



Enviro Energy

International Holdings Limited

環能國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號：1102)

2020

ANNUAL REPORT

年報



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Abbreviations

簡稱

In this annual report, the following abbreviations have the following meanings unless otherwise specified: 於本年報內，除文義另有所指外，下列簡稱具有以下涵義：

“Articles of Association” 「組織章程細則」	指	articles of association of the Company 本公司之組織章程細則
“Board” 「董事會」	指	Board of Directors of the Company 本公司之董事會
“Company” 「本公司」	指	Enviro Energy International Holdings Limited 環能國際控股有限公司
“Companies Ordinance” 「公司條例」	指	Chapter 622 of the Laws of Hong Kong 香港法例第622章
“Directors” 「董事」	指	directors of the Company 本公司之董事
“Group” 「本集團」	指	the Company and its subsidiaries 本公司及其附屬公司
“Listing Rules” 「上市規則」	指	Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“PRC” 「中國」	指	The People’s Republic of China 中華人民共和國
“SFO” 「證券及期貨條例」	指	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 證券及期貨條例(香港法例第571章)
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“HK\$” and “HK cent” 「港元」及「港仙」	指	Hong Kong dollar(s) and cent, the lawful currency of Hong Kong 港元及港仙，香港法定貨幣
“US\$” 「美元」	指	United States dollar(s), the lawful currency of the United States of America 美元，美利堅合眾國的法定貨幣
“%” 「%」	指	per cent. 百分比

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Li Gang* (*Chairman*)
Mr. Pan Lihui*
Mr. Jiang Senlin

Independent Non-executive Directors

Mr. See Tak Wah**
Mr. Zhong Jian
Mr. Du Hongwei*

CHIEF EXECUTIVE OFFICER

Mr. Wei Junqing

AUDIT COMMITTEE

Mr. See Tak Wah** (*Chairman*)
Mr. Zhong Jian
Mr. Du Hongwei*

REMUNERATION COMMITTEE

Mr. Zhong Jian (*Chairman*)
Mr. See Tak Wah**
Mr. Du Hongwei*

NOMINATION COMMITTEE

Mr. Du Hongwei* (*Chairman*)
Mr. See Tak Wah**
Mr. Zhong Jian

COMPANY SECRETARY

Mr. Ho Wai Kuen

TRADING OF SHARES

Hong Kong Stock Exchange
(Stock Code: 1102)

董事會

執行董事

李剛先生* (主席)
潘立輝先生*
姜森林先生

獨立非執行董事

施德華先生**
鍾劍先生
杜宏偉先生*

行政總裁

魏俊青先生

審核委員會

施德華先生** (主席)
鍾劍先生
杜宏偉先生*

薪酬委員會

鍾劍先生 (主席)
施德華先生**
杜宏偉先生*

提名委員會

杜宏偉先生* (主席)
施德華先生**
鍾劍先生

公司秘書

何渭權先生

股份買賣

香港聯交所
(股份代號: 1102)

* Appointed on 29 June 2020

** Appointed on 10 August 2020

* 於二零二零年六月二十九日獲委任

** 於二零二零年八月十日獲委任

Corporate Information (Continued)

公司資料(續)

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

20/F
No. 9 Des Voeux Road West
Sheung Wan, Hong Kong

PRINCIPAL BANKERS

Chong Hing Bank Limited
Bank of Communications Co., Ltd., Hong Kong Branch
Yingkou Coastal Bank Co., Ltd.

AUDITOR

ZHONGHUI ANDA CPA Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
24 Shedden Road
George Town
Grand Cayman KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPANY WEBSITE

<http://www.enviro-energy.com.hk>

註冊辦事處

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

總辦事處及香港主要營業地點

香港上環
德輔道西9號
20樓

主要往來銀行

創興銀行有限公司
交通銀行股份有限公司香港分行
營口沿海銀行股份有限公司

核數師

中匯安達會計師事務所有限公司

主要股份過戶登記處

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
24 Shedden Road
George Town
Grand Cayman KY1-1110
Cayman Islands

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

公司網站

<http://www.enviro-energy.com.hk>

* The above information is updated to 21 April 2021, the latest practicable date before printing of this annual report.

* 上述資料更新至二零二一年四月二十一日，即本年報付印前之最後實際可行日期。

Chairman's Statement

主席報告

On behalf of the Board, I hereby present to the shareholders the results of the Group for the year ended 31 December 2020.

RESULTS

During the challenging 2020, the national economy in the PRC is facing downward pressures amid external uncertainties. Against the challenges relating to the US-China trade war and the outbreak of the Coronavirus disease 2019 (COVID-19), we maintain prudent but optimistic towards our core business.

For the year ended 31 December 2020, the Group recorded a consolidated revenue of approximately HK\$54,054,000, decreased by 5.0% from the previous year (2019: approximately HK\$56,883,000). Loss attributable to owners of the Company was approximately HK\$25,776,000 (2019: approximately HK\$25,086,000) and basic loss per share of HK5.40 cent (2019: HK5.55 cent).

PROSPECTS

Looking forward, it is the intention of the management to step up its effort to improve the financial performance of the existing businesses of the Group and to explore investment opportunities in the properties investment, investment holding and sale of materials business segments or other new segments with good prospects. The COVID-19 is an unprecedented crisis impacting the entire world, causing the outlook of the upcoming financial year to be highly uncertain. Nevertheless, the Group will take up challenges with prudence and step forward to achieve sustainable growth of the Group and maximize the benefits of the shareholders of the Company (the "Shareholders") as a whole.

本人謹代表董事會向股東提呈本集團截至二零二零年十二月三十一日止年度之業績。

業績

在充滿挑戰的2020年期間，由於外部不確定因素，中國的國民經濟正面臨下行壓力。面對美中貿易戰和2019年冠狀病毒病(COVID-19)爆發帶來的挑戰，我們對我們的核心業務保持審慎但樂觀的態度。

截至二零二零年十二月三十一日止年度，本集團錄得綜合收益為約54,054,000港元，較去年減少5.0%（二零一九年：約56,883,000港元）。本公司擁有人應佔虧損為約25,776,000港元（二零一九年：約25,086,000港元），每股基本虧損為5.40港仙（二零一九年：5.55港仙）。

前景

展望未來，管理層有意加大力度改善本集團現有業務之財務表現，並於物業投資、投資控股及銷售材料業務分部或其他具備良好前景之新分部發掘投資機會，藉此為本公司股東帶來重大價值。前所未見的COVID-19危機影響全球，導致下一財政年度前景高度不確定。儘管如此，本集團將謹慎迎接挑戰，並邁步向前，為本集團達致可持續增長，及將本公司股東（「股東」）整體利益最大化。

Chairman's Statement (Continued)

主席報告(續)

APPRECIATION

On behalf of the Board, I would like to take this opportunity to thank all shareholders, investors, bankers, business associates and customers for their continuing support to the Group, my fellow directors for their valuable services and all staff members for their hard work during the past year.

Li Gang
Chairman

Hong Kong, 15 April 2021

致謝

對於全體股東、投資者、銀行家、業務夥伴及客戶堅定不移地支持本集團，本人謹藉此機會向彼等表示誠摯謝意。本人衷心感謝各位董事作出的貢獻及對於全體員工於過去一年的努力，本人深表謝意。

主席
李剛

香港，二零二一年四月十五日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

For the year ended 31 December 2020, the Group engaged in properties investment, investment holding and sale of materials businesses.

REVIEW BY BUSINESS

Properties investment

The Group's investment properties comprise 23 commercial units situated in Yingkou city, Liaoning province, the PRC, with gross floor area of approximately 7,891 square meters. These properties are currently being leased out for rental income.

The Group also owns a piece of land of gross floor area of approximately 4,320 square meters together with a twelve-floor property erected thereon with gross floor area of approximately 17,800 square meters. This property is situated in Yingkou city, Liaoning province, the PRC and is currently being leased out for rental income.

During the year ended 31 December 2020, the Group's rental income amounted to approximately HK\$463,000 (2019: approximately HK\$301,000). The properties investment segment recorded valuation loss of approximately HK\$2,023,000 (2019: approximately HK\$2,270,000) on its investment properties, as a whole, this business segment recorded a loss of approximately HK\$3,286,000 for the year ended 31 December 2020 (2019: approximately HK\$3,215,000).

The increase in rental income from properties investment during the year ended 31 December 2020 was mainly attributable to the improvement of the property market in Liaoning Province and improved situation in property demand in the region where such properties are located.

業務回顧

於截至二零二零年十二月三十一日止年度，本集團從事物業投資、投資控股及銷售材料業務。

業務回顧

物業投資

本集團之投資物業由23個位於中國遼寧省營口市之商用單位組成，總樓面面積約為7,891平方米。該等物業現時已出租以賺取租金收入。

本集團亦擁有一幅樓面面積約4,320平方米之地塊連同建於該地塊上樓高十二層、總樓面面積約為17,800平方米之物業。該物業位於中國遼寧省營口市，現時已出租以賺取租金收入。

於截至二零二零年十二月三十一日止年度，本集團之租金收入約為463,000港元（二零一九年：約301,000港元）。物業投資分部就投資物業錄得估值虧損約2,023,000港元（二零一九年：約2,270,000港元），整體而言，截至二零二零年十二月三十一日止年度，此項業務分部錄得虧損約3,286,000港元（二零一九年：約3,215,000港元）。

於截至二零二零年十二月三十一日止年度，物業投資的租金收入增加主要由於遼寧省物業市場好轉及有關物業所處地區對物業需求情況有所改善。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Investment holding

For the year ended 31 December 2020, the Group had no revenue and profit from investment holding (2019: nil and nil).

Sale of materials business

The Group has commenced its sale of materials business since the second half of 2017 through its wholly-owned subsidiary, Qianhai Shitong Supply Chain (Shenzhen) Company Limited* (前海世通供應鏈(深圳)有限公司).

The Group sources building materials from suppliers in the PRC and supplies building materials to customers located in the PRC. The building materials mainly include aluminum, steel products, timber logs, base metals, etc, which are primarily used at the early stages of construction projects or for manufacturing of building or surfacing materials.

The Group carries out its sale of materials business in the PRC, mainly involving property developers or construction contractors (which manufacture building materials or provide fitting out and renovation services) in the PRC.

In order to broaden revenue base of the Group, the Group continued to increase the variety of the building materials products, including but not limited to sale of scrap copper, fertilizer and chemical products in relation to the construction since the second half of 2020 through its wholly-owned subsidiaries, Smart Gainer Limited and Shenzhen Junheng Trading Company Limited* (深圳峻恒貿易有限公司).

The Group is able to secure the supply of reliable and high quality building materials product from suppliers through a variety of sourcing channels. The Group aims to source quality products at competitive prices to fulfill the needs of its customers. The Group selects suppliers based on a number of factors, including but not limited to their track records, prices, product quality and timely delivery.

投資控股

於截至二零二零年十二月三十一日止年度，本集團並沒有從投資控股錄得收入及溢利(二零一九年：無及無)。

銷售材料業務

本集團自二零一七年下半年起透過其全資附屬公司前海世通供應鏈(深圳)有限公司開展銷售材料業務。

本集團向中國供應商採購建築材料，並向位於中國之客戶供應建築材料。建築材料主要包括鋁、鋼材產品、木材、基本金屬等，主要用於建造項目之早期階段或用作製造建材或面材。

本集團於中國經營其銷售材料業務，主要涉及中國之物業發展商或建造承包商(製造建築材料或提供裝修及翻新服務)。

為擴闊本集團的收入基礎，本集團繼續自二零二零年下半年起透過其全資附屬公司 Smart Gainer Limited 及深圳峻恒貿易有限公司增加建築材料產品的種類，包括但不限於銷售廢銅、肥料及建築相關化工產品。

本集團能夠透過各個採購渠道從供應商獲得可靠及優質之建築材料產品供應。本集團之目標為按具競爭力價格採購優質產品以滿足其客戶需要。本集團根據多項因素挑選供應商，包括但不限於其往績記錄、價格、產品質素及準時交貨。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

In relation to the sales of products, the Group reaches out to potential customers through its business connections and referrals by the management of the Company. When the customers place their orders with the Group, they would usually indicate the specifications of the orders including type, price and quantity of the building materials product. The Group, through the management of the Company, then reaches out to its contacts and source the required building materials product from potential suppliers that suit its customers' needs.

The Company believes that by engaging the Group, its customers can save time and efforts in dealing with a large number of suppliers for each type of the building materials products they require. Through its extensive network of suppliers, the Group is able to provide its customers with a wide spectrum of the building materials products through organised logistics arrangements that meet customers' timetables.

During the year ended 31 December 2020, the sale of materials business segment contributed a revenue of approximately HK\$53,591,000 (2019: approximately HK\$56,582,000), representing 99.1% of total revenue. The segment contributed a gross profit of approximately HK\$136,000, (2019: approximately HK\$196,000) representing 22.7% of total gross profit for the year ended 31 December 2020.

在銷售產品方面，本集團透過其業務網絡及本公司之管理層轉介而接觸潛在客戶。當客戶向本集團投放訂單時，通常指明訂單規格，包括建築材料產品之種類、價格及數量。本集團透過本公司之管理層接觸其業務聯絡點及向潛在供應商採購配合客戶需要之所需建築材料產品。

本公司相信其客戶可憑藉本集團可節省時間及精力，毋須就彼等需要的每種建築材料產品與大量供應商進行交易。透過其廣泛供應商網絡，本集團能夠透過有系統之物流安排向其客戶提供種類繁多之建築材料產品，從而達到客戶之時間要求。

於截至二零二零年十二月三十一日止年度，銷售材料業務分部錄得收益約53,591,000港元(二零一九年：約56,582,000港元)，相當於總收入之99.1%。於截至二零二零年十二月三十一日止年度，該分部貢獻毛利約136,000港元(二零一九年：約196,000港元)，相當於總毛利之22.7%。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The decrease in revenue from sale of materials business during the year ended 31 December 2020 was mainly due to the outbreak of Coronavirus Disease 2019 (the “**COVID-19 Outbreak**”) since January 2020. The coronavirus (“**COVID-19**”) was initially identified in December 2019 and the COVID-19 Outbreak continues to grow. Up to the date of this report, COVID-19 is spreading rapidly worldwide which resulted in a sharp increase in number of confirmed cases and deaths across various countries. In order to prevent the spread of COVID-19, various countries implement a temporary closure of suppliers’ production facilities, transportation restrictions and boundary control. In this regard, the COVID-19 Outbreak has adversely affected the business environment in the PRC and the world and the economies of the world have been hit hard accordingly. The occurrence of COVID-19, coupled with the US-China trade war, further deteriorate the PRC economy, resulting in the contraction of various industries in the PRC. Since the sale of materials business of the Group is primarily based in the PRC, the Group’s sale of materials business operations and financial performance during the first half of 2020 are adversely affected by the COVID-19. In order to mitigate the impact of the COVID-19 on the sale of materials business of the Group, the Group increases the variety of building materials products to diversify its sale of materials business portfolio since second half of 2020. Accordingly, the sale of materials business of the Group have already resumed gradually during the second half of 2020 and the overall revenue from sale of materials business for the year ended 31 December 2020 was only slightly reduced by approximately 5.3% compared to that of last financial year.

於截至二零二零年十二月三十一日止年度，銷售材料業務的收入減少，主要由於二零一九年冠狀病毒(「**COVID-19 疫情**」)自二零二零年一月起爆發。於二零一九年十二月首次發現冠狀病毒(「**COVID-19**」)，且COVID-19疫情持續蔓延。截至本報告日期，COVID-19在全球各地迅速傳播，導致各國確診病例及死亡人數急劇上升。為防止COVID-19傳播，各國均實施暫時關閉供應商生產設施、運輸限制及邊境管制等措施。因此，COVID-19疫情對中國和世界營商環境產生不利影響，全球經濟亦因此遭受嚴重打擊。COVID-19爆發，加上中美貿易戰，令中國經濟進一步惡化，導致中國多個行業萎縮。由於本集團之銷售材料業務主要在中國進行，故於二零二零年上半年本集團之銷售材料業務營運及財務表現受到COVID-19之不利影響。為減輕COVID-19對本集團銷售材料業務的影響，本集團自二零二零年下半年起增加建築材料產品種類以多元化其銷售材料業務組合。因此，本集團的銷售材料業務已於二零二零年下半年逐步恢復，截至二零二零年十二月三十一日止年度，銷售材料業務的整體收入僅較上一財政年度輕微減少約5.3%。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

BUSINESS PROSPECTS AND FUTURE PLANS

In 2020, the PRC and global economy are overcast by the COVID-19 and downward pressures brought about by the US-China trade war. The Group's financial performance has been adversely affected during the year ended 31 December 2020 and the Company expects the forthcoming business environment would remain challenging. In this respect, cost cutting measures is continued to be implemented as a priority for improving operating performances of the Group. The Group will also adopt measures and exploring other means to cope with these challenges and to turn them into opportunities. The Group will consider to restructure and reorganize its businesses, adopt measures that are beneficial to the growth of its existing businesses, expand its marketing channels and customer base, pursuing quality suppliers, and taking a proactive role to boost business and profit growth. The Group will continue to assess the impact of the COVID-19 on its operation and financial performance and closely monitor the Group's exposure to the risks and uncertainties in connection with the COVID-19. The Group will take appropriate measures as necessary to minimise the risks exposed.

Despite the COVID-19 has affected the market, production and supply chains in the PRC, the COVID-19 becomes under control in the PRC as a result of an effectiveness of measures taken in the PRC and the economy of the PRC is expected to speed up out of the impact of COVID-19 in 2021 and various industries in the PRC is expected to be gradually recovery as well. Accordingly, going forward, with the diversity of building materials products and stabilization of the COVID-19 prevention and control situation, the Group's financial performance and revenue arising from sale of materials business are expected to be improved in the coming future.

業務前景及未來計劃

於二零二零年，中國和全球經濟受到COVID-19及中美貿易戰帶來的下行壓力影響。截至二零二零年十二月三十一日止年度，本集團的財務表現受到不利影響，並且本公司預計即將到來的商業環境仍將充滿挑戰。在這情況下，改善本集團經營業績的優先事項為繼續實施成本削減措施。本集團亦將採取措施並開拓其他方法應對該等挑戰，並將其轉化為機遇。本集團將考慮重整及重組其業務、採取有利於其現有業務增長的措施、拓展營銷渠道及客戶基礎、追求優質供應商，並積極推動業務及溢利增長。本集團將繼續評估COVID-19對本集團營運及財務表現的影響，及密切關注本集團因COVID-19而面對的風險及不確定因素。本集團將採取必要的適當措施以最大限度地減少承受的風險。

儘管COVID-19已影響中國的市場、生產及供應鏈，但由於中國採取有效措施，令COVID-19在中國逐漸得到控制並預計在二零二一年中國經濟將加速擺脫COVID-19的影響，而中國各行業亦有望逐步復甦。因此，展望未來，隨着建築材料產品多樣性及COVID-19防控形勢穩定，本集團財務業績及銷售材料業務的收入有望在未來得到改善。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Besides, the Group has been prudent in business development in the supply of building materials business. With its experience in the building materials industry, the Group realised the potential demand of non-ferrous metals, in particular aluminum and related products and recycled aluminum. As such, the Group has begun to put more focus on sourcing and supplying aluminum and related products since 2021. During the first quarter of 2021, the Group have supplied aluminum and related products of approximately US\$9.7 million. The Board considers that the supply of building materials and aluminum related products will certainly further enhance competitiveness and profitability of the Group.

The Group will actively consider to explore different avenues by obtaining new bank borrowings and carrying out fund raising including, but not limited to, right issue, open offer, placing of new shares and issuance of other convertible bonds. If materialize, additional funds will be provided to the Group for the expansion of the existing business which will bring a huge amount of profit in the long run.

The Board will continue to look out for opportunities to make investments in any new business when suitable opportunities arise to diversify revenue streams of the Group and strengthen the Group's financial position, and thereby maximising the benefits of the shareholders as a whole. The Board is fully confident in the future business development of the Group.

此外，本集團審慎發展建築材料供應業務。憑藉建築材料行業經驗，本集團意識到有色金屬存在潛在需求，鋁及相關產品及回收鋁尤然。因此，本集團自二零二一年起更著重鋁及相關產品採購及供應。二零二一年第一季度，本集團供應鋁及相關產品約9,700,000美元。董事會認為供應建築材料及鋁相關產品定將進一步提升本集團競爭力及盈利能力。

本集團將積極考慮透過取得新的銀行借貸及進行(包括但不限於)供股、公開發售、配售新股份及發行其他可換股債券集資以開拓不同渠道。倘若落實，將為本集團帶來額外資金以擴展現有業務，長遠而言將帶來可觀溢利。

董事會將會繼續尋找機會，當合適機會出現時投資任何新業務，令本集團的收入來源多元化並強化本集團的財務狀況，從而盡量增加股東整體的利益。董事會對本集團的未來業務發展充滿信心。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW

Overall Results

For the year ended 31 December 2020, the Group recorded a consolidated revenue of approximately HK\$54,054,000 (2019: approximately HK\$56,883,000), representing a decrease by 5.0% when compared with the year ended 31 December 2019. The decrease in revenue was mainly due to the decrease in revenue recorded under the Group's sale of materials business by 5.3% during the year ended 31 December 2020 as discussed in the above "Business Review" section.

The Group's gross profit for the year ended 31 December 2020 was approximately HK\$599,000 (2019: approximately HK\$497,000) with gross profit margin of 1.1% (2019: 0.9%), which resulted in an increase of approximately HK\$102,000, representing an increase of approximately by 20.5% when compared with the year ended 31 December 2019.

The Group's net loss was approximately HK\$25,776,000 for the year ended 31 December 2020 (2019: approximately HK\$25,086,000). The Group's net loss for the year ended 31 December 2020 was primarily contributed by the finance cost of approximately HK\$21,794,000 (2019: HK\$17,558,000), staff costs of approximately HK\$8,465,000 (2019: approximately HK\$9,524,000), depreciation of property, plant and equipment and right-of-use assets of approximately HK\$2,638,000 (2019: approximately HK\$2,896,000), auditor's remuneration of approximately HK\$1,100,000 (2019: approximately HK\$1,050,000) and legal and professional fee of approximately HK\$1,104,000 (2019: approximately HK\$3,780,000).

財務回顧

整體業績

截至二零二零年十二月三十一日止年度，本集團錄得綜合收入約54,054,000港元(二零一九年：約56,883,000港元)，較截至二零一九年十二月三十一日止年度減少5.0%。收益減少乃主要由於上文「業務回顧」一節所討論，本集團銷售材料業務於截至二零二零年十二月三十一日止年度期間錄得之收入減少5.3%所致。

截至二零二零年十二月三十一日止年度，本集團之毛利約為599,000港元(二零一九年：約497,000港元)，毛利率為1.1%(二零一九年：0.9%)，增加約102,000港元，較截至二零一九年十二月三十一日止年度增加約20.5%。

截至二零二零年十二月三十一日止年度，本集團之業務虧損淨額約為25,776,000港元(二零一九年：約25,086,000港元)。本集團截至二零二零年十二月三十一日止年度虧損淨額主要源自融資成本約21,794,000港元(二零一九年：17,558,000港元)、員工成本約8,465,000港元(二零一九年：約9,524,000港元)、物業、廠房及設備及使用權資產折舊約2,638,000港元(二零一九年：約2,896,000港元)、核數師酬金約1,100,000港元(二零一九年：約1,050,000港元)及法律及專業費用約1,104,000港元(二零一九年：約3,780,000港元)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The overall net loss attributable to owners of the Company for the year ended 31 December 2020 was approximately HK\$25,776,000 (2019: approximately HK\$25,086,000), representing an increase of losses by approximately HK\$690,000 when compared with the year ended 31 December 2019. Both the basic and diluted loss per share attributable to owners of the Company for the year ended 31 December 2020 were HK5.40 cents as compared with HK5.55 cents for the year ended 31 December 2019.

Liquidity, Financial Resources and Capital Structure

As at 31 December 2020, the Group had current assets of approximately HK\$696,674,000 comprising the loan receivables of approximately HK\$178,200,000 (2019: approximately HK\$167,154,000), interest receivables of HK\$39,731,000 (2019: approximately HK\$22,468,000), prepayments for purchase of building materials of approximately HK\$311,862,000 (2019: approximately HK\$292,491,000) and receivables of approximately HK\$139,232,000 (2019: approximately HK\$130,601,000) from disposal of investment properties during the previous financial year. The Group's current ratio, calculated based on current assets of approximately HK\$696,674,000 (2019: approximately HK\$634,034,000) over current liabilities of approximately HK\$98,989,000 (2019: approximately HK\$272,344,000), was about 7.04 at 31 December 2020 (2019: 2.33).

As at 31 December 2020, the Group's current liabilities decreased by 63.7% to approximately HK\$98,989,000 (2019: approximately HK\$272,344,000) over last year and the decrease was primarily due to the reclassification of bank and other borrowing from current portion as at 31 December 2019 to non-current portion as at 31 December 2020. As at 31 December 2020, all bank and other borrowings amounted to approximately HK\$210,030,000 (2019: approximately HK\$180,526,000) were secured, denominated in Renminbi, bore interest of fixed rate and were due within three years (2019: one year).

As at 31 December 2020, the equity attributable to owners of the Company amounted to approximately HK\$569,712,000 (2019: approximately HK\$538,273,000).

截至二零二零年十二月三十一日止年度，本公司擁有人應佔虧損淨額合共約為25,776,000港元(二零一九年：約25,086,000港元)，較截至二零一九年十二月三十一日止年度之虧損增加約690,000港元。於截至二零二零年十二月三十一日止年度，本公司擁有人應佔每股基本及攤薄虧損均為5.40港仙，於截至二零一九年十二月三十一日止年度則為5.55港仙。

流動資金、財務資源及資本架構

於二零二零年十二月三十一日，本集團之流動資產為約696,674,000港元，包括應收貸款約178,200,000港元(二零一九年：約167,154,000港元)、應收利息39,731,000港元(二零一九年：約22,468,000港元)、採購建築材料預付款項約311,862,000港元(二零一九年：約292,491,000港元)及於上一財政年度期間出售投資物業之應收款項為約139,232,000港元(二零一九年：約130,601,000港元)。本集團於二零二零年十二月三十一日之流動比率約為7.04(二零一九年：2.33)，乃按流動資產約696,674,000港元(二零一九年：約634,034,000港元)除以流動負債約98,989,000港元(二零一九年：約272,344,000港元)計算。

於二零二零年十二月三十一日，本集團之流動負債較上一年度減少63.7%至約98,989,000港元(二零一九年：約272,344,000港元)，減幅主要由於銀行及其他貸款由二零一九年十二月三十一日之流動部份重新分類至二零二零年十二月三十一日之非流動部份。於二零二零年十二月三十一日，所有銀行及其他貸款約210,030,000港元(二零一九年：約180,526,000港元)乃有抵押，以人民幣計值，按固定利率計息，並須於三年內償還(二零一九年：一年)。

於二零二零年十二月三十一日，本公司擁有人應佔權益約為569,712,000港元(二零一九年：約538,273,000港元)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

As at 31 December 2020, the Group had cash and bank balances of approximately HK\$4,027,000 (2019: approximately HK\$2,087,000).

As at 31 December 2020, the debt to equity ratio and net debt to equity ratio of the Group, which were calculated by dividing total debt by total equity and dividing total debt less bank balances and cash by total equity, were approximately 37% (2019: 36%) and 36% (2019: 36%) respectively.

With the amount of liquid assets on hand and unutilised loan facility, the management is of the view that the Group has sufficient financial resources to meet its ongoing operational needs.

SIGNIFICANT INVESTMENT HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

The Group had no material acquisitions or disposals of subsidiaries and affiliated companies during the year ended 31 December 2020.

The Group had no significant investments held during the year ended 31 December 2020.

MATERIAL EVENTS

Placing of new share under general mandate

On 6 September 2020, the Company entered into the placing agreement with the placing agent whereby the Company conditionally agreed to place, through the placing agent, on a best effort basis, up to 90,000,000 new ordinary shares to not less than six independent placees at the placing price of HK\$0.2288 per share. On 22 September 2020, the placing of new ordinary shares under the general mandates was completed with a total of 90,000,000 new ordinary shares being issued, raising net proceeds of approximately HK\$20,183,000.

於二零二零年十二月三十一日，本集團之現金及銀行結餘約為4,027,000港元(二零一九年：約2,087,000港元)。

於二零二零年十二月三十一日，本集團的負債權益比率及淨負債權益比率(按負債總額除以權益總額以及按負債總額減銀行結餘及現金除以權益總額計算)分別約為37%(二零一九年：36%)及36%(二零一九年：36%)。

憑藉手上之流動資產金額及未動用之貸款融資，管理層認為本集團有充足財務資源以應付其持續經營所需。

所持有之重大投資、重大收購及出售附屬公司及聯屬公司

於截至二零二零年十二月三十一日止年度，本集團並無重大收購或出售附屬公司及聯屬公司。

於截至二零二零年十二月三十一日止年度，本集團並無持有任何重大投資。

重大事件

根據一般授權配售新股份

於二零二零年九月六日，本公司與配售代理訂立配售協議，據此，本公司有條件同意透過配售代理按竭盡所能基準向不少於六名獨立承配人配售最多90,000,000股新普通股，配售價為每股股份0.2288港元。根據一般授權配售新普通股於二零二零年九月二十二日完成，合共發行90,000,000股新普通股，籌集所得款項淨額約20,183,000港元。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The table below sets out the proposed applications of the net proceeds from the placing and actual usage up to 31 December 2020:

下表載列配售事項所得款項淨額之擬定用途及截至二零二零年十二月三十一日之實際用途：

		Proposed application	Actual usage up to 31 December 2020	Expected usage of remaining balance during the year ending 31 December 2021
		擬定用途 HK\$'000 千港元	截至二零二零年十二月三十一日之實際用途 HK\$'000 千港元	截至二零二一年十二月三十一日止年度的剩餘結餘預計用途 HK\$'000 千港元
General working capital	一般營運資金	20,183	19,954	229

Wonderland International Financial Holdings Limited (a substantial shareholder of the Company as defined in the Listing Rules) is wholly-owned by Wonderland International Financial Holdings Corporation which is the owner of all issued share capital of the placing agent. Wonderland International Financial Holdings Corporation is in turn wholly-owned by Wonderland International Financial Holdings Company. Wonderland International Financial Holdings Company is owned by Hua Zhi Investment Limited as to approximately 58.10%, which is owned by Mr. Li Gang, an Executive Director and the Chairman of the Board of the Company, as to approximately 49.51%. The placing agent is an associate of Wonderland International Financial Holdings Limited and Mr. Li Gang and is therefore a connected person of the Company within the meaning of the Listing Rules. The transaction between the Company and the placing agent under the placing agreement constitutes a connected transaction under Chapter 14A of the Listing Rules. In view of the fact that Mr. Li Gang has material interest in the transaction, he has abstained from voting on the board resolutions approving this transaction.

華德國際金融控股有限公司(為本公司主要股東(定義見上市規則))由Wonderland International Financial Holdings Corporation全資擁有，而Wonderland International Financial Holdings Corporation為配售代理全部已發行股本之擁有人。Wonderland International Financial Holdings Corporation則由華德國際金融控股公司全資擁有。華德國際金融控股公司由Hua Zhi Investment Limited擁有約58.10%權益，而Hua Zhi Investment Limited由本公司執行董事兼董事會主席李剛先生擁有約49.51%權益。配售代理為華德國際金融控股有限公司及李剛先生的聯繫人，因此為本公司的關連人士(定義見上市規則)。本公司與配售代理之間根據配售協議進行的交易構成上市規則第14A章項下的關連交易。鑑於李剛先生於交易中擁有重大權益，故彼須就批准此項交易的董事會決議案放棄投票。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The placing agent received a placing commission of approximately HK\$309,000 in cash from the placing. As the relevant percentage ratios (other than the profits ratio) in respect of the placing commission and the brokerage fees under Rule 14.07 of the Listing Rules is less than 5% and the total consideration is less than HK\$3,000,000, the transaction constitutes a connected transaction which is fully exempt from independent Shareholders' approval, annual review and all disclosure requirements under Rule 14A.76(1) of the Listing Rules.

Details of the placing of new shares are set out in the announcements of the Company dated 6 September 2020 and 22 September 2020 respectively.

Licensing agreement in relation to the intellectual property rights of Angel Elements

On 16 November 2020, the Company as the licensee has entered into the licensing agreement (the “**Licensing Agreement**”) with the Licensor (defined as below), pursuant to which Beijing Guorundongfang Biotech Limited# (北京國潤東方生物科技有限公司) (the “**Licensor**”) has allowed the Company (and any of its subsidiaries nominated by the Company), as the exclusive licensee in the PRC, to use the technology and intellectual property rights of Angel Elements, including its non-patent exclusive right to use and its registered trademark (“**Intellectual Property Rights of Angel Elements**”) held by the Licensor during the period from 16 November 2020 to 15 November 2021 without incurring any licensing fees or any other expenses. Pursuant to the framework agreement as announced by the Company on 20 November 2019, the Company intends to acquire and the Licensor intends to sell the Intellectual Property Rights of Angel Elements held by the Licensor to the Company (the “**Potential Acquisition**”). The directors of the Company considers that entering into the Licensing Agreement can better analyse the Potential Acquisition, including whether the Company should proceed with the Potential Acquisition and the consideration for acquiring the Intellectual Property Rights of Angel Elements. The directors of the Company also believes that the Licensing Agreement could allow the Company to expand its sale of materials business in soil and plant fertilisers by designing, producing and selling efficient organic fertilisers for different types of agricultural crops. Further details of the Licensing Agreement in relation to the Intellectual Property Rights of Angel Elements are set out in the announcements of the Company dated 20 November 2019 and 16 November 2020 respectively.

就配售事項，配售代理以現金收取配售佣金約309,000港元。由於根據上市規則第14.07條，就配售佣金及經紀費用而言的相關百分比率(不包括利潤率)低於5%及總代價低於3,000,000港元，故交易構成關連交易，並獲全面豁免遵守上市規則第14A.76(1)條項下的獨立股東批准、年度審閱及所有披露規定。

配售新股份的詳情分別載於本公司日期分別為二零二零年九月六日和二零二零年九月二十二日的公佈。

與天使元素知識產權相關之許可協議

於二零二零年十一月十六日，本公司作為被許可人已與許可人(定義見下文)訂立許可協議(「許可協議」)，據此，北京國潤東方生物科技有限公司(「許可人」)准許本公司及本公司提名之任何附屬公司作為中國專有被許可人，使用天使元素技術與知識產權，包括許可人於二零二零年十一月十六日至二零二一年十一月十五日期間持有的非專利專有及註冊商標(「天使元素之知識產權」)，而不會產生任何許可費用或任何其他開支。根據本公司於二零一九年十一月二十日公佈之框架協議，本公司擬收購而許可人擬出售許可人持有之天使元素之知識產權予本公司(「潛在收購事項」)。本公司董事認為，訂立許可協議可更有效分析潛在收購事項，當中包括本公司是否應進行潛在收購事項以及收購天使元素之知識產權之代價。本公司董事亦相信，許可協議可容許本公司設計、生產及銷售適合不同類型農作物的高效有機肥料，以擴大於土壤及植物肥料的銷售材料業務。有關天使元素之知識產權之許可協議之進一步詳情分別載於本公司日期為二零一九年十一月二十日及二零二零年十一月十六日之公佈。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Unauthorised execution of a corporate guarantee by subsidiaries of the Company

On 23 December 2018, the legal representative (the “**LR**”) of (i) Huan Neng International Trading (Yingkou) Co., Ltd* (環能國際貿易(營口)有限公司) and (ii) Liaoning Taoqibao Mall Management Co., Ltd* (遼寧淘氣寶商城管理有限公司) (collectively, the “**Subsidiaries**”), companies established in the PRC and an indirectly wholly-owned subsidiaries of the Company, at that material time has purportedly entered into a corporate guarantee on behalf of the Subsidiaries in favour of Mr. Zhou Xuesheng (“**Mr. Zhou**”) (Mr. Zhou is a former executive director and former chief executive officer of the Company, who has retired from his position as executive director and chief executive officer of the Company since 28 June 2019) for a loan in the sum of approximately RMB18,000,000 (the “**Debt**”) granted by Mr. Zhou to Shenzhen Xiaowei Financial Services Company Limited* (深圳小微金融服務有限公司), which is a company owned by Mr. Li Sen (“**Mr. Li**”) (Mr. Li is a former substantial shareholder, former chairman of the board of directors and former executive director of the Company, who has ceased to be a substantial shareholder of the Company and retired from his position as chairman of the board of directors and executive director of the Company since 10 June 2020 and 26 June 2020 respectively), without authorization from the Company and/or the Subsidiaries.

Mr. Zhou and the LR further executed the deed of assignment dated 13 March 2019 (the “**DOA**”) whereby Mr. Zhou assigned his rights under the Debt to an independent third party (the “**I3P**”) which was allegedly guaranteed by the Subsidiaries, without the approval of any directors of the Subsidiaries and/or the Company. Subsequently, it is stated that the Debt could not be recovered by the I3P, and pursuant to the terms of the DOA, the I3P commenced arbitration proceedings in the PRC against the alleged guarantors of the DOA, namely the Subsidiaries. Then, the PRC arbitration tribunal issued the enforcement of the arbitration to freeze the bank accounts of the Subsidiaries.

On 8 July 2020, the PRC Court has granted a judgment in respect of the enforcement* (執行裁定書) which states that the enforcement of the arbitration award against the Subsidiaries issued by the PRC arbitration tribunal has ceased to have effect. The relevant details are set out in the announcements of the Company dated 20 April 2020 and 16 July 2020 respectively.

本公司之附屬公司於未經授權下簽訂公司擔保

於二零一八年十二月二十三日，本公司於中國成立之間接全資附屬公司(i)環能國際貿易(營口)有限公司及(ii)遼寧淘氣寶商城管理有限公司(統稱「該等附屬公司」)於該重要時間之法定代表(「法定代表」)據稱在未經本公司及/或該等附屬公司授權之情況下，代表該等附屬公司以周學生先生(「周先生」)(周先生為本公司之前執行董事及前行政總裁，自二零一九年六月二十八日起退任本公司執行董事及行政總裁職務)為受益人就向李森先生(「李先生」)(李先生為本公司之前主要股東、前董事會主席兼前執行董事，分別自二零二零年六月十日及二零二零年六月二十六日起不再為本公司之主要股東及退任本公司之董事會主席兼執行董事職務)擁有之深圳小微金融服務有限公司授出為數約人民幣18,000,000元之貸款(「該債項」)訂立公司擔保。

周先生及法定代表進一步簽訂日期為二零一九年三月十三日之轉讓契據(「轉讓契據」)，據此，周先生將其於該債項下之權利轉讓予一名獨立第三方(「獨立第三方」)，並在未經該等附屬公司及/或本公司任何董事批准之情況下指稱由該等附屬公司提供擔保。其後，據稱獨立第三方未能收回該債項，根據轉讓契據之條款，獨立第三方針對轉讓契據之指稱擔保人(即該等附屬公司)於中國展開仲裁程序。其後，中國仲裁法庭發出仲裁裁決凍結該等附屬公司銀行賬戶。

於二零二零年七月八日，中國法院發出執行裁定書之判決，該執行裁定書指出中國仲裁法庭針對該等附屬公司所發出之仲裁裁決經已失效。有關詳情已載於本公司日期分別為二零二零年四月二十日及二零二零年七月十六日之公佈。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Unauthorised change in shareholding of a subsidiary of the Company

The board of directors of the Company has discovered (i) the suspected forgery or unauthorised use of the company chop of Qianhai Shitong Supply Chain (Shenzhen) Company Limited* (前海世通供應鏈(深圳)有限公司), an indirect wholly-owned subsidiary of the Company (the “**Subsidiary A**”); (ii) the suspected forgery of the company chop of Sincere Venture Limited (兆銘有限公司), a direct wholly-owned subsidiary of the Company (the “**Subsidiary B**”); and (iii) the suspected forged signature of Mr. Wei Junqing, former director of Subsidiary B and current chief executive officer of the Company (“**Mr. Wei**”) (collectively referred to as the “**Suspected Forgeries**”). The Suspected Forgeries were used to execute a shareholders’ resolution of the Subsidiary A (the “**SH Resolution**”), the contents of which are unauthorised and substantially included (i) an increase in the registered capital of the Subsidiary A; (ii) the addition of a new shareholder in the Subsidiary A; and (iii) amendment to the articles of association of the Subsidiary A.

The Suspected Forgeries were discovered by the staff of the Group through conducting online PRC company search. To verify the accuracy of such informations, the board of directors of the Company instructed the shareholder of Subsidiary A to apply for the relevant documents from the Market Supervision Administration of Shenzhen Municipality* (深圳市市場監督管理局) (the “**Market Supervision Administration**”). Upon discovery, the Company immediately enquired with Mr. Wei and the board of directors of the Company, who replied to the Company that they were not authorised and were not aware of the passing of such SH Resolution.

The Company had immediately sent its representatives in the PRC to inform the Market Supervision Administration about the Suspected Forgeries so that the registration of the SH Resolution can be withdrawn and nullified accordingly. The Market Supervision Administration is investigating the Suspected Forgeries accordingly. On 10 March 2021, the Group is informed that Suspected Forgeries is invalid and the shareholding in the Subsidiary A shall be restored to 100% and the judgement become final and conclusive if there is no objection received after 60 days from 10 March 2021.

未經授權變更本公司之附屬公司之股權

本公司董事會發現：(i) 有人涉嫌偽造或未經授權下使用本公司之間接全資附屬公司前海世通供應鏈(深圳)有限公司(「附屬公司甲」)之公司印章；(ii) 有人涉嫌偽造本公司之直接全資附屬公司兆銘有限公司(「附屬公司乙」)之公司印章；及(iii) 有人涉嫌偽造附屬公司乙之前任董事及本公司之現任行政總裁魏俊青先生(「魏先生」)之簽署(統稱「涉嫌偽造」)。涉嫌偽造曾用作簽立附屬公司甲之一項股東決議案(「股東決議案」)，其內容未經授權，且大致上包括(i) 增加附屬公司甲之註冊資本；(ii) 添加附屬公司甲之一名新股東；及(iii) 修改附屬公司甲之組織章程細則。

本集團員工通過網上進行中國公司搜查而發現涉嫌偽造。為了核實此類信息的準確性，本公司董事會指示附屬公司甲之股東向深圳市市場監督管理局(「市場監督管理局」)申請相關文件。發現此事後，本公司已即時向魏先生以及本公司董事會查詢，惟據彼等向本公司作出的回覆，彼等並無被授權亦不知悉通過有關股東決議案。

本公司已即時派遣其於中國的代表，就有關涉嫌偽造知會市場監督管理局，以便撤回股東決議案的登記，並據此作廢。市場監督管理局因此正在調查涉嫌偽造。於二零二一年三月十日，本集團獲告知，涉嫌偽造已失效，而於附屬公司甲的股權應回復至100%，倘自二零二一年三月十日起計60日後並無異議，裁決成為最終定論。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Update on listing status

On 18 December 2020, the Company has received a letter from the Stock Exchange notifying the Company of its decision that the Company has failed to carry out a business with sufficient level of operations as required under Rule 13.24 of the Listing Rules to warrant the continued listing of its shares (the “**Decision**”). Pursuant to Rules 2B.06(1) and 2B.08(1) of the Listing Rules, the Company submitted a written request for the Decision to be referred to the Listing Committee of the Stock Exchange for review on 13 January 2021 (the “**Review**”).

Up to the date of this report, the outcome of the Review is uncertain. Further announcement(s) will be made by the Company as and when appropriate and in accordance with the requirements of the Listing Rules as regards any updates on the Review.

GEARING RATIO

Gearing ratio is calculated based on total debts divided by total equity as of the end of each period. Gearing ratio was 37% as at 31 December 2020 (2019: 36%).

CHARGE ON GROUP ASSETS

As at 31 December 2020, the investment properties of the Group with carrying amount of approximately HK\$181,170,000 (2019: approximately HK\$171,946,000) were pledged to secure certain bank and other borrowings.

FOREIGN EXCHANGE EXPOSURE

During the year ended 31 December 2020, the Group mainly earned revenue and incurred costs in Hong Kong Dollar, Renminbi and United States dollar and no hedging measures had been undertaken. The management of the Company will continue to monitor closely the Group’s foreign exchange risks by entering into forward contracts and utilising applicable derivatives to hedge out foreign exchange risks when considers appropriate.

有關上市地位的最新情況

於二零二零年十二月十八日，本公司收到聯交所函件告知本公司，其判定本公司未能按上市規則第13.24條之要求進行具有足夠經營水平的業務，以保證其股份繼續上市（「**該決定**」）。根據上市規則第2B.06(1)及2B.08(1)條，本公司已於二零二一年一月十三日提出書面要求轉交該決定予聯交所上市委員會覆核（「**覆核**」）。

截至本報告日期，覆核結果尚不確定。本公司將於適當時根據上市規則之規定就覆核之最新情況另行刊發公佈。

資本負債比率

資本負債比率乃根據各期間末之總債務除以總權益計算。於二零二零年十二月三十一日，資本負債比率為37%（二零一九年：36%）。

集團資產抵押

於二零二零年十二月三十一日，本集團賬面值約181,170,000港元（二零一九年：約171,946,000港元）的投資物業已予抵押作為若干銀行及其他貸款的擔保。

外匯風險

截至二零二零年十二月三十一日止年度，本集團賺取的收入及產生的費用主要以港元、人民幣及美元列值，且並無採取對沖措施。本公司管理層將繼續密切監察本集團之外匯風險，在適當時透過訂立遠期合約及利用適當之衍生工具對沖外匯風險。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

CAPITAL COMMITMENTS

As at 31 December 2020, the Group did not have significant capital commitments (2019: nil).

CONTINGENT LIABILITIES

As at 31 December 2020, the Group did not have significant contingent liabilities (2019: nil).

EMPLOYEES AND REMUNERATION POLICIES

The Group had 16 employees in Hong Kong and the PRC as at 31 December 2020 (2019: 18 employees). The Group implements remuneration policy, bonus and share options schemes to ensure that pay scales of its employees are rewarded on performance-related basis within the general framework of the Group's remuneration strategy.

RISK FACTORS

The Group has identified and is facing a number of significant risks during the year ended 31 December 2020. Some of these risks are ongoing factors which the industry has to cope with in medium to long term. Other risk factors are specific to the Group.

1. Economic Risk

The Group's business are closely related to the changes in business, competitive, regulatory, or economic environment in which the Group operates, which may have significant impact to the Group's financial performance and conditions.

- a The global economic conditions and the state of international financial and investment markets, including the economy, financial and investment markets of the United States, Mainland China and Hong Kong, of which the Group has no control, have significant influences on the business and financial performance of the Group. The management policy to mitigate this risk is to diversify the Group's business and to diversify its investments (where possible) within the same business.

資本承擔

於二零二零年十二月三十一日，本集團並無重大資本承擔(二零一九年：無)。

或然負債

於二零二零年十二月三十一日，本集團並無重大或然負債(二零一九年：無)。

僱員及薪酬政策

本集團於二零二零年十二月三十一日於香港及中國共聘有16名僱員(二零一九年：18名僱員)。本集團實行薪酬政策、花紅及購股權計劃，確保其僱員之薪酬水平乃於本集團之一般薪酬政策架構內按工作表現釐定。

風險因素

於截至二零二零年十二月三十一日止年度，本集團已識別且一直面臨數項重大風險。其中若干風險因素為業界中長期需要面對的風險。其他風險因素則為本集團承受之特定風險。

1. 經濟風險

本集團業務與本集團經營所在的業務、競爭、監管或經濟環境變動息息相關，有關變動可能對本集團財務表現及狀況構成重大影響。

- a 環球經濟狀況及國際金融和投資市場(包括美國、中國內地及香港之經濟、金融及投資市場)之狀況並非本集團所能控制，且對本集團之業務及財務表現有重大影響。本集團舒緩此風險的管理政策為分散本集團之業務及在可能情況下分散其於相同業務之投資。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

RISK FACTORS (Continued)

1. Economic Risk (Continued)

- b. The Group's business could be adversely affected by the outbreaks of contagious diseases such as the COVID-19 or other diseases that may affect the livelihood of people. Travel restrictions and quarantine control may negatively affect the economic demand of commodities and productivity of the workforce, which may adversely affect the financial performance and financial position of the Group. The Group will continue to implement workplace controls and cost control measures to minimize any adverse impact arising from any outbreak of diseases.

2. Market Risk

The Group's existing businesses are operating in a competitive environment that puts pressure on the revenue and profitability of this business. The management policy to mitigate this risk is to continue to put effort in enlarging the market share and enhancing the market competitiveness of these businesses by various means.

3. Environmental Risk

The Group is constantly exposed to inherent risks such as pollution, mechanical breakdown of machinery, adverse weather conditions, fire or other calamity. Any of these factors may cause disruptions to the Group's operations. The Group may also be liable for compensation payable as a result of these unpredictable events which may adversely affect its financial performance.

4. Customer Risk

The Group has been relied on a small number of customers in its existing businesses. This has been limiting the Group's bargaining power on credit terms and discount rate. The Group may not be able to significantly expand its customer base in the short term which may adversely affect its financial performance.

風險因素(續)

1. 經濟風險(續)

- b. 本集團的業務可能會受到COVID-19或其他可能影響大眾生活的疾病等傳染病爆發之不利影響。旅遊限制及檢疫措施可能會對商品的經濟需求及勞動人口生產力造成負面影響，從而可能對本集團的財務表現及財務狀況產生不利影響。本集團將繼續實施工作場所管制及成本控制措施，務求盡量減低任何疾病爆發所引起的不利影響。

2. 市場風險

本集團現有業務的營運環境充滿競爭，導致該業務的收入及盈利能力備受壓力。本集團舒緩此風險的管理政策為繼續努力透過各種方法擴大該業務的市場份額及提高其市場競爭力。

3. 環境風險

本集團經常承受污染、機械設備故障、惡劣天氣狀況、火災或其他災難等固有風險。任何該等因素均可能干擾本集團業務。本集團亦可能因該等未能預計事件賠償支付款項，故此可能對其財務表現產生不利影響。

4. 客戶風險

本集團於現有業務方面一直依賴少數客戶，令本集團有關信貸條款及貼現率的議價能力受到限制。本集團可能無法於短期內大幅拓闊客戶群，或會對本集團的財務表現造成不利影響。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

RISK FACTORS (Continued)

5. Financial Risk

The Group is exposed to financial risks relating to foreign currency, interest rate, equity price, liquidity and credit risk in its ordinary course of business. For further details of such risks and relevant management policies, please refer to Note 7 to the consolidated financial statements for details.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board and management of the Group are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended 31 December 2020, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group understands the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term business goals. During the year ended 31 December 2020, there were no significant dispute between the Group and its employees, customers and suppliers.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to the long term sustainability of the environment and communities in which it operates. In order to reduce the degree of environmental damage when developing the Group's business, the Group strictly complies with the local laws, rules and guidance in relation to environmental protection.

風險因素(續)

5. 財務風險

本集團於日常業務過程中面臨與外幣、利率、股權價格、流動資金及信貸風險有關的財務風險。該等風險及相關管理政策的進一步詳情，請參閱綜合財務報表附註7。

遵守相關法律及法規

就本集團董事會及管理層所知，本集團已於各重要方面遵守對本集團業務及經營產生重大影響之相關法律及法規。於截至二零二零年十二月三十一日止年度內，本集團概無嚴重違反或不遵守適用法律及法規。

與僱員、客戶及供應商之關係

本集團瞭解與其僱員、客戶及供應商保持良好關係對達到其短期及長期目標之重要性。於截至二零二零年十二月三十一日止年度，本集團與其僱員、客戶及供應商之間概無重大糾紛。

環境政策及表現

本集團致力於其經營所處的環境及社區之長期可持續性。為於發展本集團業務時降低對環境的損害程度，本集團嚴格遵守有關環境保護的地方法律、規則及指引。

Corporate Governance Report

企業管治報告

The Company is committed to attaining and maintaining a high standard of corporate governance, the principles of which are to uphold integrity, transparency and accountability in all aspects of business and to ensure that affairs are conducted in accordance with applicable laws and regulations. It is believed that good corporate governance is fundamental to the success of the Company and to the enhancement of shareholders' value.

CORPORATE GOVERNANCE

The Company had complied with all the applicable code provisions (the “**Code Provisions**”) of the Corporate Governance Code (the “**CG Code**”) set out in Appendix 14 to the Listing Rules for the year ended 31 December 2020.

MODEL CODE FOR SECURITIES TRANSACTIONS OF DIRECTORS

The Company has adopted its own code of conduct regarding directors' dealing in the Company's securities (the “**Own Code**”) on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers. Specific enquiries have been made with the Directors and they have confirmed their compliance with the Own Code during the year ended 31 December 2020.

BOARD OF DIRECTORS

As at the date of this annual report, the Board comprises six directors, including three Executive Directors, namely Mr. Li Gang (Chairman), Mr. Pan Lihui and Mr. Jiang Senlin and three Independent Non-executive Directors (the “**INED(s)**”), and each an “**INED**”), namely Mr. See Tak Wah, Mr. Zhong Jian and Mr. Du Hongwei. Biographical details of the Directors and Chief Executive Officer are set out in the “Directors and Chief Executive Officer Profile” section on pages 42 to 49 of this annual report.

本公司致力於達致及維持高水平之企業管治，以於業務所有方面強調健全性、透明度及問責性以及確保按照適用法例及法規進行事務為原則。本公司深信，良好企業管治乃本公司成功及提升股東價值之基本要素。

企業管治

截至二零二零年十二月三十一日止年度，本公司一直遵守上市規則附錄十四所載之企業管治守則（「**企業管治守則**」）之所有適用守則條文（「**守則條文**」）。

董事進行證券交易的標準守則

本公司採納其自訂之有關董事買賣本公司證券之行為守則（「**自訂守則**」），其條款並不比上市發行人董事進行證券交易之標準守則所規定之標準寬鬆。已向董事作出特別查詢，而彼等確認彼等於截至二零二零年十二月三十一日止年度遵守自訂守則。

董事會

於本年報日期，董事會由六名董事組成，包括三名執行董事李剛先生（主席）、潘立輝先生、姜森林先生，以及三名獨立非執行董事（「**獨立非執行董事**」）施德華先生、鍾劍先生及杜宏偉先生。董事及行政總裁之簡歷詳情載於本年報第42至49頁之「董事及行政總裁簡介」一節內。

Corporate Governance Report (Continued)

企業管治報告(續)

To the best knowledge of the Directors, save for the aforesaid, there is no other financial, business, family or other material/relevant relationships between the Chairman, CEO and among members of the Board.

就董事所深知，除上文所述外，主席、行政總裁及董事會成員之間概無任何其他財務、業務、家屬或其他重要／相關關係。

The Board meets regularly and at least four times a year. The attendance of individual director at the regular Board meetings and general meetings during the years ended 31 December 2020 is set out in the following table:

董事會定期且每年最少舉行四次會議。下表載列各董事於截至二零二零年十二月三十一日止年度舉行之董事會例會及股東大會之出席記錄：

		Number of attendance 出席次數	
		Board Meetings 董事會會議	General Meetings 股東大會
Executive Directors		執行董事	
Mr. Li Gang (<i>Chairman</i>) (appointed on 29 June 2020)	李剛先生(主席) (於二零二零年六月二十九日獲委任)	9/10	N/A 不適用
Mr. Pan Lihui (appointed on 29 June 2020)	潘立輝先生 (於二零二零年六月二十九日獲委任)	10/10	N/A 不適用
Mr. Jiang Senlin	姜森林先生	16/16	1/1
Mr. Li Sen (retired on 26 June 2020)	李森先生 (於二零二零年六月二十六日退任)	2/6	0/1
Mr. Zhong Jinhua (retired on 26 June 2020)	鍾勁華先生 (於二零二零年六月二十六日退任)	1/6	0/1
Independent Non-executive Directors		獨立非執行董事	
Mr. See Tak Wah (appointed on 10 August 2020)	施德華先生 (於二零二零年八月十日獲委任)	9/9	N/A 不適用
Mr. Li Jinyuan (resigned on 15 March 2021)	李錦元先生 (於二零二一年三月十五日辭任)	1/16	0/1
Mr. Zhong Jian	鍾劍先生	14/16	1/1
Mr. Du Hongwei (appointed on 29 June 2020)	杜宏偉先生 (於二零二零年六月二十九日獲委任)	8/10	N/A 不適用
Ms. Liu Yan (resigned on 29 June 2020)	劉岩女士 (於二零二零年六月二十九日辭任)	5/6	1/1
Mr. Wu Jiwei (appointed on 29 June 2020 and resigned on 10 August 2020)	吳繼偉先生 (於二零二零年六月二十九日獲委任 及二零二零年八月十日辭任)	1/1	N/A 不適用

Corporate Governance Report (Continued)

企業管治報告(續)

During the year ended 31 December 2020, the Directors have participated in the approval of routine and operational matters of the Company by way of written resolutions circulated to them together with supporting documents and briefings from the company secretary of the Company (the “**Company Secretary**”). The Directors receive at least 14 days’ prior written notice of a regular Board meeting and may propose matters for discussion to be included in the agenda. The agenda together with board papers are sent to the Directors at least three days prior to a regular Board meeting.

The Board, led by the Chairman, approves and monitors the Group’s business strategies and policies, strategic decisions and directions, annual budget, and other major corporate matters. Besides, the Board delegated the management team, led by the CEO, with the authority and responsibility for the daily operations and administration of the Group.

The Company Secretary is responsible to the Board for ensuring that Board procedures are followed. The Board is briefed on all legislative, regulatory and corporate governance developments and has regarded to them when making decisions. The Company Secretary, together with the Board, are also directly responsible for the Group’s compliance with the continuing obligations of listed issuers under the Listing Rules, the Codes on Takeovers and Mergers and Share Buy-backs, the Companies Ordinance, the SFO and other applicable laws, rules and regulations.

Throughout the year ended 31 December 2020, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three INEDs with at least one INED possessing appropriate professional qualifications or accounting or related financial management expertise. In addition, more than one-third of the composition of the Board consisted of INEDs, so there is strong element of independence in the Board to exercise independent judgment. The Company has received from each INED an annual written confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the INEDs have met the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with terms of the guidelines.

The Company has put in place appropriate insurance cover in respect of the Directors’ liability.

於截至二零二零年十二月三十一日止年度，董事亦透過向彼等傳閱附有說明文件之書面決議案，及由本公司之公司秘書（「**公司秘書**」）作出簡報，參與審批本公司之日常及營運事宜。董事於董事會例會舉行最少十四日前接獲書面通知，並可提呈討論事項納入會議議程內。議程連同會議文件會於董事會例會舉行最少三日前送交各董事。

由主席領導之董事會批准及監察本集團之業務策略及政策、決策及方針、年度預算及其他重大企業事宜。此外，董事會賦予及委託由行政總裁領導之管理層團隊權力及責任以管理本集團日常營運及行政事務。

公司秘書須向董事會負責，確保董事會程序獲得遵守。董事會獲一切有關法例、規管及企業管治之發展的簡報，並以之作為決策參考。公司秘書與董事會亦直接負責確保本集團遵守上市規則、公司收購、合併及股份回購守則、公司條例、證券及期貨條例及其他適用法律、法規及規例所規定上市發行人之持續責任。

於截至二零二零年十二月三十一日止年度，董事會一直符合上市規則有關委任最少三名獨立非執行董事且其中最少一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專業知識之規定。此外，董事會超過三分之一成員為獨立非執行董事，故董事會具備高度獨立性，以作出獨立判斷。本公司已接獲各獨立非執行董事根據上市規則第3.13條呈交之獨立身份年度確認書。本公司認為，全體獨立非執行董事已均符合上市規則第3.13條所載獨立性指引，且根據該指引條款，彼等均為獨立人士。

本公司已就董事之責任投保合適之責任保險。

Corporate Governance Report (Continued)

企業管治報告(續)

CHAIRMAN AND CHIEF EXECUTIVE

Under the Code Provision A.2.1, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. As at the date of this annual report, the position of the chairman of the Board is held by Mr. Li Gang and the position of the chief executive officer is held by Mr. Wei Junqing. The Code Provision A.2.1 of the CG Code has been complied with.

TERM OF APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Independent Non-executive Directors are appointed for a term of twelve months and subject to retirement by rotation and re-election in accordance with the Articles of Association.

DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

All Directors must keep abreast of their collective responsibilities. Any newly appointed Directors would receive an induction package covering the Group's businesses and the statutory regulatory obligations of a director of a listed company. All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Directors are continually updated on developments in statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. The Company has provided timely technical updates, including the briefing on the amendments on the Listing Rules and the news released published by the Stock Exchange to the Directors. Continuing briefings and professional development for the Directors are arranged where necessary.

主席及行政總裁

根據守則條文第A.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。於本年報日期，董事會主席之職位由李剛先生擔任及行政總裁一職由魏俊青先生擔任。因此已遵守企業管治守則之守則條文第A.2.1條之規定。

委任獨立非執行董事的年期

獨立非執行董事的委任年期為十二個月，並須根據組織章程細則輪值告退及膺選連任。

董事培訓及專業發展

所有董事均須瞭解其集體職責。任何新獲委任之董事將收到一套就任資料文件(涵蓋本集團之業務及上市公司董事之法定監管責任)。本公司鼓勵所有董事參與持續專業發展，以提升及增進彼等之知識及技能。董事持續獲提供有關法規及監管制度及業務環境發展之最新資料，以協助彼等履行職責。本公司已適時向董事提供最新的技術性資料，包括上市規則修訂之簡報及聯交所致董事之新聞發佈。本公司於有需要時會為董事安排持續簡報及專業發展。

Corporate Governance Report (Continued)

企業管治報告(續)

In compliance with the Code Provision A.6.5 during the year ended 31 December 2020, Directors have provided with reading materials to keep them informed of the latest updates in the relevant market and changes on the legal and regulatory environment. The records of the training received by the respective Directors are kept and updated by the Company Secretarial department.

COMPANY SECRETARY

Mr. Ho Wai Kuen was appointed as the Company Secretary on 24 February 2020.

In compliance with Rule 3.29 of the Listing Rules, Mr. Ho Wai Kuen had undertaken not less than 15 hours of relevant professional training during the year ended 31 December 2020.

INDEPENDENT AUDITOR'S REMUNERATION

During the year ended 31 December 2020, the independent auditor provided the following audit and non-audit services to the Company with remunerations as follows:

Audit for current year	本年度核數
Non-audit service	非核數服務

BOARD COMMITTEES

The Board has established several committees. The authority and duties of the Audit Committee of the Company (the “**Audit Committee**”), Remuneration Committee of the Company (the “**Remuneration Committee**”) and the Nomination Committee of the Company (the “**Nomination Committee**”) are set out in written terms of reference which are of no less exacting terms than those set out in the CG Code. The terms of reference of both the Audit Committee and the Nomination Committee have been revised and adopted by the Board on 28 December 2018. The terms of reference of all committees are posted on the websites of the Stock Exchange and the Company respectively. All committees are provided with sufficient resources to discharge their duties.

於截至二零二零年十二月三十一日止年度，為符合守則條文第A.6.5條，已提供予董事相關閱讀文件讓彼等知悉相關市場的最新消息以及法律和法規環境的最新變化。各董事所接受之培訓紀錄已由本公司秘書部保管及更新。

公司秘書

何渭權先生於二零二零年二月二十四日獲委任為公司秘書。

為遵守上市規則第3.29條，於截至二零二零年十二月三十一日止年度，何渭權先生已接受不少於15個小時之相關專業培訓。

獨立核數師酬金

截至二零二零年十二月三十一日止年度，獨立核數師為本公司提供以下核數及非核數服務及其酬金：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Audit for current year	1,100	1,050
Non-audit service	50	50

董事委員會

董事會已成立多個委員會。本公司之審核委員會(「**審核委員會**」)、本公司之薪酬委員會(「**薪酬委員會**」)及本公司之提名委員會(「**提名委員會**」)之權力及職責載於其書面職權範圍內，其條款均不較企業管治守則所載者寬鬆。審核委員會及提名委員會之職權範圍均於二零一八年十二月二十八日經董事會修訂及採納。所有委員會之職權範圍並刊載於聯交所及本公司各自之網站。所有委員會均獲提供充足資源以履行其職務。

Corporate Governance Report (Continued)

企業管治報告(續)

AUDIT COMMITTEE

As at the date of this annual report, the Audit Committee comprises three INEDs, namely, Mr. See Tak Wah, Mr. Zhong Jian and Mr. Du Hongwei, with Mr. See Tak Wah as the chairman of the Audit Committee.

The primary duties of the Audit Committee are to review and supervise the financial reporting process and the effectiveness of the Group's internal controls and risk management. The Audit Committee meets at least twice a year in reviewing the interim and annual reports of the Company before submission to the Board for approval.

The Audit Committee meets regularly with management and external auditors and reviews their reports. During the year ended 31 December 2020, the Audit Committee met two times in reviewing the consolidated financial statements for the year ended 31 December 2019 and the unaudited condensed consolidated financial information for the six months ended 30 June 2020. The record of attendance of each member at the committee meetings is set out below.

審核委員會

於本年報日期，審核委員會由三名獨立非執行董事（即施德華先生、鍾劍先生及杜宏偉先生）組成，而施德華先生為審核委員會主席。

審核委員會之主要職責為審閱及監察本集團之財務申報程序以及內部監控及風險管理之成效。審核委員會每年最少舉行兩次會議，以於呈交予董事會批准前審閱本公司中期及年度報告。

審核委員會定期與管理層及外聘核數師會面及審閱其報告。截至二零二零年十二月三十一日止年度，審核委員會曾舉行兩次會議，以審閱截至二零一九年十二月三十一日止年度之綜合財務報表以及截至二零二零年六月三十日止六個月之未經審核簡明綜合財務資料。各成員出席委員會會議之記錄載於下文。

Members	成員	Number of attendance 出席次數
Mr. See Tak Wah (appointed on 10 August 2020)	施德華先生 (於二零二零年八月十日獲委任)	1/1
Mr. Zhong Jian	鍾劍先生	2/2
Mr. Li Jinyuan (resigned on 15 March 2021)	李錦元先生 (於二零二一年三月十五日辭任)	0/2
Mr. Du Hongwei (appointed on 29 June 2020)	杜宏偉先生 (於二零二零年六月二十九日獲委任)	1/1
Ms. Liu Yan (resigned on 29 June 2020)	劉岩女士 (於二零二零年六月二十九日辭任)	1/1
Mr. Wu Jiwei (appointed on 29 June 2020 and resigned on 10 August 2020)	吳繼偉先生 (於二零二零年六月二十九日獲委任及 於二零二零年八月十日辭任)	N/A 不適用

Corporate Governance Report (Continued)

企業管治報告(續)

REMUNERATION COMMITTEE

As at the date of this annual report, the Remuneration Committee comprises three INEDs, namely, Mr. Zhong Jian, Mr. See Tak Wah and Mr. Du Hongwei, with Mr. Zhong Jian as the chairman of the Remuneration Committee.

The Remuneration Committee should consult with the chairman on its remuneration proposals for other Executive Directors, and may access to independent professional advice if necessary. The principal responsibilities of the Remuneration Committee include, among others, the recommendation to the Board on the Company's policy and structure for all Directors' remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy, the review and approval of management's remuneration proposals with reference to the Board's corporate goals and objectives, and the determination, with delegated responsibility, the remuneration packages of individual Executive Director.

The Remuneration Committee met three times during the year ended 31 December 2020 to review and approve the remuneration packages of Directors. During the process, no individual director was involved in decisions relating to his/her own remuneration. The record of attendance of each member at the committee meetings is set out below.

薪酬委員會

於本年報日期，薪酬委員會由三名獨立非執行董事(即鍾劍先生、施德華先生及杜宏偉先生)組成，而鍾劍先生為薪酬委員會主席。

薪酬委員會應就其他執行董事的薪酬建議諮詢主席，如有需要，薪酬委員會應可尋求獨立專業意見。薪酬委員會之主要職責為(其中包括)就本公司董事的薪酬政策及架構，以及就設立正規而具透明度的程序制訂薪酬政策向董事會提出建議，並因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議，以及獲董事會轉授責任，釐定個別執行董事的薪酬待遇。

薪酬委員會於截至二零二零年十二月三十一日止年度舉行了三次會議以審閱及批准董事之薪酬待遇。在此期間並無個別董事參與釐定其本身之薪酬。各成員出席委員會會議之記錄載於下文。

Members	成員	Number of attendance 出席次數
Mr. Zhong Jian	鍾劍先生	3/3
Mr. See Tak Wah (appointed on 10 August 2020)	施德華先生 (於二零二零年八月十日獲委任)	N/A 不適用
Mr. Li Jinyuan (resigned on 15 March 2021)	李錦元先生 (於二零二一年三月十五日辭任)	0/3
Mr. Du Hongwei (appointed on 29 June 2020)	杜宏偉先生 (於二零二零年六月二十九日獲委任)	1/1
Ms. Liu Yan (resigned on 29 June 2020)	劉岩女士 (於二零二零年六月二十九日辭任)	2/2
Mr. Wu Jiwei (appointed on 29 June 2020 and resigned on 10 August 2020)	吳繼偉先生 (於二零二零年六月二十九日獲委任及 於二零二零年八月十日辭任)	N/A 不適用

Corporate Governance Report (Continued)

企業管治報告(續)

NOMINATION COMMITTEE

As at the date of this annual report, the Nomination Committee comprises three INEDs, namely Mr. Du Hongwei, Mr. See Tak Wah and Mr. Zhong Jian with Mr. Du Hongwei as the chairman of the Nomination Committee.

The primary duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; 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; to assess the independence of INEDs; and 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 CEO.

The Nomination Committee had reviewed the diversity of the Board during the year ended 31 December 2020 and will review the Board Diversity Policy from time to time to ensure that the policy will be implemented effectively.

The Nomination Committee met three times during the year ended 31 December 2020 to review the structure, size and composition of the Board, assess the independence of INEDs, review the Board Diversity Policy and nominate Directors. The record of attendance of each member at the committee meetings is set out below.

提名委員會

於本年報日期，提名委員會包括三名獨立非執行董事(即杜宏偉先生、施德華先生及鍾劍先生)，而杜宏偉先生為提名委員會主席。

提名委員會之主要職責為至少每年審閱董事會的架構、規模及組成(包括技能、知識及經驗)，以及就董事會為配合本公司企業策略而提議之任何變動向董事會作出推薦建議；物色具備合適資格可成為董事會成員之人士，挑選提名擔任董事之人士，並向董事會提供有關推薦建議；評核獨立非執行董事之獨立性；並就委任或重新委任董事以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出推薦建議。

提名委員會已審閱截至二零二零年十二月三十一日止年度之董事會多元化，並將不時審閱董事會多元化政策以確保有關政策將獲有效實施。

提名委員會於截至二零二零年十二月三十一日止年度舉行了三次會議以審閱董事會之架構、規模及組成、審閱獨立非執行董事之獨立性及評估董事會多元化政策以及提名董事。各成員出席委員會會議之記錄載於下文。

Members	成員	Number of attendance 出席次數
Mr. Du Hongwei (appointed on 29 June 2020)	杜宏偉先生 (於二零二零年六月二十九日獲委任)	1/1
Mr. Li Jinyuan (resigned on 15 March 2021)	李錦元先生 (於二零二一年三月十五日辭任)	0/3
Mr. Zhong Jian	鍾劍先生	3/3
Mr. See Tak Wah (appointed on 10 August 2020)	施德華先生 (於二零二零年八月十日獲委任)	N/A 不適用
Ms. Liu Yan (resigned on 29 June 2020)	劉岩女士 (於二零二零年六月二十九日辭任)	2/2
Mr. Wu Jiwei (appointed on 29 June 2020 and resigned on 10 August 2020)	吳繼偉先生 (於二零二零年六月二十九日獲委任及 於二零二零年八月十日辭任)	N/A 不適用

Corporate Governance Report (Continued)

企業管治報告(續)

NOMINATION POLICY

The Board has resolved on 28 December 2018 to adopt the following Nomination Policy:

1. The Nominee Committee will:
 - 1.1 review and monitor the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - 1.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - 1.3 assess the INEDs and where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders ("**Shareholders**", and each a "**Shareholder**") and/or explanatory statement accompanying the notice of the relevant general meeting:
 - 1.3.1 the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - 1.3.2 if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - 1.3.3 the perspectives, skills and experience that the individual can bring to the Board; and
 - 1.3.4 how the individual contributes to diversity of the Board.

提名政策

董事會已於二零一八年十二月二十八日議決採納以下提名政策：

1. 提名委員會將：
 - 1.1 至少每年檢討及監察董事會的架構、人數及組成(包括技能、知識、經驗及多樣性層面方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
 - 1.2 物色具備合資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
 - 1.3 評核獨立非執行董事及若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東(「股東」)通函及／或說明函件中，應該列明：
 - 1.3.1 用以物色該名人士的流程、董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因；
 - 1.3.2 如果候任獨立非執行董事將出任第七家(或以上)上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
 - 1.3.3 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
 - 1.3.4 該名人士如何促進董事會成員多元化。

Corporate Governance Report (Continued)

企業管治報告(續)

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|--|---|
| <p>1.4 review the diversity of Board members periodically which can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience;</p> <p>1.5 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; and</p> <p>1.6 assist the Board in the development and review of the Board's diversity policy and directors' nomination policy, as appropriate; and review the measurable objectives for the implementation of the Board's diversity policy and monitor progress towards the achievement of such.</p> | <p>1.4 定期檢討董事會成員多元化，可透過考慮多項因素達到，包括(但不限於)性別、年齡、文化及教育背景或專業經驗；</p> <p>1.5 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議；及</p> <p>1.6 協助董事會制定及檢討董事會的多元化政策及提名董事的政策(如適用)，及對推行董事會的多元化政策而制定的可衡量目標進行檢討，以及監察達致這些目標的進度。</p> |
| <p>2. The Company's process for appointing a Director</p> | <p>2. 本公司委任董事的流程</p> |
| <p>2.1 Approach and procedures for the Board to appoint a Director</p> | <p>2.1 董事會委任董事之方法及程序</p> |
| <p>2.1.1 Nomination Committee considers the candidates based on merit having regard to the skills, knowledge, experience and diversity of perspectives and then makes recommendations to the Board as appropriate;</p> | <p>2.1.1 提名委員會根據用人惟才的原則，以候選人的個人技能、知識、經驗及多樣性層面方面作考慮，並向董事會提出合適的建議；</p> |
| <p>2.1.2 Executive Directors' appointment will be made through a service contract with a term of service continues unless and until terminated by either party by giving to the other three months' period notice in writing;</p> | <p>2.1.2 執行董事之委任將通過與本公司訂立一份服務合約，而服務年期將持續生效，除非及直至任何一方向另一方發出三個月之事先書面通知予以終止；</p> |
| <p>2.1.3 Non-executive Directors' ("NEDs", and each a "NED") appointment will be made through a formal letter of appointment with a term of twelve-month period which automatically renews for successive twelve months periods unless terminated by either party in writing prior to the expiry of the term;</p> | <p>2.1.3 非執行董事(「非執行董事」)之委任將通過與本公司訂立一份正式委任函，任期十二個月，而除非任何一方於任期屆滿前以書面提出終止，否則每次屆滿時將自動續期十二個月；</p> |

Corporate Governance Report (Continued)

企業管治報告(續)

- 2.1.4 Retiring NEDs, including those who have served as NEDs for a period of 9 consecutive years, are eligible for nomination by the Board to stand for re-election at a general meeting. For the avoidance of doubt, (a) the 9-year period for determining the eligibility of an NED for nomination by the Board to stand for election at a general meeting would count from his/her date of first appointment as an NED until the date of the forthcoming annual general meeting when his/her current term of service will expire at the end of that meeting; and (b) an NED who has been serving on the Board for a period of 9 consecutive years or more may continue to hold office until expiry of his/her current term;
- 2.1.5 Serving more than 9 years could be relevant to the determination of a NED's independence. If an INED serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by Shareholders of the Company. In addition to the receipt of their confirmation of independence, the papers to Shareholders accompanying that resolution should include the reasons why the Board believes he is still independent and should be re-elected;
- 2.1.6 Newly appointed Directors approved by the Board are subject to election by Shareholders at the first general meeting following the appointment (in case of filling a casual vacancy) or until the next following annual general meeting of the Company (in case of an additional to the Board), but he shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation in case he retires at an annual general meeting; and
- 2.1.4 退任之非執行董事，包括在任連續九年的非執行董事，有資格獲董事會任命並通過股東大會重選。為免生疑問，(a)用以決定非執行董事的合資格性，以被董事會提名並通過股東會重選的九年期，將由該非執行董事最初委任日期開始計算，直至該非執行董事的服務年期於即將舉行的股東週年大會結束時終止；及(b)於董事會在任連續九年或以上之非執行董事可能會繼續任職直至其當前任期屆滿；
- 2.1.5 在釐定非執行董事的獨立性時，「擔任董事超過九年」足以作為一個考慮界線。若獨立非執行董事在任已過九年，其是否獲續任應以獨立決議案形式由股東審議批准。除取得彼等的獨立性確認外，隨附該決議案一同發給股東的文件中，應載有董事會為何認為該名人士仍屬獨立人士及應獲重選的原因；
- 2.1.6 任何董事會新委任的董事，需要於緊隨委任日期後的首屆股東大會(如屬填補臨時空缺)或本公司下屆股東週年大會(如屬董事會新成員)獲得股東重選，惟如需於股東週年大會退任，則不用計入輪值退任之董事或董事人數；及

Corporate Governance Report (Continued)

企業管治報告(續)

- 2.1.7 Existing Directors are subject to retirement by rotation at the annual general meeting at least once every three years but are eligible for re-election. This applies to one-third of existing Directors according to the Articles of Association. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election.
- 2.1.7 現任董事必須最少每三年於股東週年大會上輪值退任，退任董事將符合資格重選連任。根據章程，需要三分之一的現任董事退任及重選。輪值退任的董事包括願意退任且不再膺選連任的任何董事。
- 2.2 Procedures for shareholders to propose a person for election as a Director
- 2.2 股東提名他人選舉為董事的程序
- 2.2.1 If a Shareholder of the Company wishes to propose a person other than a retiring director for election as a director of the Company at a general meeting, the Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the Shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected;
- 2.2.1 倘本公司股東擬於股東大會上提名退任董事以外人選參選本公司董事，則該名正式合資格出席股東大會並可於會上投票的股東(並非擬提名的人士)須發出妥為簽署的書面通知，當中表明建議提名該人士參選董事的意向，隨附獲提名人士簽署表示願意參選的通知；
- 2.2.2 These notices should be lodged at the Company's head office in Hong Kong or the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, during a period commencing no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and ending no later than seven days prior to the date of such general meeting provided that such period shall be at least seven days; and
- 2.2.2 有關通知須於不早於股東大會的通知寄發後翌日開始至不遲於有關大會日期前七日止期間內送交本公司的香港總辦事處或本公司的香港股份過戶登記分處卓佳登捷時有限公司，惟有關期限不得少於七日；及
- 2.2.3 Shareholders may put forward their enquiries about the Company to the Board through the Company Secretary at 20/F., No. 9 Des Voeux Road West, Sheung Wan, Hong Kong.
- 2.2.3 股東可透過公司秘書(致函至香港上環德輔道西9號20樓)向董事會作出有關本公司之查詢。

Corporate Governance Report (Continued)

企業管治報告(續)

2.3 Approach and procedures for Shareholders' approval to appoint a Director at the general meeting

2.3.1 Proposed Director appointment is considered as an individual resolution at the general meeting;

2.3.2 Shareholders will approve the election or re-election of Directors by Ordinary Resolution at the Company's general meeting; and

2.3.3 Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a causal vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting, but he shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation in case he retires at an annual general meeting.

2.3 股東大會由股東通過委任董事的方法及程序

2.3.1 在股東大會中選舉通過擬委任的董事被視為個別決議案；

2.3.2 在本公司的股東大會中，股東將通過普通決議案選舉或重選董事；及

2.3.3 任何獲委任董事之任期僅直至本公司下屆股東大會（如屬填補臨時空缺）或本公司下屆股東週年大會（如屬董事會新增成員）為止，並將合資格於會上重選連任，惟如須於股東週年大會退任，則不得計入輪值退任之董事或董事人數。

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.

董事會多元化政策

董事會已採納董事會多元化政策（「**政策**」），其載列達致本公司可持續及平衡發展之方法，及提升本公司業績質素。政策旨在達致董事會多元化。

可計量目標及甄選

於制定董事會之組合時，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。最終決定將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多元化的裨益。

Corporate Governance Report (Continued)

企業管治報告(續)

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.

CORPORATE GOVERNANCE FUNCTIONS

The Company's corporate governance duties are carried out by the Board pursuant to the following terms of reference adopted by the Board:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Company's employees and Directors; and
- (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

董事會將在選擇合適的董事會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多元化政策的實施情況及每年向董事會作出匯報。

企業管治職能

董事會根據其所採納之職權範圍進行本公司企業管治職能，當中包括：

- (a) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (c) 檢討及監察本公司的政策及常規有否遵守法律及監管規定；
- (d) 制定、檢討及監察適用於本公司的僱員及董事的行為守則及合規手冊(如有)；及
- (e) 檢討本公司有否遵守企業管治守則及企業管治報告內的披露。

Corporate Governance Report (Continued)

企業管治報告(續)

ACCOUNTABILITY AND AUDIT

The Board acknowledges its responsibility for preparing the consolidated financial statements of the Group and ensures that the consolidated financial statements have adopted the accounting principles generally accepted in Hong Kong and complied with the requirements of the Hong Kong Financial Reporting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Companies Ordinance and the Listing Rules.

The statement of the auditor of the Company about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report section of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibility to ensure that appropriate and effective risk management and internal control systems are in place for the Group.

The Group's system of risk management and internal control includes a defined management structure with limits of authority, and is designed to safeguard the Group's assets against unauthorised use or misappropriation, ensure the maintenance of proper accounts, and ensure compliance with applicable laws and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate the risk of failure to achieve the Group's business objectives.

The Group has a risk management process in place to identify, evaluate and manage significant risks and to resolve material internal control defects, if any. Risks are compiled, rated and mitigation plans are proposed and documented in a risk template by the responsible officer of the Company and its subsidiaries. The risk assessment is reviewed and evaluated by the management of the Company. The identified risks are managed by the Group through (i) implementing controls that eliminate the risk entirely, (ii) implementing mitigation plans to reduce the severity of the risk to an acceptable level, or (iii) taking no action if the risk is acceptable for the Group (as the case may be). The risk assessments are presented to the Audit Committee and the Board for their review semi-annually.

問責性及審核

董事會確認其編製本集團綜合財務報表之責任，並確保綜合財務報表已採納香港公認會計原則及按照香港會計師公會發出之香港財務報告準則及詮釋之規定，以及公司條例及上市規則之披露規定而編製。

本公司核數師就其對本集團綜合財務報表之報告責任所作聲明載於本年報獨立核數師報告一節內。

風險管理及內部監控

董事會有整體責任確保本集團具有合適及有效的風險管理及內部監控制度。

本集團之風險管理及內部監控系統包括一套具有職權限制之界定管理架構，旨在保障本集團資產免受未經授權的使用或挪用、確保維護適當的會計記錄，及確保遵守相關法律及規例。該等系統旨在提供合理(但非絕對)保障以免出現重大失實陳述或損失，並管理(而非消除)無法達致本集團業務目標的風險。

本集團訂有風險管理程序，以識別、評估及管理重大風險，及解決內部監控的嚴重缺陷(如有)。另對風險進行匯總、評級及建議緩解計劃，並由本公司及其附屬公司之負責主任於風險管理文檔進行記錄。風險評估由本公司管理層審閱及評估。已識別之風險由本集團透過以下方式管理：(i) 實施控制以完全消除風險；(ii) 實施緩解計劃，將風險嚴重性降至可接受水平，或(iii) 倘本集團可接受該風險(視情況而定)，則不會採取行動。風險評估乃提呈予審核委員會及董事會，以供彼等每半年檢討有關評估。

Corporate Governance Report (Continued)

企業管治報告(續)

The Group does not have an internal audit function for the year ended 31 December 2020. The Board has discussed and reviewed the need for an internal audit function. After taking into account the current internal resources of the Group and the costs of setting up an in-house internal audit team or engaging an external service provider, the Board considers that there is no immediate need to set up an internal audit function. The Board is of the view that the existing supervision of the management could provide adequate risk management and internal control for the Group. However, the Board will regularly review the need to set up an internal audit function or engage an external service provider to review the Group's internal control and risk management system.

SHAREHOLDERS' RIGHTS

The Board recognises the importance of good communication with Shareholders. Information in relation to the Group which includes interim and annual reports, announcements and circulars, is disseminated to Shareholders in a timely manner through the websites of the Stock Exchange and the Company, respectively.

The Company also acknowledges that general meetings are valuable forums for the Board to communicate directly with the Shareholders and members of the Board and committees are encouraged to attend and answer questions at the general meetings.

截至二零二零年十二月三十一日止年度，本集團並無內部審核職能。董事會已討論及檢討內部審核職能之需要。考慮到本集團現時的內部資源及設立內部審核職能或委聘外部服務供應商之成本，董事會認為毋須即時設立內部審核職能。董事會認為管理層現有之監管可為本集團提供足夠風險管理及內部監控。然而，董事會將定期檢討設立內部審核職能或委聘外部服務供應商檢討內部監控及風險管理系統之需求。

股東之權利

董事會深明與股東維持良好溝通之重要性。有關本集團之資料包括中期及年度報告、公佈及通函，適時分別透過聯交所及本公司各自之網站發放予股東。

本公司亦知悉股東大會為董事會直接與股東溝通之重要平台，故鼓勵董事會及各委員會成員出席股東大會，並於會上回應提問。

Corporate Governance Report (Continued)

企業管治報告(續)

Procedures for Shareholders to Convene an Extraordinary General Meeting and Putting Forward Proposals at Shareholders' Meetings

Pursuant to Article 64 of the Articles of Association, extraordinary general meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Directors fail 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 Directors shall be reimbursed to the requisitionist(s) by the Company.

Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

Procedures for Shareholders to Propose a Person for Election as a Director

If a shareholder of the Company wishes to propose a person other than a retiring director for election as a director of the Company at a general meeting, the shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. These notices should be lodged at the Company's head office in Hong Kong or the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, during a period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven days prior to the date of such general meeting provided that such period shall be at least seven days.

股東召開股東特別大會及於股東大會上提呈議案的程序

根據組織章程細則第64條，股東特別大會亦須於一名或多名於遞呈要求當日持有不少於本公司有權於股東大會上投票的繳足股本十分之一的股東要求時召開。該項要求須以書面形式向董事或公司秘書提呈，以供董事就處理該項要求所指定的任何事宜召開股東特別大會。該大會須於該項要求遞呈後兩個月內舉行。倘於有關遞呈後二十一日內，董事未有召開該大會，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事未能召開大會而產生的所有合理開支。

有意提呈決議案之股東可按上段所載程序要求本公司召開股東大會。

股東提名他人選舉為董事的程序

倘本公司股東擬於股東大會上提名退任董事以外人選參選本公司董事，則該名正式合資格出席股東大會並可於會上投票的股東（並非擬提名的人士）須發出妥為簽署的書面通知，當中表明建議提名該人士參選董事的意向，隨附獲提名人士簽署表示願意參選的通知。有關通知須於不早於股東大會的通知寄發後翌日開始至不遲於有關大會日期前七日止期間內送交本公司的香港總辦事處或本公司的香港股份過戶登記分處卓佳登捷時有限公司，惟有關期限不得少於七日。

Corporate Governance Report (Continued)

企業管治報告(續)

Shareholders may put forward their enquiries about the Company to the Board through the Company Secretary at 20/F, No. 9 Des Voeux Road West, Sheung Wan, Hong Kong.

The Shareholders' Communication Policy adopted by the Company is publicly available on the websites of the Stock Exchange and the Company.

Dividend Policy

The Board has suggested to adopt a dividend policy to provide the Shareholders with regular dividends (the "**Dividend Policy**"). The Company considers stable and sustainable returns to Shareholders to be our goal and endeavours to maintain a progressive dividend policy. In deciding whether to propose a dividend and in determining the dividend amount, the Board takes into account the Group's earnings performance, financial position, investment requirements and future prospects. There can be no assurance that a dividend will be proposed or declared in any given year. If a dividend is proposed or declared, there can be no assurance that the dividend amount will be as contemplated above.

CONSTITUTIONAL DOCUMENTS

There had been no change in the Company's constitutional documents during the year ended 31 December 2020. A copy of the Company's latest constitutional documents is publicly available on the websites of the Stock Exchange and the Company respectively.

股東可透過公司秘書(致函至香港上環德輔道西9號20樓)向董事會作出有關本公司之查詢。

本公司已採納的股東通訊政策可於聯交所及本公司之網站上公開查閱。

股息政策

董事會建議採納一項股息政策，以向本公司股東定期派付股息(「**股息政策**」)。本公司以提供穩定及可持續回報予股東作為目標，並努力延續漸進式的股息政策。在決定是否建議派發股息及釐定股息金額時，董事會將考慮本集團之收益表現、財務狀況、投資需求及未來前景。本公司不保證在任何一年建議或宣派股息。如建議或宣派股息，本公司不保證股息金額如上所述。

章程文件

截至二零二零年十二月三十一日止年度，本公司之章程文件並無變動。本公司章程文件最新版可分別於聯交所及本公司之網站上公開查閱。

Directors and Chief Executive Officer Profile

董事及行政總裁簡介

The biographical details of Directors and Chief Executive Officer up to the date of this annual report, are set out below:

EXECUTIVE DIRECTORS

Mr. Li Gang (“Mr. Li”), *Chairman*

Mr. Li, aged 58, joined the Company as an Executive Director and the Chairman of the Board on 29 June 2020. Mr. Li obtained a bachelor’s degree in engineering from the University of Nanking (南京金陵大學) in 1984. Mr. Li has accumulated many years of working and corporate management experience in the fields of trading and financial technology. He founded Shenzhen Youbo Network Technology Co., Ltd. (深圳優博網路科技有限公司) and served as the general manager. He has also worked as the product director in Shanghai Mingchuang Software Technology Co., Ltd. (上海銘創軟件技術有限公司), as the trust manager in Chongqing International Trust Co., Ltd. (重慶國際信託有限公司) and the trust manager in Zhongrong International Trust Co., Ltd. (中融信託有限公司). Mr. Li is currently the vice chairman of the board of directors of Wonderland International Financial Holdings Limited (華德國際金融控股有限公司), a substantial shareholder (as defined in the Listing Rules) of the Company. Mr. Li is also a director of various subsidiaries of the Company.

Save as disclosed above, Mr. Li has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Mr. Li is deemed to be interested in the 113,584,866 shares of the Company held by Wonderland International Financial Holdings Limited, a substantial shareholder (as defined in the Listing Rules) of the Company, as disclosed in the section headed “Interests and Short Positions of Shareholders Disclosable under the SFO” in the Report of the Directors.

Save as disclosed, Mr. Li does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) does not hold any other positions in the Company or its subsidiaries; and (ii) does not have any other relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

截至本年報日期，董事及行政總裁簡介之履歷詳情載列如下：

執行董事

李剛先生(「李先生」)，主席

李先生，58歲，於二零二零年六月二十九日加入本公司出任執行董事及董事會主席。於一九八四年，李先生取得南京金陵大學工程學士學位。李先生累積多年貿易及金融科技領域從業工作及企業管理經驗。曾創立深圳優博網路科技有限公司，並擔任公司總經理；曾任職上海銘創軟件技術有限公司產品總監、重慶國際信託有限公司信託經理、中融信託有限公司信託經理等。李先生現時為本公司主要股東(定義見上市條例)華德國際金融控股有限公司的副董事長。李先生亦為本公司多間附屬公司之董事。

除上文披露者外，李先生於過往三年並無於其證券於香港或海外任何證券市場上市的其他公眾公司擔任任何其他董事職務。

誠如董事會報告中「根據證券及期貨條例股東披露的權益及短倉」一節所披露，李先生被視為於本公司主要股東(定義見上市條例)華德國際金融控股有限公司持有的113,584,866股本公司股份中擁有權益。

除所披露者外，李先生並無於本公司或其任何聯營公司之股份中擁有任何證券及期貨條例第XV部所界定之權益。

除上文所披露者外，於最後實際可行日期，李先生(i)並無於本公司或其附屬公司擔任任何其他職務；及(ii)與本公司任何董事、高級管理層、主要股東(定義見上市規則)或控股股東(定義見上市規則)並無任何其他關係。

Directors and Chief Executive Officer Profile (Continued)

董事及行政總裁簡介(續)

Mr. Pan Lihui (“Mr. Pan”)

Mr. Pan, aged 53, joined the Company as an Executive Director on 29 June 2020. Mr. Pan obtained a bachelor degree in International Economics from Beijing University of International Relations (北京國際關係學院) in the PRC in 1989. He has over 26 years of experience in trading and corporate management of nonferrous metals industry. Mr. Pan worked in Mind Honour Limited (敏享有限公司) from 1994 to 1998 as a manager. Mr. Pan founded Pentart Industrial Limited (鵬祥實業有限公司) in 1998 and Able Plus International Limited (卓然國際(控股)有限公司) in 2001 and has since been a director and general manager of these two companies. Mr. Pan currently serves as a director of Wonderland International Financial Holdings Limited (華德國際金融控股有限公司), a substantial shareholder (as defined in the Listing Rules) of the Company and currently also an Independent Non-executive Director of Beijing Sports and Entertainment Industry Group Limited (stock code: 1803), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Pan is also a director of various subsidiaries of the Company.

Save as disclosed above, Mr. Pan has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Pan holds 33,112,281 shares of the Company as disclosed in the section headed “Interests and Short Positions of Shareholders Disclosable under the SFO” in the Report of the Directors.

Save as disclosed above, Mr. Pan does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Pan (i) does not hold any other positions in the Company or its subsidiaries; and (ii) does not have any other relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

潘立輝先生(「潘先生」)

潘先生，53歲，於二零二零年六月二十九日加入本公司出任執行董事，潘先生於一九八九年取得中國北京國際關係學院的國際經濟學學士學位，彼於有色金屬行業擁有逾26年貿易及企業管理經驗。於一九九四年至一九九八年於敏享有限公司任職經理；於一九九八年成立鵬祥實業有限公司及於二零零一年成立卓然國際(控股)有限公司，自此一直擔任該兩間公司之董事及總經理。潘先生目前擔任本公司主要股東(定義見上市條例)華德國際金融控股有限公司的董事，目前亦是香港聯合交易所有限公司股份主板上市的北京體育文化產業集團有限公司(股份代號：1803)之獨立非執行董事。潘先生亦為本公司多間附屬公司之董事。

除上文披露者外，潘先生於過往三年並無於其證券於香港或海外任何證券市場上市的其他公眾公司擔任任何其他董事職務。

誠如董事會報告中「根據證券及期貨條例股東披露的權益及短倉」一節所披露，於最後實際可行日期，潘先生持有33,112,281股本公司股份。

除以上披露者外，潘先生並無於本公司或其任何聯營公司之股份中擁有任何證券及期貨條例第XV部所界定之權益。

於最後實際可行日期，除上文所披露者外，潘先生(i)並無於本公司或其附屬公司擔任任何其他職務；及(ii)與本公司任何董事、高級管理層、主要股東(定義見上市規則)或控股股東(定義見上市規則)並無任何其他關係。

Directors and Chief Executive Officer Profile (Continued)

董事及行政總裁簡介(續)

Mr. Jiang Senlin (“Mr. Jiang”)

Mr. Jiang, aged 49, has been appointed as Executive Director of the Company since 28 June 2019.

Mr. Jiang has been the vice-president and chief financial officer in Wonderland International Financial Holdings Limited (華德國際金融控股有限公司), a substantial shareholder (as defined in the Listing Rules) of the Company, since January 2018 and the independent non-executive director of China Ruifeng Renewable Energy Holdings Limited (Stock Code: 527) since 31 January 2019. Mr. Jiang worked in BeijingRenge Technology Corp. Ltd (北京仁歌科技股份有限公司) (NEEQ Code: 837824, voluntarily delisted in December 2018) as vice general manager and chief financial officer from September 2015 to December 2017. He also worked as chief financial officer (Asia) in Morningstar, Inc. (NASDAQ: MORN) from August 2009 to September 2015.

Mr. Jiang qualified as an accountant in the People’s Public of China in May 1998 and as an intermediate financial officer conferred by the Ministry of Personnel People’s Republic of China in November 1997. Mr. Jiang completed his research program in Art and Culture* (文藝學) at Sichuan University in July 2000 and obtained his bachelor degree in Accountancy at the Central Institute of Finance (中央財政金融學院) (now known as the Central University of Finance and Economics) in June 1993.

Save as disclosed above, Mr. Jiang has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Jiang does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang (i) does not hold any other positions in the Company or its subsidiaries; and (ii) does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

* *Literal translation of the Chinese Name*

姜森林先生(「姜先生」)

姜先生，49歲，於二零一九年六月二十八日獲委任為本公司之執行董事。

姜先生自二零一八年一月起擔任本公司主要股東(定義見上市條例)華德國際金融控股有限公司的副總裁兼首席財務官及自二零一九年一月三十一日起擔任中國瑞風新能源控股有限公司(股份代號：527)之獨立非執行董事。由二零一五年九月至二零一七年十二月，姜先生曾於北京仁歌科技股份有限公司(新三板股份代號：837824，已於二零一八年十二月自願除牌)擔任副總經理兼首席財務官。彼亦於二零零九年八月至二零一五年九月擔任Morningstar, Inc.(納斯達克：MORN)的亞洲首席財務官。

姜先生於一九九八年五月獲得中華人民共和國會計師資格，及於一九九七年十一月獲中華人民共和國人事部授予中級財務官資格。於二零零零年七月，姜先生於四川大學完成文藝學研究項目，及於一九九三年六月取得中央財政金融學院(現稱中央財經大學)會計學學士學位。

除上文披露者外，姜先生於過去三年並無於證券在香港或海外任何證券市場上市的其他公眾公司擔任任何其他董事職務。

於最後實際可行日期，姜先生並無於本公司或其任何相聯法團之股份中擁有證券及期貨條例第XV部所界定之任何權益。

除上文披露者外，於最後實際可行日期，姜先生(i)並無於本公司或其附屬公司擔任任何其他職位；及(ii)與本公司任何董事、高級管理人員、主要股東(定義見上市條例)或控股股東(定義見上市條例)概無任何關係。

Directors and Chief Executive Officer Profile (Continued)

董事及行政總裁簡介(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. See Tak Wah (“Mr. See”)

Mr. See, aged 58, has been appointed as an Independent Non-executive Director, Chairman of the Audit Committee, a member of the Remuneration Committee and Nomination Committee of the Company on 10 August 2020.

Mr. See graduated from the Management School of Waikato University in New Zealand with first class honours in Bachelor of Management Studies. He is a member of the Institute of Chartered Accountants of Australia and New Zealand, a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Directors. Mr. See has over 35 years of experience in financial and general management as he previously worked as the regional controller (Asia Pacific) and the managing director cum China & Far East area controller of Nokia Mobile Phones (HK) Ltd, the chief operating officer of First Mobile Group Holdings Limited, and held key management positions in the North Asia offices of Philips and Siemens. Mr. See has been an independent non-executive director of Unisplendour Technology (Holdings) Limited (formerly known as Sun East Technology (Holdings) Limited) (Stock Code: 0365), the shares of which are listed on the Main Board of the Stock Exchange, in 2004 to 2016. From January 2010 to September 2019, Mr. See was appointed as an independent non-executive director of Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited (Stock Code: 01938), the shares of which are listed on the Main Board of the Stock Exchange. Mr. See currently runs his own boutique management consultancy practice focusing on business strategies formulation and transformation consultation. In addition, he is currently an independent non-executive director of Lever Style Corporation (Stock Code: 01346), the shares of which are listed on the Main Board of the Stock Exchange; served as an independent non-executive director of Tesson Holdings Limited (Stock Code: 01201), the shares of which are listed on the Main Board of the Stock Exchange.

獨立非執行董事

施德華先生(「施先生」)

施先生，58歲，於二零二零年八月十日起生獲委任為本公司獨立非執行董事、審核委員會主席、薪酬委員會及提名委員會成員。

施先生畢業於新西蘭懷卡托河大學管理學院以一級榮譽取得管理學學士學位，現為澳大利亞及新西蘭特許會計師公會會員、香港會計師公會會員及香港董事學會資深會員。彼累積逾35年的財務及綜合管理經驗，曾擔任諾基亞流動電話(香港)有限公司之地區總監(亞太區)及董事總經理兼中國及遠東地區總監、第一電訊集團有限公司營運總監，並曾於飛利浦及西門子北亞區辦事處擔任管理要職。施先生於二零零四年至二零一六年曾擔任於聯交所主板上市的紫光科技(控股)有限公司(前稱日東科技(控股)有限公司)(股份代號：0365)的獨立非執行董事。於二零一零年一月至二零一九年九月，施先生曾獲委任為於聯交所主板上市的珠江石油天然氣鋼管控股有限公司(股份代號：01938)的獨立非執行董事。施先生現時經營其個人管理顧問所，專門提供有關商業策略制定及商務轉型的諮詢服務。此外，施先生現為於聯交所主板上市的利華控股集團(股份代號：01346)的獨立非執行董事；擔任於聯交所主板上市的天臣控股有限公司(股份代號：01201)的獨立非執行董事。

Directors and Chief Executive Officer Profile (Continued)

董事及行政總裁簡介(續)

Save as disclosed above, Mr. See has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. See does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. See (i) does not hold any other positions in the Company or its subsidiaries; and (ii) does not have any other relationship with any directors, senior management, substantial shareholders (defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

除上文所披露外，施先生於過往三年並無於其證券於香港或海外任何證券市場上市的其他公眾公司擔任任何其他董事職務。

於最後實際可行日期，施先生並無於本公司或其任何相聯法團之股份中擁有任何證券及期貨條例第XV部所界定之權益。

於最後實際可行日期，施先生 (i) 並無於本公司或其附屬公司擔任任何其他職務；及 (ii) 與本公司任何董事、高級管理層、主要股東（定義見上市規則）或控股股東（定義見上市規則）並無任何其他關係。

Directors and Chief Executive Officer Profile (Continued)

董事及行政總裁簡介(續)

Mr. Zhong Jian (“Mr. Zhong”)

Mr. Zhong Jian, aged 51, has been appointed as Independent Non-executive Director, Chairman of the Remuneration Committee, a member of the Audit Committee and Nomination Committee of the Company since 22 October 2019.

Mr. Zhong has obtained a bachelor’s degree in Finance from The Central University of Finance and Economics, a master’s degree in International Finance from Renmin University of China and a master’s degree in Executive Master of Business Administration from Chinese Europe International Business School.

Mr. Zhong is currently the fund manager of Shanghai Mingyu Asset Management Co., Ltd. He was the vice president and chief financial officer of Kasen International Holdings Limited (Stock Code: 496) from August 2007 to June 2014 and September 2007 to June 2014, respectively.

Save as disclosed above, Mr. Zhong has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Zhong does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Zhong (i) does not hold any other positions in the Company or its subsidiaries; and (ii) does not have any other relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

鍾劍先生(「鍾先生」)

鍾劍先生，51歲，於二零一九年十月二十二日獲委任為本公司之獨立非執行董事、薪酬委員會主席、審核委員會及提名委員會成員。

鍾先生持有中央財經大學金融學士學位、中國人民大學國際金融碩士學位及中歐國際工商管理學院高層管理人員工商管理碩士學位。

鍾先生現任上海名禹資產管理有限公司之基金經理。由二零零七年八月至二零一四年六月及二零零七年九月至二零一四年六月，彼曾分別擔任卡森國際控股有限公司(股份代號：496)之副總裁及首席財務官。

除上文披露者外，鍾先生於過去三年並無於證券在香港或海外任何證券市場上市的其他公眾公司擔任任何其他董事職務。

於最後實際可行日期，鍾先生並無於本公司或其任何相聯法團之股份或相關股份中擁有證券及期貨條例第XV部所界定之任何權益。

於最後實際可行日期，鍾先生(i)並無於本公司或其附屬公司擔任任何其他職位；及(ii)與本公司任何董事、高級管理人員、主要股東(定義見上市條例)或控股股東(定義見上市條例)概無任何關係。

Directors and Chief Executive Officer Profile (Continued)

董事及行政總裁簡介(續)

Mr. Du Hongwei (“Mr. Du”)

Mr. Du, aged 53, has been appointed as an Independent Non-executive Director, member of the Nomination Committee, the Remuneration Committee and the Audit Committee of the Company on 29 June 2020. On 15 March 2021, Mr. Du has been re-designated from the position of a member of the Nomination Committee to the Chairman of the Nomination Committee of the Company.

Mr. Du holds a Master’s Degree in Economics from Fudan University (復旦大學). As advised by Mr. Du, Mr. Du was a director of Sichuan Dikang Sci & Tech Pharmaceutical Industry Co., Ltd. (四川迪康科技藥業股份有限公司) (now known as Sichuan Languang Development Co., Ltd. (四川藍光發展股份有限公司)), a company listed on the Shanghai Stock Exchange (Stock Code: 600466.SH) from November 2007 to October 2008. He served as the general manager of Tianjin Yufeng Equity Investment Co., Ltd. (天津裕豐股權投資有限公司) from September 2009 to May 2012; served as the vice president, chief financial officer and joint company secretary of Sunshine 100 China Holdings Ltd (stock code: 2608), the shares of which are listed on the Main Board of the Stock Exchange, from December 2013 to July 2016, January 2014 to March 2016 and June 2014 to March 2016, respectively; served as an independent non-executive director of the Company from June 2018 to October 2019; also served as an independent non-executive director of Legend Strategy International Holdings Group Company Limited (Stock Code: 1355), the shares of which are listed on the Main Board of the Stock Exchange, since 15 August 2018.

Save as disclosed above, Mr. Du has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Du does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Du (i) does not hold any other positions in the Company or its subsidiaries; and (ii) does not have any other relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

杜宏偉先生(「杜先生」)

杜先生，53歲，於二零二零年六月二十九日獲委任為本公司獨立非執行董事、提名委員會、薪酬委員會及審核委員會成員。於二零二一年三月十五日，杜先生從本公司提名委員會成員重新任命為提名委員會主席。

杜先生持有復旦大學頒授之經濟學碩士學位。杜先生於二零零七年十一月至二零零八年十月擔任四川迪康科技藥業股份有限公司(現稱為四川藍光發展股份有限公司)之董事，該公司於上海證券交易所上市(股份代號：600466.SH)；二零零九年九月至二零一二年五月擔任天津裕豐股權投資有限公司之總經理；二零一三年十二月至二零一六年七月、二零一四年一月至二零一六年三月及二零一四年六月至二零一六年三月，任職於香港聯合交易所有限公司股份主板上市的陽光100中國控股有限公司(股份代號：2608)之副總裁、首席財務官及聯席公司秘書；二零一八年六月至二零一九年十月擔任本公司之獨立非執行董事；自二零一八年八月十五日起，杜先生亦為於香港聯合交易所有限公司股份主板上市的枋濬國際集團控股有限公司(股份代號：1355)之獨立非執行董事。

除上文披露者外，杜先生於過往三年並無於其證券於香港或海外任何證券市場上市的其他公眾公司擔任任何其他董事職務。

於最後實際可行日期，杜先生並無於本公司或其任何聯營公司之股份中擁有任何證券及期貨條例第XV部所界定之權益。

於最後實際可行日期，杜先生(i)並無於本公司或其附屬公司擔任任何其他職務；及(ii)與本公司任何董事、高級管理層、主要股東(定義見上市規則)或控股股東(定義見上市規則)並無任何其他關係。

Directors and Chief Executive Officer Profile (Continued)

董事及行政總裁簡介(續)

CHIEF EXECUTIVE OFFICER

Mr. Wei Junqing (“Mr. Wei”)

With effect from the conclusion of the annual general meeting held on 28 June 2019 (the “**2019 AGM**”), Mr. Wei Junqing (“**Mr. Wei**”), former Executive Director of the Company whose retirement was effective from the conclusion of the 2019 AGM, has been appointed as the CEO of the Company.

Mr. Wei, aged 55, holds a bachelor’s degree in accounting from Southwest University in the PRC and a master’s degree of business administration with a specialization in executive business administration from American World University by distance learning program conducted at Wuhan University in the PRC. Mr. Wei is also a qualified accountant registered with the Ministry of Finance in the PRC.

Save as disclosed above, Mr. Wei has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Wei does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wei (i) does not hold any other positions in the Company or its subsidiaries; and (ii) does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

行政總裁

魏俊青先生(「魏先生」)

於二零一九年六月二十八日舉行之股東週年大會(「二零一九年股東週年大會」)結束起，已於二零一九年股東週年大會結束起退任之本公司前執行董事魏俊青先生(「魏先生」)，已獲委任為本公司之行政總裁。

魏先生，55歲，持有中國西南大學會計學學士學位以及透過中國武漢大學開辦之遙距教育課程自American World University取得工商管理碩士學位，主修行政人員商業管理。魏先生亦為中國財政部註冊合資格會計師。

除上文披露者外，魏先生於過去三年並無於證券在香港或海外任何證券市場上市的其他公眾公司擔任任何其他董事職務。

於最後實際可行日期，魏先生並無於本公司或其任何相聯法團之股份中擁有證券及期貨條例第XV部所界定之任何權益。

除上文披露者外，於最後實際可行日期，魏先生(i)並無於本公司或其附屬公司擔任任何其他職位；及(ii)與本公司任何董事、高級管理人員、主要股東(定義見上市條例)或控股股東(定義見上市條例)概無任何關係。

Report of the Directors

董事會報告

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

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding and the activities of its principal subsidiaries are set out in Note 22 to the consolidated financial statements.

Further discussion and analysis of Group's activities as required by Schedule 5 to the Companies Ordinance, including a fair review of the business, a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the "Chairman's Statement" and "Management Discussion and Analysis" sections of this annual report. These sections form part of this report of the Directors.

FINAL DIVIDEND

The Board has resolved not to declare a final dividend for the year ended 31 December 2020 (2019: nil).

RESULTS

The results of the Group for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss and consolidated statement of comprehensive income on pages 82 to 83.

PROPERTY, PLANT AND EQUIPMENT

Details of movement in the property, plant and equipment of the Group during the year are set out in Note 18 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the year ended 31 December 2020 are set out in Note 27 to the consolidated financial statements.

董事會謹提呈其截至二零二零年十二月三十一日止年度之報告及經審核綜合財務報表。

主要業務及業務回顧

本公司之主要業務為投資控股，其主要附屬公司之業務載於綜合財務報表附註22。

根據公司條例附表5的規定，有關本集團業務的進一步討論及分析，包括該業務的公平審閱、本集團所面臨主要風險及不明朗因素的討論及本集團業務的未來可能發展的揭示，載於本年報「主席報告」及「管理層討論及分析」。該等章節構成董事會報告的一部分。

末期股息

董事會已議決不宣派截至二零二零年十二月三十一日止年度之末期股息(二零一九年：無)。

業績

本集團截至二零二零年十二月三十一日止年度之業績載於第82至83頁之綜合損益表及綜合全面收益表。

物業、廠房及設備

本集團物業、廠房及設備於本年度之變動詳情載於綜合財務報表附註18。

股本

本公司截至二零二零年十二月三十一日止年度之股本變動詳情載於綜合財務報表附註27。

Report of the Directors (Continued)

董事會報告(續)

EQUITY-LINKED AGREEMENTS

Save for the share option schemes as set out in “Share Option Schemes” section in this report, no equity-linked agreements were entered into by the Group, or existed during the year.

DISTRIBUTABLE RESERVES

Details of the movement in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 86 and Note 35(b) to the consolidated financial statements.

As at 31 December 2020, the Company had no reserves available for distribution.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2020, sales to the Group’s five largest customers accounted for approximately 84% of the Group’s total revenue and sales to the largest customer included therein accounted for approximately 29%.

During the year ended 31 December 2020, purchases from the Group’s five largest suppliers accounted for approximately 87% of the Group’s total purchases and purchases from the largest supplier included therein accounted for approximately 31%.

None of the Directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the Directors owns more than 5% of the Company’s issued share capital) has any beneficial interest in the Group’s five largest customers or suppliers.

股票掛鈎協議

除本報告「購股權計劃」所載購股權計劃外，本集團概無訂立或於本年度存在之股票掛鈎協議。

可供分派儲備

有關本集團及本公司儲備於本年度之變動詳情載於第86頁之綜合權益變動表以及綜合財務報表附註35(b)。

於二零二零年十二月三十一日，本公司並無任何可供分派儲備。

主要客戶及供應商

截至二零二零年十二月三十一日止年度，本集團五大客戶之銷售額約佔本集團業務總收入之84%，當中最大客戶約佔29%。

截至二零二零年十二月三十一日止年度，本集團五大供應商之採購額約佔本集團業務之採購總額之87%，當中最大供應商約佔31%。

概無本公司董事或彼等之任何聯繫人或任何股東(據董事所深知擁有本公司已發行股本5%以上之股東)擁有本集團之五大客戶或供應商之任何實益權益。

Report of the Directors (Continued)

董事會報告(續)

DIRECTORS

The Directors of the Company during the year ended 31 December 2020 and up to the date of this report were:

Executive Directors

Mr. Li Gang
(appointed on 29 June 2020)
Mr. Pan Lihui
(appointed on 29 June 2020)
Mr. Jiang Senlin
Mr. Li Sen (retired on 26 June 2020)
Mr. Zhong Jinhua
(retired on 26 June 2020)

Independent Non-executive Directors

Mr. See Tak Wah (appointed on 10 August 2020)
Mr. Li Jinyuan (resigned on 15 March 2021)
Mr. Zhong Jian
Mr. Du Hongwei
(appointed on 29 June 2020)
Ms. Liu Yan (resigned on 29 June 2020)
Mr. Wu Jiwei (appointed on 29 June 2020
and resigned on 10 August 2020)

In accordance with Article 108(A) of the Articles of Association, Mr. Jiang Senlin, shall retire from his office by rotation at the forthcoming annual general meeting (the “AGM”) and being eligible, with offer himself for re-election at the AGM.

In accordance with Article 112 of the Articles of Association, Mr. Li Gang, Mr. Pan Lihui, Mr. See Tak Wah and Mr. Du Hongwei shall retire from their office at the AGM, being eligible, will offer themselves for re-election at the AGM.

Each of Mr. Li Gang, Mr. Pan Lihui, Mr. See Tak Wah and Mr. Du Hongwei have indicated their willingness to offer themselves for re-election at the AGM.

Mr. Li Sen and Mr. Zhong Jinhua retired on 26 June 2020 as Executive Directors of the Company. Ms. Liu Yan, Mr. Wu Jiwei and Mr. Li Jinyuan resigned as Independent Non-executive Directors of the Company on 29 June 2020, 10 August 2020 and 15 March 2021 respectively.

The Company received from each of the Independent Non-executive Directors an annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considered all of the Independent Non-executive Directors as independent.

董事

截至二零二零年十二月三十一日止年度及截至本報告日期之本公司董事如下：

執行董事

李剛先生
(於二零二零年六月二十九日獲委任)
潘立輝先生
(於二零二零年六月二十九日獲委任)
姜森林先生
李森先生(於二零二零年六月二十六日退任)
鍾勁華先生
(於二零二零年六月二十六日退任)

獨立非執行董事

施德華先生(於二零二零年八月十日獲委任)
李錦元先生(於二零二一年三月十五日辭任)
鍾劍先生
杜宏偉先生
(於二零二零年六月二十九日獲委任)
劉岩女士(於二零二零年六月二十九日辭任)
吳繼偉先生(於二零二零年六月二十九日
獲委任及二零二零年八月十日辭任)

根據組織章程細則第108(A)條，姜森林先生應於應屆股東週年大會(「股東週年大會」)上輪值退任，並將符合資格於股東週年大會上重選連任。

根據組織章程細則第112條，李剛先生、潘立輝先生、施德華先生及杜宏偉先生應於股東週年大會上輪值退任，並將符合資格於股東週年大會上重選連任。

李剛先生、潘立輝先生、施德華先生及杜宏偉先生均表示願意於股東週年大會上重選連任。

李森先生及鍾勁華先生於二零二零年六月二十六日退任本公司執行董事。於二零二零年六月二十九日、二零二零年八月十日及二零二一年三月十五日，劉岩女士、吳繼偉先生及李錦元先生分別辭任為本公司獨立非執行董事。

本公司已自每名獨立非執行董事接獲其根據上市規則第3.13條呈交之年度獨立確認書。本公司認為所有獨立非執行董事均屬獨立人士。

Report of the Directors (Continued)

董事會報告(續)

DIRECTORS PROFILE

Biographical details of Directors of the Company are set out on pages 42 to 49 of this annual report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors being proposed for re-election at the AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

Details of the Directors' remuneration are set out in Note 36 to the consolidated financial statements.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Other than as disclosed in Note 31 to the consolidated financial statements, no other transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, its subsidiaries or its parent companies was a party and in which a director of the Company and the Director's core connected persons had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

MANAGEMENT CONTRACTS

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

SHARE OPTION SCHEMES

The purpose of each of the 2003 Share Option Scheme (hereinafter defined) and the 2011 Share Option Scheme (hereinafter defined) is to enable the Group to recognise the contribution of the participants to the Group and to motivate the participants to continuously work to the benefit of the Group by offering the participants an opportunity to have personal interest in the share capital of the Company.

董事簡介

本公司董事之履歷資料載於本年報第42至49頁。

董事服務合約

概無擬於股東週年大會上建議重選連任之董事與本公司或其任何附屬公司訂有本集團不可於一年內毋須支付賠償(法定賠償除外)終止之服務合約。

董事酬金

董事酬金之詳情載於綜合財務報表附註36。

董事於交易、安排及有關本公司業務之重大合約之重大權益

除綜合財務報表附註31所披露外，本公司、本公司附屬公司或其母公司概無參與訂立本公司董事及董事核心關連人士直接或間接擁有重大權益且於年末或於年內任何時間仍然有效之其他交易、安排及有關本集團業務之重大合約。

管理合約

截至二零二零年十二月三十一日止年度，本公司並無簽訂或存在任何有關本公司全部或大部分業務之管理及行政之合約。

購股權計劃

二零零三年購股權計劃(定義見下文)及二零一一年購股權計劃(定義見下文)旨在讓本集團透過令參與者有機會擁有本公司股本之個人權益，表揚參與者對本集團之貢獻，並鼓勵參與者繼續為本集團之利益作出建樹。

Report of the Directors (Continued)

董事會報告(續)

(1) Share option scheme adopted by the Company on 25 January 2003 ("2003 Share Option Scheme")

On 25 January 2003, the 2003 Share Option Scheme was approved pursuant to written resolutions of the Company. Details of movement of the options granted under the 2003 Share Option Scheme for the year ended 31 December 2020 were as follows:

Movement in the 2003 Share Option Scheme

Name or category of participants	Date of grant	Exercise period	Exercise price per share	As at 1 January 2020	Granted during the year	Lapsed during the year	Cancelled during the year	Exercised during the year	As at 31 December 2020
參與者姓名或類別	授出日期	行使期	每股行使價 (HK\$) (港元)	於二零二零年一月一日	於年內授出	於年內失效	於年內註銷	於年內行使	於二零二零年十二月三十一日
Others									
其他									
In aggregate	04/02/2010	04/02/2012 to 04/02/2020	7.244	3,565,034	-	(3,565,034)	-	-	-
合計	09/07/2010	04/02/2012至04/02/2020 09/07/2012至08/07/2020	7.894	4,388,007	-	(4,388,007)	-	-	-
				Total:	7,953,041	-	(7,953,041)	-	-
				總計:					

Notes:

- 50% of the share options are exercisable in a period commencing two (2) years from the date of grant and expiring on the tenth anniversary from the date of grant. The balance of 50% of the share options are exercisable in a period commencing three (3) years from the date of grant and expiring on the tenth anniversary from the date of grant.
- 50% of the share options are exercisable in a period commencing two (2) years from the date of grant and expiring on the day falling one day preceding the tenth anniversary from the date of grant. The balance of 50% of the share options are exercisable in a period commencing three (3) years from the date of grant and expiring on the day falling one day preceding the tenth anniversary from the date of grant.
- As at 31 December 2020, the Company had no share options outstanding under the 2003 Share Option Scheme. As at 31 December 2019, the Company had 7,953,041 share options outstanding under the 2003 Share Option Scheme, which represented approximately 1.76% of the Company's shares in issue on that date.
- No share options under the 2003 Share Option Scheme were granted, exercised or cancelled during the year ended 31 December 2020 and the ungranted share options under the 2003 Share Option Scheme have been lapsed.

(1) 於二零零三年一月二十五日獲本公司採納之購股權計劃(「二零零三年購股權計劃」)

於二零零三年一月二十五日，本公司根據書面決議案批准二零零三年購股權計劃。截至二零二零年十二月三十一日止年度，根據二零零三年購股權計劃授出之購股權變動詳情如下：

二零零三年購股權計劃變動

附註：

- 50% 購股權可自授出日期兩(2)年當日起至授出日期後滿十週年止期間獲行使。餘下50% 購股權可自授出日期後滿三(3)年後當日起至授出日期後滿十週年止期間獲行使。
- 50% 購股權可自授出日期後滿兩(2)年當日起至授出日期後滿十週年前一日止期間獲行使。餘下50% 購股權可自授出日期後滿三(3)年當日起至授出日期後滿十週年前一日止期間獲行使。
- 於二零二零年十二月三十一日，本公司根據二零零三年購股權計劃未有購股權尚未行使。於二零一九年十二月三十一日，本公司根據二零零三年購股權計劃有7,953,041份購股權尚未行使，相當於本公司於該日之已發行股份約1.76%。
- 概無二零零三年購股權計劃下之購股權於截至二零二零年十二月三十一日止年度獲授出、行使或註銷，及在二零零三年購股權計劃下未授出之購股權已失效。

Report of the Directors (Continued)

董事會報告(續)

(2) Share option scheme adopted by the Company on 12 May 2011 ("2011 Share Option Scheme")

The Company adopted the 2011 Share Option Scheme which was approved by shareholders in the Company's annual general meeting held on 12 May 2011. Details of movement of the options granted under the 2011 Share Option Scheme for the year ended 31 December 2020 were as follows:

Movement in the 2011 Share Option Scheme

Name or category of participants	Date of grant	Exercise period	Exercise price per share	As at 1 January 2020 於二零二零年一月一日	Granted during the year 於年內授出	Lapsed during the year 於年內失效	Cancelled during the year 於年內註銷	Exercised during the year 於年內行使	As at 31 December 2020 於二零二零年十二月三十一日
Others									
其他									
In aggregate	23/06/2011	23/06/2012 to 22/06/2021	6.132	3,217,399	-	-	-	-	3,217,399
合計	31/12/2012	31/12/2013 to 30/12/2022	2.298	53,209	-	-	-	-	53,209
		31/12/2013 to 30/12/2022							
			Total:	3,270,608	-	-	-	-	3,270,608
			總計:						

Notes:

- 50% of the share options are exercisable in a period commencing one (1) year from the date of grant and expiring on the day falling one day preceding the tenth anniversary from the date of grant. The balance of 50% of the share options are exercisable in a period commencing two (2) years from the date of grant and expiring on the day falling one day preceding the tenth anniversary from the date of grant.
- As at 31 December 2020, the Company had 3,270,608 (2019: 3,270,608) share options outstanding under the 2011 Share Option Scheme, which represented approximately 0.60% (2019: 0.72%) of the Company's shares in issue on that date.
- No share options under the 2011 Share Option Scheme were granted, exercised or cancelled during the year ended 31 December 2020.

(2) 於二零一一年五月十二日獲本公司採納之購股權計劃(「二零一一年購股權計劃」)

本公司採納於二零一一年五月十二日舉行之本公司股東週年大會上獲股東批准之二零一一年購股權計劃。截至二零二零年十二月三十一日止年度，根據二零一一年購股權計劃授出之購股權變動詳情如下：

二零一一年購股權計劃變動

附註：

- 50% 購股權可自授出日期後滿一(1)年當日起至授出日期後滿十週年前一日止期間獲行使。餘下50% 購股權可自授出日期後滿兩(2)年後之日起至授出日期後滿十週年前一日止期間獲行使。
- 於二零二零年十二月三十一日，本公司根據二零一一年購股權計劃有3,270,608份(二零一九年：3,270,608份)購股權尚未行使，相當於本公司於該日之已發行股份約0.60%(二零一九年：0.72%)。
- 概無二零一一年購股權計劃下之購股權於截至二零二零年十二月三十一日止年度內獲授出、行使或註銷。

Report of the Directors (Continued)

董事會報告(續)

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

董事及最高行政人員於股份、相關股份及債券之權益及短倉

As at 31 December 2020, the interests and short positions of the Directors and chief executive of the Company, if any, in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

於二零二零年十二月三十一日，本公司董事及最高行政人員(如有)於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中，擁有根據證券及期貨條例第352條記入本公司登記冊或根據上市規則附錄十所載上市發行人董事進行證券交易之標準守則(「標準守則」)知會本公司及聯交所之權益及短倉如下：

Long positions of Directors in the shares and underlying shares of the Company

董事於本公司股份及相關股份之長倉

Name of director	Capacity and nature of interest	Number of shares held	Number of underlying shares held	Total	Approximate % of shareholding
董事姓名	身份及權益性質	所持股份數目	所持相關股份數目	總計	概約持股百分比
Mr. Li Gang ("Mr. Li")	Interest of controlled corporation	113,584,866	–	113,584,866 (note 1) (附註1)	20.94%
李剛先生(「李先生」)	受控制公司之權益				
Mr. Pan Lihui ("Mr. Pan")	Beneficial owner	33,112,281	–	33,112,281 (note 2) (附註2)	6.10%
潘立輝先生(「潘先生」)	實益擁有人				

Report of the Directors (Continued)

董事會報告(續)

note:

1. Wonderland International Financial Holdings Limited (a substantial shareholder of the Company as defined in the Listing Rules) is wholly-owned by Wonderland International Financial Holdings Corporation, which is in turn wholly-owned by Wonderland International Financial Holdings Company. Wonderland International Financial Holdings Company is owned by Hua Zhi Investment Limited as to 58.10%, which is owned by Mr. Li as to 49.51%. Mr. Li was deemed to be interested in the 113,584,866 shares of the Company held by Wonderland International Financial Holdings Limited by reason of interests of controlled corporations within the meaning of Part XV of the SFO. Mr. Li is a substantial shareholder of the Company and his shareholding in the Company is also set out in the section headed "Interests and Short Positions of Substantial Shareholders Disclosable under the SFO".
2. Mr. Pan is a substantial shareholder of the Company and his shareholding in the Company is also set out in the section headed "Interests and Short Positions of Substantial Shareholders Disclosable under the SFO".
3. As at 31 December 2020, the number of issued shares of the Company was 542,392,207.

Save as disclosed above, as at 31 December 2020, none of the Directors and chief executive of the Company had registered an interest or short position in the shares, underlying shares and debentures of the Company, or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Share Option Schemes" and "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or their respective spouses or minor children had any rights to subscribe for the securities of the Company, or had exercised any such rights during the year.

附註:

1. 上市規則所界定本公司之主要股東華德國際金融控股有限公司由Wonderland International Financial Holdings Corporation全資擁有，Wonderland International Financial Holdings Corporation則由華德國際金融控股公司全資擁有。華德國際金融控股公司由Hua Zhi Investment Limited擁有58.10%權益，而Hua Zhi Investment Limited由李先生擁有49.51%權益。由於受控制公司之權益(定義見證券及期貨條例第XV部)，李先生將被視為於華德國際金融控股有限公司所擁有之本公司113,584,866股股份中擁有權益。李先生為本公司之主要股東，其於本公司之股權載於「根據證券及期貨條例主要股東須予披露的權益及短倉」一節。
2. 潘先生為本公司之主要股東，其於本公司之股權載於「根據證券及期貨條例主要股東須予披露的權益及短倉」一節。
3. 於二零二零年十二月三十一日，本公司已發行股份數目為542,392,207股。

除上文披露者外，於二零二零年十二月三十一日，概無本公司董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中，登記擁有須根據證券及期貨條例第352條予以記錄，或根據標準守則之規定而須知會本公司及聯交所之權益及短倉。

董事購買股份或債券之權利

除上文「購股權計劃」及「董事及最高行政人員於股份、相關股份及債券之權益及短倉」章節所披露之事項外，於年內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體之股份或債券而獲取利益，亦無董事或彼等之配偶或未成年子女有權認購本公司證券，或於年內行使任何該等權利。

Report of the Directors (Continued)

董事會報告(續)

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

根據證券及期貨條例主要股東披露的權益及短倉

As at 31 December 2020, the following interests of more than 5% of the total number of issued shares of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

於二零二零年十二月三十一日，本公司根據證券及期貨條例第336條規定本公司須存置之權益登記冊載有以下佔本公司已發行股份總數5%以上之權益：

Long positions in the shares or underlying shares of the Company

於本公司股份或相關股份的長倉

Name of shareholder 股東名稱	Capacity and nature of interest 身份及權益性質	Number of shares held 所持股份數目	Approximate % of shareholding 概約持股百分比
Mr. Li 李先生	Interest of controlled corporation 受控制公司之權益	113,584,866 (note 1) (附註1)	20.94%
Wonderland International Financial Holdings Limited 華德國際金融控股有限公司	Beneficial owner 實益擁有人	113,584,866 (note 1) (附註1)	20.94%
Mr. Pan 潘先生	Beneficial owner 實益擁有人	33,112,281	6.10%
Executive Success Limited Executive Success Limited	Beneficial owner 實益擁有人	28,142,920	5.19%

note:

附註:

- Wonderland International Financial Holdings Limited (a substantial shareholder of the Company as defined in the Listing Rules) is wholly-owned by Wonderland International Financial Holdings Corporation, which is in turn wholly-owned by Wonderland International Financial Holdings Company. Wonderland International Financial Holdings Company is owned by Hua Zhi Investment Limited as to 58.10%, which is owned by Mr. Li as to 49.51%. Mr. Li was deemed to be interested in the 113,584,866 shares of the Company held by Wonderland International Financial Holdings Limited by reason of interests of controlled corporations within the meaning of Part XV of the SFO.
- As at 31 December 2020, the number of issued shares of the Company was 542,392,207.

- 上市規則所界定本公司之主要股東華德國際金融控股有限公司由Wonderland International Financial Holdings Corporation全資擁有，Wonderland International Financial Holdings Corporation則由華德國際金融控股公司全資擁有。華德國際金融控股公司由Hua Zhi Investment Limited擁有58.10%權益，而Hua Zhi Investment Limited由李先生擁有49.51%權益。由於受控制公司之權益(定義見證券及期貨條例第XV部)，李先生將被視為於華德國際金融控股有限公司所擁有之本公司113,584,866股股份中擁有權益。
- 於二零二零年十二月三十一日，本公司已發行股份數目為542,392,207股。

Report of the Directors (Continued)

董事會報告(續)

Save as disclosed above, as at 31 December 2020, the Company had not been notified of any other relevant interests or short positions in the shares or underlying shares of the Company as required to be recorded pursuant to Section 336 of the SFO.

GROUP'S EMOLUMENT POLICY

The Group adopted the following philosophies in determining its emolument policy:

- the Group adopts a performance driven policy so that each individual is motivated to perform to the best he/she can;
- individual competence, contribution and responsibility are taken into account when considering the remuneration level for each employee;
- the Company offers provident fund, medical insurance and leave benefits to provide basic coverage to staff for retirement, sickness, rest and relaxation reasons, respectively;
- share option grants are made from time to time to better link the corporate performance as reflected in the share price performance and the contributions made by the staff in the intermediate to longer time frame; and
- the economic factors and the affordability of the Group are taken into account in coming up with the overall remuneration budget for the Group.

The Group has also adopted a discretionary bonus scheme. Factors, such as overall financial performance, the affordability of the Company and individual performance, have been taken into account before determining the entitlement of each qualified employee.

The determination of Directors' remuneration has taken into consideration of their respective responsibilities and contributions to the Company and with reference to market terms.

除上文披露者外，於二零二零年十二月三十一日，本公司概無獲知會任何於本公司股份或相關股份中登記擁有須根據證券及期貨條例第336條予以記錄之其他相關權益或短倉。

本集團之薪酬政策

本集團於釐定薪酬政策時採納以下理念：

- 本集團採用以表現為本之政策，激勵員工發揮最佳表現；
- 在考慮每位僱員薪酬水平時綜合考慮個人能力、貢獻及職責；
- 本公司提供公積金、醫療保險及假期福利，分別照顧員工於退休、生病、休息及消閑方面之基本需要；
- 不時授出購股權以加強在中長時期由股價表現反映出本公司業績與員工貢獻之間的聯繫；及
- 以經濟因素及本集團之負擔能力作為本集團釐定整體薪酬預算之考慮因素。

本集團亦實行酌情花紅計劃。在釐定每位合資格員工應得之花紅時考慮之因素包括本公司整體財務表現、負擔能力以及員工個人表現。

本集團根據董事各自之責任及對本公司之貢獻及經參考市場情況後釐定董事酬金。

Report of the Directors (Continued)

董事會報告(續)

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every director or other officer of the Company for the time being acting in relation to any affairs of the Company shall be entitled to be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she shall or may incur or sustain in or about the execution of the duties of his/her office or otherwise in relation thereto provided that the indemnity shall not extend to any matter in respect of any fraud or dishonesty of the above persons. The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and other officers of the Company during the year.

MAJOR AND CONNECTED TRANSACTION

1. On 28 August 2019, the Company (the "**Borrower**"), has entered into the loan facilities agreement of HK\$10,000,000 (the "**Loan**") with Wonderland International Finance Limited (the "**Lender**") and Mr. Li Sen (a former substantial shareholder, former chairman of the Board and former executive director of the Company, who has ceased to be a substantial shareholder of the Company and retired from his position as chairman of the Board and executive director of the Company since 10 June 2020 and 26 June 2020 respectively) as guarantor (the "**Loan Facilities Agreement**"). Pursuant to the Loan Facilities Agreement, the Lender has conditionally agreed to grant the Loan to the Company for a 12 months period commencing from the date of the Loan Facilities Agreement. Pursuant to the Loan Facilities Agreement, Mr. Li Sen, has provided his personal guarantee in favour of the Lender to guarantee, among others, the due performance of the obligations of the Company under the Loan Facilities Agreement (the "**Guarantee**").

Pursuant to the Loan Facilities Agreement, Able Victory Enterprises Limited ("**Able Victory**") shall, as mortgagor and former controlling shareholder of the Company, deposit: (1) not less than HK\$44,000,000 cash; or (2) 110,374,271 shares of par value of HK\$0.05 each of the Company registered in the name of Able Victory or any securities with market value not less than HK\$44,000,000 as collateral (the "**Pledged Collateral**") for the purpose of securing the Loan provided by the Lender to the Borrower.

獲准許彌償條文

根據組織章程細則，就本公司任何事務行事之本公司各董事或其他高級管理人員於其任期內，或因履行其職責而蒙受或發生與此相關之所有訴訟、費用、收費、損失、賠償及開支，均可自本公司之資產獲得彌償，確保免就此受損。惟彌償須不延伸至任何與上述人士之任何欺詐或不誠實有關的事宜。年內，本公司已為本公司董事及其他高級管理人員購買適當的董事及高級職員責任保險作為保障。

重大及關連交易

1. 於二零一九年八月二十八日，本公司（「**借款人**」）與華德國際財務有限公司（「**貸款人**」）及李森先生（本公司前任主席、執行董事及主要股東，不再為本公司主要股東，並分別自二零二零年六月十日及二零二零年六月二十六日起退任董事會會長及本公司執行董事）（作為擔保人）訂立貸款額為10,000,000港元（「**該貸款**」）之貸款融資協議（「**貸款融資協議**」）。根據貸款融資協議，貸款人已有條件地同意向本公司授予該貸款，自貸款融資協議日期起計為期12個月。根據貸款融資協議，李森先生將以貸款人為受益人提供個人擔保，以擔保（其中包括）本公司妥善履行貸款融資協議項下之責任（「**擔保**」）。

根據貸款融資協議，Able Victory Enterprises Limited（「**Able Victory**」）將（作為按揭人及本公司控股股東）存放：(1)不少於44,000,000港元現金；或(2)每股面值0.05港元之110,374,271股本公司股份（以Able Victory之名義登記）或市值不低於44,000,000港元之任何證券，作為貸款人向借款人提供該貸款之抵押品（「**質押抵押品**」）。

Report of the Directors (Continued)

董事會報告(續)

As at the date of the announcement on 28 August 2019, the Lender is an associate of Wonderland International Finance Holdings Limited (“**Wonderland**”), the substantial shareholder of the Company. Therefore, the Lender is a connected person of the Company under the Listing Rules. Under the Listing Rules, the provision of the Loan to the Company by the Lender contemplated under the Loan Facilities Agreement is fully exempt from reporting, announcement and independent shareholders’ approval requirements pursuant to Rule 14A.90 of the Listing Rules as such transaction constitute financial assistance provided by a connected person to the Company on normal commercial terms, where no security over the assets of the Group is granted in respect of the financial assistance. Since Mr. Li Sen is a connected person of the Company under the Listing Rules, the execution of the Guarantee is financial assistance provided by a connected person to the Company on normal commercial terms, where no security over the assets of the Group is granted in respect of the financial assistance. Accordingly, the Guarantee is also fully exempt from reporting, announcement and independent shareholders’ approval requirements pursuant to Rule 14A.90 of the Listing Rule.

On 28 August 2020, the Company renewed a loan facilities agreement (the “**New Loan Agreement**”) with the Lender with a facility amount of HK\$10,000,000 (the “**New Loan**”). The New Loan was interest bearing at the rate of 10% per annum, unsecured and repayable at the end of twelve months from the date of New Loan Agreement.

As at the date of the New Loan Agreement entered into, the Lender is an associate of Wonderland International Finance Holdings Limited (the substantial shareholder of the Company as defined in the Listing Rules) and therefore the Lender is a connected person of the Company under the Listing Rules. Under the Listing Rules, the provision of the New Loan to the Company by the Lender contemplated under the New Loan Agreement is fully exempt from reporting, announcement and independent shareholders’ approval requirements pursuant to Rule 14A.90 of the Listing Rules as such transaction constitute financial assistance provided by a connected person to the Company on normal commercial terms, where no security over the assets of the Group is granted in respect of the financial assistance.

2. The relevant details of connected transaction relating to the placing of new shares as set forth in the section headed “Material Events” in this report.

於日期為二零一九年八月二十八日之公佈，貸款人為本公司主要股東華德國際金融控股有限公司(「華德」)之聯繫人。因此，根據上市規則，貸款人為本公司之關連人士。根據上市規則，由於貸款融資協議項下貸款人向本公司提供該貸款構成一名關連人士按一般商業條款向本公司提供財務援助，且並無就財務援助提供本集團資產作為抵押，因此有關交易獲全面豁免遵守上市規則第14A.90條之申報、公佈及獨立股東批准之規定。根據上市規則，由於李森先生為本公司之關連人士，簽立擔保為一名關連人士按一般商業條款向本公司提供財務援助，當中並無就財務援助提供本集團資產作為抵押。因此，擔保亦獲全面豁免遵守上市規則第14A.90條之申報、公佈及獨立股東批准之規定。

於二零二零年八月二十八日，本公司(「貸款人」)重續貸款額為10,000,000港元(「該新貸款」)之貸款融資協議(「新貸款協議」)。該新貸款按年利率10%計息，無抵押及須於貸款協議日期起計十二個月結束時償還。

於訂立新貸款協議日期，貸款人為本公司主要股東(定義見上市規則)華德國際金融控股有限公司之聯繫人。因此，根據上市規則，貸款人為本公司之關連人士。根據上市規則，新貸款協議項下擬定貸款人向本公司提供該新貸款根據上市規則第14A.90條獲全面豁免申報、公告及獨立股東批准規定，原因乃該交易構成關連人士按一般商業條款向本公司提供財務資助，而就有關財務資助而言，本集團並無將資產抵押。

2. 有關新股配售之有關關連交易詳情已載於本報告「重大事件」一節。

Report of the Directors (Continued)

董事會報告(續)

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save as otherwise disclosed, none of the Directors of the Company had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group for the year ended 31 December 2020.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on the information publicly available to the Company and within the knowledge of the Directors, at least 25% of the issued share capital of the Company was held by the public.

CORPORATE GOVERNANCE

The Company had complied with all the applicable code provisions (the “**Code Provisions**”) of the Corporate Governance Code (the “**CG Code**”) set out in Appendix 14 to the Listing Rules for the year ended 31 December 2020.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years is set out on page 168.

優先購買權

根據組織章程細則或開曼群島法例，概無有關本公司須按比例向現有股東提呈發售新股份之優先購買權之條文。

董事於競爭業務中的權益

除另行披露者外，截至二零二零年十二月三十一日止年度，概無本公司董事於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務中擁有任何權益。

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零二零年十二月三十一日止年度並無購買、贖回或出售本公司任何上市證券。

足夠公眾持股量

於本報告日期，根據本公司現有公開可得資料及就董事所深知，本公司已發行股本最少25%由公眾人士持有。

企業管治

截至二零二零年十二月三十一日止年度，本公司一直遵守上市規則附錄十四所載之企業管治守則(「**企業管治守則**」)之所有適用守則條文(「**守則條文**」)。

五年財務概要

本集團於過去五個財政年度之已公佈業績及資產及負債概要載列於第168頁。

Report of the Directors (Continued)

董事會報告(續)

AUDIT COMMITTEE

The audited consolidated financial statements of the Company for the year ended 31 December 2020 have been reviewed by the Audit Committee and have been duly approved by the board of directors of the Company under the recommendation of the Audit Committee.

AUDITORS

The consolidated financial statements of the Group for the year ended 31 December 2020 were audited by ZHONGHUI ANDA CPA Limited (“ZHONGHUI ANDA”). ZHONGHUI ANDA will retire and being eligible, offer themselves for re-appointment. A resolution for the reappointment of ZHONGHUI ANDA as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board

Li Gang

Chairman and Executive Director

Hong Kong, 15 April 2021

審核委員會

本公司截至二零二零年十二月三十一日止年度之經審核綜合財務報表已由審核委員會審閱及由本公司董事會在審核委員會之建議下正式批准。

核數師

本集團截至二零二零年十二月三十一日止年度綜合財務報表乃由中匯安達會計師事務所有限公司(「中匯安達」)審核。中匯安達將會告退，並將符合資格及願意重新獲委聘。建議再度委聘中匯安達為本公司核數師的決議案將於本公司應屆股東週年大會上提呈。

代表董事會

主席及執行董事

李剛

香港，二零二一年四月十五日

Environmental, Social and Governance Report

環境、社會及管治報告

GENERAL

The Directors are pleased to present the Environmental, Social and Governance Report for the year ended 31 December 2020 in compliance with the applicable code provision set out in the Environmental, Social and Governance Reporting Guide (the “ESG Guide”) as set out in Appendix 27 to the Listing Rules. Information on the environmental and social aspects of the report is set out below whilst information on the governance aspect is set out in the Corporate Governance Report on page 24. During the year ended 31 December 2020, the Company has complied with the “comply and explain” provisions set out in the ESG Guide.

OVERVIEW

The Group has always placed significant emphasis in minimising potential impact on the environment in conducting businesses, and in faces of the challenges of climate changes the Group has integrated Environmental, Social and Governance considerations into daily operations, with a particular focus on maintaining closer connections with stakeholders and taking on more responsibilities in the society. Comprehensive assessments had been performed by the Group and the Group believes that its existing businesses are not expected to pose a material impact on the environment.

MATERIALITY ASSESSMENT AND ESG STRATEGY

According to the requirements of ESG Guide, the Board has overall responsibility for the Company’s ESG strategy and reporting. During the year, the Company has conducted internal and external materiality assessments on the Company’s business (as reflected in 2020 Materiality Matrix of Enviro Energy). Taking into account the reporting principles as set out in the ESG Guide, the nature of business and principal activity of the Company, the general disclosures under the aspects of Operating Practices and Social Area of the ESG Guide are considered to be crucial to the Company’s investors, stakeholders and businesses.

一般資料

董事會根據上市規則附錄27所載環境、社會及管治報告指引(「環境、社會及管治指引」)之適用守則條文欣然提呈截至二零二零年十二月三十一日止年度之環境、社會及管治報告。有關環境及社會方面之資料載於下文，而有關管治方面之資料載於第24頁之企業管治報告。截至二零二零年十二月三十一日止年度，本公司已遵守環境、社會及管治指引所載之「不遵守就解釋」條文。

概覽

本集團一直重視將所進行的業務對環境的潛在影響減至最低，加上面對氣候變化的挑戰，本集團已將環境、社會及管治的考慮因素融入日常業務營運中，尤其是著重與持份者保持緊密聯繫及承擔社會責任。本集團已進行全面評估，並相信其現有業務預期將不會對環境造成重大影響。

重要性評估及環境、社會及管治策略

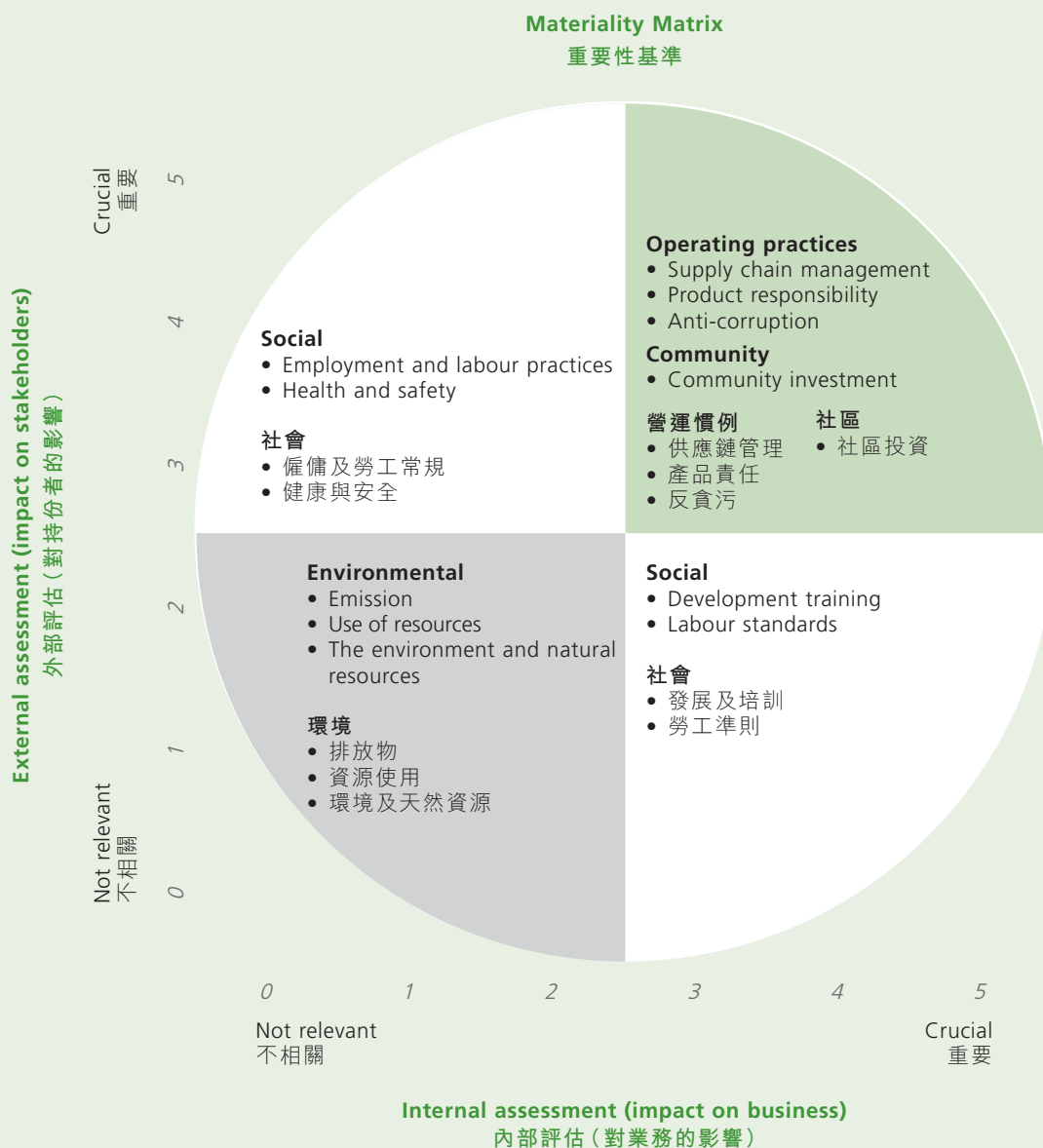
根據環境、社會及管治指引之規定，董事會已全權負責本公司之環境、社會及管治策略及報告。年內，本公司已就本公司之業務進行內部及外部重要性評估(反映於二零二零年環能重要性基準)。經計及環境、社會及管治指引所載之報告原則、本公司之業務性質及主要活動，環境、社會及管治指引之營運慣例及社會層面方面的全面披露被視為對本公司之投資者、持份者及業務而言屬重大。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

2020 Materiality Matrix of Enviro Energy

二零二零年環能重要性基準



Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Given the fact that the existing businesses of the Company does not pose a material impact on the environment, therefore, the three aspects of key performance indicators (KPI) under the Environment Area, namely Emissions (Aspect A1), Use of Resources (Aspect A2) and the Environment and Natural Resources (Aspect A3), are not considered material for disclosure according to the requirements of the ESG Guide. However, the Company recognises the importance of environmental protection and always supports its employees to protect the environment and use of resources and energy in the most efficient and effective manner on one hand and considers this as one of the assessment criteria for assessing and selecting suppliers and business partners on the other hand.

Environmental

Emissions

Existing businesses of the Group do not produce significant amount of waste and thus the Group does not have significant air and green house gas emissions, and none of the operations of the Group have significant discharges into water and land, nor generate significant hazardous and non-hazardous wastes. The Group however considers management of impacts on the environment as one of the assessment criteria in assessing and selecting suppliers and business partners.

Use of resources

Among the existing businesses that the Group currently involves in, all of which do not require consumption of a significant amount of resources, including energy, water and other raw materials. The Group does acknowledge that effort in promoting efficient usage of resources and therefore make efforts in preparing and introducing policies on efficient usage of resources in operations. Besides, the Group also considers this as one of the assessment criteria for assessing and selecting suppliers and business partners.

鑒於本公司之現有業務並不會對環境造成重大影響，因此，根據環境、社會及管治指引之規定，環境層面項下的三個關鍵表現指標層(即排放物(A1層)、資源使用(A2層)及環境及天然資源(A3層))並不被視為重大披露事項。然而，本公司認同環保的重要性，並一直為其僱員提供保護環境方面的支持，一方面以最有效的方式使用資源及能源，另一方面將環保視為評估及挑選供應商及業務夥伴的評估基準之一。

環境

排放物

本集團的現有業務不會產生大量廢棄物，因此本集團並無重大空氣及溫室氣體排放，本集團業務並無重大污水排放及土地污染，亦無產生重大有害及無害廢棄物。然而，本集團視管理環境影響為評估及挑選供應商及業務夥伴的其中一項評估標準。

資源使用

本集團現時所從事的現有業務均毋須消耗大量資源，包括能源、水及其他原材料。本集團明白須致力促使有效運用資源，因此已致力制定及實施政策以於業務營運中有效運用資源。此外，本集團亦視此為評估及挑選供應商及業務夥伴的其中一項評估標準。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

According to the requirements of the ESG Guide, the Company has quantified the resources usage of its offices operation in Hong Kong and Yingkou respectively. The results are summarized as follows:

根據環境、社會及管治指引的規定，本公司已量化其分別於香港及營口之辦公室營運的資源使用。結果概述如下：

Hong Kong Office

香港辦公室

2020
二零二零年

(Electricity)	(電力)	
Electricity Consumed (kWh) ¹	用電量(千瓦時) ¹	14,044
Electricity Consumed per gross floor area (KWh/m ²)	每樓面面積用電量(千瓦時/平方米)	1.27
CO2 Emission from Electricity Consumed (kg)	用電產生之二氧化碳排放(千克)	11,095
(Paper)	(紙張)	
Paper used (tonne)	用紙(噸)	0.686
(Water)	(水)	
Water Consumption ²	用水量 ²	

Notes:

附註：

- Consumption from the central building services including electricity usage due to the elevator and central air-conditioning are excluded from the reporting scope since it was not within the operational boundary of the Company.
- Consumption from the central building services for water usage.

- 由於中央樓宇裝備如電梯及中央空調的電力消耗不包括在本公司的營運邊界內，因此並不包括在報告範圍內。
- 中央樓宇裝備用水量。

Yingkou Office

營口辦公室

2020
二零二零年

(Electricity)	(電力)	
Electricity Consumed (kWh)	用電量(千瓦時)	36,116
Electricity Consumed per gross floor area (KWh/m ²)	每樓面面積用電量(千瓦時/平方米)	1.41
CO2 Emission from Electricity Consumed (kg)	用電產生之二氧化碳排放(千克)	28,532
(Paper)	(紙張)	
Paper used (tonne)	用紙(噸)	0.15
(Water)	(水)	
Water Consumption (m ³)	用水量(立方米)	1,494
Water Consumed per gross floor area (m ³ /m ²)	每樓面面積用水量(立方米/平方米)	0.06

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The environment and natural resources

Due to the nature of the Group's existing businesses, the Group does not engage in any operations that have a significant impact on the environment. The Group made efforts to promote, and where possible, integration of environmentally friendly business practices into daily operations. Practical steps implemented by the management include issuing notices that promote "green office management" concept to employees, reminding staff the use of double-sided printing, energy saving by switching off idle lighting and air conditioners and using equipment carrying Energy Label issued by the Electrical and Mechanical Services Department. Further, the Group also consider this as one of the Group's most important assessment criteria when assessing and selecting suppliers and business partners. Environmental, Social and Governance Report.

Social

Employment and Labour Practices

A respectful and fair working environment for maintaining a sound system of human resources management is considered to be vital to the operation of the Group. The Group ensures strict compliance with all relevant regulatory standards, particularly the Employment Ordinance in Hong Kong in respect of recruitment, remuneration, and separation. Employment process of the Group stresses the consideration of experience, qualifications, and knowledge, with an objective to ensure that there is no discrimination on the grounds of age, gender, marital status, family status, gender orientation, disability, race, nationality or religion. Upon satisfactory consideration, the Group ensures that employment contract is fully understood by potential employees before contracts are signed. Employment contract of the Group includes employment terms such as job duties, working hours, holidays, remuneration, termination process, and benefits.

The Group had adopted a five-day workweek arrangement to facilitate work-life balance. In addition to all general holidays (including Sundays) as specified in the General Holidays Ordinance, employees are entitled to annual leaves, maternity leaves, paternity leaves, marriage leaves and compassionate leaves with pay. Employees enjoy medical benefits, provident fund scheme and other benefits subject to the Group's policies.

環境及天然資源

鑒於本集團現有業務的性質，本集團並無從事對環境造成重大影響的業務。本集團致力促使及在可行之情況下將環保業務常規融入日常業務營運中。管理層實施的實際措施包括向僱員發佈促進「環保辦公室管理」概念的通告、提醒員工使用雙面列印、關掉閒置照明裝置及空調以及使用貼有機電工程署發出能源標籤的設備，以節約能源。此外，本集團視此為評估及挑選供應商及業務夥伴最重要之評估標準之一。

社會

僱傭及勞工常規

建立受尊重及公平的工作環境以維繫完善的人力資源管理制度對本集團的業務營運至關重要。本集團確保嚴格遵守所有相關監管標準，尤其是香港《僱傭條例》有關招聘、薪酬及遣散方面的規定。本集團的招聘程序強調經驗、資歷及知識之考慮，目的是確保因年齡、性別、婚姻狀況、家庭狀況、性別取向、殘疾、種族、國籍或宗教信仰的歧視不存在。經審慎考慮後，本集團確保潛在僱員於簽訂僱傭合約前已全面了解合約內容。本集團之合約內容包括職責、工時、假期、薪酬、終止程序及福利等僱傭條款。

本集團採取五天工作週安排，以促進工作與生活平衡。除《公眾假期條例》訂明的公眾假期(包括星期日)外，僱員可享有的有薪年假、產假、侍產假、婚假及恩恤假。僱員亦可根據本集團之政策享有醫療福利、公積金計劃及其他福利。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group continuously evaluates the remuneration and promotion mechanism so as to share the fruitful achievement with employees of the Group. The Group motivates employees by promotion and salary increment based on results of annual performance appraisal, and to award double-pay payment and discretionary bonus in addition to basic salary.

Dismissal is conducted with strict compliance with the Employment Ordinance and the requirement as stipulated in the employment contract.

Health and safety

Operations of the Group do not involve heavy machinery or labor intensive routines and are conducted in a safe office environment. The Group does acknowledge the potential health issues that exist in office settings, and therefore the Group promotes measures to talents of the Group from exposure to occupational diseases or injuries, no matter severe or minor.

The Group leverages on the promotional materials from Occupational Safety and Health Council regarding information on providing a safe working environment and protecting employees from occupational hazards in an office working environment. Further, the Group ensures full compliance towards Occupational Safety and Health Ordinance and applicable regulations that protected employees from occupation hazards. The Group did not experience any lost days due to injury or work-related fatalities during the reporting period.

The Group encourages contractors and business partners in placing great emphasis on health and safety issues, and the Group shares views with them, in particular, business partners that operate in factories.

本集團不斷評估薪酬及晉升機制，以與僱員分享集團的豐碩成果。本集團根據僱員的年度績效評核結果提供晉升及加薪機會作為激勵，除基本薪金外，僱員亦可享有雙糧及酌情花紅作為獎勵。

於解僱員工時，我們會嚴格遵守《僱傭條例》及僱傭合約所載之規定。

健康與安全

本集團的業務營運並不涉及重型機械或勞工密集之工作程序，並提供安全的辦公環境。本集團明白辦公室環境中存在可能影響健康的問題，因此本集團為本集團的人才提供措施以減低任何重大或輕微的職業病或工傷。

本集團利用職業安全健康局有關提供安全工作環境及保障僱員於辦公室工作環境避免職業性危害的資料作為宣傳材料。此外，本集團確保已全面遵守《職業安全及健康條例》及適用法規以保障僱員免受職業性危害。本集團於報告期間並無因工傷或工作相關死亡事故而損失工作日數。

本集團鼓勵承包商及業務夥伴重視健康及安全問題，本集團向彼等(尤其是營運廠房的業務夥伴)分享吾等的觀點。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Development and Training

The Group has a team of professionals to manage businesses of the Group, and it is, therefore, vital for the Group to support their continuous professional developments. For example, the Group provides financial support to trainings relevant to their profession, where necessary subsidies were given to employees for participation in training sessions which aim at enhancing their job skills. These trainings covered the areas such as management skill and leadership improvement, company's organization strategy and corporate culture, and employee's business knowledge. From time to time the Group also provides updates of regulatory requirements and standards to employees. In addition, the Group provides induction training materials for Directors.

In the face of the ever-evolving business landscape, the Group also places emphasis on the employees' learning experience gained through work assignments so as to build up their on-going job skills which benefit their career development.

Labour Standards

The businesses of the Group involve specialised skill and higher level education standards and are not labour intensive in nature. As such, the Group does not employ under-age employees, and the Group does not engage in forced labour. The Group conveys its stance on child labour and forced labour to key business partners and if there is any confirmed report of such case in relation to business partners, the Group will conduct an investigation in detail and critically reconsider the relationships with such party. As part of the recruitment process, the Group performs a background check and a reference check where deemed necessary. Candidates who do not meet the legal requirements would not be hired. The Group fully complies with relevant regulations that prohibit child or forced labour.

發展及培訓

本集團擁有一支專業團隊管理本集團的業務，因此本集團對彼等的持續專業發展的支持乃非常重要。例如，本集團就彼等的職業相關培訓提供財務支援，並於需要時為參與培訓課程的僱員提供資助以提升彼等的工作技能。該等培訓涵蓋的範疇包括提升管理技能和領導能力、公司組織策略和企業文化及僱員之業務知識。本集團不時向僱員提供監管規定及標準的最新資料。此外，本集團為董事提供入職培訓資料。

為面對不斷變化的商業環境，本集團亦重視僱員透過工作實踐獲得學習經驗，以增強僱員的現有工作技能，從而有利於僱員的職業發展。

勞工準則

本集團的業務涉及專門技能及高教育水平，並非勞工密集類型。因此，本集團並無僱用未成年僱員，亦無強制勞工。本集團向主要業務夥伴傳達其對童工及強制勞工的立場，倘若在獲得業務夥伴確認有關情況之報告下，本集團將進行詳細調查，本集團亦會審慎地重新考慮與有關人士的關係。作為招聘過程的部份，本集團會進行背景審查及如認為有需要時會審查參考資料。候選人如不符合法律規定將不會獲僱用。本集團全面遵守有關禁止童工或強制勞工的相關法規。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Operating Practices

Supply chain management

The Group is in the supplies of materials business and the Group recognises the role in promoting sustainability issues within the industry. The Group, therefore, advocates the standards and expectations in respect of environment issues and labour practices to suppliers and business partners, with the expectation that they will uphold standards that are similar to that of the Group. The Group relentlessly assesses and monitors key business partners based on a wide range of aspects and standards, including attitude towards environmental and social issues, to evaluate the quality as well as their moral standards.

Product responsibility

Among all business lines, the Group does not have any packaged products being sold to general public. In the supplies of materials business, products are specialised industrial components with detailed specifications stipulated in sale contracts. The Group specified the product specifications in details and documented in sale and purchase contracts. The commodities shall meet the guaranteed specifications for the completion of the sale transaction. In the course of conducting such business, the Group made efforts to comply with the relevant laws and regulations that have a significant impact on the Group. The Group had not received any litigation regarding the health and safety, advertising, labeling and privacy matters during the year ended 31 December 2020.

Anti-corruption

The Group's commitment to preventing bribery, extortion, fraud and money laundering is one of the core values and the Group is committed to preventing bribery, extortion, fraud and money laundering in all businesses dealings or transactions of the Group. The Group has made available a whistle-blowing reporting channel to report any suspected fraud, malpractice, corruption, or any other unethical actions. It is the policy of the Group to maintain high moral standards in conducting businesses.

營運慣例

供應鏈管理

本集團從事材料供應業務，並知悉本集團有責任促進業界的可持續發展事宜。因此，本集團向供應商及業務夥伴傳達環保事宜及勞工慣例的標準及期望，冀盼彼等將支持與本集團類似的標準。本集團不懈地評估及監督主要業務夥伴的不同方面及標準以評估彼等的質素及道德標準，包括對環境及社會事宜的態度。

產品責任

於所有業務線中，本集團並無向公眾出售任何包裝產品。於材料供應業務中，產品是銷售合約所訂明具有詳細規格的專門工業部件。本集團就每項貿易項目於買賣合約中詳細訂明及記錄產品規格。商品將符合保證規格以完成銷售交易。於進行有關業務時，本集團致力遵守對本集團產生重大影響的相關法例及法規。截至二零二零年十二月三十一日止年度，本集團並無收到任何有關健康和 safety、廣告、標籤及私隱事宜的訴訟。

反貪污

本集團致力防止賄賂、勒索、欺詐和洗黑錢作為我們其中一項核心價值，並致力於本集團的所有業務往來或交易中防止賄賂、勒索、欺詐和洗黑錢。本集團提供了一個舉報渠道以舉報任何涉嫌欺詐、不法行為、貪污或任何其他不道德行為。本集團的政策是以高度的道德標準進行業務。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group has strictly adhered to relevant laws and regulations, including the Prevention of Bribery Ordinance. During the year ended 31 December 2020, there was no legal case or dispute in respect of bribery, extortion, fraud or money laundering against employees of the Group and the Group itself.

Community

Community investment

The Group is in the stage of expanding its business reach, and thus by far the customer bases are mainly formed by commercial business or strategic partners. The Group will continue to assess which particular community the Group can direct community investment in. Nonetheless, the Group recognises the need to participate in the community and therefore the Group both encourages and motivates its employees to partake in communities. The Group from time to time motivates employees to volunteer, contribute to support and participate in community activities.

本集團一直嚴格遵守相關法例及法規，包括《防止賄賂條例》。於截至二零二零年十二月三十一日止年度，本集團的僱員及本集團並無牽涉任何賄賂、勒索、欺詐或洗黑錢的法律訴訟或糾紛。

社區

社區投資

本集團的業務層面正處於擴充的階段，因此於目前為止，客戶群主要為商業或策略性夥伴。本集團將繼續探索本集團可進行社區投資的特定社區。然而，本集團知悉參與社區的需要，因此本集團鼓勵及推動其僱員參與社區活動。本集團不時激勵僱員自願貢獻支持及參與社區活動。

Independent Auditor's Report

獨立核數師報告



中匯
ZHONGHUI

To the member of Enviro Energy International Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

QUALIFIED OPINION

We have audited the consolidated financial statements of Enviro Energy International Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 82 to 167, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss, consolidated statement of other comprehensive income, consolidated statement of changes in equity and 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, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致環能國際控股有限公司股東
(於開曼群島註冊成立之有限公司)

保留意見

我們已審計環能國際控股有限公司(以下簡稱「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)列載於第82至167頁的綜合財務報表，包括於二零二零年十二月三十一日的綜合財務狀況表，以及截至該日止年度的綜合損益表、綜合其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

我們認為，除了在本報告中「保留意見的基礎」部份所述事項的可能影響外，該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告準則(「**香港財務報告準則**」)真實而中肯地反映了 貴集團於二零二零年十二月三十一日之綜合財務狀況，及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

BASIS OF QUALIFIED OPINION

1. Trade receivables, loan receivables, interest receivables, prepayments, consideration receivables and interest income from loan receivables

We have been unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to the recoverability of trade receivables of approximately HK\$19,365,000, loan receivables of approximately HK\$178,200,000, interest receivables of approximately HK\$39,731,000, prepayments for purchase of building materials of approximately HK\$311,862,000 and consideration receivables of approximately HK\$139,232,000 as at 31 December 2020; as well as trade receivables of approximately HK\$17,812,000, loan receivables of approximately HK\$167,154,000, interest receivables of approximately HK\$22,468,000, prepayments for purchase of building materials of approximately HK\$292,491,000 and consideration receivables of approximately HK\$130,601,000 as at 31 December 2019. There are no other satisfactory audit procedures that we could adopt to determine whether any allowance for non-recovery of the amounts should be made and whether the related interest income is properly recorded in the consolidated financial statements for the years ended 31 December 2020 and 2019.

保留意見的基礎

1. 應收貿易賬款、應收貸款、應收利息、預付款項及應收代價及應收貸款利息收入

我們無法取得充足適當審計證據，以令我們信納於二零二零年十二月三十一日之應收貿易賬款約19,365,000港元、應收貸款約178,200,000港元、應收利息約39,731,000港元、採購建築材料的預付款項約311,862,000港元及應收代價約139,232,000港元；以及於二零一九年十二月三十一日之應收貿易賬款約17,812,000港元、應收貸款約167,154,000港元、應收利息約22,468,000港元、採購建築材料的預付款項約292,491,000港元及應收代價約130,601,000港元是否可收回。概無其他我們可選擇採納的令人滿意的審計程序，以釐定是否應於截至二零二零年及二零一九年十二月三十一日止年度之綜合財務報表中就有關不可收回的款項作出任何撥備及是否妥善記錄相關利息收入。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

2. Limited accounting books and records of certain subsidiaries of the Group

In addition to the qualified items stated above, due to the insufficiency of supporting documentation and explanations for accounting books and records in respect of certain subsidiaries of the Group for the year ended 31 December 2020, we were unable to carry out audit procedures to satisfy ourselves as to whether the following income and expenses for the year ended 31 December 2020, and the assets and liabilities as at 31 December 2020, and the segment information and other related disclosure notes in relation to certain subsidiaries of the Group, as included in the consolidated financial statements of the Group, have been accurately recorded and properly accounted for in the consolidated financial statements:

(a) Income and expenses:

		For the year ended 31 December 2020 截至 二零二零年 十二月 三十一日 止年度 HK\$'000 千港元
Revenue	收益	5,951
Cost of sales	銷售成本	(5,899)
Other gains, net	其他淨收益	2
Interest income	利息收入	15,258*
Administrative and operating expenses	行政及經營開支	(1,105)
Finance costs	融資成本	(7)
Income tax expense	所得稅開支	-
Profit for the year	年內溢利	14,200

* Included in qualified item (1) above.

2. 貴集團若干附屬公司的會計賬目及記錄有限

除上述的保留意見項目外，由於貴集團若干附屬公司截至二零二零年十二月三十一日止年度的會計賬目及記錄的證明文件及解釋不足，以令我們無法進行會計程序，使我們信納以下截至二零二零年十二月三十一日止年度的收入及開支及於二零二零年十二月三十一日的資產及負債及貴集團若干附屬公司的相關分部資料及貴集團綜合財務報表其他相關披露附註是否在綜合財務報表準確記錄及妥為入賬：

(a) 收入及開支：

* 已計入上述保留意見項目(1)。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

(b) Assets and liabilities:

(b) 資產及負債：

		As at 31 December 2020 於 二零二零年 十二月 三十一日 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	33
Bank and cash balances	銀行及現金結餘	29
Trade and other payables	應付貿易賬款及其他應付款項	9,279
Income tax payables	應付所得稅	2,487

(c) Commitments and contingent liabilities:

No sufficient evidence has been provided to satisfy ourselves as to the existence and completeness of the disclosures of commitments and contingent liabilities in relation to certain subsidiaries of the Group and their operations as at 31 December 2020.

(c) 承擔及或然負債：

未能提供足夠的證據使我們信納於二零二零年十二月三十一日的貴集團若干附屬公司及其營運承擔及或然負債相關披露是否存在及完整。

(d) Related party transaction and disclosures:

No sufficient evidence has been provided to satisfy ourselves as to the existence, accuracy and completeness of the disclosures of the related party transactions for the year ended 31 December 2020 and balances as at 31 December 2020 in relation to certain subsidiaries of the Group and their operations as required by Hong Kong Accounting Standard 24 (Revised) "Related Party Disclosures".

(d) 關聯方交易及披露：

未能提供足夠的證據使我們信納有關貴集團若干附屬公司及其營運截至二零二零年十二月三十一日止年度的關聯方交易及於二零二零年十二月三十一日的關聯方交易餘額的披露是否存在、準確和完整，以符合香港會計準則第24號(修訂)「關聯方披露」的要求。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Any adjustments to the figures as described above points 1 to 2 might have a consequential effect on the Group's financial performance and cash flows for the years ended 31 December 2020 and 2019 and the financial positions of the Group as at 31 December 2020 and 2019, and the related disclosures thereof in the consolidated financial statements.

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

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2 to the consolidated financial statements which mentions that the Group incurred a loss attributable to owners of the Company of approximately HK\$25,776,000 for the year ended 31 December 2020. In addition, as at 31 December 2020, the Group's bank and cash balances of approximately HK\$4,027,000 is insufficient to cover the current liabilities of approximately HK\$98,989,000. These conditions indicate a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

上文第1點至2點所述數字之任何調整可能對 貴集團截至二零二零年及二零一九年十二月三十一日止年度之財務表現及現金流量以及 貴集團於二零二零年及二零一九年十二月三十一日之財務狀況及其於綜合財務報表之相關披露造成影響。

我們已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔之責任已在我們報告「核數師就審計綜合財務報表承擔之責任」部份中作進一步闡述。根據香港會計師公會頒佈之專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已履行守則中之其他專業道德責任。我們相信，我們所獲得之審計憑證能充足及適當地為我們的保留意見提供基礎。

與持續經營有關之重大不確定性

須注意的是，綜合財務報表附註2提述 貴集團截至二零二零年十二月三十一日止年度產生 貴公司擁有人應佔虧損約25,776,000港元。此外，於二零二零年十二月三十一日， 貴集團之銀行及現金結餘約4,027,000港元不足涵蓋流動負債約98,989,000港元。有關情況顯示可能對 貴集團之持續經營能力產生重大疑慮的重大不確定性。我們就此事項之意見並無修改。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section and the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matter to be communicated in our report.

Investment properties

Refer to Note 21 to the consolidated financial statements

The Group measured its investment properties at fair value with the changes in fair value recognised in the consolidated profit or loss. This fair value measurement is significant to our audit because the balance of investment properties of approximately HK\$181,170,000 as at 31 December 2020 and the fair value loss of approximately HK\$2,023,000 for the year then ended are material to the consolidated financial statements. In addition, the Group's fair value measurement involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the competence, independence and integrity of the external valuer engaged by client;
- Obtaining the external valuation report and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgements and assumptions applied in the valuation model;
- Checking key assumptions and input data in the valuation model to supporting evidence;

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。除了「保留意見的基礎」及「與持續經營有關之重大不確定性」兩節中所述的事項外，我們確定以下事項為需要在報告中溝通的關鍵審計事項。

投資物業

參閱綜合財務報表附註21

貴集團以公允價值計量其投資物業，有關公允價值變動並於綜合損益表內確認。公允價值計量對我們的審計而言屬重大，因投資物業於二零二零年十二月三十一日之結餘約181,170,000港元及截至該日止年度公允價值虧損約2,023,000港元對綜合財務報表而言屬重大。此外，貴集團之公允價值計量涉及判斷之應用並根據多個假設及估計。

我們的審計程序包括(其中包括)：

- 評估客戶委聘之外部估值師之資格、獨立性及誠信；
- 取得外部估值報告並與外部估值師就估值程序、所使用的方法及支持重大判斷之市場證據及估值模型應用之假設進行討論及提出質疑；
- 檢查估值模型之主要假設及輸入數據以支持證據；

Independent Auditor's Report (Continued)

獨立核數師報告(續)

- Checking arithmetical accuracy of the valuation model; and
- Assessing the disclosure of the fair value measurement in the consolidated financial statements.

We consider that the Group's fair value measurement of the investment properties is supported by the available evidence.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we will 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. As described in the Basis for Qualified Opinion section above, we were unable to obtain sufficient appropriate evidence about the trade receivables, loan receivables, interest receivables, prepayments, consideration receivables and interest income from loan receivables, and limited accounting books and records of certain subsidiaries of the Group. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to this matters.

- 檢查估值模型之計算準確性；及

- 評估綜合財務報表內公允價值計量之披露。

我們認為已取得的證據支持 貴集團對投資物業的公允價值計量。

其他信息

董事須對其他信息負責。其他信息包括在 貴公司年報內的所有信息(但不包括綜合財務報表及我們的核數師報告)。

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

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

倘根據我們的工作，我們得出結論認為該其他資訊存在重大錯誤，我們必須報告這一事實。如上文「保留意見的基礎」一節所述，我們無法獲得關於應收貿易賬款、應收貸款、應收利息、預付款項、應收代價和應收貸款利息收入、及 貴集團若干附屬公司的有限會計賬目和記錄的充分適當證據。因此，我們無法斷定該事項的其他資訊是否存在重大錯誤。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

董事就綜合財務報表須承擔的責任

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向 閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

This description forms part of our auditor's report.

有關審計綜合財務報表的責任之進一步詳情載於香港會計師公會之網址：

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

本說明組成獨立核數師報告的一部分。

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Sze Lin Tang

Audit Engagement Director

Practising Certificate Number P03614

Hong Kong, 15 April 2021

中匯安達會計師事務所有限公司

執業會計師

施連燈

審計項目董事

執業證書編號 P03614

香港，二零二一年四月十五日

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

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收入	10	54,054	56,883
Cost of sales	銷售成本		(53,455)	(56,386)
Gross profit	毛利		599	497
Other gains, net	其他淨收益	11	231	69
Interest income	利息收入	12	15,259	15,736
Fair value change on investment properties	投資物業公允價值變動	21	(2,023)	(2,270)
Administrative and operating expenses	行政及經營開支		(18,048)	(21,560)
Loss from operations	經營虧損		(3,982)	(7,528)
Finance costs	融資成本	13	(21,794)	(17,558)
Loss before tax	除稅前虧損	14	(25,776)	(25,086)
Income tax expense	所得稅開支	15	–	–
Loss for the year	年度虧損		(25,776)	(25,086)
Loss per share attributable to owners of the Company (expressed in HK cent per share)	本公司擁有人應佔每股虧損 (以每股港仙呈列)			
Basic and diluted	基本及攤薄	17	(5.40)	(5.55)

Consolidated Statement of Other Comprehensive Income

綜合其他全面收益表

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

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss for the year	年度虧損	(25,776)	(25,086)
Other comprehensive income/(loss), net of tax	其他全面收入／(虧損)， 扣除稅項		
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可重新分類至損益之項目：		
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	37,032	(12,432)
Other comprehensive income/(loss) for the year, net of tax	年度其他全面收入／(虧損)， 扣除稅項	37,032	(12,432)
Total comprehensive income/(loss) for the year	年度全面收入／(虧損)總額	11,256	(37,518)

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

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	546	650
Right-of-use assets	使用權資產	19	–	2,547
Investment properties	投資物業	21	181,170	171,946
Intangible assets	無形資產		780	780
Rental deposits	租金按金		56	1,210
			182,552	177,133
Current assets	流動資產			
Loan receivables	應收貸款	20	178,200	167,154
Trade receivables	應收貿易賬款	23	22,150	17,812
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	24	492,297	446,981
Bank and cash balances	銀行及現金結餘		4,027	2,087
			696,674	634,034
Total assets	資產總額		879,226	811,167
Capital and reserves	資本及儲備			
Share capital	股本	27	27,120	22,620
Reserves	儲備		542,592	515,653
			569,712	538,273

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

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Deferred loan interest income — non-current portion	遞延貸款利息收入 — 非即期部分		—	55
Asset retirement obligation	資產退廢債務		495	495
Bank and other borrowings	銀行及其他貸款	26	210,030	—
			210,525	550
Current liabilities	流動負債			
Trade and other payables	應付貿易賬款及其他應付款項	25	95,994	69,351
Lease liabilities	租賃負債		—	3,285
Deferred loan interest income — current portion	遞延貸款利息收入 — 即期部分		—	1,114
Shareholder's loan	股東貸款	31(b)	—	10,652
Loan from a fellow subsidiary	來自同系附屬公司之貸款	31(c)	272	—
Loan from a related company	來自關連公司之貸款	31(d)	—	5,083
Amount due to a fellow subsidiary	應付同系附屬公司款項	31(e)	236	—
Bank and other borrowings	銀行及其他貸款	26	—	180,526
Income tax payable	應付所得稅		2,487	2,333
			98,989	272,344
Total liabilities	負債總額		309,514	272,894
Total equity and liabilities	權益及負債總額		879,226	811,167

The consolidated financial statements on pages 82 to 167 have been approved by the Board of Directors on 15 April 2021 and are signed on its behalf by:

第82至167頁之綜合財務報表經董事會於二零二一年四月十五日批准及由下列董事代表董事會簽署：

Approved by:

經下列董事批准：

Li Gang

李剛
Director
董事

Jiang Senlin

姜森林
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

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	22,620	1,092,712	19,980	65,988	(19,239)	(606,270)	575,791
Comprehensive loss	全面虧損							
Loss for the year	年度虧損	-	-	-	-	-	(25,086)	(25,086)
Other comprehensive loss	其他全面虧損							
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(12,432)	-	(12,432)
Total comprehensive loss	全面虧損總額	-	-	-	-	(12,432)	(25,086)	(37,518)
Transactions with owners in their capacity as owners	與擁有人以擁有人之身份進行之交易							
Lapse of share options	購股權失效	-	-	-	(10,404)	-	10,404	-
At 31 December 2019	於二零一九年十二月三十一日	22,620	1,092,712	19,980	55,584	(31,671)	(620,952)	538,273
At 1 January 2020	於二零二零年一月一日	22,620	1,092,712	19,980	55,584	(31,671)	(620,952)	538,273
Comprehensive loss	全面虧損							
Loss for the year	年度虧損	-	-	-	-	-	(25,776)	(25,776)
Other comprehensive income	其他全面收益							
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	37,032	-	37,032
Total comprehensive income	全面收益總額	-	-	-	-	37,032	(25,776)	11,256
Transactions with owners in their capacity as owners	與擁有人以擁有人之身份進行之交易							
Placing of new shares (note 27)	配售新股份(附註27)	4,500	15,683	-	-	-	-	20,183
Lapse of share options	購股權失效	-	-	-	(18,381)	-	18,381	-
At 31 December 2020	於二零二零年十二月三十一日	27,120	1,108,395	19,980	37,203	5,361	(628,347)	569,712

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
OPERATING ACTIVITIES			
	經營業務		
Loss before tax	除稅前虧損	(25,776)	(25,086)
Adjustments for:	就下列項目作出調整：		
Interest income	融資收入	(15,259)	(15,736)
Finance costs	融資成本	21,794	17,558
Depreciation of property, plant and equipment	物業、廠房及設備折舊	91	118
Depreciation of right-of-use assets	使用權資產折舊	2,547	2,778
Fair value change on investment properties	投資物業公允價值變動	2,023	2,270
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	47	-
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(14,533)	(18,098)
Change in trade receivables	應收貿易賬款變動	(3,083)	69
Change in deposits, prepayments and other receivables	按金、預付款項及其他 應收款項變動	(517)	5,681
Change in trade and other payables	應付貿易賬款及其他 應付款項變動	102	24,341
NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES	經營業務(所用)/所得 之現金淨額	(18,031)	11,993
INVESTING ACTIVITIES			
	投資活動		
Interest received	已收利息	1	1
Purchase of property, plant and equipment	購入物業、廠房及設備	(32)	(19)
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(31)	(18)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

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

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	(743)	(17,269)
Lease interest paid	已付租賃利息	(83)	(289)
Proceeds from bank and other borrowings	銀行及其他貸款所得款項	–	180,526
Repayment of bank and other borrowings	償還銀行及其他貸款	–	(184,425)
Advance from a fellow subsidiary	應收同系附屬公司預付款項	236	–
Proceeds from shareholder's loan	股東貸款所得款項	7,740	6,452
Proceeds from loan from a fellow subsidiary	來自同系附屬公司之貸款 之所得款項	272	–
Repayment of loan from a fellow subsidiary	償還來自同系附屬公司 之貸款	(5,083)	–
Proceeds from loan from a related company	關連公司貸款所得款項	–	5,083
Repayment of lease liabilities	償還租賃負債	(3,285)	(2,040)
Proceeds from placing of shares	配售股份所得款項	20,183	–
NET CASH GENERATED FROM/ (USED IN) FINANCING ACTIVITIES	融資活動所得／(所用)現金淨額	19,237	(11,962)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	1,175	13
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	年初之現金及現金等價物	2,087	2,123
EXCHANGE DIFFERENCE ON CASH AND CASH EQUIVALENTS	現金及現金等價物之匯兌差額	765	(49)
CASH AND CASH EQUIVALENTS AT END OF YEAR, REPRESENTED BY BANK AND CASH BALANCES	年終之現金及現金等價物， 即為銀行及現金結餘	4,027	2,087

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL INFORMATION

Enviro Energy International Holdings Limited (the “**Company**”) was incorporated as an exempted company in the Cayman Islands with limited liability under the Companies Law (Revised) of the Cayman Islands on 3 July 2002. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is 20/F, No. 9 Des Voeux Road West, Sheung Wan, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The principal activities of the Company and its subsidiaries (collectively referred to as the “**Group**”) engaged in sale of materials business, investment holding and properties investment via its subsidiary companies in Hong Kong and the People’s Republic of China (the “**PRC**”).

In the opinion of the directors of the Company, as at 31 December 2020, Wonderland International Financial Holdings Limited, a company incorporated in Hong Kong (“**HK**”), is the immediate holding company, and Wonderland International Financial Holdings Company, a company incorporated in the Cayman Islands, is the ultimate holding company of the Company, and Mr. Li Gang (“**Mr. Li**”), Executive Director and Chairman of the Board, is the ultimate controlling party of the Company (the “**Controlling Shareholder**”).

These consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the Company’s functional and the Group’s presentation currency.

1. 一般資料

環能國際控股有限公司(「**本公司**」)根據開曼群島公司法(經修訂)於二零二零年七月三日在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。其主要營業地點之地址為香港上環德輔道西9號20樓。本公司之股份在香港聯合交易所有限公司(「**聯交所**」)主板上市。

本公司及其附屬公司(統稱「**本集團**」)的主要業務為透過其於香港及中華人民共和國(「**中國**」)附屬公司從事銷售材料業務、投資控股及物業投資。

本公司董事認為，於二零二零年十二月三十一日，於香港(「**香港**」)註冊成立之公司Wonderland International Financial Holdings Limited為直接控股公司，而於開曼群島註冊成立之公司華德國際金融控股公司為本公司最終控股公司，而李剛先生(「**李先生**」)(執行董事兼董事會主席)為本公司之最終控股方(「**控股股東**」)。

此等綜合財務報表乃以本公司之功能及本集團之呈列貨幣港元(「**港元**」)呈列。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2. GOING CONCERN BASIS

The Group incurred a loss attributable to owners of the Company of approximately HK\$25,776,000 for the year ended 31 December 2020. In addition, as at 31 December 2020, the Group's bank and cash balances of approximately HK\$4,027,000 is insufficient to cover the current liabilities of approximately HK\$98,989,000. These conditions indicate a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the financial support of the Controlling Shareholder, at a level sufficient to finance the working capital requirements of the Group. The Controlling Shareholder has agreed to provide adequate funds for the Group to meet its liabilities as they fall due. The directors of the Company are therefore of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

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

2. 持續經營基準

本公司擁有人應佔截至二零二零年十二月三十一日止年度虧損約25,776,000港元。此外，本集團於二零二零年十二月三十一日之銀行及現金結餘約4,027,000港元不足以支付流動負債約98,989,000港元。該等情況顯示存在重大不確定因素，可能對本集團持續經營能力產生重大疑慮。因此，本集團可能無法於正常業務過程中變現其資產及清償其負債。

該等綜合財務報表乃根據持續經營基準編製，其有效性取決於控股股東提供的財務支持足以撥付本集團營運資金所需的資金。控股股東已同意向本集團提供足夠資金以應付其到期的負債。本公司董事因此認為按持續經營基準編製綜合財務報表乃屬恰當。倘本集團無法持續經營，則須對綜合財務報表作出調整以調整本集團之資產價值至其可收回款額，就可能產生的任何進一步負債作出撥備，並分別將非流動資產及負債重新分類為流動資產及負債。

3. 採納新訂及經修訂香港財務報告準則

於本年度，本集團已採納所有由香港會計師公會（「香港會計師公會」）頒佈與其業務有關，並於二零二零年一月一日開始的會計年度生效的新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則不會對本年度及過往年度本集團之會計政策、本集團綜合財務報表之呈列及所呈報之金額造成重大變動。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

4. SIGNIFICANT ACCOUNTING POLICIES

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

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties which are carried at their fair values.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise their judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in note 6 to the consolidated financial statements.

3. 採納新訂及經修訂香港財務報告準則(續)

本集團尚未應用已頒佈但尚未生效的新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則之影響，惟尚未能說明該等新訂及經修訂香港財務報告準則是否會對其經營業績及財務狀況造成重大影響。

4. 重大會計政策

此等綜合財務報表乃按照香港會計師公會所頒佈之香港財務報告準則、香港普遍採納之會計原則及香港聯合交易所有限公司證券上市規則及香港公司條例的適用披露規定而編製。

此等綜合財務報表乃根據歷史成本慣例編製，並就按公允價值列賬之投資物業重估作出修訂。

編製符合香港財務報告準則的綜合財務報表需要使用若干重大假設及估算。在應用會計政策時，董事亦需要作出判斷。涉及重大判斷及假設及估算對此等綜合財務報表屬重大之範圍於綜合財務報表附註6中披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Consolidation

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

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

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

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

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

4. 重大會計政策(續)

於編製此等綜合財務報表時應用之重大會計政策載列如下。

綜合

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止的財務報表。附屬公司指本集團擁有控制權的實體。倘本集團就參與實體所得可變動回報承擔風險或享有權利，並能透過其於該實體之權力影響該等回報，則本集團對該實體有控制權。當本集團擁有現有權利使其現時能控制有關活動(即對實體回報有重大影響的活動)時，本集團對該實體擁有權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士所持有的潛在投票權，以釐定是否擁有控制權。潛在投票權僅於有關持有人擁有實質能力行使該權利時，方會予以考慮。

附屬公司自控制權轉移至本集團之日起開始綜合入賬。彼等自喪失控制權之日起終止綜合入賬。

出售一間附屬公司而導致失去控制權的盈虧乃指(i)出售代價公允價值連同於該附屬公司保留的任何投資的公允價值與(ii)本公司分佔該附屬公司資產淨值連同與該附屬公司有關的任何餘下商譽以及任何相關累計外幣匯兌儲備兩者間的差額。

集團內公司間的交易、結餘及未變現溢利已予對銷。除非有證據顯示交易所轉讓的資產出現減值，未變現虧損亦會對銷。附屬公司的會計政策已作出必要變動，以確保與本集團所採納的政策保持一致。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Consolidation (Continued)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

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

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

4. 重大會計政策(續)

綜合(續)

非控股權益指附屬公司中並非由本公司直接或間接應佔的權益。非控股權益在綜合財務狀況表及綜合權益變動表的權益中列示。於綜合損益及其他全面收益表內，非控股權益呈列為在本公司非控股股東與擁有人之間的年度損益及全面收益總額分配。

即使會導致非控制權益出現虧絀，損益及其他全面收益各個組成部分歸屬於本公司擁有人及非控股股東。

對於附屬公司擁有權之變動，若無導致本公司失去其控制權，則列作權益交易入賬(即與擁有人以其股東身份進行之交易)。控股及非控股權益之賬面值會作出調整，以反映彼等於附屬公司之相關權益變動。對非控股權益作出調整之金額與已付或已收代價之公允價值兩者間之任何差額會直接於權益確認，並歸屬予本公司股東。

業務合併及商譽

本集團採用收購法為業務合併中所收購之附屬公司列賬。收購成本按所給予資產、所發行股本工具及所產生負債於收購日期之公允價值以及任何或然代價計量。收購相關成本於有關成本產生及接受服務之期間確認為開支。於收購時附屬公司之可識別資產及負債，均按其於收購日期之公允價值計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combination and goodwill (Continued)

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, equity investments at fair value through other comprehensive income), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

4. 重大會計政策(續)

業務合併及商譽(續)

收購成本超出本公司應佔附屬公司可識別資產及負債公允價值淨額之差額，入賬列作商譽。本公司應佔可識別資產及負債之公允價值淨額超出收購成本之差額，乃於綜合損益內確認為本公司應佔議價收購收益。

對於分段進行之業務合併，先前已持有之附屬公司之股權乃按其於收購日期之公允價值重新計量，而由此產生之損益於綜合損益表內確認。公允價值會加入至收購成本以計算商譽。

倘先前已持有之附屬公司之股權之價值變動已於其他全面收益內確認(例如透過其他全面收益按公允價值列賬之股本投資)，則於其他全面收益確認之金額乃按在先前已持有之股權被出售的情況下所需之相同基準確認。

商譽於每年進行減值測試或倘出現可能減值之事宜或情況出現變動，則會作更頻密測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計算方法與其他資產所用者相同(誠如下文會計政策所述)。商譽之減值虧損於綜合損益內確認且不會於其後撥回。就減值測試而言，商譽會被分配至受惠於收購之協同效益之現金產生單位。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK\$. The functional currency of the Group's principal operating entities is Renminbi. The directors consider that choosing HK\$ as the presentation currency best suits the needs of the shareholders and investors.

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

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

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

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

4. 重大會計政策(續)

外幣換算

(i) 功能及呈列貨幣

本集團各實體之財務報表所載項目乃按實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以港元呈列。本集團主要經營實體之功能貨幣為人民幣。董事認為選擇港元作呈列貨幣最能切合股東及投資者的需要。

(ii) 各實體財務報表的交易及結餘

外幣交易於初步確認時按交易日期的現行匯率換算為功能貨幣。以外幣為單位的貨幣資產及負債按於各報告期末的匯率換算。此換算政策產生的盈虧於損益內確認。

以外幣按公允價值計量的非貨幣項目採用釐定公允價值當日的匯率換算。

當非貨幣項目的盈虧於其他全面收益內確認時，該盈虧的任何匯兌部分則於其他全面收益內確認。當非貨幣項目的盈虧於損益內確認時，該盈虧的任何匯兌部分於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation (Continued)

(iii) Translation on consolidation

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

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

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

4. 重大會計政策(續)

外幣換算(續)

(iii) 綜合賬目的換算

本集團旗下所有功能貨幣有別於本集團呈列貨幣的實體，其業績及財務狀況按以下方式換算為本集團的呈列貨幣：

- 各財務狀況表呈列之資產及負債乃按財務狀況表日期之收市匯率換算；
- 收支乃按平均匯率換算(除非該平均匯率並非有關交易日期現行匯率累計影響之合理概約值，在該情況下，收支按有關交易當日之匯率換算)；及
- 所有因此而產生的匯兌差額均於匯兌儲備中確認。

於綜合賬目時，因換算於海外實體投資淨額及借貸而產生的匯兌差額均於匯兌儲備中確認。當出售海外業務時，有關匯兌差額於綜合損益內確認為出售時產生的部分盈虧。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

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

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

Depreciation is calculated using the straight-line method to allocate the cost of the assets to their residual values over their estimated useful lives, as follows:

Leasehold improvements	3 year or over the lease term, whichever is shorter
Computer equipment and software	2–3 years
Office equipment	5 years

The estimated residual values, useful lives and depreciation method are reviewed, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

4. 重大會計政策(續)

物業、廠房及設備

物業、廠房及設備按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目之成本包括其購買價及任何使資產達至營運狀況及地點作擬定用途之直接應佔成本。

其後成本僅於與該項目有關之未來經濟利益可能流入本集團，而該項目之成本能可靠計量時，方列入資產之賬面值或確認為獨立資產(如適用)。所有其他維修及維護於產生期間之損益確認。

折舊以直線法計量，以於彼等之估計可使用年期將資產之成本分配至其剩餘價值：

租賃裝修	3年或租約年期(以較短者為準)
電腦設備及軟件	2至3年
辦公室設備	5年

剩餘價值、可使用年期及折舊方法於各報告期末檢討，並預早計及任何估計變動之影響。

出售物業、廠房及設備所產生的收益或虧損為相關資產的銷售所得款項淨額與賬面值之間的差額，並於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. An investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at its fair value based on valuation by an external independent valuer. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

Leases

The Group as lessee

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

Office premises	33%
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4. 重大會計政策(續)

投資物業

投資物業為持作賺取租金及／或資本增值的土地及／或樓宇。投資物業初步按成本(包括物業應佔的所有直接成本)計量。

於初步確認後，投資物業根據外部獨立估值師的估值按公允價值列值。投資物業公允價值變動所產生之損益，乃於所產生期間之損益內確認。

出售投資物業的損益為物業的銷售所得款項淨額與賬面值之間的差額，並於損益中確認。

租賃

本集團作為承租人

租賃於租賃資產可供本集團使用時確認為使用權資產及相應租賃負債。使用權資產乃按成本減累計折舊及減值虧損列賬。使用權資產乃按資產使用年期與租賃期二者中較短者以直線法按撇銷其成本的折舊率折舊。主要年折舊率如下：

辦公室物業	33%
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Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as lessee (Continued)

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

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

The Group as lessor

Operating leases

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

4. 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產乃按成本(包括初步計量租賃負債金額、預付租賃款項、初步直接成本及恢復成本)計量。租賃負債包括使用租賃內所述利率(倘有關利率可予確定,否則以本集團的遞增貸款利率)折現租賃付款的現值淨額。各租賃付款於負債與融資成本之間分配。融資成本於租期內在損益內扣除,以使租賃負債餘額的利率固定。

與短期租賃相關的付款及低價值資產租賃於租期內以直線法在損益內確認為開支。短期租賃乃為初步租期為十二個月或以下的租賃。低價值資產為價值低於5,000美元的資產。

本集團作為出租人

經營租賃

資產擁有權的所有風險及回報實質上並無轉移至承租人的租賃作為經營租賃入賬。來自經營租賃的租金收入於相關租賃年內以直線法確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Club membership

Club membership with indefinite useful life is stated at cost less any impairment losses. Impairment is reviewed annually or when there is any indication that the club membership has suffered an impairment loss.

Recognition and derecognition of financial instruments

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

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

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

4. 重大會計政策(續)

會所會籍

擁有無限使用期的會所會籍以成本扣減任何減值虧損列賬。本集團會每年或於有跡象顯示會所會籍蒙受減值虧損時審閱減值。

確認及終止確認金融工具

金融資產及金融負債於本集團成為有關工具合約條文之訂約方時在綜合財務狀況表確認。

金融資產於以下情況終止確認：自資產收取現金流的合約權利屆滿時；本集團轉讓資產擁有權的絕大部分風險及回報；或本集團既無轉移亦無保留資產擁有權的絕大部分風險及回報，但並無保留資產之控制權時。於終止確認金融資產時，資產賬面值與已收代價總和之間的差額乃於損益確認。

金融負債於有關合約訂明的責任獲解除、註銷或屆滿時終止確認。已終止確認的金融負債的賬面值與已付代價之間的差額於損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets

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

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

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

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

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

4. 重大會計政策(續)

金融資產

倘根據合約買賣金融資產，而合約條款規定須於有關市場所規定期限內交付資產，則該項資產按交易日基準確認入賬及終止確認，且初步按公允價值加直接交易成本確認，惟透過損益按公允價值列賬的投資則除外。收購透過損益按公允價值列賬的投資直接應佔的交易成本即時於損益確認。

本集團的金融資產分為按攤銷成本列賬之金融資產：

倘金融資產(包括應收貿易賬款及其他應收賬款)符合以下條件，則歸入此類：

- 該項資產乃於一項目標為持有資產以收取合約現金流的業務模式中持有；及
- 該項資產的合約條款會導致於指定日期產生純為支付本金及未償還本金額利息的現金流。

有關資產其後以實際利率法按攤銷成本扣除預期信貸虧損的虧損撥備計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loss allowances for expected credit losses

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

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

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

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

4. 重大會計政策(續)

預期信貸虧損的虧損撥備

本集團就按攤銷成本列賬的金融資產的預期信貸虧損確認虧損撥備。預期信貸虧損為加權平均信貸虧損，當中以各自發生違約的風險作為加權。

於各報告期末，就應收貿易賬款或信貸風險自首次確認以來已大幅上升的金融工具而言，本集團按相當於金融工具預期年內所有可能出現的違約事件所產生的預期信貸虧損(「**生命週期預期信貸虧損**」)的金額計算該項金融工具的虧損撥備。

倘於各報告期末，金融工具(應收貿易賬款除外)的信貸風險自首次確認以來並無大幅上升，本集團按相當於生命週期預期信貸虧損中，代表該項金融工具於報告期間後十二個月內可能出現的違約事件所產生的預期信貸虧損部份的金額，計算該項金融工具的虧損撥備。

預期信貸虧損金額或為將報告期末虧損撥備調整至所需金額而作出的撥回乃於損益中確認為減值收益或虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

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

Financial liabilities and equity instruments

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

Borrowings

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

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

Trade and other payables

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

4. 重大會計政策(續)

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物指銀行及手頭現金、存放於銀行及其他金融機構的活期存款，以及可隨時轉換為已知金額現金，且價值變動風險不大的短期高流動性投資。現金及現金等價物的組成部分亦包括應要求償還，並構成本集團現金管理一部分的銀行透支。

金融負債及權益工具

金融負債及權益工具乃根據所訂立合約安排的內容及香港財務報告準則項下金融負債和權益工具的定義分類。權益工具為證明於本集團資產(經扣除其所有負債後)剩餘權益的任何合約。就特定金融負債及權益工具採納的會計政策載列如下。

貸款

貸款初步按公允價值(扣除所產生的交易成本後)確認，其後以實際利率法按攤銷成本計量。

除非本集團有權無條件將債務清償日期遞延至報告期末後至少12個月，否則貸款將被分類為流動負債。

應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初步按公允價值列賬，其後以實際利率法按攤銷成本計量，惟貼現影響並不重大者除外，在該情況下，則按成本列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity instruments

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

Revenue from contracts with customers

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

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

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

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

4. 重大會計政策(續)

權益工具

本公司所發行的權益工具按已收所得款項扣除直接發行成本入賬。

客戶合約收入

收入按客戶合約所訂明的代價計量，當中會參考常見的業務慣例，且並不包括代表第三方收取的金額。至於客戶付款與轉讓承諾產品或服務期間相距超過一年的合約，有關代價會就重大融資部份的影響作出調整。

本集團會於透過向客戶轉讓產品或服務的控制權而完成一項履約責任時確認收入。視乎合約條款及適用於合約的法例，履約責任可於一段時間或特定時間點履行。在以下情況下，履約責任乃於一段間履行：

- 客戶同時收取及消耗本集團履約所提供的利益；
- 本集團的履約創建及增強客戶於該項資產創建或增強時所控制的資產；或
- 本集團的履約未創造對本集團具有替代用途的資產，而本集團有強制執行權收取至今已履約部分的款項。

倘履約責任乃於一段時間履行，則收入乃參考履約責任的完成進度確認。否則，收入於客戶獲得產品或服務控制權時確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other revenue

Interest income is recognised using the effective interest method.

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

Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

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

(iii) Termination benefits

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

4. 重大會計政策(續)

其他收入

利息收入按實際利率法確認。

租金收入於租期內按直線法確認。

僱員福利

(i) 僱員休假權利

僱員享有之年假及長期服務假期於僱員獲得有關假期時確認。本公司已為僱員在計至報告期結日止所提供之服務而產生之年假及長期服務假之估計負債作出撥備。

僱員之病假及分娩假期權利於休假時方予確認。

(ii) 退休金責任

本集團向為全體僱員提供的定額供款退休計劃作出供款。本集團及僱員向計劃作出的供款按僱員基本薪金之指定百分比計算。於損益內扣除的退休福利計劃成本指本集團應付基金的供款。

(iii) 終止僱用福利

終止僱用福利於本集團再不能取消提供該等福利時及本集團確認重組成本當日及參與支付終止僱用福利時(以較早者為準)確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments

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

Borrowing costs

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

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

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

4. 重大會計政策(續)

以股份為基礎之付款

本集團向若干董事及僱員發行以權益結算並以股份為基礎的付款。以權益結算並以股份為基礎的付款按股本工具於授出日期的公允價值(不計非市場基礎歸屬條件的影響)計量。以權益結算並以股份為基礎的付款於授出日期釐定的公允價值就歸屬期按直線法支銷，並基於本集團對股份最終歸屬的估計及對非市場基礎歸屬條件的影響作出調整。

貸款成本

收購、建造或生產合資格資產(即需要經過相當長時間才能達到預定用途或銷售狀態之資產)直接應佔之貸款成本，會撥充該等資產成本之一部份，直至該等資產大致可作預定用途或銷售為止。就特定貸款而言，在其用於合資格資產前作臨時投資所賺取之投資收入，乃從合資格資本化之貸款成本中扣除。

在貸入有關資金乃整體上用於取得一項合資格資產的情況下，合資格撥充資本的貸款成本金額乃就資產開支應用特定的資本化比率釐定。資本化比率為適用於本集團於該期間內尚未償還貸款(特別就獲取合資格資產而借入之貸款除外)之加權平均借貸成本。

所有其他貸款成本於其產生期間在損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

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

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

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

4. 重大會計政策(續)

稅項

所得稅指即期稅項及遞延稅項之總和。

即期應付稅項根據年度應課稅溢利計算。應課稅溢利與損益中所確認的溢利不同，因其不包括其他年度應課稅或可扣稅收支項目，並進一步剔除從不課稅或從不可扣稅之項目。本集團之即期稅項責任使用於各報告期末已頒行或實際上已頒行的稅率計算。

遞延稅項乃就財務報表內資產及負債之賬面值與計算應課稅溢利所採用相應稅基之臨時差額予以確認。遞延稅項負債一般按所有應課稅暫時性差異確認，遞延稅項資產則於很可能有可用作對銷可扣減暫時性差異、未動用稅項虧損或未動用稅項抵免的應課稅溢利時方予以確認。如暫時性差異由商譽或首次確認於一項不影響應課稅溢利或會計溢利之交易中之其他資產及負債(業務合併除外)所產生，有關資產及負債不予確認。

遞延稅項負債就於附屬公司及聯營公司及合營公司的投資所產生的應課稅臨時差異予以確認，除非本集團可控制臨時差異的回撥，且臨時差異不大可能在可見將來回撥。

本集團會於各報告期末審閱遞延稅項資產之賬面值，並會扣減至不再可能有足夠應課稅溢利可供收回全部或部分有關資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

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

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

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

4. 重大會計政策(續)

稅項(續)

遞延稅項乃根據於各報告期末已頒行或實際上已頒行之稅率，按清還負債或變現資產之期間預期適用之稅率計量。遞延稅項乃於損益內確認，但倘其與於其他全面收益或直接於權益確認之項目有關則除外，於該情況下，遞延稅項亦會於其他全面收益或直接於權益中確認。

所計算之遞延稅項資產及負債反映本集團預期於報告期末收回或結清資產及負債賬面值之方法所帶來的稅務後果。

就計算使用公允價值模型計算的投資物業的遞延稅項而言，有關物業的賬面值乃假定會透過出售收回，有關假定被推翻除外。倘投資物業可予折舊，且為於本集團一項業務目標為透過隨時間(而非出售)消耗投資物業內含的絕大部份經濟利益的業務模式持有，則有關假定會被推翻。倘假定被推翻，有關投資物業的遞延稅項乃根據收回物業的預期方式計量。

倘有可依法強制執行權利將即期稅項資產與即期稅項負債抵銷，且遞延所得稅資產及負債與同一稅務機關所徵收的所得稅有關，而本集團有意按淨額基準結清其即期稅項資產及負債時，遞延所得稅資產與負債互相抵銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Segment reporting

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

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

Related parties

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

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

4. 重大會計政策(續)

分部報告

經營分部及綜合財務報表所呈報各分部之金額，乃摘錄自為向本集團各項業務分配資源及評估其業績而定期向本集團最高行政管理層提供之財務資料。

個別重要之經營分部不會合併進行財務報告，但如該等經營分部之經濟特性相似且其產品及服務之性質、生產工序之性質、客戶類別或階層、分銷產品或提供服務所使用之方法以至監管環境之性質類似，則作別論。個別不重要之經營分部如果符合以上大部分條件，則合併處理。

有關連人士

有關連人士為與本集團有關連的人士或實體。

- (a) 倘一名人士符合以下條件，該名人士或其近親即為與本集團有關連：
- (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

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

4. 重大會計政策(續)

有關連人士(續)

- (b) 倘一間實體符合以下任何條件，其即為與本集團有關連：
- (i) 該實體與本公司為同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此互有關連)。
 - (ii) 其中一間實體為另一間實體的聯營公司或合營公司(或其中一間實體為另一間實體所屬集團成員公司的聯營公司或合營公司)。
 - (iii) 兩間實體均為同一第三方的合營公司。
 - (iv) 其中一間實體為一名第三方的合營公司，而另一間實體為該第三方的聯營公司。
 - (v) 該實體乃為本集團或與本集團有關連的實體的僱員福利而設的退休福利計劃。倘本集團本身為該計劃，提供資助的僱主亦為與本集團有關連。
 - (vi) 該實體為受(a)項所識別人土控制或共同控制。
 - (vii) (a)(i)段所識別對實體有重大影響力或為該實體(或該實體母公司)主要管理人員之人士。
 - (viii) 向本公司或本公司母公司提供主要管理人員服務的實體或其所屬集團的任何成員公司。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets other than receivables, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

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

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

4. 重大會計政策(續)

資產減值

於各報告期末，本集團會審閱其有形資產(應收款項除外)之賬面值，以評估該等資產是否有蒙受減值虧損之跡象。若出現任何有關跡象，將會估計資產之可收回金額，以釐定任何減值虧損之程度。如未能估計個別資產之可收回金額，則本集團會估計資產所屬現金產生單位之可收回金額。

可收回金額為公允價值減出售成本及使用價值(以較高者為準)。於評估使用價值時，估計未來現金流使用反映當前市場對金錢時間價值之評估及資產特定風險之稅前貼現率貼現至其現值。

倘本集團估計某項資產或現金產生單位的可收回金額將低於其賬面值，則該項資產或現金產生單位的賬面值會下調至其可收回金額。減值虧損即時於損益中確認，惟按重估金額計算的相關資產除外，於該情況下，減值虧損作為重估值減少處理。

倘減值虧損其後撥回，資產或現金產生單位之賬面值會增加至其經修訂之估計可收回金額，惟增加後之賬面值不會超過於過往年度並後就資產(或現金產生單位)確認減值虧損而原應釐定之賬面值(經扣除攤銷或減值)為限。減值虧損撥回即時於損益中確認，惟按重估金額計算的相關資產除外，於該情況下，減值虧損撥回作為重估值增加處理。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions and contingent liabilities

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

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

Events after the reporting period

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

4. 重大會計政策(續)

撥備及或然負債

倘本集團因過往事件而須於現時承擔法定或推定責任，且履行該等責任可能導致經濟利益流出，而所涉及的金額能可靠估計時，則會就時間或數額未明的負債確認撥備。倘金錢的時間價值重大，則撥備會以預計履行責任的開支的現值呈列。

倘不大可能需要經濟利益流出，或無法對有關數額作出可靠估計，則有關責任會披露為或然負債，惟經濟利益流出的可能性極低則除外。須視乎某件或多件未來事件是否發生或不發生方能確定存在與否的可能責任，亦會披露為或然負債，惟經濟利益流出的可能性極低則除外。

報告期後事項

提供有關本集團於報告期末的狀況或顯示持續經營假設不適用的其他資料的報告期後事項均為調整事項，並於綜合財務報表內反映。並不屬調整事項的報告期後事項如屬重大，則於綜合財務報表附註中披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost capital.

The capital structure of the Group consists solely of equity attributable to owners of the Company, comprising issued share capital and reserves. Capital and reserves as at 31 December 2020 amounted to approximately HK\$569,712,000 (2019: approximately HK\$538,273,000).

The Directors review the cost of capital and the associated risk on a regular basis, and take appropriate actions to adjust the Group capital structure in a timely manner.

In order to fund the Group's trading business, properties investment and current development, significant amounts of capital in the form of borrowing or equity, or a combination of both, are considered to be necessary in the future. The Directors such funding for the future development will be available as and when required.

The Gearing ratio was as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank and other borrowings	銀行及其他借貸	210,030	180,526
Shareholders' loan	股東貸款	—	10,652
Loan from a related company	來自關連公司之貸款	—	5,083
Loan from a fellow subsidiary	來自同系附屬公司之貸款	272	—
Less: Bank balances and cash	減：銀行結餘及現金	(4,027)	(2,087)
Net debt	淨負債	206,275	194,174
Total equity	權益總額	569,712	538,273
Gearing ratio	資本負債比率	36%	36%

5. 資本風險管理

本集團對其資本進行管理，以確保本集團的實體能夠繼續作為持續經營企業，同時最大化股東回報及其他持份者的利益，並保持最佳資本結構以降低資本成本。

本集團的資本結構僅由本公司擁有人應佔權益組成，包括已發行股本及儲備。於二零二零年十二月三十一日，資本及儲備約為569,712,000港元(二零一九年：約538,273,000港元)。

董事定期檢討資本成本及相關風險，並採取適當行動及時調整本集團的資本結構。

為了為本集團的貿易業務、物業投資及目前發展提供資金，本集團認為未來有必要以借貸或股本或兩者結合提供大量資金。董事認為，未來發展所需資金將在需要時獲得。

資本負債比率如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements.

(a) Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the financial support of the Controlling Shareholder at a level sufficient to finance the working capital requirements of the Group. Details are explained in note 2 to the consolidated financial statements.

(b) Deferred tax for investment properties

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model of which the objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties, the directors have rebutted the presumption that investment properties measured using the fair value model are recovered through sale.

6. 關鍵判斷及主要估計

應用會計政策時作出的重大判斷

於應用會計政策時，董事曾作出以下對財務報表內所確認金額有最重大影響的判斷。

(a) 持續經營基準

該等綜合財務報表乃根據持續經營基準編製，其有效性取決於控股股東提供的財務支持足以撥付本集團營運資金所需的資金。詳情已於綜合財務報表附註2闡述。

(b) 投資物業的遞延稅項

就計算使用公允價值模型計算的投資物業的遞延稅項而言，董事已審視本集團之投資物業組合，得出結論本集團之投資物業於一項目標為透過隨時間(而非出售)消耗投資物業內含的絕大部份經濟利益的業務模式持有。因此，在釐定本集團投資物業的遞延稅項時，董事已推翻有關使用公允價值模型計算的投資物業透過出售收回的假定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued) 6. 關鍵判斷及主要估計(續)

Key sources of estimation uncertainty

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

(a) Fair values of investment properties

The Group appointed an independent professional valuer to assess the fair values of the investment properties. In determining the fair values, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions.

(b) Impairment loss for bad and doubtful debts

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

估計不確定性的主要來源

以下為於報告期末有關未來之主要假設及估計不確定性的其他主要來源，有關假設及不確定因素有極大風險導致資產及負債賬面值於下一個財政年度內出現重大調整。

(a) 投資物業的公允價值

本集團委任獨立專業估值師評估投資物業的公允價值。於釐定公允價值時，估值師運用涉及若干估計的估值方法。董事已作出判斷並信納有關估值方法可能映當前的市況。

(b) 呆壞賬減值虧損

本集團根據對應收貿易賬款、貸款及其他應收款項可收回性所作出的評估作出呆壞賬減值虧損，有關評估包括各債務人現時的信用度及過往收款經驗。減值於發生事件或情況有變顯示結餘可能無法收回時便會產生。識別呆壞賬需要作出判斷及估計。倘實際結果與原先估計有所不同，有關差額將對估計出現變動年度的應收貿易賬款及其他應收款項賬面值及呆壞賬開支造成影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued) 6. 關鍵判斷及主要估計(續)

Key sources of estimation uncertainty (Continued)

(c) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

估計不確定性的主要來源(續)

(c) 所得稅

本集團須繳納若干司法權區的所得稅。於釐定所得稅撥備時，須作出重大估計。於日常業務過程中存在多項最終稅項的釐定具有不確定性的交易及計算。倘該等事宜的最終稅項結果與初步入賬的金額不同，有關差額將影響作出釐定期間的所得稅及遞延稅項撥備。

7. FINANCIAL RISK MANAGEMENT

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

(a) Foreign currency risk

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

7. 財務風險管理

本集團的業務活動令其面對多項財務風險：外匯風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理計劃集中於金融市場的不確定性，並尋求將對本集團財務表現的潛在不利影響降至最低。

(a) 外幣風險

由於大部份業務交易、資產及負債主要以本集團之功能貨幣計值，本集團承受之外幣風險極微。本集團現時並無有關外幣交易、資產及負債的外幣對沖政策。本集團將密切監察外幣風險，並將於有需要時考慮對沖重大外幣風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

7. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk

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

The Group has policies in place to ensure that sales are made to customers with an appropriate credit history. The credit risk on bank and cash balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The directors of the Company are of the opinion that the credit risk on loan receivable is limited as the management has closely monitored its recoverability and ensure adequate provision for impairment is made when necessary.

As at 31 December 2020, in respect of trade receivables, the Group is exposed to concentration of credit risk to the extent that approximately HK\$8,268,000 (2019: HK\$7,755,000) of trade receivables is attributable by a customer. In order to minimise the credit risk, the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up actions are taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts.

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

7. 財務風險管理(續)

(b) 信貸風險

綜合財務狀況表內所示銀行及現金結餘、應收貿易賬款、貸款及其他應收款項的賬面值，為本集團就其金融資產所面臨的最高信貸風險。

本集團的既定政策為確保向具備合適信貸歷史的客戶進行銷售。銀行及現金結餘的信貸風險有限，原因是交易對手乃獲國際信貸評級機關給予高信貸評級的銀行。

由於管理層密切注視可收回性及確保必要時作出足夠減值撥備，本公司董事認為應收貸款信貸風險有限。

於二零二零年十二月三十一日，就應收貿易賬款而言，本集團面臨集中之信貸風險為來自一名客戶的8,268,000港元(二零一九年：7,755,000港元)應收貿易賬款。為將信貸風險減至最低，本集團已委派一組人員，專責釐定信貸限額、信貸審批及其他監控程序，以確保採取跟進行動收回逾期債項。此外，本集團亦檢討各筆債項於各報告期末的可收回金額，以確保已就不能收回金額提撥充足減值虧損。

於各報告期內，本集團透過比較金融資產於報告日期的違約風險與首次確認日期的違約風險，持續評估金融資產的信貸風險是否已大幅增加。其會考慮可得的合理並有證據支持的前瞻性資料，尤其為使用以下資料：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

7. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

- internal credit rating;
- external credit rating (if available);
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations;
- actual or expected significant changes in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- significant changes in the value of the collateral or in the quality of guarantees or credit enhancements; and
- significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtor.

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

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

7. 財務風險管理(續)

(b) 信貸風險(續)

- 內部信貸評級；
- 外部信貸評級(如有)；
- 業務、財務或經濟狀況出現或預期會出現重大不利變動，預期會令借款人履行其責任的能力大幅改變；
- 借款人的營運業績出現或預期會出現重大變動；
- 同一借款人的其他金融工具的信貸風險大幅上升；
- 抵押品價值或擔保或信貸增級的質素出現重大變動；及
- 借款人的預期表現及行為出現重大變動，包括借款人的付款狀況變動。

倘債務人的合約付款逾期超過30日，信貸風險會被假定為已大幅上升。當對手方未能於合約付款到期後60日內作出付款，即屬金融資產違約。

金融資產於合理預期無法收回(例如債務人無法與本集團達成還款計劃)時撇銷。本集團通常會於債務人的合約付款逾期超過360日後將有關貸款或應收款項分類為撇銷。倘貸款或應收款項經已撇銷，則本集團(在實際可行及符合經濟效益的情況下)會繼續採取強制執行行動嘗試收到到期應收款項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

7. FINANCIAL RISK MANAGEMENT (Continued)

7. 財務風險管理(續)

(b) Credit risk (Continued)

(b) 信貸風險(續)

The Group uses two categories for non-trade loan and other receivables which reflect their credit risk and how the loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

本集團將非交易貸款及其他應收款項分為兩類，有關分類反映彼等的信貸風險，以及為各類別釐定虧損撥備的方法。於計算預期信貸虧損率時，本集團會考慮各類別的歷史虧損率，並會就前瞻性數據作出調整。

Category 類別	Definition 定義	Loss provision 虧損撥備
Performing 履約	Low risk of default and strong capacity to pay 違約風險低及付款能力強	12 month expected losses 12個月預期虧損
Non-performing 不良	Significant increase in credit risk 信貸風險大幅上升	Lifetime expected losses 生命週期預期虧損

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

7. FINANCIAL RISK MANAGEMENT (Continued) 7. 財務風險管理(續)

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and availability of financial support from controlling shareholder to meet its liquidity requirements in the short and long term.

The maturity analysis of the Group's financial liabilities is as follows:

(c) 流動資金風險

本集團的政策為定期監控當前及預期流動資金需要，以確保其維持足夠現金儲備應付其短期及長期的流動資金需要。

本集團金融負債的到期日分析如下：

		Less than 1 year 一年以下 HK\$'000 千港元	More than 1 year but less than 2 years 一年以上 但兩年以下 HK\$'000 千港元	More than 2 years but less than 5 years 兩年以上 但五年以下 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2020	於二零二零年 十二月三十一日				
Trade and other payables	應付貿易賬款及 其他應付款項	94,785	-	-	94,785
Bank and other borrowings and interest payable	銀行及其他貸款及 應付利息	6,589	10,502	220,532	237,623
Amount due to a fellow subsidiary	應付同系附屬公司 款項	236	-	-	236
Loan from a fellow subsidiary	來自同系附屬公司 之貸款	272	-	-	272
At 31 December 2019	於二零一九年 十二月三十一日				
Trade and other payables	應付貿易賬款及 其他應付款項	68,922	-	-	68,922
Bank and other borrowings and interest payable	銀行及其他貸款及 應付利息	197,189	-	-	197,189
Lease liabilities	租賃負債	3,427	-	-	3,427
Shareholder's loan	股東貸款	10,652	-	-	10,652
Loan from a related company	來自關連公司之貸款	5,411	-	-	5,411

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

7. FINANCIAL RISK MANAGEMENT (Continued)

(d) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances due to the fluctuation of the prevailing market interest rate. The directors consider the Group's exposure of the bank balances to cash flow interest rate risk is not significant as the interest rate fluctuation on bank balances is minimal. The Group currently does not have any interest rate hedging policy in relation to interest rate risks. The directors monitor the Group's exposure on an ongoing basis and will consider hedging interest rate risk should the need arise.

As the Group does not have significant exposure to interest rate risk, the Group's income and operating cash flows are substantially independent of changes in interest rates.

(e) Categories of financial instruments

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本列賬的金融資產 (包括現金及現金等價物)	383,423	341,363
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本列賬的金融負債	305,323	268,468

(f) Fair values

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

7. 財務風險管理(續)

(d) 利率風險

由於現行市場利率波動，本集團面對與浮息銀行結餘有關的現金流量利率風險。董事認為，由於銀行結餘之利率波動極微，因此本集團之銀行結餘所承擔之現金流量利率風險並不重大。本集團目前並無就利率風險制定任何利率對沖政策。董事會持續監控本集團之風險，在有需要時將會考慮對沖利率風險。

本集團並無面臨重大利率風險，故此本集團的收入及經營現金流量大致上獨立於利率變動。

(e) 金融工具分類

(f) 公允價值

綜合財務狀況表內所反映的本集團金融資產及金融負債賬面值與其各自的公允價值相若。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

8. FAIR VALUE MEASUREMENTS

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 following disclosures of fair value measurements use a fair value hierarchy that categories into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

8. 公允價值計量

公允價值為在市場參與者於計量日期進行之有序交易中就出售資產所收取或就轉讓負債所支付之價格。下文披露按公允價值層級計算的公允價值，其按估值技術中用以計量公允價值的輸入數據分為三個層級：

第一級輸入：本集團於計量日期可取得的相同資產或負債於活躍市場中的報價(未經調整)。

第二級輸入：第一級包括的報價以外，資產或負債可直接或間接觀察得出的輸入數據。

第三級輸入：資產或負債的不可觀察輸入數據。

本集團的政策為於發生導致轉撥的事件或情況變動當日確認三個層級間轉入及轉出

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

8. FAIR VALUE MEASUREMENTS (Continued)

8. 公允價值計量(續)

(a) Disclosures of level in fair value hierarchy at 31 December:

(a) 於十二月三十一日之公允價值層級披露：

Description	概述	Fair value measurements using: 使用以下層級計量的公允價值：			Total 總計
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Recurring fair value measurements:	經常性公允價值計量：				
Investment properties	投資物業				
Commercial — PRC	商用—中國	-	181,170	-	181,170
Total recurring fair value measurements	經常性公允價值計量總計	-	181,170	-	181,170

Description	概述	Fair value measurements using: 使用以下層級計量的公允價值：			Total 總計
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Recurring fair value measurements:	經常性公允價值計量：				
Investment properties	投資物業				
Commercial — PRC	商用—中國	-	171,946	-	171,946
Total recurring fair value measurements	經常性公允價值計量總計	-	171,946	-	171,946

During the years ended 31 December 2020 and 2019, there were no transfer between Level 1 and Level 2, or transfers into or out of Level 3.

截至二零二零年及二零一九年十二月三十一日止年度，第一級及第二級之間並無轉移，亦無轉入或轉出第三級。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

8. FAIR VALUE MEASUREMENTS (Continued)

(b) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements.

The Board is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes.

The following table gives information about how the fair values of the Group's investment properties carried at fair value are determined.

Level 2 fair value measurements

第二級公允價值計量

Description 概述	Valuation technique 估值技術	Key Input 輸入數據	Fair value 公允價值 2020 二零二零年 HK\$'000 千港元
Investment properties — PRC 投資物業—中國	Market comparable approach 市場比較法	Price per square metre 每平方米價格	181,170
Description 概述	Valuation technique 估值技術	Key Input 輸入數據	Fair value 公允價值 2019 二零一九年 HK\$'000 千港元
Investment properties — PRC 投資物業—中國	Market comparable approach 市場比較法	Price per square metre 每平方米價格	171,946

8. 公允價值計量(續)

(b) 本集團所使用估值程序及公允價值計量所使用的估值技術及輸入數據的披露

董事會負責財務報告所要求的資產及負債公允價值計量。

下表載列如何釐定本集團按公允價值計值的投資物業的公允價值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

9. SEGMENT INFORMATION

In a manner consistent with the way in which information is reported internally to the CEO, the Group has presented the following reportable segments:

- (i) Properties investment
- (ii) Investment holding
- (iii) Sale of materials business

For the purposes of assessing segment performance and allocating resources between segments, the CEO monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

- (a) Segment assets include all tangible and intangible assets and current assets with the exception of rental deposits, right-of-use assets, intangible assets and other unallocated head office corporate assets.
- (b) Segment liabilities include all liabilities with the exception of shareholder's loan, lease liabilities, amount due to a fellow subsidiary, loan from a related company, loan from a fellow subsidiary, asset retirement obligation, bank and other borrowings and other unallocated head office corporate liabilities.
- (c) Segment results are allocated to reportable segments with reference to sales generated and expenses incurred by those segments, together with other gains, net and administrative and operating expenses.

The amounts provided to the CEO with respect to the information mentioned above are measured in a manner consistent with that of the consolidated financial statements.

9. 分部資料

本集團以與向行政總裁內部呈報資產一致之方式呈列以下可呈報分部：

- (i) 物業投資
- (ii) 投資控股
- (iii) 銷售材料業務

為評估分部之表現及各分部間之資源分配，行政總裁按以下基準監察各可呈報分部之業績、資產及負債：

- (a) 分部資產包括所有有形及無形資產以及流動資產，但不包括租金按金、使用權資產、無形資產及其他未分配總辦事處企業資產。
- (b) 分部負債包括所有負債，但不包括股東貸款、租賃負債、應付同系附屬公司款項、來自關連公司之貸款、來自同系附屬公司之貸款、資產退廢債務、銀行及其他借款及其他借款及其他未分配總辦事處企業負債。
- (c) 分部業績參考該等分部所產生之銷售及開支，連同其他淨收益及行政及經營開支而分配至可呈報分部。

向行政總裁所提供有關上述資料的金額乃以與綜合財務報表所載者一致的方式計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

9. SEGMENT INFORMATION (Continued)

An analysis of the Group's revenue, results, assets and liabilities for the Group's reportable segments is as follows:

9. 分部資料(續)

本集團可呈報分部之本集團收入、業績、資產及負債之分析如下：

		Properties investment 物業投資 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Sale of materials business 銷售材料業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 December 2020	截至二零二零年 十二月三十一日止年度				
Revenue from external customers	外部客戶收入	463	-	53,591	54,054
Gross profit	毛利	463	-	136	599
Fair value change on investment properties	投資物業公允價值變動	(2,023)	-	-	(2,023)
Administrative and operating expenses	行政及經營開支	(1,726)	-	(1,160)	(2,886)
Segment results	分部業績	(3,286)	-	(1,024)	(4,310)
Unallocated: Other gains, net and interest income	未分配： 其他淨收益及利息收入				15,490
Administrative and operating expenses	行政及經營開支				(15,162)
Operating loss	經營虧損				(3,982)
Finance costs	融資成本				(21,794)
Loss before tax	除稅前虧損				(25,776)
Income tax expense	所得稅開支				-
Loss for the year	年度虧損				(25,776)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

9. SEGMENT INFORMATION (Continued)

9. 分部資料(續)

		Properties investment 物業投資 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Sale of materials business 銷售材料業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2020	於二零二零年十二月三十一日				
Segment assets	分部資產	327,822	2	331,926	659,750
Unallocated assets	未分配資產				219,476
Total assets	資產總額				879,226
Segment liabilities	分部負債	(249,549)	(4,610)	(5,885)	(260,044)
Unallocated liabilities	未分配負債				(49,470)
Total liabilities	負債總額				(309,514)
For the year ended 31 December 2020	截至二零二零年十二月三十一日止年度				
Capital expenditures	資本開支	-	32	-	32

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

9. SEGMENT INFORMATION (Continued)

9. 分部資料(續)

		Property investment 物業投資 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Sale of materials business 銷售材料業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 December 2019	截至二零一九年 十二月三十一日止年度				
Revenue from external customers	外部客戶收入	301	-	56,582	56,883
Gross profit	毛利	301	-	196	497
Other gains, net	其他淨收益	6	-	-	6
Fair value change on investment properties	投資物業公允價值變動	(2,270)	-	-	(2,270)
Administrative and operating expenses	行政及經營開支	(1,252)	-	(1,239)	(2,491)
Segment results	分部業績	(3,215)	-	(1,043)	(4,258)
Unallocated: Other gains, net and interest income	未分配： 其他淨收益及利息收入				15,799
Administrative and operating expenses	行政及經營開支				(19,069)
Operating loss	經營虧損				(7,528)
Finance costs	融資成本				(17,558)
Loss before tax	除稅前虧損				(25,086)
Income tax expense	所得稅開支				-
Loss for the year	年度虧損				(25,086)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

9. SEGMENT INFORMATION (Continued)

9. 分部資料(續)

		Properties investment 物業投資 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Sale of materials 銷售材料業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2019	於二零一九年 十二月三十一日				
Segment assets	分部資產	309,319	3	307,830	617,152
Unallocated assets	未分配資產				194,015
Total assets	資產總額				811,167
Segment liabilities	分部負債	(215,940)	(4,610)	(5,586)	(226,136)
Unallocated liabilities	未分配負債				(46,758)
Total liabilities	負債總額				(272,894)
For the year ended 31 December 2019	截至二零一九年 十二月三十一日止年度				
Capital expenditures	資本開支	-	19	-	19

The Group's revenue and non-current assets as at 31 December 2020 and 2019 are further analysed by geographical location as follows:

本集團於二零二零年及二零一九年十二月三十一日之收入及非流動資產按地理位置之進一步分析如下：

		Revenue 收入		Non-current assets 非流動資產	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Hong Kong	香港	10,305	-	887	5,167
The PRC (excluding Hong Kong)	中國(不包括香港)	43,749	56,883	181,665	171,966
		54,054	56,883	182,552	177,133

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

9. SEGMENT INFORMATION (Continued)

Revenue individually generated from the following customers contributed more than 10% of the total revenue of the Group:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Customer A	客戶 A	—*	16,603
Customer B	客戶 B	—*	14,001
Customer C	客戶 C	—*	12,098
Customer D	客戶 D	—*	9,919
Customer E	客戶 E	15,683	—*
Customer F	客戶 F	10,059	—*
Customer G	客戶 G	8,777	—*
Customer H	客戶 H	6,612	—*

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

9. 分部資料(續)

來自以下客戶的個別收入佔本集團總收入10%以上：

* 相應的收入並未佔本集團總收入的10%以上。

10. REVENUE

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Sale of materials	銷售材料	53,591	56,582
Revenue from contracts with customers	客戶合約收入	53,591	56,582
Rental income	租金收入	463	301
Total revenue	總收入	54,054	56,883

All revenue from contracts with customers are recognised at a point in time.

10. 收入

所有來自合約客戶之收入均在某一時間點確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

10. REVENUE (Continued)

Sale of materials

The Group sells building materials and scrapped copper (2019: building materials) to its customers. Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

Sales to customers are normally made with credit terms of 30 to 180 days (2019: 5 to 180 days). For new customers, deposits or cash on delivery may be required.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

11. OTHER GAINS, NET

Government subsidy (<i>note</i>)	政府補貼(附註)
Sundry income	雜項收入

note: The government subsidy of approximately HK\$230,000 (2019: nil) represented grants obtained from Employment Support Scheme ("ESS") under the Anti-epidemic Fund launched by the Hong Kong SAR Government supporting the payroll of the Group's employees. Under the ESS, the Group had to commit to spend these grants on payroll expenses, and not reduce employee head count below prescribed levels for a specified period of time. The Group does not have unfulfilled obligations relating to this program.

10. 收入(續)

銷售材料

本集團向客戶出售建築材料及廢銅(二零一九年：建築材料)。在產品的控制權已轉讓(即產品交付予客戶之時)，且概無可能影響客戶接受產品的未履行責任及客戶已獲取產品的合法所有權時，確認銷售。

向客戶之銷售一般信貸期為30至180日(二零一九年：5至180日)。就新客戶而言，可能要求按金或貨到付款。

應收款項於產品交付予客戶時確認，因從那一刻開始，付款之到期僅須隨時間的流逝，故收取代價成為無條件。

11. 其他淨收益

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Government subsidy (<i>note</i>)	230	-
Sundry income	1	69
	231	69

附註：政府補貼約為230,000港元(二零一九年：無)指香港特區政府所推出之防疫抗疫基金下之保就業計劃(「保就業計劃」)補助，以支持本集團支付僱員薪酬。根據保就業計劃，本集團須承諾將該等補貼用於支付薪金開支，指定時間內不會將員工人數減少至低於規定水平。本集團並無有關該計劃之未履行責任。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

12. INTEREST INCOME

12. 利息收入

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank interest income	銀行利息收入	1	1
Interest income from loan receivables	來自應收貸款之利息收入	15,258	15,735
		15,259	15,736

13. FINANCE COSTS

13. 融資成本

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	83	289
Interest on loan from a related company	來自關連公司貸款之利息	445	171
Interest on loan from a fellow subsidiary	來自同系附屬公司之貸款之利息	298	-
Interest on bank and other borrowings	銀行及其他貸款之利息	20,968	17,098
		21,794	17,558

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

14. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging the following:

14. 除稅前虧損

本集團之除稅前虧損已扣除下列各項：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cost of inventories sold	售出存貨成本	53,455	56,386
Depreciation of property, plant and equipment	物業、廠房及設備折舊	91	118
Depreciation of right-of-use assets	使用權資產折舊	2,547	2,778
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	47	-
Auditor's remuneration	核數師酬金		
— Audit services	— 核數服務	1,100	1,050
— Non-audit services	— 非核數服務	50	50
Expenses related to short-term leases	短期租賃相關開支	301	255
Exchange loss, net	匯兌虧損淨額	-	8
Staff costs, including directors' emoluments	僱員開支(包括董事酬金)		
Salaries, allowances and other benefits	薪金、津貼及其他福利	8,293	9,171
Retirement benefit scheme contributions	退休福利計劃供款	107	224
Social insurance	社會保險	65	129
		8,465	9,524

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

15. INCOME TAX EXPENSE

15. 所得稅開支

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Enterprise Income Tax, provision for the year	企業所得稅，年內撥備	-	-

No Hong Kong Profits Tax has been provided as the Group did not have any assessable profits in Hong Kong for the year ended 31 December 2020 (2019: nil).

由於本集團截至二零二零年十二月三十一日止年度並無於香港產生應課稅溢利，故並無就香港利得稅作出撥備(二零一九年：無)。

Enterprise Income Tax has been provided at a rate of 25% for a subsidiary in the PRC on its assessable profits during the year ended 31 December 2020. No provision for Enterprise Income Tax has been made for the year ended 31 December 2020 as the Group did not have any assessable profits in the PRC (2019: nil).

截至二零二零年十二月三十一日止年度，中國附屬公司之企業所得稅乃就其應課稅溢利按稅率25%計提撥備。截至二零二零年十二月三十一日止年度，由於本集團於中國並無產生任何應課稅溢利，故並無就企業所得稅計提撥備(二零一九年：零)。

Reconciliation between income tax expense and accounting loss at applicable tax rate is as follows:

所得稅開支及按適用稅率計算的會計虧損對賬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss before tax	除稅前虧損	(25,776)	(25,086)
Tax calculated at the domestic income tax rate in the respective countries	按各國國內所得稅稅率計算之稅項	(5,143)	(6,272)
Tax effect of:	以下項目之稅務影響：		
— income not subject to tax and expenses not deductible	— 毋須課稅收入及不可扣稅開支	(487)	4,902
— tax losses not recognised	— 未確認稅項虧損	5,630	1,370
Income tax expense	所得稅開支	-	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

15. INCOME TAX EXPENSE (Continued)

The Group has estimated tax losses of approximately HK\$232,459,000 (2019: HK\$200,772,000) that are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time. As at 31 December 2020, the estimated tax losses arising from the subsidiaries in the PRC are approximately HK\$148,683,000 (2019: HK\$116,996,000), which would expire in five years from the respective year of loss. Also the estimated tax losses relating to subsidiaries in Hong Kong are approximately HK\$83,776,000 (2019: HK\$83,776,000) that have no expiry date.

16. DIVIDENDS

No dividend was paid or proposed for the year ended 31 December 2020 (2019: nil).

15. 所得稅開支(續)

本集團的估計稅項虧損約為232,459,000港元(二零一九年: 200,772,000港元), 可用以抵銷產生虧損公司的日後應課稅溢利。由於有關虧損源自已錄得虧損一段時間之附屬公司, 故並無就該等虧損確認遞延稅項資產。於二零二零年十二月三十一日, 中國附屬公司產生之估計稅項虧損約為148,683,000港元(二零一九年: 116,996,000港元), 將於相關虧損年度起計五年內到期。此外, 有關香港附屬公司之估計稅項虧損約為83,776,000港元(二零一九年: 83,776,000港元), 並無到期日。

16. 股息

並無就截至二零二零年十二月三十一日止年度派付或擬派任何股息(二零一九年: 無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

17. LOSS PER SHARE

- (a) Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the years ended 31 December 2020 and 2019.

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

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss attributable to owners of the Company for the purpose of calculating basic loss per share 就計算每股基本虧損之本公司擁有人應佔虧損	(25,776)	(25,086)
Weighted average number of ordinary shares for the purpose of calculating basic loss per share 就計算每股基本虧損之普通股加權平均數	477,228	452,392

- (b) The Group had share options outstanding during the years ended 31 December 2020 and 2019. The share options did not have a dilutive effect on loss per share for the years ended 31 December 2020 and 2019.

17. 每股虧損

- (a) 每股基本虧損乃按截至二零二零年及二零一九年十二月三十一日止年度之本公司擁有人應佔虧損除以已發行普通股加權平均數計算。

本公司擁有人應佔每股基本虧損乃按以下數據計算：

- (b) 本集團於截至二零二零年及二零一九年十二月三十一日止年度有尚未行使購股權。該等購股權對截至二零二零年及二零一九年十二月三十一日止年度之每股虧損並無攤薄影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Computer equipment and software 電腦設備及 軟件 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST:	成本：				
At 1 January 2019	於二零一九年一月一日	495	83	344	922
Addition	添置	-	-	19	19
Exchange difference	匯兌差額	-	-	(1)	(1)
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	495	83	362	940
Addition	添置	-	-	32	32
Disposal	處置	-	-	(198)	(198)
Exchange difference	匯兌差額	-	-	5	5
At 31 December 2020	於二零二零年十二月三十一日	495	83	201	779
ACCUMULATED DEPRECIATION AND IMPAIRMENT:	累計折舊及減值：				
At 1 January 2019	於二零一九年一月一日	-	67	105	172
Charge for the year	年度折舊	-	16	102	118
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	-	83	207	290
Charge for the year	年度折舊	-	-	91	91
Disposal	處置	-	-	(151)	(151)
Exchange difference	匯兌差額	-	-	3	3
At 31 December 2020	於二零二零年十二月三十一日	-	83	150	233
CARRYING AMOUNTS:	賬面淨值：				
At 31 December 2020	於二零二零年十二月三十一日	495	-	51	546
At 31 December 2019	於二零一九年十二月三十一日	495	-	155	650

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

19. LEASES AND RIGHT-OF-USE ASSETS

19. 租賃及使用權資產

Disclosures of lease-related items:

租賃相關項目披露：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 31 December:	於十二月三十一日：		
Right-of-use assets	使用權資產		
— Office premises	— 辦公室物業	—	2,547
Lease commitments of short-term leases	短期租賃之租賃承擔	—	196
The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:	本集團租賃負債根據未貼現現金流之到期日分析如下：		
— Less than 1 year	— 一年內	—	3,368
Year ended 31 December:	截至十二月三十一日止年度：		
Depreciation charge of right-of-use assets	使用權資產之折舊開支		
— Office premises	— 辦公室物業	2,547	2,778
Lease interests	租賃負債之利息	83	289
Expenses related to short-term leases	短期租賃相關開支	301	255
Total cash outflow for leases	租賃之現金流出總額	3,669	2,329

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

20. LOAN RECEIVABLE

On 29 December 2017, Qianhai Guoxing Finance Lease (Shenzhen) Company Limited (literal translation of the Chinese name) (“**Qianhai Guoxing**”), an indirect wholly owned subsidiary of the Company, entered into a sale and purchase agreement with a third party (“**Vendor**”), pursuant to which Qianhai Guoxing has agreed to acquire certain commercial properties from the Vendor for a consideration of RMB150,000,000 (equivalent to approximately HK\$180,000,000) and Qianhai Guoxing paid the full consideration to the Vendor on the same date. Pursuant to the terms and conditions of the sale and purchase agreement, the Vendor is required to complete all the procedures necessary to transfer the title of these properties to Qianhai Guoxing on or before 30 December 2018. On 1 August 2018, a supplementary agreement was signed in which both parties agreed to postpone the transfer of the title of these properties to a date on or before 27 December 2020. Subsequent to 27 December 2020, no title of these properties was transferred to Qianhai Guoxing.

On 29 December 2017, Qianhai Guoxing entered into another agreement with the Vendor, pursuant to which Qianhai Guoxing has agreed to lease the abovementioned properties back to the Vendor for a period of 3 years starting from 29 December 2017. Upon the commencement of the lease, the Vendor paid RMB3,000,000 (equivalent to approximately HK\$3,600,000) to Qianhai Guoxing as a form of non-refundable pre-lease interest. Lease payments, calculated as interest charged at a fixed rate of 9% per annum against a principal of RMB150,000,000 (equivalent to approximately HK\$180,000,000), are repayable quarterly. At the end of the lease period, upon full settlement of all outstanding principal and interest from the Vendor to Qianhai Guoxing, the Vendor can repurchase the subject properties from Qianhai Guoxing for RMB1 (equivalent to HK\$1).

Considering the economics of the above transaction and the nature and value of the repurchase option, it is almost certain that the repurchase option will be exercised. Therefore, sale and lease back accounting does not apply to the above arrangement, resulting in the principal of RMB150,000,000 and RMB150,000,000 (equivalent to approximately HK\$178,200,000 and HK\$167,154,000) as at 31 December 2020 and 2019 being accounted for as a loan receivable with the properties acting as a security against this receivable.

20. 應收貸款

於二零一七年十二月二十九日，本公司之間接全資附屬公司前海國興融資租賃(深圳)有限公司(「前海國興」)與第三方(「賣方」)訂立買賣協議，據此，前海國興已同意向賣方購買若干商用物業，代價為人民幣150,000,000元(相當於約180,000,000港元)，前海國興已於同日向賣方支付全數代價。根據買賣協議之條款及條件，賣方須於二零一八年十二月三十日或之前完成轉讓該等物業之所有權予前海國興之所有必要手續。於二零一八年八月一日，雙方簽訂補充協議同意延後轉讓該等物業之所有權至二零二零年十二月二十七日或之前。於二零二零年十二月二十七日後，概無向前海國興轉讓物業所有權。

於二零一七年十二月二十九日，前海國興與賣方訂立另一份協議，據此，前海國興已同意回租上述物業予賣方，自二零一七年十二月二十九日起為期三年。於出租開始後，賣方已向前海國興支付人民幣3,000,000元(相當於約3,600,000港元)作為不可退還預租利息。租賃付款將以利息形式收取，並以本金額人民幣150,000,000元(相當於約180,000,000港元)按固定年利率9%計算，須按季度償還。於租賃期末，待賣方向前海國興悉數結償所有未償還本金及利息後，賣方可以人民幣1元(相當於1港元)自前海國興購回目標物業。

考慮到上述交易之經濟效益、購回選擇權之性質及價值，基本可確定購回選擇權將獲行使。因此，售後租回會計處理不適用於上述安排，致使分別於二零二零年及二零一九年十二月三十一日將本金額人民幣150,000,000元及人民幣150,000,000元(相當於約178,200,000港元及167,154,000港元)入賬列為應收貸款，而該等物業則作為此應收款項之擔保。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

21. INVESTMENT PROPERTIES

21. 投資物業

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At fair value	按公允價值		
At 1 January	於一月一日	171,946	177,936
Exchange difference	匯兌差額	11,247	(3,720)
Change in fair value	公允價值變動	(2,023)	(2,270)
At 31 December	於十二月三十一日	181,170	171,946

The estimated aggregate fair value of investment properties as at 31 December 2020 was approximately HK\$181,170,000 (2019: HK\$171,946,000), which has been arrived at on the basis of a valuation carried out by RHL Appraisal Limited, an independent professional valuer.

估計公允價值總值於二零二零年十二月三十一日約為181,170,000港元(二零一九年：171,946,000港元)，基於獨立估值師永利行評值顧問有限公司進行的估值而得出。

Notes:

附註：

(a) Amounts recognised in profit or loss for investment properties

Rental income of approximately HK\$463,000 (2019: approximately HK\$301,000) was recognised in profit or loss for investment properties during the year ended 31 December 2020.

(a) 就投資物業於損益確認之金額

截至二零二零年十二月三十一日止年度，就投資物業於損益確認租金收入約463,000港元(二零一九年：約301,000港元)。

(b) Non-current assets pledged as security

As at 31 December 2020, the investment properties of approximately HK\$181,170,000 (2019: approximately HK\$171,946,000) were pledged for bank and other borrowings (note 26).

(b) 非流動資產已抵押作擔保

於二零二零年十二月三十一日，投資物業約181,170,000港元(二零一九年：約171,946,000港元)已抵押以獲取銀行及其他貸款(附註26)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

21. INVESTMENT PROPERTIES (Continued)

Notes: (Continued)

(c) Minimum lease receipts

Certain of the investment properties located in Yingkou City, Liaoning province, the PRC, are leased to tenants under long-term operating leases ranging from 1 to 8 years. Management intends to lease the remaining investment properties to earn rental income.

At 31 December 2020, the Group had future aggregate minimum lease receipts under non-cancellable operating leases as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
No later than one year	一年內	382	404
Later than one year but not later than five years	一年後但五年內	687	677
Later than five years	五年後	55	75
		1,124	1,156

21. 投資物業(續)

附註：(續)

(c) 應收最低租金

位於中國遼寧省營口市的所有投資物業乃根據長期經營租賃出租予租戶，租賃期介乎一至八年。管理層擬租賃剩餘投資物業，賺取租金收入。

於二零二零年十二月三十一日，本集團於不可撤銷經營租賃下收取的未來最低租賃款項總額載列如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
No later than one year	一年內	382	404
Later than one year but not later than five years	一年後但五年內	687	677
Later than five years	五年後	55	75
		1,124	1,156

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

22. SUBSIDIARIES

Details of the principal subsidiaries of the Group as at 31 December 2020 are as follows:

22. 附屬公司

於二零二零年十二月三十一日，本集團持有之主要附屬公司之詳情如下：

Name 名稱	Place of incorporation 註冊成立 所在地	Particulars of paid up capital 繳足股本資料	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities and place of operation 主要業務及經營地點
			Direct 直接	Indirect 間接	
Pentart Resources Limited 鵬祥資源有限公司	Hong Kong 香港	HK\$1 1港元	100	–	Sales of aluminum related products 進行銷售鋁相關產品
Smart Gainer Limited 駿恒有限公司	Hong Kong 香港	HK\$1 1港元	100	–	Sales of aluminum related products 進行銷售鋁相關產品
Shenzhen Junheng Trading Company Limited* 深圳峻恒貿易有限公司	PRC 中國	HK\$10,000,000 (Not yet paid up) 10,000,000港元 (尚未繳足)	–	100	Sales of building materials and aluminum related products in the PRC 於中國進行銷售建築材料及鋁相關產品
Rich Concept Technology Limited	BVI 英屬處女群島	US\$10,000 10,000美元	100	–	Investment holding in Hong Kong 於香港投資控股
Qianhai Shitong Supply Chain (Shenzhen) Company Limited ("Qianhai Sitong")* 前海世通供應鏈(深圳)有限公司* (「前海世通」)	PRC 中國	RMB200,000,000 (Not yet paid up) 人民幣200,000,000元 (尚未繳足)	–	25 (note) (附註)	Sales of building materials in the PRC 於中國銷售建築材料商品
Qianhai Guoxing* 前海國興*	PRC 中國	USD15,000,000 15,000,000美元	–	100	Finance leasing in the PRC 於中國融資租賃
Enviro Energy Management Services Limited 環能管理服務有限公司	Hong Kong 香港	HK\$1 1港元	100	–	Investment holding in Hong Kong 於香港投資控股
Enviro Energy Minerals Limited 環能礦業有限公司	Hong Kong 香港	HK\$1 1港元	–	100	Investment holding in Hong Kong 於香港投資控股
Huan Neng International Trading (Yingkou) Company Limited ("HNYK")* 環能國際貿易(營口)有限公司* (「環能營口」)	PRC 中國	RMB8,000,000 人民幣8,000,000元	–	100	Properties investment in the PRC 於中國進行物業投資
Liaoning Taoqibao Mall Management Co. Ltd. ("Liaoning Taoqibao")* 遼寧淘氣寶商場管理有限公司* (「遼寧淘氣寶」)	PRC 中國	RMB100,000,000 人民幣100,000,000元	–	100	Properties investment in the PRC 於中國進行物業投資
Huan Neng Industrial (Yingkou) Company Limited ("HN Industrial")* 環能實業(營口)有限公司* (「環能實業」)	PRC 中國	RMB8,000,000 (Not yet paid up) 人民幣8,000,000元 (尚未繳足)	–	100	Properties investment in the PRC 於中國進行物業投資

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

22. SUBSIDIARIES (Continued)

note: The subsidiary's shareholding was diluted from 100% to 25% due to suspected forgery or unauthorised use of the company chop on increasing in the registered capital, addition of a new shareholder and amendment to the articles of association of the subsidiary. The subsidiary is in the possession of its legal representative and the subsidiary has issued a written warning to the said legal representative to not conduct any act without the Board's approval. The Board instructed the shareholder of subsidiary to apply for the relevant documents from the Market Supervision Administration of Shenzhen Municipality.

* These subsidiaries are wholly-owned foreign enterprise established in the PRC.

22. 附屬公司(續)

*附註：*由於涉嫌偽造或未經授權使用公司印章以增加註冊資本、添加一名新股東及修改附屬公司之組織章程細則，附屬公司之股權由100%攤薄至25%。該附屬公司由其法定代表人持有，而該附屬公司已向該法定代表人發出書面警告，要求其在未獲董事會批准前不得作出任何行為。董事會已指示附屬公司股東向深圳市市場監督管理局申請相關文件。

* 該等附屬公司為於中國成立之外商獨資企業。

23. TRADE RECEIVABLES

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables	應收貿易賬款	22,528	18,187
Less: Provision for expected credit loss	減：預期信貸虧損撥備	(378)	(375)
Trade receivables, net	應收貿易賬款淨額	22,150	17,812

The Group's trading terms with its customers are mainly on credit for which the credit period is generally for a period of 30 to 180 days (2019: 5 to 180 days).

The ageing analysis of trade receivables as at the end of reporting period, based on invoice date, is as follows

23. 應收貿易賬款

本集團與其客戶之貿易條款主要為信貸形式，信貸期一般由30日至180日(二零一九年：5至180日)不等。

於報告期末，根據發票日期之應收貿易賬款之賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-30 days	0日至30日	2,785	-
61-90 days	61日至90日	-	4
91-120 days	91日至120日	-	42
121-150 days	121日至150日	-	37
151-365 days	151日至365日	-	227
Over 365 days	365日以上	19,365	17,502
		22,150	17,812

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

23. TRADE RECEIVABLES (Continued)

Movements of loss allowance for trade receivables:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	375	393
Exchange differences	匯兌差額	3	(18)
At 31 December	於十二月三十一日	378	375

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

23. 應收貿易賬款(續)

應收貿易賬款虧損撥備之變動：

本集團應用香港財務報告準則第9號項下之簡化方法就預期信貸虧損作出撥備，對所有應收貿易賬款採用生命週期預期虧損。為計量預期信貸虧損，應收貿易賬款已根據共同信貸風險特徵及逾期日數分類。預期信貸虧損亦包含前瞻性資料。

		Current 即期 HK\$'000 千港元	31-60 days past due 逾期 HK\$'000 千港元	61-90 days past due 逾期 HK\$'000 千港元	91-120 days past due 逾期 HK\$'000 千港元	121-365 days past due 逾期 HK\$'000 千港元	Over 365 days past due 逾期 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2020	於二零二零年十二月三十一日							
Weighted average expected loss rate	加權平均預期信貸虧損率	0%	0%	0%	0%	0%	2%	
Receivable amount (HK\$'000)	應收款額(千港元)	2,785	-	-	-	-	19,743	22,528
Loss allowance (HK\$'000)	虧損撥備(千港元)	-	-	-	-	-	(378)	(378)
At 31 December 2019	於二零一九年十二月三十一日							
Weighted average expected loss rate	加權平均預期信貸虧損率	0%	0%	0%	0%	0%	2%	
Receivable amount (HK\$'000)	應收款額(千港元)	-	4	42	37	227	17,877	18,187
Loss allowance (HK\$'000)	虧損撥備(千港元)	-	-	-	-	-	(375)	(375)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

24. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

24. 按金、預付款項及其他應收款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Deposits	按金	27	31
Prepayments for:	有關下列項目之預付款項：		
— purchase of building materials (note)	— 購買建築材料 (附註)	311,862	292,491
— others	— 其他	1,445	1,390
Interest receivable	應收利息	40,942	23,603
Less: loss allowance of interest receivable	減：應收利息虧損撥備	(1,211)	(1,135)
Consideration receivable from disposal of assets classified as held for sale	出售分類為持作出售資產 應收代價	50,449	47,322
Less: loss allowance of consideration receivable from disposal of assets classified as held for sale	減：出售分類為持作出售資產 應收代價虧損撥備	(812)	(762)
Consideration receivable from disposal of investment properties	出售投資物業應收代價	90,288	84,691
Less: loss allowance of consideration receivable from disposal of investment properties	減：出售投資物業應收代價 虧損撥備	(693)	(650)
		492,297	446,981

note:

Amounts were deposited to certain trading suppliers with which the Group had trading transactions. These suppliers require the Group to make prepayments in view of bulky purchase and short lead time in delivery and no credit period would be granted.

附註：

有關款項已存入與本集團有貿易交易的若干貿易供應商。鑑於大額採購及交貨時間短，該等供應商要求本集團作出預付且不會授予信貸期。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

25. TRADE AND OTHER PAYABLES

25. 應付貿易賬款及其他應付款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade payables (note (i))	應付貿易賬款(附註(i))	3,834	3,454
Other payables	其他應付款項	54,528	49,978
Advance from a former shareholder (note (iii))	自前股東收取之墊款(附註(iii))	18,392	-
Receipt in advance of rental payment	租賃付款之墊款	1,209	429
Interest payable	應付利息	3,913	-
Accrued liabilities	應計負債	14,118	15,490
		95,994	69,351

Note:

- (i) The amounts are repayable according to normal credit terms of 30 to 60 days (2019: 30 to 60 days).
- (ii) The amount was due from a former shareholder. Details refer to note 31(b).

The ageing analysis of the trade payables as at the end of reporting period, based on invoice date, is as follows:

附註：

- (i) 有關款項根據一般信貸期30日至60日(二零一九年：30至60日)償還。
- (ii) 有關金額為應收前股東款項。詳見附註31(b)。

於報告期末，根據發票日期之應付貿易賬款之賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Over 365 days	365日以上	3,834	3,454
		3,834	3,454

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

26. BANK AND OTHER BORROWINGS

26. 銀行及其他貸款

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank and other borrowings — secured 銀行及其他貸款 — 有抵押	210,030	180,526
Less: Current portion of bank and other borrowings 減：銀行及其他貸款流動部分	—	(180,526)
Non-current portion of bank and other borrowings 銀行及其他貸款非流動部分	210,030	—

The bank and other borrowing are dominated in RMB and are secured by the Group's investment properties, which have a carrying amount of approximately HK\$181,170,000 (2019: approximately HK\$171,946,000) as at 31 December 2020.

During the year ended 31 December 2020, the PRC Banks transferred the Borrowings and related accrued interests at an aggregate consideration of RMB176,793,081 (equivalent to approximately HK\$210,030,000) to an independent third party (the "Party") and the Company entered into an agreement with the Party for the borrowing of RMB176,793,081 (equivalent to approximately HK\$210,030,000) (the "Loans") for a period of three years at a fixed rate of 5% per annum, with interest payable annually. Accordingly, the Loans was classified as non-current liabilities of the Group as at 31 December 2020.

有關銀行及其他貸款以人民幣計值並由本集團之投資物業作擔保，該等物業於二零二零年十二月三十一日之賬面值為約181,170,000港元(二零一九年：約171,946,000港元)。

截至二零二零年十二月三十一日止年度，中國銀行以總代價人民幣176,793,081元(相當於約210,030,000港元)向獨立第三方(「該方」)轉讓借款及相關應計利息。本公司與該方就借款人民幣176,793,081元(相當於約210,030,000港元)(「貸款」)訂立協議，為期三年，按固定年利率5%，每年支付利息。因此，於二零二零年十二月三十一日，該貸款被分類為本集團的非流動負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

27. SHARE CAPITAL

27. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
At 1 January 2019, ordinary shares of par value of HK\$0.0025 each	於二零一九年一月一日，每股 面值0.0025港元之普通股份	20,000,000	50,000
Share consolidation (note (i))	股份合併(附註(i))	(19,000,000)	-
At 31 December 2019, 1 January 2020 and 31 December 2020, ordinary shares of par value of HK\$0.05 each	於二零一九年十二月三十一日、 二零二零年一月一日及 二零二零年十二月三十一日， 每股面值0.05港元之普通股份	1,000,000	50,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2019, ordinary shares of par value of HK\$0.0025 each	於二零一九年一月一日，每股 面值0.0025港元之普通股份	9,047,844	22,620
Share consolidation (note (i))	股份合併(附註(i))	(8,595,452)	-
At 31 December 2019 and 1 January 2020, ordinary shares of HK\$0.05 each	於二零一九年十二月三十一日及 二零二零年一月一日，每股 面值0.05港元之普通股份	452,392	22,620
Placing of new shares (note (iii))	配售新股份(附註(iii))	90,000	4,500
At 31 December 2020, ordinary shares of par value of HK\$0.05 each	於二零二零年十二月三十一日， 每股面值0.05港元之普通股份	542,392	27,120

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

27. SHARE CAPITAL (Continued)

note:

- (i) Pursuant to the poll results of an annual general meeting dated 28 June 2019, the Company's Share Consolidation (as defined below) has been approved by the shareholders of the Company. Every twenty issued and unissued ordinary shares of par value of HK\$0.0025 each (the "Old Shares") in the share capital of the Company are consolidated into one share of par value of HK\$0.05 each (the "Share Consolidation") which effected on 2 July 2019. Prior to the Share Consolidation, the authorised share capital of the Company was HK\$50,000,000 divided into 20,000,000,000 Old Shares, of which 9,047,844,000 Old Shares were in issue and were fully paid or credited as fully paid. Following the implementation of the Share Consolidation, the Company's authorised share capital becomes HK\$50,000,000 divided into 1,000,000,000 shares of par value of HK\$0.05 each, and its issued share capital becomes HK\$22,620,000 divided into 452,392,000 shares of par value of HK\$0.05 each.
- (ii) On 22 September 2020, 90,000,000 ordinary shares were issued at the subscription price of HK\$0.2288 per share by way of placement to not less than six placees. The net proceeds received by the Company from the placement were HK\$20,183,000, among which HK\$4,500,000 were credited to the share capital account and the balance of HK\$15,683,000 were credited to the share premium account.

27. 股本(續)

附註：

- (i) 根據日期為二零一九年六月二十八日之股東週年大會投票結果，本公司之股份合併(定義見下文)已獲本公司股東批准。本公司股本中每二十股每股面值0.0025港元之已發行及未發行普通股份(「舊股份」)合併為一股每股面值0.05港元之股份(「股份合併」)於二零一九年七月二日生效。於股份合併前，本公司之法定股本為50,000,000港元，分為20,000,000,000股舊股份，其中9,047,844,000股為已發行及繳足或入賬列作繳足之舊股份。進行股份合併後，本公司之法定股本變為50,000,000港元(分為1,000,000,000股每股面值0.05港元之股份)，其已發行股本則變為22,620,000港元(分為452,392,000股每股面值0.05港元之股份)。
- (ii) 二零二零年九月二十二日，90,000,000股普通股以每股0.2288港元之認購價以配售方式向不少於六名承配人發行。本公司自配售事項收取之所得款項淨額為20,183,000港元，其中4,500,000港元撥入股本賬，而餘額15,683,000港元則撥入股份溢價賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

28. CASH FLOW INFORMATION — FINANCING ACTIVITIES

This section sets out the movement of liabilities from financing activities for the years ended 31 December 2020 and 2019.

28. 現金流量資料 — 融資活動

本節載列截至二零二零年及二零一九年十二月三十一日止年度來自融資活動負債之變動。

		Liabilities from financing activities							
		來自融資活動之負債							
		Shareholder's	Amount due	Loan from	Loan from	Lease	Interest	Bank	
		loan	to a fellow	a related	a fellow	liabilities	payable	and other	Total
			subsidiary	company	subsidiary			borrowings	
			應付同系	來自關連公司	來自同系附屬			銀行及	
		股東貸款	附屬公司款項	之貸款	公司之貸款	租賃負債	應付利息	其他貸款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 January 2019	於二零一九年一月一日	4,200	-	-	-	-	-	184,425	188,625
Cash inflows	現金流入	6,452	-	5,000	-	-	-	180,526	191,978
Cash outflows	現金流出	-	-	(88)	-	(2,329)	(17,098)	(184,425)	(203,940)
Non-cash movements:	非現金變動：								
— impact of adoption of HKFRS 16	— 採納香港財務報告準則第16號的影響	-	-	-	-	5,325	-	-	5,325
— interest charged	— 利息費用	-	-	171	-	289	17,098	-	17,558
As 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	10,652	-	5,083	-	3,285	-	180,526	199,546
Cash inflows	現金流入	7,740	236	-	272	-	-	-	8,248
Cash outflows	現金流出	-	-	-	(5,826)	(3,368)	-	-	(9,194)
Non-cash movements:	非現金變動：								
— exchange difference	— 匯兌差額	-	-	-	-	-	213	12,236	12,449
— interest charged	— 利息費用	-	-	445	298	83	3,700	17,268	21,794
— reclassify as loan from a fellow subsidiary	— 重新分類為來自同系附屬公司之貸款	-	-	(5,528)	5,528	-	-	-	-
— reclassify as other payable	— 重新分類為其他應付款項	(18,392)	-	-	-	-	-	-	(18,392)
As at 31 December 2020	於二零二零年十二月三十一日	-	236	-	272	-	3,913	210,030	214,451

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

29. SHARE OPTION SCHEMES

- (a) On 25 January 2003 and 12 May 2011, share option schemes (“**2003 Share Option Scheme**” and “**2011 Share Option Scheme**”, respectively) were approved and adopted pursuant to resolutions of the Company. The purpose of the 2003 Share Option Scheme and 2011 Share Option Scheme was to enable the Group to recognise the contribution of the participants to the Group and to motivate the participants to continue working for the benefit of the Group by offering the participants an opportunity to have personal interest in the share capital of the Company. The Board may, at its discretion, grant share options to any employees, consultants and advisers of the Company or its subsidiaries, including executive, non-executive and independent non-executive directors, to subscribe for shares of the Company. The 2003 Share Option Scheme and 2011 Share Option Scheme remain in force for a period of ten years with effect from 25 January 2003 and 12 May 2011, respectively.

The maximum number of shares in respect of which share options may be granted under the 2003 Share Option Scheme and 2011 Share Option Scheme and any other share option scheme of the Company may not exceed 10% of the issued share capital of the Company, or may not exceed a maximum of 30% should the shareholders of the Company renew the 10% limit, from time to time which have been duly allotted and issued.

The exercise price for shares under the 2003 Share Option Scheme and 2011 Share Option Scheme may be determined by the Board at its absolute discretion but in any event will be at least the highest of: (i) the closing price of the shares as stated in the daily quotation sheets of the Stock Exchange on the date of grant, which must be a business day; (ii) the average of the closing prices of the shares as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the date of grant of the relevant option; and (iii) the nominal value of the shares on the date of grant of the option.

29. 購股權計劃

- (a) 本公司於二零零三年一月二十五日及二零一一年五月十二日根據本公司決議案批准並採納購股權計劃(分別為「**二零零三年購股權計劃**」及「**二零一一年購股權計劃**」)。二零零三年購股權計劃及二零一一年購股權計劃的目的是透過給予參與者於本公司股本擁有個人權益的機會，使本集團能肯定參與者對本集團所作出的貢獻，並鼓勵參與者繼續為本集團的利益效力。董事會可酌情決定授出購股權予本公司或其附屬公司任何僱員、顧問及諮詢顧問，包括執行、非執行及獨立非執行董事，以認購本公司股份。二零零三年購股權計劃及二零一一年購股權計劃分別自二零零三年一月二十五日及二零一一年五月十二日起十年內有效。

根據二零零三年購股權計劃及二零一一年購股權計劃及本公司任何其他購股權計劃可能授出的購股權涉及之股份數目最多不得超過本公司不時正式配發及發行的已發行股本的10%，或倘本公司股東更新10%的限制，則最多不可超過30%。

二零零三年購股權計劃及二零一一年購股權計劃項下股份行使價可由董事會全權酌情決定，但於任何情況下最少須為以下的最高者：(i) 授出日期(必須為營業日)聯交所每日報表所載的股份收市價；(ii) 緊接授出有關購股權日期前五個營業日聯交所每日報表所載的平均股份收市價；及(iii) 授出購股權日期的股份面值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

29. SHARE OPTION SCHEMES (Continued)

(a) (Continued)

Any share options granted to a substantial shareholder of the Company or an independent non-executive director or any of their respective associates, representing in aggregate over 0.1% of the shares of the Company in issue on the date of such grant and an aggregate value, based on the closing price of the shares of the Company at the date of grant in excess of HK\$5 million, in any 12-month period, are subject to shareholders' approval in advance in a general meeting. In addition, any share options granted to any one person in excess of 1% of the shares of the Company in issue at any time, in any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The share options granted may be exercised at any time or times during a period to be determined and notified by the Board which period of time shall commence after the date of grant of the share options and expire on such date as determined by the Board in any event no later than 10 years from the date of the grant of such share options. A nominal consideration of HK\$1 is payable on acceptance of the grant of a share option under the 2003 Share Option Scheme and 2011 Share Option Scheme.

29. 購股權計劃(續)

(a) (續)

於任何十二個月期間，任何授予本公司主要股東或獨立非執行董事或任何彼等各自之聯繫人士的購股權，倘於有關授出日期合計超過本公司已發行股份0.1%及按於授出日期本公司股份收市價計算總值超過5,000,000港元，均必須事先於股東大會徵求股東批准。此外，於任何十二個月期間授予任何人士超過本公司任何時間已發行股份1%的任何購股權，均必須事先於股東大會徵求股東批准。

已授出的購股權可於董事會決定及通知的期間內隨時行使，該期間於授出購股權日期後開始，並於董事會決定的日期屆滿，惟在任何情況下不得遲於授出有關購股權當日起計十年。根據二零零三年購股權計劃及二零一一年購股權計劃，接納授出的購股權須支付1港元作為象徵式代價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

29. SHARE OPTION SCHEMES (Continued)

- (b) Movements in the number of share options outstanding and their weighted average exercise prices for the years ended 31 December 2020 and 2019 are as follows:

29. 購股權計劃(續)

- (b) 於截至二零二零年及二零一九年十二月三十一日止年度，尚未行使購股權數目及其加權平均行使價之變動如下：

		Weighted average exercise price (per share) 加權平均 行使價 (每股) HK\$ 港元	Outstanding options 尚未行使 購股權
At 1 January 2019	於二零一九年一月一日	0.37	253,347,975
Lapsed	已失效	0.51	(28,378,379)
As at 1 July 2019 (before share consolidation)	於二零一九年七月一日 (股份合併前)	0.36	224,969,596
Adjustment for share consolidation (note (iv))	股份合併之調整(附註(iv))		(213,721,116)
As at 2 July 2019 (after share consolidation)	於二零一九年七月二日 (股份合併後)	7.20	11,248,480
Lapsed	已失效	10.60	(24,831)
As at 31 December 2019	於二零一九年十二月三十一日	7.12	11,223,649
Lapsed	已失效	7.60	(7,953,041)
As at 31 December 2020	於二零二零年十二月三十一日	6.07	3,270,608

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

29. SHARE OPTION SCHEMES (Continued)

(b) (Continued)

Share options outstanding as at 31 December 2020 and 2019 have the following expiry dates and exercise prices:

Expiry dates	到期日	Adjusted Exercise price (per share) 經調整行使價 (每股)	Outstanding options as at 1 January 2020 於二零二零年一月一日 尚未行使之購股權	Adjustment for share consolidation 股份合併之調整	Lapsed during the year 年內已失效	Outstanding options as at 31 December 2020 於二零二零年十二月三十一日 尚未行使之購股權
4 February 2020 (note (i))	二零二零年二月四日 (附註(i))	7.24	3,565,034	-	(3,565,034)	-
8 July 2020 (note (iii))	二零二零年七月八日 (附註(iii))	7.89	4,388,007	-	(4,388,007)	-
22 June 2021 (note (iii))	二零二一年六月二十二日 (附註(iii))	6.13	3,217,399	-	-	3,217,399
30 December 2022 (note (iii))	二零二二年十二月三十日 (附註(iii))	2.29	53,209	-	-	53,209
			11,223,649	-	(7,953,041)	3,270,608

		Adjusted Exercise price (per share) 經調整行使價 (每股)	Outstanding options as at 1 January 2019 於二零一九年一月一日 尚未行使之購股權	Adjustment for share consolidation 股份合併之調整 (附註(iv))	Lapsed during the year 年內已失效	Outstanding options as at 31 December 2019 於二零一九年十二月三十一日 尚未行使之購股權
15 June 2019 (note (i))	二零一九年六月十五日(附註(i))	0.51	28,378,379	-	(28,378,379)	-
6 October 2019 (note (i))	二零一九年十月六日(附註(i))	10.60	496,622	(471,791)	(24,831)	-
4 February 2020 (note (i))	二零二零年二月四日(附註(i))	7.24	71,300,676	(67,735,642)	-	3,565,034
8 July 2020 (note (iii))	二零二零年七月八日(附註(iii))	7.89	87,760,135	(83,372,128)	-	4,388,007
22 June 2021 (note (iii))	二零二一年六月二十二日(附註(iii))	6.13	64,347,974	(61,130,575)	-	3,217,399
30 December 2022 (note (iii))	二零二二年十二月三十日(附註(iii))	2.29	1,064,189	(1,010,980)	-	53,209
			253,347,975	(213,721,116)	(28,403,210)	11,223,649

29. 購股權計劃(續)

(b) (續)

於二零二零年及二零一九年十二月三十一日尚未行使購股權之到期日及行使價如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

29. SHARE OPTION SCHEMES (Continued)

(b) (Continued)

notes:

- (i) Regarding the share options granted on 15 June 2009, 6 October 2009 and 4 February 2010, 50% of which shall be exercised in a period commencing two years from the date of grant and expiring on the tenth anniversary from the date of grant. The balance of 50% of the share options shall be exercised in a period commencing three years from the date of grant and expiring on the tenth anniversary from the date of grant.
- (ii) Regarding the share options granted on 9 July 2010, 50% of which shall be exercised in a period commencing two years from the date of grant and expiring on the date falling one day preceding the tenth anniversary from the date of grant. The balance of 50% of the share options shall be exercised in a period commencing three years from the date of grant and expiring on the date falling one day preceding the tenth anniversary from the date of grant.
- (iii) Regarding the share options granted on 23 June 2011 and 31 December 2012, 50% of which shall be exercised in a period commencing one year from the date of grant and expiring on the date falling one day preceding the tenth anniversary from the date of grant. The balance of 50% of the share options shall be exercised in a period commencing two years from the date of grant and expiring on the date falling one day preceding the tenth anniversary from the date of grant.
- (iv) Pursuant to the poll results of an annual general meeting dated 28 June 2019, the Company's Share Consolidation has been approved by the shareholders of the Company. Every twenty issued and unissued ordinary shares of par value of HK\$0.0025 each in the share capital of the Company are consolidated into one share of par value of HK\$0.05 each which effect on 2 July 2019. Prior to the implementation of the Share Consolidation, the Company had the outstanding share options subscribe for an aggregate of 224,969,596 Old Shares at an weighted average exercise price of HK\$0.36 per Old Share (the "Share Options") under the share option schemes of the Company adopted on 25 January 2003 and 12 May 2011 (the "Share Option Schemes") respectively. Following the implementation of the Share Consolidation, the weighted average exercise price of the outstanding share options was adjusted from HK\$0.36 per share to HK\$7.20 per share of par value of HK\$0.05 each and the total number of outstanding share options was adjusted from 224,969,596 to 11,248,480.

29. 購股權計劃(續)

(b) (續)

附註：

- (i) 就於二零零九年六月十五日、二零零九年十月六日及二零一零年二月四日授出之購股權而言，其中50%將於授出日期起計兩年後可予行使，並於授出日期起計第十週年屆滿。剩餘50%購股權將於授出日期起計三年後可予行使，並於授出日期起計第十週年屆滿。
- (ii) 就於二零一零年七月九日授出之購股權而言，其中50%將於授出日期起計兩年後可予行使，並於授出日期起計第十週年前一日屆滿。剩餘50%購股權將於授出日期起計三年後可予行使，並於授出日期起計第十週年前一日屆滿。
- (iii) 就於二零一一年六月二十三日及二零一二年十二月三十一日授出之購股權而言，其中50%將於授出日期起計一年後可予行使，並於授出日期起計第十週年前一日屆滿。剩餘50%購股權將於授出日期起計兩年後可予行使，並於授出日期起計第十週年前一日屆滿。
- (iv) 根據日期為二零一九年六月二十八日之股東週年大會投票結果，本公司之股份合併已獲本公司股東批准。本公司股本中每二十股每股面值0.0025港元之已發行及未發行普通股份合併為一股每股面值0.05港元之股份於二零一九年七月二日生效。於進行股份合併前，根據本公司日期分別為二零零三年一月二十五日及二零一一年五月十二日的購股權計劃(「購股權計劃」)，本公司尚未行使購股權(「購股權」)可按加權平均行使價每股舊股份0.36港元認購合共224,969,596股舊股份。於股份合併後，尚未行使購股權之加權平均行使價已由每股股份0.36港元調整至每股面值0.05港元之股份7.20港元，而尚未行使購股權之總數已由224,969,596份調整至11,248,480份。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

29. SHARE OPTION SCHEMES (Continued)

(b) (Continued)

During the years ended 31 December 2020 and 2019, there was no share-based payment expense in relation to share options granted to employees and non-employees of the Group.

The fair value of the services received by the Group is measured by the reference to the fair value of the share options granted as consideration because the fair value of the services cannot be measured reliably.

The outstanding share options as at 31 December 2020 had a weighted average remaining contractual life of 0.5 years (2019: 0.67 years).

At 31 December 2020, the Company had 3,270,608 (2019: 11,223,649) share options outstanding under the Share Option Schemes, which represented approximately 0.6% (2019: 2.5%) of the Company's shares in issue at that date. Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

30. EMPLOYEE BENEFIT EXPENSE

(a) Employee retirement benefit

The Group enrolled all Hong Kong employees in the Mandatory Provident Fund ("MPF") Scheme. The assets of the MPF Scheme are held separately from those of the Group under the control of trustees. The retirement benefit cost for the MPF Scheme charged to the consolidated statement of profit or loss represents contributions paid to the fund by the Group at rates specified in the rules of the MPF Scheme.

29. 購股權計劃(續)

(b) (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，概無與授予本集團僱員及非僱員之購股權有關之股份付款開支。

由於服務之公允價值無法可靠地計量，故本集團獲提供之服務之公允價值乃參考作為代價授出之購股權之公允價值計量。

於二零二零年十二月三十一日尚未行使之購股權之加權平均餘下合約年期為0.5年(二零一九年：0.67年)。

於二零二零年十二月三十一日，本公司根據購股權計劃有3,270,608份(二零一九年：11,223,649份)購股權尚未行使，相當於本公司於該日之已發行股份約0.6%(二零一九年：2.5%)。購股權並無賦予持有人獲取股息或於股東大會投票之權利。

30. 僱員福利開支

(a) 僱員退休福利

本集團安排所有香港僱員參與強制性公積金(「強積金」)計劃。強積金計劃之資產與本集團受託人所控制之資產分開持有。於綜合損益表內扣除之強積金計劃退休福利成本指本集團按強積金計劃規則指定之比率已向基金支付之供款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

30. EMPLOYEE BENEFIT EXPENSE (Continued)

(a) Employee retirement benefit (Continued)

The total cost charged to consolidated statement of profit or loss of approximately HK\$107,000 (2019: approximately HK\$224,000) represents contributions paid to these schemes by the Group during the year ended 31 December 2020.

The Group contributed to certain retirement benefit schemes based on the wages for the year of those employees in the PRC. The total cost charged to consolidated statement of profit or loss of approximately HK\$65,000 (2019: approximately HK\$129,000) represented the social insurance expenses paid in the PRC by the Group during the year ended 31 December 2020.

(b) Five highest paid individuals

During the year ended 31 December 2020, two (2019: two) of the five individuals with the highest emoluments in the Group were directors of the Company, whose emolument are disclosed in note 36.

Details of the emoluments of the other three individual for the years ended 31 December 2020 and 2019 are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	2,535	2,286
Retirement benefit scheme contributions	退休福利計劃供款	42	54
		2,577	2,340

30. 僱員福利開支(續)

(a) 僱員退休福利(續)

於綜合損益表扣除之總成本約107,000港元(二零一九年:約224,000港元),即本集團於截至二零二零年十二月三十一日止年度已向該等計劃支付之供款。

本集團根據中國僱員的年薪就若干退休福利計劃供款。綜合損益表扣除的成本總額約65,000港元(二零一九年:約129,000港元)指本集團於截至二零二零年十二月三十一日止年度於中國已付之社會保險開支。

(b) 五位最高薪酬人士

於截至二零二零年十二月三十一日止年度,本集團最高薪酬的五名人士中,兩名(二零一九年:兩名)人士為本公司董事,其酬金已於附註36披露。

截至二零二零年及二零一九年十二月三十一日止年度,其中三名人士的酬金詳情如下:

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

30. EMPLOYEE BENEFIT EXPENSE (Continued)

(b) Five highest paid individuals (Continued)

The emoluments were within the following bands:

	2020 二零二零年 Number of employees 僱員人數	2019 二零一九年 Number of employees 僱員人數
Nil to HK\$1,000,000 零至1,000,000港元	1	3
HK\$1,000,001 to HK\$1,500,000 1,000,001港元至1,500,000港元	2	-
	3	3

31. RELATED PARTY TRANSACTIONS

In addition to those disclosed elsewhere in the consolidated financial statements, the Group entered into the following material related party transactions during the years ended 31 December 2020 and 2019.

(a) Key management personnel compensation

Key management includes executive directors of the Company, financial controllers and company secretary of the Group. The compensation paid or payable to key management for employee services is shown below:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and other benefits 薪金、津貼及其他福利	4,747	4,666
Retirement benefit scheme contributions 退休福利計劃供款	42	90
	4,789	4,756

30. 僱員福利開支(續)

(b) 五位最高薪酬人士(續)

酬金介乎以下組別：

31. 有關連人士交易

除綜合財務報表其他地方所披露者外，於截至二零二零年及二零一九年十二月三十一日止年度，本集團訂立了以下重大有關連人士交易。

(a) 主要管理人員補償

主要管理人員包括本公司執行董事、財務總監及本集團的公司秘書。就僱員服務已付或應付主要管理人員之補償如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

31. RELATED PARTY TRANSACTIONS (Continued) 31. 有關連人士交易(續)

(b) Shareholder's loan

On 5 October 2017, the Company entered in to a shareholder loan agreement with Mr. Li Sen with a facility amount of HK\$100,000,000 (the “**Agreement**”). The loan was interest-free, unsecured and repayable at the end of eighteenth month from the date of drawdown. On 1 April 2019, the Agreement was renewed with the same term set out in the Agreement except that the loan is repayable on or before 30 September 2020. The Company drew an accumulated loan amount of HK\$9,652,000 as at 31 December 2019. Another HK\$1,000,000 is unsecured, interest-free and repayable on demand. The loan was denominated in HK\$ and approximated to its fair value.

On 29 June 2020, Mr Li Sen was enforced to a share charge through Able Victory Enterprises Limited (the “**Able Victory**”), wholly-owned by Mr. Li Sen and a controlling shareholder of the Company at that date, by Wonderland International Financial Holdings Limited due to certain events of default (the “**Share Charge**”). On that date, Able Victory was no longer a controlling shareholder of the Company. Information about the Share Charge is detailed in the announcement on 29 June 2020. Therefore, the related shareholder's loan was reclassified to other payable.

(b) 股東貸款

二零一七年十月五日，本公司與李森先生訂立一項股東貸款協議，貸款額為100,000,000港元（「**協議**」）。該貸款為免息、無抵押及須於提取日期起計第十八個月末償還。二零一九年四月一日，該協議已續期，期限與該協議所載相同，惟貸款須於二零二零年九月三十日或之前償還。於二零一九年十二月三十一日，本公司已累積提取貸款金額9,652,000港元。另外1,000,000港元為無抵押、免息及須於要求時償還。該貸款以港元計值，並與其公允價值相若。

二零二零年六月二十九日，李森先生因若干違約事件而被華德國際金融控股有限公司透過Able Victory Enterprises Limited（「**Able Victory**」）強制執行股份押記，Able Victory為李森先生全資擁有，並於當日為本公司控股股東（「**股份押記**」）。於該日，Able Victory不再為本公司控股股東。有關股份押記的詳情請參閱二零二零年六月二十九日的公佈。因此，有關股東貸款重新分類為其他應付款項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

31. RELATED PARTY TRANSACTIONS (Continued)

(c) Loan from a fellow subsidiary

On 5 August 2020, the Company entered into a loan facilities agreement (the “**Second Loan Facilities Agreement**”) with Wonderland International Finance Limited, the wholly owned subsidiary of Wonderland International Financial Holdings Company, the Controlling Shareholder of the Company, with a facility amount of HK\$10,000,000. The Company had drawn an accumulated loan amount of approximately HK\$272,000 as at 31 December 2020. The loan was interest bearing at the rate of 10% per annum, unsecured and repayable at the end of twelve month from the date of drawdown which was classified as current liabilities in the consolidated statement of financial position as at 31 December 2020. The loan was denominated in HK\$ and approximated to its fair value.

(d) Loan from a related company

On 28 August 2019, the Company entered into a loan facilities agreement (the “**Loan Facilities Agreement**”) with Wonderland International Finance Limited, a related company of the Company at that date, with a facility amount of HK\$10,000,000. The Company had drawn an accumulated loan amount of HK\$5,083,000 as at 31 December 2019. The loan was interest bearing at the rate of 10% per annum, repayable at the end of twelve months from the date of Loan Facilities Agreement, secured by deposit (1) not less than HK\$44,000,000 cash; or (2) 110,374,271 Shares of the Company registered in the name of Able Victory or any securities with market value not less than HK\$44,000,000 as collateral and personal guarantee by Mr. Li Sen.

On 29 June 2020, due to the Share Charge, Wonderland International Financial Holdings Company become a Controlling Shareholder of the Company. Therefore, the related loan is reclassified to loan from a fellow subsidiary (note 31(c)).

31. 有關連人士交易(續)

(c) 來自同系附屬公司之貸款

二零二零年八月五日，本公司與華德國際財務有限公司(本公司控股股東華德國際金融控股公司之全資附屬公司)訂立貸款融資協議(「**第二份貸款融資協議**」)，融資金額為10,000,000港元。於二零二零年十二月三十一日，本公司已提取累計貸款金額約272,000港元。該貸款按年息10%計息、無抵押及須於提取日期起計十二個月內償還，於二零二零年十二月三十一日在綜合財務狀況表內分類為流動負債。該貸款以港元計值，並與其公允價值相若。

(d) 來自關連公司之貸款

二零一九年八月二十八日，本公司與華德國際財務有限公司(本公司於該日的關連公司)訂立貸款融資協議(「**貸款融資協議**」)，融資金額為10,000,000港元。於二零一九年十二月三十一日，本公司已提取累計貸款金額5,083,000港元。該貸款按年息10%計息，須於貸款融資協議日期起計十二個月後償還，並以(1)不少於44,000,000港元現金；或(2)110,374,271股以Able Victory名義登記之本公司股份或市值不少於44,000,000港元之任何證券作抵押及李森先生個人擔保。

二零二零年六月二十九日，由於股份押記，華德國際金融控股公司成為本公司的控股股東。因此，相關貸款重新分類為來自同系附屬公司之貸款(附註31(c))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

31. RELATED PARTY TRANSACTIONS (Continued) 31. 有關連人士交易(續)

(e) Amount due to a fellow subsidiary

The advance is unsecured, non-interest bearing, and repayable on demand.

(f) In addition to those disclosed elsewhere in the consolidated financial statements, related party transaction, which was carried out in the normal course of the Group's business, was as follows:

(e) 應付同系附屬公司款項

墊款無抵押、不計息及按要求償還。

(f) 除綜合財務報表另有披露者外，於本集團日常業務中進行之有關連人士交易如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Sales of goods to Shenyang Oriental Ginza Pullman Hotel Management Company Limited (literal translated of the Chinese name), a related company which was controlled by Mr. Li	向Shenyang Oriental Ginza Pullman Hotel Management Company Limited (李先生控制之關連公司)銷售貨品	123	920
Interest paid to Wonderland International Finance Limited (Mr. Jiang Senlin is a common director)	向華德國際財務有限公司支付利息(姜森林先生為共同董事)	743	171

32. CAPITAL COMMITMENTS

As at 31 December 2020, the Group did not have any significant capital commitments (2019: nil).

32. 資本承擔

於二零二零年十二月三十一日，本集團並無任何重大資本承擔(二零一九年：無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. CONTINGENT LIABILITIES

As at 31 December 2020, the Group did not have any significant contingent liabilities (2019: nil).

34. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

As disclosed in note 22 to the consolidated financial statements, Qianhai Sitong's shareholding was diluted from 100% to 25% due to suspected forgery or unauthorized use of the company chop on increasing in the registered capital, addition of a new shareholder and amendment to the Articles of Association of Qianhai Sitong (the "**Suspected Forgeries**"). The Board instructed the shareholder of Qianhai Sitong to apply for the relevant documents from the Market Supervision Administration of Shenzhen Municipality. They adjudge the Suspected Forgeries is invalid and restore issued of share on 10 March 2021.

33. 或然負債

於二零二零年十二月三十一日，本集團並無任何重大或然負債(二零一九年：無)。

34. 報告期後重大事項

誠如綜合財務報表附註22所披露，前海世通的股權由100%攤薄至25%，原因為涉嫌偽造或未經授權使用公司印章增加註冊資本、增加新股東及修改前海世通的公司章程(「**涉嫌偽造行為**」)。董事會指示前海世通股東向深圳市市場監督管理局申請相關文件。彼等裁定涉嫌偽造行為已失效，並於二零二一年三月十日恢復發行股份。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

35. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

35. 本公司財務狀況表及儲備變動

(a) Statement of financial position of the Company as at 31 December 2020

(a) 本公司於二零二零年十二月三十一日之財務狀況表

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
ASSETS	資產		
Non-current asset	非流動資產		
Investments in subsidiaries	於附屬公司之投資	–	–
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	437,435	421,056
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	327	320
Bank and cash balances	銀行及現金結餘	180	62
		437,942	421,438
Total assets	資產總額	437,942	421,438
EQUITY	權益		
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及儲備		
Share capital	股本	27,120	22,620
Reserves	其他儲備	375,207	364,778
Total equity	權益總額	402,327	387,398
LIABILITIES	負債		
Current liabilities	流動負債		
Other payables	其他應付款項	23,707	6,729
Shareholder's loan	股東貸款	–	10,652
Amounts due to subsidiaries	應付附屬公司款項	11,565	11,576
Amount due to a fellow subsidiary	應付同系附屬公司款項	71	–
Loan from a related company	來自關連公司之貸款	–	5,083
Loan from a fellow subsidiary	來自同系附屬公司之貸款	272	–
Total liabilities	負債總額	35,615	34,040
Total equity and liabilities	權益及負債總額	437,942	421,438

The statement of financial position has been approved by the Board of Directors on 15 April 2021 and is signed on its behalf by:

財務狀況表經董事會於二零二一年四月十五日批准及由下列董事代表董事會簽署：

Li Gang
李剛
Director
董事

Jiang Senlin
姜森林
Director
董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

35. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

35. 本公司財務狀況表及儲備變動(續)

(b) Reserve movement of the Company

(b) 本公司儲備變動

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2019	於二零一九年一月一日	1,092,712	871	65,988	391,515	(1,178,255)	372,831
Comprehensive loss	全面虧損						
Loss for the year	年度虧損	-	-	-	-	(8,053)	(8,053)
Transactions with owners in their capacity as owners	與擁有人以擁有人之身份進行之交易						
Lapse of options	購股權失效	-	-	(10,404)	-	10,404	-
Total transactions with owners in their capacity as owners	與擁有人以擁有人身份進行之交易總額	-	-	(10,404)	-	10,404	-
As at 31 December 2019	於二零一九年十二月三十一日	1,092,712	871	55,584	391,515	(1,175,904)	364,778
As at 1 January 2020	於二零二零年一月一日	1,092,712	871	55,584	391,515	(1,175,904)	364,778
Comprehensive loss	全面虧損						
Loss for the year	年度虧損	-	-	-	-	(5,254)	(5,254)
Transactions with owners in their capacity as owners	與擁有人以擁有人之身份進行之交易						
Placing of shares (note 26)	配售股份(附註26)	15,683	-	-	-	-	15,683
Lapse of options	購股權失效	-	-	(18,381)	-	18,381	-
Total transactions with owners in their capacity as owners	與擁有人以擁有人身份進行之交易總額	15,683	-	(18,381)	-	18,381	15,683
As at 31 December 2020	於二零二零年十二月三十一日	1,108,395	871	37,203	391,515	(1,162,717)	375,207

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

36. BENEFITS AND INTERESTS OF DIRECTORS

36. 董事福利及權益

(a) Directors' and chief executive's emoluments

(a) 董事及最高行政人員之酬金

The remuneration of every director and chief executive is set out below:

各董事及最高行政人員之薪酬載列如下：

For the year ended 31 December 2020:

截至二零二零年十二月三十一日止年度：

		Emoluments paid to or receivable by the person in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 一名人士就擔任董事(無論為本公司或其附屬公司業務之董事)之服務已獲支付或應收之酬金					
		Salaries, allowances and other benefits 薪金、津貼及其他福利	Employer's contribution to pension scheme 僱主供款退休金計劃	Share-based payments 以股份支付款項	Discretionary bonus 酌情花紅	Total 總計	
		Director's fee 董事袍金 HK\$'000 千港元	and other benefits 其他福利 HK\$'000 千港元	contribution to pension scheme 僱主供款 HK\$'000 千港元	Share-based payments 以股份 HK\$'000 千港元	Discretionary bonus 酌情花紅 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Executive Directors	執行董事						
Mr. Li Gang (Appointed on 29 June 2020)	李剛先生(於二零二零年六月二十九日獲委任)	-	394	5	-	-	399
Mr. Pan Lihui (Appointed on 29 June 2020)	潘立輝先生(於二零二零年六月二十九日獲委任)	-	394	5	-	-	399
Mr. Jiang Senlin	姜森林先生	-	780	6	-	-	786
Mr. Li Sen (Retired on 26 June 2020)	李森先生(於二零二零年六月二十六日退任)	-	528	-	-	-	528
Mr. Zhong Jinhua (Retired on 26 June 2020)	鍾勁華先生(於二零二零年六月二十六日退任)	-	352	-	-	-	352
Independent Non-executive Directors	獨立非執行董事						
Mr. Zhong Jian	鍾劍先生	180	-	-	-	-	180
Dr. Du Hongwei (Appointed on 29 June 2020)	杜宏偉博士(於二零二零年六月二十九日獲委任)	91	-	-	-	-	91
Mr. See Tak Wah (Appointed on 10 August 2020)	施德華先生(於二零二零年八月十日獲委任)	71	-	-	-	-	71
Mr. Lui Yan (Resigned on 29 June 2020)	劉岩先生(於二零二零年六月二十九日辭任)	89	-	-	-	-	89
Mr. Li Jinyuan (Resigned on 15 March 2021)	李錦元先生(於二零二一年三月十五日辭任)	180	-	-	-	-	180
Mr. Wu Jiwei (Appointed on 29 June 2020 and resigned on 10 August 2020)	吳繼偉先生(於二零二零年六月二十九日獲委任並於二零二零年八月十日辭任)	31	-	-	-	-	31
Total	總計	642	2,448	16	-	-	3,106

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

36. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

For the year ended 31 December 2019:

		Emoluments paid to or receivable by the person in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 一名人士就擔任董事(無論為本公司或其附屬公司業務之董事)之服務已獲支付或應收之酬金					
		Salaries, allowances and other benefits	Employer's contribution to pension scheme	Share-based payments	Discretionary bonus	Total	
Director's fee		薪金、津貼及 其他福利	僱主供款 退休金計劃	以股份 支付款項	酌情花紅	總計	
HK\$'000		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
千港元		千港元	千港元	千港元	千港元	千港元	
Executive Directors	執行董事						
Mr. Li Sen	李森先生	-	1,170	18	-	1,188	
Mr. Wei Junqing (Resigned on 28 June 2019)	魏俊青先生(於二零一九年 六月二十八日辭任)	-	368	11	-	379	
Mr. Zhou Xuesheng (Resigned on 28 June 2019)	周學生先生(於二零一九年 六月二十八日辭任)	-	356	11	-	367	
Mr. Jiang Senlin (Appointed on 28 June 2019)	姜森林先生(於二零一九年 六月二十八日獲委任)	-	366	8	-	374	
Mr. Zhong Jinhua (Appointed on 28 June 2019)	鍾勁華先生(於二零一九年 六月二十八日獲委任)	-	366	8	-	374	
Independent Non-executive Directors	獨立非執行董事						
Mr. Wen Guanwei (Resigned on 28 June 2019)	文光偉先生(於二零一九年 六月二十八日辭任)	134	-	-	-	134	
Dr. Hou Chaohui (Resigned on 28 June 2019)	侯超惠博士(於二零一九年 六月二十八日辭任)	134	-	-	-	134	
Mr. Jiang Maolin (Resigned on 28 June 2019)	姜茂林先生(於二零一九年 六月二十八日辭任)	134	-	-	-	134	
Mr. Lui Yan (Appointed on 28 June 2019)	劉岩先生(於二零一九年 六月二十八日獲委任)	92	-	-	-	92	
Mr. Li Jinyuan (Appointed on 28 June 2019)	李錦元先生(於二零一九年 六月二十八日獲委任)	91	-	-	-	91	
Mr. Du Hongwei (Appointed on 28 June 2019 and resigned on 22 October 2019)	杜宏偉先生(於二零一九年 六月二十八日獲委任 並於二零一九年 十月二十二日辭任)	56	-	-	-	56	
Mr. Zhong Jian (Appointed on 22 October 2019)	鍾劍先生(於二零一九年 十月二十二日獲委任)	34	-	-	-	34	
Total	總計	675	2,626	56	-	3,357	

36. 董事福利及權益(續)

(a) 董事及最高行政人員之酬金(續)

截至二零一九年十二月三十一日止年度：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

36. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(b) Directors' retirement benefits

There were no retirement benefits paid to directors during the year ended 31 December 2020 (2019: nil) by a defined benefit pension plan operated by the Group in respect of the services as a director of the Company and its subsidiaries.

(c) Directors' termination benefits

During the year ended 31 December 2020, there was no board resolution to early terminate of the directors' appointment in office (2019: nil).

(d) Consideration provided to third parties for making available directors' services

No consideration was provided to third parties for making available of director's services during the year ended 31 December 2020 (2019: nil).

(e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 December 2020, there was no arrangement in relation to loans, quasi-loans and other dealings in favour of the directors of the Company, the controlled bodies corporate by and the connected entities with such director (2019: nil).

(f) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in note 31, no significant transactions, arrangements and contracts in relation to Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2019: nil).

36. 董事福利及權益(續)

(b) 董事退休福利

截至二零二零年十二月三十一日止年度，概無透過本集團營運之界定退休金計劃就本公司及其附屬公司董事之服務向其支付退休福利(二零一九年：無)。

(c) 董事終止福利

截至二零二零年十二月三十一日止年度，概無提前終止董事職務之董事會決議案(二零一九年：無)。

(d) 就獲提供董事服務而給予第三方之代價

截至二零二零年十二月三十一日止年度，概無就獲提供董事服務而給予第三方之代價(二零一九年：無)。

(e) 有關以董事、董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易之資料

截至二零二零年十二月三十一日止年度，概無有利於本公司董事、該董事之受控制法團及關連實體之貸款、準貸款及其他交易相關之安排(二零一九年：無)。

(f) 董事於交易、安排或合約之重大權益

除附註31披露者外，本公司概無就本集團業務訂立使本公司董事直接或間接擁有重大權益且於年度結束時或年度內任何時間持續有效之重要交易、安排及合約(二零一九年：無)。

Five-Year Financial Summary

五年財務概要

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Assets and liabilities	資產及負債					
Total assets	資產總額	879,226	811,167	813,900	1,185,302	641,151
Total liabilities	負債總額	309,514	272,894	238,109	582,064	209,798
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及儲備	569,712	538,273	575,791	603,238	434,142
Results	業績					
Revenue	收益	54,054	56,883	885,871	59,228	184,595
Loss for the year attributable to owners of the Company	本公司擁有人應佔年內虧損	(25,776)	(25,086)	(14,531)	(93,900)	(34,849)

