將暫緩物業的建築計劃暫緩，並於年內將相關已產生的建築成本約人民幣24,641,000元(二零一九年：無)全部減值。本集團根據合約履行的建築合約未償還金額為人民幣零元(二零一九年：人民幣23,642,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

11. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Impairment assessment of property, plant and equipment (other than the construction in progress)

Other than the construction in progress, property, plant and equipment of the Group were subject to impairment review.

The Directors engaged an independent professional valuer with recognised qualifications and experiences, to determine the recoverable amount of the property, plant and equipment (other than the construction in progress).

The recoverable amount was determined based on the higher of fair value less cost of disposal and value in use. Pursuant to their valuation report, no provision for impairment of the property, plant and equipment (other than the construction in progress) was necessary during the year (2019: RMB638,000) as the recoverable amount is higher than its carrying amount.

11. 物業、廠房及設備(續)

物業、廠房及設備(除在建工程外)減值評估

除在建工程外，本集團其中物業、廠房及設備須進行減值檢討。

董事已委聘具有獲承認資格及經驗的獨立專業估值師釐定物業、廠房及設備(除在建工程外)的可收回金額。

可收回金額乃按公平值減出售成本與使用價值兩者之較高者釐定。根據其估值報告，由於可收回金額高於其賬面值，於年內，概無物業、廠房及設備(除在建工程外)需作出減值撥備(二零一九年：人民幣638,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

11. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Right-of-use assets

11. 物業、廠房及設備(續)

使用權資產

		Leased properties	Land use rights	Total
		租賃物業	土地使用權	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Net carrying amount:	賬面淨值：			
At 1 January 2019	於二零一九年一月一日	359	45,200	45,559
Amortisation	攤銷	(150)	(1,017)	(1,167)
Impairment loss	減值虧損	-	(422)	(422)
Exchange alignment	匯兌調整	5	-	5
Net carrying amount:	賬面淨值：			
At 31 December 2019 and 1 January 2020	於二零一九年十二月 三十一日及二零二零年 一月一日	214	43,761	43,975
Additions	添置	165	-	165
Amortisation	攤銷	(149)	(1,519)	(1,668)
Written-off on early termination of leases	提前終止租賃撇銷	(92)	-	(92)
Exchange alignment	匯兌調整	(7)	-	(7)
Net carrying amount:	賬面淨值：			
At 31 December 2020	於二零二零年 十二月三十一日	131	42,242	42,373

At 31 December 2020, land use rights with an aggregate carrying amount of RMB14,764,000 (2019: RMB18,376,000) were pledged as securities for certain banking facilities granted to the Group (note 29).

於二零二零年十二月三十一日，賬面總值為人民幣14,764,000元(二零一九年：人民幣18,376,000元)的土地使用權已作為授予本集團的若干銀行融資的抵押品(附註29)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

12. NON-CURRENT DEPOSITS FOR ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT

The amount mainly represented the prepaid construction cost for plant and machinery. An analysis of non-current deposits of construction cost is as follows:

12. 收購物業、廠房及設備的非即期按金

該金額主要指廠房及機器工程的預付工程成本。非即期工程成本按金分析如下：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Deposit for construction of manufacturing complex	建造綜合製造廠的按金	-	9,031
Deposit for other constructions and property, plant and equipment	其他建築以及物業、廠房及設備的按金	1,907	2,043
		1,907	11,074

13. INTERESTS IN ASSOCIATES

13. 於聯營公司權益

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	-	15,666

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

13. INTERESTS IN ASSOCIATES (Continued)

Details of the Group's interests in the associates are as follows:

13. 於聯營公司權益(續)

本集團於聯營公司的權益詳情如下：

Name of associate 聯營公司名稱	Place of establishment and operation 成立及經營地點	Proportion of ownership interest 所有權權益比例		Principal activity 主要活動
		Group's effective interest 本集團的實際權益	Held by subsidiaries 由附屬公司持有	
Jiangxi Lvyuan Trading Co., Ltd.* ("Lvyuan") (note (a)) 江西綠源貿易有限公司(「綠源」)(附註(a))	The PRC 中國	– (2019: 45%) (二零一九年： 45%)	– (2019: 45%) (二零一九年： 45%)	Trading of imported timber 買賣進口木材
Longyan Deliyuan Biomass Energy Co., Ltd.* ("Deliyuan") (note (b)) 龍岩市得利源生物能源有限公司(「得利源」)(附註(b))	The PRC 中國	– (2019: 45%) (二零一九年： 45%)	– (2019: 45%) (二零一九年： 45%)	Research & development and sales of biomass energy 生物質能源的研發及銷售
Zhangping Ruisheng Wood Structure Materials Co., Ltd.* ("Ruisheng Wood") (Formerly known as "Fujian Longyan Zhangping Weston Wood Component and Material Company Limited" (note (c)) 漳平瑞昇木結構材料有限公司 (「瑞昇木結構」)(前稱「福建省龍岩市漳平威斯特頓木結構材料有限公司」)(附註(c))	The PRC 中國	100% (2019: 45%) (二零一九年： 45%)	100% (2019: 45%) (二零一九年： 45%)	Manufacturing and sales of wooden products 木製品製造及銷售

* The English translation of the name is for reference only. The official name of these related parties is in Chinese.

* 英文本的英譯名稱僅供參考。該等關聯方的官方名稱以中文為準。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

13. INTERESTS IN ASSOCIATES (Continued)

31 December 2020

Notes:

- (a) On 16 March 2020, Lvyuan, an associate of the Group with 45% effective equity interests, was de-registered, resulting in gain on de-registration of an associate of RMB1,181,000 (note 5(b)). During the period from 1 January 2020 to 16 March 2020 (date of de-registration), the Group had taken up its results of RMBNil to the consolidated statement of profit or loss.
- (b) On 23 November 2020, Deliyuan, an associate of the Group with 45% effective equity interests, was de-registered, resulting in loss on de-registration of an associate of RMB422,000 (note 5(b)). During the period from 1 January 2020 to 23 November 2020 (date of de-registration), the Group had taken up its results of RMBNil to the consolidated statement of profit or loss.
- (c) As detailed in note 25 to the consolidated financial statements, the Group acquired the remaining 55% equity interests in Ruisheng Wood on 10 September 2020 and Ruisheng Wood became a wholly-owned subsidiary of the Company since then. During the period from 1 January 2020 to 9 September 2020, the Group had taken up its results of RMB287,000 to the consolidated statement of profit or loss.

31 December 2019

- (d) On 31 October 2019, Xiamen Zhonglisheng Trading Co., Ltd. ("Zhonglisheng"), an associate of the Group with 45% effective equity interests, was de-registered, resulting in loss on de-registration of interest in an associate of RMB456,000 (note 5(b)).

13. 於聯營公司權益(續)

二零二零年十二月三十一日

附註：

- (a) 於二零二零年三月十六日，本集團有45%實際股權之聯營公司緣源已註銷，導致註銷一間聯營公司的收益人民幣1,181,000元(附註5(b))。於二零二零年一月一日至三月十六日(註銷日期)，本集團已將其業績人民幣零元計入綜合損益表。
- (b) 於二零二零年十一月二十三日，本集團有45%實際股權之聯營公司得利源已註銷，導致註銷一間聯營公司的虧損人民幣422,000元(附註5(b))。於二零二零年一月一日至二零二零年十一月二十三日(註銷日期)期間，本集團已將其業績人民幣零元計入綜合損益表。
- (c) 如綜合財務報表附註25中詳列，於二零二零年九月十日，本集團獲得瑞昇木結構餘下55%股權，及瑞昇木結構自此成為本公司全資附屬公司。於二零二零年一月一日至二零二零年九月九日期間，本集團已將其業績人民幣287,000元計入綜合損益表。

二零一九年十二月三十一日

- (d) 於二零一九年十月三十一日，本集團擁有實際股權45%之聯營公司廈門中利盛貿易有限公司(「中利盛」)已註銷，導致註銷一間聯營公司的權益虧損人民幣456,000元(附註5(b))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

13. INTERESTS IN ASSOCIATES (Continued)

Summary of financial information of the associates:

		Lv Yuan 綠源		Deli Yuan 得利源		Ruisheng Wood 瑞昇木結構	
		2020	2019	2020	2019	2020	2019
		二零二零年	二零一九年	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	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
Non-current assets	非流動資產	N/A 不適用	-	N/A 不適用	-	N/A 不適用	2,527
Current assets	流動資產	N/A 不適用	5,441	N/A 不適用	9,985	N/A 不適用	8,531
Non-current liabilities	非流動負債	N/A 不適用	-	N/A 不適用	-	N/A 不適用	-
Current liabilities	流動負債	N/A 不適用	-	N/A 不適用	(1)	N/A 不適用	(6,049)
Net assets	資產淨值	N/A 不適用	5,441	N/A 不適用	9,984	N/A 不適用	5,009
Reconciliation to the Group's interests in associates:	與本集團於聯營公司權益之對賬：	N/A 不適用	-	N/A 不適用	-	N/A 不適用	-
Group's share of net assets of the associates	本集團應佔聯營公司的資產淨值	N/A 不適用	2,448	N/A 不適用	4,493	N/A 不適用	2,254
Revenue	收入	N/A 不適用	230	N/A 不適用	-	N/A 不適用*	44,617
Profit or loss from continuing operations	持續經營的(虧損)/溢利	N/A 不適用	(243)	N/A 不適用	(1)	N/A 不適用*	1,075

* Prior to the acquisition of the remaining 55% equity interest of Ruisheng Wood (note 25), Ruisheng Wood recorded RMB19,046,000 of revenue and RMB637,000 of profit for the period from 1 January 2020 to 9 September 2020.

13. 於聯營公司權益(續)

該聯營公司的財務資料摘要：

		Lv Yuan 綠源		Deli Yuan 得利源		Ruisheng Wood 瑞昇木結構	
		2020	2019	2020	2019	2020	2019
		二零二零年	二零一九年	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	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
Non-current assets	非流動資產	N/A 不適用	-	N/A 不適用	-	N/A 不適用	2,527
Current assets	流動資產	N/A 不適用	5,441	N/A 不適用	9,985	N/A 不適用	8,531
Non-current liabilities	非流動負債	N/A 不適用	-	N/A 不適用	-	N/A 不適用	-
Current liabilities	流動負債	N/A 不適用	-	N/A 不適用	(1)	N/A 不適用	(6,049)
Net assets	資產淨值	N/A 不適用	5,441	N/A 不適用	9,984	N/A 不適用	5,009
Reconciliation to the Group's interests in associates:	與本集團於聯營公司權益之對賬：	N/A 不適用	-	N/A 不適用	-	N/A 不適用	-
Group's share of net assets of the associates	本集團應佔聯營公司的資產淨值	N/A 不適用	2,448	N/A 不適用	4,493	N/A 不適用	2,254
Revenue	收入	N/A 不適用	230	N/A 不適用	-	N/A 不適用*	44,617
Profit or loss from continuing operations	持續經營的(虧損)/溢利	N/A 不適用	(243)	N/A 不適用	(1)	N/A 不適用*	1,075

* 在收購瑞昇木結構剩餘的55%股權(附註25)之前，瑞昇木結構在二零二零年一月一日至二零二零年九月九日期間錄得收入為人民幣19,046,000元，利潤為人民幣637,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

14. OTHER FINANCIAL ASSETS

14. 其他金融資產

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Equity investment at fair value through other comprehensive income ("FVOCI") (note a)	按公平值計入其他全面收益的股本投資(附註a)	2,400	3,048
Other financial assets at fair value through profit or loss ("FVTPL") (note b)	按公平值計入損益的其他金融資產(附註b)	29,174	791
		31,574	3,839
Less: Current portion	減：即期部分	(29,174)	(791)
Non-current portion	非即期部分	2,400	(3,048)

Notes:

- (a) The equity investment represents unlisted investment in 5% equity interests of a PRC local bank in Zhangping City, Fujian Province, the PRC. The equity investment was irrevocably designated at fair value through other comprehensive income as the Group considered these investments to be strategic in nature.

The dividend income received related to the equity investment for the year ended 31 December 2020 was RMB983,000 (2019: RMB531,000) (note 5(a)).

- (b) Other financial assets represent (i) commodity investments from an authorised PRC bank for an aggregate amount of RMB30,007,000 (2019: Nil) during the year. The fair value of such commodity investment amounted to RMB28,806,000 (2019: RMB Nil), resulting in a fair value loss of RMB1,201,000 (2019: RMB Nil) (note 5(b)) as at 31 December 2020; and (ii) investment products of a PRC bank of RMB368,000 (2019: RMB791,000).

附註：

- (a) 該股本投資佔於中國福建省漳平市一間本地銀行中的非上市股本投資5%。股本投資乃不可撤回地指定為按公平值計入其他全面收益列賬，原因為本集團認為該等資產屬策略性質。

截至二零二零年十二月三十一日止年度，已收到與股本投資相關股息收入為人民幣983,000元(二零一九年：人民幣531,000元)(附註5(a))。

- (b) 其他金融資產指(i)年內於中國一間授權銀行的商品投資人民幣30,007,000元(二零一九年：無)。該商品投資的公平值為人民幣28,806,000元(二零一九年：人民幣零元)，導致於二零二零年十二月三十一日公平值虧損人民幣1,201,000元(二零一九年：人民幣零元)(附註5(b))；及(ii)於中國一間銀行的投資產品人民幣368,000元(二零一九年：人民幣791,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

15. INTERESTS IN SUBSIDIARIES

Details of the subsidiaries are set out below. The class of shares held is ordinary unless otherwise stated.

15. 於附屬公司的權益

有關附屬公司的詳情載列如下。除另有註明外，所持有的股份均為普通股。

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Particulars of issued and paid up/ registered capital 已發行及繳足資本/ 註冊資本的詳情	Attributable equity interest held by the Company 本公司所持應佔股權		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Green Oceans Investment Holdings Limited	The British Virgin Islands (the "BVI")	10 shares of USD1 each	100%	–	Investment holding
Green Oceans Investment Holdings Limited	英屬處女群島 (「英屬處女群島」)	10股每股1美元的股份	100%	–	投資控股
King Wood (Hong Kong) Holding Limited	Hong Kong	10,000 shares of HKD1 each	–	100%	Sales of outdoor wooden products
木村(香港)控股有限公司	香港	10,000股每股1港元的股份	–	100%	銷售戶外木製品
Fujian Zhangping Kimura Forestry Products Co., Ltd. (notes (i) and (iii))	The PRC	Registered capital of RMB660,000,000 (2019: RMB600,000,000)	–	100%	Manufacturing and sales of outdoor wooden products
福建省漳平木村林產有限公司 (附註(i)及(iii))	中國	註冊資本 人民幣660,000,000元 (二零一九年：人民幣600,000,000元)	–	100%	生產及銷售戶外木製品
Merry Garden (Shanghai) Household Co., Ltd. (notes (ii) and (iii))	The PRC	Registered capital of RMB1,000,000	–	– (2019: 100%)	Retail sales of outdoor wooden products through self-operated retail shops
美麗家園(上海)家居有限公司 (附註(ii)及(iii))	中國	註冊資本 人民幣1,000,000元	–	– (二零一九年：100%)	透過自營零售店零售戶外木製品
Merry Garden (Xiamen) Household Co., Ltd. (notes (ii) and (iii))	The PRC	Registered capital of RMB5,000,000	–	100%	Retail sales of outdoor wooden products through self-operated retail shops
美麗家園(廈門)家居有限公司 (附註(ii)及(iii))	中國	註冊資本 人民幣5,000,000元	–	100%	透過自營零售店零售戶外木製品

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

15. INTERESTS IN SUBSIDIARIES (Continued)

15. 於附屬公司的權益(續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Particulars of issued and paid up/ registered capital 已發行及繳足資本/ 註冊資本的詳情	Attributable equity interest held by the Company 本公司所持應佔股權		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Zhangping Merry Garden Import and Export Co. Ltd. ("MG Import and Export") (notes (ii) and (iii))	The PRC	Registered capital of RMB30,000,000	–	100%	Trading of timber and sales of outdoor wooden products
漳平市美麗家園進出口有限公司 ("美麗家園進出口") (附註(ii)及(iii))	中國	註冊資本 人民幣30,000,000元	–	100%	木材貿易及銷售 戶外木製品
Merry Garden Holdings Limited (note (iv))	Hong Kong	1 share of HKD1 each	–	100%	Investment holding
美麗家園控股有限公司(附註(iv))	香港	1股每股 1港元的股份	–	100%	投資控股
Zhangping Merry Garden Biomass Energy Development Ltd. (notes (ii) and (iii))	The PRC	Registered capital of RMB20,000,000	–	100%	Manufacturing and sales of renewable energy products
漳平市美麗家園生物質能源開發有限公司(附註(ii)及(iii))	中國	註冊資本 人民幣20,000,000元	–	100%	生產及銷售再生 能源產品
Zhangping Ruisheng Wood Structure Materials Co., Ltd (Formerly known as "Fujian Longyan Zhangping Weston Wood Component and Material Company Limited") (notes (ii) and (iii))	The PRC	Registered capital of RMB3,000,000	–	100% (2019: 45%)	Manufacturing and sales of wooden products
漳平瑞昇木結構材料有限公司 (前稱「福建省龍岩市漳平威斯頓木結構材料有限公司」) (附註(ii)及(iii))	中國	註冊資本 人民幣3,000,000元	–	100% (二零一九年： 45%)	生產及銷售木製品
Unicreed Holdings Limited	Hong Kong	10,000 shares of HKD5,653.39 each	–	100%	Investment holding
揚帆同創集團有限公司	香港	10,000股每股5,653.39港元的股份	–	100%	投資控股
Unicreed industry & trade Co., Ltd. (notes (i) and (iii))	The PRC	Registered capital of USD7,850,000	–	100%	Manufacturing and sales of outdoor wooden products
揚帆同創工貿有限公司 (附註(i)及(iii))	中國	註冊資本 7,850,000美元	–	100%	生產及銷售木製品

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

15. INTERESTS IN SUBSIDIARIES (Continued)

On 8 March 2019, the Company's subsidiary, Green Oceans Investment Holdings Limited, disposed all its shareholding in Merry Garden Biomass Energy Holdings Limited to a third party for cash consideration of HK\$10,000 (equivalent to approximately RMB9,000). Gain on disposal of a subsidiary amounting to RMB17,000 was recognised (notes 5(a) and 26) during the year ended 31 December 2019.

On 30 September 2019, the Administration for Industry and Commerce of Zhangping approved the liquidation of Zhangping Kimura Merry Garden Wooden Structure Design and Installation Co., Ltd., an indirect wholly owned subsidiary of the Company.

On 17 January 2020, Merry Garden (Shanghai) Household Co., Ltd., an indirect wholly owned subsidiary of the Company, was de-registered resulting in a gain on de-registration of RMB1,183,000 (note 5(b)).

On 10 September 2020, as detailed in notes 13(c) and 25 to the consolidated financial statements, Ruisheng Wood became a wholly-owned subsidiary of the Company.

All the percentages of equity attributable to the Company remain unchanged with the previous year except when otherwise indicated.

Notes:

- (i) These entities are wholly foreign-owned enterprises established in the PRC.
- (ii) These entities are limited liability companies established in the PRC and are wholly-owned subsidiaries of Zhangping Kimura.
- (iii) The English translation of the company names is for reference only. The official names of these companies are in Chinese.
- (iv) This entity is a limited liability company established in Hong Kong and is a wholly-owned subsidiary of King Wood (Hong Kong) Holding Limited.

15. 於附屬公司的權益(續)

於二零一九年三月八日，本公司之附屬公司 Green Oceans Investment Holdings Limited 已以現金代價港幣 10,000 元（相當於約人民幣 9,000 元）出售 Merry Garden Biomass Energy Holdings Limited 之所有股權予一第三方。截至二零一九年十二月三十一日止年度，已確認出售附屬公司之收益人民幣 17,000 元（附註 5(a) 及 26）。

漳平市工商行政管理局於二零一九年九月三十日批准清算本公司之間接全資子公司漳平木村美麗花園木結構設計安裝有限公司。

於二零二零年一月十七日，本公司之間接全資附屬公司美麗家園（上海）家居有限公司已註銷，導致註銷收益人民幣 1,183,000 元（附註 5(b)）。

於二零二零年九月十日，瑞昇木結構成為本公司的全資附屬公司，於綜合財務報表附註 13(c) 及 25 中詳列。

除另有指明外，所有本公司應佔權益百分比均與往年一致，維持不變。

附註：

- (i) 該等實體為於中國成立的外商獨資企業。
- (ii) 該等實體為於中國成立的有限公司及漳平木村的全資附屬公司。
- (iii) 該等公司的英譯名稱僅供參考，其正式名稱以中文為準。
- (iv) 該實體為於香港成立的有限公司及木村（香港）控股有限公司的全資附屬公司。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

16. DEFERRED TAXATION

(a) Deferred tax assets and liabilities recognised

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

16. 遞延稅項

(a) 已確認的遞延稅項資產及負債

年內於綜合財務狀況表中已確認的遞延稅項資產/(負債)部分及變動如下：

		Unrealised gain/(loss) on other financial assets	Unrealised gain/(loss) on derivative financial instruments	PRC dividend withholding tax	Impairment under ECL model	Fair value adjustments of equity investment through other comprehensive income	Total
		其他金融資產的未變現收益/(虧損)	衍生金融工具的未變現收益/(虧損)	中國股息預扣稅	預期信貸虧損模式減值	計入其他全面收入的股本投資的公平值調整	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2019	於二零一九年一月一日	-	(28)	(1,707)	831	(116)	(1,020)
(Charged)/credited to profit or loss (note 7(a))	(扣除自)/計入損益表(附註7(a))	-	87	-	-	-	87
Credited to other comprehensive income	計入其他全面收入	-	-	-	-	33	33
At 31 December 2019	於二零一九年十二月三十一日	-	59	(1,707)	831	(83)	(900)
At 1 January 2020	於二零二零年一月一日	-	59	(1,707)	831	(83)	(900)
Credited to profit or loss (note 7(a))	計入損益(附註7(a))	180	(277)	-	-	-	(97)
Credited to other comprehensive income	計入其他全面收入	-	-	-	-	97	97
At 31 December 2020	於二零二零年十二月三十一日	180	(218)	(1,707)	831	14	(900)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

16. DEFERRED TAXATION (Continued)

(a) Deferred tax assets and liabilities recognised (Continued)

Reconciliation to consolidated statement of financial position:

	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
Net deferred tax assets recognised in the consolidated statement of financial position	1,025	890
Net deferred tax liabilities recognised in the consolidated statement of financial position	(1,925)	(1,790)
	(900)	(900)

(b) Deferred tax assets and liabilities not recognised

A deferred tax asset has not been recognised on the followings:

	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
Unused tax losses, net	223,072	130,172

16. 遞延稅項(續)

(a) 已確認的遞延稅項資產及負債(續)

於綜合財務狀況表中對賬如下：

	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
於綜合財務狀況表中確認的遞延稅項資產淨值	1,025	890
於綜合財務狀況表中確認的遞延稅項負債淨值	(1,925)	(1,790)
	(900)	(900)

(b) 未確認的遞延稅項資產及負債

以下之遞延稅項資產未被確認：

	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
未動用稅項虧損淨額	223,072	130,172

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

16. DEFERRED TAXATION (Continued)

(b) Deferred tax assets and liabilities not recognised (Continued)

No deferred tax asset has been recognised in respect of certain unused tax losses due to the unpredictability of future profit streams. The unused tax losses will be expired in 1 to 5 years.

16. 遞延稅項(續)

(b) 未確認的遞延稅項資產及負債(續)

由於未來利潤流的不可預測性，因此未確認某些未使用稅項虧損的遞延稅項資產。未使用的稅收損失將在1至5年內到期。

17. INVENTORIES

17. 存貨

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Raw materials	原材料	75,687	140,321
Work in progress	在製品	21,652	22,599
Finished goods	製成品	17,795	62,486
		115,134	225,406

The write back of inventories of RMB2,910,000 for the year ended 31 December 2020 was mainly due to certain written down inventories sold during the year.

The write down of inventories of RMB4,495,000 during the year ended 31 December 2019 was mainly due to the decrease in estimated net realisable value of certain slow moving inventories with reference to the usage.

截至二零二零年十二月三十一日止年度存貨撥回人民幣2,910,000元主要由於年內若干已售存貨撤銷。

截至二零一九年十二月三十一日止年度存貨撤銷人民幣4,495,000元主要由於經參考使用率若干滯銷存貨的預計可變現淨值減少。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

18. TRADE AND OTHER RECEIVABLES

18. 貿易及其他應收款項

		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 receivables	貿易應收款項	77,828	108,187
Less: Loss allowance	減：虧損撥備	(22,339)	(20,893)
		55,489	87,294
Trade deposit for raw materials	原材料貿易按金	68,466	47,267
Due from a related company (note 32(c))	應收關聯公司(附註32(c))	67	71
Due from associates	應收聯營公司	-	5
Prepayments and other receivables	預付款項及其他應收款項	12,028	10,578
Less: Loss allowance	減：虧損撥備	(1,250)	(385)
		79,311	57,536
Trade and other receivables	貿易及其他應收款項	134,800	144,830

All of the trade and other receivables are expected to be recovered or recognised as expense within one year.

預計所有貿易及其他應收款項將於一年內收回或確認為開支。

Amounts due from a related company and associates are unsecured, interest free and repayable on demand.

應收一家關聯公司及聯營公司款項為無抵押、免息及應要求償還。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

18. TRADE AND OTHER RECEIVABLES (Continued)

The ageing analysis of trade receivables (net of loss allowances) as of the end of reporting period, based on invoice date, is as follows:

		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
Within 1 month	1個月內	20,576	49,821
1 to 2 months	1至2個月	21,361	14,185
2 to 3 months	2至3個月	2,986	9,516
Over 3 months	3個月以上	10,566	13,772
		55,489	87,294

Trade receivables are normally due within 90 days to 180 days (2019: 90 days to 180 days) from the date of billing. Further details of the Group's credit policy are set out in note 34(a).

The Group recognised impairment loss based on the accounting policy stated in note 2(o).

18. 貿易及其他應收款項(續)

於報告期末，貿易應收款項(扣除虧損撥備)的賬齡分析(按發票日期列示)如下：

貿易應收款項一般於出具發票日期起計90日至180日(二零一九年：90日至180日)內到期。本集團信貸政策的進一步詳情載於附註34(a)。

本集團根據附註2(o)所述的會計政策確認減值損失。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

18. TRADE AND OTHER RECEIVABLES (Continued)

The below table reconciled the impairment losses on trade receivables for the year:

		Trade receivables	Due from a related company	Other receivables	Total
		貿易 應收款項	應收 關聯公司	其他 應收款項	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	8,119	2	383	8,504
Impairment losses recognised during the year	年內已確認減值虧損	12,774	-	-	12,774
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	20,893	2	383	21,278
Impairment losses recognised during the year, net	年內已確認減值虧損，淨額	3,068	-	865	3,933
Amounts written off as uncollectible	撇銷不可收回之款項	(1,622)	-	-	(1,622)
At 31 December 2020	於二零二零年十二月三十一日	22,339	2	1,248	23,589

The increase in expected loss rate contributed to the increase in net loss allowance amounting to RMB3,068,000 (2019: RMB12,774,000) for the year ended 31 December 2020.

In determining the impairment losses for trade and other receivables, the Group has made individual assessment on the recoverability of trade and other receivables based on historical settlement records, past experience and forward-looking information.

18. 貿易及其他應收款項(續)

年內貿易及其他應收款項減值虧損對賬如下：

		Trade receivables	Due from a related company	Other receivables	Total
		貿易 應收款項	應收 關聯公司	其他 應收款項	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	8,119	2	383	8,504
Impairment losses recognised during the year	年內已確認減值虧損	12,774	-	-	12,774
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	20,893	2	383	21,278
Impairment losses recognised during the year, net	年內已確認減值虧損，淨額	3,068	-	865	3,933
Amounts written off as uncollectible	撇銷不可收回之款項	(1,622)	-	-	(1,622)
At 31 December 2020	於二零二零年十二月三十一日	22,339	2	1,248	23,589

預期虧損率增加導致截至二零二零年十二月三十一日止年度的淨虧損準備增加人民幣3,068,000元(二零一九年：人民幣12,774,000元)。

在確定貿易及其他應收款的減值虧損時，本集團根據歷史結算記錄，以往經驗和前瞻性資訊對貿易及其他應收款的可收回性進行了單獨評估。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

19. DERIVATIVES FINANCIAL INSTRUMENTS

19. 衍生金融工具

		2020 二零二零年	
		Assets 資產 RMB'000 人民幣千元	Liabilities 負債 RMB'000 人民幣千元
Foreign currency contracts (notes 34(d) & (f))	外幣合約(附註34(d)及(f))	1,619	(157)
		2019 二零一九年	
		Assets 資產 RMB'000 人民幣千元	Liabilities 負債 RMB'000 人民幣千元
Foreign currency contracts (notes 34(d) & (f))	外幣合約(附註34(d)及(f))	310	(699)

The derivative financial instruments represented certain foreign currency forward contracts entered with the financial institutions, which are not designated for hedge purposes and are measured at fair value through profit or loss. Changes in the fair value of non-hedging foreign currency forward contracts were credited to the consolidated statement of profit or loss as at end of reporting period. All of the foreign currency forward contracts are settled within one year.

衍生金融工具代表與金融機構訂立的若干外幣遠期合約，該等合約未指定用於對沖目的，並按公平值計入損益計量。非對沖外幣遠期合約的公平值變動於報告期末計入綜合損益表。所有外幣遠期合約均在一年內計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

20. PLEDGED DEPOSITS

Pledged deposits with banks have been placed as security for banking facilities granted by banks to the Group (note 29).

21. CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents in the consolidated statement of financial position and consolidated cash flow statement comprise:

20. 已抵押存款

抵押予銀行的存款已用作銀行向本集團授出銀行融資的抵押(附註29)。

21. 現金及現金等價物

(a) 於綜合財務狀況表及綜合現金流量表內的現金及現金等價物包括：

		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
Time deposits with banks	銀行定期存款	39,861	30,000
Cash at bank and in hand	銀行及手頭現金	98,108	46,024
		137,969	76,024

At 31 December 2020, cash and cash equivalents in the amount of RMB80,362,000 (2019: RMB22,318,000) are denominated in RMB and are deposited in the PRC in the ordinary course of business. RMB is not a freely convertible currency and the remittance of funds out of the PRC is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

於二零二零年十二月三十一日，為數人民幣80,362,000元(二零一九年：人民幣22,318,000元)的現金及現金等價物乃以人民幣計值，並於日常業務過程中存放於中國。人民幣並非可自由兌換的貨幣，從中國匯出資金須受中國政府頒佈的外匯管制法例及法規所限制。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

21. CASH AND CASH EQUIVALENTS (Continued)

(b) Reconciliation of profit before tax to cash generated from operations:

21. 現金及現金等價物(續)

(b) 除稅前溢利與經營業務所得現金對賬：

			2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
		Notes 附註		
Loss before taxation	除稅前虧損		(97,218)	(64,303)
Adjustments for:	就以下各項作出調整：			
Interest expense on bank borrowings and debenture	銀行借款及債券利息	6(a)	155	1,802
Interest expense on lease liability	租賃負債的利息開支	6(a)	7	13
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	6(c)	35,021	21,557
Depreciation of land use right included within right-of-use assets	包括在使用權資產的土地使用權之折舊	6(c)	1,519	1,017
Depreciation of leased properties included within right-of-use assets	包括在使用權資產的租賃物業之折舊	6(c)	149	150
Changes in fair value of derivative financial instruments	衍生金融工具公平值變動		(1,461)	579
Changes in fair value of other financial assets	其他金融資產的公平值變動	5(b)	1,201	-
Interest income	利息收入	5(a)	(3,344)	(347)
Dividend income	股息收入	5(a)	(983)	(531)
Net loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備虧損/(收益)淨額	5(b)	(1,782)	1,825
Share of (losses)/profits of associates, net of tax	應佔聯營公司(虧損)/溢利，扣除稅項		287	(401)
Gain on de-registration of a subsidiary	註銷一間附屬公司的收益	5(b)	(1,183)	-
Gain on de-registration of associates	註銷聯營公司的收益	5(b)	(759)	-
Fair value loss on previous held equity interest in associate	先前持有聯營公司股權的公平值虧損	5(b)	(159)	-
Gain on early termination of leases	提前終止租賃之收益		(3)	-
Gain on bargain purchase on acquisition of a subsidiary	有關收購一間附屬公司之議價收購收益	25	(697)	-
Equity-settled share award scheme expenses	以股權結算的股份獎勵計劃開支	28	6,075	-
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	5(b)	24,641	638
Expected credit loss on financial assets (Write-back)/Write-down of inventories	金融資產的預期信貸虧損存貨(撥回)/撇銷	5(b)	3,933	12,774
Provision for onerous contracts	虧損合同撥備		-	293
Provision for medical expenses	醫療開支撥備		5,500	-
Write-off of interest in an associate	於聯營公司之權益撇銷		-	456
Write-off of payables and amount due to a related company	應付款及應付關聯公司之撇銷		-	(493)
Changes in working capital:	營運資金變動：			
Decrease in inventories	存貨減少		113,320	115,586
Decrease in trade and other receivables	貿易及其他應收款項減少		10,767	54,642
Decrease in trade and other payables	貿易及其他應付款項減少		(3,225)	(1,494)
Increase/(Decrease) in contract liabilities	合約負債(增加)/減少		1,509	(18,847)
Cash generated from operations	經營業務所得現金		90,360	129,411

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

22. TRADE AND OTHER PAYABLES

22. 貿易及其他應付款項

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Trade and bills payables (note ii)	貿易應付款項及應付票據 (附註 ii)	14,092	13,039
Contract liabilities	合約負債	5,698	4,213
Due to associates	應付聯營公司	-	14,281
Due to a director	應付一名董事	13	13
Other payables and accruals (note i)	其他應付款項及應計費用 (附註 i)	17,329	16,806
		37,132	48,352

Notes:

- i. Balance mainly represents salaries, wages, bonus and other accrued benefits, and payables for the acquisition of property, plant and equipment.
- ii. Included in the trade and bills payables were bills payables of RMB10,574,000, which were pledged by land use rights and buildings (note 29).
- iii. The contract liabilities represented the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the reporting period. The Group expects the transaction price allocated to the unsatisfied performance obligations will be recognised as revenue when the Group transfers goods to the customer.

附註：

- i. 結餘主要指薪金、工資、花紅及其他應計福利以及購買物業、廠房及設備的應付款項。
- ii. 貿易應付款項及應付票據包括應付票據人民幣10,574,000元，由土地使用權及樓宇抵押(附註29)。
- iii. 合約負債指截至報告期末分配至未完成履約責任的交易價格總額。本集團預期分配至未完成履約責任的交易價格將於本集團向客戶轉移貨品時確認為收益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

22. TRADE AND OTHER PAYABLES (Continued)

Notes: (Continued)

iii. (Continued)

The contract liabilities represented receipt in advance from customers for goods that have not yet been transferred to the customers. As at 31 December 2020 and 2019, the contract liabilities mainly included the receipt in advance received from sales of wooden products. The contract liabilities increased by RMB1,485,000 (2019: Decreased RMB18,848,000) during the year ended 31 December 2020 primarily due to the increase in sales requiring receipt in advance.

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

Sales deposits

When the Group receives a deposit before the delivery of goods, this will give rise to contract liabilities at the start of a contract, until the revenue recognised exceeds the amount of the deposit. The amount of the sales deposit, if any, was negotiated on a case by case basis with customers.

22. 貿易及其他應付款項(續)

附註：(續)

iii. (續)

合約負債指預收尚未向客戶轉移貨物的客戶款項。於二零二零年及二零一九年十二月三十一日，合約負債主要包括銷售木製品收到的預收款項。截至二零二零年十二月三十一日止年度，合約負債增加人民幣1,485,000元(二零一九年：減少人民幣18,848,000元)，主要由於需要預收款項的銷售增加所致。

對經確認合約資產金額構成影響的一般支付條款如下：

銷售按金

當本集團在交付貨物之前收到按金時，按金將於合約開始時產生合約負債，直到確認的收入超過按金金額。銷售按金的金額(如有)乃根據具體情況與客戶協商而定。

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
At 1 January	於一月一日	4,213	23,133
Amounts included in contract liabilities that was recognised as revenue during the year	於年內確認為收益的合約負債內列賬的款項	(1,613)	(23,133)
Cash received in advance of performance and not recognised as revenue during the year	就表現預收及於年內並未確認為收益的現金	3,098	4,213
At 31 December	於十二月三十一日	5,698	4,213

Amounts due to associates and a director are unsecured, interest free, and repayable on demand.

All of the above balances are expected to be settled within one year or repayable on demand.

應付聯營公司及董事的款項為無抵押、免息且應要求償還。

所有上述結餘預計將於一年內償付或按要求償還。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

22. TRADE AND OTHER PAYABLES (Continued)

(a) A ageing analysis of the trade and bills payables is as follows:

The ageing analysis of trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

		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
Within 1 month	1個月內	1,215	7,121
1 to 2 months	1至2個月	451	2,867
2 to 3 months	2至3個月	2,618	404
Over 3 months	超個3個月	9,808	2,647
		14,092	13,039

23. LEASE LIABILITIES

The Group leases an office premise in Hong Kong and the movement in lease liabilities during the year is as follows:

23. 租賃負債

本集團在香港租賃一間辦公室，本年度之租賃負債變動情況如下：

		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
Balance at 1 January	於一月一日的結餘	219	359
New leases	新租賃	165	-
Interest charged (note 6(a))	利息開支(附註6(a))	7	13
Payment of lease liabilities	支付租賃負債	(215)	(158)
Derecognition of lease liabilities on early termination of leases	終止確認提前終止租賃之租賃負債	(95)	-
Exchange difference	匯兌差異	(5)	5
Balance at 31 December	於十二月三十一日的結餘	76	219
Less: Non-current portion	減：非即期部分	(53)	(32)
Current portion	即期部分	23	187

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

24. DEBENTURES

24. 債券

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Balance at 1 January	於一月一日的結餘	18,035	17,620
Interest expenses	利息開支	133	549
Interest paid	已支付利息	(102)	(528)
Exchange difference	匯兌差異	(951)	394
Settlement (note (i))	結算(附註(i))	(12,580)	-
Balance at 31 December	於十二月三十一日的結餘	4,535	18,035
Less: Non-current portion	減：非即期部分	(4,535)	(18,035)
Current portion	即期部分	-	-

The Group entered into agreements with two independent third parties for issuing unsecured debentures with principal amounting to HK\$20,000,000 in aggregate during the year ended 31 December 2018. Its carrying amount was approximately at HK\$5,343,000 and HK\$20,133,000 as at 31 December 2020 and 2019. The debentures bear interest at 3% per annum, unsecured and repayable on 29 August 2022.

Interest expenses on the debentures are calculated by applying the interest rate of 3% per annum (2019: 3%) to the carrying amount of debentures.

Note (i): On 22 December 2019, the Company entered into the subscription agreements with debenture holders to partial capitalise the principal amounts of debentures together with accrued interest thereon in the amount of HK\$14,824,000 (equivalent to RMB13,279,000 and RMB12,580,000 as at 31 December 2019 and the completion date of 14 February 2020, respectively) by issuing an aggregate of 123,533,400 new shares at HK\$0.12 (note 27(b)). The capitalisation was completed on 14 February 2020.

截至二零一八年十二月三十一日止年度，本集團與兩名獨立第三方訂立協議，以發行本金總額為20,000,000港元的無抵押債券。於二零二零年及二零一九年十二月三十一日，其賬面值約為5,343,000港元及20,133,000港元。債券按年息3%計息，無抵押，須於二零二二年八月二十九日償還。

債券的利息支出是通過將每年3%的利率(二零一九年：3%)應用於債券之賬面值計算。

附註(i)：於二零一九年十二月二十二日，本公司與債券持有人訂立認購協議，通過以每股0.12港元發行合共123,533,400股新股，將部分債券本金及其應計利息14,824,000港元(於二零一九年十二月三十一日及完成日期二零二零年二月十四日分別折合人民幣13,279,000元及人民幣12,580,000元)資本化(附註27(b))。資本化已於二零二零年二月十四日完成。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

25. ACQUISITION OF A SUBSIDIARY

On 28 August 2020, Fujian Zhangping, a subsidiary of the Company, entered into the sales and purchases agreements with two fellow shareholders of Ruisheng Wood, pursuant to which, Fujian Zhangping acquired the remaining 55% equity interests of Ruisheng Wood (the "Ruisheng Wood Acquisition") at an aggregate cash consideration of RMB1,650,000. Prior to the Ruisheng Wood Acquisition, Fujian Zhangping held 45% equity interests in Ruisheng Wood which was accounted for as an investment in an associate (note 13). Upon the completion of the Ruisheng Wood Acquisition on 10 September 2020, the previously held equity interests have been re-measured at their fair value of RMB1,920,000 with a gain on remeasurement of RMB159,000 (note 5(b)) recognised to the consolidated statement of profit or loss.

The fair values of the identifiable assets and liabilities of Ruisheng Wood as at 10 September 2020, being the completion date of the Ruisheng Wood Acquisition, were as follows:

25. 收購附屬公司

於二零二零年八月二十八日，本公司附屬公司福建省漳平與瑞昇木結構的兩位股東訂立買賣協議，據此，福建省漳平收購瑞昇木結構剩餘的55%股權（「收購瑞昇木結構」），總現金代價為人民幣1,650,000元。收購瑞昇木結構之前，福建省漳平持有瑞昇木結構45%的股權，該持入賬為於聯營公司的投資（附註13）。瑞昇木結構收購於二零二零年九月十日完成後，先前持有的股權已按其公平值人民幣1,920,000元進行重新計量，而重新計量收益為人民幣159,000元（附註5(b)），已在綜合損益表中確認。

瑞昇木結構於二零二零年九月十日（即瑞昇木結構收購的完成日期）的可識別資產及負債的公平值如下：

		Fair value recognised on acquisition 於收購確認的公平值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	804
Trade receivables	貿易應收款項	3,210
Prepayments and other receivables	預付款及其他應收款項	442
Inventories	存貨	138
Cash and cash equivalents	現金及現金等價物	23
Trade payables	貿易應付款項	(112)
Accruals and other payables	應計費用及其他應付款項	(238)
Total identifiable net assets at fair value	可識別資產淨值總額（以公平值計量）	4,267
Gain on bargain purchase (note 6(c))	議價收購收益（附註6(c)）	(697)
Total consideration	總代價	3,570
Consideration satisfied by:	代價支付方式：	
— Cash	— 現金	1,650
— Remeasurement of previously held equity interests in Ruisheng Wood	— 先前於瑞昇木結構持有的股權重新計量	1,920
Total consideration	總代價	3,570

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

25. ACQUISITION OF A SUBSIDIARY (Continued)

The gain on bargain purchase of RMB697,000 has been recognised in the consolidated statement of profit or loss (note 6(c)).

An analysis of cash flows in respect of the Ruisheng Wood Acquisition is as follows:

25. 收購附屬公司(續)

議價收購收益人民幣697,000元已於綜合損益表中確認(附註6(c))。

有關瑞昇木結構收購事項的現金流量分析如下：

		2020 二零二零年 RMB'000 人民幣千元
Cash consideration	現金代價	1,650
Cash and bank balances acquired	獲得現金及銀行結餘	(23)
Net outflow of cash and cash equivalents included in cash flows from investing activities	投資活動產生的現金流量中包括的現金及現金等價物流出淨額	1,627

Following the completion of the Ruisheng Wood Acquisition, Ruisheng Wood contributed RMB119,000 of consolidated revenue and RMB1,388,000 of consolidated profit to the Group during the year ended 31 December 2020.

Had the Ruisheng Wood Acquisition been taken place at the beginning of the financial year ended 31 December 2020, the consolidated revenue and consolidated loss of the Group would have been RMB493,787,000 and RMB110,197,000, respectively, for that financial year.

瑞昇木結構收購完成後，瑞昇木結構在截至二零二零年十二月三十一日止年度為本集團貢獻綜合收入人民幣119,000元及綜合溢利人民幣1,388,000元。

若瑞昇木結構收購於截至二零二零年十二月三十一日之財政年度年初進行，則本集團該財政年度的綜合收入及綜合虧損分別為人民幣493,787,000元及人民幣110,197,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

26. DISPOSAL OF A SUBSIDIARY

On 8 March 2019, the Company entered into an agreement to dispose of the entire issued share capital of a subsidiary, Merry Garden Biomass Energy Holdings Limited, for a cash consideration of HK\$10,000 (equivalent to approximately RMB9,000). The net liabilities disposed of, the resulting gain on disposal and the net cash inflow in respect of the above transaction were as follows:

26. 出售附屬公司

於二零一九年三月八日，本公司訂立協議以現金代價10,000港元(相等於約人民幣9,000元)出售附屬公司美麗家園生物質能源控股有限公司之全部已發行股本。有關上述交易的出售負債淨值，所產生的出售收益以及現金流入淨額如下：

		2019 二零一九年 RMB'000 人民幣千元
Net liabilities disposed of:	出售負債淨值：	
Due from an intermediate holding company	應收一家間接控股公司	—#
Cash and cash equivalents	現金及現金等價物	37
Due to ultimate holding company	應付最終控股公司	(2)
Due to a fellow subsidiary	應付一家同系附屬公司	(43)
		(8)
Gain on disposal:	出售收益：	
Consideration received	已收代價	9
Net liabilities disposed of	已出售淨負債	8
Cumulative currency translation reserve in respect of the subsidiary disposed of reclassified from equity to profit or loss on disposal	與被出售子公司有關之累計貨幣折算儲備從權益重新分類至出售損益	—#
		17
Net cash outflow:	現金淨流出：	
Total consideration	總代價	9
Less: Cash and cash equivalents disposed of	減：已出售之現金及現金等價物	(37)
		(28)*

Balances less than RMB1,000

餘額低於人民幣1,000元

* In the opinion of the Directors, the net cash outflow was not disclosed separately in the consolidated cash flow statement as the amount was insignificant to the Group.

* 董事認為，由於現金流出淨額對本集團而言微不足道，因此並無在綜合現金流量表中單獨披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

27. CAPITAL, RESERVES AND DIVIDENDS

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

(a) Movements in components of equity

The Company

		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
Balance at 1 January 2019	於二零一九年一月一日的結餘	25,544	678,732	52,252	(65,816)	690,712
Loss for the year	年內虧損	-	-	-	(36,090)	(36,090)
Other comprehensive income for the year	年內其他收益總額	-	-	14,804	-	14,804
Total comprehensive income for the year	年內全面收益總額	-	-	14,804	(36,090)	(21,286)
Balance at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日的結餘	25,544	678,732	67,056	(101,906)	669,426
Profit for the year	年內溢利	-	-	-	14,321	14,321
Other comprehensive income for the year	年內其他收益總額	-	-	(34,681)	-	(34,681)
Total comprehensive income for the year	年內全面收益總額	-	-	(34,681)	14,321	(20,360)
Issue of new shares (note 24(i))	發行新股份(附註24(i))	5,242	7,338	-	-	12,580
Issue of new shares under share award scheme (note 28)	根據股份獎勵計劃發行新股份(附註28)	1,805	3,972	-	-	5,777
		7,047	11,310	-	-	18,357
Balance at 31 December 2020	於二零二零年十二月三十一日的結餘	32,591	690,042	32,375	(87,585)	667,423

27. 資本、儲備及股息

有關本集團綜合權益各部分的期初及期末餘額對賬載列於綜合權益變動表。本公司權益單獨部分於年初及年末的變動詳情如下：

(a) 權益部分的變動

本公司

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

27. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(b) Share capital

Authorised and issued share capital

		2020 二零二零年			2019 二零一九年		
		Par Value	Number of	Amount	Par Value	Number of	Amount
		股份面值	股份數目	金額	股份面值	股份數目	金額
		HK\$	('000)	HK\$'000	HK\$	('000)	HK\$'000
		港元	千股	千港元	港元	千股	千港元
Authorised:	法定：						
At 1 January	於一月一日	0.05	2,000,000	100,000	0.01	10,000,000	100,000
Effect on share consolidation (note (i))	對股份合併的影響 (附註(i))	-	-	-	0.05	(8,000,000)	-
At 31 December	於十二月三十一日	0.05	2,000,000	100,000	0.05	2,000,000	100,000

		2020 二零二零年		2019 二零一九年	
		Number of	Amount	Number of	Amount
		shares	金額	shares	金額
		股份數目	RMB'000	股份數目	RMB'000
		('000)	人民幣千元	('000)	人民幣千元
		千股		千股	
Ordinary shares, issued and fully paid:	普通股、發行及繳足：				
At 1 January	於一月一日	617,667*	25,544	3,088,335#	25,544
Effect of share consolidation (note (i))	股份合併的影響(附註(i))	-	-	(2,470,668)	-
Issuance of new shares (note 24(i))	發行新股份(附註24(i))	123,533*	5,242	-	-
Issue of new shares under share award scheme (note 28(b))	根據股份獎勵計劃發行 新股份(附註28(b))	42,550*	1,805	-	-
At 31 December	於十二月三十一日	783,750*	32,591	617,667*	25,544

Notes:

(i) Share consolidation on the basis that every five issued and unissued shares of HK\$0.01 each in the share capital of the Company into one consolidated share of HK\$0.05 each was effective on 22 October 2019.

Shares of HK\$0.01 each.

* Shares of HK\$0.05 each.

附註：

(i) 股份合併乃基於本公司股本中每五股每股面值0.01港元已發行及未發行股份為一股每股面值0.05港元的合併股份於二零一九年十月二十二日生效。

每股面值0.01港元的股份。

* 每股面值0.05港元的股份。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

27. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(c) Nature and purpose of reserves

(i) Share premium

The share premium represents the difference between the par value of the shares of the Company and proceeds received from the issue of the shares of the Company.

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Exchange reserve

The exchange reserve comprises all foreign currency differences arising from the translation of the financial statements of the entities with functional currency other than Renminbi. The reserve is dealt with in accordance with the accounting policy set out in note 2(dd).

(iii) Statutory reserve

Transfers from retained profits to PRC statutory reserve are made in accordance with the relevant PRC rules and regulations and the articles of association of the Company's subsidiaries established in the PRC and were approved by the respective boards of directors.

27. 資本、儲備及股息(續)

(c) 儲備性質及目的

(i) 股份溢價

股份溢價指本公司的股份面值與發行本公司股份所收取所得款項之間的差額。

根據開曼群島公司法，本公司股份溢價賬內的基金可供分派予本公司的股東，惟緊隨建議分派股息日期後，本公司須能夠償付一般業務過程中到期的債務。

(ii) 匯兌儲備

匯兌儲備包括以人民幣以外的功能貨幣換算各間實體財務報表所產生的所有外幣差額。該儲備乃根據附註2(dd)所載的會計政策處理。

(iii) 法定儲備

自保留盈利轉撥至中國法定儲備乃根據相關中國規則及規例以及本公司在中國成立的附屬公司的組織章程細則進行，並已獲相關董事會批准。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

27. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(c) Nature and purpose of reserves (Continued)

(iii) Statutory reserve (Continued)

The subsidiaries in the PRC are required to appropriate 10% of its after-tax profit, as determined in accordance with the PRC accounting rules and regulations, to statutory general reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of a dividend to shareholders.

Statutory general reserve can be used to make good prior years' losses, if any, and may be converted into paid-up capital provided that the balance after such conversion is not less than 25% of the registered capital.

(d) Distributable reserves

The aggregate amounts of reserves available for distribution to equity shareholders of the Company were RMB634,832,000 (2019: RMB643,882,000).

After the end of the reporting period, the Directors proposed no final dividend (2019: proposed no final dividend).

27. 資本、儲備及股息(續)

(c) 儲備性質及目的(續)

(iii) 法定儲備(續)

中國的附屬公司須撥出10%的除稅後溢利(其乃根據中國會計規則及規例釐定)至一般法定儲備，直至儲備結餘達註冊資本的50%為止。轉撥至儲備須在向股東分派股息前進行。

一般法定儲備可用於補償過往年度虧損(如有)，並可轉換至繳足股本，惟有關轉換後的結餘不得低於註冊資本的25%。

(d) 可分派儲備

可向本公司權益持有人分派之儲備總額為人民幣634,832,000元(二零一九年：人民幣643,882,000元)。

於報告期間結束後，董事並無建議派發末期股息(二零一九年：不建議派發末期股息)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

27. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurate with the level of risk and by securing access to financing at a reasonable cost.

The Group defined "capital" as including all components of equity. Trade balances arise in the course of ordinary business are not regarded by the Group as capital. On this basis, the amount of capital employed by the Group at 31 December 2020 were RMB771,205,000 (2019: RMB811,378,000).

The Group manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustment to the capital structure in light of changes in economic conditions affecting the Group.

Except for the banking facilities which require the fulfilment of certain covenants as disclosed in note 24, neither the Company nor any of the subsidiaries are subject to externally imposed capital requirements in either prior or current year.

27. 資本、儲備及股息(續)

(e) 資本管理

本集團管理資本的主要目標是透過與風險程度匹配的產品及服務定價及透過按合理成本取得融資，保障本集團持續經營的能力，以便其能繼續為股東帶來回報及為其權益持有者帶來利益。

本集團將「資本」定義為包括所有權益部分。本集團在一般業務過程中產生的貿易結餘及短期銀行貸款不被視為資本。按此基準，本集團於二零二零年十二月三十一日擁有的資本金額為人民幣771,205,000元(二零一九年：人民幣811,378,000元)。

本集團管理其資本架構，以維持更高股東回報間的結餘，該等回報可能具有更高的借貸及健全資本狀況所具有的優勢及保障，並就影響本集團的經濟狀況變動對資本架構進行調整。

除須達成附註24所披露的若干契約的銀行信貸外，於過往年度或本年度，本公司或任何附屬公司均毋須在外部施加資本需求。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME

(a) Share option scheme

Pursuant to a resolution passed by all the shareholders on 15 June 2012, the Company has conditionally adopted the share option scheme (the "Share Option Scheme") for the purpose of recognising and acknowledging the contributions the eligible participants had or may have made to the Group. The Board may, at its discretion, grant options pursuant to the Share Option Scheme to the Directors (including executive Directors, non-executive Directors and independent non-executive Directors), the directors of the Company's subsidiaries and employees of the Group and any other persons (including consultants or advisers) whom the Board considers, in its absolute discretion, have contributed or will contribute to the Group. The Directors were authorised to grant options to subscribe for shares of the Company and to allot, issue and deal with the ordinary shares pursuant to the exercise of options granted under the Share Option Scheme and to take all such steps as may be necessary and/or desirable to implement and give effect to the Share Option Scheme. The maximum number of shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue immediately following completion of the Global Offering (as defined in the Company's prospectus dated 25 June 2012), being 100,000,000 shares, excluding any shares that may be issued under the options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company), unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time.

28. 購股權計劃及股份獎勵計劃

(a) 購股權計劃

根據全體股東於二零一二年六月十五日通過的決議案，本公司已有條件採納一項購股權計劃（「購股權計劃」），以肯定及嘉許曾經或可能對本集團作出貢獻的合資格參與人士。根據購股權計劃，董事會可酌情向董事（包括執行董事、非執行董事及獨立非執行董事）、本公司附屬公司之董事、本集團僱員及董事會全權酌情認為曾經或將對本集團作出貢獻的任何其他人士（包括專家顧問或顧問）授出購股權。董事獲授權授出購股權以認購本公司股份，及配發、發行及處置根據購股權計劃所授出購股權獲行使而發行的普通股，以及採取對實行購股權計劃及使之生效而言為必需及／或合宜的一切步驟。根據購股權計劃及任何其他本公司購股權計劃而可授予的購股權的最高股份數目，合共不得超過緊隨全球發售（定義見本公司日期為二零一二年六月二十五日的招股章程）完成後已發行股份總數的10%，即100,000,000股股份，不包括任何根據購股權計劃（或本公司任何其他購股權計劃）的條款已失效的購股權而可發行的股份，惟獲本公司股東在股東大會上另行批准及／或上市規則不時另有其他規定者除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(a) Share option scheme (Continued)

Unless otherwise approved by the shareholders of the Company in general meeting, the number of shares that may be granted to an eligible participant under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 1% of the shares in issue of the Company within any 12-month period. Any grant of options to a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by our independent non-executive Directors. Unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules, the number of shares that may be granted to a substantial shareholder or any independent non-executive Director or their respective associates under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 0.1% of the shares in issue, having an aggregate value in excess of HK\$5 million, within any 12-month period.

There is no minimum period for which an option must be held before it can be exercised, and the period during which an option may be exercised will be determined by the Board in its absolute discretion, however, no options shall be exercised 10 years after they have been granted. The subscription price of a share in respect of a particular option shall be not less than the highest of (a) the official closing price of the shares on the daily quotation sheet of the Stock Exchange; (b) the average official closing price of the shares on the daily quotation sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share. The Share Option Scheme shall take effect from the date it is adopted and shall remain effective within a period of 10 years from that date.

28. 購股權計劃及股份獎勵計劃(續)

(a) 購股權計劃(續)

除非獲本公司股東於股東大會上另行批准，否則可基於購股權計劃及任何其他本公司購股權計劃向一名合資格參與者授出的股份數目(包括已行使及未行使購股權)，不得超過本公司在任何一個12個月期間的已發行股份的1%。任何向董事、本公司高級行政人員或主要股東(定義見上市規則)或其任何各自的聯繫人(定義見上市規則)授予的購股權須獲獨立非執行董事的批准。除非本公司股東在股東大會上另行批准及/或上市規則另有規定，否則根據購股權計劃及任何其他本公司購股權計劃可授予主要股東或任何獨立非執行董事或其各自的聯繫人的股份數目(包括已行使及未行使購股權)，不得超過任何一個12個月期間已發行股份的0.1%或合共價值超過5百萬港元。

概無訂有購股權在行使前必須持有的最短期限，而購股權可行使的期間將由董事會全權酌情決定，然而，購股權於授出10年後便不得行使。有關特定購股權的認購價不得低於下列最高者：(a)於聯交所每日報價表所報的官方股份收市價；(b)緊接授出日期前五個營業日聯交所每日報價表所報的官方股份平均收市價；及(c)股份面值。購股權計劃將自其獲採納日期起生效並將自該日起10年期間內一直有效。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(a) Share option scheme (Continued)

From the date that the Share Option Scheme became effective and unconditional and up to the date of this annual report, no share options were granted under the Share Option Scheme.

As at the date of this annual report, the total number of ordinary shares available for issue under the Share Option Scheme is 78,375,040, representing 10% of the issued shares of the Company.

(b) Share award scheme

The Company, pursuant to a resolution passed on 14 December 2020, adopted a share award scheme (the "Share Award Scheme") for the purpose of (i) to align interests of eligible persons, being the employees, directors, officers, consultants or advisors of any member of the Group, with those of the Group through ownership of ordinary shares of the Company (the "Shares"), dividends and other distribution paid on Shares and/or increase in value of the Shares; and (ii) to encourage and retain eligible persons to make contributions to the long-term growth and profits of the Group.

The aggregate number of shares to be made pursuant to the Share Award Scheme (the "Award Shares") will not exceed 20% of the total number of issued Shares of 741,200,400 Shares. The aggregate number of Award Shares which may be awarded to a selected person under the Share Award Scheme shall not exceed 2% of the total number of issued Shares as at the adoption date of the Share Award Scheme.

Subject to any early termination as may be determined by the board of directors, the Share Award Scheme shall be valid and effective for a term of 10 years commencing from the adoption date.

The Award Shares, once issued, will rank equal to all other issued Shares at that time and are not subject to any vesting condition. The selected persons will therefore have the right to receive dividends, dispose of and/or exercise the rights of the Award Shares as per his/her own wishes once the Award Shares were issued.

28. 購股權計劃及股份獎勵計劃(續)

(a) 購股權計劃(續)

自購股權計劃生效及成為無條件起直至本年報日期，概無根據購股權計劃授出購股權。

於本年報日期，購股權計劃項下可供發行的普通股份總數為78,375,040股，佔本公司已發行股份的10%。

(b) 股份獎勵計劃

本公司根據二零二零年十二月十四日通過的決議案，已採納股份獎勵計劃（「股份獎勵計劃」），目的是(i)透過本公司普通股（「股份」）擁有權、股息及有關股份之其他已付分派及／或股份增值，令合資格人士（即本集團任何成員的僱員、董事、高級人員、顧問或諮詢人）之利益與本集團利益一致；及(ii)鼓勵及挽留合資格人士協力對本集團作出貢獻，並促進本集團之長遠增長及溢利。

根據股份獎勵計劃授出之所有股份（「獎勵股份」）數目合共不得超過已發行股份總數之20%，即741,200,400股股份。根據股份獎勵計劃授予一名選定人士之獎勵股份總數不得超過於採納日期已發行股份總數之2%。

除非董事會決定提前終止，否則股份獎勵計劃將自採納日期起計十年期間有效。

獎勵股份一經發行，將與當時所有其他已發行股份具有相同地位，亦不受任何歸屬條件所限。選定人士將因此有權於獎勵股份發行後，按彼等的意願，收取股息、出售及／或行使獎勵股份的相關權利。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(b) Share award scheme (Continued)

On 14 December 2020, a total of 42,550,000 Award Shares were issued to 12 eligible persons (the "Selected Persons"). The Award Shares were settled by way of issue and allotment of new Shares on 30 December 2020 pursuant to the general mandate. The 42,550,000 Award Shares represented approximately 5.74% of the total number of issued Shares and approximately 5.43% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The Selected Persons are (i) senior and middle management of the Group and (ii) staffs who served the Group for a long period of time.

The 42,550,000 Award Shares had neither any vesting period nor condition, accordingly, the fair value of 42,550,000 Award Shares were determined by the closing market price of the Company on 30 December 2020, of which, expenses of HK\$6,808,000 (equivalent to RMB5,777,000) were recognised as expenses in the consolidated statement of profit or loss.

As at 31 December 2020 and the date of approval of these consolidated financial statements, the Company had 105,690,080 Award Shares available for awarding to eligible persons under the Share Award Scheme, which represented approximately 13.49% of the issued Shares as at the respective dates.

28. 購股權計劃及股份獎勵計劃(續)

(b) 股份獎勵計劃(續)

於二零二零年十二月十四日，已向12名合資格人士(「選定人士」)授出合共42,550,000股獎勵股份。獎勵股份將根據一般授權於二零二零年十二月三十日發行及配發。42,550,000股獎勵股份相當於已發行股份總數約5.74%及經發行及配發獎勵股份擴大後之已發行股份總數約5.43%。選定人士主要是(i)本集團的中高層管理人員；及(ii)為本集團服務長時間的員工。

42,550,000股獎勵股份並無任何歸屬期或條件，因此，42,550,000股獎勵股份之公平值乃按本公司於二零二零年十二月三十日之收市價釐定，其中，6,808,000港元(相當於人民幣5,777,000元)的開支於綜合損益表確認為開支。

於二零二零年十二月三十一日及此等綜合財務報表批准之日，本公司有105,690,080股獎勵股份可根據股份獎勵計劃授予合資格人士，佔於有關日期已發行股份約13.49%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

29. BANKING FACILITIES

The Group entered into two banking facilities with two PRC banks in aggregate amount of RMB97,700,000 (2019: RMB151,712,000), of which, as to RMB27,485,000 (2019: Nil) has been utilised for the settlement of the Group's bill payables (note 22).

The secured banking facilities are secured by certain of the Group's land use rights, buildings and pledge deposits amounting approximately RMB14,764,000 (2019: RMB18,376,000) (note 11), RMB31,780,000 (2019: RMB108,102,000) (note 11) and RMB4,590,000 (2019: RMB7,612,000) (note 20), respectively.

30. COMMITMENTS

(a) Capital commitments

Capital commitments outstanding at 31 December 2020 not provided for in these consolidated financial statements were as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Contracted for	已訂約	-	23,642

Capital commitments as at 31 December 2020 were mainly related to the construction of a new manufacturing complex (the "Suspended Property") for Zhangping Kimura. As disclosed in note 11 to the consolidated financial statements, the Directors has decided to suspend the construction of the Suspended Property.

29. 銀行備用信貸

本集團與兩家中國的銀行訂立兩項銀行備用信貸，總金額為人民幣97,700,000元(二零一九年：人民幣151,712,000)，其中人民幣27,485,000元(二零一九年：無)已用於結算本集團的應付票據(附註22)。

有抵押銀行融資以本集團若干土地使用權、樓宇及已抵押存款分別擔保約人民幣14,764,000元(二零一九年：人民幣18,376,000元)(附註11)、人民幣31,780,000元(二零一九年：人民幣108,102,000元)(附註11)及人民幣4,590,000元(二零一九年：人民幣7,612,000元)(附註20)。

30. 承擔

(a) 資本承擔

於二零二零年十二月三十一日尚未履行且並無於綜合財務報表內撥備的資本承擔如下：

於二零二零年十二月三十一日，資本承擔主要涉及為漳平木村興建製造綜合製造廠(「暫緩物業」)。誠如綜合財務報表附註11所披露，本公司董事已決定將暫緩物業的建築暫緩。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

30. COMMITMENTS (Continued)

(b) Operating lease arrangements

The Group leases, as lessor, certain industrial properties and staff dormitory (note 11) in the PRC under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits. Rental income recognised by the Group during the year was RMB96,000 (2019: RMB62,000), details of which are included in note 5(a) to the financial statements.

At 31 December 2020, the undiscounted lease rental receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

30. 承擔(續)

(b) 經營租賃安排

本集團(作為出租人)根據經營租賃安排出租位於中國的若干工業物業及員工宿舍(附註11)。租約條款一般要求租戶繳納保證金。本集團於年內確認之租金收入為人民幣96,000元(二零一九年:人民幣62,000元)，詳情載於財務報表附註5(a)。

於二零二零年十二月三十一日，本集團根據與租戶訂立的不可撤銷經營租約於未來期間應收的未折現租金如下：

	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
Within one year 一年內	533	-
After one year but within two years 一年後但兩年內	518	-
After two years but within three years 兩年後但三年內	592	-
	1,643	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of liabilities arising from financing activities

The table below details changes in Group's liabilities arising from financing activities.

31. 綜合現金流量表附註

(a) 融資活動產生的負債之對賬

下表詳述本集團融資活動產生的負債之變化。

		Bank loans	Debentures	Lease liabilities	Total
		銀行貸款	債券	租賃負債	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
			(note 24)	(note 23)	
			(附註24)	(附註23)	
At 1 January 2019	於二零一九年一月一日	91,152	17,620	359	109,131
Cash flows	現金流量	(91,152)	(528)	(158)	(91,838)
Non-cash flows:	非現金流量：				
— Interest expenses	— 利息開支	-	549	13	562
— Effects of foreign exchange	— 匯兌影響	-	394	5	399
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 二零二零年一月一日	-	18,035	219	18,254
Cash flows	現金流量	-	(102)	(215)	(317)
Non-cash flows:	非現金流量：				
— Capitalisation	— 資本化	-	(12,580)	-	(12,580)
— New lease	— 新租賃	-	-	165	165
— Interest expenses	— 利息開支	-	133	7	140
— Written-off for the year	— 一年內撇銷	-	-	(95)	(95)
— Effects of foreign exchange	— 匯兌影響	-	(951)	(5)	(956)
At 31 December 2020	於二零二零年十二月三十一日	-	4,535	76	4,611

Note: The cash flows from borrowings make up the net amounts of proceeds from borrowings and repayments of borrowings in the consolidated cash flow statements.

附註：在綜合現金流量表中，來自借款的現金流量補足借款所得款項淨額及償還借款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Total cash flow of leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		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
Within operating activities	經營活動內	7	13
Within investing activities	投資活動內	-	-
Within financing activities	融資活動內	208	145
		215	158

(c) Major non-cash transactions

The major non-cash transactions during the year ended 31 December 2020 in respect of new shares issued for the partial capitalisation of certain debentures and for the equity-settled share award schemes are set out in notes 24(i) and 28(b), respectively.

31. 綜合現金流量表附註(續)

(b) 租賃現金流量

計入現金流量表的租賃現金流出總額如下：

	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

(c) 主要非現金交易

截至二零二零年十二月三十一日止年度，有關若干債券部份資本化而發行的新股份及以股本結算的股份獎勵計劃的主要非現金交易分別載於附註24(i)及28(b)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

32. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed in notes 8, 9, 13, 18 and 22 of these consolidated financial statements, the Group entered into the following significant related party transactions during the years presented.

(a) Name and relationship with related parties

During the years presented, the Directors are of the view that related parties of the Group include the following entities:

Name of party

關聯方名稱

Green Seas Capital Limited

Green Seas Capital Limited

Jiangxi Lvyan Trading Co., Ltd ("Lvyan").*

江西綠源貿易有限公司

(De-registered on 16 March 2020) (note 13(a))

江西綠源貿易有限公司

(已於二零二零年三月十六日註銷)(附註 13(a))

Longyan Deliyuan Biomass Energy Co., Ltd.*

龍岩市得利源生物能源有限公司

(De-registered on 23 November 2020) (note 13(b))

龍岩市得利源生物能源有限公司

(已於二零二零年十一月二十三日註銷)(附註 13(b))

Zhangping Ruisheng Wood Structure Materials

Co., Ltd. ("Ruisheng Wood") (Formerly known

as "Fujian Longyan Zhangping Weston Wood

Component and Material Company Limited")*

漳平瑞昇木結構材料有限公司(「瑞昇木結構」)

(前稱:福建省龍岩市漳平威斯頓木結構材料

有限公司)

漳平瑞昇木結構材料有限公司(「瑞昇木結構」)

(前稱:「福建省龍岩市漳平威斯頓木結構材料有限公司」)

* The English translation of the name is for reference only.
The official name of these related parties is in Chinese.

32. 重大關聯方交易

除此等綜合財務報表附註8、9、13、18及22所披露的關聯方資料外，本集團於所示年度訂立下列重大關聯方交易。

(a) 關聯方名稱及與關聯方的關係

於所示年度，董事認為，本集團的關聯方包括下列實體：

Relationships

關係

A private company controlled by Wu Zheyuan. Wu Zheyuan is a director of the Company.

吳哲彥控制的私營公司。吳哲彥為本公司董事。

An associate of the Group.

本集團之聯營公司。

An associate of the Group.

本集團之聯營公司。

An associate of the Group and became a subsidiary of the Company on 10 September 2020 (note 13(c)).

本集團的聯營公司，於二零二零年九月十日成為本公司的附屬公司(附註 13(c))。

* 名稱的英文翻譯僅供參考。該等關聯方的法定名稱為中文。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

32. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(b) Significant related party transactions

Particulars of significant related party transactions during the years presented are as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Sales of wooden products to Lvyuan	向綠源銷售木製品	-	112
Sales of wooden products to Ruisheng Wood	向瑞昇木結構銷售木製品	14,201	17,855
Other revenue from Ruisheng Wood	來自瑞昇木結構的其他收益	-	6
Purchase of raw materials from Ruisheng Wood	向瑞昇木結構採購原材料	17,848	40,392

The Directors consider that the above sales and purchase transactions are entered into with trading terms similar to those with third parties.

32. 重大關聯方交易(續)

(b) 重大關聯方交易

所示年度內重大關聯方交易的詳情如下：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Sales of wooden products to Lvyuan	向綠源銷售木製品	-	112
Sales of wooden products to Ruisheng Wood	向瑞昇木結構銷售木製品	14,201	17,855
Other revenue from Ruisheng Wood	來自瑞昇木結構的其他收益	-	6
Purchase of raw materials from Ruisheng Wood	向瑞昇木結構採購原材料	17,848	40,392

董事認為，上述買賣交易乃以與彼等與第三方訂立的類似交易條款訂立。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

32. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(c) Amount due from related company

Amount due from Green Seas Capital Limited	
Balance at	
— 1 January 2019	
— 31 December 2019 and 1 January 2020	
— 31 December 2020	
Maximum balance outstanding	
— during 2020	
— during 2019	

The amount due from related company was unsecured, interest-free and repayable on demand.

(d) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 8 and certain of the highest paid employees as disclosed in note 9, is as follows:

		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
Short-term employee benefits	短期僱員福利	2,821	2,116
Equity-settled share award scheme expenses	以股權結算的股份獎勵計劃開支	3,435	—
Retirement scheme contributions	退休計劃供款	16	10
		6,272	2,126

Total remuneration was included in "staff costs" (note 6(b)).

32. 重大關聯方交易(續)

(c) 應收關聯公司款項

RMB'000
人民幣千元

應收 Green Seas Capital Limited 款項

結餘於	
— 二零一九年一月一日	69
— 二零一九年十二月三十一日及 二零二零年一月一日	69
— 二零二零年十二月三十一日	65
最高未償還結餘	
— 於二零二零年	69
— 於二零一九年	71

應收關聯公司款項為無抵押、免息及按要求償還。

(d) 主要管理層人員薪酬

本集團主要管理層人員薪酬(包括附註8及附註9分別披露的已付本公司董事及若干最高薪僱員的款項)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
Short-term employee benefits	短期僱員福利	2,821	2,116
Equity-settled share award scheme expenses	以股權結算的股份獎勵計劃開支	3,435	—
Retirement scheme contributions	退休計劃供款	16	10
		6,272	2,126

總薪酬乃計入「員工成本」(附註6(b))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

32. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(e) Applicability of the Listing Rules relating to connected transactions

None of the above related party transactions fall under the definition of connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

32. 重大關聯方交易(續)

(e) 關連交易適用之上市規則

上述關聯方交易均不屬於上市規則第14A章所界定的關連交易或不獲豁免關連交易。

33. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts and fair values of the Group's financial instruments are as follows:

33. 按類別劃分的金融資產及金融負債概要

本集團金融工具的賬面值及公平值如下：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Financial assets	金融資產		
<i>Amortised costs:</i>	<i>攤銷成本：</i>		
Trade and other receivables	貿易及其他應收款項	64,455	95,610
Pledged deposits	已抵押存款	4,590	7,612
Cash and cash equivalents	現金及現金等價物	137,969	76,024
<i>Financial assets at fair value through other comprehensive income:</i>	<i>指定為按公平值計入其他全面收益之金融資產：</i>		
Equity investments	股本投資	2,400	3,048
<i>Financial assets at fair value through profit or loss:</i>	<i>按公平值計入損益的金融資產：</i>		
Derivative financial instruments	衍生金融工具	1,619	310
Other financial assets	其他金融資產	29,174	791
Financial liabilities	金融負債		
<i>Amortised costs:</i>	<i>攤銷成本：</i>		
Trade and other payables	貿易及其他應付款項	31,486	43,544
Debentures	債券	4,535	18,035
Lease liabilities	租賃負債	76	219
<i>Financial liabilities at fair value through profit or loss:</i>	<i>按公平值計入損益的金融負債：</i>		
Derivative financial instruments	衍生金融工具	157	699

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate, currency and commodity price arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables and cash and cash equivalents. Management has a credit policy in place and the exposure to these credit risks is monitored on an ongoing basis.

In respect of cash and cash equivalents, the Group places deposits with major financial institutions, which management believe are of high credit rating. In order to minimise the credit risk of liquid fund, the Group reviews regularly the credit rating of the PRC local bank, which they placed bank deposits in and performs impairment assessment on bank balances individually.

34. 金融風險管理及公平值

在本集團的正常業務過程中會產生信貸風險、流動資金風險、利率風險、貨幣風險及商品價格風險。

本集團所承擔的此等風險及本集團管理此等風險所採用金融風險管理政策及慣例於下文闡述。

(a) 信貸風險

本集團的信貸風險主要來自貿易及其他應收款項以及現金及現金等價物。管理層已制訂信貸政策，並持續監察所面對的此等信貸風險。

本集團的現金及現金等價物僅存於管理層認為擁有高信貸評級的主要金融機構。為將流動資金的信貸風險減到最低，本集團定期檢討其存放銀行存款之中國本地銀行之信貸評級，並對銀行結餘進行個別減值評估。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(a) Credit risk (Continued)

In respect of trade receivables, the Group usually requires upfront payment for sales of goods to new customers. For export sales, the Group generally requests settlement by letters of credit issued by financial institutions or by wire transfer for certain customers with good trading history. Individual credit evaluations are performed on all new customers requiring credit over a certain amount and are also performed on existing customers on a periodic basis. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and may take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group offers 90 days of credit to export sales customers with good trading history and offers 180 days of credit to the existing domestic sales customers. Generally, debtors with significant overdue balances are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At 31 December 2020, 1.5% (2019: 0.6%), of the total trade receivables was due from the Group's largest customer and 23% (2019: 17%), was due from the five largest customers.

The Group applies the simplified and general approach to provide for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for trade receivables and 12-month expected credit losses for other receivables, cash and cash equivalent and amounts due from a related company and associates.

34. 金融風險管理及公平值(續)

(a) 信貸風險(續)

就貿易應收款項而言，本集團通常要求新客戶就銷售貨物支付預付款。就出口銷售而言，本集團通常要求以金融機構開具的信用證或電匯(就若干經營歷史良好的客戶而言)結算。本集團對所有要求若干信貸額度的新客戶均會進行個別信用評估，亦定期對現有客戶進行個別信用評估。此等評估專注於客戶過往的到期支付記錄以及當前的支付能力，或會考慮客戶特定資料以及客戶經營所在地的經濟環境。本集團向具良好貿易記錄的出口銷售客戶授出90日的信貸期及對現有國內銷售客戶授出180日的信貸期。一般而言，結餘嚴重逾期者，須首先結清應收款項的所有未償還結餘，才會獲授進一步的信貸。一般而言，本集團並無自客戶處取得抵押品。

本集團所面對的信貸風險，主要受各客戶的個別特徵所影響，而並非來自客戶所經營的行業或所在的國家，因此當本集團面對個別客戶的重大風險時，將產生高度集中的信貸風險。於二零一九年十二月三十一日，貿易應收款項總額中有1.5% (二零一九年：0.6%) 為應收本集團最大客戶的款項，而23% (二零一九年：17%) 則為應收五大客戶的款項。

本集團應用簡化及一般方法就國際財務報告準則第9號所規定的預期信貸虧損計提撥備，國際財務報告準則第9號允許使用貿易應收款項的全期預期虧損撥備及其他應收款項、現金及現金等價物、應收關聯公司款項及應收聯營公司款項的12個月預期信貸虧損撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(a) Credit risk (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables, other receivables, cash and cash equivalent and amounts due from a related company and associates:

		As at 31 December 2020 於二零二零年十二月三十一日		
		Expected loss rate (%)	Gross carrying amount	Loss allowance
		預期虧損率 (%)	賬面值總額 RMB'000 人民幣千元	虧損撥備 RMB'000 人民幣千元
Trade receivables	貿易應收款項			
Current	即期	3.26%	49,836	(1,627)
Less than 1 month past due	逾期少於1個月	43.49%	3,143	(1,367)
1 to 3 months past due	逾期1至3個月	64.67%	1,220	(789)
More than 3 months but less than 12 months past due	逾期3個月以上但少於12個月	-	-	-
More than 12 months past due	逾期12個月以上	99.35%	1,086	(1,079)
Specific provision for impairment provided*	計提特定減值撥備*	-	22,543	(17,477)
			77,828	(22,339)
Other receivables	其他應收款項			
Stage 1	第一階段	7.82%	9,244	(723)
Stage 2	第二階段	-	-	-
Stage 3	第三階段	58.99%	890	(525)
			10,134	(1,248)
Amount due from a related company	應收關聯公司款項			
Stage 1	第一階段	2.99%	67	(2)

* As the Group's historical credit loss experience of certain specific receivables have different credit history (where a one-on-one credit loss analysis is carried out), the Group adjusted for factors that are specific to these customers with significant increase in credit risk.

(a) 信貸風險(續)

下表載列有關本集團的貿易應收款項、其他應收款項、現金及現金等價物、應收一間關聯公司款項及應收聯營公司款項的信貸風險及預期信貸虧損之資料：

As at 31 December 2020
於二零二零年十二月三十一日

Expected loss rate (%)	Gross carrying amount	Loss allowance
預期虧損率 (%)	賬面值總額 RMB'000 人民幣千元	虧損撥備 RMB'000 人民幣千元

	3.26%	49,836	(1,627)
	43.49%	3,143	(1,367)
	64.67%	1,220	(789)
	-	-	-
	99.35%	1,086	(1,079)
	-	22,543	(17,477)
		77,828	(22,339)
Other receivables			
Stage 1	7.82%	9,244	(723)
Stage 2	-	-	-
Stage 3	58.99%	890	(525)
		10,134	(1,248)
Amount due from a related company			
Stage 1	2.99%	67	(2)

* 由於本集團若干指定貿易應收款項的信貸歷史各不相同(已就此進行個別信貸虧損分析)，故本集團就該等信用風險有顯著增加的客戶特有的因素作出調整。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(a) Credit risk (Continued)

		As at 31 December 2019 於二零一九年十二月三十一日		
		Expected loss rate (%) 預期虧損率 (%)	Gross carrying amount RMB'000 人民幣千元	Loss allowance RMB'000 人民幣千元
Trade receivables	貿易應收款項			
Current	即期	0.95%	78,391	(750)
Less than 1 month past due	逾期少於1個月	3.19%	1,326	(42)
1 to 3 months past due	逾期1至3個月	6.88%	23	(2)
More than 3 months but less than 12 months past due	逾期3個月以上但少於12個月	19.03%	300	(57)
More than 12 months past due	逾期12個月以上	36.89%	11,686	(4,311)
Specific provision for impairment provided*	計提特定減值撥備*	–	16,461	(15,731)
			108,187	(20,893)
Other receivables	其他應收款項			
Stage 1	第一階段	5.21%	7,349	(383)
Amount due from a related company	應收關聯公司款項			
Stage 1	第一階段	3.04%	71	(2)
Amounts due from associates (Note)	應收聯營公司款項 (附註)			
Stage 1	第一階段	3.04%	5	–#

Less than RMB1,000

* As the Group's historical credit loss experience of certain specific receivables have different credit history (where a one-on-one credit loss analysis is carried out), the Group adjusted for factors that are specific to these customers with significant increase in credit risk.

Note: The balance excluded prepayment to associates for raw materials.

低於人民幣1,000元

* 由於本集團若干指定貿易應收款項的信貨歷史各不相同(已就此進行個別信貸虧損分析)，故本集團就該等信用風險有顯著增加的客戶特有的因素作出調整。

附註：餘額不包含預付聯營公司之原材料款項。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(a) Credit risk (Continued)

Expected loss rates are based on historical debts recovery rates over the past 2 years. The rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

In measuring the expected credit losses, the trade receivables have been assessed on a collective basis as they possess shared credit risk characteristics. They have been grouped based on the days past due.

Trade receivables are written off (i.e. derecognised) when there is no reasonable expectation of recovery. Failure to make payments within 180 days from the invoice date and failure to engage with the Group on alternative payment arrangement amongst other are considered indicators of no reasonable expectation of recovery.

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Debt financial assets other than trade receivables determine the ECL based on the 12-months ECLs. The expected loss rates are simply based on the historical debts recovery rate and adjusted by forward looking factors including future economy conditions.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance. The Group does not provide any guarantees which would expose it to credit risk.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are set out in note 18.

34. 金融風險管理及公平值(續)

(a) 信貸風險(續)

預期損失率基於過去兩年中的歷史債務回收率。該回收率經調整以反映歷史數據收集期間的經濟狀況，當前狀況以及本集團對應收款預期壽命的經濟狀況的看法。

於計量預期信貸虧損時，貿易應收款項因具有共同信貸風險特徵而已按綜合基準進行評估，並已按逾期天數進行分類。

貿易應收款項於無法合理預期可收回時予以撇銷(即取消確認)。未能自發票日期起180日內付款及未向本集團承諾以替代付款安排付款即被視為無法合理預期收回款項的指標。

既無逾期亦無減值的應收款項涉及近期並無違約記錄的大量客戶。

除貿易應收款項以外的債務金融資產根據12個月的預期信用損失確定了預期信用損失。預期損失率僅基於歷史債務回收率，並通過包括未來經濟狀況在內的前瞻性因素進行調整。

最高信貸風險指綜合財務狀況表內扣除任何減值撥備後的各項金融資產的賬面值。本集團並未就其面臨的信貸風險提供任何擔保。

有關本集團就貿易應收款項面臨的信貸風險的進一步定量披露載於附註18。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

34. 金融風險管理及公平值(續)

(b) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at 31 December 2020 of the Group's and the Company's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company are required to settle these liabilities.

(b) 流動資金風險

本集團的政策為定期監察其流動資金需求，確保符合貸款契約的規定，以確保本集團維持足夠的現金儲備及從主要金融機構取得充足的承諾貸款額，進而滿足其短期及長期流動資金所需。

下表詳列本集團及本公司非衍生金融負債於二零二零年十二月三十一日的剩餘合約到期日，該金融負債乃基於合約未貼現現金流量(包括使用合約利率或(倘浮動)於報告期間結束時現行利率計算的利息付款)以及本集團及本公司被要求結算此等負債的最早日期而計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

34. 金融風險管理及公平值(續)

(b) Liquidity risk (Continued)

(b) 流動資金風險(續)

		2020 二零二零年			Total contractual undiscounted cash flow 訂約未貼現 現金流量總額	Carrying amount at 31 December 於十二月三十一日 的賬面值
		Within 1 year or on demand 一年內或按要求	More than 1 year but less than 2 years 超過一年但 少於二年	More than 2 years but less than 5 years 超過二年但 少於五年		
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Debentures	債券	-	4,721	-	4,721	4,535
Trade and other payables	貿易及其他應付款項	31,486	-	-	31,486	31,486
Derivative financial instruments	衍生金融工具	157	-	-	157	157
Lease liabilities	租賃負債	29	51	-	80	76
		31,672	4,772	-	36,444	36,254

		2019 二零一九年			Total contractual undiscounted cash flow 訂約未貼現 現金流量總額	Carrying amount at 31 December 於十二月三十一日 的賬面值
		Within 1 year or on demand 一年內或按要求	More than 1 year but less than 2 years 超過一年 但少於二年	More than 2 years but less than 5 years 超過二年 但少於五年		
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Debentures	債券	-	13,807	5,383	19,190	18,035
Trade and other payables	貿易及其他應付款項	43,544	-	-	43,544	43,544
Derivative financial instruments	衍生金融工具	699	-	-	699	699
Lease liabilities	租賃負債	187	32	-	219	219
		44,430	13,839	5,383	63,652	62,497

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(c) Interest rate risk

The Group's interest rate risk arises primarily from borrowings. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate profile as monitored by management is set out in (a) below.

a. Interest rate profile

The following table details the interest rate profile of the Group's total borrowings at 31 December 2020 and 2019:

		2020 二零二零年 Effective interest rate 實際利率 %		2019 二零一九年 Effective interest rate 實際利率 %	
		Amount 金額 RMB'000 人民幣千元		Amount 金額 RMB'000 人民幣千元	
Fixed rate borrowings:	定息借款：				
Unsecured debentures	無抵押債券	4,535	3.13%	18,035	3.13%
Lease liabilities	租賃負債	76	5%	219	5.13%
Total net borrowings	總借款淨額	4,611		18,254	
Net fixed rate borrowings as a percentage of total net borrowings	定息借款淨額佔總借款淨額的百分比	100%		100%	

b. Sensitivity analysis

At 31 December 2020 and 2019, the Group's total borrowings are fixed rate borrowings therefore sensitivity analysis is considered not necessary.

34. 金融風險管理及公平值(續)

(c) 利率風險

本集團的利率風險主要來自借款。按浮動利率及固定利率計息的借款分別為本集團帶來現金流量利率風險及公平值利率風險。如管理層所監察，本集團的利率狀況載於下文(a)。

a. 利率狀況

下表詳列於二零二零年及二零一九年十二月三十一日本集團借款總額的利率狀況：

b. 敏感度分析

於二零二零年及二零一九年十二月三十一日，本集團的借款總為固定利率借款，因此無需進行敏感度分析。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in USD, AUD and NZD, currencies other than the functional currency of the entity to which they relate.

During the years presented, the Group entered into foreign currency forward contracts with major state-owned banks in the PRC mainly to acquire RMB to mitigate against currency risk on receivables, payables and cash balances denominated in USD, AUD and NZD. All of the forward exchange contracts have maturities of less than one year.

The aggregate contract sums of the foreign currency forward contracts outstanding as at 31 December 2020, denominated in foreign currency, were US\$15,510,000 (2019: US\$9,000,000), AUD1,000,000 (2019: AUD10,000,000) and NZD Nil (2019: NZD7,390,000). At 31 December 2020, these foreign currency forward contracts with their fair values were recognised as derivative financial instruments (assets) of RMB1,619,000 (2019: RMB310,000) and derivative financial instruments (liabilities) of RMB157,000 (2019: RMB699,000) and were included within "Trade and other receivables" (note 18) and "Trade and other payables" (note 22) respectively. The changes in fair value of the foreign currency forward contracts of approximately RMB1,461,000 (2019: gain of RMB389,000) were recognised in the consolidated statement of profit or loss for the year ended 31 December 2020.

34. 金融風險管理及公平值(續)

(d) 貨幣風險

本集團面對的貨幣風險，主要為以實體功能貨幣以外與其相關的貨幣(美元、澳元及新西蘭元)計值的銷售及採購(產生應收款項、應付款項及現金結餘)而衍生的貨幣風險。

所示年度內，本集團與中國的大型國有銀行訂立外幣遠期合約買入人民幣以降低以美元、澳元及新西蘭元計值的應收款項、應付款項及現金結餘的貨幣風險。所有遠期外匯合約的到期時間均為一年以內。

於二零二零年十二月三十一日，未到期的外幣遠期合約以外幣計價的合約總額為15,510,000美元(二零一九年：9,000,000美元)、1,000,000澳元(二零一九年：10,000,000澳元)及零新西蘭元(二零一九年：7,390,000新西蘭元)。於二零二零年十二月三十一日，該等外幣遠期合約的公平值按衍生金融工具(資產)人民幣1,619,000元(二零一九年：人民幣310,000元)及衍生金融工具(負債)人民幣157,000元(二零一九年：人民幣699,000元)確認，並分別計入「貿易及其他應收款項」(附註18)及「貿易及其他應付款項」(附註22)。截至二零二零年十二月三十一日止年度，外幣遠期合約的公平值變動約人民幣1,461,000元(二零一九年：收益人民幣389,000元)乃於綜合損益表中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

34. 金融風險管理及公平值(續)

(d) Currency risk (Continued)

The realised fair value loss on settlement of the foreign currency forward contracts during the year amounted to approximately RMB10,145,000 (2019: RMB4,542,000).

(i) Exposure to currency risk

The following table details the Group's exposure at 31 December 2020 to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the end of reporting period. Differences resulting from the translation of the financial statements of the entities with functional currency other than RMB into the Group's presentation currency are excluded.

The Company does not have any other significant financial assets or liabilities denominated in currencies other than its functional currency and it is not exposed to significant currency risk.

(d) 貨幣風險(續)

年內外幣遠期合約結算時已變現公平值虧損約為人民幣10,145,000元(二零一九年：人民幣4,542,000元)。

(i) 貨幣風險

下表詳列本集團於二零二零年十二月三十一日因實體以功能貨幣以外的貨幣計值相對應的已確認資產或負債而產生的貨幣風險。為方便呈列，風險額以人民幣列示，使用報告期間結束時的利率換算，惟將以人民幣以外的功能貨幣列賬的實體財務報表換算成本集團的呈列貨幣產生的差額則除外。

本公司並無任何其他重大金融資產或負債以其功能貨幣以外的貨幣計值，亦無承受重大貨幣風險。

		2020 二零二零年						
		USD	Euros	AUD	CHF	JPY	NZD	RMB
		美元	歐元	澳元	瑞士法郎	日圓	新西蘭元	人民幣
		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
Trade and other receivables	貿易及其他應收款項	34,250	-	23,194	-	-	702	-
Cash and cash equivalents	現金及現金等價物	31,463	117	5,308	-	1	4	168
Pledged deposits	已抵押存款	59	-	-	-	-	-	-
Trade and other payables	貿易及其他應付款項	(11,701)	-	-	-	-	-	-
Gross exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險總額	54,071	117	28,502	-	1	706	168

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

34. 金融風險管理及公平值(續)

(d) Currency risk (Continued)

(i) Exposure to currency risk (Continued)

		2019						
		二零一九年						
		USD	Euros	AUD	CHF	JPY	NZD	RMB
		美元	歐元	澳元	瑞士法郎	日圓	新西蘭元	人民幣
		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
Trade and other receivables	貿易及其他應收款項	48,306	-	17,047	-	-	9,219	-
Cash and cash equivalents	現金及現金等價物	16,753	114	25	1	1	-	95
Pledged deposits	已抵押存款	62	-	-	-	-	-	-
Trade and other payables	貿易及其他應付款項	(1,235)	-	-	-	-	-	-
Gross exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險總額	63,886	114	17,072	1	1	9,219	95

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax (and retained profits) that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. Other components of equity would not be affected by changes in the foreign exchange rates.

(d) 貨幣風險(續)

(i) 貨幣風險(續)

(ii) 敏感度分析

下表列示所有其他風險變數不變的情況下，本集團的除稅後溢利(及保留溢利)因報告期間結束時匯變動(本集團須就此變動承受重大風險)而產生的即時變動。權益的其他部分將不受外幣匯率變動的影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

34. 金融風險管理及公平值(續)

(d) Currency risk (Continued)

(ii) Sensitivity analysis (Continued)

(d) 貨幣風險(續)

(ii) 敏感度分析(續)

		2020 二零二零年		2019 二零一九年	
		Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit after tax and retained profits	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit after tax and retained profits
		外幣匯率 上升/(下降)	除稅後溢利及 保留溢利 上升/(下降)	外幣匯率 上升/(下降)	除稅後溢利及 保留溢利 上升/(下降)
			RMB'000 人民幣千元		RMB'000 人民幣千元
USD	美元	5% (5)%	7,266 (7,266)	5% (5)%	6,066 (6,066)
Euros	歐元	5% (5)%	6 (6)	5% (5)%	6 (6)
NZD	新西蘭元	5% (5)%	35 (35)	5% (5)%	2,197 (2,197)
AUD	澳元	5% (5)%	1,673 (1,673)	5% (5)%	3,296 (3,296)
CHF	瑞士法郎	5% (5)%	- -	5% (5)%	-* -*
JPY	日圓	5% (5)%	-* -*	5% (5)%	-* -*
RMB against HK\$	人民幣兌港元	5% (5)%	8 (8)	5% (5)%	8 (8)

* less than RMB1,000

* 少於人民幣1,000元

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(d) Currency risk (Continued)

(ii) Sensitivity analysis (Continued)

Results of the analysis as presented above represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax and equity measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to remeasure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of reporting period. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis at 31 December 2019 has been performed on the same basis.

(e) Commodity price risk

(i) The major raw materials used in the production of the Group's products include, fir and pinewood. The Group is exposed to fluctuations in the prices of these raw materials which are influenced by the global market as well as regional supply and demand conditions. Fluctuations in the prices of raw materials could adversely affect the Group's financial performance. The Group historically has not entered into any commodity derivative instruments to hedge the potential commodity price changes. The Group monitors its commodity price risk by widening its supply base and performs bulk purchase when the price of raw materials is low.

(ii) The Group invested in commodity during the year and is exposed to fluctuations in the prices of commodity which are influenced by the gold market. Prices of gold are affected by a wide range of global and domestic political and economic factors which are beyond the control of the Group. A decrease in such prices could adversely affect the Group's financial performance. The Group will keep monitor to its commodity investment.

34. 金融風險管理及公平值(續)

(d) 貨幣風險(續)

(ii) 敏感度分析(續)

上文呈列的分析結果指本集團各實體的除稅後溢利及權益以各自的功能貨幣計值於為呈列目的而按報告期間結束時的匯率兌換成人民幣後的即時影響總額。

敏感度分析假設外幣匯率變動已應用至重新計算本集團持有的金融工具，而該等金融工具使本集團於報告期間結束時面對外匯風險。分析不包括兌換海外業務財務報表至本集團呈列貨幣時可能出現的差額。於二零一九年十二月三十一日，分析已按相同的基準進行。

(e) 商品價格風險

(i) 用於生產本集團產品所用主要原材料包括杉木及松木。本集團面臨該等原材料價格波動的風險，而該等原材料的價格受全球市場及區域性供求狀況的影響。原材料價格的波動可能對本集團的財務表現產生不利影響。本集團不曾訂立任何商品衍生工具對沖潛在商品價格變動。本集團透過拓寬供應基礎及在原材料價格較低時進行批量採購的方式監管商品價格風險。

(ii) 本集團於年內投資於商品，並受到被黃金市場影響的商品價格波動影響。黃金價格受全球及國內政治及經濟因素影響，本集團無法控制。該等價格下跌可能對本集團的財務表現造成不理影響。本集團將持續監控商品投資。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

34. 金融風險管理及公平值(續)

(f) Fair values

(i) Financial instruments not measured at fair value

Financial instruments not measured at fair value include loans and receivables, cash and cash equivalents, trade and other receivables, pledged deposits, trade payables and other payables, debentures and bank loans.

Due to their short term nature, the carrying value of cash and cash equivalents, trade and other receivables, pledged deposits, trade payables and other payables, debentures and bank loans approximates fair value.

(ii) Financial instruments measured at fair value

Fair value hierarchy

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

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

(f) 公平值

(i) 未按公平值計量的金融工具

未按公平值計量的金融工具包括貸款及應收款項、現金及現金等價物、貿易及其他應收款項、已抵押存款、貿易及其他應付款項、債券及銀行貸款。

基於其短期性質，現金及現金等價物、貿易及其他應收款項、已抵押存款、貿易及其他應付款項、債券及銀行貸款之賬目值與其公平值相若。

(ii) 按公平值列賬的金融工具

公平值等級制度

下表呈列本集團金融工具於報告期間結束時按經常性基準計量的公平值，並分類為香港財務報告準則第13號：公平值計量定義的三級公平值架構。將公平值計量分類的等級乃經參考如下估值方法所用輸入數據的可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據(即於計量日同類資產或負債於活躍市場之未經調整報價)計量的公平值
- 第二級估值：使用第二級輸入數據(即未能達到第一級的可觀察輸入數據)且並未使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據為無市場數據的輸入數據

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(f) Fair values (Continued)

(ii) Financial instruments measured at fair value (Continued)

Fair value hierarchy (Continued)

- Level 3 valuations: Fair value measured using significant unobservable inputs

34. 金融風險管理及公平值(續)

(f) 公平值(續)

(ii) 按公平值列賬的金融工具(續)

公平值等級制度(續)

- 第三級估值：採用重大不可觀察數據計量的公平值

		31 December 2020 二零二零年十二月三十一日			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產				
— Derivative financial instruments (note 19)	— 衍生金融工具 (附註 19)	-	1,619	-	1,619
— Other financial assets (note 14(b))	— 其他金融資產 (附註 14(b))	28,806	368	-	29,174
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產				
— Unlisted equity investments (note 14(a))	— 非上市股本投資 (附註 14(a))	-	-	2,400	2,400
		28,806	1,987	2,400	33,193
Financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債				
— Derivative financial instruments (note 19)	— 衍生金融工具 (附註 19)	-	157	-	157

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(f) Fair values (Continued)

(ii) Financial instruments measured at fair value (Continued)

Fair value hierarchy (Continued)

(f) 公平值(續)

(ii) 按公平值列賬的金融工具(續)

公平值等級制度(續)

		31 December 2019 二零一九年十二月三十一日			
		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產				
— Derivative financial instruments (note 19)	— 衍生金融工具 (附註 19)	—	310	—	310
— Other financial assets (note 14(b))	— 其他金融資產 (附註 14(b))	—	791	—	791
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產				
— Unlisted equity investment (note 14(a))	— 非上市股本投資 (附註 14(a))	—	—	3,048	3,048
		—	1,101	3,048	4,149
Financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債				
— Derivative financial instruments (note 19)	— 衍生金融工具 (附註 19)	—	699	—	699

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

截至二零二零年及二零一九年十二月三十一日止年度，第一級與第二級工具間並無轉移，亦無轉入第三級或自第三級轉出。本集團的政策為於公平值等級的各級在報告期間結束時發生轉移時確認有關轉移。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(f) Fair values (Continued)

(ii) Financial instruments measured at fair value (Continued)

Valuation techniques and inputs used in Level 2 fair value measurements

As at 31 December 2020, the Group's derivative financial instruments assets and liabilities amounting to RMB1,619,000 and RMB157,000, respectively, (2019: derivative financial instrument assets and liabilities of RMB310,000 and RMB699,000 respectively) (note 19) were carried at fair value, and these instruments fall into Level 2 of the fair value hierarchy described above.

The fair value of foreign currency forward exchange contracts in Level 2 is determined by discounting the contractual forward price and deducting the current spot rate. The discount rate used is derived from the relevant government yield curve as at the end of reporting period plus an adequate constant credit spread.

Valuation techniques and inputs used in Level 3 fair value measurements

The fair value of the Group's unlisted equity securities at 31 December 2020 and 2019 has been arrived at on the basis of valuation carried out by an independent professional valuer not connected with the Group. The unlisted equity securities are categorised into level 3 of fair value measurement.

34. 金融風險管理及公平值(續)

(f) 公平值(續)

(ii) 按公平值列賬的金融工具(續)

第二級公平值計量使用的估值技術及輸入數據

於二零二零年十二月三十一日，本集團的衍生金融工具資產及負債分別為人民幣1,619,000元及人民幣157,000元(二零一九年：衍生資產及負債分別為人民幣310,000元及人民幣699,000元)(附註19)按公平值列賬，該等工具屬於上述第二級公平值等級。

第二級的外幣遠期外匯合約公平值乃透過貼現合約遠期價格及扣除現有即期利率而釐定。所使用貼現率按於報告期間結束時相關政府債券孳息率加足夠固定信貸息差而計算得出。

第三級公平值計量使用的估值技術及輸入數據

本集團非上市股本證券於二零二零年及二零一九年十二月三十一日的公平值乃根據與本集團並無關連的獨立專業估值師進行的估值。非上市股本證券分類為公平值計量第三級。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

34. 金融風險管理及公平值(續)

(f) Fair values (Continued)

(ii) Financial instruments measured at fair value (Continued)

Valuation techniques and inputs used in Level 3 fair value measurements (Continued)

(f) 公平值(續)

(ii) 按公平值列賬的金融工具(續)

第三級公平值計量使用的估值技術及輸入數據(續)

	Fair value	Valuation technique	Unobservable input	Range	Relationship of inputs to fair value
	公平值	估值技術	不可觀察輸入數據	範圍	輸入數據與公平值的關係
	RMB'000				
	人民幣千元				

31 December 2020

於二零二零年十二月三十一日

Financial assets at fair value through other comprehensive income

按公平值計入其他全面收益的金融資產

— Unlisted equity securities	2,400	Market comparable companies	Discount for lack of marketability	30%	The higher the discount the lower the fair value
— 非上市股本證券		市場可比公司	缺乏市場流通性折讓		折讓越高，公平值越低

31 December 2019

於二零一九年十二月三十一日

Financial assets at fair value through other comprehensive income

按公平值計入其他全面收益的金融資產

— Unlisted equity securities	3,048	Market comparable companies	Discount for lack of marketability	30%	The higher the discount the lower the fair value
— 非上市股本證券		市場可比公司	缺乏市場流通性折讓		折讓越高，公平值越低

The fair values of unlisted equity securities are determined using the price/book ratios of comparable listed companies adjusted for lack of marketability discount. The fair value measurement is negatively correlated to the discount for lack of marketability. The Directors are of the view that the impact of the fair value measurement to changes in unobservable inputs if a change in those inputs to a different amount was insignificant.

非上市股本證券的公平值乃採用因缺乏市場流通性折讓而調整的可資比較上市公司的市賬率釐定。公平值計量與缺乏市場流通性折讓呈負相關。董事認為倘該等輸入數據變更為不同金額，則公平值計量對不可觀察輸入數據變動的影響甚微。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(f) Fair values (Continued)

(ii) Financial instruments measured at fair value (Continued)

Valuation techniques and inputs used in Level 3 fair value measurements (Continued)

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows:

		Financial assets at FVOCI	
		按公平值計入其他	
		全面收益之金融資產	
		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
Unlisted equity securities:	非上市股本證券：		
At 1 January	於一月一日	3,048	3,267
Total gains or losses:	收益或虧損總額：		
— in other comprehensive income before tax	— 於除稅前其他全面收益	(648)	(219)
At 31 December	於十二月三十一日	2,400	3,048

(iii) Fair value of financial assets and liabilities not carried at fair value

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

34. 金融風險管理及公平值(續)

(f) 公平值(續)

(ii) 按公平值列賬的金融工具(續)

第三級公平值計量使用的估值技術及輸入數據(續)

基於重大不可觀察輸入數據(第三級)按公平值列賬的金融工具的對賬如下：

Financial assets at FVOCI

按公平值計入其他

全面收益之金融資產

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

(iii) 未按公平值列賬的金融資產及負債的公平值

本集團按成本或攤銷成本列賬的金融工具賬面值與彼等於二零二零年及二零一九年十二月三十一日的公平值並無重大差異。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

35. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

35. 公司層面財務狀況表

			2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		131	214
Interests in subsidiaries	於附屬公司的權益	15	672,857	688,704
			672,988	688,918
Current assets	流動資產			
Deposits and prepayments	按金及預付款項		36	205
Amounts due from subsidiaries	應收附屬公司款項		-	50
Cash and cash equivalents	現金及現金等價物		612	326
			648	581
Current liabilities	流動負債			
Other payables	其他應付款項		1,195	1,604
Lease liability	租賃負債		23	187
Amounts due to subsidiaries	應付附屬公司款項		407	215
			1,625	2,006
Net current liabilities	流動負債淨值		(977)	(1,425)
Total assets less current liabilities	資產總值減流動負債		672,011	687,493
Non-current liabilities	非流動負債			
Debentures	債券	24	4,535	18,035
Lease liability	租賃負債		53	32
			4,588	18,067
Net assets	資產淨值		667,423	669,426
Equity	權益			
Share capital	股本	27(b)	32,591	25,544
Reserves	儲備		634,832	643,882
Total equity	權益總額	27(a)	667,423	669,426

Approved and authorised for issue by the board of directors on 31 March 2021.

於二零二一年三月三十一日獲董事會批准及授權刊發。

Wu Zheyang
吳哲彥
Director
董事

Xie Qingmei
謝清美
Director
董事

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

36. IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2020 and 2019, the Directors consider the immediate and ultimate controlling party of the Group to be Green Seas Capital Limited, which is incorporated in the BVI. This entity does not produce financial statements available for public use.

37. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020

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

36. 直接及最終控股方

董事認為，於二零二零年十二月三十一日及二零一九年十二月三十一日，本集團直接及最終控股方為Green Seas Capital Limited，該公司於英屬處女群島註冊成立。此實體並無編製公開財務報表。

37. 截至二零二零年十二月三十一日止年度已頒佈尚未生效的修訂、新訂準則及詮釋的可能影響

截至此等綜合財務報表頒佈之日，國際會計準則理事會已頒佈多項修訂及新訂準則，其於截至二零二零年十二月三十一日止年度尚未生效，且並未於綜合財務報表內採納，當中包括下列可能與本集團有關的各項。

Effective for accounting periods beginning on or after 於下列日期開始或之後的會計期間生效

Amendments to IFRS 3, Reference to the Conceptual Framework 國際財務報告準則第3號之修訂，概念框架的提述	1 January 2022 二零二二年一月一日
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16, Interest Rate Benchmark Reform – Phase 2 國際財務報告準則第9號、國際會計準則第39號、 國際財務報告準則第7號、國際財務報告準則第4號及 國際財務報告準則第16號之修訂，利率基準改革 – 第二階段	1 January 2021 二零二一年一月一日
Amendments to IFRS 10 and IAS 28 (2011), Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 國際財務報告準則第10號及國際會計準則第28號(二零一一年)之修訂， 投資者與其聯營公司或合營企業之間的資產出售或出資	No mandatory effective date yet determined but available for adoption 尚未釐定強制生效日期，惟可供採納
IFRS 17, Insurance Contracts 國際財務報告準則第17號，保險合約	1 January 2023 二零二三年一月一日
Amendment to IFRS 16, Covid-19-Related Rent Concessions 國際財務報告準則第16號之修訂，Covid-19相關租金減免	1 June 2020 二零二零年六月一日

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

37. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020 (Continued)

37. 截至二零二零年十二月三十一日止年度已頒佈尚未生效的修訂、新訂準則及詮釋的可能影響(續)

Effective for accounting periods beginning on or after 於下列日期開始或之後的會計期間生效

Amendments to IFRS 17, Insurance Contracts 國際財務報告準則第17號·保險合約	1 January 2023 and note (a) 二零二三年一月一日及附註(a)
Amendments to IAS 1, Classification of Liabilities as Current or Non-current 國際會計準則第1號之修訂·負債分類為即期或非即期	1 January 2023 and note (b) 二零二三年一月一日及附註(b)
Amendments to IAS 16, Property, Plant and Equipment: Proceeds before Intended Use 國際會計準則第16號之修訂·物業、廠房及設備：擬定用途前的所得款項	1 January 2022 二零二二年一月一日
Amendments to IAS 37, Onerous Contracts — Cost of Fulfilling a Contract 國際會計準則第37號之修訂·虧損性合約 — 履行合約的成本	1 January 2022 二零二二年一月一日
Annual Improvements to IFRSs 2018–2020, Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41 國際財務報告準則二零一八年至二零二零年之年度改進·國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號隨附之範例及國際會計準則第41號之修訂	1 January 2022 二零二二年一月一日

Note (a): As a consequence of the amendments to IFRS 17 issued in October 2020, IFRS 4 was amended to extend the temporary exemption that permits insurers to apply IAS 39 rather than IFRS 9 for annual periods beginning before 1 January 2023.

附註(a): 由於二零二零年十月頒佈國際財務報告準則第17號之修訂，國際財務報告準則第4號已修訂以延長臨時豁免，允許保險人於二零二三年一月一日前開始的年度期間採用國際會計準則第39號而非國際財務報告準則第9號。

Note (b): As a consequence of the amendments to IAS 1, International Interpretation 5 Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised in October 2020 to align the corresponding wording with on change in conclusion.

附註(b): 由於國際會計準則第1號(修訂本)之結果，國際詮釋第5號財務報表之呈報 — 借款人對包含可按要求償還條款之定期貸款之分類已於二零二零年十月進行修訂，以使用相應措辭一致而結論保持不變。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

37. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020 (Continued)

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

Amendments to IFRS 3

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

37. 截至二零二零年十二月三十一日止年度已頒佈尚未生效的修訂、新訂準則及詮釋的可能影響(續)

有關預計將適用於本集團的國際財務報告準則的更多資料闡述如下。

國際財務報告準則第3號之修訂

國際財務報告準則第3號之修訂旨在以二零一八年六月頒佈的財務報告概念框架之提述取代先前財務報表的編製及呈列框架之提述，而毋須大幅度改變其規定。該等修訂亦為國際財務報告準則第3號之確認原則增設一項例外情況，實體可參考概念框架釐定資產或負債的構成要素。該例外情況規定，對於可能屬於國際會計準則第37號或香港(國際財務報告詮釋委員會)一詮譯第21號範圍內的負債及或然負債而言，倘該等負債屬單獨產生而非於業務合併中承擔，則詮釋應用國際財務報告準則第3號的實體應分別提述國際會計準則第37號或香港(國際財務報告詮釋委員會)一詮譯第21號，而非概念框架。此外，該等修訂澄清或然資產於收購日期不符合確認資格。本集團預期將自二零二二年一月一日起提早採納該等修訂。由於該等修訂可能前瞻性應用於收購日期為首次應用日期或之後的業務合併，本集團於過渡日期將不會受到該等修訂的影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

37. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020 (Continued)

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

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

37. 截至二零二零年十二月三十一日止年度已頒佈尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號之修訂

當現有利率基準以其他無風險利率(「無風險利率」)替代會影響財務報告時，國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號之修訂解決先前修訂中未涉及的問題。第二階段修訂提供實際權宜辦法，於入賬釐定金融資產及負債合約現金流量的基準變動時，倘變動因利率基準改革直接引致，且釐定合約現金流量的新基準經濟上相當於緊接變動前的先前基準，在不調整賬面值的情況下更新實際利率。此外，該等修訂允許利率基準改革要求就對沖名稱及對沖文件作出的變動，而不中斷對沖關係。過渡期間可能產生的任何損益均透過國際財務報告準則第9號的正常要求進行處理，以衡量及確認對沖無效性。當無風險利率被指定為風險組成部分時，該等修訂亦暫時寬免實體須符合可單獨識別的規定。倘實體合理地預期無風險利率風險組成部分於未來24個月內將可單獨識別，則該寬免允許實體於指定對沖後假設已符合可單獨識別之規定。此外，該等修訂亦要求實體披露其他資料，以使財務報表的使用者能夠了解利率基準改革對實體金融工具及風險管理策略的影響。該等修訂自二零二一年一月一日或之後開始的年度期間生效，並應追溯應用，惟實體毋須重列比較資料。由於本集團並無任何計息銀行及其他借貸，因此，本集團將不受該等修訂影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

37. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020 (Continued)

Amendments to IFRS 10 and IAS 28 (2011)

Amendments to IFRS 10 and IAS 28 (2011) address an inconsistency between the requirements in IFRS 10 and in IAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 (2011) was removed and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

37. 截至二零二零年十二月三十一日止年度已頒佈尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第10號及國際會計準則第28號之修訂(二零一一年)

國際財務報告準則第10號及國際會計準則第28號之修訂(二零一一年)解決國際財務報告準則第10號及國際會計準則第28號(二零一一年)之間對於處理投資者與其聯營公司或合營企業之間的出售或注資的規定的不一致性。該等修訂要求於投資者與其聯營公司或合營企業之間的出售或注資構成一項業務時，確認全部收益或虧損。對於不構成業務的資產交易，交易所產生的收益或虧損以無關連的投資者於該聯營公司或合營企業的權益為限，於投資者的損益中確認。該等修訂只對未來適用。國際財務報告準則第10號及國際會計準則第28號之修訂(二零一一年)先前的強制生效日期撤銷，而新強制生效日期將於完成對聯營公司及合營企業之更廣泛會計檢討後釐定。然而，該等修訂現時可以採用。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

37. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020 (Continued)

Amendments to IFRS 16

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

Amendments to IAS 1

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

37. 截至二零二零年十二月三十一日止年度已頒佈尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第16號之修訂

國際財務報告準則第16號之修訂為承租人提供實際權宜辦法以選擇就COVID-19疫情的直接後果產生的租金寬免不應用租賃修改會計處理。該實際權宜辦法僅適用於疫情直接後果產生的租金寬免，且僅當(i)租賃付款的變動使租賃代價有所修改，而經修改的代價與緊接變動前租賃代價大致相同，或少於緊接變動前租賃代價；(ii)租賃付款的任何減幅僅影響二零二一年六月三十日或之前原到期的付款；及(iii)租賃的其他條款及條件並無實質變動。該修訂於二零二零年六月一日或之後開始的年度期間有效，允許提早應用，並應追溯應用。該等修訂預期不會對本集團的財務狀況及表現產生任何重大影響。

國際會計準則第1號之修訂

國際會計準則第1號之修訂澄清劃分負債為流動或非流動的規定。該等修訂載明，倘實體推遲清償負債的權利受限於該實體須符合特定條件，則倘該實體符合當日之條件，其有權於報告期末推遲清償負債。負債的分類不受實體行使其權利延遲清償負債的可能性的影響。該等修訂亦澄清被視為清償負債的情況。該等修訂自二零二三年一月一日或之後開始的年度期間生效，並將追溯應用該等修訂預期不會對本集團的綜合財務報表造成任何重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

37. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020 (Continued)

Amendments to IAS 16

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

37. 截至二零二零年十二月三十一日止年度已頒佈尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際會計準則第16號之修訂

國際會計準則第16號之修訂禁止實體從物業、廠房及設備成本中扣除資產達到管理層預定的可使用狀態(包括位置與條件)過程中產生的全部出售所得款項。相反，實體須將出售任何有關項目的所得款項及成本計入損益。該等修本自二零二二年一月一日或之後開始的年度期間生效，並僅對實體首次應用有關修訂的財務報表呈列的最早期間開始時或之後可供使用的物業、廠房及設備項目追溯應用，且允許提早應用。該等修訂預期不會對本集團的綜合財務報表造成任何重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

37. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020 (Continued)

Amendments to IAS 37

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

37. 截至二零二零年十二月三十一日止年度已頒佈尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際會計準則第37號之修訂

國際會計準則第37號之修訂澄清，就根據國際會計準則第37號評估合約是否屬虧損性而言，履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(例如直接勞工及材料)及與履行合約直接相關的其他成本分配(例如分配履行合約所用物業、廠房及設備項目的折舊開支以及合約管理與監督成本)。一般及行政成本與合約並無直接關係，除非合約明確向對方收費，否則將其排除在外。該等修訂自二零二二年一月一日或之後開始的年度期間生效，並適用於實體首次應用有關修訂的年度報告期間開始時實體尚未履行其全部責任的合約，並允許提早採納。初步應用修訂的任何累積影響應於首次應用日期確認為期初權益的調整，且毋須重列比較資料。該等修訂預期不會對本集團的綜合財務報表造成任何重大影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

37. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020 (Continued)

Annual Improvements to IFRSs 2018–2020

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

- IFRS 9 Financial Instruments: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's consolidated financial statements.
- IFRS 16 Leases: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying IFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying IFRS 16.

37. 截至二零二零年十二月三十一日止年度已頒佈尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則二零一八年至二零二零年之年度改進

國際財務報告準則二零一八年至二零二零年之年度改進載列國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號隨附之範例及國際會計準則第41號之修訂。預計適用於本集團的該等修訂詳情如下：

- 國際財務報告準則第9號金融工具：澄清於實體評估新訂或經修改金融負債的條款與原金融負債的條款是否存在實質差異時所包含的費用。該等費用僅包括借款人與貸款人之間已支付或收取的費用，包括借款人或貸款人代表其他方支付或收取的費用。實體將有關修訂應用於實體首次應用有關修訂的年度報告期開始或之後修改或交換的金融負債。該等修訂自二零二二年一月一日或之後開始的年度期間生效，並允許提早採納。預期該等修訂不會對本集團的綜合財務報表產生重大影響。
- 國際財務報告準則第16號租賃：刪除國際財務報告準則第16號隨附之範例13中有關租賃物業裝修的出租人付款說明。此舉消除於採用國際財務報告準則第16號有關租賃激勵措施處理方面的潛在困惑。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

38. EVENTS AFTER THE END OF REPORTING DATE

Anti-dumping duty and countervailing duty investigations

During the year, certain of the Group's wood products exported to the United States were under the scope of new anti-dumping duty and countervailing duty investigations.

On 22 January 2021, the United States International Trade Commission ("US ITC") determined that a United States industry is materially injured by reason of imports of wood mouldings and millwork products from the PRC and that the U.S. Department of Commerce ("US Commerce") has determined are subsidised and sold in the United States at less than fair value.

As a result of the US ITC's affirmative determinations, US Commerce will issue anti-dumping and countervailing duty orders on imports of these products from the PRC and The U.S. cash deposits at a rate totaled at 54.43% will be collected from importers of the Group's relevant products.

The Group, as exports, are not directly obliged to pay such cash deposits but in the opinion of the Directors, the imposition of such cash deposits will be taken into account in the pricing negotiations with the Group customers in the United States.

39. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform with the current year's presentation.

38. 報告期後事項

反傾銷稅和反補貼稅調查

年內，本集團若干出口到美國の木製品屬於新的反傾銷稅和反補貼稅調查的範圍之內。

於二零二一年一月二十二日，美國國際貿易委員會(「美國國際貿易委員會」)裁定，美國的一個行業受到從中國進口的木線條和木製品(該等產品被美國商務部(「美國商務部」)確定存在補貼和在美國以低於公平值出售)的損害。

根據美國國際貿易委員會的肯定性裁定，美國商務部將對從中國進口的該等產品發出反傾銷和反補貼稅令，並將向本集團相關產品的進口商收取總利率為54.43%的美國現金保證金。

本集團作為出口企業並無直接義務支付該等現金保證金，但董事認為，在與本集團於美國的客户進行價格談判時，將考慮到該等現金保證金的征收。

39. 比較金額

若干比較金額已重新分類，以符合本年度的呈現方式。



**CHINA ENVIRONMENTAL TECHNOLOGY AND
BIOENERGY HOLDINGS LIMITED**
中科生物控股有限公司