



Link-Asia International MedTech Group Limited
環亞國際醫療科技集團有限公司

(formerly known as Link-Asia International Co. Ltd.)
(前稱環亞國際實業有限公司)

(incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立的有限公司)
(Stock Code 股份代號 : 1143)

2020
Annual Report
年報

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CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Mr. Lin Dailian (*Chairman*)
Mr. Wang Guozhen (*re-designated on 3 April 2020*)
Mr. Duan Chuanhong
Mr. Xia Xiaobing

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Huiwu
Mr. Yang Weidong
Dr. Sun Xiaohu
Mr. Baojinqiao (*resigned on 19 October 2020*)

AUDIT COMMITTEE

Mr. Li Huiwu (*Chairman*)
Mr. Yang Weidong
Dr. Sun Xiaohu
Mr. Baojinqiao (*resigned on 19 October 2020*)

NOMINATION COMMITTEE

Mr. Lin Dailian (*Chairman*)
Mr. Yang Weidong
Mr. Li Huiwu
Mr. Bao Jinqiao (*resigned on 19 October 2020*)

REMUNERATION COMMITTEE

Mr. Yang Weidong (*Chairman*)
Mr. Lin Dailian
Mr. Li Huiwu
Mr. Bao Jinqiao (*resigned on 19 October 2020*)

COMPANY SECRETARY

Ms. Gao Keying (*appointment with effective from 30 April 2020*)
Ms. Yeung Josephine Yan (*resignation with effective from 30 April 2020*)

REGISTERED OFFICE

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG OFFICE

16th Floor
Three Exchange Square
8 Connaught Place
Central, Hong Kong

執行董事

林代聯先生(主席)
王國鎮先生(於二零二零年四月三日調任)
段川紅先生
夏小兵先生

獨立非執行董事

李慧武先生
楊偉東先生
孫煥虎博士
鮑金橋先生(於二零二零年十月十九日辭任)

審核委員會

李慧武先生(主席)
楊偉東先生
孫煥虎博士
鮑金橋先生(於二零二零年十月十九日辭任)

提名委員會

林代聯先生(主席)
楊偉東先生
李慧武先生
鮑金橋先生(於二零二零年十月十九日辭任)

薪酬委員會

楊偉東先生(主席)
林代聯先生
李慧武先生
鮑金橋先生(於二零二零年十月十九日辭任)

公司秘書

高克穎女士(委任自二零二零年四月三十日起生效)
楊昕女士(辭任自二零二零年四月三十日起生效)

註冊辦事處

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港辦事處

香港中環
康樂廣場8號
交易廣場3座
16樓

CORPORATE INFORMATION

公司資料

MAINLAND OFFICE

No. 15 North Guangcong Commercial Street
First Industrial Zone
Zhuliao Town, Baiyun District
Guangzhou
Guangdong Province
PRC

STOCK CODE

1143

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited
Nanyang Commercial Bank, Ltd.
The Hongkong and Shanghai Banking Corporation Limited

AUDITORS

RSM Hong Kong
Certified Public Accountants
Registered Public Interest Entity Auditor
29th Floor
Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

LEGAL ADVISORS AS TO HONG KONG LAWS

Fangda Partners
26th Floor
One Exchange Square
8 Connaught Place
Central, Hong Kong

內地辦事處

中國
廣東省
廣州
白雲區竹料鎮
第一工業區
廣從商業北街15號

股份代號

1143

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心
54樓

主要往來銀行

渣打銀行(香港)有限公司
南洋商業銀行有限公司
香港上海滙豐銀行有限公司

核數師

羅申美會計師事務所
執業會計師
註冊公眾利益實體核數師
香港
銅鑼灣
恩平道28號
利園2期
29樓

有關香港法律的法律顧問

方達律師事務所
香港中環
康樂廣場8號
交易廣場一期
26樓

FINANCIAL HIGHLIGHTS

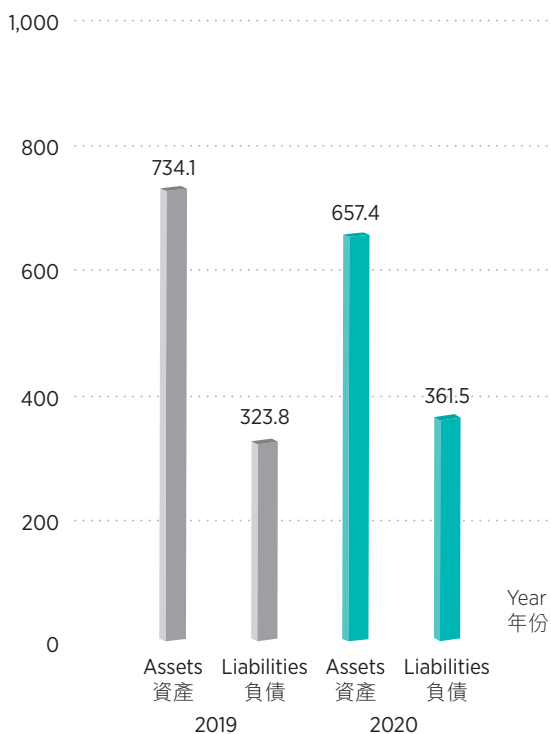
財務摘要

HK\$ Million, except otherwise stated
百萬港元，除另有指明者外

		2020 二零二零年	2019 二零一九年 (Re-presented) (經重列)
Revenue	收入	595.0	629.9
Loss for the year	年度虧損	(173.1)	(179.3)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(173.1)	(171.7)
Loss per share (HK cents)	每股虧損(港仙)	(46.119)	(57.772)
Average inventory turnover day (days)	平均存貨周轉天數(天)	71.5	71.6
Average trade receivable turnover day (days)	平均應收貿易賬款周轉天數(天)	90.9	83.1
Average trade payable turnover day (days)	平均應付貿易賬款周轉天數(天)	58.8	48.3
Total assets	資產總值	657.4	734.1
Total liabilities	負債總額	361.5	323.8

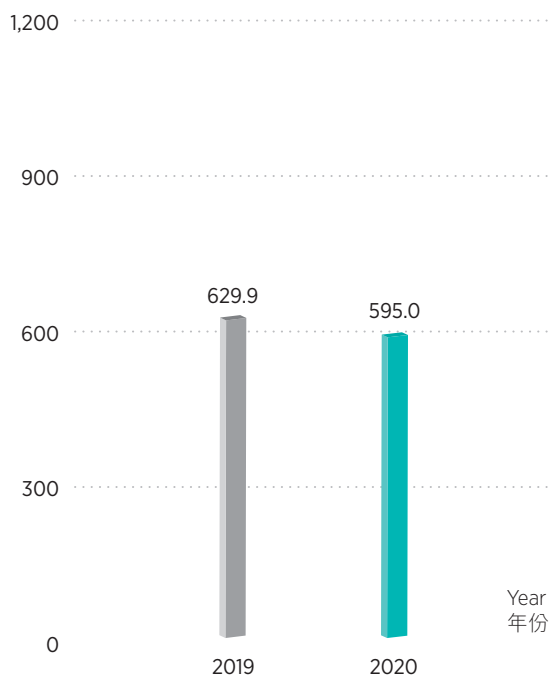
Financial position 財務狀況

HK\$ Million
百萬港元



Revenue 收入

HK\$ Million
百萬港元



CHAIRMAN'S STATEMENT

主席報告書

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”), I hereby present the audited consolidated financial results of Link-Asia International MedTech Group Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2020 (“**the Year**”).

During the Year, the global economy had been devastated by COVID-19 pandemic lockdowns, disruptions of supply chains and fallout from the Sino-US trade friction. China's economic growth of 2.3% was the lowest the country had ever recorded in the past 40 years. Amid this operating environment, most business enterprises in Hong Kong and around the world were negatively impacted and the Group was no exception.

Following the outbreak of COVID-19 in early 2020, the factories in mainland China were ordered to shut down by the authorities as part of the country's lockdown measures, putting immense pressure on the Group's production schedules and delivery commitments. As a result, both our core segments — EMS and the Distribution of Communication Products businesses — were adversely affected. However, with better pandemic control implemented by the government in the second half of the year, profit from our EMS business increased to approximately HK\$33.7 million for the entire 2020. In contrast, the losses incurred by our communication products business have also risen to approximately HK\$18.5 million during the Year.

Our Real Estate Supply Chain Services business contributed to the Group's revenue for the first half of the year, thanks to the hard work of the company's sales team. But due to the global air travel restrictions, lockdowns and border control measures imposed subsequently, our customers were unable to view the projects in Southeast Asia. As a result, the sales earnings from this sector were adversely affected and fell short of company targets.

The Group's Securities and Other Assets Investment business reports decreased losses in the past year. This is attributable to the disposal of the Group's entire stakes in a loss-making catering business in 2019. Another non-core business we currently own is a rental property that has started generating profits recently again.

致各股東：

本人謹代表董事(「**董事**」)會(「**董事會**」)提呈環亞國際醫療科技集團有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)截至二零二零年十二月三十一日止年度(「**本年度**」)之經審核綜合財務業績。

於本年度內，全球經濟受COVID-19疫情封鎖、供應鏈中斷及中美貿易摩擦的影響而遭到重創。中國2.3%的經濟增長率創下過去40年以來的最低記錄。於此經營環境中，香港及世界各地的大多數企業均受到不利影響，本集團亦不例外。

於二零二零年初COVID-19疫情爆發後，作為國家封鎖措施的一部分，中國內地的工廠被當局下令關閉，為本集團的生產計劃和交貨承諾帶來了巨大壓力。因此，我們的兩個核心業務電子製造服務及分銷通訊產品業務均受到不利影響。然而，隨著政府在下半年實施更好的疫情控制措施，我們的電子製造服務業務在整個二零二零年的溢利增加至約33,700,000港元。相比之下，我們的通訊產品業務於本年度產生的虧損亦上升至約18,500,000港元。

在公司銷售團隊的努力下，房地產供應鏈服務業務於上半年為本集團收入做出了貢獻。但由於全球旅行限制、隨後實施的封鎖措施及邊境管制措施及隔離安排，客戶不能前往東南亞國家考察項目，對該分部的銷售收入造成了衝擊，未能達到公司的預期。

本集團的證券及其他資產投資業務報告去年錄得虧損減少。此乃由於本集團於二零一九年出售其於一項虧損餐飲業務的全部股權。我們目前擁有的另一項非核心業務為租賃物業，於近期開始產生溢利。

CHAIRMAN'S STATEMENT

主席報告書

Faced with challenges, the Board and management echelon of our company strive to continue developing our existing core businesses and have started to actively explore and find new business growth spots. Following investigations, our corporate team concluded that the high-end medical and healthcare services, including assisted reproduction and stem cell treatments, are in high demand from the large middle-class population. The Board believe that medical and healthcare products related to assisted reproduction and stem cell treatments have enormous market potential and a promising outlook. To better reflect our business nature and future direction, the Group's name has officially changed from "Link-Asia International Co. Ltd" to "Link-Asia International MedTech Group Limited" with effect from 8 January 2021. In this connection, the Group has appointed Dr. Sun Xiaohu (who has a wealth of medical and biotechnology expertise and senior management experience from pharmaceutical manufacturing companies, research institutes and hospitals) as Independent Non-Executive Director.

Looking ahead, the Group anticipates a slow, uneven and uncertain recovery on the horizon. A slower-than-expected rollout of vaccines, coupled with fresh surges in COVID-19 infections, can delay the rebound of global trade this year. Given the challenging business prospects, the Group will continue to embrace a prudent approach, with stable operation, financial steadfastness and steady management among its top priorities.

Despite the various challenges and difficulties, the Group remains confident of its ability to ride out the crisis with skill and resilience, while being ready to seize any possibilities for growth and enhancement of shareholder value.

Finally, on behalf of the Board, I would like to express my heartfelt gratitude to our staff for their diligence and dedication during the year. I wish to also thank all our shareholders, stakeholders, customers and business partners for their unfailing support and trust for the Group.

Lin Dailian
Chairman

12 April 2021

面對挑戰，本公司董事會及管理層在致力於發展本集團現有核心業務的同時，開始積極探索和尋找新的業務增長點。公司團隊經過調研，認為大量中產人群對於輔助生殖、幹細胞醫療等高端醫療健康服務等有著廣泛的需求，董事會認為輔助生殖、幹細胞醫療等醫療健康產品的市場潛力巨大，有良好的發展前景。為更好地反映本集團業務性質及未來發展之策略方向，本集團的名字已自二零二一年一月八日起正式由「環亞國際實業有限公司」變更為「環亞國際醫療科技集團有限公司」。為此，本集團已於本年度委任孫曉虎博士（在醫藥和生物技術方面經驗豐富且擁有製藥公司、研究機構及醫院的高級管理層經驗）為獨立非執行董事。

展望未來，本集團預期復蘇過程緩慢、不均衡且不確定。推出疫苗的時間慢於預期以及COVID-19感染病例再次激增可能推遲本年度全球貿易的復蘇。鑒於業務前景不明朗，本集團將繼續秉持審慎策略，優先考慮經營的穩定性、財務的紮實性及管理的健全性。

儘管面臨多重挑戰及困難，本集團依然對其憑藉技術及韌性渡過危機的能力充滿信心，同時準備尋求增長及提高股東價值的任何可能性。

最後，本人謹此代表董事會衷心感謝全體員工於本年度的辛勤工作及付出，同時亦感謝全體股東、持份者、客戶及商業夥伴一如既往的支持及對本集團的信任。

林代聯
主席

二零二一年四月十二日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS OVERVIEW

The COVID-19 pandemic has sent the global economy into one of its worst recessions ever, forcing countries and cities into months of lockdowns in 2020 that markedly reduced economic activity. During the Year, China's economy grew 2.3% at the slowest pace it had experienced in decades.

Given the grim operating environment, the Group saw its EMS and Distribution of Communication Products segment recording a declining performance with a decrease in revenue of approximately 6.3%.

The Group has embraced a dual approach to drive faster and steadier revenue growth in the future. As part of this strategy, the Group changed its name officially from "Link-Asia International Co. Ltd" to "Link-Asia International MedTech Group Limited" in early 2021 to pursue the vision of becoming a medical technology group to offer assisted reproductive technology, including both related products and services, to meet the fertility needs of high-end customers in the region especially mainland China.

Concurrently, the Group has stepped into the lucrative real-estate market in Southeast Asia with its enormous housing needs. To this end, the Group has leveraged on its business network to source high-quality real estate projects in the region since the second half of 2019. These efforts will intensify when the current pandemic, which restricts air travel and upends supply chains, shows signs of easing in 2021.

For the Year, the Group generated total revenue from continuing operations of approximately HK\$595.0 million (2019: HK\$629.9 million). Gross profit from continuing operations amounted to approximately HK\$154.7 million (2019: HK\$135.8 million), and loss attributable to owners of the Company amounted to approximately HK\$173.1 million (2019: HK\$171.7 million).

As at 31 December 2020, the Group had bank and cash balances totalling approximately HK\$167.7 million (2019: HK\$241.4 million) with efforts made to maintain a healthy financial position.

業務回顧

COVID-19 疫情使全球經濟陷入有史以來最嚴重的衰退之一，迫使部分國家及城市於二零二零年進入數月的封鎖狀態，大大減弱了經濟活動。於本年度，中國經濟增長2.3%，為數十年來的最低水平。

在嚴峻的經營環境下，本集團的電子製造服務及分銷通訊產品分部錄得業績下滑，收入減少約6.3%。

本集團啟用雙重策略，從而推動未來收入更快、更穩定地增長。作為該策略的一部分，本集團於二零二一年初正式將由「環亞國際實業有限公司」更名為「環亞國際醫療科技集團有限公司」，凸顯本集團致力成為醫療科技集團的願景，並提供包括相關產品及服務在內的輔助生殖技術，以滿足亞太區特別是中國內地高端客戶的生育需求。

與此同時，本集團進入利潤豐厚且住房需求巨大的東南亞房地產市場。為此，本集團自二零一九年下半年起已利用其業務網絡在該地區物色優質房地產項目。當下的疫情限制航空旅行並擾亂供應鏈，當疫情於二零二一年出現緩解跡象時，我們將進一步加大物色力度。

於本年度，本集團錄得來自持續經營業務的總收入約為595,000,000港元(二零一九年：629,900,000港元)。來自持續經營業務的毛利約為154,700,000港元(二零一九年：135,800,000港元)，而本公司擁有人應佔虧損約為173,100,000港元(二零一九年：171,700,000港元)。

於二零二零年十二月三十一日，本集團的銀行及現金結餘合共約為167,700,000港元(二零一九年：241,400,000港元)，努力維持穩健的財務狀況。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

REVIEW OF OPERATIONS

The EMS and Distribution of Communications Products Businesses

The EMS and Distribution of Communication Products businesses contributed revenue of approximately HK\$544.3 million (2019: HK\$582.5 million) and HK\$35.9 million (2019: HK\$36.5 million), respectively, to the Group. This segment was hardest hit following the outbreak of the pandemic in the early part of 2020, when factories in mainland China were forced to close and market demand remained weak in the face of economic uncertainty.

Overall, the segment generated a relatively stable performance in turnover to register a mild decrease of approximately 6.3% in 2020.

Real Estate Supply Chain Services

Real Estate Supply Chain Services business started its contribution to the Group's revenue in the Year. Revenue from the Real Estate Supply Chain Services operation provides two types of services, comprising the real estate advisory service and real estate purchase service related to investment opportunities in Southeast Asia and Pan Asia markets on behalf of customers. Revenue is recognised at a point in time upon completion of each service. This segment has contributed approximately HK\$14.2 million (2019: Nil) for the Year.

Even though the Real Estate Supply Chain Services business has brought in a new revenue stream to the Group, it is heavily and adversely affected by the border control and quarantine measures due to COVID-19. Normal business travelling is suspended between the PRC and Southeast Asian and Pan Asian countries. The Board expected that this business sector will improve with the coming breakthrough in vaccine and medication of COVID-19.

Securities and Other Assets Investment

The losses accrued from this segment declined with the disposal of the Group's catering business, which had been underperforming through the years, coupled with revenue generated from the rental property it owns. As a result, the Securities and Other Assets Investment business contributed revenue of approximately HK\$0.7 million (2019: HK\$11.0 million) to the Group during the Year.

營運回顧

電子製造服務及分銷通訊產品業務

電子製造服務及分銷通訊產品業務分別為本集團貢獻收入約544,300,000港元(二零一九年：582,500,000港元)及35,900,000港元(二零一九年：36,500,000港元)。在二零二零年初疫情爆發後，中國內地的工廠被迫關閉，面對經濟的不確定性，市場需求仍然疲軟，因此該分部遭受重創。

總體而言，該分部的營業額仍維持相對穩定的表現，於二零二零年錄得約6.3%的溫和下跌。

房地產供應鏈服務

房地產供應鏈服務業務於本年度開始為本集團的收入產生貢獻。房地產供應鏈服務業務所產生的收入提供兩種服務，包括與代客戶在東南亞及泛亞市場物色投資機會相關的房地產諮詢服務和房地產購置服務。收入於各項服務完成後的某一時間點確認。於本年度，該分部已貢獻約14,200,000港元(二零一九年：無)。

儘管房地產供應鏈服務業務為本集團帶來新的收入來源，但由於COVID-19導致的邊境管制及隔離措施，該業務受到了嚴重不利影響，中國、東南亞及泛亞國家之間的正常商務旅行暫停。董事會預期隨著COVID-19疫苗及藥物將取得突破，該業務板塊將有所改善。

證券及其他資產投資

由於本集團出售多年來表現不佳的餐飲業務，加上旗下出租物業產生的收入，該分部產生的虧損有所減少。因此，證券及其他資產投資業務於本年度為本集團貢獻收入約700,000港元(二零一九年：11,000,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Geographical Analysis

Revenue from the major European countries (the United Kingdom, Switzerland, Poland and France) totalled approximately HK\$330.1 million (2019: HK\$328.5 million), and accounted for approximately 55.5% (2019: 52.2%) of the Group's revenue from continuing operations for the Year. The U.S.A. market contributed approximately HK\$40.6 million (2019: HK\$52.8 million) in revenue and accounted for approximately 6.8% (2019: 8.4%) of the Group's revenue from continuing operations. The PRC (including Hong Kong) and other countries accounted for approximately HK\$87.6 million (2019: HK\$113.5 million) and HK\$136.7 million (2019: HK\$135.1 million), respectively, representing approximately 14.7% (2019: 18.0%) and 23.0% (2019: 21.4%) of the Group's revenue from continuing operations.

FINANCIAL REVIEW

Revenue

For the Year, the Group recorded total revenue from continuing operations of approximately HK\$595.0 million (2019: HK\$629.9 million).

Cost of Sales

Cost of sales from continuing operations decreased by approximately 10.9% from approximately HK\$494.1 million in 2019 to HK\$440.3 million in 2020 in line with the decrease of the revenue.

Gross Profit

Gross profit from continuing operations increased by approximately 13.9% from approximately HK\$135.8 million in 2019 to HK\$154.7 million in 2020, as a result of a gross profit contribution from the new segment, the Real Estate Supply Chain Services business, with a higher gross profit margin.

Other income

Other income from continuing operations remained stable in 2020 of approximately HK\$12.3 million (2019: HK\$12.4 million).

地區分析

於本年度，來自歐洲主要國家(英國、瑞士、波蘭及法國)的總收入約為330,100,000港元(二零一九年：328,500,000港元)，約佔本集團來自持續經營業務收入的55.5%(二零一九年：52.2%)。美國市場貢獻收入約為40,600,000港元(二零一九年：52,800,000港元)，約佔本集團來自持續經營業務收入的6.8%(二零一九年：8.4%)。中國(包括香港)及其他國家分別錄得約87,600,000港元(二零一九年：113,500,000港元)及136,700,000港元(二零一九年：135,100,000港元)，分別約佔本集團來自持續經營業務收入的14.7%(二零一九年：18.0%)及23.0%(二零一九年：21.4%)。

財務回顧

收入

於本年度，本集團來自持續經營業務的總收入約為595,000,000港元(二零一九年：629,900,000港元)。

銷售成本

來自持續經營業務的銷售成本由二零一九年約494,100,000港元減少約10.9%至二零二零年440,300,000港元，與收入減少一致。

毛利

由於新分部(即房地產供應鏈服務業務)的毛利率較高，帶來毛利貢獻，因此來自持續經營業務的毛利由二零一九年約135,800,000港元增加約13.9%至二零二零年154,700,000港元。

其他收入

二零二零年的來自持續經營業務的其他收入維持穩定，約為12,300,000港元(二零一九年：12,400,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other gains and losses

Other net losses of approximately HK\$2.3 million in 2020 (2019: net gain of approximately HK\$3.9 million) were due to net foreign exchange losses during the Year while a net gain in 2019.

Impairment losses

The Group made overall impairment losses of approximately HK\$68.1 million on certain assets for the Year, representing an increase by approximately HK\$10.2 million (2019: HK\$57.9 million). The increase was mainly due to the increase in impairment losses for other receivables of approximately HK\$16.4 million, impairment losses on investments in associates by approximately HK\$10.3 million and impairment losses on intangible assets by approximately HK\$14.1 million, offsetting by a decrease in impairment losses for loans to other parties by approximately HK\$31.1 million.

Selling and distribution expenses

Selling and distribution expenses from continuing operations of approximately HK\$56.3 million (2019: HK\$28.8 million) accounted for approximately 9.5% in 2020 and 4.6% in 2019 of the Group's revenue from continuing operations, respectively. The increase was mainly due to the increase in expenses, including advertising and promotion, employment expenses, travelling expenses, business development and other expenses, for the Real Estate Supply Chain Services business of approximately HK\$26.6 million for the Year.

Administrative expenses

Administrative expenses from continuing operations of approximately HK\$178.2 million (2019: HK\$179.4 million) accounted for approximately 29.9% in 2020 and approximately 28.5% in 2019 of the Group's revenue from continuing operations, respectively. The administrative expenses remained stable as compared to last year.

其他收益及虧損

二零二零年的其他淨虧損約為2,300,000港元(二零一九年：淨收益約3,900,000港元)，此乃由於本年度的外匯淨虧損所致，而二零一九年則為淨收益。

減值虧損

本集團於本年度就若干資產錄得整體減值虧損約68,100,000港元，增加約10,200,000港元(二零一九年：57,900,000港元)。該增加乃主要由於其他應收款項減值虧損、於聯營公司之投資減值虧損及無形資產減值虧損分別增加約16,400,000港元、約10,300,000港元及約14,100,000港元，被向其他人士提供的貸款減值虧損減少約31,100,000港元抵銷。

銷售及分銷開支

持續經營業務之銷售及分銷開支約56,300,000港元(二零一九年：28,800,000港元)分別佔二零二零年及二零一九年本集團持續經營業務之收入約9.5%及4.6%。此增長主要是因為本年度房地產供應鏈服務業務之開支增加(包括廣告宣傳開支、僱傭開支、差旅開支、業務發展開支及其他開支)約26,600,000港元所致。

行政開支

持續經營業務之行政開支約178,200,000港元(二零一九年：179,400,000港元)分別佔二零二零年及二零一九年本集團持續經營業務之收入約29.9%及約28.5%。行政開支與去年相比維持穩定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other expenses

Other operating expenses from continuing operations decreased by approximately HK\$28.2 million from approximately HK\$42.5 million in 2019 to approximately HK\$14.3 million in 2020. The decrease in other operating expenses was mainly due to no bad debts written off and bad debts provision of approximately HK\$5.4 million, no loss of disposal of subsidiary (2019: approximately HK\$19.2 million) and no reinstatement provision (2019: approximately HK\$1.5 million) during the Year.

Finance costs

The Group's finance costs from continuing operations were approximately HK\$4.9 million in 2020 and HK\$6.8 million in 2019, represented approximately 0.8% and 1.1% of the Group's revenue from continuing operations in 2020 and 2019, respectively. The decrease in finance costs during the Year was mainly due to the decrease in interest on lease liabilities by approximately HK\$1.1 million.

Income tax expense

Income tax expense from continuing operations during the Year included approximately HK\$1.4 million of current tax charge (2019: HK\$1.3 million) and approximately HK\$1.9 million of deferred tax charge (2019: Nil). The tax charges mainly represented the income tax provision at the applicable tax rate in accordance with the relevant laws and regulations in Hong Kong, the PRC and the U.S.A..

Loss attributable to owners of the Company

The loss attributed to owners of the Company was approximately HK\$173.1 million for the Year (2019: HK\$171.7 million). The Group's net loss margin attributable to owners of the Company for the Year was approximately -29.1% (2019: -27.3%).

Loss for the year attributable to non-controlling interests

Loss for the year attributable to non-controlling interests amounted to approximately HK\$18,000 for the year ended 31 December 2020 (2019: HK\$7.6 million). The decrease was mainly due to no loss attributable to the non-controlling interests mainly contributed by the sales of medical equipments in the PRC for the Year as it was disposed in 2019. For details of the Group's discontinued operations in 2019, please refer to note 17 to the consolidated financial statements.

其他費用

持續經營業務之其他經營費用自二零一九年的約42,500,000港元減少約28,200,000港元至二零二零年的約14,300,000港元。其他經營費用減少主要是因為本年度內沒有壞賬撇銷及壞賬撥備約5,400,000港元，亦無出售附屬公司虧損（二零一九年：約19,200,000港元）及修復撥備（二零一九年：約1,500,000港元）。

融資成本

二零二零年及二零一九年本集團持續經營業務之融資成本分別約為4,900,000港元及6,800,000港元，佔二零二零年及二零一九年本集團持續經營業務之收入約0.8%及1.1%。本年度融資成本減少的主要原因是租賃負債利息減少約1,100,000港元。

所得稅開支

本年度持續經營業務之所得稅開支包括即期稅項開支約1,400,000港元（二零一九年：1,300,000港元）及遞延稅項開支約1,900,000港元（二零一九年：零）。稅項開支指根據香港、中國及美國的有關法律及法規按適用稅率計提的所得稅撥備。

本公司擁有人應佔虧損

本年度本公司擁有人應佔虧損約為173,100,000港元（二零一九年：171,700,000港元）。本年度本公司擁有人應佔本集團淨虧損率約為-29.1%（二零一九年：-27.3%）。

非控股權益應佔年度虧損

截至二零二零年十二月三十一日止年度，非控股權益應佔年度虧損約為18,000港元（二零一九年：7,600,000港元）。該減少主要是因為本年度並無主要來自於中國的醫療設備銷售業務的非控股權益應佔虧損，由於該業務已於二零一九年出售。有關本集團二零一九年已終止經營業務的詳情，請參閱綜合財務報表附註17。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND CAPITAL RESOURCES

The Group generally finances its operations and capital expenditure by internally generated cashflows.

As at 31 December 2020, the bank and cash balances amounted to approximately HK\$167.7 million (2019: HK\$241.4 million), representing an decrease of approximately HK\$73.7 million from 2019. Respective sum of approximately 7.9%, 48.7% and 43.2% of the bank and cash balances was denominated in RMB, USD and HKD, respectively.

The Group's current ratio remains in a healthy position at 1.5 times (2019: 1.9 times). The gearing ratio of the Group was 55.0% as at 31 December 2020 (2019: 44.1%), which is calculated based on the Group's total liabilities divided by its total assets. Taking into account of the amount of liquid assets on hand, the Group has sufficient financial resources to meet its ongoing operational requirements.

As at 31 December 2020, the carrying amounts of the loan from bank and loan from an independent third party were approximately HK\$18.0 million and HK\$0.6 million, respectively. As at 31 December 2019, the borrowings represented the loan from a related company and loan from an independent third party of approximately HK\$0.6 million and HK\$20 million, respectively.

Cash flow

In 2020, approximately HK\$16.0 million was used in the operating activities. Net cash used in investing activities was approximately HK\$95.2 million and net cash generated from financing activities was approximately HK\$35.2 million for the Year.

流動資金及資本資源

本集團一般以內部產生現金流量撥付其業務營運及資本開支所需。

於二零二零年十二月三十一日，銀行及現金結餘約為167,700,000港元（二零一九年：241,400,000港元），較二零一九年減少約73,700,000港元。銀行及現金結餘中約7.9%、48.7%及43.2%分別以人民幣、美元及港元計值。

本集團流動比率保持在1.5倍（二零一九年：1.9倍）的穩健水平。於二零二零年十二月三十一日，本集團的資本負債比率（按本集團的負債總額除以資產總值計算）為55.0%（二零一九年：44.1%）。經考慮手頭的流動資產金額，本集團有充足的財務資源以滿足其持續經營規定。

於二零二零年十二月三十一日，來自銀行的貸款及一名獨立第三方的貸款的賬面值分別約為18,000,000港元及600,000港元。於二零一九年十二月三十一日，借款指來自關聯公司的貸款及一名獨立第三方的貸款分別約為600,000港元及20,000,000港元。

現金流量

於二零二零年，經營活動所用現金約為16,000,000港元。本年度投資活動所用現金淨額約為95,200,000港元及融資活動所產生現金淨額約為35,200,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Exchange risk exposure

The Group has transactional currency exposures. Such exposures arise from the business operations in the PRC and Hong Kong denominated in RMB and USD, respectively. As at 31 December 2020, the Group had minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities were principally denominated in the respective functional currencies, i.e. RMB and USD, used by the respective group entities, or in USD for the respective group entities with HKD being the functional currency. As HKD is pegged to USD, the Group considers the risk of movements in exchange rates between HKD and USD to be insignificant for transactions denominated in USD. The RMB is not freely convertible into other foreign currencies and conversion of the RMB into foreign currencies is subject to rules and regulations of foreign exchange control promulgated by the PRC government. As at 31 December 2020, the Group does not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group had no investment in any financial derivatives, foreign exchange contracts, interest or currency swaps, hedging or other financial arrangements for hedging purposes to reduce any currency risk nor made any over-the-counter contingent forward transactions. The Group will closely monitor its foreign currency exposure and will consider using hedging instruments in respect of significant foreign currency exposure as and when appropriate.

Capital expenditure

Capital expenditure for 2020 amounted to approximately HK\$55.3 million and capital commitments as at 31 December 2020 amounted to approximately HK\$0.9 million. Both the capital expenditure and capital commitments were mainly related to the acquisition of plant and machinery to replace retired ones.

Pledge of assets

As at 31 December 2020, an investment property of approximately HK\$30.0 million was pledged to an independent third party to secure a loan facility available to the Group.

外匯風險

本集團存在交易貨幣風險。該等風險來自中國及香港分別以人民幣及美元計值的業務營運。於二零二零年十二月三十一日，本集團的外匯風險極小，因為其大部分業務交易、資產及負債主要以相關集團實體使用的相關功能貨幣計值（即人民幣及美元）或功能貨幣為港元的相關集團實體使用的美元計值。由於港元與美元掛鈎，本集團認為港元兌美元匯率變動風險對以美元計值的交易影響不大。人民幣不可自由兌換為其他外幣，人民幣兌換為外幣須遵守中國政府頒佈的外匯管制規則及法規。於二零二零年十二月三十一日，本集團並無就其外幣資產及負債設定外幣對沖政策。本集團並無投資於任何金融衍生工具、外匯合約、利率或貨幣掉期、對沖或作對沖用途的其他財務安排，以減低任何貨幣風險，亦無進行任何場外或然遠期交易。本集團將密切監察其外匯風險，並將於適當時候考慮就重大外匯風險使用對沖工具。

資本開支

二零二零年的資本開支約為55,300,000港元，而於二零二零年十二月三十一日的資本承擔約為900,000港元。資本開支及資本承擔主要與購置廠房及機器以替代退役機器有關。

資產抵押

於二零二零年十二月三十一日，約30,000,000港元的一項投資物業已抵押予獨立第三方，作為本集團可獲得貸款融資的抵押。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial guarantee contract

As at 31 December 2019 and 2020, the Group had an outstanding guarantee (the “**Guarantee**”) to one of the suppliers of an overseas subsidiary (the “**Disposed Subsidiary**”), which was disposed on 7 October 2015, for payment in relation to a sum of US\$2.6 million (equivalent to approximately HK\$20.3 million), representing a trade balance under dispute between the Disposed Subsidiary and the supplier. The supplier subsequently sold the trade balance to a third party.

During 2017, the Disposed Subsidiary had agreed with the third party for a final settlement by instalment of US\$650,000 (equivalent to approximately HK\$5.1 million). In this regards as at 31 December 2020, the Group had an outstanding guarantee of the sum limited to US\$650,000, subject to the full payment of the final settlement effected by the Disposed Subsidiary.

The Disposed Subsidiary had issued counter guarantee to the Company to indemnify the Company for any loss in relation to the Guarantee.

Contingent liabilities

As at 31 December 2020, the Group and the Company did not have any significant contingent liabilities.

Significant investments, acquisition and disposal

As at 31 December 2020, the Group did not hold any listed equity investments. As at 31 December 2019, the Group held at fair value of approximately HK\$13.4 million, which were classified as equity investments at fair value through other comprehensive income (“**FVTOCI**”). The fair value change in respect of such investments of approximately HK\$12.2 million (2019: upward movement of HK\$9.4 million) was recorded in other comprehensive income. No dividend income was received during the year ended 31 December 2020 in respect of these investments.

Apart from the aforesaid transactions, there were no significant investment held, material acquisitions or disposals of subsidiaries, associates and joint ventures by the Group during the Year.

財務擔保合約

於二零一九年及二零二零年十二月三十一日，本集團對已於二零一五年十月七日出售之海外附屬公司（「**已出售附屬公司**」）之其中一名供應商有尚未償付擔保（「**該擔保**」），其有關支付2,600,000美元（相當於約20,300,000港元）之款項，此乃已出售附屬公司與該供應商之爭議貿易結餘。隨後供應商已出售貿易結餘予第三方。

於二零一七年，已出售附屬公司已與第三方達成最終和解，分期付款650,000美元（相當於約5,100,000港元）。就此而言，於二零二零年十二月三十一日，本集團擁有尚未償付擔保金額上限為650,000美元，視乎已出售附屬公司實際悉數支付的最終和解款項而定。

已出售附屬公司已向本公司發出反擔保，以就該擔保造成之任何損失為本公司提供彌償保證。

或然負債

於二零二零年十二月三十一日，本集團及本公司並無任何重大或然負債。

重大投資、收購及出售事項

於二零二零年十二月三十一日，本集團概無持有任何上市股權投資。於二零一九年十二月三十一日，本集團持有公平值約13,400,000港元的投資，有關投資分類列為按公平值計入其他全面收益（「**按公平值計入其他全面收益**」）的股權投資。有關該等投資的公平值變動約為12,200,000港元（二零一九年：上升9,400,000港元），已計入其他全面收益。截至二零二零年十二月三十一日止年度，本集團概無獲得有關該等投資的任何股息收入。

除上述交易外，本集團於本年度並無持有重大投資、進行重大收購或出售附屬公司、聯營公司及合營企業。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Future plans for material investments or capital assets

There was no specific plan for material investments or capital assets as at 31 December 2020.

Use of proceeds from subscription

On 13 October 2017, the Group entered into share subscription agreement (“**Subscription Agreement**”) with Keywan Global Limited (“**Keywan**”). All conditions precedent of the Subscription Agreement have been fulfilled and completion took place on 1 November 2017. Pursuant to the Subscription Agreement, an aggregate of 990,000,000 shares of the Company were allotted and issued to Keywan at a subscription price of HK\$0.3 per share. The net proceeds received by the Group was approximately HK\$297 million. Upon completion of the share subscriptions, Keywan has 16.65% shareholding in the Company. The intended use of the net proceeds from the Subscription was to finance the proposed acquisition of a polyurethane condom business (the “**Proposed Acquisition**”) as detailed in the circular dated 15 February 2018 and/or the general working capital of the Group. As at 31 December 2019, the Proposed Acquisition was not materialized.

As at the date of 2018 Annual Report, the net proceeds of approximately HK\$159 million was utilised for the Group’s general working capital, of which approximately 39% for staff costs, 27% for office rental and management fee and 34% for other administrative and operating expenses.

Up to 31 December 2019, additionally approximately HK\$88 million was used as the Group’s general working capital, of which approximately 25% for staff costs, 24% for office rental and management fee and 51% for other administrative and operating expenses.

On 6 March 2020, in order to better deploy the resources of the Group, the Board has resolved to assign the unutilised net proceeds of approximately HK\$21 million as at 6 March 2020 to the development of business in Pan Asia, including the establishment of the real estate sale channel system in Southeast Asia, and the upgrade and development of the digital economy cloud service business in Southeast Asia, which has leveraged on its electronic products and telecommunications services, while the unutilised net proceeds of approximately HK\$10 million as general working capital of the Group. For further details, please refer to the announcement of the Company dated 6 March 2020.

日後重大投資計劃或資本資產

於二零二零年十二月三十一日概無具體的重大投資計劃或資本資產。

認購事項所得款項用途

於二零一七年十月十三日，本集團與Keywan Global Limited（「**Keywan**」）訂立股份認購協議（「**認購協議**」）。認購協議的所有先決條件均已獲達成，並於二零一七年十一月一日完成。根據認購協議，本公司已向Keywan配發及發行合共990,000,000股股份，認購價為每股股份0.3港元。本集團收取的所得款項淨額約為297,000,000港元。股份認購完成後，Keywan擁有本公司16.65%股權。認購事項所得款項淨額擬定用作為日期為二零一八年二月十五日的通函所詳述的建議收購聚氨基酯避孕套業務（「**建議收購事項**」）提供資金及／或本集團的一般營運資金。於二零一九年十二月三十一日，建議收購事項沒有落實。

於二零一八年年報日期，所得款項淨額約159,000,000港元用作本集團的一般營運資金，其中約39%用作員工成本、27%用作辦公室租金及管理費，以及34%用作其他行政及營運開支。

直至二零一九年十二月三十一日，另撥約88,000,000港元用作本集團的一般營運資金，其中約25%用作員工成本、24%用作辦公室租金及管理費及51%用作其他行政及營運開支。

於二零二零年三月六日，為了將本集團的資源作更佳部署，董事會議決將於二零二零年三月六日未動用的所得款項淨額約21,000,000港元分配在泛亞地區業務發展方面，包括打造東南亞地區房地產銷售渠道體系，升級發展以電子產品及通訊服務為基礎的東南亞地區數字經濟雲服務業務等，餘下約10,000,000港元用作本集團的一般營運資金。有關進一步詳情，請參閱本公司日期為二零二零年三月六日的公告。

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Subsequently from 1 January 2020 up to the date of 2020 Annual Report, additionally approximately HK\$50.0 million was used, of which approximately HK\$21.0 million for the development of business in Pan Asia and approximately HK\$29.0 million for the general working capital. The proceeds were fully utilised as at 31 December 2020.

2020 Placing of new shares

On 29 January 2020, the Company and the placing agent entered into a placing agreement whereby the Company agreed to place, through the placing agent, a maximum of 1,189,060,000 new ordinary shares of the Company of nominal value of HK\$0.001 per share to not less than six places at the placing price of HK\$0.035 per placing Share (the “**Placing**”). The maximum aggregate nominal value of the placing shares under the Placing is HK\$1,189,060.00. On 29 January 2020, being the date of placing agreement entered into between the Company and the placing agent, the closing price of the shares of the Company was HK\$0.036 per share as quoted on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”). Places are independent third parties and whose ultimate beneficial owners are independent and not connected with any directors, chief executive or substantial shareholder (if any) of the Company or its subsidiaries and their respective associates. The completion of the Placing took place on 19 February 2020. Please refer to the announcements of the Company dated 29 January 2020, 3 February 2020 and 19 February 2020.

The Directors consider that the Placing can strengthen the financial position of the Group and provide additional funding to the Group in order to facilitate the business operation and future development. The Placing also represents a good opportunity to broaden the shareholders’ base and the capital base of the Company.

The net proceeds from the Placing (after deduction of commission and other expenses of the Placing) are approximately HK\$41.4 million. The net placing price is approximately HK\$0.0348 per share. The Company intended to use the net proceeds arising from the Placing as to (i) approximately HK\$18 million for developing the Group’s existing electronic products and the related supply chain service business; (ii) approximately HK\$17 million for establishing a leading real estate sale supply chain service business system in Southeast Asia and Pan Asia markets, and (iii) remaining balance of approximately HK\$6.4 million for general working capital of the Group.

於二零二零年一月一日後直至二零二零年年報日期，已額外動用約50,000,000港元，其中約21,000,000港元用作發展泛亞業務及約29,000,000港元用作一般營運資金。於二零二零年十二月三十一日，所得款項已全部使用。

二零二零年新股份配售

於二零二零年一月二十九日，本公司與配售代理訂立配售協議，據此本公司同意透過配售代理向不少於六名承配人配售最多1,189,060,000股每股面值為0.001港元的本公司新普通股，每股配售股份之配售價格為0.035港元（「**配售事項**」）。配售事項下的配售股份之最高總面值為1,189,060.00港元。於二零二零年一月二十九日（即本公司與配售代理訂立配售協議的日期），本公司股份在香港聯合交易所有限公司（「**聯交所**」）所報的收市價為每股0.036港元。承配人屬獨立第三方，其最終實益擁有人屬獨立且與本公司或其附屬公司及其各自的聯繫人的任何董事、主要行政人員或主要股東（如有）均無關連。配售事項於二零二零年二月十九日完成。請參閱本公司日期為二零二零年一月二十九日、二零二零年二月三日及二零二零年二月十九日的公告。

董事認為，配售事項可加強本集團的財務狀況並為本集團提供額外資金，以促進業務運作及未來發展。配售事項亦為擴大大公司股東基礎及資本基礎的良機。

配售事項所得款項淨額約為41,400,000港元（扣除配售事項的佣金及其他開支後）。每股股份的淨配售價約為0.0348港元。本公司擬將配售事項所得款項淨額：(i)約18,000,000港元用作本集團現有電子產品及相關供應鏈服務業務之發展；(ii)約17,000,000港元用作落實打造東南亞乃至泛亞市場領先的房地產銷售供應鏈服務業務體系；及(iii)剩餘結餘約6,400,000港元將用作本集團一般營運資金。

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As at 31 December 2020, approximately HK\$17.7 million was utilised, of which:

- (i) approximately HK\$4.8 million for developing the Group's existing electronic products and the related supply chain service business;
- (ii) approximately HK\$6.5 million for establishing a leading real estate sale supply chain service business system in Southeast Asia and Pan Asia markets; and
- (iii) approximately HK\$6.4 million for general working capital of the Group.

On 11 January 2021, in order to better deploy the resources of the Group, the Board has resolved to assign the unutilised net proceeds of approximately HK\$10.5 million as at 11 January 2021 from the development of real estate sale supply chain service business in Southeast Asia and Pan Asia to the general working capital of the Group. For further details, please refer to the announcement of the Company dated 11 January 2021.

Subsequently from 1 January 2021 up to the date of 2020 Annual Report, additionally approximately HK\$10.5 million was used for the general working capital. The remaining unutilised net proceeds of approximately HK\$13.2 million is estimated to be fully utilised in the next six months.

Environmental, social and corporate responsibility

As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure sustainable development of its business. The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands a better future depends on everyone's participation and contribution. It has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole. The Group maintains strong relationships with its employees, has enhanced cooperation with its suppliers and has provided high quality products and services to its customers so as to ensure sustainable development.

於二零二零年十二月三十一日，已經使用約17,700,000港元，其中：

- (i) 約4,800,000港元用作本集團現有電子產品及相關供應鏈服務業務之發展；
- (ii) 約6,500,000港元用作落實打造東南亞乃至泛亞市場領先的房地產銷售供應鏈服務業務體系；及
- (iii) 約6,400,000港元用作本集團一般營運資金。

為了更好地部署本集團的資源，董事會於二零二一年一月十一日已決議，將截至當日從東南亞及泛亞房地產銷售的供應鏈服務業務發展的未動用所得款項淨額約10,500,000港元，分配為本集團的一般營運資金。有關更多詳細信息，請參閱本公司日期為二零二一年一月十一日的公告。

自二零二一年一月一日起直至二零二零年年報日期，額外約10,500,000港元已用作一般營運資金。剩餘未動用所得款項淨額約13,200,000港元估計將於未來六個月內全部用完。

環境、社會及企業責任

作為一間具社會責任的企業，本集團致力維持最高要求之環境及社會標準，以確保其業務可持續發展。本集團已遵守所有與其業務有關的相關法律及法規，包括健康及安全、工作環境條件、就業及環境。本集團明白有賴所有人的參與及貢獻才能成就美好將來，亦因此鼓勵僱員、客戶、供應商及其他持份者參與環境及社會活動，惠及整個社區。本集團與其僱員維持緊密關係，加強與其供應商之間的合作，並為其客戶提供優質產品及服務，以確保可持續發展。

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The details of such are set out in the Environmental, Social and Governance report on pages 44 to 110 of this annual report. During the Year, the Group has complied with the relevant environmental laws and regulations in all material respects. The Group will review its environmental practices from time to time and will implement further eco-friendly measures and practices closely enhancing environmental sustainability. For further details, please refer to pages 44 to 110 of this annual report.

Compliance with laws and regulations

The Group's operations are mainly carried out by the Company's subsidiaries in the mainland China while the Company itself is listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). Our establishment and operations accordingly shall comply with applicable laws and regulations in the mainland China and Hong Kong. The Group has sought professional legal advice from its legal advisers to ensure its transactions and business are in compliance with the applicable laws and regulations. During the Year, the Group was not aware of any noncompliance with any relevant laws and regulations that had a significant impact on it.

Key risks and uncertainties

Our Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to our Group's businesses. The followings are the key risks and uncertainties identified by our Group. There may be other risks and uncertainties in addition to those shown below which are not known to our Group or which may not be material now but could turn out to be material in the future.

Market Risks

Market risk is the risk that deteriorates profitability or affects ability to meet business objectives arising from the movement in market prices, like foreign exchange rates, interest rates and equity prices. The management of our Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

有關詳情載於本年報第44至第110頁的環境、社會及管治報告。於年內，本集團已遵守有關環境法律及法規的所有重要方面。本集團將不時檢討其環境條例，並會進一步實施環保措施及行動，以密切提高環境可持續性。有關進一步詳情，請參閱本年報第44至110頁。

遵守法律及法規

本集團的業務主要由本公司於中國內地的附屬公司進行，而本公司本身於香港聯合交易所有限公司（「聯交所」）上市。因此，我們的成立及營運須遵守中國內地及香港的適用法律及法規。本集團已經尋求了法律顧問的專業法律意見，以確保其交易及業務符合適用的法律及法規。於年內，本集團並不知悉任何不遵守任何有關法律及法規的情況（對其有重大影響）。

主要風險及不明朗因素

本集團的財務狀況、營運業績及業務前景可能受到與本集團業務直接或間接相關的許多風險及不明朗因素的影響。以下為本集團知悉的主要風險及不明朗因素。除下文所列者外，或會存在本集團並未知悉或目前可能不重要但日後可能變得重要的其他風險及不明朗因素。

市場風險

市場風險乃因市場價格（即匯率、利率及股價）變動而使盈利能力受損或影響達成業務目標的能力的風險。本集團管理層對該等風險進行管理及監控，以確保能及時有效採取適當措施。

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Foreign Exchange Rates Risk

As our Group's transactions were mainly conducted in HKD, USD, RMB and Euro ("EUR"), exposing to the potential RMB and EUR exchange rate fluctuations. The Group currently does not have a foreign currency hedging policy in respect of other foreign currency transactions, assets and liabilities. However, the Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Interest Rate Risk

For interest-sensitive products and investments, our Group analyses its interest rate exposure on a dynamic basis and considers managing this risk in a cost-effective manner when appropriate, through variety of means.

Liquidity Risk

Liquidity risk is the potential that our Group will be unable to meet its obligations when they fall due because of an inability to obtain adequate funding or liquidate assets. In managing liquidity risk, our Group monitors cash flows and maintains an adequate level of cash and cash equivalent to ensure the ability to finance the Group's operations and reduce the effects of fluctuation in cash flows.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risks basically rests with every function at divisional and departmental levels. Key functions in our Group are guided by their standard operating procedures, limits of authority and reporting framework. Our management will identify and assess key operational exposures regularly so that appropriate risk response can be taken.

Manpower and Retention Risk

Our Group may face the risk of not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence which would meet the business objectives of our Group. Our Group will provide attractive remuneration package to suitable candidates and personnel.

外匯風險

由於本集團交易主要以港元、美元、人民幣及歐元(「歐元」)計值，因此其面臨人民幣及歐元的潛在匯率波動。本集團現時並無制定有關其他外幣交易、資產及負債的外幣對沖政策。然而，本集團密切監察其外幣風險，需要時會考慮對沖重大的外幣風險。

利率風險

就利率敏感產品及投資而言，本集團以動態基準分析其利率風險，並考慮適當時透過各種手段以低成本方式管理該風險。

流動資金風險

流動資金風險即是本集團由於未能取得充足資金或變現資產，在責任到期時未能履約的可能性。管理流動資金風險時，本集團監察現金流量，並維持充足之現金及現金等價物水平，以確保能為本集團營運提供資金及降低現金流量波動之影響。

營運風險

營運風險指因內部程序、人員或制度不足或缺失，或因外部事件導致之損失風險。管理營運風險之責任基本上由各個功能之分部及部門肩負。本集團之主要功能經由本身之標準營運程序、權限及匯報框架作出指引。管理層將會定期識別及評估主要之營運風險，以便採取適當風險應對。

人力供應及留聘人才之風險

本集團可能面臨無法吸引及留聘具備適當及所需技能、經驗及才能之主要人員及人才的風險，這些主要人員及人才均是達致本集團業務目標所需之因素。本集團將為合適人選及人員提供具吸引力的薪酬方案。

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Human resources

As at 31 December 2020, the Group had approximately 1,050 employees in various operating units located in Hong Kong, U.S.A. and the PRC. In order to attract and retain high quality talents to ensure smooth operation and cater for the Group's constant expansion, it offers competitive remuneration packages, with reference to market conditions, individual qualifications and experience.

There is no outstanding share option as at 31 December 2020 and 2019. In addition, no share option was granted, cancelled or lapsed during the year ended 31 December 2020.

SIGNIFICANT EVENTS DURING THE YEAR ENDED 31 DECEMBER 2020

Placing of new shares

On 19 February 2020, an aggregate of 1,189,060,000 shares of the Company with a nominal value of HK\$0.001 each has been successfully placed at HK\$0.035 per share. The net proceeds from the placing shares (after deduction of commission and other expenses of said placing of new shares) amounted to approximately HK\$41.4 million. For details, please refer to the announcements of the Company dated 29 January 2020, 3 February 2020 and 19 February 2020.

Share Option Schemes

On 17 February 2020, the Company proposed to the shareholders of the Company at the extraordinary general meeting to be held on 10 March 2020 (the “EGM”) to terminate the share option scheme adopted by the Company on 31 December 2010 (the “2010 Share Option Scheme”) and to approve and adopt a new share option scheme (the “New Share Option Scheme”). Details of the New Share Option Scheme are set out in the circular of the Company dated 17 February 2020.

On 10 March 2020, at the EGM, the proposed adoption of the New Share Option Scheme and the termination of the 2010 Share Option Scheme were duly passed by the Shareholders by way of poll.

人力資源

於二零二零年十二月三十一日，本集團位於香港、美國及中國的各個營運單位僱用約1,050名僱員。為招攬及延攬優質精英，以確保營運順暢及滿足本集團持續拓展需要，本集團參照市況、個人資歷及經驗提供具競爭力的薪酬待遇。

本集團於二零二零年及二零一九年十二月三十一日概無未行使的購股權。此外，於截至二零二零年十二月三十一日止年度，本集團並無任何購股權獲授出、註銷或失效。

截至二零二零年十二月三十一日止年度的重大事項

配售新股份

於二零二零年二月十九日，合共1,189,060,000股每股面值0.001港元的本公司股份按每股0.035港元的價格成功配售。配售股份所得款項淨額（扣除上述配售新股份的佣金及其他開支後）約為41,400,000港元。詳情請參閱本公司日期為二零二零年一月二十九日、二零二零年二月三日及二零二零年二月十九日之公告。

購股權計劃

於二零二零年二月十七日，本公司於二零二零年三月十日舉行的股東特別大會（「股東特別大會」）向本公司股東提呈終止本公司於二零二零年十二月三十一日採納的購股權計劃（「二零二零年購股權計劃」），且批准並採納新購股權計劃（「新購股權計劃」）。有關新購股權計劃的詳情載於本公司日期為二零二零年二月十七日的通函。

於二零二零年三月十日，於股東特別大會上，股東以投票表決方式正式通過建議採納新購股權計劃及終止二零二零年購股權計劃。

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Settlement of litigation and assignment of loans

On 21 October 2019, the Company was served a writ of summons issued by the Court of First Instance of the High Court of the Hong Kong Special Administrative Region by Bright Mark Enterprises Limited (the “Assignee”) as the plaintiff against the Company as the defendant (the “Legal Proceedings”) in relation to a sum of HK\$20,000,000, being the loan principal under a facility agreement, plus interest (the “Debt”).

On 24 March 2020, the Company and the Assignee entered into a settlement agreement in respect of the Legal Proceedings, pursuant to which, amongst others, (i) Wise State Investment Limited, a wholly owned subsidiary of the Company (“Wise State”), agreed to assign all rights, titles and benefits in the Loans to the Assignee, (ii) the Assignee unconditionally and irrevocably agreed in writing to waive its right to claim against the Company and/or the Group under the Debt and be responsible for any cost or liability under the settlement for the Debt, and (iii) the Assignee agreed to release and discharge the charged securities pursuant to a deed of release, and release and wholly extinguish all rights and obligations arising or capable of arising out of a deed of charge. The Company has been released from any liabilities and obligations borne under the Debt as at 24 March 2020. For details, please refer to the announcements of the Company dated 23 October 2019 and 24 March 2020.

Share Consolidation

On 29 May 2020, the Company implemented a share consolidation on the basis that every 20 issued and unissued ordinary shares of HK\$0.001 each to be consolidated into 1 consolidated share of HK\$0.02 each. For details, please refer to the announcements of the Company dated 27 April 2020 and 27 May 2020 and the circular of the Company dated 8 May 2020. The share consolidation has become effective on 29 May 2020.

訴訟和解及轉讓貸款

於二零一九年十月二十一日，本公司收到由香港特別行政區高等法院原訟法庭發出的傳票，Bright Mark Enterprises Limited (「承讓人」)，作為原告向本公司(作為被告)提起訴訟(「法律訴訟程式」)，申索合共20,000,000港元，即融資協議項下的貸款本金，另加利息(「債務」)。

於二零二零年三月二十四日，本公司與承讓人就法律訴訟程式訂立和解協議，據此(其中包括)(i)本公司全資附屬公司智邦投資有限公司(「智邦」)同意向承讓人轉讓該等貸款的所有權利、所有權及利益，(ii)承讓人以書面形式無條件及不可撤回地同意放棄就債務向本公司及/或本集團提出申索的權利及負責承擔債務結算項下的任何成本或負債，及(iii)承讓人同意根據解除契據解除抵押證券，並解除及全面免除因抵押契據產生或可產生的所有權利及責任。於二零二零年三月二十四日，本公司已獲解除於債務項下所承擔的任何責任及義務。詳情請參閱本公司日期為二零一九年十月二十三日及二零二零年三月二十四日之公告。

股份合併

於二零二零年五月二十九日，本公司按每20股每股面值0.001港元已發行及未發行普通股合併為1股每股面值0.02港元合併股份的基準實施股份合併。詳情請參閱本公司日期為二零二零年四月二十七日及二零二零年五月二十七日之公告以及本公司日期為二零二零年五月八日之通函。股份合併已自二零二零年五月二十九日起生效。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Disclosable Transaction in Relation to Transfer of Exclusive Agency Rights Involving the Issue of Consideration Shares under General Mandate

On 28 July 2020, Natural Perseverance Limited (the “**Purchaser**”), a direct wholly-owned subsidiary of the Company, the Company and Ratchaphruek Global Group Co., Ltd (the “**Vendor**”) entered into a transfer of exclusive agency rights agreement (the “**Transfer Agreement**”), pursuant to which, the Purchaser has conditionally agreed to accept the transfer of and the Vendor has conditionally agreed to transfer certain rights to be the exclusive agent for the sale of target properties (the “**Exclusive Agency Rights**”) by way of novation at the consideration of HK\$27 million (the “**Consideration**”), which will be satisfied by the issue and allotment of the new Shares to be issued to the Vendor (the “**Consideration Shares**”) at the issue price of HK\$0.379 per Consideration Share by the Company upon completion of Transfer Agreement (the “**Completion**”).

The Completion took place on 18 August 2020. 71,240,000 Consideration Shares were allotted and issued at the issue price of HK\$0.379 each by the Company to the Vendor to satisfy the Consideration. The Consideration Shares represent approximately 20.0% of the number of issued Shares immediately before the Completion and represent approximately 16.6% of the number of issued Shares as enlarged by the allotment and issue of the Consideration Shares.

For details, please refer to the announcements of the Company dated 28 July 2020, 12 August 2020 and 18 August 2020.

Change of Company Name

Pursuant to a special resolution passed at the extraordinary general meeting of the Company held on 2 December 2020, it is approved that the English name of the Company be changed from “Link-Asia International Co. Ltd.” to “Link-Asia International MedTech Group Limited” and its dual foreign name in Chinese be changed from “環亞國際實業有限公司” to “環亞國際醫療科技集團有限公司”. For details, please refer to the announcement of the Company dated 2 November 2020 and the circular of the Company dated 10 November 2020.

有關涉及根據一般授權發行代價股份轉讓獨家代理權之須予披露交易

於二零二零年七月二十八日，本公司直接全資附屬公司天毅有限公司（「買方」）、本公司與Ratchaphruek Global Group Co., Ltd（「賣方」）訂立獨家代理權轉讓協議（「轉讓協議」），據此，買方有條件同意獲轉讓而賣方有條件同意轉讓按約務更替方式銷售目標物業的若干獨家代理權（「獨家代理權」），代價為27,000,000港元（「代價」），將由本公司於轉讓協議完成（「完成」）時按發行價每股代價股份0.379港元向賣方發行及配發新股份（「代價股份」）之方式支付。

完成於二零二零年八月十八日落實。本公司已按發行價每股股份0.379港元向賣方配發及發行71,240,000股代價股份之方式支付代價。代價股份相當於緊接完成前已發行股份數目約20.0%，並相當於經配發及發行代價股份擴大之已發行股份數目約16.6%。

詳情請參閱本公司日期為二零二零年七月二十八日、二零二零年八月十二日及二零二零年八月十八日之公告。

更改公司名稱

根據本公司於二零二零年十二月二日舉行的股東特別大會上通過的特別決議案，批准本公司的英文名稱由「Link-Asia International Co. Ltd.」更改為「Link-Asia International MedTech Group Limited」，並將其中文的雙重外文名稱由「環亞國際實業有限公司」更改為「環亞國際醫療科技集團有限公司」。詳情請參閱本公司日期為二零二零年十一月二日之公告及本公司日期為二零二零年十一月十日之通函。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The company name, stock short name and company logo have been subsequently changed. For details, please refer to the announcement of the Company dated 8 January 2021.

Saved as disclosed in this report, the Directors are not aware of any significant event requiring disclosure that has taken place during the year ended 31 December 2020.

PROSPECTS

The International Monetary Fund (IMF) recently expects that the global economy to grow by approximately of 5.5% in 2021, representing a slight increase of 0.3% from its earlier estimate in October 2020, citing expectations of a vaccine-driven uptick in the coming months. China's economy is expected to expand by approximately 8.1% in 2021 and approximately 5.6% in 2022, according to the information from the IMF. In addition, the new Biden administration in the United States is likely to affect international trade and geopolitics with a return to a more multilateralist foreign policy.

However, analysts caution that it will be a long and uneven recovery, due to the pandemic's lingering impact and uncertainties. Facing an uncertain future, the Group considers it is imperative to maintain a healthy financial position and ensure our business continuity. The current situation also gives us the opportunity to improve and invest in our business model. We will therefore focus on diversifying our revenue streams and proceed with plans to develop high-end medical and health services.

Meanwhile, we will consolidate our core EMS and the Distribution of Communication Products businesses. Based on our experience in the electronics sector and insights of the industry trends, both the segments will experience a strong market recovery from the pent-up demand of consumers when the pandemic begins to abate.

With the implementation of the vaccination programmes, most countries are expected to experience a relatively strong recovery in the second half of this year. In this best-case scenario, the Group will resume its plans of setting foot in the Real Estate Supply Chain Services business, in order to capture the strong housing demand of young homebuyers in Southeast Asia.

公司名稱、股份簡稱及公司標誌已於其後更改。詳情請參閱本公司日期為二零二一年一月八日之公告。

除本報告所披露者外，董事並不知悉截至二零二零年十二月三十一日止年度發生須予披露的任何重大事項。

前景

國際貨幣基金組織(IMF)目前預計二零二一年全球經濟將增長約5.5%，較二零二零年十月早前的估計略微增加0.3%，預期未來數月因疫苗的使用會令全球經濟出現小幅增長。根據IMF相關資料，預計中國經濟將於二零二一年及二零二二年擴張約8.1%及約5.6%。此外，美國新的拜登政府回歸多邊主義外交政策很可能影響國際貿易及地緣政治。

然而，分析人士提醒，由於疫情的持續影響及不確定性，復甦的過程將會較為漫長且不平衡。面對不明朗的未來，本集團認為其必須維持良好的財務狀況及確保業務的持續發展。目前的形勢亦為我們提供改善及投資業務模式的機會。因此，我們將著眼於多元化收益來源，繼續推進高端醫療及健康服務的計劃。

同時，我們將鞏固我們的核心電子製造服務及分銷通訊產品業務。基於我們於電子行業的經驗及對行業趨勢的見解，當疫情開始有所緩解時，該兩個分部將會從消費者被壓抑的需求中取得強勁的市場復甦。

隨著疫苗接種方案的實施，預計今年下半年大多數國家將會出現相對強勁的復甦。在此最佳的預想之下，本集團將恢復佈局房地產供應鏈服務業務的計劃，以把握東南亞年輕購房者的強勁購房需求。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The prospects for the Group's proposed entry into the industry are equally bright. With a large and expanding stock of immediate demand in the assisted reproductive industry and a scarcity of quality medical services providers, the Group closely focused on this industry chain and our service preparations, in search of opportunities to provide us with the right entry points into the market. Following this, we will undertake strategic layout of the assisted reproduction industry chain in an in-depth manner. The Group aims to be the leading medium-and-high-end assisted reproductive technologies medical group in Asia Pacific, leveraging on its core medical technologies and proven capabilities to acquire customers and provide internationalised, integrated and professional assisted reproductive services to meet the medical needs of the reproduction, as well as provides customers with a comprehensive and systematic prenatal and postnatal care solutions to their fertility needs.

The Group will adopt a sound business strategy that combines a diversified approach to business to drive the growth in profits.

本集團擬進軍的行業同樣前景光明。輔助生殖行業存量即時需求龐大且不斷擴張，優質醫療服務提供者稀缺，本集團對該產業鏈進行了密切關注和業務儲備，以尋求為我們提供市場切入點的機會，進而深度佈局輔助生殖產業鏈。本集團旨在成為亞太領先的中高端輔助生殖醫療科技集團，憑藉核心醫療技術及可靠實力獲取客戶，為生育人群就醫需求，提供國際化、綜合、專業的輔助生殖服務，同時為客戶提供全週期、系統性的優生優育解決方案。

本集團將採取穩健的經營策略，結合多元化經營方式，促進利潤增長。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance to protect the interests of the shareholders of the Company.

The Directors are of the opinion that the Company has complied with the code provisions set out in the Corporate Governance Code (the “Code”) under Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) throughout the year ended 31 December 2020, except for the deviation from code provision A.2.1 of the Code as described below.

Code Provision A.2.1

Under code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The Company does not have any officer with the title of “chief executive officer” and this is deviated from the code provision A.2.1 of the Code.

Mr. Lin Dailian, who acts as the Chairman and an executive Director of the Company since 12 July 2019, is also responsible for overseeing the general operations of the Group. The Board will meet regularly to consider major matters affecting the operations of the Group. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Group. The roles of the respective executive directors and senior management, who are in charge of different functions complement the role of the chairman and chief executive officer. The Board believes that this structure is conducive to strong and consistent leadership enabling the Group to operate efficiently.

企業管治

本公司致力維持高水準的企業管治，以保障本公司股東的利益。

董事認為，本公司於截至二零二零年十二月三十一日止年度內一直遵守證券上市規則（「上市規則」）附錄十四下的《企業管治守則》（「守則」）所載的守則條文，惟下文所述就守則的守則條文第A.2.1條有所偏離的情況除外。

守則條文第A.2.1條

根據守則的守則條文第A.2.1條，主席及行政總裁的角色應分開及不應由同一人士擔任。本公司並無任何職銜為「行政總裁」的高級職員，此偏離守則的守則條文第A.2.1條。

林代聯先生自二零一九年七月十二日起為本公司主席兼執行董事，亦負責監督本集團整體運作。董事會定期召開會議考慮影響本集團運作的重大事宜。董事會認為此架構無損董事會與本集團管理層之間的權力均衡和權責。各執行董事及主管不同職能的高級管理層的角色與主席及行政總裁的角色相輔相成。董事會相信，此架構有利於建立鞏固而連貫的領導，讓本集團有效運作。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company understands the importance to comply with the code provision A.2.1 and will continue to consider the feasibility to comply with the said code provision. If compliance with the said provision is determined, appropriate persons will be nominated to assume the different roles of chairman and chief executive officer.

On 19 October 2020, Mr. Bao Jinqiao resigned as an independent non-executive Director, the chairman of the audit committee of the Company and the chairman of the remuneration committee and nomination committee of the Company. Following the resignation of Mr. Bao Jinqiao, the number of independent non-executive Directors of the Company fell below the minimum number required under Rule 3.10(1) of the Listing Rules and the Company failed to meet the requirement set out in Rule 3.10A of the Listing Rules. Further, the Company fails to meet the requirements set out in Rule 3.21 of the Listing Rules in respect of the constitution of the Audit Committee. According to Rule 3.11 and 3.23 of the Listing Rules, the Company is required to meet the requirements set out in Rule 3.10 and 3.21 of the Listing Rules within three months after failing to meet the requirements. On 6 January 2021, Dr. Sun Xiaohu was appointed as an independent non-executive Director and a member of the Audit Committee.

Following the appointment of Dr. Sun Xiaohu on 6 January 2021 as an independent non-executive Director and the member of the Audit Committee, the Company has complied with Rules 3.10(1) and 3.10A of the Listing Rules in relation to the composition of the Board and Rule 3.21 of the Listing Rules with regard to the composition of the Audit Committee.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the “**Model Code**”) as the required standard for securities transactions by the directors. The Company has made specific enquiries of all Directors and all Directors confirmed that they have complied with the required standards set out in the Model Code and its code of conduct regarding Directors’ securities transactions throughout the year ended 31 December 2020 and up to the date of this annual report.

本公司明白遵守守則條文第A.2.1條的重要性，並將繼續考慮遵守上述守則條文的可行性。如決定遵守上述條文，本公司將提名合適人選分別擔任主席及行政總裁之職。

於二零二零年十月十九日，鮑金橋先生辭任獨立非執行董事、本公司審核委員會主席以及本公司薪酬委員會及提名委員會主席。在鮑金橋先生辭任後，本公司獨立非執行董事人數低於上市規則第3.10(1)條規定的至少人數，且本公司未能符合上市規則第3.10A條所載的規定。此外，本公司就審核委員會組成未能符合上市規則第3.21條所載的規定。根據上市規則第3.11及3.23條，本公司須於未能符合該等規定的三個月內符合上市規則第3.10及3.21條的規定。於二零二一年一月六日，孫虓虎博士已獲委任為獨立非執行董事及審核委員會委員。

孫虓虎博士於二零二一年一月六日獲委任為獨立非執行董事及審核委員會委員後，本公司已遵守上市規則第3.10(1)及3.10A條有關董事會組成及上市規則第3.21條有關審核委員會組成的規定。

進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為其董事進行證券交易所需的標準。本公司經向全體董事作個別查詢後，所有董事均確認彼等於截至二零二零年十二月三十一日止年度及直至本年報日期止期間已遵守標準守則載列的所需標準及有關董事進行證券交易的行為守則。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

The Board currently comprises four executive Directors and three independent non-executive Directors. The three independent non-executive Directors account for more than one-third of the Board. The composition of the Board is set out as follows:

Executive Directors:

Mr. Lin Dailian (*Chairman*)
Mr. Wang Guozhen
Mr. Duan Chuanhong
Mr. Xia Xiaobing

Independent non-executive Directors:

Mr. Li Huiwu
Mr. Yang Weidong
Dr. Sun Xiaohu

The biographical details of the Directors are disclosed in the section headed “Biographical Details of Directors” on pages 40 to 43 in this annual report. The composition of the Board ensures a balance of skills and experiences appropriate to the requirements of the businesses of the Group and to exercise of independence and is well balanced. Each of the Directors has relevant expertise and extensive corporate and strategic planning experiences that may contribute to the business of the Group. The Board members have no financial, business, family or other material/relevant relationships with each other. All independent non-executive Directors also meet the guidelines for assessment of their independence as set out in Rule 3.13 of the Listing Rules.

Functions of the Board

The Board supervises the management of the business and affairs of the Company. The Board’s primary duty is to ensure the viability of the Company and to ensure that it is managed in the best interests of the shareholders as a whole while taking into account the interests of other stakeholders. The Group has adopted internal guidelines in setting forth matters that require the Board’s approval. Apart from its statutory responsibilities, the Board approves the Group’s strategic plans, key operational initiatives, major investments and funding decisions. It also reviews the Group’s financial performance, identifies principal risks of the Group’s business and ensures implementation of appropriate systems to manage these risks. Daily business operations and administrative functions of the Group are delegated to the management.

董事會

董事會現時由四名執行董事及三名獨立非執行董事組成。該三名獨立非執行董事佔董事會三分之一以上。董事會的成員如下：

執行董事：

林代聯先生(主席)
王國鎮先生
段川紅先生
夏小兵先生

獨立非執行董事：

李慧武先生
楊偉東先生
孫煥虎博士

董事的履歷詳情披露於本年報第40至第43頁的「董事履歷詳情」一節。董事會之組成確保集各方專長技能及經驗，以滿足本集團之業務需求，達致獨立判斷及平衡作用。各董事擁有相關專業及豐富的企業及策略計劃經驗，均可為本集團業務作出貢獻。董事會成員各自之間並無財務、業務、親屬或其他重大／相關的關係。全體獨立非執行董事亦符合上市規則第3.13條所載對其獨立性的評估指引。

董事會職能

董事會監督本公司業務及事務的管理。董事會的主要職責為確保本公司的可持續性，並確保其以符合股東整體最佳利益同時顧及其他持份者利益的方式管理。本集團已採納內部指引，列出需要董事會批准的事宜。除法定責任外，董事會批准本集團的策略計劃、重點營運舉措、主要投資及融資決定。其亦負責檢討本集團財務表現，識別本集團業務的重大風險並確保實施合適制度管控有關風險。本集團日常業務營運及行政職能乃轉授管理層處理。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Meetings, Annual General Meeting and Procedures

Board members were provided with complete, adequate and timely information to allow them to fulfill their duties properly. In compliance with code provision A.1.3 of the Code, at least 14 days' notice has been given for a regular Board meeting to give all Directors an opportunity to attend. Notice, agenda and board papers of regular Board meetings are sent to all Directors within reasonable time and at least 3 days prior to the meetings. Directors are free to contribute and share their views at meetings and major decisions will only be taken after deliberation at Board meetings. Directors who are considered having conflict of interests or material interests in the proposed transactions or issues to be discussed will not be counted in the quorum of meeting and will abstain from voting on the relevant resolutions. Full minutes are prepared after the meetings and the draft minutes are sent to all Directors for their comment on the final version of which are endorsed in the subsequent Board meeting.

All independent non-executive Directors have been appointed for a fixed term. Every Director is subject to re-election on retirement by rotation in accordance with the Articles of Association of the Company. The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and still considers the independent non-executive Directors to be independent as at the date of this annual report.

董事會會議、股東週年大會及程序

董事會成員獲提供完整、充分和及時的資料，以便妥善履行其職責。根據守則之守則條文第A.1.3條之規定，董事會召開例行會議須發出至少14天通知，以便所有董事都能出席。有關董事會例行會議之通告、議程及文件乃於會議前合理時間內（最少三天前）發送予所有董事。董事可於會上各抒己見，而任何重大決策均須經董事會會議審議後始行落實。若任何董事就建議交易事項或待討論事項涉及利益衝突或重大利益，則不得計入該次會議的法定人數，亦不得就相關決議案投票。會後須編製完整會議記錄，草擬本交全體董事評議，最終定稿則於隨後董事會會議上審批。

全體獨立非執行董事的任命均有固定任期。根據本公司的組織章程細則，每名董事均須輪值告退並膺選連任。本公司已接獲各獨立非執行董事根據上市規則第3.13條呈交的年度確認書，確認其獨立性。本公司於本年報日期仍視獨立非執行董事具獨立性。

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Name of member	成員姓名	Number of meetings attended/held 出席會議次數／召開會議次數	
		Shareholder meeting 股東大會	Board meeting 董事會會議
<i>Executive Directors:</i>			
Mr. Lin Dailian (Chairman)	林代聯先生(主席)	3/4	34/34
Mr. Wang Guozhen ¹	王國鎮先生 ¹	3/4	34/34
Mr. Duan Chuanhong	段川紅先生	0/4	32/34
Mr. Xia Xiaobing	夏小兵先生	0/4	34/34
<i>Independent Non-executive Directors:</i>			
Mr. Li Huiwu	李慧武先生	0/4	33/34
Mr. Yang Weidong ²	楊偉東先生 ²	0/4	13/34
Mr. Bao Jinqiao ³	鮑金橋先生 ³	0/4	29/34
Dr. Sun Xiaohu ⁴	孫琥虎博士 ⁴	0/4	0/34

¹ Re-designated from independent non-executive director to be an executive Director on 3 April 2020

² Appointed on 24 April 2020

³ Resigned on 19 October 2020

⁴ Appointed on 6 January 2021

¹ 於二零二零年四月三日由獨立非執行董事調任為執行董事

² 於二零二零年四月二十四日獲委任

³ 於二零二零年十月十九日辭任

⁴ 於二零二一年一月六日獲委任

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企業管治報告

Directors' Training and Professional Development

Newly appointed Directors are provided with necessary induction and information to ensure that they have a proper understanding of the Company's business and operations, as well as awareness of Director's responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

Pursuant to code provision A.6.5 of the Code, the Directors should participate in continuous professional development to develop and refresh their knowledge and skills, so as to ensure that their contribution to the Board remains informed and relevant. The Directors committed to participating in appropriate continuous professional development activities by way of attending training or reading materials relevant to the Company's business or to the Directors' duties and responsibilities. During the year ended 31 December 2020, the Directors have been provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. The Directors are also briefed on the latest development and changes in the Listing Rules and other relevant regulatory requirements from time to time. All directors are encouraged to participate in continuous professional development programs to develop and refresh their professional knowledge and skills. All the existing Directors confirmed that they have had suitable directors' training through attendance of training courses or reading materials to refresh their knowledge and skills during the Year.

DIVIDEND POLICY

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

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

董事培訓及專業發展

新獲委任之董事均獲提供必要的入職培訓及資料，以確保其對本公司之業務及營運以及董事於上市規則及相關監管規定項下之責任及義務有適當程度的了解。

根據守則的守則條文第A.6.5條，董事須參加持續專業培訓，以增進及重溫彼等的知識及技能，以確保彼等具備充分資訊及切合所需的情況下對董事會作出貢獻。董事透過參與培訓或閱讀與本公司業務或董事職務及責任相關資料，致力達致相關的持續專業發展。截至二零二零年十二月三十一日止年度，董事已獲提供有關本公司業績、狀況及前景之定期最新資料，以便董事會整體及各董事履行其職責。董事亦不時獲提供有關上市規則及其他相關監管規定之發展及變動之最新簡報。本公司鼓勵所有董事參與持續專業發展計劃，以增進及重溫彼等的專業知識及技能。所有現任董事均確認，彼等已於年內透過參與培訓課程，或閱讀材料等方式接受適當董事培訓，藉以更新其知識及技能。

股息政策

本公司已採納股息政策（「**股息政策**」），根據該政策，本公司可能向本公司股東宣派及分派股息，可讓本公司股東分享本公司溢利及可讓本公司就未來增長保留充足儲備。

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

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企業管治報告

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The non-executive Directors of the Company are appointed for a specific term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company.

In accordance with Article 108(a) of the Articles of Association of the Company, at each annual general meeting, at least one third of the Directors are required to retire from office by rotation. Each Director shall retire from office at least once every three years and shall include those who have been longest in office since their last election or re-election.

In accordance with Article 112 of the Articles of Association of the Company, new Directors appointed by the Board during the year shall retire and submit themselves for re-election at the annual general meeting immediately following their appointments.

BOARD COMMITTEES

The Board has established specific committees, namely the Audit Committee, Remuneration Committee and Nomination Committee, with written terms of reference to assist them in the efficient implementation of their functions. Specific responsibilities have been delegated to the above committees.

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

The Board shall establish other committees for specific purposes from time to time to facilitate the Company's operations.

董事委任、重選及罷免

本公司非執行董事任期為三年，惟於本公司股東週年大會上輪值告退及重選。

根據本公司組織章程細則第108(a)條，於每年股東週年大會上最少須有三分之一董事輪席退任。各名董事須最少每三年退任一次，當中須包括自上次獲委任或重選為董事時間最長的董事。

根據本公司組織章程細則第112條，本年度內獲董事會委任之新董事須退任並於緊隨獲委任後之股東週年大會上提呈重選。

董事委員會

董事會已成立具書面職權範圍的特定委員會（即審核委員會、薪酬委員會及提名委員會），以協助其有效實行其職能。上述委員會已獲轉授特定職責。

董事委員會獲提供足夠的資源以履行其職務，並且於提出合理要求時，可以在合適的情況下尋求獨立專業建議，費用由本公司承擔。

董事會可不時為特定目的成立其他委員會，以推動本公司的業務運作。

CORPORATE GOVERNANCE REPORT

企業管治報告

Audit Committee

The Company established the Audit Committee on 31 December 2010. As at 31 December 2020, the Audit Committee had two members comprising two independent non-executive Directors, namely Mr. Li Huiwu (Chairman) and Mr. Yang Weidong.

On 19 October 2020, Mr. Bao Jinqiao resigned as an independent non-executive Director, member of the Audit Committee, the chairman of the Remuneration Committee and Nomination Committee of the Company. Following the resignation of Mr. Bao Jinqiao, the number of independent non-executive Directors of the Company fell below the minimum number required under Rule 3.10(1) of the Listing Rules and the Company failed to meet the requirement set out in Rule 3.10A of the Listing Rules. Further, the Company fails to meet the requirements set out in Rule 3.21 of the Listing Rules in respect of the constitution of the Audit Committee. According to Rule 3.11 and 3.23 of the Listing Rules, the Company is required to meet the requirements set out in Rule 3.10 and 3.21 of the Listing Rules within three months after failing to meet the requirements. On 6 January 2021, Dr. Sun Xiaohu was appointed as an independent non-executive Director and a member of the Audit Committee.

Following the appointment of Dr. Sun Xiaohu on 6 January 2021 as an independent non-executive Director and the member of the Audit Committee, the Company has complied with Rules 3.10(1) and 3.10A of the Listing Rules in relation to the composition of the Board and Rule 3.21 of the Listing Rules with regard to the composition of the Audit Committee.

The primary duties of the Audit Committee are mainly to review and supervise the financial reporting process and internal control system of the Group. The written terms of reference which describes the authority and duties of the Audit Committee have been revised by the Board on 24 February 2016 to conform to the provisions of the Revised Code, a copy of which is posted to the websites of the Company and the Stock Exchange.

審核委員會

本公司已於二零一零年十二月三十一日成立審核委員會。於二零二零年十二月三十一日，審核委員會由兩名成員組成，包括兩名獨立非執行董事李慧武先生(主席)及楊偉東先生。

於二零二零年十月十九日，鮑金橋先生辭任獨立非執行董事、本公司審核委員會成員、薪酬委員會及提名委員會主席。在鮑金橋先生辭任後，本公司獨立非執行董事人數低於上市規則第3.10(1)條規定的至少人數，且本公司未能符合上市規則第3.10A條所載的規定。此外，本公司就審核委員會組成未能符合上市規則第3.21條所載的規定。根據上市規則第3.11及3.23條，本公司須於未能符合該等規定的三個月內符合上市規則第3.10及3.21條的規定。於二零二一年一月六日，孫虓虎博士已獲委任為獨立非執行董事及審核委員會成員。

孫虓虎博士於二零二一年一月六日獲委任為獨立非執行董事及審核委員會成員後，本公司已遵守上市規則第3.10(1)及3.10A條有關董事會組成及上市規則第3.21條有關審核委員會組成的規定。

審核委員會之基本職務主要為審閱及監察本集團之財務報告程序及內部監控系統。載列審核委員會的權力及職責的書面職權範圍已於二零一六年二月二十四日經董事會作出修訂，以符合經修訂守則的條文。該份經修訂職權範圍已刊登於本公司及聯交所網站。

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The works performed by the Audit Committee in 2020 included the following:

- to review the financial results and reports of the Company;
- to review the reports from external auditor, management letters and management response;
- to review the matters in relation to internal audit and the effectiveness of the internal control and risk management system;
- to review the Group's compliance with statutory and regulatory requirements;
- to review corporate governance matters; and
- to review the re-appointment of the external auditor.

Three meetings of the Audit Committee were held during the year ended 31 December 2020 and the individual attendance of each member is set out below:

審核委員會於二零二零年履行的工作包括以下所列者：

- 審閱本公司財務業績及報告；
- 審閱外聘核數師報告、管理層函件及管理層回應；
- 審閱有關內部審計及內部監控及風險管理系統有效性的事宜；
- 審閱本集團遵守法定及監管規定的情況；
- 審閱企業管治事宜；及
- 審閱外部核數師的續聘事宜。

審核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及各成員的個別出席率載列如下：

Name of member	成員姓名	Number of meetings attended/held 出席會議次數／舉行會議次數
Mr. Li Huiwu (<i>Chairman</i>)	李慧武先生(主席)	3/3
Mr. Bao Jinqiao ¹	鮑金橋先生 ¹	3/3
Mr. Yang Weidong ²	楊偉東先生 ²	1/3
Mr. Wang Guozhen ³	王國鎮先生 ³	2/3

¹ Resigned on 19 October 2020

² Appointed on 24 April 2020

³ Re-designated to be an executive Director on 3 April 2020

¹ 於二零二零年十月十九日辭任

² 於二零二零年四月二十四日獲委任

³ 於二零二零年四月三日被調任為執行董事

The Company's annual results for the year ended 31 December 2020 have been reviewed by the Audit Committee.

本公司截至二零二零年十二月三十一日止年度的年度業績已經由審核委員會進行審閱。

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Remuneration Committee

The Remuneration Committee was established on 31 December 2010. The Remuneration Committee had three members comprising two independent non-executive Directors, namely Mr. Yang Weidong (Chairman), Mr. Li Huiwu and one executive Director, namely Mr. Lin Dailian.

The Remuneration Committee is governed by its terms of reference, which have been revised by the Board on 30 March 2012 pursuant to the Revised Code. The terms of reference are currently available on the websites of the Company and the Stock Exchange.

The primary duties of the Remuneration Committee are mainly to review and determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management and to make recommendation to the Board on the Group's policy and structure for all remuneration of the Directors and senior management. No Director shall participate in any discussion about his or her own remuneration. The remuneration of the Directors was determined with reference to their respective experience, responsibilities with the Group and general market conditions.

Three meetings of the Remuneration Committee were held during the year ended 31 December 2020 to review the remuneration package of the Directors and senior management. The individual attendance of each member is set out below.

薪酬委員會

本公司於二零一零年十二月三十一日成立薪酬委員會。薪酬委員會由三名成員組成，包括兩名獨立非執行董事楊偉東先生(主席)、李慧武先生及一名執行董事林代聯先生。

薪酬委員會受其職權範圍監管，董事會於二零一二年三月三十日根據經修訂守則修訂其職權範圍。職權範圍現已刊登於本公司及聯交所網站。

薪酬委員會基本職責主要為審閱及釐定應付董事及高級管理層之薪酬待遇、花紅及其他補償，並就本集團所有董事及高級管理層薪酬的政策及架構向董事會提出建議。概無董事參與任何涉及其本人薪酬的討論。董事薪酬參考其各自經驗、於本集團的職責及整體市場狀況釐定。

截至二零二零年十二月三十一日止年度薪酬委員會召開了三次會議，以檢討董事及高級管理層的薪酬待遇。各成員的個別出席率如下。

Name of member	成員姓名	Number of meetings attended/held 出席會議次數／舉行會議次數
Mr. Yang Weidong (Chairman) ¹	楊偉東先生(主席) ¹	0/3
Mr. Lin Dailian	林代聯先生	3/3
Mr. Li Huiwu ²	李慧武先生 ²	1/3
Mr. Bao Jinqiao ³	鮑金橋先生 ³	3/3
Mr. Wang Guozhen ⁴	王國鎮先生 ⁴	2/3

¹ Appointed on 19 October 2020

² Appointed on 3 April 2020

³ Resigned on 19 October 2020

⁴ Re-designated to be an executive Director on 3 April 2020

¹ 於二零二零年十月十九日獲委任

² 於二零二零年四月三日獲委任

³ 於二零二零年十月十九日辭任

⁴ 於二零二零年四月三日被調任為執行董事

CORPORATE GOVERNANCE REPORT

企業管治報告

Nomination Committee

The Company established the Nomination Committee on 31 December 2010 with written terms of reference which are in compliance with the code provision of the Code. The primary duties of the Nomination Committee include the making of recommendations to the Board on appointment of Directors and succession planning for the Directors. The specific terms of reference of the Nomination Committee are currently available on the websites of the Company and the Stock Exchange.

The following is a summary of the work of the Nomination Committee during the year ended 31 December 2020:

- review the structure, size and composition (including but without limitation, the skills, knowledge and experience) of the Board;
- review the retirement of Directors by rotation and the re-appointment of the retiring Directors at the 2020 Annual General Meeting;
- review the re-appointment of Directors during the year; and
- assess the independence of the independent non-executive Directors.

The Nomination Committee consisted of three members, comprising one executive Director, namely Mr. Lin Dailian (Chairman) and two independent non-executive Directors, namely Mr. Li Huiwu and Mr. Yang Weidong.

Four meetings of the Nomination Committee were held during the year ended 31 December 2020 and the individual attendance of each member is set out below.

提名委員會

本公司於二零一零年十二月三十一日成立提名委員會，並書面訂立符合守則的守則條文之職權範圍。提名委員會主要職責包括就董事委任及董事替任計劃向董事會提出建議。提名委員會的具體職權範圍現刊登於本公司網站及聯交所網站。

截至二零二零年十二月三十一日止年度，提名委員會工作總結如下：

- 檢討董事會的架構、人數及組成(包括但不限於技能、知識及經驗方面)；
- 檢討於二零二零年股東週年大會上，需輪值退任及重新委任之退任董事；
- 檢討當年之董事續聘；及
- 評核獨立非執行董事的獨立性。

提名委員會由三名成員組成，包括一名執行董事林代聯先生(主席)、兩名獨立非執行董事李慧武先生及楊偉東先生。

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四次會議，各成員的個別出席率如下。

Name of member	成員姓名	Number of meetings attended/held 出席會議次數/舉行會議次數
Mr. Lin Dailian (Chairman) ¹	林代聯先生(主席) ¹	4/4
Mr. Bao Jinqiao ²	鮑金橋先生 ²	4/4
Mr. Yang Weidong ³	楊偉東先生 ³	0/4
Mr. Li Huiwu ³	李慧武先生 ³	2/4
Mr. Wang Guozhen ⁴	王國鎮先生 ⁴	2/4

¹ Appointed as chairman on 19 October 2020

² Resigned on 19 October 2020

³ Appointed on 19 October 2020

⁴ Re-designated from independent non-executive director to be an executive Director on 3 April 2020

¹ 於二零二零年十月十九日獲委任為主席

² 於二零二零年十月十九日辭任

³ 於二零二零年十月十九日獲委任

⁴ 於二零二零年四月三日由獨立非執行董事調任為執行董事

CORPORATE GOVERNANCE REPORT

企業管治報告

Board diversity policy

The Company recognises that the Board with a reasonable balance of skills and experience and sufficient diversity of perspectives appropriate to the business and operation of the Group would be beneficial to the Company and its shareholders as a whole and enhance the quality of its performance.

The Board has adopted a board diversity policy (“**Board Diversity Policy**”) which sets out the approach to achieve and maintain diversity on the Board.

Pursuant to the Board Diversity Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, educational background, professional experience and qualifications, relevant industry experience, skills, knowledge and length of service. The ultimate decision will be made according to the merits of candidates and their contribution to the Board.

As at the date of this report, the Board comprises seven Directors. Three of them are independent non-executive Directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of age, educational background, professional experience, skills, and knowledge.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENT

The Directors acknowledge their responsibility for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period.

The statement by the auditor of the Company about its responsibilities for the financial statements is set out in the independent auditor's report contained in the Annual Report. There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

董事會成員多元化政策

本公司深明，董事會成員的技能及經驗維持合理的平衡且具備對本集團業務及營運適用的足夠多元化視野，會對本公司及其股東整體有利，並可改善其表現質素。

董事會已採納董事會成員多元化政策（「**董事會成員多元化政策**」），該政策載列達致及維持董事會成員多元化的方法。

根據董事會成員多元化政策，本公司從多個因素考慮（包括但不限於性別、年齡、教育背景、專業經驗及資歷、相關行業經驗、技能、知識及服務任期）達致董事會成員多元化政策。最終決定將根據候選人優勢及其對董事會所作貢獻作出。

於本報告日期，董事會由七名董事組成。其中三名為獨立非執行董事，藉此促進管理過程之重要審核及控制。無論於考慮年齡、教育背景、專業經驗、技能及知識等方面，董事會亦體現為高度多元化。

董事對財務報表的責任

董事明白其須負責編製財務報表，以真實及公平地反映本集團的事務狀況以及有關期間的業績和現金流量。

本公司核數師對財務報表的責任陳述載於本年報獨立核數師報告內。並無重大不明朗事件或情況對本公司持續經營的能力造成重大疑問。

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AUDITOR'S REMUNERATION

The Company engaged RSM Hong Kong as its external auditor for the Year. Analysis of the remuneration in respect of audit services provided by the external auditor is included in note 14 to the financial statements in the Annual Report. For the Year, the total fee paid in respect of the non-audit services is approximately HK\$0.27 million. The non-audit services mainly consisted of the interim report review service.

COMPANY SECRETARY

During the Year, Ms. Yeung Josephine Yan resigned as the Company's company secretary and Ms. Gao Keying (“**Ms. Gao**”) is appointed as the Company's company secretary on 29 April 2020, with effective from 30 April 2020. Ms. Gao joined the Company in 2019. For the year ended 31 December 2020, Ms. Gao had complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training. Ms. Gao is a member of the Hong Kong Institute of Chartered Secretaries and a member of the Institute of Chartered Secretaries and Administrators in the United Kingdom.

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for maintaining and reviewing the effectiveness of system of internal controls and risk management within the Group. The system is set up to address key business risks of failure to meet corporate objectives and to provide reasonable, but not absolute, assurance against material misstatement or loss. The purpose of such system is to manage and control risks properly, but not eliminate it.

The Board has through the Audit Committee reviewed the effectiveness of the Group's system of internal controls, internal audit and risk management, including financial, operational and compliance controls on annual basis. The Board considered the system is effective and adequate. The review has also considered the adequacy of resources, qualifications and experience of staff in respect of the Company's accounting and financial reporting function, and their training programmes and budget. The Board ensures the existing resources, qualifications and experience of staff and their training programmes and budget should be adequate in respect of the Group's accounting and financial reporting function.

核數師薪酬

本公司委聘羅申美會計師事務所為本年度的外聘核數師。有關外聘核數師就所提供審核服務收取的薪酬分析載於本年報財務報表附註14。於本年度，就非核數服務支付的總費用約為270,000港元。非審核服務主要包括中期報告審閱服務。

公司秘書

於本年度，二零二零年四月二十九日，楊昕女士辭任公司秘書而高克穎女士（「高女士」）被委任為本公司的公司秘書，自二零二零年四月三十日起生效。高女士於二零一九年加入本公司。截至二零二零年十二月三十一日止年度，高女士已遵守上市規則第3.29條，接受不少於15小時的相關專業培訓。高女士為香港特許秘書公會及英國特許秘書及行政人員公會會員。

內部監控及風險管理

董事會負責維持及檢討本集團內部監控制度及風險管理的功效。設立該系統旨在減少導致無法達到公司目標之主要業務風險，並提供合理而非絕對保證，以免出現重大錯誤陳述或損失。該系統的功能在於妥善管理及監控風險，而非撇除風險。

董事會已透過審核委員會按年度基準檢討本集團內部監控、內部審核及風險管理制度之功效，包括財務、營運及合規監控。董事會認為該制度屬有效並充分。檢討亦已考慮本公司在會計及財務匯報職能方面之資源、人員之資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足。董事會確保就履行本集團的會計及財務匯報職能而言，現時之資源、員工資歷及經驗，以及員工所接受之培訓課程及有關預算應屬足夠。

CORPORATE GOVERNANCE REPORT

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In view of the size, nature and complexity of the business of the Group, the Board has appointed external independent professionals to perform internal control review. As approved by the Audit Committee, the external independent professionals made assessment on various business and operation risks of the Group. Internal control review of business and operation cycles is conducted under rotation basis every year. The Audit Committee reviewed the findings from the external independent professionals periodically and discussed the recommended actions needed to be taken to develop and improve the effectiveness of the Group's internal control system. The Board will continue to improve the Group's internal control and risk management systems through periodic reviews and recommendations from the external auditors during their audit and external independent professionals during their internal control review.

Regarding the procedures and internal control for the handling and dissemination of inside information, the Company is aware of its disclosure obligations under the Listing Rules and Part XIVA of the Securities and Futures Ordinance (“**Inside Information Provisions**”), and any information required to be disclosed under Rule 13.09 of the Listing Rules or any inside information required to be disclosed under the Inside Information Provisions should be announced immediately.

SHAREHOLDERS' RIGHTS

Convening of extraordinary general meeting on requisition by shareholders

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. An annual general meeting of the Company shall be held in each year. Each general meeting, other than an annual general meeting is referred to as an extraordinary general meeting.

According to article 64 of the Articles of Association of the Company, the Board may, whenever it thinks fit, convene an extraordinary general meeting. 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 Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

鑒於本集團業務之規模、性質及複雜性，董事會已委派外聘獨立專業人士履行內部監控檢閱。經審核委員會批准，外聘獨立專業人士對本集團各類業務及經營風險作出評估。每年業務及經營週期之內部監控是按照交替輪換基準進行檢閱。審核委員會定期審閱外聘獨立專業人士所作之評估結果，並就完善及提升本集團內部監控系統有效性之建議措施作出討論。董事會將透過定期檢討及就外聘核數師於核數過程中與外聘獨立專業人士於內部監控檢閱過程中所提供之建議繼續改善本集團之內部監控及風險管理制度。

就處理及發佈內幕消息之程序及內部監控方面，本公司已知悉其於上市規則以及證券及期貨條例第XIVA部（「**內幕消息條文**」）項下之披露責任，而任何須根據上市規則第13.09條規定予以披露之資料或任何須根據內幕消息條文規定予以披露之內幕消息應即時作出公佈。

股東權利

股東請求召開股東特別大會

本公司的股東大會提供機會讓股東及董事會進行溝通。本公司每年舉行一次股東週年大會。股東週年大會以外的各個股東大會稱為股東特別大會。

根據本公司組織章程細則第64條，董事會可在其認為適合時召開股東特別大會。股東特別大會亦須應一名或多名股東要求召開，該等股東於遞呈請求書當日須持有不少於十分之一本公司有權於股東大會上投票的繳足股本。該項請求書須以書面形式向董事會或秘書提呈，要求董事會召開股東特別大會，以處理有關請求書中指定的任何事項。該大會須於該項請求書遞呈後兩個月內舉行。倘於有關遞呈後21日內，董事會未有召開該大會，則遞呈請求書的人士可自行以相同方式召開大會，本公司須償還遞呈請求書的人士因董事會沒有妥為召開會議而產生的所有合理費用。

CORPORATE GOVERNANCE REPORT

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Shareholders who wish to move a resolution at general meetings may follow the procedures set out in the preceding paragraph.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board recognised that effective communication to shareholders and potential investors is very important to gain their confidence and attract new investors.

The Group has taken following measures to enhance the communication with shareholders and investors of the Group:

- (1) Annual and interim reports are prepared and issued to all shareholders within the prescribed period stipulated by the Stock Exchange. All results announcements and reports are posted on the Stock Exchange's website and the Company's website www.link-asia.com.hk.
- (2) The Group releases business update through voluntary announcement posted on the Stock Exchange's website and the Company's website to keep all shareholders updated about the business development of the Group.
- (3) The Group has provided enquiry mailbox (enquiry@1143.com.hk) and phone number on the Company's website. Shareholders, investors and interested parties are welcome to make their enquiries through email and phone and the management will provide their timely response.

Constitutional Documents

During 2020, the Company has not made any changes to its Memorandum and Articles of Association.

股東如欲於股東大會動議決議案，可遵循前段所述的程序。

與股東及投資者的溝通

董事會認為與股東及潛在投資者有效溝通對增加彼等的信心及吸引新投資者非常重要。

本集團已採取以下措施加強與本集團股東及投資者的溝通：

- (1) 於聯交所規定期間內編製年度及中期報告，並刊發予全體股東。所有業績公告及報告均載於聯交所網站及本公司網站 www.link-asia.com.hk。
- (2) 本集團透過於聯交所網站及本公司網站刊登自願公告發佈最新業務資料，以知會全體股東有關本集團業務發展的最新情況。
- (3) 本集團已於本公司網站提供查詢電郵 (enquiry@1143.com.hk) 及電話號碼，歡迎股東、投資者及有興趣人士透過電郵及電話作出查詢，管理層將及時作出回應。

組織章程文件

於二零二零年，本公司並沒有對其組織章程大綱及細則作任何變動。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

DIRECTORS

Executive Directors

Mr. Lin Dailian (“Mr. Lin”), aged 40, joined the Group in July 2019. Mr. Lin graduated from Anhui University of Finance and Economics and later studied at Fudan University. He is a well-known venture capitalist in China. Mr. Lin has over 17 years of experience in entrepreneurship and investment, successfully led or participated in the equity investment and listing of nearly 30 projects. Mr. Lin has been adhering to the concept of value investment, real estate finance, corporate strategic planning and business model shaping. He has extensive practical experience and professional knowledge in business management, mergers and acquisitions, and restructuring of companies. With rich entrepreneurial experience and value investment philosophy, Mr. Lin has been recognized in the financial industry. He has won the Top 100 Best Venture Capitalists of Hurun 2016 and the Top 30 Outstanding Innovative People of China’s Equity Investment in China.

Mr. Wang Guozhen (“Mr. Wang”), aged 62, was appointed as independent non-executive Director in November 2019 and was re-designated as executive Director and vice president of the Company in April 2020. Mr. Wang holds an executive master’s degree in business administration with Cheung Kong Graduate School of Business. He joined the Ministry of Finance of the People’s Republic of China in 1982 and has served as heads of various departments. He was also officer of General Office and Bureaucratic Service Center of National Council for Social Security Fund, the standing member of council of Beijing Charity Association and the member of 11th and 12th Beijing Municipal Committee of the Chinese People’s Political Consultative Conference.

Mr. Wang acted as the executive director and vice chairman of Hsin Chong Group Holdings Limited (新昌集團控股有限公司) (“**Hsin Chong**”) from September 2018 to November 2019. Hsin Chong is a company incorporated in Bermuda with limited liability and the securities of which were listed on the Main Board of The Stock Exchange of Hong Kong Limited until 31 December 2019. Hsin Chong was principally engaged in engineering and property businesses. Hsin Chong was wound up by an order of the Supreme Court of Bermuda dated 20 January 2020, following a winding-up petition being filed by a creditor and shareholder of Hsin Chong in January 2019. Mr. Wang confirmed that (i) the winding up had not resulted in any liability or obligation imposed against him; (ii) there was no wrongful act on his part leading to the winding up process of Hsin Chong; and (iii) he was not aware of any actual or potential claim that had been or would be made against him as a result of the winding up.

董事

執行董事

林代聯先生(「林先生」)，40歲，於二零一九年七月加入本集團。林先生畢業於安徽財經大學，其後就讀於復旦大學。彼為中國著名的風險投資家。林先生擁有超過17年的創業及投資經驗，成功領導或參與近30個股權投資及上市項目。林先生秉承價值投資、房地產金融、企業策略規劃及商業模式塑造的理念。彼在企業管理、兼併及收購以及公司重組方面擁有豐富的實踐經驗及專業知識。憑藉豐富的創業經驗及價值投資理念，林先生在金融界備受認可。彼贏得胡潤2016年度中國最佳創業投資人TOP100及中國股權投資傑出創新人物TOP30殊榮。

王國鎮先生(「王先生」)，62歲，王先生於二零一九年十一月獲委任為獨立非執行董事，並於二零二零年四月被調任為執行董事兼本公司副總裁。王先生持有長江商學院高級管理人員工商管理碩士學位。彼於一九八二年加入中華人民共和國財政部，曾擔任多個部門的領導。彼亦曾擔任全國社會保障基金理事會辦公廳主任、北京市慈善協會常務理事以及第十一屆及第十二屆北京市政協委員。

王先生自二零一八年九月至二零一九年十一月曾擔任新昌集團控股有限公司(「**新昌**」)的執行董事兼副主席。新昌為一家於百慕達註冊成立的有限公司，其證券於香港聯合交易所有限公司主板上市直至二零一九年十二月三十一日。新昌主要從事工程及房地產業務。新昌債權人及股東於二零一九年一月提交清盤呈請後，新昌被百慕達最高法院於二零二零年一月二十日下令清盤。王先生已確認，(i)清盤並無致令彼須承擔任何責任或義務；(ii)彼並無任何不當行為導致新昌的清盤過程發生；及(iii)彼並不知悉任何因清盤而已經或可能對彼提出的實際或潛在申索。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Duan Chuanhong (“Mr. Duan”), aged 34, was appointed as executive Director since 1 June 2017. Mr. Duan worked in different industries for over 10 years and has ample experience in corporate planning, management and execution.

Mr. Xia Xiaobing (“Mr. Xia”), aged 43, has been appointed as an executive Director in November 2019. Mr. Xia holds a master’s degree in business administration from Shanghai Jiaotong University. He has almost 20 years of experience in human resource management.

Before joining the Group, he has successively served as the human resource director of Hefei Swire Coca-Cola Company, the human resources manager of Ctrip Travel, the human resources manager of McColling, the senior manager of the human resources department of Shanghai Great Wisdom Co., Ltd., and the human resources and administration director of Shanghai Tianfu Jingeng Equity Investment Management Co..

Independent non-executive Directors

Mr. Li Huiwu (“Mr. Li”), aged 44, was appointed in October 2019. Mr. Li obtained a bachelor degree in accounting from Wuhan Polytechnic University, the People’s Republic of China in June 2002. He is currently an affiliated member of The Association of International Accountants and a certified tax planner and a certified intermediate accountant in the PRC. He has approximately 16 years of experience in financial accounting, internal audit and risk management. Mr. Li held various senior positions in the internal audit department in certain companies listed on the Shanghai Stock Exchange where he was mainly responsible for internal control and risk management matters.

段川紅先生(「段先生」)，34歲，於二零一七年六月一日被委任為執行董事。段先生於多個行業工作逾10年，其具備企業規劃、管理及行政方面之豐富經驗。

夏小兵先生(「夏先生」)，43歲，於二零一九年十一月獲委任為執行董事。夏先生持有上海交通大學工商管理碩士學位。彼於人力資源管理方面擁有近20年經驗。

在加入本集團之前，他曾先後擔任合肥太古可口可樂公司的人力資源總監、攜程旅行網的人力資源經理、麥考林公司的人力資源經理、上海大智慧股份有限公司的人力資源部高級經理及上海天賦錦耕股權投資管理有限公司的人力資源及行政總監。

獨立非執行董事

李慧武先生(「李先生」)，44歲，於二零一九年十月獲委任。李先生於二零零二年六月自中華人民共和國武漢理工大學取得會計學學士學位。彼目前為國際會計師公會附屬會員以及中國註冊納稅籌劃師及中級審計師。彼於金融會計、內部審計及風險管理方面積累約16年經驗。李先生曾於多間上海證券交易所上市公司之內部審計部門擔任多個高級職位，主要負責內部監控及風險管理事宜。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Yang Weidong (“Mr. Yang”), aged 47, was appointed in April 2020. Mr. Yang graduated from Hefei Institute of Economics and Technology with a bachelor’s degree in economics and management in 1995. He has more than 15 years of experience in business management and sales management. Mr. Yang served as the regional sales director of Hangzhou Sunyard System Engineering Co., Ltd from 2001 to 2005. Since August 2005, he has been serving as the deputy general manager of Hangzhou Teamax Technology Group Co., Ltd (the **“Teamax Technology”**), a wholly-owned subsidiary of Teamax Smart City Technology Co., Ltd. (Stock Code: SZ00662, **“Teamax Smart”**) listed on the Shenzhen Stock Exchange, and he is responsible for sales management and pre-sale supporting. Mr. Yang has held the supervisor position served as the chairman of the board of supervisors of Teamax Smart since June 2016 and since June 2019, respectively.

Mr. Yang was previously a director of Teamax Technology, a limited liability company incorporated in the People’s Republic of China, and its principal activities include technology development, technical services and consulting. Neither Teamax Technology nor any of its subsidiaries is related to the Company or any of its subsidiaries. Mr. Yang ceased to act as a director of Teamax Technology with effect from 25 October 2019. According to the notice dated 14 January 2020 published by Hangzhou Binjiang District People’s Court (杭州市濱江區人民法院), a bankruptcy and liquidation application filed by Bank of Jiangsu Co., Ltd., Hangzhou Branch (江蘇銀行股份有限公司杭州分行) against Teamax Technology (the **“Proceedings”**) was accepted on 27 November 2019 pursuant to a default in repayment of principal of RMB48 million and related interests by Teamax Technology. As at the date of this annual report, the liquidation is in progress.

Mr. Yang confirmed that he is not a party of such Proceedings and is not aware of any actual or potential claim that has been or will be made against him as a result of the above.

楊偉東先生(「楊先生」)，47歲，於二零二零年四月獲委任。楊先生於一九九五年畢業於合肥經濟技術學院經濟管理專業，持有學士學位。彼於企業管理、銷售管理方面逾15年的經驗。楊先生於二零零一年至二零零五年於杭州信雅達系統工程股份有限公司任區域銷售總監；自二零零五年八月至今，擔任深圳證券交易所上市公司天夏智慧城市科技股份有限公司(股份代號：SZ00662，「天夏智慧」)全資附屬公司杭州天夏科技集團有限公司(「天夏科技」)副總經理職位，主要分管銷售及售前支持工作。楊先生自二零一六年六月起擔任天夏智慧監事職位，並於二零一九年六月起擔任監事會主席。

楊先生曾任天夏科技的董事，該公司於中華人民共和國註冊成立為有限責任公司，主要業務包括技術開發、技術服務及諮詢。天夏科技或其任何附屬公司與本公司或其任何附屬公司並無關聯。自二零一九年十月二十五日起，楊先生不再擔任天夏科技的董事。根據杭州市濱江區人民法院於二零二零年一月十四日刊發通告，江蘇銀行股份有限公司杭州分行因天夏科技拖欠償還本金人民幣4,800萬元及相關利息而針對天夏科技提出破產清盤申請(「法律程序」)，並於二零一九年十一月二十七日獲接納申請。於本年報日期，有關清盤程序正在進行。

楊先生確認，彼並非法律程序的任何一方，據彼所知亦無因上述事項而已經或將會針對彼提出任何實際或潛在索償。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Dr. Sun Xiaohu (“Dr. Sun”), aged 56, was appointed as an independent non-executive Director in January 2021. Dr. Sun holds a doctoral degree of medicine (immunology) from Shanghai Jiao Tong University School of Medicine and a certificate of EMBA issued by Center for National Strategic Studies, Shanghai Jiao Tong University. Dr. Sun has more than 30 years’ experience in biotechnology companies, pharmaceutical companies, medical enterprises, research institutes and hospitals; and nearly 20 years’ experience as senior management in domestic and international pharmaceutical and medical device companies. From 10 October 2018 to 31 March 2020, Dr. Sun was the chief operating officer of China Regenerative Medicine International Limited, a company whose shares are listed on GEM board of the Stock Exchange of Hong Kong (Stock Code: 08158). He also held various positions with companies in the PRC including the operation director and marketing director of Vcanbio Cell & Gene Engineering Corp., Ltd. whose shares are listed on Shanghai Stock Exchange (Stock Code: 600645); the general manager of Shanghai Claison Bio-tech Co., Ltd., the general manager of Shanghai Donghai Pharmaceutical Co., Ltd..

孫曉虎博士(「孫博士」)，56歲，於二零二一年一月獲委任為獨立非執行董事。孫博士持有上海交通大學醫學院醫學(免疫學)博士學位及上海交通大學國家戰略研究中心頒發的EMBA核心課程總裁高級研修班證書，擁有三十年以上生物科技、醫藥行業、科研院所及醫院的工作經驗以及近二十年國內外醫藥製藥及醫療器械企業行管理經驗。孫博士自二零一八年十月十日 至二零二零年三月三十一日擔任中國再生醫學國際有限公司(其股份於香港聯合交易所GEM上市交易，股份代號：08158)首席營運官職位。他還曾於內地公司擔任不同職位，包括中源協和細胞基因工程股份有限公司(其股份於中國上海股票交易所上市，股票代碼：600645) 營運總監及市場銷售總監、上海柯萊遜生物技術有限公司總經理及上海東海製藥股份有限公司總經理。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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ABOUT THIS REPORT

The Board is pleased to present this Environmental, Social and Governance Report 2020 (the “**Report**”) to provide an overview of the Group’s management of significant issues affecting the operation, including environmental, social and governance issues. This Report is prepared by the Group with the professional assistance of APAC Compliance Consultancy and Internal Control Services Limited.

PREPARATION BASIS AND SCOPE

This Report is prepared in accordance with Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) – “Environmental, Social and Governance Reporting Guide” and has complied with the “comply or explain” provision in the Listing Rules.

This Report summarises the performance of the Group in respect of corporate environmental and social responsibility, covering its operating activities which are considered as material by the Group – (i) electronic manufacturing services (“**EMS**”) for consumer electronic products with the manufacturing plant located in Guangzhou (“**Guangzhou Factory**”) through offering one-stop solutions to a number of international brand owners (the “**EMS**” business); and (ii) securities and other assets investments in Hong Kong, as well as provision of real estate sale supply chain service business in Southeast Asia (the “**Securities investments and real estate supply chain**” business). The Group’s headquarter office is located in Hong Kong and its operation location in PRC with its diversified customer base covering Japan, Asia-Pacific region, America and Europe.

REPORTING PERIOD

This Report demonstrates our sustainability initiatives during the reporting period from 1 January 2020 to 31 December 2020.

CONTACT INFORMATION

The Group welcomes your feedback on this Report for our sustainability initiatives. Please give your suggestions or share your views with the Group via the Group’s social media platforms or email at enquiry@1143.com.hk.

關於本報告

董事會欣然提呈二零二零年環境、社會及管治報告（「**本報告**」），以提供本集團管理層對影響營運（包括環境、社會及管治事宜）重大事宜的概覽。本報告由本集團在亞太合規顧問及內控服務有限公司提供專業協助下編製。

編製基準及範圍

本報告乃根據香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**上市規則**」）附錄二十七「環境、社會及管治報告指引」而編製，並已遵守上市規則之「不遵守就解釋」條文。

本報告概述本集團於企業環境及社會責任方面之表現，內容涵蓋本集團認為重大的營運活動 (i) 位於廣州的生產廠房（「**廣州廠房**」）開展的電子製造服務業務（「**電子製造服務**」），透過生產消費電子產品向多間國際品牌擁有人提供一站式解決方案（「**電子製造服務**」業務）；及 (ii) 於香港的證券及其他資產投資，以及於東南亞提供房地產銷售供應鏈服務業務（「**證券投資及房地產銷售供應鏈服務**」業務）。本集團總辦事處位於香港，營運地點位於中國，其多元化客戶群覆蓋日本、亞太地區、美國及歐洲。

報告期間

本報告列載二零二零年一月一日起至二零二零年十二月三十一日止報告期間我們的可持續發展措施。

聯絡資料

本集團歡迎閣下對本報告提出任何可持續發展措施方面的反饋意見。敬請閣下透過本集團的社交媒體平台或電郵至 enquiry@1143.com.hk 聯絡。

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INTRODUCTION

The Group is achieving and benchmarking with well-recognized International Guidelines and protocols of Sustainable development. As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure sustainable development of its business. The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands a better future depends on everyone's participation and contribution. It has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole. The Group maintains strong relationships with its employees, has enhanced cooperation with its suppliers and has provided high quality products and services to its customers so as to ensure sustainable development.

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT

The Group understands the success of the Group's business depends on the support from its key stakeholders, who (a) have invested or will invest in the Group; (b) have the ability to influence the outcomes within the Group; and (c) are interested in or affected by or have the potential to be affected by the impact of the Group's activities, products, services and relationships. It allows the Group to understand risks and opportunities. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

Stakeholders are prioritised from time to time in view of the Group's roles and duties, strategic plan and business initiatives. The Group engages with its stakeholders to develop mutually beneficial relationships and to seek their views on its business proposals and initiatives as well as to promote sustainability in the marketplace, workplace, community and environment.

The Group acknowledges the importance of intelligence gained from the stakeholders' insights, inquiries and continuous interest in the Group's business activities. The Group has identified key stakeholders that are important to our business and established various channels for communication. The following table provides an overview of the Group's key stakeholders, and various platforms and methods of communication are used to reach, listen and respond.

緒言

本集團致力於達致及遵守公認的國際可持續發展指引及協議。作為一間具社會責任的企業，本集團致力維持最高要求之環境及社會標準，以確保其業務可持續發展。本集團已遵守所有與其業務有關的相關法律及法規，包括健康及安全、工作環境條件、就業及環境。本集團明白有賴所有人的參與及貢獻才能成就美好將來，亦因此鼓勵僱員、客戶、供應商及其他持份者參與環境及社會活動，惠及整個社區。本集團與其僱員維持緊密關係，加強與其供應商之間的合作，並為其客戶提供優質產品及服務，以確保可持續發展。

持份者的參與及重要性評估

本集團深知本集團業務之成功取決於(a)已投資或將投資本集團；(b)有能力影響本集團事宜；及(c)於本集團活動、產品、服務及關係中擁有權益或受其影響或潛在影響的關鍵持份者。本集團因而得以了解風險及機遇。本集團將繼續確保與其各關鍵持份者有效溝通及保持良好關係。

本集團不時因應其角色及職責、戰略規劃及業務計劃而將持份者按緩急輕重排序。本集團與其持份者建立關係，藉此發展互惠關係，尋求彼等對業務計劃及方案的意見，以及促進在市場、職場、社區及環境的可持續發展。

本集團承認從持份者的洞察、查詢及對本集團業務活動的持續關注而獲得之情報的重要性。本集團已識別對我們業務而言屬重要的關鍵持份者，並建立多個溝通渠道。下表概述了本集團的主要持份者、用於接觸、傾聽及回應持份者的各種平台及溝通方式。

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Stakeholders 持份者	Expectations 預期	Engagement channels 參與渠道
Government 政府	<ul style="list-style-type: none"> Compliance with the applicable laws and regulations 遵守適用法律及法規 Proper tax payment 依法納稅 	<ul style="list-style-type: none"> Annual reports, interim reports and announcements 年度報告、中期報告及公告 Company website 公司網站
Shareholders and investors 股東及投資者	<ul style="list-style-type: none"> Low risk 低風險 Return on the investment 投資回報 Information disclosure and transparency 信息披露及透明度 Protection of interests and fair treatment of shareholders 保障股東權益及公平待遇 	<ul style="list-style-type: none"> Annual general meetings and other shareholder meetings 股東週年大會及其他股東大會 Annual reports, interim reports and announcements 年度報告、中期報告及公告 Company website 公司網站 Meetings with investors and analysts 與投資者及分析員的會議
Employees 僱員	<ul style="list-style-type: none"> Safeguard the rights and interests of employees 保障僱員權利及權益 Working environment 工作環境 Career development opportunities 事業發展機會 Health and safety 健康與安全 	<ul style="list-style-type: none"> Trainings, seminars, briefing sessions 培訓、研討會及簡介會 Newsletters 新聞稿 Intranet and emails 內聯網和電郵
Customers 客戶	<ul style="list-style-type: none"> Safe and high-quality products 安全及優質產品 Stable relationship 穩定關係 Information transparency 信息透明度 Integrity 誠信 Business ethics 商業道德 	<ul style="list-style-type: none"> Annual reports, interim reports and announcements 年度報告、中期報告及公告 Company website 公司網站 Email and customer service hotline 電郵及客戶服務熱線 Regular meetings 定期會議

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Stakeholders 持份者	Expectations 預期	Engagement channels 參與渠道
Suppliers and partners 供應商及夥伴	<ul style="list-style-type: none"> • Long-term partnership 長期夥伴關係 • Honest cooperation 坦誠合作 • Fairness and openness 公平公開 • Information resources sharing 信息資源共享 • Risk reduction 降低風險 	<ul style="list-style-type: none"> • Business meetings and phone calls 業務會議及電話 • Regular meetings 定期會議 • Reviews and assessments 檢討及評估
Financial institutions 金融機構	<ul style="list-style-type: none"> • Compliance with the applicable laws and regulations 遵守適用法律及法規 • Disclosure of information 信息披露 	<ul style="list-style-type: none"> • Consulting 諮詢 • Information disclosure 信息披露 • Annual reports, interim reports and announcements 年度報告、中期報告及公告
Media 媒體	<ul style="list-style-type: none"> • Information transparency 信息透明度 	<ul style="list-style-type: none"> • Company website 公司網站 • Interviews 面訪
Public and communities 公眾及社區	<ul style="list-style-type: none"> • Community involvement 社區參與 • Social responsibilities 社會責任 	<ul style="list-style-type: none"> • Annual reports, interim reports and announcements 年度報告、中期報告及公告

Through general communication with stakeholders, the Group understands the expectations and concerns from stakeholders. The feedbacks obtained allow the Group to make more informed decisions, and to better assess and manage the resulting impact.

透過與持份者的一般性溝通，本集團了解到持份者的期望及擔憂。獲得的反饋使本集團能夠做出更明智的決定，更好地評估及管理產生的影響。

The Group has adopted the principle of materiality in the ESG reporting by understanding the key ESG issues that are important to the business of the Group. All the key ESG issues and key performance indicators (KPIs) are reported in the Report according to recommendations of the ESG Reporting Guide (Appendix 27 of the Listing Rules) and the Global Reporting Initiative Guidelines. The Group has evaluated the materiality and importance in ESG aspects through the following steps:

本集團據對本集團業務為重要的主要環境、社會及管治事宜的了解，於環境、社會及管治報告採納重大性原則。所有主要環境、社會及管治事宜及主要績效指標(KPI)乃根據環境、社會及管治報告指引(上市規則附錄二十七)及全球報告舉措組織指引的建議於本報告內呈報。本集團已按以下步驟評估環境、社會及管治方面的重大性及重要性：

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Step 1: Identification – Industry Benchmarking

- Relevant ESG areas were identified through the review of relevant ESG reports of the local and international industry peers.
- The materiality of each ESG area was determined based on the importance of each ESG area to the Group through internal discussion of the management and the recommendation of ESG Reporting Guide (Appendix 27 of the Listing Rules).

Step 2: Prioritisation – Stakeholder Engagement

- The Group discussed with key stakeholders on key ESG areas identified above to ensure all the key aspects were covered.

Step 3: Validation – Determining Material Issues

- Based on the discussion with key stakeholders and internal discussion among the management, the Group's management ensured that all the key and material ESG areas, which were important to the business development, were reported and in compliance with ESG Reporting Guide.

As a result of this process carried out in 2020, those important ESG areas to the Group were discussed in this Report.

ESG GOVERNANCE

Board's oversight of ESG issues

Board's overall vision and strategy in managing ESG issues

The board of directors (“**Board**”) has a primary role in overseeing the management of the Group's sustainability issues. During the year, the Board and the ESG Sustainability Working Group spent significant time in evaluating the impact of ESG-related risks on our operation and formulating relevant policy in dealing with the risks. The oversight of the Board is to ensure the management to have all the right tools and resources to oversee the ESG issues in the context of strategy and long-term value creation.

步驟1：識別－行業基準

- 相關的環境、社會及管治議題透過檢討本地及國際業內同行的相關環境、社會及管治報告作出識別。
- 每個環境、社會及管治議題的重大性將透過管理層的內部討論按每個環境、社會及管治議題對本集團的重要性，並根據環境、社會及管治報告指引(上市規則附錄二十七)之建議而釐定。

步驟2：排序－持份者的參與

- 本集團與主要持份者討論上文已識別的主要環境、社會及管治議題，確保其涵蓋所有主要方面。

步驟3：確認－釐定重要議題

- 根據與主要持份者的討論及管理層之間的內部討論，本集團管理層確保所有主要及重大且對業務發展屬重要的環境、社會及管治議題已呈報，並且符合環境、社會及管治報告指引。

由於二零二零年進行了該程序，該等對本集團屬重要的環境、社會及管治議題於本報告中討論。

環境、社會及管治治理

董事會對環境、社會及管治事宜的監督

董事會在管理環境、社會及管治問題的總體願景及策略

董事會(「**董事會**」)在監督本集團可持續發展事宜的管理中起主要作用。於年內，董事會及環境、社會及管治可持續發展工作小組投入大量時間評估與環境、社會及管治相關的風險對運營的影響，並制定應對風險的相關政策。董事會的職責為確保管理層擁有所有適當權利工具及資源，以在策略和創造長期價值的前提下監督環境、社會及管治事宜。

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ESG Working Group

To demonstrate our commitment to transparency and accountability, our Group has established an ESG Working Group, which has clear terms of reference that set out the powers delegated to it by the Board. We highly value opinions of each stakeholder and treat them as the cornerstone for the development of the Group.

The ESG Working Group is primarily responsible for reviewing and supervising the ESG process, and risk management of the Group. Different ESG issues were reviewed by the Working Group at the meetings. During the reporting period, the ESG Working Group and the management reviewed the ESG governance and different ESG issues.

Board's ESG management approach and strategy for material ESG-related issues

In order to better understand the opinions and expectations of different stakeholders on our ESG issues, materiality assessment is conducted each year. We ensure various platforms and channels of communication are used to reach, listen and respond to our key stakeholders. Through general communication with stakeholders, the Group is to understand the expectations and concerns from stakeholders. The feedbacks obtained allow the Group to make more informed decisions, and to better assess and manage the resulting impact.

The Group has evaluated the materiality and importance in ESG aspects through the steps: (1) material ESG area identification by industry benchmarking; (2) key ESG area prioritization with stakeholder engagement; and (3) validation and determining material ESG issues based on results of communication among stakeholders and the management. Hence, this can enhance understanding of their degree and change of attention to each significant ESG issue, and can enable us to more comprehensively plan our sustainable development work in the future. Those important and material ESG areas identified during our material assessment were discussed in this Report.

環境、社會及管治工作小組

為展示我們對透明度及問責性的承擔，本集團已成立環境、社會及管治工作小組，並為其制訂列明董事會所轉授權力的明確職權範圍。我們高度重視每一位持份者的意見，視之為本集團發展的基石。

環境、社會及管治工作小組主要負責審查及監督環境、社會及管治流程以及本集團的風險管理。工作小組於會議上檢討各項不同環境、社會及管治事宜。於報告期內，環境、社會及管治工作小組與管理層檢討了環境、社會及管治治理及各項環境、社會及管治事宜。

董事會的環境、社會及管治管理方法及重大環境、社會及管治相關事宜的策略

為了更好地了解不同持份者對我們環境、社會及管治事宜的意見及期望，我們每年都會進行重要性評估。我們確保利用各種平台及渠道與主要持份者進行溝通、聆聽和回應。透過與持份者的全面溝通，本集團了解持份者的期望和關注。所獲得的反饋令本集團能作出更明智的決定，並更好地評估及管理由此產生的影響。

本集團已透過以下步驟評估環境、社會及管治方面的實質性及重要性：(1)藉助行業標杆識別重要的環境、社會及管治領域；(2)在持份者的參與下確定關鍵環境、社會及管治領域的優先級；及(3)根據持份者與管理層的溝通結果，驗證和確定重要的環境、社會及管治事宜。因此，這可加強了解彼等對各項重要環境、社會及管治事宜的關注程度及變化，令我們能夠更全面規劃未來的可持續發展工作。本報告中對我們在重大評估中識別的重要及重大環境、社會及管治領域進行了討論。

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Board review progress against ESG-related goals and targets

The progress of target implementation and the performance of the goals and targets should be closely reviewed from time to time. Rectification may be needed if the progress falls short of expectation. Effective communication about the goals and target process with key stakeholders such as employees is essential, as this enables them to be engaged in the implementation process, and to feel they are part of the change that the company aspires to achieve.

Setting strategic goals for the coming three to five years enables the company to develop a realistic roadmap and focus on results in achieving the visions.

Setting targets requires the ESG Working Group to carefully examine the attainability of the targets which should be weighed against the company's ambitions and goals. The ESG Working Group specifies whether the target is to be set on an absolute basis or intensity basis is essential for target setting.

A. ENVIRONMENTAL ASPECTS

To demonstrate the Group's commitments to sustainable development and compliance with applicable Regional Laws and Regulations relating to environmental protection, we endeavor to maintain green manufacturing processes and office operational practices in order to minimize the adverse environmental impacts of our business activities.

Achieving the balance among another two pillars of society and economy of the sustainable development, the Group is dedicated to contributing to the environmental, the third pillar of the sustainability and following these principles to minimize our adverse impacts on the environment:

- Complying with all the applicable Regional Laws and Regulations from all levels and functions of the organization
- Assuring needs, expectations and/or applicable legal requirements (if any) of the relevant interested parties; the person or organization that can affect, be affected by, like shareholders and/or stakeholders including customers, suppliers, communities, regulators, non-governmental organizations, investors and employees relating to environmental protection being communicated and understood

董事會根據ESG相關目標審查進展情況

應時常密切關注目標實施的進展情況及目標的執行情況。如進展情況不達預期，可能需要進行糾正。就目標進展情況與主要持份者(如員工)進行有效溝通十分重要，這有助彼等參與到實施過程中，並用心感受公司力求實現的變革。

制定未來三到五年的戰略目標，可令公司制定切實可行的路線圖，並關注實現願景的結果。

設定目標需要ESG工作小組仔細審查目標的可實現性，有關目標應與公司的理想及目標相匹配。ESG工作小組明確是按絕對基準或程度基準設定目標，對目標的設定至關重要。

A. 環境層面

為展示本集團對可持續發展的承諾及遵守有關環境保護的適用地區法律及法規，我們盡力維持綠色的生產流程及辦公室作業常規，以降低我們的業務活動帶來的不利環境影響。

為達致與可持續發展中另外兩大支柱－社會與經濟的平衡，本集團致力為可持續發展的第三大支柱－環境作出貢獻，並遵循下列原則，盡量降低我們對環境的不利影響：

- 遵守各職能機構及部門的所有適用地方法律及法規
- 確保傳達及了解相關利益方(可能影響股東及/或持份者等(包括客戶、供應商、社區、監管機構、非政府組織、投資者及僱員)或受其影響的人士或機構)就環境保護的需求、預期及/或適用法律規定(如有)

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- Employing ISO-14001 Environmental Management System to adopt systematic approach to effectively protect the environment and respond to changing environmental conditions in balance with socio-economic needs
 - Ensuring sufficient investments and resources for the environmental-friendly facilities, equipment and instruments that are operating safely, effectively and more efficient
 - Reinforcing promotion of conservation commitments, educational training, and enhancing staff's environmental protection awareness
 - Incorporating environmental targets and objectives into our business strategic visions and competitive implication by aligning them with business priorities and decision making
- 採用ISO-14001環境管理系統，以採用系統的方法有效保護環境及處理不斷變化的環境狀況與社會經濟需求之間的平衡
 - 確保向安全、有效及高效運作的環保型設施、設備及工具投入足夠的資金及資源
 - 加強推廣節能減排承諾、教育培訓及提升員工的環保意識
 - 使環境目標及宗旨與業務優先事項及決策保持一致，將其納入我們的業務策略願景及競爭意識中

A1. EMISSIONS

The Group acknowledges its responsibility to the environment and has ethical duties to reduce emissions. Given the nature of our business, the impacts on the environment and nature resources are not significant. In spite of this, we are committed to minimizing our environmental impacts by responsibly managing our business operations, reducing our carbon footprint and using resources effectively.

In the meantime, we have full complied with all of the relevant environmental laws and regulations where we operated such as the Atmospheric Pollution Prevention and Control Law of the People's Republic of China (2015) in the PRC, the Motor Vehicle Idling (Fixed Penalty) Ordinance (Cap. 611), and the Road Traffic Ordinance (Cap. 374) in Hong Kong. Besides, no concluded case (2019: nil) regarding emissions was brought against us or our employees during the year.

A1. 排放

本集團明確其對環境的責任，並有減少排放的道德義務。鑒於我們業務的性質，對環境及自然資源的影響並不顯著。儘管如此，我們致力於透過負責任地管理我們的業務運營、盡量減少我們的碳足跡及有效利用資源，將我們對環境的影響降至最低。

同時，我們已全面遵守我們經營所在地的所有相關環境法律及法規，如中國的《中華人民共和國大氣污染防治法》(二零一五年)、香港的《汽車引擎空轉(定額罰款)條例》(第611章)和《道路交通條例》(第374章)。此外，年內沒有針對我們或我們員工提出有關排放的已結案案件(二零一九年：無)。

A1.1 Air Pollutant Emissions

The Group attaches great importance to mitigate the possible adverse impact of its EMS business on the environmental and considers environmental protection mindset an important obligation during its production and operating activities. The Group's major environmental aspects mainly include energy consumption and wastes generation. Nevertheless, the impact on natural resources is minimal due to our business nature.

During our operation, the PRC factory's canteen used Liquefied petroleum gas (LPG) as the cooking fuel and the factory generated electricity itself by seven power generators for one hour bimonthly with the use of diesel. The electricity generated would be consumed during staggered power consumption. Moreover, the petrol consumption came from vehicle use for business transportation purpose. The burning of LPG, the consumptions of diesel and petrol generated nitrogen oxides (NO_x), sulphur dioxides (SO₂) and particulate matter (PM) to the environment nearby. For the stationary sources, the air pollutant emissions from LPG remained stable for cooking use in PRC factory canteen during the year. The decrease in the air pollutant emissions from diesel was mainly attributable to the disposal of two power generators and no staggered power consumption during the year. Owing to the COVID-19 outbreak in early 2020, the reduced vehicle use frequency by the management and staff led to significant drop in air pollutant emissions by the PRC companies during the Year.

A1.1 大氣污染物排放

本集團極為重視降低其電子製造服務業務對環境的潛在不利影響，並將環保觀念視為其生產及經營活動的一項重要責任。本集團的重大環境問題主要包括能源消耗及產生廢棄物。儘管如此，我們的業務性質決定了我們對自然資源的影響極微。

於我們運營期間，中國工廠的食堂使用液化石油氣作為烹飪燃料，且工廠透過七台發電機自行發電，每兩個月使用柴油發電一小時。發出的電將在錯峰用電時消耗。此外，汽油消耗來自於商業運輸用途的車輛。燃燒石油氣、使用柴油和汽油會向周圍環境產生氮氧化物、二氧化硫及懸浮粒子。就固定污染源而言，年內中國工廠食堂煮食時使用的石油氣所排放的空氣污染物保持穩定。柴油機的大氣污染物排放減少，主要是由於年內處置了兩台發電機，沒有錯峰用電。由於二零二零年初爆發COVID-19疫情，管理層及員工減少用車頻率，致使年內中國公司的空氣污染物排放量大幅下降。

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The details of air pollutant emissions during the reporting period were as follows:

於報告期內，空氣污染物排放詳情如下：

Air Pollutants 空氣污染物	Unit 單位	EMS 電子製造服務	Securities investments and real estate supply chain 證券投資及 房地產供應鏈	2020	2019
				Total 二零二零年 總計	Total 二零一九年 總計
Nitrogen oxides (NO _x) 氮氧化物	kg 千克	74.66	-	74.66	224.34 ¹
– Stationary combustion – 來自固定燃燒源	kg 千克	72.77	-	72.77	220.81 ¹
– Mobile combustion – 來自移動燃燒源	kg 千克	1.89	-	1.89	3.53 ¹
Sulfur oxides (SO _x) 二氧化硫	kg 千克	5,518.18	-	5,518.18	5,038.34 ¹
– Stationary combustion – 來自固定燃燒源	kg 千克	5,517.98	-	5,517.98	5,037.99 ¹
– Mobile combustion – 來自移動燃燒源	kg 千克	0.20	-	0.20	0.35 ¹
Particulate matter (PM) 顆粒物	kg 千克	7.55	-	7.55	26.71 ¹
– Stationary combustion – 來自固定燃燒源	kg 千克	7.39	-	7.39	26.42 ²
– Mobile combustion – 來自移動燃燒源	kg 千克	0.16	-	0.16	0.29 ¹

Emissions from production

Volatile organic compounds (VOCs) are the major organic waste produced during the paint spraying process for our products. Therefore, the governance of industrial waste gases containing VOCs is the focus and control area for our product fabrication processes.

生產的排放

於產品的噴漆過程中，揮發性有機化合物為主要的有機廢棄物。因此，治理包含揮發性有機化合物的工業廢氣為我們產品製造過程的主要重點及控制領域。

¹ The data of year 2019 has been restated as different calculation models and methodologies were adopted.

² The data for year 2019 particulate matter emission from stationary LPG combustion has not been disclosed in last year report.

¹ 由於採用了不同的計算模型和方法，因此已對二零一九年的數據進行了重列。

² 二零一九年來自固定液化石油氣燃燒的顆粒物排放數據並無於去年報告中披露。

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Besides VOCs discharges, benzene, toluene, xylene, total non-methane hydrocarbons, lead and tin are also the air pollutant being produced during our production process. During the Year, a licensed party was outsourced by the Group to carry out an inspection assessment regarding to the average density and speed of waste gases emissions from our factory on a specific date.

The assessment results provided by the licensed party showed that our waste gases emission has met the standard discharge limit of the relevant environmental regulations in the PRC, the assessment results of the density and speed of waste gases emissions are shown in the following tables:

除揮發性有機化合物排放外，我們的生產過程亦會產生空氣污染物苯、甲苯、二甲苯、非甲烷碳氫化合物總量、鉛及錫。於年內，本集團向一名持牌方外判業務，對我們工廠指定日期廢氣排放量的平均密度及速率進行檢查評估。

持牌方提供的評估結果顯示我們的廢氣排放符合中國相關環境法規標準排放限額，廢氣排放的密度及速率的評估結果載列於下表：

Average density Year 2020

平均密度
二零二零年

Waste gases of emissions 廢氣排放	Unit 單位	Lead and its compounds 鉛及其化合物	Tin and its compounds 錫及其化合物
Old factory production unit 舊有工廠生產單位	mg/m ³ 毫克/立方米	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出
New factory production unit 新工廠生產單位	mg/m ³ 毫克/立方米	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出
Standard Discharge limit 標準排放限額	mg/m ³ 毫克/立方米	≤ 0.7	≤ 8.5
Results 結果	-	Pass 通過	Pass 通過

Assessment Report Number: 20040351
評估報告編號：20040351

Sampling Collection Date: 13 April 2020
取樣日期：二零二零年四月十三日

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Waste gases of emissions 廢氣排放	Unit 單位	Benzene 苯	Toluene 甲苯	Xylene 二甲苯	Volatile organic compounds (VOC) 揮發性 有機化合物
Organic waste gas emission from old factory production unit 來自舊有工廠生產單位的有機廢氣排放	mg/m ³ 毫克/立方米	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	0.45	3.26
Waste gas emission from new factory production unit 來自新工廠生產單位的有機廢氣排放	mg/m ³ 毫克/立方米	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	0.62	4.25
Waste gas emission exhaust port from plastic injection after waste gas treatment 廢氣處理後注塑生產的廢氣排放口	mg/m ³ 毫克/立方米	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	Not-Applicable (N/A) 不適用
Waste gas emission exhaust port from assembly pad printing after waste gas treatment 廢氣處理後組裝移印的廢氣排放口	mg/m ³ 毫克/立方米	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	0.36	2.99
Waste gas emission exhaust port from spray painting after waste gas treatment 廢氣處理後噴漆生產的廢氣排放口	mg/m ³ 毫克/立方米	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	0.55	3.82
Standard Discharge limit 標準排放限額	mg/m ³ 毫克/立方米	≤ 12	≤ 40	≤ 70	≤ 60
Results 結果	-	Pass 通過	Pass 通過	Pass 通過	Pass 通過

Assessment Report Number: 20040352
評估報告編號：20040352

Sampling Collection Date: 13 April 2020
取樣日期：二零二零年四月十三日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Year 2019

二零一九年

Waste gases of emissions 廢氣排放	Unit 單位	Benzene 苯	Toluene 甲苯	Xylene 二甲苯	Volatile organic compounds (VOC) 揮發性有機化合物
Waste gas emission exhaust port from plastic factory production 來自塑料工廠生產的廢氣排放口	mg/m ³ 毫克/立方米	Not-Detected (ND) 未檢出	0.61	0.25	Not-Detected (ND) 未檢出
Waste gas emission exhaust port from pad printing production 來自移印生產的廢氣排放口	mg/m ³ 毫克/立方米	Not-Detected (ND) 未檢出	0.26	0.23	4.06
Standard Discharge limit 標準排放限額	mg/m ³ 毫克/立方米	≤ 12	≤ 40	≤ 70	Not-Applicable (N/A) 不適用
Results 結果	-	Pass 通過	Pass 通過	Pass 通過	Pass 通過

Assessment Report Number: JA201904053

評估報告編號：JA201904053

Sampling Collection Date: 10 April 2019

取樣日期：二零一九年四月十日

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Average speed Year 2020

平均速率
二零二零年

Waste gases of emissions 廢氣排放	Unit 單位	Lead and its compounds 鉛及其化合物	Tin and its compounds 錫及其化合物
Old factory production unit 舊有工廠生產單位	kg/h 公斤/小時	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出
New factory production unit 新工廠生產單位	kg/h 公斤/小時	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出
Standard Discharge limit 標準排放限額	kg/h 公斤/小時	≤ 0.014	≤ 0.97
Results 結果	-	Pass 通過	Pass 通過

Assessment Report Number: 20040351
評估報告編號：20040351

Sampling Collection Date: 13 April 2020
取樣日期：二零二零年四月十三日

Waste gases of emissions 廢氣排放	Unit 單位	Benzene 苯	Toluene 甲苯	Xylene 二甲苯	Volatile organic compounds (VOC) 揮發性有機化合物
Waste gas emission exhaust port from injection factory production 來自注射工廠生產的廢氣排放口	kg/h 公斤/小時	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出
Waste gas emission exhaust port from pad printing production 來自移印生產的廢氣排放口	kg/h 公斤/小時	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	4.7 X 10 ⁻³	3.9 X 10 ⁻²
Standard Discharge limit 標準排放限額	kg/h 公斤/小時	≤ 0.86	≤ 5.4	≤ 1.7	Not-Applicable (NA) 不適用
Results 結果	-	Pass 通過	Pass 通過	Pass 通過	Pass 通過

Assessment Report Number: 20040352
評估報告編號：20040352

Sampling Collection Date: 13 April 2020
取樣日期：二零二零年四月十三日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Year 2019

二零一九年

Waste gases of emissions 廢氣排放	Unit 單位	Volatile organic compounds (VOC) 揮發性有機化合物			
		Benzene 苯	Toluene 甲苯	Xylene 二甲苯	
Waste gas emission exhaust port from injection factory production 來自注射工廠生產的廢氣排放口	kg/h 公斤/小時	1.6 X 10 ⁻⁵	1.3 X 10 ⁻²	5.2 X 10 ⁻³	Not-Detected (ND) 未檢出
Waste gas emission exhaust port from pad printing production 來自移印生產的廢氣排放口	kg/h 公斤/小時	8.1 X 10 ⁻⁶	2.8 X 10 ⁻³	2.4 X 10 ⁻³	4.4 X 10 ⁻²
Standard Discharge limit 標準排放限額	kg/h 公斤/小時	≤ 0.86	≤ 5.4	≤ 1.7	≤ 3.6
Results 結果	-	Pass 通過	Pass 通過	Pass 通過	Pass 通過

Assessment Report Number: JA201904053

評估報告編號: JA201904053

Sampling Collection Date: 10 April 2019

取樣日期: 二零一九年四月十日

During the year, a licensed party was outsourced by the Group to carry out an assessment in April 2020 regarding to the number of discharges of VOCs, benzene, toluene, xylene, and non-methane hydrocarbons. In addition, the Group also outsourced the licensed party to carry out another assessment in 13 April 2020 regarding to the amount of lead and tin emissions. Sampling collection points reduced in 2020 when compared to 2019 as the production level reduced in old factory during 2020.

於年內，本集團向一名持牌方外判業務，於二零二零年四月對若干揮發性有機化合物、苯、甲苯、二甲苯及非甲烷碳氫化合物的排放量進行評估。此外，本集團亦向一名持牌方外判業務，於二零二零年四月十三日對鉛及錫排放量進行另一項評估。與二零一九年相比較，二零二零年的取樣點減少，此乃歸因於二零二零年舊有工廠生產水平下降所致。

A1.2 Greenhouse Gas (“GHG”) Emissions

As the Paris Agreement sends a clear signal that the shift to a low-carbon economy is inevitable, and everyone must play their part as a corporate citizen. In order to facilitate such transition, the Group has continued participation to the Carbon Disclosure Project (CDP) supply chain program which aims to help CDP highlight and spur meaningful action on tackling climate change by capturing vital data on climate change.

This can improve collaboration and encourage transparency. Our greenhouse gas emission is reported on the platform in July on an annual basis. We will strive to meet our air pollutants reduction target of 5% by 2025.

The greenhouse gas emission produced by the Group is mainly arising from indirect emissions (Scope 2) from purchased electricity for the production factory. In addition, we also had direct emission (Scope 1) principally resulted from the consumptions of liquefied petroleum gas for running the factory canteens, burning of diesel fuel and vehicles uses. The GHG scope 1 emission from LPG remained stable for cooking use in PRC factory canteen during the year. The decrease in the GHG scope 1 emission from diesel was mainly attributable to the disposal of two generators and no staggered power consumption during the year. Due to the COVID-19 outbreak in early 2020, the reduced vehicle use frequency by the management and staff led to the reduction of GHG scope 1 emissions of mobile sources in China. The decrease in GHG scope 2 emission was mainly due to the decrease in production volume of the EMS segment during the Year.

A1.2 溫室氣體（「溫室氣體」）排放

巴黎協議發出明確信號，轉向低碳經濟乃大勢所趨，每個人均需扮演企業公民的一份子。為促進該轉型，本集團已參加碳排放披露項目供應鏈計劃，當中碳排放披露項目透過收集氣候變化的重要數據，旨在幫助找出並推行應對氣候變化的有效行動。

該措施能夠改善合作並提高透明度。我們每年七月在該平台報告溫室氣體排放。我們將努力實現到二零二五年空氣污染物減少5%的目標。

本集團的溫室氣體排放主要來自生產工廠購買電力的間接排放（範圍2）。此外，我們亦有直接排放（範圍1），主要來自工廠食堂使用液化石油氣、燃燒柴油以及使用車輛。於年內，中國工廠食堂烹飪所用來自液化石油氣的溫室氣體範圍1排放維持穩定。來自柴油的溫室氣體範圍1排放減少主要由於年內出售兩台發電機及並無交錯能耗。由於二零二零年年初爆發COVID-19疫情，管理層及員工使用汽車的頻率降低，從而減少了中國來自移動源的溫室氣體範圍1排放。溫室氣體範圍2排放減少乃主要由於年內電子製造服務分部的產量減少。

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The details of GHG emissions during the reporting period were as follows:

於報告期內，溫室氣體排放詳情如下：

Type of GHG emissions ³ 溫室氣體排放種類 ³	Unit 單位	EMS 電子製造服務	Securities investments and real estate supply chain 證券投資及 房地產供應鏈	2020 Total 二零二零年 總計	2019 Total 二零一九年 總計
Scope 1 ⁴ – Stationary combustion 範圍1 ⁴ – 固定燃燒源	tonnes of CO ₂ -e 噸二氧化碳當量	28.42	-	28.42	40.55 ⁵
Scope 1 ⁴ – Mobile combustion 範圍1 ⁴ – 移動燃燒源	tonnes of CO ₂ -e 噸二氧化碳當量	5.86	-	5.86	10.34 ⁵
Scope 2 ⁶ 範圍2 ⁶	tonnes of CO ₂ -e 噸二氧化碳當量	7,823.09	75.33	7,898.42	9,047.43 ⁷
Total GHG emissions 溫室氣體排放總量	tonnes of CO ₂ -e 噸二氧化碳當量	7,857.37	75.33	7,932.70	9,098.32 ⁵
GHG emissions intensity 溫室氣體排放密度	tonnes of CO ₂ -e/ unit of production volume 噸二氧化碳 當量/產量單位	0.01	-		EMS: 0.01 ⁵ Securities: -
	tonnes of CO ₂ -e/ employee 噸二氧化碳 當量/僱員	7.83	1.59		EMS: 8.01 ⁵ Securities: N/A ⁸ 電子製造服務: 0.01 ⁵ 證券: - 電子製造服務: 8.01 ⁵ 證券: 不適用 ⁸

³ The calculation of the GHG emission is based on the "Corporate Accounting and Reporting Standard" from GHG Protocol published by World Resources Institute and World Business Council for Sustainable Development.

⁴ Scope 1: Direct emissions from sources that are owned or controlled by the Group.

⁵ The data of year 2019 has been restated as different calculation models and methodologies were adopted.

⁶ Scope 2: Indirect emissions from the generation of purchased electricity consumed by the Group.

⁷ The data of 2019 has been restated for comparative purpose for adoption of the latest calculation tools for Mainland China electricity consumption.

⁸ The data for year 2019 GHG emission intensity of securities investments and real estate supply chain segment has not been disclosed by the Group.

³ 溫室氣體排放量基於世界資源研究院及世界企業永續發展協會發佈之溫室氣體盤查議定書中的「企業會計與報告標準」計量。

⁴ 範圍1：本集團所擁有或控制的資源之直接排放。

⁵ 由於採用不同的計算模型及方法，因此二零一九年的數據已予重列。

⁶ 範圍2：本集團消耗的已購電力產生之間接排放。

⁷ 由於採用中國內地的最新用電計算工具，因此二零一九年的數據已予重列，以供比較之用。

⁸ 本集團並無披露二零一九年證券投資及房地產供應鏈分部的溫室氣體排放密度數據。

A1.3 Hazardous Waste

The Group is dedicated to managing waste in a responsible way and strives to optimize the use of resources. The Guangzhou factory has established a comprehensive hazardous waste management system and carries out disposal of hazardous waste in accordance with relevant PRC laws and regulations.

Our hazardous waste mainly include waste activated carbon with organic matters, banana oil polluted waste fabrics, waste lubricant and engine oil, waste emulsion oil, waste paint and paint residual. There is a separate storage area in the factory for storing hazardous solid waste. Our factory also works with institutions which are qualified for handling disposal of hazardous waste. The decrease in the amount of solid hazardous waste generated was mainly attributable to the decrease in production volume of the EMS segment during the year. On the other hand, the increase in the amount of aqueous hazardous waste generated was mainly due to the EMS products we are delivering and stereo headphones products requiring more paint use during the Year.

A1.3 有害廢棄物

本集團致力於以負責任的方式管理廢棄物，並盡力優化資源利用。廣州廠房已建立全面的有害廢棄物管理系統，並根據相關中國法律及法規處理有害廢棄物。

我們的有害廢棄物主要包括有機廢物活性炭、香蕉油污染廢棄織物、廢棄潤滑油及機油、廢棄乳化油、廢漆及油漆殘留物。該廠房設有用於存放有害固體廢棄物的存放區域。廠房已與合資格機構合作以處理有害廢棄物。所產生的固體有害廢棄物數量減少乃主要由於年內電子製造服務分部的產量減少。另一方面，所產生的液體有害廢棄物數量增加乃主要由於年內我們交付電子製造服務產品及立體聲耳機產品需要使用更多油漆。

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The details of hazardous waste generated by the Group during the reporting period were as follows:

本集團於報告期內產生的有害廢棄物詳情如下：

Hazardous wastes generated 所產生的有害廢棄物	Unit 單位	EMS 電子製造服務	Securities investments and real estate supply chain 證券投資及 房地產供應鏈	2020	2019
				Total 二零二零年 總計	Total 二零一九年 總計
Circuit board 電路板	tonnes 噸	0.006	-	0.006	-
Steel bin 鋼桶	tonnes 噸	0.030	-	0.030	0.011
Active charcoal 活性炭	tonnes 噸	0.726	-	0.726	1.274
Paint 油漆	tonnes 噸	0.146	-	0.146	0.004
Storage battery 蓄電池	tonnes 噸	-	-	-	0.015
Rag 碎布	tonnes 噸	-	-	-	0.175
Light tube 燈管	tonnes 噸	-	-	-	0.001
Organic solvent 有機溶劑	tonnes 噸	-	-	-	0.015
Total hazardous waste generated 所產生的有害廢棄物總量	tonnes 噸	0.908	-	0.908	1.495 ⁹
Hazardous waste generated intensity 所產生的有害廢棄物密度	tonnes/unit of production volume 噸/產量單位	0.001	-		EMS: 0.001 Securities: - 電子製造服務: 0.001 證券: -

⁹ The data of year 2019 has been restated for as different calculation models and methodologies were adopted.

⁹ 由於採用不同的計算模型及方法，因此二零一九年的數據已予重列。

A1.4 Non-hazardous Waste

Our non-hazardous waste generated from the Guangzhou factory operation mainly consists of scrap, wasted packaging materials, waste residual from sewer and filter tank, as well as other domestic waste. Wasted packaging materials mainly include cardboard boxes for product wrap up.

We consider the principle of environmentally friendly in our packaging design and select more eco-friendly packaging materials for our packaging process.

In addition, the Group continues to implement paper saving initiatives, such as double-sided printing, reminding staff to have environmentally-friendly photocopying practice, and separate collection of waste paper for effective recycling. Recycling bins are placed in office to regularly collect used paper. Employees are encouraged to read and send files electronically to reduce printing. The Group is targeted to reduce the generation of waste paper and total non-hazardous waste of 8% and 5% respectively by 2025. With the reduction in the production volume of the EMS segment during the reporting period, the amount of non-hazardous waste generated decreased. As more customers requested packages for their products, the amount of scrap and wasted packaging materials increased during the Year.

A1.4 無害廢棄物

我們廣州廠房營運所產生的無害廢棄物主要包括廢料、廢棄包裝材料、下水道及濾池廢渣以及其他生活垃圾。廢棄包裝材料主要包括產品包裝用的紙箱。

我們在包裝設計上秉持環保原則並在包裝過程中選用更加環保的包裝材料。

此外，本集團持續踐行節約用紙倡議，例如預設雙面打印、提醒員工保持環保的影印習慣及分開收集可有效回收利用的廢紙。辦公室備有回收箱，以定期回收用過的紙張，並鼓勵員工閱讀及發送電子文檔，減少打印。本集團的目標是到二零二五年將廢紙及無害廢棄物總量分別減少8%及5%。於報告期內，隨著電子製造服務分部產量減少，所產生的無害廢棄物數量亦相應減少。由於更多客戶要求對產品進行包裝，年內廢料及廢棄包裝材料的數量有所增加。

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The details of non-hazardous waste generated by the Group during the reporting period were as follows:

本集團於報告期內產生的無
害廢棄物詳情如下：

Non-hazardous waste generated 所產生的無害廢棄物	Unit 單位	EMS 電子製造服務	Securities investments and real estate supply chain 證券投資及 房地產供應鏈	2020	2019
				Total 二零二零年 總計	Total 二零一九年 總計
Scrap and wasted packaging materials ¹⁰ 廢料及廢棄包裝材料 ¹⁰	kg 公斤	68,841	-	68,841	62,269
Waste residual from sewer and filter tank 下水道及濾池廢渣	kg 公斤	27,000	-	27,000	222,000
Domestic waste 生活垃圾	kg 公斤	133,749	252	134,001	461,788 ¹¹
Total non-hazardous waste generated 所產生的無害廢棄物總量	kg 公斤	229,590	252	229,842	746,057 ¹²
Non-hazardous waste generated intensity 所產生的無害廢棄物密度	kg/unit of production volume kg/employee 公斤/產量單位 公斤/僱員	0.008	-		EMS: 0.022 ¹² Securities: - EMS: 0.001 Securities: - 電子製造服務: 0.022 ¹² 證券: - 電子製造服務: 0.001 證券: -

¹⁰ Scrap and wasted packaging materials include the packaging wastes and plastic wastes.

¹¹ The data for year 2019 non-hazardous waste generation of domestic waste has not been disclosed by the Group.

¹² The data of year 2019 has been restated for as different calculation models and methodologies were adopted.

¹⁰ 廢料及廢棄包裝材料包括包裝廢棄物及塑料廢棄物。

¹¹ 本集團並無披露二零一九年生活垃圾產生的無害廢棄物數據。

¹² 由於採用不同的計算模型及方法，因此二零一九年的數據已予重列。

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A2. USE OF RESOURCES

The Group adheres to the concept of energy conservation and emission reduction for green production. The major resources used by the Group are principally attributed to electricity, water and packaging materials consumed at the factory in Guangzhou. We aim to improve our energy utilization efficiency to achieve low-carbon practices and emission reduction throughout our production and operation and strive to save the resources.

The Group has implemented guidelines and policies for energy saving management which include in-house rules for both office and factory employees to follow. Besides, we have devised follow-up plan after the third-party certifications for the ISO-14001 standard. Our environmental management team helps set up the energy saving targets, emissions reduction level and environmental management programmes. Moreover, our General Affairs Department is responsible for carrying out the monitoring work for effective uses of energy and natural resources.

A2.1 Energy Consumption

We have implemented a range of measures designed to reduce emissions and minimize its consumption of energy and natural resources. We also promote a paperless office and encourage staff to reduce electricity and water usage in their daily work to maintain a green office.

In order to reduce the electrical energy consumption, the Group gradually replaces the traditional lighting tubes with energy-saving tubes which have higher energy efficiency and longer life cycle by 6-8 times.

We have established a maintenance and conservation policy for equipment which aims at enhancing the optimal use of machineries.

A2. 資源利用

本集團遵循節能減排的理念，以實現綠色生產。本集團使用的主要資源主要歸因於廣州廠房消耗的電力、水及包裝材料。我們致力於在生產及經營過程中提高能源利用率，實現低碳減排為目標，並努力節約資源。

本集團已實施節能管理指引及政策，包括辦公室及工廠僱員均須遵守的內部規則。此外，我們已根據ISO-14001標準在獲得第三方認證後制定跟進計劃。我們的環境管理團隊協助設定節能目標、減排水準及環境管理方案。此外，我們的總務部負責對能源及自然資源的有效利用進行監督。

A2.1 能源消耗

我們已實施多項措施，旨在降低排放及盡量減少其能源及自然資源消耗。我們亦推行無紙化辦公室，鼓勵員工在日常工作中減少水電使用量，創建綠色辦公室。

為減少電能消耗，本集團逐步將傳統燈管更換為能效更高、使用壽命延長6至8倍的節能燈管。

我們已為設備制定維護及保護政策，以增強機器的最佳使用。

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In addition, a number of energy conservation promotional banners and posters are post up in various places to remind workers in production areas. Through catchy slogan and posters, every worker can pay high attention to environmental protection and resource conservation. Moreover, we are engaging in the periodical reporting on energy consumption surveys conducted by interested parties like clients and regional governmental bureau. The Group has set inclusive total energy reduction target by 5% by 2025. The decrease in production volume of the EMS segment led to the decrease in electricity consumption during the year. Energy consumption of LPG remained stable for cooking use in PRC factory canteen during the year. The significant reduction in the diesel consumption of was mainly attributable to the disposal of two generators and no power suspension during the year. As Hong Kong companies are included current year reporting scope, the Hong Kong petrol consumption increased slightly during the year. However, owing to the COVID-19 outbreak in early 2020, the reduced vehicle use frequency by the management and staff led to significant drop in PRC petrol consumption during the year.

此外，我們於多個地方張貼若干節能宣傳標語及海報，以提醒生產區的工人。透過顯眼的標語及海報，每個工人都高度重視環境保護及資源節約。而且，我們正進行由利益相關方如客戶及地區政府部門開展的能源消耗調查的定期報告。本集團已設定到二零二五年總能耗減少5%的目標。電子製造服務產量減少引致年內電力消耗減少。年內，中國工廠食堂烹飪用液化石油氣的能源消耗保持穩定。柴油消耗大幅減少乃主要由於年內出售兩台發電機及並無停電所致。由於香港公司納入本年度報告範圍，年內香港汽油消耗量略有增加。然而，由於二零二零年初爆發COVID-19，管理層及員工減少用車頻率，導致年內於中國汽油消耗量大幅下降。

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During the reporting period, the details of energy consumption were as follows:

於報告期內，能源消耗詳情如下：

Type of energy 能源類型	Unit 單位	EMS 電子製造服務	Securities investments and real estate supply chain 證券投資及 房地產供應鏈	2020	2019
				Total 二零二零年 總計	Total 二零一九年 總計
Purchased electricity 購買電力	MWh 千瓦時	9,369.51	160.49	9,530.00	10,832.38 ¹³
Diesel 柴油	MWh 千瓦時	13.19	-	13.19	67.82 ¹⁴
LPG 液化石油氣	MWh 千瓦時	112.10	-	112.10	102.28 ¹⁴
Petrol 汽油	MWh 千瓦時	47.68	-	47.68	42.13 ¹⁴
Total energy consumption 能源消耗總量	MWh 千瓦時	9,542.48	160.49	9,702.97	11,044.61 ¹⁴
Energy consumption intensity 能源消耗密度	MWh/unit of production volume MWh/employee 千瓦時/產量單位 千瓦時/人	0.01	-		EMS: 0.01 ¹⁵ Securities: - EMS: 9.72 ¹⁵ Securities: N/A ¹⁵ 電子製造服務: 0.01 ¹⁵ 證券: - 電子製造服務: 9.72 ¹⁵ 證券: 不適用 ¹⁵

¹³ The data of year 2019 has been restated for as different calculation models and methodologies were adopted.

¹⁴ The data for year 2019 energy consumption of diesel, LPG and petrol has not been disclosed by the Group.

¹⁵ The data for year 2019 energy consumption intensity of securities investments and real estate supply chain segment has not been disclosed by the Group.

¹³ 由於採用不同計算模式及方法，二零一九年數據已重列。

¹⁴ 本集團並無披露二零一九年的柴油、液化石油氣及汽油的能源消耗數據。

¹⁵ 本集團並無披露二零一九年的證券投資及房地產供應鏈分部的能源消耗密度。

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A2.2 Water Consumption

Currently, the water supply is mainly from the municipal water supply. The Group has a strong focus on the water conservation, and therefore tries to prevent water pollution which is mainly generated from workers' living activities. The Guangzhou factory uses the sewage bio-chemical treatment facility and adopts water reuse so as to reduce the water consumption and ensure water is used sustainably.

We build our own sewage treatment facilities in the factory to undertake sewage treatment before discharging, the water from reclaimed water tank is used for irrigation in staff living quarters. Moreover, the factory has applied push-button taps instead of screwdriver faucet in order to reduce water wastage. In 2025, the Group targets to achieve the reduction of the total water consumption by 8%. The decrease in water consumption was mainly due to the decrease in production of volume of the EMS segment during the year. The details of water consumption were as follows:

A2.2 用水

目前，水源供應主要來自市政供水。本集團重點關注水資源保護，因此盡力預防主要產生自工人生活活動的水污染。廣州廠房推行污水生物化學處理設施及廢水回用，從而降低水消耗量及確保水可持續使用。

我們在工廠內建立了自己的污水處理設施，在排放前對污水進行處理，將員工宿舍中回收水箱內收集的水用於灌溉。此外，廠房已使用按壓式水龍頭，取代螺旋式水龍頭，以減少水浪費。於二零二五年，本集團的目標為實現總用水量減少8%。用水減少主要是由於年內電子製造服務分部的產量減少。用水詳情如下：

Water consumption 用水	Unit 單位	EMS 電子製造服務	Securities investments and real estate supply chain 證券投資及 房地產供應鏈	2020	2019
				Total 二零二零年 總計	Total 二零一九年 總計
Water consumption 用水	m ³ 立方米	71,655	490	72,145	95,614 ¹⁶
Water consumption intensity 用水密度	m ³ /unit of production volume m ³ /employee 立方米/產量單位 立方米/人	0.01	-		EMS: 0.01 ¹⁶ Securities: - EMS: 84.17 Securities: N/A ¹⁷ 電子製造服務: 0.01 ¹⁶ 證券: - 電子製造服務: 84.17 證券: 不適用 ¹⁷

¹⁶ The footnote data of 2019 has been restated with the adoption of m³ as the unit of water consumption.

¹⁷ The data for year 2019 water consumption intensity of securities investments and real estate supply chain segment has not been disclosed by the Group.

¹⁶ 由於採用立方米作為用水單位，二零一九年數據已重列。

¹⁷ 本集團並未披露二零一九年證券投資及房地產供應鏈分部的用水密度數據。

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A.2.3 Packaging Material

Our packaging materials for finished goods mainly include label, paper packing materials such as cardboard box, plastic bag and Styrofoam. The Group is dedicated to consuming the least packaging materials as possible. It is the Group's practice to implement production planning in a timely basis so as to assess the least amount of packaging materials needed.

The Group is also committed to sourcing recyclable packaging materials from suppliers with eco-friendly practice and engagement. The decrease in packaging material amount was mainly due to the decrease in production of volume of the EMS segment during the year. On the other hand, the significant increase in the consumption of Styrofoam was mainly attributable to the sharp increase in the production volume of the products which required the protection of foam during transportation during the year. During the reporting period, the packaging materials consumption was shown in the following table:

A.2.3 包裝材料

製成品的包裝材料包括標籤、紙包裝材料，如紙箱、塑料袋及聚苯乙烯泡沫塑料。本集團致力於盡量降低包裝材料使用量。本集團的慣例是適時實施生產計劃，以評估所需包裝材料的最少數量。

本集團亦致力根據環保慣例及操守向供應商採購可循環使用的包裝材料。包裝材料數量減少主要是由於年內電子製造服務分部的產量減少。另一方面，聚苯乙烯泡沫塑料消耗大幅增加，主要是由於年內運輸過程中須保護泡沫的產品產量大幅增加。於報告期內，包裝材料消耗情況如下表所示：

Type of packaging material 包裝材料類型	Unit 單位	EMS 電子製造服務	Securities investments and real estate supply chain 證券投資及 房地產供應鏈	2020 Total 二零二零年 總計	2019 Total 二零一九年 總計
Label 標籤	piece 件	8,470,156	-	8,470,156	10,835,572
Paper packing material 紙包裝材料	piece 件	25,527,847	-	25,527,847	31,108,304
Plastic bag 塑料袋	piece 件	5,272,559	-	5,272,559	6,445,997
Styrofoam 聚苯乙烯泡沫塑料	piece 件	2,680,405	-	2,680,405	947,496

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A3. THE ENVIRONMENT AND NATURAL RESOURCES

The Group has established a policy of “Environmental and Safety Objectives, Indices and Plans Control Procedures” to identify the Group’s environmental targets, implement environmental plans and validate the achievement results.

The Group acts as a responsible corporate citizen by complying with all the applicable regional environmental laws and regulations for our business activities in the PRC. Besides, the Guangzhou factory has obtained the ISO-14001 Environmental certification.

It is the Group’s ambition to sustain compliance obligation, safe production, resources conservation, pollution mitigation, wastes reduction, accident-free, as well as packaging materials recycling.

The Group is continuously incorporating environmental targets into business decision making, we believe that protecting the environment is always the crucial concerns for our manufacturing nature business.

A3.1 Significant Impacts of Activities on the Environment and Natural Resources

Under the rapid pace of industrialization, most of the provinces and direct-controlled municipalities are facing with smog in the PRC. This weather would affect people’s lives and it is not beneficial to the enhancement of sustainability rationale.

Hence, sustainable development could be boosted if the corporations allocate the work based on the life cycles and periods of the renewable resources during the growth process.

During the Year, the Group was not aware of any material non-compliance with relevant laws and regulations in relation to environmental protection for our business activities. Still, the Group has different measures to save the energy consumption and emissions, to reduce the impacts of the business activities to the environment and natural resources.

A3. 環境及自然資源

本集團已制定「環境與安全目標、指標及計劃控制程序」政策，以明確本集團的環境目標，實施環境計劃，並檢驗成果。

本集團作為一個負責任的企業公民，遵守在中國有關我們業務活動的所有適用地區法律及法規。此外，我們的廣州廠房已獲得ISO-14001環境認證。

本集團的目標是遵紀守法、安全生產、節約資源、降低污染、減少浪費、零事故及循環利用包裝材料。

本集團將持續於業務決策中納入環境目標，我們認為保護環境一直是我們製造業企業的重要問題。

A3.1 業務活動對環境及自然資源的重大影響

在工業化的快速發展下，中國大部分省份及直轄市均面臨霧霾問題。該氣候影響人類生活，不利於促進可持續發展。

因此，倘企業於增長過程中根據可再生資源的生命週期及期限分配工作，則有利於可持續發展。

於年內，本集團並不知悉我們業務活動對有關環保的法律及法規的重大不合規情況。本集團已採取不同措施，節約能源消耗及排放，減少業務活動對環境及自然資源的影響。

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A4. CLIMATE CHANGE

Governance

Our Group addresses climate-related risks based on the nature of the risk to our operations. The physical impacts of climate change, including extreme weather events, or damage to facilities have immediate operational impacts and are treated as operational risks. Long-term challenges, such as emerging ESG issues and climate-related risks and opportunities, may be discussed by the Group's ESG Working Group.

Our ESG Working Group provides effective governance for integrating and addressing ESG issues, including climate change, within our business. The ESG Working Group is responsible for approving operational emissions targets for the Group and commissioning an ESG benchmarking, as well as gap analysis exercise to identify gaps in both disclosure and policy relative to best practice standards. Moreover, the ESG Working Group works closely with the Group's different operation departments, with an aim to develop consistent and enhanced approaches on addressing ESG risk issues and report to the management.

Strategy

Climate change risk forms part of our overall risk profile through its role in increasing the frequency and intensity of certain diseases, and the health and mortality impacts resulting from natural disasters. We assess the overall level of risk by taking into consideration a range of diverse risk factors across the many categories in our product or services range. This diversity of risk is combined with our business strategy and broad geographic footprint helps us distribute risk and provide protection against the impacts of short-term climate change effects.

A4. 氣候變化

管治

本集團根據業務風險的性質應對與氣候相關的風險。氣候變化的物理影響(包括極端天氣事件或損害設備)會直接影響營運並被視為營運風險。本集團環境、社會及管治工作小組或會對新出現的環境、社會及管治問題及氣候相關的風險及機遇等長期挑戰進行討論。

我們的環境、社會及管治工作小組在我們的業務範圍內為整合及解決環境、社會及管治問題(包括氣候變化)進行有效管治。環境、社會及管治工作小組負責批准本集團的運營排放目標，同時出資進行環境、社會及管治標準及不足分析，找尋本集團在披露以及政策方面距離最佳水準不足的地方。此外，環境、社會及管治工作小組與本集團不同的運營部門緊密合作，旨在制定一致、更完善的方法來處理環境、社會及管治風險問題，並向管理層報告。

戰略

氣候變化風險構成我們整體風險的一部分，因其增加若干疾病發生率及強度以及自然災害對健康及死亡的影響。我們於評估整體風險水平時，會考慮到我們的產品或服務範圍內多個類別的一系列不同風險因素。該等風險的多樣性與我們的業務戰略及廣泛的地理分佈相結合，有助於我們分散風險，並針對短期氣候變化的影響提供保障。

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Our products and services continue to provide protection for people in our communities against weather and heat-related disease. Besides, we continue to explore opportunities to engage our business partners and encourage them to develop climate resilience and reduce their operational carbon footprint by taking into consideration of different climate-related scenarios, including a “2°C or lower scenario” through the following steps:

Step 1: Set Future Images Assuming Climate Change Effects

As climate change measures proceeds, there is a possibility that the industry will be exposed to substantial changes, such as stricter policies including the introduction of and increases in carbon pricing, as well as advances in technology and changes in customer awareness.

In light of these climate change effects, based on the International Energy Agency (“IEA”) scenarios and others, we developed multiple future images of 2030 as the external environment that will surround our Group. With regard to the IEA scenarios, we put focus on the 2°C scenario (2DS) and pictured future images in case where climate change measures do not progress and where such measures progress further (Beyond 2°C scenario).

Step 2: Consider the Impacts

We considered the impacts on our Group for each of the future images developed in Step 1. We believe that in such a society, it will be possible to expand carbon dioxide reduction effects.

With regard to effects on raw material procurement and production, introduction of, and increase in carbon pricing is anticipated in accordance with the global advance of climate change measures, leading to the possibility of higher raw material procurement and production costs.

我們的產品及服務持續為我們所處社區的大眾提供氣候及高溫相關疾病保障。此外，我們不斷發掘機會，與我們的業務夥伴合作，並通過以下措施鼓勵他們思考各種氣候相關情景（包括「2°C或以下的情景」），從而積極應對氣候變化並減少營運中的碳排放足跡：

第一步：設定氣候變化影響可能造成的未來場景

隨著應對氣候變化措施的持續落實，行業可能面臨重大變化，例如推出及上調碳定價等更嚴厲的政策，以及技術進步和客戶觀念的變化。

鑒於該等氣候變化影響，我們基於國際能源署（「IEA」）發佈的情景及其他情景設定了二零三零年本集團將面對的外部周圍環境的多種未來場景。關於IEA情景，我們重點關注2°C情景（2DS），並分別製作在氣候變化應對措施並無進展及該等措施進一步落實（2°C情景以外）兩種情況下的未來場景。

第二步：考慮影響

我們已考慮第一步所設定的各種未來場景對本集團造成的影響。我們認為在該社會環境中，可能須加大二氧化碳減排力度。

對原材料採購及生產的影響方面，隨著全球加強氣候變化應對措施，預計將推出及上調碳定價，進而可能推高原材料採購和生產成本。

On the other hand, in the case where climate change measures are not adequate throughout society, production interruptions and supply chain disruptions are likely to increase as a result of higher frequency and intensification of natural disasters such as flooding.

Step 3: Respond to the Strategies

Our Group will begin promoting the reduction of non-renewable energy during the production. This strategy will allow for flexible and strategic responses to each demand for the regions where the emission factors of purchased electricity consumptions are high. By promoting real carbon emissions reductions throughout the world through these types of initiatives, we are working to achieve zero carbon emission in the life cycle of the product.

We are also working toward zero carbon emission from the plants in the production stage and reducing carbon emissions through comprehensive energy-saving and introduction of renewable energy and hydrogen. With respect to renewable energy in particular, we have set a new target to achieve a 10 percent reduction rate for purchased electricity by 2025. With regard to the ongoing confirmation of the suitability and progress of the Group's strategies, we believe that we will have opportunities for stable funding and sustainable increases in corporate value through appropriate information disclosure, dialogue with institutional investors and other stakeholders.

Risk Management

Our Group identifies the climate change related risks or to test the existing risk management strategies under climate change with the aid of risk assessment. Hence, the areas where new strategies are needed could be identified.

The risk assessment takes a standard risk-based approach using national data, local information and expert knowledge, which can identify how climate change may compound existing risks or create new ones. The risk assessment is conducted through the following steps:

另一方面，當針對整個社會的氣候變化應對措施不足時，由於洪水等自然災害頻繁發生且程度加劇而導致生產停頓和供應鏈中斷的可能性將會增加。

第三步：戰略對策

本集團將開始在生產中推廣減少不可再生能源的使用。該策略可以靈活及策略性地應對採購用電的排放係數較高地區的需求。這些舉措促進了全世界碳排放的真正減少，同時我們正致力於在產品的生命週期內實現零碳排放。

此外，我們致力於在生產階段實現工廠零碳排放，並通過全面節能及引入可再生能源和氫氣以減少碳排放。具體而言，於可再生能源方面，我們已設定於二零二五年前將購電量減少10%的新目標。而對於持續確認本集團策略的適切性和進展，我們相信通過適當的資料披露、與機構投資者及其他持份者的溝通，我們將有機會獲得穩定資金及實現企業價值的可持續增長。

風險管理

本集團已確定氣候變化相關風險或借助風險評估測試在氣候變化下現有的風險管理策略。因此能夠發現需要實施新策略的領域。

風險評估採用基於風險的標準方法，並利用國家數據、本地資料及專家知識，能夠識別氣候變化如何加劇現有風險或產生新風險。該風險評估按以下步驟進行：

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Step 1: Establish the context

- Objective/goal
- Scale
- Time frame
- Climate change scenario for most climate variables and sea level

Step 2: Identify existing risk (past and current)

- Identify the record of occurrence of climatic hazard in the past in the area
- Risk management strategies in place to tackle future occurrence of the hazard

Step 3: Identify future risk and opportunities

- Explore climate change projections for the selected time frame(s) and emission scenario(s)
- Identify potential hazards
- Investigate whether any existing risk from Step 2 may get worse under future projected changes
- Identify new risks that can emerge under future projected changes

Step 4: Analyse and evaluate risk

- Identify a set of decision areas or systems (i.e., geographical areas, business operation, assets, ecosystems, etc.) that has the potential to be at risk in future

第一步：建立背景

- 目標／願景
- 規模
- 時間表
- 根據多數氣候可變因素及海平面設定的氣候變化情景

第二步：確定現有風險(過去及現在)

- 搜集本地區過去發生氣候災害的記錄
- 現有可應對未來災害的風險管理策略

第三步：確定未來的風險及機遇

- 探索選定時間範圍內的氣候變化預測及排放情景
- 識別潛在危害
- 根據未來預測變化分析第二步的任何現有風險是否可能加劇
- 識別未來預測變化中可能出現的新風險

第四步：分析及評估風險

- 確定一組未來可能存在風險的決策領域或系統(如地區、業務運營、資產、生態系統等)

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As outlined within the Governance section above, the Group has robust risk management and business planning processes that are overseen by the board of directors in order to identify, assess and manage climate-related risks. The Group is to engage with government and other appropriate organisations in order to keep abreast of expected and potential regulatory and/or fiscal changes.

We continue to raise awareness of climate change in regard to monitoring of carbon and energy footprint in our daily operation. However, there remains gaps in understanding how such climate risks and opportunities may impact our operations, assets and profits. Our Group assesses how the business addresses climate change risks and opportunities and takes the initiative to monitor and reduce their environmental footprint.

誠如上文管治一節所述，本集團擁有穩健有效的風險管理及業務規劃流程，該等流程受董事會監督，以確定、評估及管理氣候相關風險。本集團將與政府及其他合適的機構合作，與時俱進，掌握預期及可能作出的監管及／或財政政策變動。

我們於日常營運中持續監控碳及能源足跡，不斷加強有關氣候變化的意識。然而，在理解該等氣候風險及機遇如何影響我們的營運、資產及溢利方面仍存在不足之處。本集團將評估業務如何應對氣候變化的風險及機遇，並採取措施以監控並減少其環境影響。

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A4.1 Significant Climate-related Issues

During the reporting period, the significant climate-related physical risks and transition risks, which have impacted and/or may impact our Group, as well as the steps taken to manage these risks, were as follows:

A4.1 重大氣候相關事宜

於報告期內，已經及／或可能對本集團產生影響的氣候相關的重大實質風險及過渡風險，以及為管理該等風險而採取的措施載列如下：

Detailed description of risks 風險的詳細描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
Physical Risk		
實體風險		
Acute physical risks 急性實體風險		
<ul style="list-style-type: none"> — Increased severity and frequency of extreme weather events such as cyclones and floods, strong wind. Staffs are easily being injured. Also, under the extreme weather events, the costs of transportation, communications and living increase, which may lead to financial loss. 	<ul style="list-style-type: none"> — Operating cost increases 	<ul style="list-style-type: none"> — Adopted scenario analysis to disclose an organization's planning under future scenarios, most notably one with in a 2°C scenario to collect, management and measure the climate change impacts such as emissions and use of resources etc.
<ul style="list-style-type: none"> — 極端天氣事件(如龍捲風和洪水、強風)的嚴重性和頻率增加。員工容易受傷。此外，於極端天氣事件下，運輸、通信及生活成本均會上漲，可能導致財務損失。 	<ul style="list-style-type: none"> — 營運成本增加 	<ul style="list-style-type: none"> — 已採用情景分析以披露組織應對未來情景的計劃，重點關注2°C情景中的應對計劃，以收集、管理和測量氣候變化的影響，如排放和資源使用等。
<ul style="list-style-type: none"> — Increased likelihood and severity of wildfire, which may hinder the operations of factories. Financial loss occurs due to the interruption of supply chain, logistics and transportation. 	<ul style="list-style-type: none"> — Expenditures increase in monitoring and execution of the contingency plan. 	<ul style="list-style-type: none"> — Planned to establish a natural disasters emergency plan.
<ul style="list-style-type: none"> — 發生山火的可能性及嚴重性增加，可能阻礙工廠營運。供應鏈、物流及運輸中斷可能引致財務損失。 	<ul style="list-style-type: none"> — 監控及執行應急計劃的開支增加。 	<ul style="list-style-type: none"> — 已計劃制定自然災害應急方案。

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Detailed description of risks 風險的詳細描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
<ul style="list-style-type: none"> — More than a decade, Guangzhou factory is in the supply chain of Automotive Industry. It is mandatory requirements for the manufacturing site to have its contingency plan to satisfy customer requirements in the event of an emergency such as utility interruptions, labour shortages, key equipment failure and field returns. — 十幾年來，廣州廠房處於汽車行業的供應鏈中。根據現有強制規定，於緊急情況下(例如公用事業中斷，勞動力短缺，關鍵設備故障和現場退貨)，製造工廠應制定應急計劃以滿足客戶需求。 	<ul style="list-style-type: none"> — Expenditures increase in monitoring and execution of the contingency plan. — 監控及執行應急計劃的開支增加。 	<ul style="list-style-type: none"> — Contingency plans were periodically tested for their effectiveness. Records were kept for their compliances. — 定期測試應急方案的有效性，並保留其落實情況的記錄。

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Detailed description of risks 風險的詳細描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
Chronic physical risks 慢性實體風險		
<ul style="list-style-type: none"> — Prolonged hot weather may increase the energy consumption. — 持續高溫天氣可能令能源消耗增加。 	<ul style="list-style-type: none"> — Revenue reduces from decreased production capacity and the negative impacts of workforce. — 產能下降及工人受到的負面影響導致收益減少。 	<ul style="list-style-type: none"> — Planned to establish an ISO 50001-certified Energy Management System and implemented various energy saving measures. — 計劃建立 ISO 50001 認證的能源管理體系並落實各項節能措施。
<ul style="list-style-type: none"> — Climate change brings uncertainties to the environments of production and sales. Although direct losses will not incur by the enterprises, they may still affect and limit the sales and production of the enterprises significantly. — 氣候變化為生產及銷售環境帶來不確定性。儘管企業不會產生直接虧損，但企業的銷售及生產仍可能受到重大影響及限制。 	<ul style="list-style-type: none"> — Administrative costs for daily operations increase. — 日常運營的行政成本增加。 	<ul style="list-style-type: none"> — Engagement with local or national governments and local stakeholders on local resilience. — 就當地應對措施與本地或國家政府及本地持份者合作。
<ul style="list-style-type: none"> — Prolonged climate change may detriment the human's health. Continuation of temperature rise can increase the fatality rates and incidence rates of some diseases, especially the one related to cardiac and respiratory system; the spread of some climate-sensitive diseases such as malaria and dengue fever may increase. — 持續的氣候變化可能損害人類健康。氣溫不斷攀升會增加某些疾病的死亡率和發病率，尤其是與心臟和呼吸系統有關的疾病；可能會加劇部分對氣候敏感的疾病，例如瘧疾和登革熱的傳播。 	<ul style="list-style-type: none"> — Revenue reduces from decreased production capacity and the negative impacts of workforce. — 產能下降及工人受到的負面影響導致收益減少。 	<ul style="list-style-type: none"> — Planned improvements, retrofits, relocations, or other changes to facilities that may reduce their vulnerability to climate impacts and increase the climate resilience in long term. — 計劃進行設施改進、改造、搬遷或其他變更，長遠而言可能會提高其對氣候影響的抵禦能力，並提高氣候適應能力。

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環境、社會及管治報告

Detailed description of risks 風險的詳細描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
Transitional Risk		
過渡風險		
Policy risk 政策風險		
<ul style="list-style-type: none"> — As a result of energy efficiency requirements, carbon-pricing mechanisms increase the price of fossil fuels, or policies to encourage sustainable land use, hindering the area of expansion, which increase the operation cost. — 由於節能要求，碳定價機制推高化石燃料的價格，或鼓勵土地可持續利用的政策阻礙領域擴張，增加營運成本。 — Mandates on and regulation of existing products and services. Contractors have to spend much cost (compliance cost) to update or maintain the equipment to fulfil the new regulations. — 對現有產品及服務的授權及規管。分包商須花費大量成本(合規成本)更新或維護設備，以符合新的規定。 	<ul style="list-style-type: none"> — Operating cost increases due to increased insurance premiums for the factories. — 工廠保險費增加導致營運成本增加。 — Administrative costs for regulation compliance on mandatory equipment standard. — 遵守強制性設備標準法規的行政成本。 	<ul style="list-style-type: none"> — Planned to be involved in carbon trading — 計劃參與碳交易。 — Planned to purchase extra amount of renewable energy sources and adopt clean energy in the operations to reduce the carbon emissions. — 計劃購買額外數量的可再生能源資源及在營運中採用清潔能源以減少碳排放。

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Detailed description of risks 風險的詳細描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
<p>Legal risk 法律風險</p>		
<ul style="list-style-type: none"> — Exposure to litigation. Manufacturers have to adapt the tightened law and regulations issued by the government due to climate change, and they have the risk of litigation once they failed to obligate the new rules. 	<ul style="list-style-type: none"> — Operating cost increases for high compliance costs and increased insurance premiums for the Group. 	<ul style="list-style-type: none"> — Monitored the updates of environmental laws and regulations and implemented GHG emissions calculations in advance.
<ul style="list-style-type: none"> — 訴訟風險。由於氣候變化，生產者必須適應政府頒佈的更嚴格的法律及法規，一旦未能遵守新規則，則面臨訴訟風險。 	<ul style="list-style-type: none"> — 合規成本較高及本集團保險費增加致使營運成本增加。 	<ul style="list-style-type: none"> — 監察環境法律及法規的更新情況，提前進行溫室氣體排放的計算。
<ul style="list-style-type: none"> — Enhanced emissions-reporting obligations. Manufacturers may have to spend much time on fulfilling the report standards to comply the new obligations. 	<ul style="list-style-type: none"> — Inspection costs increase for environmental emissions. 	<ul style="list-style-type: none"> — Environmental emission data were verified by third-party laboratories or consultants.
<ul style="list-style-type: none"> — 加強排放報告義務。生產者可能需要花費更多時間達致報告準則，以履行新的義務。 	<ul style="list-style-type: none"> — 環境排放計量增加檢測成本。 	<ul style="list-style-type: none"> — 環境排放數據由第三方實驗室或顧問進行核實。

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Detailed description of risks 風險的詳細描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
Technology risk 技術風險		
<ul style="list-style-type: none"> — Developing the low carbon energy-saving products and energy saving technologies, the capital investment and R&D expense increase consequently. 	<ul style="list-style-type: none"> — Capital investment in technology development increases. 	<ul style="list-style-type: none"> — Planned to invest in the innovations of energy saving products.
<ul style="list-style-type: none"> — 開發低碳節能產品及節能技術、資本投資及研發費用隨之增加。 	<ul style="list-style-type: none"> — 技術開發的資本投資增加。 	<ul style="list-style-type: none"> — 計劃投資節能產品創新。
<ul style="list-style-type: none"> — More green building strategies with low-carbon, energy-saving technologies are adopted by industry peers. Lagging behind may weaken our competitive edges. 	<ul style="list-style-type: none"> — Administrative costs for daily operations. 	<ul style="list-style-type: none"> — Examined the feasibility and efficiency of applying the latest environmental technologies.
<ul style="list-style-type: none"> — 更多低碳、節能技術綠色建設策略被業內同行採納。策略滯後可能會削弱我們的競爭優勢。 	<ul style="list-style-type: none"> — 日常營運行政成本增加。 	<ul style="list-style-type: none"> — 審查應用最新環保技術的可行性及效率。

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環境、社會及管治報告

Detailed description of risks 風險的詳細描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
Market risk 市場風險		
<ul style="list-style-type: none"> — More customers are considering climate-related risks and opportunities, which may lead to changes in customers' demand for products. — 更多的客戶考慮氣候相關風險及機遇，可能導致客戶對產品需求的改變。 — Uncertainty in market signals. "How environmentally friendly the product is" becomes one of the factors to affect the product selling price. — 市場信號的不確定因素。「產品的環保程度如何」成為影響產品售價的因素之一。 — Increased cost of raw materials. More environmentally-friendly raw materials may be much expensive, which may increase the cost. — 原材料成本增加。更環保的原材料可能更加昂貴，或會增加成本。 	<ul style="list-style-type: none"> — Revenue decreases for the change in revenue mix and sources. — 收入結構及來源的變化導致收入最少。 — Administrative costs increase for compliance and sales drop for non-environmentally friendly product design. — 合規行政成本增加，非環保產品設計導致銷售下降。 — Production cost increases due to changing input prices and output requirements. — 投入價格及產出規定的變化導致生產成本增加。 	<ul style="list-style-type: none"> — Tightened the control of the environmental hazardous materials in our products and studied the application of recycled materials. — 加強對我們產品中對環境有害物質的控制及研究可再生材料的應用。 — Brought and selected different green materials for the raw materials of the products. — 搜羅及選取不同綠色材料作為產品的原材料。 — Reduce and simplify the packaging of the products, to lower the unnecessary costs. — 減少及簡化產品的包裝，以降低不必要的成本。

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Detailed description of risks 風險的詳細描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
Reputational risk 信譽風險		
<ul style="list-style-type: none"> — Unable to fulfil the expectations of the customers, damage the Group's reputation and image. 	<ul style="list-style-type: none"> — Revenue decreases from decreased demand for goods and the decrease in production capacity. 	<ul style="list-style-type: none"> — Supported the green productions.
<ul style="list-style-type: none"> — 未能滿足客戶期望、損害本集團的聲譽及形象。 	<ul style="list-style-type: none"> — 產品需求減少及產能下降導致收入減少。 	<ul style="list-style-type: none"> — 支持綠色產品。
<ul style="list-style-type: none"> — Stigmatization of our business sector, such as more stakeholder concern or negative stakeholder feedback on the product designed in a less environmentally-friendly way. 	<ul style="list-style-type: none"> — Operating costs increases from negative impacts on workforce management and planning. 	<ul style="list-style-type: none"> — Corporate sustainability responsibility policy was adopted by fulfilling the social responsibility by organizing more activities or executing actions to demonstrate how we place importance on climate change.
<ul style="list-style-type: none"> — 對我們的業務部門的污名化，如對以較不環保方式設計的產品更多持份者關注或負面持份者反饋。 	<ul style="list-style-type: none"> — 勞動力管理及規劃的負面影響致使營運成本增加。 	<ul style="list-style-type: none"> — 採納企業可持續發展責任政策，通過組織更多活動或開展行動表明我們對氣候變化的重視，以此履行社會責任。

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Detailed description of opportunities 機遇的詳細描述	Financial Impact 財務影響
Resource efficiency 資源效率	
<ul style="list-style-type: none"> Reduce more packaging material usage 減少使用較多包裝材料 Reduce water usage and consumption 減少水資源的使用及消耗 	<ul style="list-style-type: none"> Operating cost reduces through efficiency gains and cost reductions 透過降本增益減少營運成本
Energy source 能源來源	
<ul style="list-style-type: none"> Use of lower-emission fuel sources 使用低排放燃料來源 Use of supportive policy incentives 使用扶持性政策措施 Use of new technologies 使用新技術 	<ul style="list-style-type: none"> Operating cost reduces through use of lowest cost abatement 透過使用低成本減排減少營運成本 Returns on investment in low- emission technology 低排放技術投資回報
Products and services 產品及服務	
<ul style="list-style-type: none"> Development of climate adaptation and insurance risk solutions 制定氣候適應及保險風險解決方案 Ability to diversify business activities 多元化業務活動的能力 	<ul style="list-style-type: none"> Revenue increases through new solutions to adaptations needs, such as insurance risk transfer products and services 透過如保險風險轉移產品及服務等適應需求的新解決方案增加收入
Markets 市場	
<ul style="list-style-type: none"> Access to new markets 進入新市場 	<ul style="list-style-type: none"> Revenue increases through access to new and emerging markets 透過進入新的及新興市場增加收入

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Detailed description of opportunities

機遇的詳細描述

Resilience

彈性

- Participation in renewable energy programs and adoption of energy-efficiency measures
- 參與可再生能源計劃及採取節能措施
- Resource substitution or diversification
- 資源替代或多元化

Financial Impact

財務影響

- Market valuation increases through resilience planning, such as infrastructure, land and buildings
- 透過如基礎設施、土地及樓宇等彈性規劃增加市場估值
- Reliability of supply chain and ability to operate under various condition increase
- 供應鏈可靠性及在各種條件下營運的能力增強
- Revenue increases through new products and services related to ensuring resiliency
- 透過確保彈性相關的產品及服務增加收入

Metrics and Target

Our Group adopts the key metrics to measure and manage climate-related risks and opportunities. The energy consumption and greenhouse gas (GHG) emissions indicators are the key metrics used to assess and manage relevant climate-related risks where we consider such information is material and crucial for assessing the impact of our operation on global climate change during the year.

Our Group tracks our energy consumption and greenhouse gas emissions indicators regularly to assess the effectiveness of emission reduction initiatives, as well as sets targets to contribute our effort to have minimal impact on global warming. The details are described in the section A1: “Emissions” and section A2: “Use of Resources” of this Report. Our Group has adopted absolute targets to manage climate-related risks and opportunities and performance.

衡量標準及目標

本集團採納關鍵衡量標準以計量及管理氣候相關風險及機遇。倘我們認為有關資料就我們業務於年內對全球氣候變化影響的評估而言屬重大及關鍵，則能源消耗及溫室氣體 (GHG) 排放指標乃用於評估及管理相關氣候相關風險的關鍵衡量標準。

本集團定期追蹤能源消耗及溫室氣體排放指標以評估減排措施的效益，並設定目標，為盡量減低對全球變暖的影響作出貢獻。詳情載於本報告第A1條「排放」及第A2條「資源利用」。本集團已採納絕對目標以管理氣候相關風險及機遇以及表現。

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B. SOCIAL ASPECTS

EMPLOYMENT AND LABOUR PRACTICES

B1. EMPLOYMENT

Quality talents are the Group's valuable assets for maintaining business sustainability. The Group has implemented practices in accordance to our "Staff Handbook" with respect to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and welfare and other benefits which complied with the Labour Law of the People's Republic of China, Labour Contract Law of the People's Republic of China and other relevant laws and regulations of Hong Kong.

Equal opportunity

The Group places a high priority on achieving equality of opportunity for all employees in relation to all personnel matters including recruitment, training, promotion, transfer, benefits and dismissal. The dignity and individuality of each employee is respected, and the privacy and confidentiality of employee records is safeguarded. The performance of employee is assessed solely according to their individual ability to meet job requirements.

Promotion and appraisal

The Group offers internal promotion to employees, whenever possible, within the Group. Promotion to a higher grade normally depends on the availability of vacancy, individual performance and potential to take up the new position.

The Group provides an open, challenging and participative environment for all employees. We aim to provide opportunities for the development of the skills of employees to the fullest extent possible, consistent with the needs of the Group. Job performance is reviewed annually, and this serves as an opportunity for the supervisor to evaluate employee's performance in an objective and open manner, to discuss concerns, strength and suggestions for further improvement. Employees' remuneration and pay scale adjustment are made reference to individual's performance and appraisal results, industrial standard and market trend.

B. 社會方面

僱傭及勞工常規

B1. 僱傭

優秀人才是本集團維持業務可持續性的寶貴資產。本集團已根據「員工手冊」實施及採納有關薪酬及解聘、聘用及晉升、工作時數、假期、平等機會、多元化、反歧視及福利及其他待遇方面的常規，所有資料及程序均遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及香港其他相關法律法規的規定。

平等機會

就包括聘用、培訓、晉升、轉崗、福利及離職在內的所有僱員事宜方面，本集團高度重視實現全體僱員機會均等。每名僱員的尊嚴及個性將獲得尊重及僱員的個人資料及隱私將得到保障。僱員的個人表現將僅依據彼等滿足工作要求的能力進行評估。

晉升及評估

本集團於適當時候為僱員提供本集團的內部晉升。晉升至更高職位級別通常取決於職位空缺、個人表現及擔任新職務的潛在能力。

本集團將為全體僱員提供一個可參與公開競爭的環境。我們旨在提供機會，盡可能以最大限度發展僱員符合本集團需求的技能。工作表現將進行年度檢討，而此為主管提供機會以客觀及公開方式評估僱員的表現，並討論有待改善的問題、能力及建議。僱員的薪酬及支付級別乃參照個人表現及評估結果、行業標準及市場趨勢作出調整。

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Employee welfare

For the Hong Kong subsidiaries, the Group offers special arrangement to employees to leave work early on important traditional days which are not public holidays such as Mid-Autumn Festival, Winter Solstice, Christmas Eve and Chinese New Year's Eve. The Group regularly organises internal events to strengthen the sense of belonging within the Group and boost the communication transparency among all levels of employees.

The Group strives to create a fair and inclusive workplace where all its employees are treated with dignity and respect. The Group provides equal opportunity in all aspects of employment and prohibits discrimination or harassment against any individual on their gender, age, nationality, marital status, disability, race, colour, religion and any other characteristics protected by the relevant laws.

The Group is in strict compliance with the relevant laws and regulations in the PRC and Hong Kong, including the Labour Law of the PRC, the Labour Contract Law of the PRC, the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong), the Sex Discrimination Ordinance (Chapter 480 of the Laws of Hong Kong) and the Race Discrimination Ordinance (Chapter 602 of the Laws of Hong Kong). During the reporting period, the Group was not aware of any material non-compliance with those applicable laws and regulations.

僱員福利

就香港附屬公司而言，本集團為僱員作出特別安排，以便僱員於並非屬公眾假期的重要傳統節日（如中秋節、冬至、平安夜及除夕）提早放工。本集團定期舉辦內部活動，以提升全體僱員於本集團的歸屬感，加強溝通透明度。

本集團致力於營造一個公平、包容的工作環境，讓所有員工均得到尊嚴和尊重。本集團在僱傭的各個方面提供平等機會，並禁止歧視或騷擾任何個人的性別、年齡、國籍、婚姻狀況、殘疾、種族、膚色、宗教及受相關法律保護的任何其他特徵。

本集團嚴格遵守中國及香港的相關法律及法規，包括《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《僱傭條例》（香港法例第57章）、《強制性公積金計劃條例》（香港法例第485章）、《性別歧視條例》（香港法例第480章）及《種族歧視條例》（香港法例第602章）。於本報告期間，本集團並不知悉任何重大不遵守該等適用法律及法規的情況。

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B1.1 Total Workforce

As at 31 December 2020, the employee compositions (in percentage of employees) by gender, employment type, age group and geographical region were as follows:

Employment

By gender

- Male
- Female

By age group

- 30 or below
- 31-40
- 41-50
- 51 or above

By employment category

- Senior management
- Middle management
- General
- Contract/short term

By geographical region

- PRC
- Hong Kong

僱傭

按性別劃分

- 男性
- 女性

按年齡組別劃分

- 30歲或以下
- 31至40歲
- 41至50歲
- 51歲或以上

按僱傭類別劃分

- 高級管理層
- 中級管理層
- 一般
- 合約／短期

按地理區域劃分

- 中國
- 香港

B1.1 僱員總數

於二零二零年十二月三十一日，僱員的組成(以僱員百分比率計)按性別、僱傭類別、年齡組別及地理區域劃分如下：

		2020 二零二零年
Employment		
By gender		
— Male	— 男性	34%
— Female	— 女性	66%
By age group		
— 30 or below	— 30歲或以下	22%
— 31-40	— 31至40歲	31%
— 41-50	— 41至50歲	31%
— 51 or above	— 51歲或以上	16%
By employment category		
— Senior management	— 高級管理層	2%
— Middle management	— 中級管理層	5%
— General	— 一般	92%
— Contract/short term	— 合約／短期	1%
By geographical region		
— PRC	— 中國	97%
— Hong Kong	— 香港	3%

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B1.2 Employment Turnover Rate

Our Group's employee annual turnover rate breakdown by gender, age group and geographical region during the reporting period was as follows:

B1.2 僱員流失比率

本集團於報告期內按性別、年齡組別及地理區域劃分的僱員每年流失比率明細如下：

Employment	僱傭	2020 二零二零年
By gender	按性別劃分	
— Male	— 男性	61%
— Female	— 女性	44%
By age group	按年齡組別劃分	
— 30 or below	— 30歲或以下	132%
— 31-40	— 31至40歲	42%
— 41-50	— 41至50歲	21%
— 51 or above	— 51歲或以上	12%
By geographical region	按地理區域劃分	
— PRC	— 中國	50%
— Hong Kong	— 香港	27%
Overall	整體	50%

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B2. HEALTH AND SAFETY

The Group rigorously complies with the “Law of the People’s Republic of China on Work Safety” (《中華人民共和國安全生產法》) and other relevant laws and regulations of Hong Kong in order to maintain health and safety working environment. Employment safety rules is included in the Group’s Staff Handbook for regulating occupational health and safety and on-the-job training is provided for the employees in order to minimize the potential risk of accidents, injuries and exposure in relation to health risks.

The Guangzhou factory obtained Occupational Health and Safety Certification (ISO-45001) formulated by the International Organisation for Standardisation (“ISO”). Thus, there is effective guarantee of a healthy, safe and stable working environment. Daily operations are inspected by various departments according to the occupational health and safety requirements of the respective region. Any non-compliance will also be identified and rectified on a timely basis. For the Hong Kong office, we have implemented the Occupational Health and Safety Management System, and maintained the operations of the system to fulfil the requirements of OHSAS18001:2007.

Besides, the Group has established the Environmental Health and Safety Steering Committee within the Occupational Safety and Hygiene Management Committee. The committee provides management support for the implementation of this policy and sufficient financial resources.

Furthermore, the Guangzhou factory has implemented several workplace safety policies so as to avoid fire and industrial accidents, these include:

- Fire-fighting facilities like fire extinguishers are well equipped.
- Designated staff conducts inspection from time to time so as to ensure the exit passageway is clear and unblocked.
- Fire drills are organized twice per year.

B2. 健康與安全

本集團嚴格遵守《中華人民共和國安全生產法》及香港其他相關法律及法規，以維持健康與安全的工作環境。本集團員工手冊已載有僱傭安全規則，以規範職業健康與安全，我們亦向僱員提供在職培訓，以盡量降低潛在事故及受傷風險以及相關健康風險。

廣州廠房已取得國際標準化組織（「ISO」）制定的職業健康安全認證（ISO-45001），為健康、安全、穩定的工作環境提供有力的保障。日常操作由各部門按相關地區的職業健康與安全規定進行檢查，並及時糾正發現的不遵守情況。就香港辦事處而言，我們推行職業健康和安全管理體系，並維持其運作以符合OHSAS18001:2007的規定。

另外，本集團已在職業安全及衛生管理委員會內部設立環境衛生及安全指導委員會。該委員會為本政策的實施提供管理支援及充足的財務資源。

此外，廣州廠房已推行多項工作場所安全政策，以避免火災及工業事故，包括：

- 已配備滅火筒等適當的滅火消防器材。
- 專責人員不時巡查以確保安全通道暢通無阻。
- 每年組織兩次火警演習。

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B2.1 Number and Rate of Work-related Fatalities

Below is our Group's number of work-related injuries and fatalities, and the rate of work-related injuries occurred in each of the past three years:

Health and Safety 健康與安全	Unit 單位	2020 Total 二零二零年總計	2019 Total 二零一九年總計	2018 Total 二零一八年總計
Work-related injuries 因工受傷	cases 例	17	21	17
Work-related fatalities 因工亡故	cases 例	-	-	-
Rate of work-related fatalities 因工亡故比率	%	-	-	-

B2.1 因工亡故的人數及比率

本集團於過往三年各年發生的因工受傷及死亡人數以及因工受傷比率如下：

B2.2 Lost Days due to Work Injury

Below is our Group's number of lost days due to work injury of the past three years:

Health and Safety 健康與安全	Unit 單位	2020 Total 二零二零年總計	2019 Total 二零一九年總計	2018 Total 二零一八年總計
Lost days due to work injury 因工傷損失工作日數	days 天	379	903	65

B2.2 因工傷損失工作日數

本集團於過往三年的因工傷損失工作日數如下：

B3. DEVELOPMENT AND TRAINING

The Group places strong emphasis on the career development of individual employees. Employees are encouraged to keep abreast of the changing world and pursue continuing educations, so as to cope with the rapidly changing society and meet the evolving corporate development needs.

The Group encourages its employees to participate in individual continuing education programs which are related to their job duties, with a view to strengthening the professional career training of its staff teams, promoting professional expertise of management teams and stimulating the potential abilities of employees. In addition, in order to enable new staff to fit into the Group and comprehend the Group's policy and corporate culture as soon as possible.

We provide basic orientation training for all new staff and provide its management personnel and employees with on-the-job education, training and other opportunities to improve their skills and knowledge. The Group continues to intensify its efforts to promote staff training programmes. This helps provide the necessary protection for talent reserves for corporate development.

B3. 發展及培訓

本集團一直重視僱員個人的事業發展，並鼓勵僱員要與時並進，持續進修，以應付社會日新月異的變化與企業急速發展的需要。

本集團鼓勵員工參與跟工作崗位相關的個人進修課程，以加強員工隊伍的職業培訓，提升管理團隊的專業知識及激發員工的潛能。此外，為使新進員工能夠盡快融入本集團，了解本集團的政策和企業文化。

本集團為所有新員工提供入職基礎培訓，並向我們的管理人員及員工提供在職教育、培訓及其他機會，以提升彼等的技能及知識。本集團持續加強推行員工培訓課程，為企業的發展做好人才儲備提供必要的保障。

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B3.1 Percentage of Employees Trained

During the reporting period, the percentages of employees received training and the average training hours by gender and employment category were as follows:

Training	培訓	2020 二零二零年	2019 二零一九年
Percentage of employees trained	受訓僱員百分比		
By gender	按性別劃分		
— Male	— 男性	36%	36%
— Female	— 女性	64%	64%
By employment category	按僱傭類別劃分		
— Senior management	— 高級管理層	3%	2%
— Middle management	— 中級管理層	5%	4%
— General	— 一般	92%	94%
— Contract/short term	— 合約/短期	—	—

B3.1 受訓僱員百分比

於報告期內，按性別及僱傭類別劃分的受訓僱員百分比及平均受訓時數如下：

B3.2 Average Training Hours Completed per Employees

During the reporting period, the percentages of employees received training and the average training hours by gender and employment category were as follows:

Training	培訓	2020 二零二零年	2019 二零一九年
Average training hours (hours/employee)	平均受訓時數 (時數/僱員)		
By gender	按性別劃分		
— Male	— 男性	23.7	N/A 不適用 ¹⁸
— Female	— 女性	11.1	N/A 不適用 ¹⁸
By employment category	按僱傭類別劃分		
— Senior management	— 高級管理層	43.0	N/A 不適用 ¹⁸
— Middle management	— 中級管理層	44.0	N/A 不適用 ¹⁸
— General	— 一般	13.0	N/A 不適用 ¹⁸
— Contract/short term	— 合約/短期	—	N/A 不適用 ¹⁸

B3.2 每名僱員完成受訓的平均時數

於報告期內，按性別及僱傭類別劃分的受訓僱員百分比及平均受訓時數如下：

¹⁸ The data for year 2019 was not available.

¹⁸ 無法獲得二零一九年的有關數據。

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B4. LABOUR STANDARDS

The Group strictly complies with International Labour Standards and the PRC's "Provision on the Prohibition of Using Child Labour" 《禁止使用童工規定》. Besides, no juveniles under 16 years old are recruited.

In order to maintain harmonious labour relationship, the Group firmly eradicates any forced labour, employment discrimination and occupational discrimination. The Group protects the rights of staff in terms of providing rest and leave days according to relevant government laws and regulations. During the year, the Group strictly complied with laws and regulations relating to employment and labour practices in the PRC and Hong Kong.

OPERATING PRACTICES

B5. SUPPLY CHAIN MANAGEMENT

The principal raw materials used in Guangzhou factory production mainly include ICs, PCBs, plastic, motor and battery. At present, the majorities of manufacturing materials are purchased domestically. The factory typically procures raw materials and components upon receipt of purchase orders from its customers.

In order to ensure that the raw materials and components procured are of the requisite standards, our Purchasing Department is responsible for procurement of raw materials, and managing the sourcing arrangement for our supply chain. An approved vendor list is maintained for our principal raw materials and components and the vendor list is reviewed periodically.

B4. 勞工準則

本集團嚴格遵守國際勞工準則及中國的《禁止使用童工規定》。此外，我們並無聘用年齡不滿16歲的童工。

為保持和諧的勞資關係，本集團堅決杜絕任何強迫勞動、聘用歧視及職業歧視。本集團會依照政府的相關法律及法規，保護員工休息及休假的權利。於年內，本集團嚴格遵守中國及香港的僱傭及勞工慣例相關法律法規。

營運慣例

B5. 供應鏈管理

廣州廠房使用的主要原材料及組件包括集成電路、印刷電路板、塑料、發動機及電池。目前，大部分生產材料購自國內。工廠一般於接獲客戶的採購訂單後採購原材料及組件。

為確保所採購的原材料及組件符合規定的標準，採購部負責採購原材料並管理供應鏈的採購安排。我們已為各種主要原材料及組件建立經認可供應商名單，並定期對其進行審查。

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To enhance supply chain management, the Group has formulated management systems and regulates the supplier selection process to systematically evaluate and qualify new suppliers. This enables top notch suppliers to enter its supply system and become its qualified suppliers, thereby facilitating its stable procurement development. According to the Group's "Standard Operating Procedure" and quality management system relating to the supplier management process, the Group is to carefully manage and selects qualified suppliers and carries out regular evaluations to safeguard the quality of raw materials. Apart from the quality, the Group selects the suppliers based on the price, locations and flexibility. After the comparisons between various aspects, the supervisor of the department will choose the most suitable supplier and report to the Operation Director. Once non-compliance of the supplier is discovered, the supervisor of the department will inform the supplier to make corrective actions within a time limit. If no improvement is made, the supervisor of the department and the Operation Director have the right to terminate the cooperation.

Besides, we ensure our product delivery schedules are properly fulfilled, and establish a foundation for providing quality products to our customers. Customers become more concerned about environmental issues and stress the importance of using environmental-friendly materials. We will continue to communicate these demands with our suppliers, strengthen our cooperation with suppliers regarding their ability to deliver environmentally-friendly materials, coordinate with them in sampling trials, and work with them to maximize societal benefits.

為加強供應鏈管理，本集團已制定管理制度及規範供應商甄選流程，對新供應商進行系統的評估及認可，使優秀的供應商能進入其供貨體系，成為其合資格供應商，以實現穩定的採購。根據本集團的《標準作業流程》及品質管理制度體系的供應商管理流程，本集團審慎管理及甄選合資格供應商，並定期進行考評，以確保原材料的品質。除質量外，本集團亦根據價格、地區位置及靈活性選擇供應商。部門主管在比較各方面後選擇最合適的供應商，並向運營總監匯報。一旦發現供應商不符合要求，部門主管會通知供應商限期整改。如沒有改善，部門主管及運營總監有權終止合作。

此外，我們會確保產品的交貨期，為向客戶提供優質產品奠定基礎。客戶對環境問題日益關注及重視使用環保材料。我們將繼續就該等需求與供應商溝通，加強與供應商在提供環保材料能力方面的合作，配合供應商進行樣品試驗，與供應商攜手致力實現社會效益最大化。

B6. PRODUCT RESPONSIBILITY

The Group is committed to supplying quality products and providing quality services that consistently meet or even exceed our customers' expectations. The Group has placed a strong emphasis on quality assurance and adopted stringent quality assurance procedures at different stages of its business operation including the pre-production process, the procurement of raw materials and components, the monitoring of production processes and the inspections of finished products to ensure the qualities meet our standards.

B6.1 *Percentage of Total Products Sold or Shipped subject to Recalls*

During the year, neither the products sold nor shipped were subject to recalls for safety and health reasons.

B6.2 *Customer Relationship Management*

Customer satisfaction is the foundation of an enterprise's competitiveness, and the Group is to continuously strives to improve on this aspect. The Group has a customer-oriented focus and strives to provide high quality products and services by continuously addressing the concerns of customers are looking for. A policy "Communication and Service with Customers Manual" (《與顧客的溝通及服務控制程序》) has been set to standardize the procedure for customers communication in order to promote operational consistency and faster responsiveness to customers' changing needs. The Group collects customers' feedbacks relating to its products which are used as important references in its constant efforts to improve product quality and promote customer satisfaction. The Group is always trying to improve and handle the complaints or feedback quickly to resolve any issues. A Customer Services Department has been set up to maintain ongoing communication with customers and ensure the Group can provide excellent service.

During the year, the Group did not have any non-compliance with relevant laws and regulations related to product responsibility.

B6. 產品責任

本集團致力提供滿足甚至超越客戶期望的優質產品及服務。本集團重視質量檢定，並在生產作業各環節（包括生產前工序、原材料和組件採購、生產工序監察及製成品檢查等）採取嚴格的質量檢定程序，以確保質量符合我們的標準。

B6.1 *已售或已運送產品總數中須回收的百分比*

年內，概無已售或已運送產品因安全與健康理由而須回收。

B6.2 *客戶關係管理*

客戶滿意度乃企業競爭力的基礎，本集團持續致力提升客戶的滿意度。本集團堅持客戶至上的原則，通過不斷了解顧客的需求，為其提供優質的產品和服務。本集團已制定《與顧客的溝通及服務控制程序》，通過標準化客戶溝通的程序，提升經營的一致性及更快速響應不斷變化的客戶需求。本集團收集客戶對產品的反饋意見，作為不斷提高產品質量和提升客戶滿意度的重要參考。本集團一直致力快速改善及處理客戶的投訴或反饋，解決客戶提出的問題。本集團設有客戶服務部，與客戶長期保持溝通，確保為客戶提供優質服務。

年內，本集團並無違反產品責任相關法律及規例的情況。

B6.3 Intellectual Property

Our legal department is in charge of protecting our intellectual property. In addition to highlighting and protecting intellectual property and ensuring we respect the intellectual property of others; we protect the fair competition environment and comply with industry standards and criteria. During the year, the Group had not experienced any infringement of its intellectual property rights by third parties. In addition, the Group was not involved in any material violation, litigation or legal proceedings for violation of intellectual property rights during the reporting period.

B6.4 Quality Assurance

The Group's production facilities had been successfully transitioned to the new version of Quality management systems ISO-9001 and that of IATF-16949 certified for manufacture of printed circuit boards assemblies since 2011. Moreover, the updates of the two certificates have been obtained in December 2020. In addition, Guangzhou factory was ISO-13485:2016 certified for Medical Devices during the year.

The Guangzhou factory has a team who is responsible for quality control and quality assurance. It also has an independent quality assurance department that reports directly to the top management on product quality matters.

B6.3 知識產權

我們的知識產權保障由法務部負責。我們除重視及保護知識產權，尊重他人的知識產權外，亦維護公平競爭環境，以及遵守行業標準與規範。年內，本集團並無遇上第三方侵犯其知識產權的事件。另外，於報告期內，本集團並無涉及任何任何侵犯知識產權的重大違規、訴訟或法律程序。

B6.4 質量檢定

本集團的生產設施自二零一一年起成功過渡至新版質量管理體系ISO-9001及印刷電路板組件生產的IATF-16949認證。此外，兩項認證已於二零二零年十二月更新。另外，廣州廠房於年內通過醫療器械ISO-13485:2016認證。

廣州廠房有一支團隊負責質量控制及質量檢定。廣州廠房亦設有一個獨立的質量檢定部門，直接向最高管理人員匯報產品質量事宜。

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Quality assurance functions are performed throughout the production processes from the raw materials and components procurement stages to product delivery stages, with an aim to ensure that the products can meet the required national standards and certain industry standards applicable to such products. Industry standards for products adopted by the factory mainly include:

- (i) IPC-A-610F Acceptability of Electronics Assemblies for PCBA workmanship requirements;
- (ii) RoHS (Restriction of Hazardous Substances Directives 2002/95/EC); and
- (iii) REACH (Registration, Evaluation, Authorisation and Restriction of Chemical substances).

Our products are also in compliance with various international safety standards including:

- (i) FCC standards — product standards which are applicable to telephone and IT;
- (ii) UL standards — standards for product safety;
- (iii) CSA standards — standards for product safety and performance;
- (iv) China Compulsory Certification — a mandatory certification system concerning product safety in China; and
- (v) CE — European Union consumer safety, health or environmental requirements.

Most of our products and servicing that provided to our customers are mainly environmental-friendly and lesser-impacts-to-climate. In addition, Green Purchasing Policies adopted for the selection of raw materials for our manufacturing which are conforming to legislative requirements of RoHS and REACH.

從原材料及組件採購階段至產品付運階段的整個生產工序，都一一履行質量檢定，確保產品達致規定的國家標準及有關產品適用的行業標準。該廠房就產品採納的行業標準包括：

- (i) PCBA工藝要求的IPC-A-610F電子組件可接受性；
- (ii) 有害物質禁用指令 (RoHS 2002/95/EC)；及
- (iii) 化學品註冊、評估、授權及限制法規(REACH)。

我們的產品亦符合多項國際安全標準，包括：

- (i) FCC標準 — 適用於電話及資訊科技的產品標準；
- (ii) UL標準 — 產品安全標準；
- (iii) CSA標準 — 產品安全及性能標準；
- (iv) 中國強制性產品認證 — 有關中國產品安全的強制性產品認證制度；及
- (v) CE — 歐盟消費者安全、健康或環境規定。

我們為客戶提供的大部分產品及服務主要是環保及對氣候的影響較小的。此外，就用於生產的原材料選擇而言，我們採納了綠色採購政策，符合RoHS及REACH的法律要求。

B6.5 Consumer Data Protection

The Group is to put great emphasis on protecting customer privacy and implement stringent internal management for marketing activities to safeguard customer information security. Only authorized staff is allowed to handle the private consumer data, and consents must be obtained from the Board to provide the consumer data to the externals. If the consumer data is leaked, the Group may pursue legal responsibility for the relevant staffs.

B7. ANTI-CORRUPTION

As corruption is detrimental to fair competition and corporate integrity, anti-corruption has become one of the main corporate business ethics principles for many of the world's premier enterprises. We advocate honest operation and fair competition. Besides, we require our staff to comply with the national laws and regulations, as well as the Group's regulations in relate to anti-corruption practice. To promote compliance in the workplace, we also focus on anti-corruption and anti-bribery principles for staff.

B7.1 Number of Concluded Legal Cases regarding Corrupt Practices

During the Year, the Group did not receive any non-compliance with relevant laws and regulations related to anti-corruption.

B7.2 Preventive Measures and Whistle-blowing Procedures

As part of the Group efforts to make anti-corruption an important corporate management culture, it sets up whistle blowing channels to help prevent any misconduct, malpractice and irregularities. All staff must comply with the Group's business code of conduct, which aims to prevent corruption from a system perspective. The Group also continues to improve its internal control and monitoring system. If problems are identified, the Group will take immediate corrective action and have a zero-tolerance approach to corruption in order to prevent irregularities.

B6.5 消費者資料保障

本集團重視保護客戶的私隱，在營銷活動中嚴格推行內部管理，保障客戶的資訊安全。只有獲授權的員工能處理消費者的個人資料，對外提供消費者資料須事先經董事會同意。如消費者資料被洩露，本集團可追究相關人員的法律責任。

B7. 反貪污

貪污行為損害公平競爭，破壞企業誠信，反貪污是企業主要商業道德原則之一，並已成為全球優秀企業的共識。我們提倡誠實經營及公平競爭，同時要求員工遵守有關反貪污的國家法律法規及本集團規章制度。我們亦重視向員工宣傳反貪污及反賄賂原則，在工作中貫徹合規文化。

B7.1 已審結的貪污訴訟案件的數目

年內，本集團並無知悉任何違反反貪污相關法律及規例的違規行為。

B7.2 防範措施及舉報程序

本集團將反貪污作為企業管理文化的一項重要工作，並設立舉報通道以協助防範不合規行為。所有員工必須遵守本集團制定的商業行為守則，從制度上防止貪污。本集團亦不斷完善內部控制及監督制度。一旦發現問題，本集團將立即處理，對貪污零容忍，致力杜絕不合規行為。

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B7.3 Anti-corruption Training Provided to Directors and Staffs

The Group provided training sessions of anti-corruption to the directors and staff. At the end of the reporting period, the number of employees received anti-corruption training and the training hours by employment category were as follows:

Anti-corruption Training

反貪污培訓

		Number of employees received training 受訓僱員人數	Number of training hours 受訓時數
By employment category	按僱傭類別劃分		
— Board of directors	— 董事會	6	1
— Senior management	— 高級管理層	4	1
— Middle management	— 中級管理層	-	-
— General	— 一般員工	6	1
Total	總計	16	3

B7.3 向董事及員工提供的反貪污培訓

本集團向董事及員工提供反貪污培訓課程。於報告期末，按僱傭類別劃分的接受反貪污培訓的僱員人數及受訓時數載列如下：

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COMMUNITY

B8. COMMUNITY INVESTMENT

B8.1 Focus Areas of Contribution

In terms of community involvement, the Group continues to organize a corporate social responsibility program in order to encourage employees to participate in community services and contribute to care needs of the community.

B8.2 Resources Contributed

As part of our efforts to promote education, the Guangzhou factory has established the “migrant workers’ child education subsidize program” to support the education of the worker’s children. The table below shows the number of migrant workers benefited from the “migrant workers’ child education subsidize program” and the total amount subsidized to them:

Community Investment 社區投資	Unit 單位	2020 Total 二零二零年總計	2019 Total 二零一九年總計
Number of migrant workers benefited 受益民工人數	people 人	189	186
Total amount of subsidy to the workers 工人補貼總額	RMB 人民幣元	RMB94,500 人民幣 94,500 元	RMB92,750 人民幣 92,750 元

社區

B8. 社區投資

B8.1 專注貢獻範疇

在社區參與方面，本集團繼續推進企業社會責任計劃，鼓勵僱員參與社區服務，關愛弱勢群體。

B8.2 所動用資源

為促進教育，廣州工廠成立「民工子女教育補貼計劃」，以支持工人子女的教育。從「民工子女教育補貼計劃」受益的民工人數及補貼總額載於下表：

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The Group also supports community development by cash donation. The table below summarises the cash donated by the Group to different charities during the reporting period:

本集團亦透過現金捐贈來支持社區發展。下表概述本集團於報告期內向不同慈善機構捐贈的現金：

Description	描述	Donation Amount HK\$000 捐贈金額 千港元
Five Virtues Developmental Project	五好發展計劃	46
Harmonious City in Tuen Yuen Tin	老幼相依 互相扶持計劃	250
Total	總計	296

In August 2020, the Hong Kong office collaborated with ARCH Community Outreach (ACO) to organize a career program for the high-achieving Hong Kong local school students with under-resourced backgrounds, to provide them with mentorship and careers opportunities platform to bridge the gap between academic and future career success. 4 selected students enjoyed this program. The Program provided selected students with (i) Mentorship, (ii) Summer Career Exposure through Internship/Job Shadowing and Industry Careers Training Workshops. Through the program, we hope the platform would help to maximize the potential of these high-achieving and under-resourced students by inspiring and empowering them to believe in themselves, and to help them understand how they can make a positive difference to their communities. Meanwhile, the Hong Kong office also collaborated with Child Development Initiative Alliance (CDIA) to organize another program "Y-WE 2020". 2 teenagers in the program were invited to our Hong Kong office to enhance their work exposure. According to the independent research conducted by the Department of Social Work and Social Administration of the University of Hong Kong, this program could broaden their horizons and raise their confidence in the planning of the future career paths.

於二零二零年八月，香港辦事處與ARCH Community Outreach (ACO)合作為資源不足、成績優異的香港本地學校學生舉辦一個就業計劃，為其提供導師輔導及就業機會平台，在學術和未來的職業成功之間架起橋樑。4名獲選定學生參與此項目。該計劃為選定的學生提供：(i)導師輔導，(ii)暑期實習／工作見習及行業職業培訓工作坊。透過該項目，我們希望此平台能夠激發並賦予彼等自信，幫助彼等成績優異而資源不足的學生最大限度地發揮潛力，並幫助彼等理解如何對彼等的社區產生積極的影響。與此同時，香港辦事處亦與兒童發展倡議聯盟 (Child Development Initiative Alliance (CDIA))合作，組織了另一個計劃「Y-WE 2020」。2名參與計劃的青少年獲邀到我們的香港辦事處，加強彼等的工作接觸。根據香港大學社會工作及社會行政學系進行的獨立研究，此項目可拓寬彼等的視野及提高彼等對未來職業道路規劃的信心。

For the Shanghai office, the company places social responsibility on the importance of business development. In October 2020, the company had provided the spare parking lots of the company to the parked delivery vehicles to relieve the traffic congestions in Pudong District, Shanghai due to the parking of the delivery vehicles on the main routes.

至於上海辦事處，本公司注重社會責任對業務發展的重要性。於二零二零年十月，由於主要線路停放速遞車輛，本公司將其空閒的停車場提供予速遞車輛停放，從而減輕上海浦東區的交通堵塞情況。

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KPI B2.1	Number and rate of work – related fatalities occurred in each of the past three years including the reporting year	No fatality case occurred in each of the past three years including the reporting year	N/A
關鍵績效指標 B2.1	過去三年(包括匯報年度)每年因工亡故的人數及比率	於過去三年(包括匯報年度)沒有出現因工亡故個案	不適用
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關鍵績效指標 B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	年內，本集團並無知悉任何違反反貪污相關法律及規例的違規行為	不適用
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關鍵績效指標 B7.2	描述防範措施及舉報程序，以及相關執行及監察方法	「反貪污」	99
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關鍵績效指標 B7.3	描述向董事及員工提供的反貪污培訓	「反貪污」	100
Community			
社區			
B8: Community Investment			
B8: 社區投資			
General Disclosure		“Community Investment”	101
一般披露		「社區投資」	101
KPI B8.1	Focus areas of contribution (e.g., education, environmental concerns, labour needs, health, culture, sport)	“Community Investment”.	101
關鍵績效指標 B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)	「社區投資」	101
KPI B8.2	Resources contributed (e.g., money or time) to the focus area	“Community Investment”.	101
關鍵績效指標 B8.2	在專注範疇所動用資源(如金錢或時間)	「社區投資」	101

REPORT OF THE DIRECTORS

董事會報告

The Board is pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2020.

CHANGE OF COMPANY NAME

Pursuant to a special resolution passed at the extraordinary general meeting of the Company held on 2 December 2020 and approved by the Registrars of Companies of Hong Kong, the name of the Company was changed from Link-Asia International Co. Ltd. to Link-Asia International MedTech Group Limited. The Company changed its Chinese name from 環亞國際實業有限公司 to 環亞國際醫療科技集團有限公司 which is part of its legal name.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities and other particulars of the Company's subsidiaries are set out in note 26 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

BUSINESS REVIEW

Overview

Details of (i) business review; (ii) principal risks and uncertainties; (iii) future development of the Group's business; (iv) the Company's environmental policies and performance; and (v) the Company's compliance with the relevant laws and regulations that have a significant impact on the Company, are set out respectively in the "Business overview", "Key risks and uncertainties", "Prospects", "Environmental, social and corporate responsibility" and "Compliance with laws and regulations" sections under "Management Discussion and Analysis" of the annual report.

An analysis of the Group's performance during the Year using financial key performance indicators is set out in the Group's Five-year Financial Summary on pages 282 to 283 of this annual report.

The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. Details of discussion of the Group's environmental policies and performance are set out in this Environmental Social and Governance (ESG) Report.

董事會欣然提呈董事會報告及本集團截至二零二零年十二月三十一日止年度的經審核綜合財務報表。

更改公司名稱

根據本公司於二零二零年十二月二日舉行的股東特別大會上通過的特別決議案及經香港公司註冊處處長批准後，本公司的名稱由Link-Asia International Co. Ltd.更改為Link-Asia International MedTech Group Limited，而本公司的中文名稱則由環亞國際實業有限公司更改為環亞國際醫療科技集團有限公司（構成其法定名稱的一部分）。

主要業務

本公司之主要業務為投資控股。本公司附屬公司之主要業務及其他細節的詳情載於綜合財務報表附註26。本年度內，本集團之主要業務性質並無任何重大變動。

業務回顧

概覽

有關(i)業務回顧；(ii)主要風險及不明朗因素；(iii)本集團業務未來發展；(iv)本公司的環境政策及表現；及(v)本公司就對本公司產生重大影響的相關法律及法規的合規情況之詳情分別載於本年報「管理層討論及分析」內「業務回顧」、「主要風險及不明朗因素」、「前景」、「環境、社會及企業責任」及「遵守法律及法規」各節。

以主要財務表現指標對本集團於本年度之表現作出之分析，載於本年報第282至283頁本集團之五年財務概要。

本集團已遵守所有與其業務有關的法律及法規，包括健康及安全、工作環境、就業及環境。有關本集團環境政策及表現的討論詳情載於本環境、社會及管治報告內。

REPORT OF THE DIRECTORS

董事會報告

The Group understands the success of the Group's business depends on the support from its key stakeholders, including employees, customers, suppliers, banks, regulators and shareholders. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

During the year, as far as the Board is aware, there was no material non-compliance with applicable laws and regulations by the Group that has a significant impact on the Group's business and operations.

RESULTS AND DIVIDEND

The Group's loss for the year ended 31 December 2020 and the Group's financial position at that date are set out in the audited consolidated financial statements on pages 137 to 141.

The Board does not recommend the payment of a dividend for the year ended 31 December 2020 (2019: Nil).

FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements is set out on pages 282 to 283. This summary does not form part of the audited consolidated financial statements in this annual report.

CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to approximately HK\$411,000 (2019: HK\$327,000).

SHARE CAPITAL

Details of movements in the Company's share capital during the Year are set out in note 40 to the consolidated financial statements in this annual report.

PRE-EMPTIVE RIGHTS

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

本集團深明本集團業務的成功有賴主要持份者的支持，包括僱員、客戶、供應商、銀行、監管機構及股東。本集團將繼續確保與各主要持份者保持有效溝通及維繫良好關係。

就董事會所知悉，本集團於年內並無出現對本集團業務及經營有重大影響的重大不遵守適用法律及法規的情況。

業績及股息

本集團截至二零二零年十二月三十一日止年度之虧損及本集團於該日之財務狀況載於第137至第141頁之經審核綜合財務報表。

董事會不建議派發截至二零二零年十二月三十一日止年度之股息(二零一九年：無)。

財務概要

本集團過去五個財政年度之已刊發業績與資產、負債及非控股權益之概要載於第282至283頁，乃摘錄自本公司經審核綜合財務報表。該概要並非本年年報中經審核綜合財務報表一部分。

慈善捐款

本集團於本年度內作出的慈善捐款達約411,000港元(二零一九年：327,000港元)。

股本

本公司股本於本年度之變動詳情載於本年報綜合財務報表附註40。

優先購買權

本公司組織章程細則或本公司註冊成立所在司法權區開曼群島之法例均無任何有關優先購買權之條文，規定本公司須按比例向現有股東提呈發售新股份。

REPORT OF THE DIRECTORS

董事會報告

PURCHASE, REDEMPTION OR SALE OF THE COMPANY'S LISTED SECURITIES

There was no purchase, sale or redemption of the Company's listed securities by the Company or any of the subsidiaries during the year ended 31 December 2020.

RESERVES

For the year ended 31 December 2020, the loss attributable to shareholders of the Company amounted to approximately HK\$173.0 million. The Company's reserves available for distribution comprise share premium and accumulated losses/retained profits. Under the Companies Law of the Cayman Islands and the provisions of the Memorandum and Articles of Association of the Company, the Company's share premium account may be applied by the Company in paying distributions or dividend to shareholders of the Company provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

As at 31 December 2020, the Company has no distributable reserve that was available for distribution to the shareholders.

RELATED PARTIES TRANSACTIONS

Related parties transactions of the Group during the Year are disclosed in note 47 to the consolidated financial statements in this annual report. None of such related party transactions constitutes connected transaction which is subject to the reporting, annual review, announcement and/or shareholders' approval requirements under Chapter 14A of the Listing Rules.

CONNECTED TRANSACTIONS

During the Year, the Company and the Group had the following continuing connected transactions, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

購買、贖回或出售本公司之上市證券

於截至二零二零年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

儲備

於截至二零二零年十二月三十一日止年度，本公司股東應佔虧損約為173,000,000港元。本公司之可供分派儲備包括股份溢價及累計虧損／保留溢利。根據開曼群島公司法及本公司組織章程大綱及細則條文，本公司可動用其股份溢價賬，以向本公司股東作出分派或派付股息，惟於緊隨建議分派或派付股息當日後，本公司須有能力支付日常業務中到期之債務。

於二零二零年十二月三十一日，本公司並無可供分派予股東的可分派儲備。

關連方交易

本集團於本年度之關連方交易乃於本年報之綜合財務報表附註47披露。該等關連方交易概無構成須遵守上市規則第14A章項下申報、年度審閱、公告及／或股東批准規定的關連交易。

關連交易

於本年度內，本公司及本集團有以下持續關連交易，其若干詳情須根據上市規則第14A章規定披露。

REPORT OF THE DIRECTORS

董事會報告

Continuing connected transaction

On 24 December 2018, an indirectly wholly-owned subsidiary of the Company, Telefield Holdings Limited (“**Telefield**”) and its subsidiaries (collectively, the “**Telefield Group**”) and Noble Treasure Holdings Limited (“**Noble Treasure**”) and its subsidiaries (collectively, the “**Noble Treasure Group**”) entered into a master sale agreement (the “**Agreement**”), pursuant to which Telefield Group agreed to supply to Noble Treasure Group and Noble Treasure Group agreed to purchase from Telefield Group the EMS products for a period commencing from the 5th business days from the date of the Agreement or such other day as may be agreed between the parties to 31 December 2020 (both days inclusive).

As at the date of the Agreement, Noble Treasure is owned as to approximately 17.40% by Telefield Charitable Fund Limited and approximately 82.60% by Dragon Fortune International Limited. Each of Dragon Fortune International Limited and Telefield Charitable Fund Limited is interested as to approximately 53.30% by Century Win Industrial Limited which in turn is interested as to approximately 53.68% by Mr. Cheng Han Ngok Steve and approximately 46.32% by Ms. Ma Mei Han Elitte, a spouse of Mr. Cheng Han Ngok Steve. The approximate 46.70% interests in each of Dragon Fortune International Limited and Telefield Charitable Fund Limited are held as to approximately 6.50% by Ms. Fok Pui Yin, approximately 8.64% by Mr. Lee Kai Bon, approximately 8.64% by Mr. Ng Kim Yuen and approximately 22.92% by other independent third parties. As each of Mr. Cheng Han Ngok Steve, Ms. Fok Pui Yin, Mr. Lee Kai Bon and Mr. Ng Kim Yuen is a director of Telefield, Noble Treasure is a connected person at the subsidiary level of the Company. Mr. Cheng Han Ngok Steve resigned on 31 December 2018.

持續關連交易

於二零一八年十二月二十四日，本公司間接全資附屬公司Telefield Holdings Limited（「**Telefield**」）及其附屬公司（統稱「**Telefield 集團**」）與尚寶控股有限公司（「**尚寶**」）及其附屬公司（統稱「**尚寶集團**」）訂立總銷售協議（「**協議**」），據此，Telefield集團同意向尚寶集團供應及尚寶集團同意向Telefield集團採購電子製造服務產品，年期自協議日期起計第五個營業日（或訂約方可能協定的有關其他日期）起直至二零二零年十二月三十一日為止（包括首尾兩日）。

於協議日期，尚寶由中慧慈善基金有限公司及龍豐國際有限公司分別擁有約17.40%及約82.60%權益。龍豐國際有限公司及中慧慈善基金有限公司分別由紀宏實業有限公司擁有約53.30%權益，而後者由鄭衡嶽先生及鄭衡嶽先生配偶馬美嫻女士分別擁有約53.68%及約46.32%權益。龍豐國際有限公司及中慧慈善基金有限公司各自的約46.70%權益由霍佩賢女士、李繼邦先生、吳儉源先生以及其他獨立第三方分別擁有約6.50%、約8.64%、約8.64%及約22.92%權益。由於鄭衡嶽先生、霍佩賢女士、李繼邦先生及吳儉源先生為Telefield的董事，因此尚寶為本公司附屬公司的關連人士。鄭衡嶽先生已於二零一八年十二月三十一日辭任。

REPORT OF THE DIRECTORS

董事會報告

The following pricing principles were determined between Telefield and Noble Treasure after arm's length negotiations and on normal commercial terms with reference to the prevailing market price of the EMS Products:

1. The sale price of the EMS products supplied by Telefield Group to Noble Treasure Group will be equivalent to or higher than those of the same or similar products that Telefield Group supply to other independent third parties, if any; and
2. The sale price as agreed between Telefield Group and Noble Treasure Group after negotiation should not be altered, adjusted, varied unless both parties agree to alter, adjust and vary the sale price in writing.

The Directors expect that the maximum aggregate annual fee payable by Noble Treasure Group to Telefield Group under the Master Sale Agreement for each of the three years ending 31 December 2018, 2019 and 2020 shall not exceed HK\$18.5 million, HK\$20.5 million and HK\$22.5 million respectively.

Further details are set out in the Company's announcements dated 24 December 2018 and 6 March 2019.

During the Year, the Telefield Group has entered into the sales of goods transaction with the Noble Treasure Group as follows:

以下定價準則乃由Telefield及尚寶經公平磋商後按正常商業條款並參照電子製造服務產品的現行市價釐定：

1. Telefield集團向尚寶集團供應的電子製造服務產品的銷售價將等於或高於Telefield集團向其他獨立第三方供應的相同或同類產品的銷售價(如有)；及
2. Telefield集團與尚寶集團經磋商後協定的銷售價不得更改、調整、修訂，除非各訂約方以書面方式同意更改、調整及修訂銷售價。

董事預期，根據總銷售協議於截至二零一八年、二零一九年及二零二零年十二月三十一日止三個年度各年尚寶集團應付予Telefield集團的最高年度總費用分別不會超過18,500,000港元、20,500,000港元及22,500,000港元。

進一步詳情載列於本公司日期為二零一八年十二月二十四日及二零一九年三月六日的公告。

本年度內，Telefield集團與尚寶集團已訂立以下銷售貨品交易：

		HK\$ 港元
MarkAudio Loudspeakers Limited	MarkAudio Loudspeakers Limited	1,228,851
Total	總計	1,228,851

REPORT OF THE DIRECTORS

董事會報告

The independent non-executive Directors have reviewed the abovementioned continuing connected transactions and have confirmed that such transactions were entered into:

- in the ordinary and usual course of business of the Group;
- on normal commercial terms and on terms no less favourable to the Group than terms available from independent third parties; and
- in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Company's auditor has issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this annual report in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

The auditor's letter confirms that, in respect of the abovementioned continuing connected transactions:

- a. nothing has come to the auditor's attention that causes the auditor to believe that the abovementioned continuing connected transactions have not been approved by the Board.
- b. nothing has come to the auditor's attention that causes the auditor to believe that the abovementioned continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions.

獨立非執行董事已審閱上述持續關連交易，並確認上述交易乃：

- 於本集團日常及一般業務過程中訂立；
- 按正常商業條款及按不遜於獨立第三方向本集團提供的條款訂立；及
- 根據規管該等交易的有關協議條款訂立，屬公平合理，並符合股東整體利益。

本公司核數師已獲聘根據香港會計師公會頒佈之香港核證工作準則第3000號(經修訂)「非審核或審閱歷史財務資料之監證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易之核數師函件」報告本集團之持續關連交易。本公司核數師已根據上市規則第14A.56條發出核數師無保留意見函件，當中載有彼等對有關本集團於本年報披露之持續關連交易之發現及結論。本公司已將核數師函件副本送呈聯交所。

核數師函件確認，就上述持續關連交易而言：

- a. 核數師概無注意到任何事宜致令核數師相信上述持續關連交易尚未經董事會批准。
- b. 核數師概無注意到任何事宜致令核數師相信上述持續關連交易在所有重大方面未有根據規管該等交易的相關協議訂立。

REPORT OF THE DIRECTORS

董事會報告

- c. nothing has come to the auditor's attention that causes the auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group.
- d. with respect to the aggregate amount of the abovementioned continuing connected transactions, nothing has come to the auditors' attention that causes the auditor to believe that the abovementioned continuing connected transactions have exceeded the maximum aggregate annual value disclosed in the circular of the Company dated 24 December 2018.
- c. 核數師概無注意到任何事宜致令核數師相信該等交易在所有重大方面不符合本集團定價政策。
- d. 就上述持續關連交易之總金額而言，核數師概無注意到任何事宜致令核數師相信上述持續關連交易已超過本公司日期為二零一八年十二月二十四日之通函所披露之最高年度總額。

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, total sales to the Group's five largest customers accounted for approximately 78.0% of the Group's sales for the Year and sales to the largest customer included therein amounted to 36.4%. Total purchases from the Group's five largest suppliers accounted for approximately 25.4% of the Group's purchases.

None of Directors, their associates or any substantial shareholder (which to the knowledge of the directors own more than 5% of the listed issuers share capital) has any interest in the Group's five largest suppliers and customers.

EMOLUMENT POLICY

The Remuneration Committee was established for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices. The Company has also adopted a share option scheme to provide additional incentive to its employees. For details, please see the section headed "Share Option Scheme" below.

主要客戶及供應商

於本年度內，本集團五大客戶之總銷售額佔本集團於本年度銷售額之約78.0%，其中最大客戶之銷售為36.4%。本集團五大供應商之總購買額佔本集團購買額之約25.4%。

概無董事、其聯繫人士或任何主要股東（就董事所知，擁有上市發行人股本逾5%者）於本集團五大供應商及客戶擁有任何權益。

薪酬政策

薪酬委員會之設立旨在根據本集團之經營業績、個人表現及可作比較之市場慣例，檢討本集團之薪酬政策及所有董事及高級管理層之薪酬架構。本公司亦採納了購股權計劃為員工提供額外激勵。詳細信息請參閱以下「購股權計劃」一節。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS

The Directors of the Company during the Year and up to the date of this report are:

Executive Directors:

Mr. Lin Dailian (*Chairman*)
Mr. Wang Guozhen (*re-designated on 3 April 2020*)
Mr. Duan Chuanhong
Mr. Xia Xiaobing

Independent non-executive Directors:

Mr. Bao Jinqiao (*resigned on 19 October 2020*)
Mr. Li Huiwu
Mr. Yang Weidong
(*appointed on 24 April 2020*)
Dr. Sun Xiaohu
(*appointed on 6 January 2021*)

In accordance with Article 108(a) of the Articles of Association of the Company and code provision A.4 of the Code under Appendix 14 of the Listing Rules, Mr. Duan Chuanhong, Mr. Yang Weidong and Dr. Sun Xiaohu will retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

The Company has received confirmations of independence from Mr. Li Huiwu, Mr. Yang Weidong and Dr. Sun Xiaohu, and as at the date of this annual report, the Company still considers them to be independent.

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors of the Group are set out on pages 40 to 43 of this annual report.

董事

於本年度及截至本報告日期，本公司董事為：

執行董事：

林代聯先生(主席)
王國鎮先生(於二零二零年四月三日獲調任)
段川紅先生
夏小兵先生

獨立非執行董事：

鮑金橋先生(於二零二零年十月十九日辭任)
李慧武先生
楊偉東先生
(於二零二零年四月二十四日獲委任)
孫虓虎博士
(於二零二一年一月六日獲委任)

據本公司組織章程細則第108(a)條及上市規則附錄14項下守則第A.4條守則條文，段川紅先生、楊偉東先生及孫虓虎博士將於應屆股東週年大會上輪值退任，且彼等均符合資格及願意重選連任。

本公司已接獲李慧武先生、楊偉東先生及孫虓虎博士發出之獨立身份確認書，截至本年報日期，本公司仍認為彼等屬獨立人士。

董事履歷

本集團董事之履歷詳情載於本年報第40至43頁。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' SERVICE CONTRACTS

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

REMUNERATION OF THE DIRECTORS AND FIVE INDIVIDUAL WITH HIGHEST EMOLUMENTS

Details of the Directors' remuneration and the five highest paid individuals in the Group are set out in note 16 to the consolidated financial statements in this annual report.

No Director has waived or has agreed to waive any emoluments during the year ended 31 December 2020.

DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group subsisted at the end of the Year or at any time during the Year to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party.

MANAGEMENT CONTRACTS

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

PERMITTED INDEMNITY PROVISION

Under Article 191 of the Company's Articles of Association, the directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attached to any of them. Such permitted indemnity provision is currently in force and was in force throughout the financial year.

董事服務合約

擬於應屆股東週年大會上重選連任之董事概無與本公司訂立任何本公司不得於一年內終止而不作出補償(法定補償除外)之服務合約。

董事的薪酬及五名最高薪人士

有關本集團董事的薪酬及五名最高薪人士的詳情載於本年報綜合財務報表附註16。

截至二零二零年十二月三十一日止年度，概無董事已放棄或同意放棄任何酬金。

董事之合約權益

董事概無於任何由本公司、其控股公司或其任何附屬公司或同系附屬公司所訂立對本集團業務而言屬重大、且於本年度年結日或本年度任何時間內依然存續之合約中，直接或間接擁有重大權益。

管理合約

本年度內並無訂立或存在任何涉及本公司全部或任何重大部分業務之管理及行政之合約。

許可彌償條文

根據本公司組織章程細則第191條，董事將獲得以本公司資產及溢利作為彌償及擔保，使其不會因彼等或彼等任何一方於執行其各自的職務的職責或假定職責期間或關於執行職責而作出、同意或遺漏的任何行為而將會或可能招致或蒙受的一切訴訟、成本、收費、損失、損害賠償及開支而蒙受損害，唯該彌償不得涉及任何有關任何欺詐或不誠實行為的事宜。該許可彌償條文目前已生效，並在整個財政年度生效。

REPORT OF THE DIRECTORS

董事會報告

INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2020, no interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) were held by the Directors and chief executives of the Company which are required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of the Company contained in the Listing Rules to be notified to the Company and the Stock Exchange.

As at 31 December 2020, neither the Directors nor the chief executive of the Company which has an interest or a short position in the shares of the Company (the “Shares”) or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

On 28 January 2021, total 15,406,140 options are granted to three executive directors of the Company to subscribe for Shares upon exercise of such Share Options at an exercise price of HK\$0.359 per Shares with an exercise period of 28 July 2021 to 27 January 2026.

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉

於二零二零年十二月三十一日，各董事及本公司之主要行政人員並無於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有須(i)根據證券及期貨條例第XV部第7及8分部條文知會本公司及聯交所（包括根據證券及期貨條例之有關條文被當作或被視為擁有之權益及淡倉）；(ii)根據證券及期貨條例第XV部第352條記入該條所述之登記冊內；或(iii)根據上市規則所載本公司董事進行證券交易的標準守則知會本公司及聯交所之權益及淡倉。

於二零二零年十二月三十一日，概無董事或本公司之主要行政人員於在本公司股份（「股份」）或本公司相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益或淡倉。

於二零二一年一月二十八日，共15,406,140份購股權授予本公司三名執行董事，以於行使該等購股權時按行使價每股0.359港元認購股份，行使期為二零二一年七月二十八日至二零二六年一月二十七日。

Name	Capacity	Number of underlying shares held/interested pursuant to Share Options 根據購股權持有／擁有權益的相關股份的數目	Long or short position 好倉或淡倉	Percentage of issued share capital of the Company 本公司已發行股本的百分比
名字	身份			
Lin Dailian 林代聯	Beneficial Owner 實益擁有人	5,135,380	Long position 好倉	1.00%
Wang Guozhen 王國鎮	Beneficial Owner 實益擁有人	5,135,380	Long position 好倉	1.00%
Xia Xiaobing 夏小兵	Beneficial Owner 實益擁有人	5,135,380	Long position 好倉	1.00%

Other than as disclosed above, as at the date of this Annual Report, neither the Directors nor the chief executive of the Company which has an interest or a short position in the Shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

除上文所披露者外，於本年報日期，概無董事或本公司之主要行政人員於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

INTEREST AND/OR SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS OF THE COMPANY IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2020 and 11 January 2021 (the completion date of the Placing (as defined below) as disclosed in the announcement dated 8 January 2021), the register of substantial shareholders maintained by the Company pursuant to section 336 of Part XV of the SFO shows the following shareholders had notified the Company of relevant interests, being 5% or more of the issued share capital of the Company.

本公司主要股東於股份及相關股份之權益及／或淡倉

於二零二零年十二月三十一日及二零二一年一月十一日(誠如日期為二零二一年一月八日的公告所披露的配售事項(定義見下文)的完成日期)·按根據證券及期貨條例第XV部第336條本公司須存置之主要股東登記冊所記錄·下列股東已知會本公司其相關權益(即佔本公司已發行股本5%或以上)。

Name 姓名／名稱	Capacity 身份	Number of shares held 所持股份數目	Long or short position 好倉 或淡倉	Percentage of Issued Share Capital of the Company 佔本公司已發行股本百分比	
				31 December 2020 二零二零年十二月三十一日	11 January 2021 (Note 4) 二零二一年一月十一日(附註4)
Power Port Holdings Limited ("Power Port") (Note 1)	Beneficial Owner 實益擁有人	75,817,000	Long 好倉	17.72%	14.76%
Power Port Holdings Limited ("Power Port")(附註1)					
Ms. Yang Changrong ("Ms. Yang C.") (Note 1) 楊長容女士(「楊長容女士」)(附註1)	Held by controlled corporation 由受控制法團持有	75,817,000	Long 好倉	17.72%	14.76%
Keywan Global Limited (Note 2) Keywan Global Limited (附註2)	Beneficial Owner 實益擁有人	49,500,000	Long 好倉	11.57%	9.64%
Mr. He Xiaoming (Note 2) 何笑明先生(附註2)	Held by controlled corporation 由受控制法團持有	49,500,000	Long 好倉	11.575%	9.64%
Mr. Cao Longbing (Note 3) 操隆兵先生(附註3)	Beneficial Owner 實益擁有人	36,358,000	Long 好倉	8.50%	7.08%
Hearts Capital (Asia) Limited (Note 3) Hearts Capital (Asia) Limited (附註3)	Held by controlled corporation 由受控制法團持有	35,930,000	Long 好倉	8.40%	7.00%
Hearts Capital SPC – Hearts SP2 (Note 3)	Beneficial Owner 實益擁有人	35,930,000	Long 好倉	8.40%	7.00%
Hearts Capital SPC – Hearts SP2 (附註3)					
長亞資產管理(香港)有限公司	Investment Manager 投資經理	35,930,000	Long 好倉	8.40%	7.00%

REPORT OF THE DIRECTORS

董事會報告

Notes:

- 75,817,000 ordinary shares are held by Power Port, a company incorporated in the British Virgin Islands whose entire issued share capital is held by Mr. Yang Zhihui ("Mr. Yang"). A share purchase agreement was entered into on 8 January 2020 between Mr. Yang, as the seller and Ms. Yang Changrong ("Ms. Yang C.") as the purchaser, pursuant to which Ms. Yang C. agreed to acquire, and Mr. Yang agreed to dispose, the entire issued share capital of Power Port (the "Transfer"). Following the completion of the Transfer, Ms. Yang C. became the sole shareholder of Power Port and a substantial shareholder of the Company.
- 49,500,000 ordinary shares are held by Keywan Global Limited, a company incorporated in the British Virgin Islands whose entire issued share capital is held by Mr. He Xiaoming.
- Long Asia is the investment manager of Hearts Capital SPC – Hearts SP2 and is therefore deemed to be interested in the shares owned by Hearts Capital SPC – Hearts SP2 under the SFO. 35,930,000 ordinary shares are held by Hearts Capital SPC – Hearts SP2, a company incorporated in the Cayman Islands whose entire issued share capital is held by Hearts Capital (Asia) Limited, which in turn is 70% controlled by Mr. Cao Longbing who is also interested in 428,000 ordinary shares.
- On 11 January 2021, an aggregate of 85,580,000 placing shares, which represented approximately 16.67% of the issued share capital of the Company immediately after completion of the placing, has been successfully placed (the "Placing"). Following the completion of the Placing, the total issued shares of the Company increased from 427,958,570 to 513,538,570.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective associates, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

COMPETING INTERESTS

During the Year, none of the Directors or controlling shareholders of the Company nor their respective associates is considered to have interests in a business that competes or is likely to compete, either directly or indirectly, with the businesses of the Group other than those businesses where the Directors have been appointed or were appointed as Directors to represent the interests of the Company.

附註：

- 75,817,000 股普通股由 Power Port 持有，該公司為於英屬處女群島註冊成立之有限公司，其全部已發行股本由仰智慧先生（「仰先生」）持有。仰先生（作為賣方）與楊長容女士（作為買方）（「楊女士」）於二零二零年一月八日訂立股份購買協議，據此，楊女士同意收購而仰先生同意出售 Power Port 全部已發行股本（「轉讓」）。隨轉讓完成後，楊女士已成為 Power Port 的唯一股東及本公司的主要股東。
- 49,500,000 股普通股由 Keywan Global Limited 持有，該公司於英屬處女群島註冊成立，其全部已發行股本由何笑明先生持有。
- 長亞為 Hearts Capital SPC – Hearts SP2 的投資經理，因此根據證券及期貨條例被視為於 Hearts Capital SPC – Hearts SP2 擁有的股份中擁有權益。35,930,000 股普通股由 Hearts Capital SPC – Hearts SP2 持有，該公司於開曼群島註冊成立，其全部已發行股本由 Hearts Capital (Asia) Limited 持有，而 Hearts Capital (Asia) Limited 則由操隆兵先生控制 70%，操隆兵先生亦於 428,000 股普通股中擁有權益。
- 於二零二一年一月十一日，合共 85,580,000 股配售股份（佔於緊隨配售事項完成後本公司已發行股本約 16.67%）已成功配售（「配售事項」）。於配售事項完成後，本公司已發行股份總數由 427,958,570 股增加至 513,538,570 股。

董事購買股份或債券之權利

本公司於本年度內任何時間概無向任何董事或彼等各自之聯繫人士授出可藉收購本公司股份或債券而獲益之權利，而彼等亦無行使任何該等權利；或本公司、其控股公司或其任何附屬公司或同系附屬公司概無訂立任何安排，致使董事可於任何其他法人團體獲得此等權利。

競爭權益

於本年度內，概無董事或本公司控股股東或彼等各自之聯繫人士被視為於與本集團業務直接或間接構成或可能構成競爭之業務（董事獲委任或曾獲委任為董事以代表本公司權益之業務除外）中擁有權益。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME

The Company has a share option scheme (the “**Old Share Option Scheme**”) which was adopted on 31 December 2010, valid and effective for a period of 10 years until 31 December 2020, subject to the early termination provisions contained in the Old Share Option Scheme. Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 10 March 2020, the Old Share Option Scheme was terminated, a new share option scheme (the “**New Share Option Scheme**”) of the Company was adopted and approved. Upon termination of the Old Share Option Scheme, no further options of the Old Share Option Scheme can be offered thereunder but the provisions of the scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior to its termination and options granted prior to such termination shall continue to be valid and exercisable. As at the date of this report, the Company has no option granted under the Old Share Option Scheme remained unexercised or outstanding.

Old Share Option Scheme

In order to attract and retain the eligible persons, to provide additional incentive to them and to promote the success of the business of the Group, the Company adopted the Old Share Option Scheme whereby the Board were authorised, at their absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the Shares to, inter alia, any employees (full-time or part-time), Directors, consultants, advisors, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group.

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1.00. The subscription price of a share in respect of any particular option granted under the Old Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant of the option; (ii) the average of the closing prices of the shares as stated in the Stock Exchange’s daily quotations sheets for the 5 trading days immediately preceding the date of grant of the option; and (iii) the nominal value of a share on the date of grant of the option provided always that for the purpose of calculating the subscription price, where the Company has been listed on the Stock Exchange for less than 5 trading days, the issue price shall be used as the closing price for any trading day fall within the period before the Listing Date.

購股權計劃

本公司於二零一零年十二月三十一日採納購股權計劃(「**舊購股權計劃**」)，直至二零二零年十二月三十一日止有效期為十年，惟可根據舊購股權計劃所載之條款提前終止。根據在本公司於二零二零年三月十日舉行的股東特別大會上通過的普通決議案，舊購股權計劃終止，並採納及批准本公司的新購股權計劃(「**新購股權計劃**」)。於舊購股權計劃終止後，不得根據舊購股權計劃進一步授出購股權，惟該計劃的條款將繼續有效，以便在其終止前授出的任何購股權可繼續行使，而於有關終止前授出的購股權將繼續有效及可予行使。於本報告日期，本公司概無根據舊購股權計劃授出的購股權尚未行使或仍發行在外。

舊購股權計劃

為吸引及挽留合資格人士、向彼等提供額外獎勵以及推動本集團創出佳績，本公司已採納舊購股權計劃，據此，董事會獲授權全權酌情按該計劃的條款向(其中包括)本集團任何僱員(全職或兼職)、董事、顧問、諮詢人、分銷商、分包商、供應商、代理、客戶、商業夥伴或服務供應商授出購股權，以認購股份。

授出購股權的建議須於發出有關建議日期(包括當日)起計七日內接納。承授人於接納授出購股權建議時須就購股權向本公司支付1.00港元。就根據舊購股權計劃授出的任何特定購股權的股份認購價，將全權由董事會釐定並通知參與者，但不得低於下列最高者：(i) 股份於購股權授出日期在聯交所每日報價表所報的收市價；(ii) 股份於緊接購股權授出日期前五個交易日在聯交所每日報價表所報的平均收市價；及(iii) 股份於購股權授出日期的面值，惟就計算認購價而言，倘本公司於聯交所之上市期間少於五個交易日，發行價將當作上市日期前期間任何交易日之收市價。

REPORT OF THE DIRECTORS

董事會報告

The Company shall be entitled to issue options, provided that the total number of shares which may be issued upon exercise of all options to be granted under the Old Share Option Scheme does not exceed 10% of the shares in issue from the Listing Date. The Company may at any time refresh such limit, subject to the shareholders' approval and issue of a circular in compliance with the Listing Rules, provided that the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the shares in issue at the time. An option may be exercised in accordance with the terms of the Old Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

New Share Option Scheme

The purpose of the New Share Option Scheme is to provide incentives and rewards to selected eligible persons for their contributions to the Group. The New Share Option Scheme will remain valid until 10 March 2030, subject to the early termination provisions contained in the New Share Option Scheme. The participants of the New Share Option Scheme may include directors, employees, consultants, professionals, customers, suppliers, agents, business or joint venture partners, advisors and contractors of the Group or a company in which the Group holds an interest or a subsidiary of such company.

An offer shall be deemed to have been accepted within 21 days from the date on which an option is offered to an eligible participant and a non-refundable payment of HK\$1.00 in favour of the Company as consideration for the grant thereof. The subscription price for any share under the New Share Option Scheme will be a price determined by the Board at its absolute discretion and notified to each grantee and will be not less than the highest of (i) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option; (ii) an amount equivalent to the average closing price of the share 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 a share on the date of the grant.

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other schemes involving the issue or grant of options or similar rights over Shares or other securities by the Company must not, in aggregate, exceed 10% of the shares in issue from time to time. Notwithstanding anything contrary to the terms of the New Share Option Scheme, no options may be granted under any scheme of the Company (including the New Share Option Scheme) if this will result in the said 30% limit being exceeded.

本公司有權發行購股權，惟行使舊購股權計劃項下授予的所有購股權時可能發行的股份總數不得超過上市日期已發行股份的10%。本公司可於任何時間更新有關上限，惟須得到股東批准並遵守上市規則刊發通函後，方可作實，而行使根據本公司所有購股權計劃授予的所有尚未行使購股權及有待行使的購股權時已發行的股份總數，不得超過當時已發行股份的30%。購股權可於董事會釐定的期間內任何時間行使，惟須遵守舊購股權計劃的條款，而該期間不得超過授出日期後十年，且可根據條文提早終止。

新購股權計劃

新購股權計劃旨在向經選定合資格人士提供作為彼等對本集團所作貢獻的獎勵及回報。新購股權計劃將一直有效，直至二零三零年三月十日為止，惟受限於新購股權計劃所載的提早終止條款。新購股權計劃的參與者可包括本集團或本集團持有權益的公司或該公司的附屬公司的董事、僱員、顧問、專業人士、客戶、供應商、代理、業務或合營夥伴、顧問及承包商。

倘本公司向合資格參與者提呈購股權當日起計21日內連同以本公司為受益人的不可退還付款1.00港元作為授出購股權的代價，則要約被視為已接納。新購股權計劃項下任何股份的認購價將為董事會全權酌情釐定的價格並告知各承授人，惟將不低於以下各項的最高者：(i) 股份於相關購股權授出日期在聯交所每日報價表所列的收市價；(ii) 相等於股份於緊接相關購股權授出日期前五個營業日在聯交所每日報價表所列的平均收市價的金額；及(iii) 股份於授出日期的面值。

根據新購股權計劃及涉及發行或授出購股權或對本公司股份或其他證券的類似權利的任何其他計劃授出但尚未行使的所有尚未行使購股權獲行使而可予發行的股份最高數目，合共不得超過不時已發行股份的10%。儘管新購股權計劃條款有任何相反規定，倘根據本公司任何計劃（包括新購股權計劃）授出購股權將導致超過上述30%限額，則不得授出購股權。

REPORT OF THE DIRECTORS

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The total number of shares issued and to be issued upon exercise of the options already granted or to be granted to each participant under the New Share Option Scheme and any other share option scheme(s) of the Company (including exercised and outstanding share options) in any 12-month period up to and including the date of such grant should not exceed 1% aggregate of the shares in issue as at the date of such grant. Any grant of further options above this 1% limit shall be subject to approval of the shareholders of the Company at general meetings, with such participant and his associates abstaining from voting.

The total number of shares in respect of which options may be granted under the New Share Option Scheme shall be 35,671,857 shares, representing 6.95% of the issued share capital of the Company as at the date of this annual report.

No share option under New Option Scheme was granted, cancelled or lapsed during the year ended 31 December 2020. There is no outstanding share option as at 31 December 2020 under the new Share Option Scheme. On 28 January 2021, 35,671,850 share options was granted to certain Directors and employees of the Group, details of which is summarized as following:

直至有關授出日期(包括當日)止任何12個月期間根據新購股權計劃及本公司任何其他購股權計劃已授予或將授予各參與者的購股權(包括已行使及尚未行使的購股權)獲行使而已發行及將發行的股份總數不超過於有關授出當日已發行股份總數的1%。進一步授出超過該1%限額的任何購股權須在股東大會上獲得本公司股東批准，而有關參與者及其緊密聯繫人須放棄投票。

根據新購股權計劃可予授出的購股權股份總數為35,671,857股，佔本公司於本年報日期已發行股本的6.95%。

於截至二零二零年十二月三十一日止年度，新購股權計劃項下購股權概無獲授出、註銷或失效。於二零二零年十二月三十一日，新購股權計劃項下概無尚未行使的購股權。於二零二一年一月二十八日，35,671,850份購股權被授予若干董事及本集團僱員，詳情概述如下：

Category and name of grantees	Granted	Outstanding at 12 April 2021 於二零二一年四月十二日 尚未行使	Exercise Price per Share	Date of grant	Exercise period
承授人的類別及名字	獲授予		每股行使價 HKD 港元	授出日期	行使期間
Director					
董事					
Lin Dailian 林代聯	5,135,380	5,135,380	0.359	28-Jan-21 二一年一月二十八日	2021.7.28-2026.1.27
Xia Xiaobing 夏小兵	5,135,380	5,135,380	0.359	28-Jan-21 二一年一月二十八日	2021.7.28-2026.1.27
Wang Guozhen 王國鎮	5,135,380	5,135,380	0.359	28-Jan-21 二一年一月二十八日	2021.7.28-2026.1.27
Employees					
僱員					
	20,265,710	20,265,710	0.359	29-Jan-21 二一年一月二十九日	2022.1.28-2026.1.27
Total 總計	35,671,850	35,671,850			

REPORT OF THE DIRECTORS

董事會報告

RETIREMENT BENEFITS SCHEME

The Company has participated in an approved Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for all its employees in Hong Kong. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Company in an independently-administered fund. The Company’s employer contributions vest fully with the employees when contributed into the MPF Scheme. The Company’s contributions to the MPF Scheme are recognised as an expense in the statement of profit or loss as incurred.

For the year ended 31 December 2020, no forfeited contribution to the retirement benefits scheme was credited to the statement of profit or loss (2019: nil).

CORPORATE GOVERNANCE

The Company has adopted the code provisions set out in the Code contained in Appendix 14 to the Listing Rules. Since the Listing Date, the Company has complied with the code provisions of the Code, save for the exceptions explained in the Corporate Governance Report in this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company’s total issued share capital was held by the public as at the date of this annual report as required under Rule 8.08 of the Listing Rules.

TAX RELIEF

The Company is not aware of any relief from taxation to which the Shareholders are entitled by reason of their holding of the Shares.

EVENTS AFTER THE REPORTING PERIOD

(i) Placing of new shares of the Company (the “Placing”)

On 30 December 2020 (after trading hours), the Company entered into the Placing Agreement with China Tonghai Securities Limited (the “**Sole Placing Agent**”), pursuant to which the Company has conditionally agreed to place through the Sole Placing Agent, on a best effort basis, up to 85,580,000 Placing Shares at the Placing Price of HK\$0.35 per Placing Share, to not less than six (6) Placees, who and whose ultimate beneficial owners shall be Independent Third Parties.

退休福利計劃

本公司根據強制性公積金計劃條例規定為其全體香港僱員安排參與認可之強制性公積金退休福利計劃(「強積金計劃」)。供款按僱員基本薪金之若干百分比作出，並於根據強積金計劃規則成為應付時自損益表扣除。強積金計劃之資產與本公司資產分開，由獨立管理之基金持有。本公司之僱主供款於向強積金計劃作出供款時即悉數歸屬僱員。本公司向強積金計劃之供款於產生時於損益表確認為支銷。

截至二零二零年十二月三十一日止年度，概無被沒收之退休福利計劃供款計入損益表(二零一九年：無)。

企業管治

本公司已採納上市規則附錄十四守則所載的守則條文。自上市日期以來，本公司已遵守守則的守則條文，惟本年報內企業管治報告所述者除外。

足夠公眾持股量

據本公司可獲得之公開資料及董事所知悉，於本年報日期，按上市規則8.08條之要求，本公司已發行股本總額中最少25%由公眾人士持有。

稅務寬減

本公司並不知悉有股東因持有股份而享有任何稅務寬減。

報告期後事件

(i) 配售本公司新股份(「配售事項」)

於二零二零年十二月三十日(交易時段後)，本公司與中國通海證券有限公司(「**獨家配售代理**」)訂立配售協議。據此，本公司已有條件同意透過獨家配售代理按竭誠盡力基準以每股配售股份0.35港元的配售價配售最多85,580,000股配售股份予不少於六(6)名承配人(彼等及彼等的最終實益擁有人將為獨立第三方)。

REPORT OF THE DIRECTORS

董事會報告

The condition precedents set out in the Placing Agreement had been fulfilled, and completion of the Placing took place on 11 January 2021 in accordance with the terms and conditions of the Placing Agreement. In accordance with the terms and conditions of the Placing Agreement, the Placing Shares are to be placed by the Sole Placing Agent on a best endeavour basis. The Placing Shares under the Placing have been fully placed. An aggregate of 85,580,000 Placing Shares, which represents approximately 16.7% of the issued share capital of the Company immediately after completion of the Placing, has been successfully placed to not less than six Placees, at the placing price of HK\$0.35 per Placing Share. The net proceeds from the Placing (after deduction of commission and other expenses of the Placing) are approximately HK\$29.2 million.

Details of the Placing are set out in the announcements of the Company dated 30 December 2020 and 11 January 2021, respectively.

(ii) Granting Share options

On 28 January 2021, 35,671,850 share options under New Share Option Scheme was granted to certain Directors and employees of the Group to subscribe for the ordinary shares of HK\$0.02 each in the share capital of the Company. Details can be found in the announcement published on same day.

(iii) Disposal of investments in associates

On 23 March 2021, the Group entered into two share transfer agreements to dispose of all equity interests in the associates, Zhanju and Rongshu, to the respective controlling shareholders of the associates with considerations of RMB15,300,000 and RMB15,000,000, respectively.

(iv) Amendments to terms of exclusive agency rights EAR-1

On 17 March 2021, BXG extend the appointment of the Group as its exclusive agent for Level Condominium (“EAR-1”) from 17 March 2021 to end of 4th (fourth) months from the date on which the government of Thailand and China resume the leisure travel and cancel the quarantine arrangement between both countries.

AUDITOR

At the last annual general meeting of the Company, RSM Hong Kong was re-appointed as the auditor of the Company.

The consolidated financial statements have been audited by RSM Hong Kong who retires and, being eligible, offers themselves for re-appointment at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Lin Dailian
Chairman

Hong Kong
12 April 2021

配售協議所載的先決條件獲達成，且根據配售協議的條款及條件，配售事項已於二零二一年一月十一日完成。根據配售協議的條款及條件，配售股份將由獨家配售代理按竭誠盡力基準配售。配售事項下的配售股份未獲悉數配售。合共85,580,000股配售股份（佔於緊隨配售事項完成後本公司已發行股本約16.7%）已成功配售予不少於六名承配人，配售價為每股配售股份0.35港元。配售事項所得款項淨額（扣除配售事項的佣金及其他開支後）約為29,200,000港元。

有關配售事項的詳情分別載於本公司日期為二零二零年十二月三十日及二零二一年一月十一日的公告。

(ii) 授予購股權

於二零二一年一月二十八日，若干董事及本集團僱員獲授新購股權計劃項下35,671,850份購股權，以認購本公司股本中每股面值0.02港元的普通股。詳情參考同日刊發的公告。

(iii) 出售於聯營公司之投資

於二零二一年三月二十三日，本集團訂立兩份股份轉讓協議以出售聯營公司展炬及榕書之全部權益予各聯營公司之控股股東，代價分別為人民幣15,300,000元及人民幣15,000,000元。

(iv) 獨家代理權 EAR-1 條款之修訂

於二零二一年三月十七日，BXG委任本集團為Level Condominium（「EAR-1」）之獨家代理的任期將由二零二一年三月十七日延長至泰國及中國政府恢復休閒旅遊及取消兩國之間的隔離措施當日起計第四個月底。

核數師

於本公司上屆股東週年大會上，羅申美會計師事務所獲續聘為本公司核數師。

綜合財務報表已由羅申美會計師事務所審核，羅申美會計師事務所將退任，惟合資格並願意於應屆股東週年大會上膺選連任。

代表董事會

林代聯
主席

香港
二零二一年四月十二日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



TO THE SHAREHOLDERS OF
LINK-ASIA INTERNATIONAL MEDTECH GROUP LIMITED
(FORMERLY KNOWN AS “**LINK-ASIA INTERNATIONAL CO. LTD.**”)
(Incorporated in the Cayman Islands with limited liability)

QUALIFIED OPINION

We have audited the consolidated financial statements of Link-Asia International MedTech Group Limited (formerly known as “**Link-Asia International Co. Ltd.**”) (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 137 to 281, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss, consolidated statement of profit or loss and 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.

致環亞國際醫療科技集團有限公司
(前稱「環亞國際實業有限公司」)
(於開曼群島註冊成立的有限公司)
全體股東

保留意見

我們已審核列載於第137至281頁環亞國際醫療科技集團有限公司(前稱「環亞國際實業有限公司」)(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，此綜合財務報表包括於二零二零年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括重要會計政策概要)。

我們認為，除我們於本報告內保留意見基準一節所述事宜之潛在影響外，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」)真實公平地反映 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之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥善編製。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR QUALIFIED OPINION

- (1) Scope limitations on inability to obtain sufficient appropriate audit evidence for a loan to other party and the related interest income and impairment

In March 2020, the Company entered into a loan agreement with a company (“**Company B**”) pursuant to which the Company granted a short-term loan of HK\$16,000,000 to Company B, bearing interest at 10% per annum, unsecured and repayable on 30 June 2020. As indicated in the loan agreement, the purpose of the loan was solely for financing Company B’s operation and market expansion.

Company B failed to make repayment upon maturity. After negotiation, a repayment schedule with monthly instalments was agreed and the maturity date was extended to 31 December 2020 but no repayment was received before end of reporting period. As at 31 December 2020, the aggregate carrying amounts of the loan receivable and interest receivable (before impairment) amounted to approximately HK\$17,944,000. Up to the date of this report, a total amount of HK\$14,881,000 was recovered. Impairment loss of HK\$3,063,000 was recognised for the year ended 31 December 2020.

Management of Company B represented that Company B has been engaging in investing in clinics offering medical cosmetology and reproductive technology services in Southeast Asia. However, Company B and the Company were not able to provide us with sufficient appropriate audit evidence in relation to the existence of Company B’s operations.

Due to the above scope limitations, we were unable to obtain satisfactory audit evidence regarding (i) the business rationale and commercial substance of the purported loan, and (ii) whether the purported loan, the related interest income and impairment had been properly accounted for in the consolidated financial statements of the Group.

保留意見基準

- (1) 無法就向其他人士作出的貸款及相關利息收入以及減值取得足夠適當的審計證據的範圍限制

於二零二零年三月，貴公司與一間公司（「**B公司**」）訂立貸款協議，據此，貴公司向B公司授出短期貸款16,000,000港元，年利率為10%、無抵押及須於二零二零年六月三十日償還。誠如貸款協議所示，貸款的目的僅為B公司的營運及市場擴張融資。

B公司於到期時未能作出還款。經磋商後，雙方協定每月分期還款的還款計劃，到期日延長至二零二零年十二月三十一日，惟於報告期末前並無收到任何還款。於二零二零年十二月三十一日，應收貸款及應收利息的總賬面值（扣除減值前）約為17,944,000港元。直至本報告日期，已收回合共14,881,000港元。截至二零二零年十二月三十一日止年度，已確認減值虧損3,063,000港元。

B公司管理層表示，B公司一直在東南亞投資提供醫療美容及生殖技術服務的診所。然而，B公司及貴公司未能就B公司業務的存在向我們提供足夠適當的審計證據。

由於上述的範圍限制，我們無法獲取有關(i)聲稱貸款的商業理由及商業實質；及(ii)聲稱貸款、相關利息收入及減值是否於貴集團的綜合財務報表妥善入賬的令人信納的審計證據。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Any adjustments found to be necessary in respect of the aforementioned purported loan, had we obtained sufficient appropriate audit evidence, might have a consequential effect on the net assets of the Group as at 31 December 2020, and its loss and cash flows for the year then ended, as well as the presentation and disclosure in the consolidated financial statements. Any adjustments found to be necessary might also have consequential effect on the net assets of the Company as at 31 December 2020 as disclosed in note 41 to the consolidated financial statements.

(2) Scope limitations on inability to obtain sufficient appropriate audit evidence for certain prepayments

During April 2020, the Group has entered into two service contracts with a company (“**Company R**”) for Company R’s provision of services to assist the Group to obtain exclusive sales rights of certain properties in 2 Asian countries. The total prepaid service fees under these two service contracts were HK\$9,500,000 as at end of reporting period.

We were provided with an assessment of the recoverability of the prepayment prepared by the Group’s management based on its value in use. The assessment involved significant management judgements and estimations in relation to the additional costs to be incurred to obtain the exclusive sales rights and the expected sales of the properties. We were not provided with sufficient appropriate audit evidence to support the reasonableness of the assumptions made by management in estimating the recoverable amount of the prepayment. Accordingly, we were unable to determine whether any impairment of the prepaid service fees should be recognised in the consolidated financial statements for the year ended 31 December 2020.

Any adjustments found to be necessary in respect of the possible impairment of the prepaid service fees, had we obtained sufficient appropriate audit evidence, might have a consequential effect on the net assets of the Group as at 31 December 2020 and its loss and cash flows for the year ended, as well as the presentation and disclosure in the consolidated financial statements.

倘若我們取得足夠適當的審計證據，就上述聲稱貸款所作出的任何必要調整可能會對 貴集團於二零二零年十二月三十一日的資產淨值及截至該日止年度的虧損及現金流量以及綜合財務報表的列報及披露產生相應影響。所作出的任何必要調整亦可能會對 貴公司於二零二零年十二月三十一日的資產淨值產生相應影響（如綜合財務報表附註41所披露）。

(2) 無法為若干預付款項取得足夠適當的審計證據的範圍限制

於二零二零年四月，貴集團已與一間公司（「**R公司**」）訂立兩份服務合約，R公司提供有關在兩個亞洲國家協助 貴集團取得若干物業的獨家銷售權的服務。於報告期末時，該兩份服務合約的預付服務費總額為9,500,000港元。

我們獲提供 貴集團管理層根據使用價值編製的預付款項可收回性評估。評估涉及管理層對取得獨家銷售權及預期物業銷售將予產生的額外成本的重大判斷及估計。我們並無獲提供足夠適當的審計證據，以支持管理層於估計預付款項可收回金額時所作出假設的合理性。因此，我們無法釐定是否應於截至二零二零年十二月三十一日止年度綜合財務報表確認預付服務費的任何減值。

倘我們獲得足夠適當的審計證據，證明有必要就預付服務費的可能減值作出任何調整，或會對 貴集團於二零二零年十二月三十一日的資產淨值及其於截至該日止年度的虧損及現金流量以及綜合財務報表的呈報及披露造成相應影響。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

OTHER INFORMATION

The directors are responsible for the Other Information. The Other Information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor’s report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the Other Information, we are required to report that fact. As described in the Basis for Qualified Opinion section above, the scope of our work on a loan receivable and prepayments was limited, accordingly, we are unable to conclude whether or not the Other Information is materially misstated with respect to these matters.

我們已按照香港會計師公會頒佈之香港審計準則（「**香港審計準則**」）進行審核。我們於該等準則下之責任於我們的報告內「核數師就審計綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會之專業會計師道德守則（「**守則**」），我們獨立於貴集團，並已根據守則履行其他道德責任。我們相信，我們所獲得之審計證據可充足和適當地為我們的保留意見提供基礎。

其他資料

董事須對其他資料負責。其他資料包括年報內的所有資料，惟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作出的意見並無涵蓋其他資料，我們亦不對該等其他資料發表任何形式的核證結論。

就我們審計綜合財務報表而言，我們的責任為閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。基於我們已執行的工作，倘若我們認為其他資料存在重大錯誤陳述，我們須報告有關事實。誠如上文保留意見基準一節所述，我們對應收貸款及預付款項的工作範圍有限，因此，我們無法斷定其他資料是否就該等事項存在重大錯誤陳述。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

Key Audit Matter

關鍵審計事項

Impairment of loans to other parties and other receivables

向其他人士作出的貸款及其他應收款項減值

Refer to note 31 and note 32 of the consolidated financial statements.

參閱綜合財務報表附註31及附註32。

Loans to other parties and other receivables represent a significant portion of the Group's assets. A loss allowance for 12-month or lifetime ECL is made on all loans to other parties and other receivables.

向其他人士作出的貸款及其他應收款佔 貴集團資產的重要部分。所有向其他人士作出的貸款及其他應收款均已計提12個月或全期預期信貸虧損的虧損撥備。

As at 31 December 2020, the Group has loans to independent third parties and individual with outstanding principal and accrued interest totaling of approximately HK\$62,430,000 (before impairment). During the year, expected credit loss ("ECL") of HK\$23,471,000 was recognised due to increase in assessed credit risk.

於二零二零年十二月三十一日，貴集團向獨立第三方及個人的未償還本金及應計利息的貸款總額約為62,430,000港元(扣除減值前)。年內，由於評估信貸風險增加，已確認預期信貸虧損(「預期信貸虧損」)為23,471,000港元。

關鍵審計事項

關鍵審計事項為根據我們的專業判斷，認為於我們對本期間之綜合財務報表審計中最為重要之事項。我們在對綜合財務報表整體進行審計並就此達致意見時處理此等事項，而不會就此等事項發表單獨之意見。我們確定之關鍵審計事項為：

How our audit addressed the Key Audit Matter

我們進行審計時如何處理關鍵審計事項

- Evaluating management's assessment of whether there has been a significant increase in credit risk or the credit risk of the financial asset has increased to a point that it is considered credit-impaired since initial recognition of material loans.
評估管理層對初步確認重大貸款以來信貸風險是否顯著增加或金融資產的信貸風險已增加至被視為信貸減值的程度的評估。
- Evaluating the independent external valuer's competence, capabilities and objectivity.
評估獨立外部估值師的資歷、能力及客觀性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter

關鍵審計事項

As at 31 December 2020, the Group has other receivables of approximately HK\$36,203,000 (before impairment). During the year, ECL of HK\$18,165,000 was recognised due to increase in assessed credit risk.

於二零二零年十二月三十一日，貴集團其他應收款項約為36,203,000港元(扣除減值前)。年內，由於評估信貸風險增加，已確認預期信貸虧損為18,165,000港元。

Management is required to exercise significant judgement in determining whether there has been a significant increase in credit risk or the credit risk of the financial asset has increased to a point that it is considered credit-impaired since initial recognition, and in estimating 12-month and lifetime ECL on the loans to other parties and other receivables. Accordingly, this area is considered as a key audit matter.

管理層須作出重大判斷，以釐定自初步確認以來信貸風險是否出現顯著增加或金融資產的信貸風險已增加至被視為信貸減值的程度，以及估計向其他人士作出的貸款及其他應收款的12個月及全期預期信貸虧損。因此，此領域被視為關鍵審計事項。

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.

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

How our audit addressed the Key Audit Matter

我們進行審計時如何處理關鍵審計事項

— With the assistance of our internal valuation specialists: assessing the appropriateness of the impairment models used by management to estimate ECL; comparing the inputs to the models to external data; and assessing the appropriateness of any forward looking adjustments in light of available information about current and forecast future economic conditions.

在我們的內部估值專家的協助下：評估管理層用於估計預期信貸虧損的減值模型的適當性；將模型的輸入數據與外部數據進行比較；及根據有關當前及預測未來經濟狀況的可用資料評估任何前瞻性調整的適當性。

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及按照香港公司條例之披露規定編製真實及公平之綜合財務報表，及落實其認為編製綜合財務報表所必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

審核委員會協助董事履行監督貴集團財務報告流程的責任。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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.

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

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

核數師就審計綜合財務報表須承擔的責任

我們的目標為合理確定此等綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有我們意見的核數師報告。我們僅向全體股東報告我們的意見，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上或承擔任何責任。

合理保證是高層次的保證，惟不能保證根據香港審計準則進行的審計工作總能發現所存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘可合理預期彼等個別或整體影響使用者根據綜合財務報表作出的經濟決定，則被視為重大錯誤陳述。

在根據香港審計準則進行審計的過程中，我們運用專業判斷，並且在整個審計過程中保持專業懷疑態度。我們亦：

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

我們與審核委員會溝通了(其中包括)計劃的審計範圍及時間安排、重大審計發現等事項，包括我們在審計過程中識別的內部監控的任何重大缺失。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通可能合理地被認為會影響我們獨立性的所有關係及其他事宜，以及相關防範措施(如適用)。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Wong Tak Man, Stephen.

從與審核委員會溝通的事項中，我們確定對本期間綜合財務報表的審計最為重要的事項，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中傳達某事項造成的負面後果超過其產生的公眾利益，則我們決定不應在報告中傳達該事項。

本獨立核數師報告的審計項目合夥人是王德文先生。

RSM Hong Kong

Certified Public Accountants
29th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

12 April 2021

羅申美會計師事務所

執業會計師
香港
銅鑼灣
恩平道28號
利園二期29樓

二零二一年四月十二日

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

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue	收入	8	595,023	629,948
Cost of sales	銷售成本		(440,311)	(494,106)
Gross profit	毛利		154,712	135,842
Other income	其他收入	10	12,332	12,391
Other gains and losses	其他收益及虧損	11	(2,327)	3,936
Selling and distribution expenses	銷售及分銷開支		(56,317)	(28,829)
Administrative expenses	行政費用		(178,158)	(179,414)
Impairment losses for loans to other parties, net	向其他人士貸款減值虧損淨額		(23,471)	(54,560)
Impairment losses for trade receivables, net	應收貿易賬款減值虧損淨額		(2,083)	(1,550)
Impairment losses for other receivables	其他應收款項減值虧損		(18,165)	(1,800)
Impairment losses for investments in associates	於聯營公司投資減值虧損	27	(10,281)	-
Impairment losses for intangible assets	無形資產減值虧損		(14,130)	-
Other expenses	其他費用		(14,309)	(42,495)
Loss from operations	經營虧損		(152,197)	(156,479)
Share of losses of associates	應佔聯營公司虧損	27	(12,622)	-
Finance costs	融資成本	12	(4,928)	(6,809)
Loss before tax	除稅前虧損		(169,747)	(163,288)
Income tax expense	所得稅開支	13	(3,323)	(1,300)
Loss for the year from continuing operations	持續經營業務之年度虧損	14	(173,070)	(164,588)
Discontinued operation	已終止經營業務			
Loss for the year from discontinued operation	已終止經營業務之年度虧損	17	-	(14,739)
Loss for the year	年度虧損		(173,070)	(179,327)
Attributable to:	以下各方應佔：			
Owners of the Company	本公司擁有人		(173,052)	(171,735)
Non-controlling interests	非控股權益		(18)	(7,592)
			(173,070)	(179,327)

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

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (re-presented) (經重列)
Loss per share	每股虧損	19		
From continuing and discontinued operations	來自持續及已終止經營業務			
Basic (HK cents per share)	基本(每股港仙)		(46.119)	(57.772)
Diluted (HK cents per share)	攤薄(每股港仙)		不適用	不適用
From continuing operations	來自持續經營業務			
Basic (HK cents per share)	基本(每股港仙)		(46.119)	(55.367)
Diluted (HK cents per share)	攤薄(每股港仙)		不適用	不適用

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

		Note 附註	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		(173,070)	(179,327)
Other comprehensive income:	其他全面收益：			
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益的項目：</i>			
Fair value changes of equity investments at fair value through other comprehensive income ("FVTOCI")	按公平值計入其他全面收益 (「按公平值計入其他全面收益」) 的股權投資公平值變動	28	(12,212)	9,353
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益的項目：</i>			
Exchange differences on translating foreign operations	換算海外業務之匯兌差額		1,200	591
Other comprehensive income for the year, net of tax	年度其他全面收益，扣除稅項		(11,012)	9,944
Total comprehensive income for the year	年度全面收益總額		(184,082)	(169,383)
Attributable to:	以下各方應佔：			
Owners of the Company	本公司擁有人		(184,064)	(161,791)
Non-controlling interests	非控股權益		(18)	(7,592)
			(184,082)	(169,383)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2020 於二零二零年十二月三十一日

		Note 附註	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 assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	20	19,203	32,960
Right-of-use assets	使用權資產	21	48,904	62,520
Investment properties	投資物業	22	30,000	30,000
Investments in associates	於聯營公司的投資	27	12,316	-
Goodwill	商譽	24	-	-
Intangible assets	無形資產	25	35,478	-
Rental deposits	租金按金	31	-	8,659
Loans to other parties	向其他人士提供的貸款	32	-	26,209
Equity investments at FVTOCI	按公平值計入其他全面收益的 股權投資	28	-	9,608
Deferred tax assets	遞延稅項資產	39	-	1,938
Total non-current assets	非流動資產總值		145,901	171,894
Current assets	流動資產			
Inventories	存貨	29	92,651	79,927
Trade receivables	應收貿易賬款	30	165,413	131,052
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	31	46,556	81,113
Loans to other parties	向其他人士提供的貸款	32	38,695	25,115
Amount due from a director	應收一名董事款項		450	-
Equity investments at FVTOCI	按公平值計入其他全面收益的 股權投資	28	-	3,789
Current tax assets	即期稅項資產		82	586
Bank and cash balances	銀行及現金結餘	33	167,657	241,364
Total current assets	流動資產總值		511,504	562,946
TOTAL ASSETS	資產總值		657,405	734,840
EQUITY AND LIABILITIES	權益及負債			
Equity	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	40	8,559	5,945
Reserves	儲備	42	286,903	405,068
			295,462	411,013
Non-controlling interests	非控股權益		472	-
Total equity	權益總額		295,934	411,013

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2020 於二零二零年十二月三十一日

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	36	30,922	33,246
Total non-current liabilities	非流動負債總額		30,922	33,246
Current liabilities	流動負債			
Trade payables	應付貿易賬款	34	87,353	54,422
Accruals and other payables	預提費用及其他應付款項	35	187,266	179,193
Lease liabilities	租賃負債	36	20,677	26,359
Amount due to a director	應付一名董事款項		-	204
Borrowings	借貸	37	18,595	20,558
License rights payable	特許權應付款		8,099	5,968
Product warranty provisions	產品保用撥備	38	4,611	2,059
Current tax liabilities	即期稅項負債		3,948	1,818
Total current liabilities	流動負債總額		330,549	290,581
TOTAL EQUITY AND LIABILITIES	權益及負債總額		657,405	734,840

Approved by the Board of Directors on 12 April 2021 and are signed on its behalf by:

董事會於二零二一年四月十二日批准並由下列人士代為簽署：

Lin Dailian
林代聯

Xia Xiaobing
夏小兵

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	Share premium account	Merger reserve	Foreign currency translation reserve	Contributed surplus	Statutory reserve	Capital reserve	Capital contribution	Equity Investments at FVTOCI reserve	Accumulated losses	Total	Non- controlling interests	Total equity
		股本	股份 溢價賬	合併儲備	匯兌儲備	繳入盈餘	法定儲備	資本儲備	資本出資	按公平價值 計入其他 全面收益的 股權投資 儲備	累計虧損	總計	非控股 權益	權益總值
		(note 40)	(note 42 (b)(i))	(note 42 (b)(ii))	(note 42 (b)(iii))	(note 42 (b)(v))	(note 42 (b)(vi))	(note 42 (b)(vii))	(note 42 (b)(viii))	(note 42 (b)(ix))	(note 42 (b)(x))	(note 42 (b)(xi))	(note 42 (b)(xii))	(note 42 (b)(xiii))
		附註 40	附註 42 (b)(i)	附註 42 (b)(ii)	附註 42 (b)(iii)	附註 42 (b)(v)	附註 42 (b)(vi)	附註 42 (b)(vii)	附註 42 (b)(viii)	附註 42 (b)(ix)	附註 42 (b)(x)	附註 42 (b)(xi)	附註 42 (b)(xii)	附註 42 (b)(xiii)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元	千港元
At 1 January 2019	於二零一九年一月一日	5,945	603,750	3,171	13,953	18,298	2,502	4,275	11,280	(53,861)	(36,509)	572,804	10,028	582,832
Total comprehensive income for the year	年度全面收益總額	-	-	-	591	-	-	-	-	9,353	(171,735)	(161,791)	(7,592)	(169,383)
Disposal of equity investments	出售股權投資	-	-	-	-	-	-	-	-	7,949	(7,949)	-	-	-
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	-	-	(2,436)	(2,436)
Changes in equity for the year	年度權益變動	-	-	-	591	-	-	-	-	17,302	(179,684)	(161,791)	(10,028)	(171,819)
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	5,945	603,750	3,171	14,544	18,298	2,502	4,275	11,280	(36,559)	(216,193)	411,013	-	411,013
Total comprehensive income for the year	年度全面收益總額	-	-	-	1,200	-	-	-	-	(12,212)	(173,052)	(184,064)	(18)	(184,082)
Issuance of placing shares (note 40(a))	發行配售股份(附註 40(a))	1,189	40,324	-	-	-	-	-	-	-	-	41,513	-	41,513
Issuance of consideration shares (note 40(c))	發行代價股份(附註 40(c))	1,425	25,575	-	-	-	-	-	-	-	-	27,000	-	27,000
Capital injection from a non-controlling interest	非控股權益注資	-	-	-	-	-	-	-	-	-	-	-	490	490
Disposal of equity investments	出售股權投資	-	-	-	-	-	-	-	-	48,771	(48,771)	-	-	-
Changes in equity for the year	年度權益變動	2,614	65,899	-	1,200	-	-	-	-	36,559	(221,823)	(115,551)	472	(115,079)
At 31 December 2020	於二零二零年十二月三十一日	8,559	669,649	3,171	15,744	18,298	2,502	4,275	11,280	-	(438,016)	295,462	472	295,934

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
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動現金流量		
Loss before tax	除稅前虧損		
Continuing operations	持續經營業務	(169,747)	(163,288)
Discontinuing operations	已終止經營業務	-	(15,025)
		(169,747)	(178,313)
Adjustments for:	調整：		
Impairment losses for trade receivables, net	應收貿易賬款減值虧損淨額	2,083	1,550
Impairment losses for other receivables	其他應收款項減值虧損	265	1,800
Impairment losses for other deposits	其他按金減值虧損	17,900	-
Impairment losses for loans to other parties, net	向其他人士貸款之減值虧損淨額	23,471	54,560
Impairment losses for investments in associates	於聯營公司投資減值虧損	10,281	-
Impairment losses for intangible assets	無形資產減值虧損	14,130	-
Allowance on inventories, net	存貨撥備淨額	1,874	4,218
Amortisation of intangible assets	無形資產攤銷	2,392	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	17,714	24,890
Depreciation of right-of-use assets	使用權資產折舊	28,189	32,461
Finance costs	融資成本	4,928	6,809
Share of losses of associates	應佔聯營公司虧損	12,622	-
Gain on disposal of subsidiaries	出售附屬公司收益	-	(754)
Gain on modification of tenancy agreement	修訂租賃協議之收益	-	(6)
Gain on derecognition of financial liabilities	取消確認金融負債之收益	(873)	-
Gain on bargain purchase of a subsidiary	議價收購附屬公司之收益	(69)	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	363	2,178
Loss on disposal of subsidiaries	出售附屬公司之虧損	-	19,193
Interest income on loans to other parties	向其他人士貸款之利息收入	(5,665)	(7,105)
Bank interest income and bank fixed deposit interest income	銀行利息收入及銀行定期存款利息收入	(956)	(1,239)
License rights payment	特許權付款	2,712	2,713
Provision on product warranty	產品保用撥備	4,611	2,059

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

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Operating loss before working capital changes	營運資金變動前經營虧損		(33,775)	(34,986)
Payment of license fee payables	特許權應付款		(581)	(853)
(Increase)/decrease in inventories	存貨(增加)/減少		(14,575)	28,417
(Increase)/decrease in trade receivables	應收貿易賬款(增加)/減少		(36,444)	11,553
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少/(增加)		27,551	(13,007)
Increase in amount due from directors	應收董事款項增加		(450)	-
Decrease in amount due from a related company	應收一間關連公司款項減少		-	1,274
Increase in loan to a non-controlling shareholder of a subsidiary	向一間附屬公司之一名非控股股東貸款增加		-	(412)
(Decrease)/increase in amount due to a director	應付一名董事款項(減少)/增加		(204)	204
Increase/(decrease) in trade payables	應付貿易賬款增加/(減少)		32,931	(21,791)
Increase/(decrease) in accruals and other payables	預提費用及其他應付款項增加/(減少)		15,132	(22,416)
Decrease in product warranty provisions	產品保用撥備減少		(2,059)	(2,498)
Cash used in operations	經營所用現金		(12,474)	(54,515)
Cash used in operations	經營所用現金		(12,474)	(54,515)
Income tax refund/(paid)	已退回/(支付)所得稅		1,144	(4,982)
Finance costs paid	已支付融資成本		(1,400)	(2,419)
Interest on lease liabilities	租賃負債利息	43(f)	(3,266)	(474)
Net cash used in operating activities	經營活動所用現金淨額		(15,996)	(62,390)

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
	Note 附註			
CASH FLOWS FROM INVESTING ACTIVITIES		投資活動現金流量		
Decrease in cash in margin account of brokerage firms		經紀行保證金賬戶之現金減少	33	14,026
Acquisition of subsidiaries	43(a)	收購附屬公司	69	-
Disposal of subsidiaries		出售附屬公司	-	(2,381)
Acquisition of associates		收購聯營公司	(35,662)	-
Decrease in pledged bank deposits		已抵押銀行存款減少	-	1,250
Bank interest received		已收銀行利息	956	1,239
Loans to other parties	32(ii)&(iv)	向其他人士貸款	(31,000)	(26,000)
Purchase of equity investments at FVTOCI		購置按公平值計入其他全面收益的股權投資	(37,177)	(9,852)
Proceeds from disposal of equity investments at FVTOCI		出售按公平值計入其他全面收益的股權投資之所得款項	38,362	32,995
Prepaid intermediate fees for acquiring exclusive agency rights for potential real estate projects	31(iii)	就取得潛在房地產項目獨家代理權預付中介費	(9,500)	-
Deposit paid for service to obtain exclusive agency right of a real estate project in Thailand	31(vii)	就取得泰國房地產項目獨家代理權已付服務按金	(18,000)	-
Refundable deposit paid for exclusive agency right		支付獨家代理權之可退還訂金	-	(1,500)
Purchases of property, plant and equipment	20	購置物業、廠房及設備	(3,312)	(9,204)
Net cash (used in)/generated from investing activities		投資活動(所用)/所得現金淨額	(95,231)	573

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

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量			
Net proceeds from issue of shares	發行股份所得款項淨額	40(a)	41,513	-
Principal elements of lease payments	租賃付款本金部分	43(f)	(24,184)	(37,628)
Borrowings raised	籌集借款		17,840	-
Net cash generated from/(used in) financing activities	融資活動所得/(所用) 現金淨額		35,169	(37,628)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額		(76,058)	(99,445)
Effect of foreign exchange rate changes	匯率變動影響		2,384	626
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日的現金及現金 等價物		241,331	340,150
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於十二月三十一日的現金及 現金等價物	33	167,657	241,331

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

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 18 May 2010. The address of its registered office is Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and principal place of business is 16/F., Three Exchange Square, 8 Connaught Place, Central, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 26 to the consolidated financial statements.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). HKFRSs comprise Hong Kong Financial Reporting Standards ("**HKFRS**"); Hong Kong Accounting Standards ("**HKAS**"); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed in note 4.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

1. 一般資料

本公司於二零一零年五月十八日根據公司法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Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands，主要營業地點則為香港中環康樂廣場8號交易廣場第三期16樓。本公司股份在香港聯合交易所有限公司（「聯交所」）主板上市。

本公司為投資控股公司，其附屬公司的主營業務載於綜合財務報表附註26。

2. 編製基準

該等綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」）編製。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋。該等綜合財務報表亦符合聯交所證券上市規則（「上市規則」）的適用披露條文及香港公司條例（第622章）的披露規定。本集團採納之重要會計政策於附註4披露。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，該等準則於本集團本會計期間首次生效或可供提早採納。在與本集團有關之範圍內首次應用此等新訂及經修訂之準則所引致當前及過往會計期間之會計政策的任何變更，已於此等綜合財務報表內反映，有關資料載列於附註3。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

(a) Application of new and revised HKFRSs

The Group has applied the Amendments to Reference to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the consolidated financial statements:

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

In addition, the Group has early applied the Amendments to HKFRS 16, COVID-19 Related Rent Concessions.

Except as described below, the application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current year had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Amendments to HKAS 1 and HKAS 8 Definition of Material

The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments had no impact on the consolidated financial statements.

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

本集團於編製綜合財務報表時，已首次應用於二零二零年一月一日或之後開始的年度期間強制生效的香港財務報告準則中對概念框架之提述(修訂本)及由香港會計師公會頒佈的下列香港財務報告準則(修訂本)：

香港會計準則第1號及香港會計準則第8號(修訂本)	重大的定義
香港財務報告準則第3號(修訂本)	業務的定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革

此外，本集團已提早應用香港財務報告準則第16號(修訂本)，COVID-19相關租金寬減。

除下文所述者外，於本年度應用香港財務報告準則中對概念框架之提述(修訂本)及香港財務報告準則(修訂本)對本集團當前及過往年度的財務狀況及表現及/或該等綜合財務報表所載的披露事項並無重大影響。

香港會計準則第1號及香港會計準則第8號(修訂本)重大的定義

修訂本為重大提供新的定義，列明「倘遺漏、錯誤陳述或隱瞞資料可以合理預期會影響一般用途財務報表的主要使用者基於該等提供有關特定報告實體之財務資料的財務報表作出之決策，則該資料屬重大」。修訂本亦釐清在整體財務報表的範圍內，重要性取決於資料的性質或幅度(單獨或與其他資料結合使用)。

應用該等修訂本對綜合財務報表並無影響。

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

(a) Application of new and revised HKFRSs (Continued)

Amendments to HKFRS 3 Definition of a Business

The amendments clarify the definition of a business and provide further guidance on how to determine whether a transaction represents a business combination. In addition, the amendments introduce an optional “concentration test” that permits a simplified assessment of whether an acquired set of activities and assets is an asset rather than business acquisition, when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The Group has applied the amendments prospectively to transactions for which the acquisition date is on or after 1 January 2020. The application of the amendments had no impact on the consolidated financial statements as similar conclusion would have been reached without applying the optional concentration test.

Amendment to HKFRS 16, COVID-19-Related Rent Concessions

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

The Group has elected to early adopt the amendments and applies the practical expedient to all qualifying COVID-19 Related Rent Concessions granted to the Group during the year. Consequently, rent concessions received have been accounted for as negative variable lease payments recognised in profit or loss in the period in which the event or condition that triggers those payments occurred (see note 21). There is no impact on the opening balance of equity at 1 January 2020.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第3號(修訂本)業務的定義

該修訂本釐清業務的定義，並就如何確定一項交易應否界定為業務合併提供進一步指引。此外，該修訂本引入選擇性「集中度測試」，倘所收購總資產之所有公平值實質上集中在單一可識別資產或一組類似可識別資產時，允許使用簡化法評估所收購之一組活動及資產是否屬資產而非業務收購。

本集團已對收購日期為二零二零年一月一日或之後的交易提前應用該修訂本。應用該修訂本對綜合財務報表並無影響，因為在並無應用選擇性集中度測試的情況下會得出類似的結論。

香港財務報告準則第16號(修訂本)COVID-19相關租金寬減

該修訂本提供一項可行權宜方法，允許承租人就COVID-19疫情而直接發生的某些符合要求的租金寬減(「**COVID-19 相關租金寬減**」)不再評估是否為租賃修改，並將該等租金寬免視同非租賃修改之方式入賬。

本集團已選擇提早採納該修訂本並於年內對本集團獲授的所有符合要求的COVID-19相關租金寬減應用可行權宜方法。因此，已獲取的租金寬減在觸發該等付款的事件或條件發生(見附註21)之期間作為於損益中確認的負債可變租賃付款列賬。此舉對二零二零年一月一日之期初權益結餘並無影響。

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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)

(b) New and revised HKFRSs in issue but not yet effective

Other than the amendments to HKFRS 16, COVID-19 Related Rent Concessions, the Group has not applied any new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2020. These new and revised HKFRSs include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

除香港財務報告準則第16號(修訂本)COVID-19相關租金寬減以外，本集團並無就始於二零二零年一月一日的財政年度應用已頒佈但尚未生效的任何新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括可能與本集團相關的以下各項。

Effective for accounting periods beginning on or after
於以下日期或之後開始的會計期間生效

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 Interest Rate Benchmark Reform – Phase 2 香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號(修訂本)利率基準改革 – 第2階段	1 January 2021 二零二一年一月一日
Amendments to HKFRS 3 Reference to the Conceptual Framework 香港財務報告準則第3號(修訂本)對概念框架之提述	1 January 2022 二零二二年一月一日
Amendments to HKAS 16 Property, plant and equipment: proceeds before intended use 香港會計準則第16號(修訂本)物業、廠房及設備：擬定用途前之所得款項	1 January 2022 二零二二年一月一日
Amendments to HKAS 37 Onerous contracts – cost of fulfilling a contract 香港會計準則第37號(修訂本)虧損性合約 – 履行合約之成本	1 January 2022 二零二二年一月一日
Annual Improvements to HKFRSs 2018–2020 Cycle 二零一八年至二零二零年週期香港財務報告準則之年度改進	1 January 2022 二零二二年一月一日
Amendments to HKAS 1 Classification of liabilities as current or non-current 香港會計準則第1號(修訂本)負債分類為流動或非流動	1 January 2023 二零二三年一月一日

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

本集團現正評估該等修訂本及新訂準則於首次應用期間的預期影響。迄今為止，本集團的結論為採納該等修訂本及新準則不太可能對綜合財務報表產生顯著影響。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. investment properties and certain financial instruments that are measured at fair value).

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

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

(a) 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. A potential voting right is considered only if the holder has the practical ability to exercise that right.

4. 重要會計政策

此等綜合財務報表乃根據歷史成本慣例編製，惟下文的會計政策另有說明者（如按公平值計量之投資物業及若干金融工具）除外。

編製符合香港財務報告準則之財務報表需使用若干主要會計估計，亦需要管理層於應用本集團會計政策之過程中作出判斷。涉及較高層次判斷或複雜性之範疇，或對綜合財務報表屬重大之假設及估計之範疇，於附註5披露。

編製該等綜合財務報表時所應用之重要會計政策載述如下。

(a) 綜合賬目

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之財務報表。附屬公司乃本集團對其擁有控制權之實體。當本集團通過參與實體業務而享有或有權享有浮動回報，並有能力通過對實體之權力而影響該等回報時，即對該實體具有控制權。當本集團擁有令其目前能夠指揮相關活動（即對實體回報造成重大影響之活動）之現有權利時，本集團即對實體擁有權力。

在評估控制權時，本集團會考慮其潛在投票權以及由其他各方持有之潛在投票權。僅於持有人有實際能力行使潛在投票權時方會考慮該等權利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

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

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

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.

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 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 owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

4. 重要會計政策(續)

(a) 綜合賬目(續)

附屬公司自控制權轉入本集團的日期起綜合計算。彼等於控制權終止的日期起不再綜合入賬。

出售附屬公司(導致失去控制權之情況下)之損益乃指(i)出售代價公平值連同於該附屬公司之任何保留投資之公平值與(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之任何餘下商譽以及任何累計匯兌儲備兩者間之差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非有關交易提供證據證明已轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已在需要時作修改，確保其與本集團採納之政策一致。

非控股權益指並非直接或間接歸屬於本公司之附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表之權益內列賬。於綜合損益表及綜合損益及其他全面收益表內，非控股權益呈列為年度溢利或虧損及全面收益總額在非控股股東與本公司擁有人之間的分配。

溢利或虧損及其他全面收益各組成部份歸屬於本公司擁有人及非控股股東，即使導致非控股權益結餘出現虧絀。

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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)

(a) Consolidation (Continued)

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 owners of the Company.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(b) Business combination (other than under common control) and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The consideration transferred in a business combination is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and any 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.

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

4. 重要會計政策(續)

(a) 綜合賬目(續)

本公司於附屬公司之所有權權益之變動(不會導致失去控制權)作為權益交易入賬(即與擁有人(以彼等之擁有人身份)進行交易)。控股及非控股權益之賬面值經調整以反映其於該附屬公司相關權益之變動。非控股權益經調整之金額與已付或已收代價公平值之間之任何差額須直接於權益內確認並歸屬於本公司擁有人。

於本公司之財務狀況表中，於附屬公司之投資按成本減減值虧損列賬，惟投資分類為持作銷售(或計入分類為持作銷售之出售組別)則除外。

(b) 業務合併(共同控制者除外)及商譽

本集團採用收購法為業務合併時收購附屬公司列賬。於業務合併時轉讓的代價乃按所獲資產於收購日期之公平值、所發行之權益工具及所產生之負債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獲服務期間確認為開支。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平值計量。

所轉讓代價超出本集團應佔附屬公司可識別資產及負債之公平值淨額之差額乃列作商譽。本集團分佔可識別資產及負債之公平值淨額超出所轉讓代價金額之差額乃於綜合損益內確認為本集團應佔議價收購之收益。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Business combination (other than under common control) and goodwill (Continued)

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 sum of the consideration transferred in a business combination to calculate the goodwill.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs") or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually, or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to its recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

4. 重要會計政策(續)

(b) 業務合併(共同控制者除外)及商譽(續)

對於分階段進行之業務合併，先前已持有之附屬公司之權益乃按收購日期之公平值重新計量，而由此產生之損益於綜合損益內確認。公平值會加入至業務合併時所轉讓的代價金額以計算商譽。

於附屬公司之非控股權益初步按非控股股東分佔該附屬公司於收購當日之可識別資產及負債之公平值淨額之比例計算。

初步確認後，商譽按成本減累計減值虧損計量。就減值測試而言，於業務合併時收購之商譽分配至預期將從該業務合併的協同效應中受惠之各現金產生單位(「現金產生單位」)或現金產生單位組別。獲分配商譽的各單位或單位組別為本集團就內部管理目的監控商譽的最低級別。倘發生事件或變化的情況表明有潛在減值的跡象，則會每年或更頻繁地進行商譽減值審閱。包含商譽的現金產生單位賬面值與其可收回金額比較，可收回金額為使用價值與公平值減出售成本之較高者。任何減值即時確認為支出且不會於後續撥回。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of the investment over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill which is included in the carrying amount of the investment. Any excess of the Group'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.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

4. 重要會計政策(續)

(c) 聯營公司

聯營公司為本集團對其有重大影響力的實體。重大影響力乃於有關實體的財務及營運政策的決策擁有參與權而非控制或共同控制權。包括其他實體擁有的潛在投票權在內的現時可行使或可兌換的潛在投票權的存在及影響將於評估本集團有否重大影響時予以考慮。在評估一項潛在投票權有否重大影響時，不會考慮擁有者於可行使或可兌換的意圖及財務能力。

於聯營公司的投資乃採用權益法於綜合財務報表列賬，並按成本作出初步確認。所收購聯營公司的可識別資產及負債乃按其於收購當日的公平值計算。倘投資成本超出本集團攤分聯營公司的可識別資產及負債的公平淨值，則差額將以商譽(計入投資的賬面值)列賬。倘本集團攤分可識別資產及負債的公平淨值高於收購成本，則有關差額將於綜合損益內確認。

本集團評估是否有客觀證據顯示於聯營公司的權益可能出現減值。當存在任何客觀證據時，投資的全部賬面值(包括商譽)根據香港會計準則第36號作為單一資產進行減值測試，方法是將其可收回金額(使用價值及公平值減出售成本(以較高者為準))與賬面值比較。已確認的任何減值虧損不會分配至任何資產(包括商譽)，而該等資產為投資賬面值的一部分。任何減值虧損的撥回均根據香港會計準則第36號確認，惟須以投資的可收回金額隨後增加為限。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Associates (Continued)

The Group's share of an associate's post-acquisition profits or losses and other comprehensive income is recognised in consolidated statement of profit or loss and other comprehensive income. When the Group's share of losses in an associate equals or exceeds its interest in the associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's entire carrying amount of that associate (including goodwill) and any related accumulated foreign currency translation reserve. If an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

4. 重要會計政策(續)

(c) 聯營公司(續)

本集團應佔聯營公司收購後溢利或虧損及其他全面收益於綜合損益及其他全面收益表內確認。倘本集團應佔聯營公司虧損等於或多於其於聯營公司的權益(包括實質上構成本集團於聯營公司淨投資一部分的長期權益)，則本集團不會進一步確認虧損，除非其已產生責任或代表聯營公司付款。倘聯營公司其後報收溢利，則本集團僅於其應佔溢利等於其應佔未確認的虧損後恢復確認其應佔的該等溢利。

出售聯營公司而導致失去重大影響的收益或虧損乃指(i)出售代價公平值連同於該聯營附屬公司任何保留投資公平值與(ii)本集團於該聯營公司的全部賬面值(包括商譽)以及任何相關累計匯兌儲備兩者間差額。倘於一間聯營公司的投資成為於一間合營企業的投資，本集團繼續採用權益法而不重新計量保留權益。

對銷本集團與其聯營公司間交易的未變現溢利乃以本集團於聯營公司的權益為限，而未變現虧損則僅會於交易有證據顯示所轉讓的資產出現減值時方予以對銷。聯營公司的會計政策已於有需要時作出變動，以確保與本集團所採納的政策貫徹一致。

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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)

(d) 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 Hong Kong dollars (“**HK\$**”), which is the Company's functional and presentation currency.

(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 value 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. 重要會計政策(續)

(d) 外幣換算

(i) 功能及呈列貨幣

納入本集團各實體財務報表的項目乃按實體經營業務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(「**港元**」)呈列。港元是本公司的功能及呈列貨幣。

(ii) 於各實體財務報表之交易及結餘

以外幣進行之交易乃於初步確認時採用交易當日之適用匯率換算為功能貨幣。以外幣計值之貨幣資產及負債乃採用各報告期末之匯率換算。因此項換算政策導致之收益及虧損於損益確認。

按公平值計量及以外幣計值之非貨幣項目乃按釐定公平值當日之匯率換算。

當非貨幣項目之收益或虧損於其他全面收益確認時，該收益或虧損之任何匯兌部份於其他全面收益內確認。當非貨幣項目之收益或虧損於損益確認時，該收益或虧損之任何匯兌部份於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Foreign currency translation (Continued)

(iii) Translation on consolidation

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

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (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 other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

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

4. 重要會計政策(續)

(d) 外幣換算(續)

(iii) 綜合賬目時換算

當本集團所有實體之功能貨幣與本公司之呈列貨幣不同時，其業績及財務狀況乃按下列方式換算為本公司之呈列貨幣：

- 於各財務狀況表呈列之資產及負債按該財務狀況表日期之收市匯率換算；
- 收入及開支乃按期內平均匯率換算(除非此項平均值並不能合理地接近於交易日期之適用匯率之累計影響，在此情況下，收入及開支則按交易日期之匯率換算)；及
- 所有因此而產生之匯兌差額乃於其他全面收益確認並於匯兌儲備累計。

於綜合賬目時，因換算構成部分海外實體投資淨額的貨幣項目產生之匯兌差額於其他全面收益確認及於匯兌儲備累計。當出售海外業務時，該等匯兌差額於綜合損益內重新分類為出售收益或虧損之一部分。

因收購海外實體而產生之商譽及公平值調整，均視作該海外實體之資產及負債，並按收市匯率換算。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Property, plant and equipment

Property, plant and equipment are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

Leasehold improvements	Over the lease term or 20%-25%
Plant, machinery, moulds and tools	10%-50%
Furniture and equipment	10%-20%
Motor vehicles	18%-33 $\frac{1}{3}$ %

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, 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. 重要會計政策(續)

(e) 物業、廠房及設備

物業、廠房及設備乃持作生產、供應貨物或服務或者行政用途。物業、廠房及設備乃於綜合財務狀況表內按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

其後產生之成本僅於與該項目有關之未來經濟利益可能會流入本集團，而該項目之成本能可靠地計量時，方會列入資產之賬面值或確認為一項獨立資產(如適用)。所有其他維修及保養費用於產生期間於損益內確認。

物業、廠房及設備按其估計可使用年期以直線法，按足以撇銷其成本減去其剩餘價值之折舊率計算折舊。所採用之主要年折舊率如下：

租賃改善工程	按租期或 20%-25%
廠房、機器、 模具及工具	10%-50%
傢俬及設備	10%-20%
汽車	18%-33 $\frac{1}{3}$ %

剩餘價值、可使用年期及折舊方法乃於各報告期末審閱及調整(如適用)，估計任何變動的影響按前瞻基準入賬。

出售物業、廠房及設備之收益或虧損指銷售所得款項淨額與有關資產賬面值之差額，並於損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Investment properties

Investment properties are land and/or building held to earn rentals and/or for capital appreciation. An owned 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. 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.

An investment property is derecognised upon disposal or when the investment property is withdrawn from use. Any 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. Rental income from investment properties is accounted for as described in note 4(t).

(g) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

4. 重要會計政策(續)

(f) 投資物業

投資物業乃為賺取租金及／或資本增值而持有之土地及／或樓宇。自置投資物業初步按成本(包括物業應佔之所有直接成本)計量。

首次確認後，投資物業按公平值列賬。投資物業公平值變動所產生之收益或虧損於產生期間在損益確認。

出售投資物業之收益或虧損乃銷售所得款項淨額與該物業之賬面值兩者之差額，並於損益內確認。

出售投資物業或投資物業撤回使用時，終止確認該投資物業。出售投資物業之損益乃出售所得款項淨額與該物業之賬面值兩者之差額，於損益內確認。投資物業之租金收入乃按附註4(t)所述入賬。

(g) 租賃

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。倘客戶有權主導可識別的資產的使用及從該使用中獲取絕大部份經濟收益，則表示控制權已轉讓。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Leases (Continued)

The Group as a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses, except for the right-of-use assets that meet the definition of investment property are carried at fair value in accordance with note 4(f).

4. 重要會計政策(續)

(g) 租賃(續)

本集團作為承租人

倘合約包含租賃部分及非租賃部分，本集團已選擇不區分非租賃部分，並將各租賃部分及任何相關非租賃部分視作為所有租賃的單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或更短的短期租賃除外。與該等不作資本化租賃相關的租賃款項在租期內按系統基準確認為開支。

當將租賃資本化時，租賃負債初步按租期內應付租賃款項的現值確認，並使用租賃中隱含的利率或(倘該利率不可直接釐定)使用相關的增量借貸利率貼現。初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。不取決於指數或利率的可變租賃付款並不計入租賃負債的計量，故於其產生的會計期間自損益扣除。

將租賃資本化時所確認之使用權資產初始按成本計量，其中包括租賃負債之初始金額，加於開始日期或之前支付之任何租賃款項，以及所產生之任何初始直接成本。在適用情況下，使用權資產之成本亦包括拆除及移除相關資產或恢復相關資產或其所在地點之成本估算，並貼現至其現值及扣減任何租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬，惟根據附註4(f)符合投資物業定義之使用權資產則按公平值列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Leases (Continued)

The Group as a lessee (Continued)

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

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

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

4. 重要會計政策(續)

(g) 租賃(續)

本集團作為承租人(續)

本集團已合理地確定可於租期結束時取得相關租賃資產所有權的使用權資產由開始日期起至可使用年期結束止計提折舊。在其他情況下，使用權資產按直線法於其估計可使用年期及租期(以較短者為準)內計提折舊。

已付的可退回租金按金乃根據香港財務報告準則第9號計算，並初步按公平值計量。初步確認公平值的調整被視為額外租賃款項，並計入使用權資產的成本內。

當未來租賃款項因指數或比率的變化而發生改變，或本集團剩餘價值擔保下預計應付的金額估計發生變化，或當重新評估本集團是否將合理確定行使購買、延長或終止選擇權而產生變動，則會重新計量租賃負債。當租賃負債以此方式重新計量，對使用權資產的賬面值作出相應調整，或倘若使用權資產的賬面值已經減至零，則記入損益。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Leases (Continued)

The Group as a lessee (Continued)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract (“**lease modification**”) that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16. In such cases, the group took advantage of the practical expedient set out in paragraph 46A of HKFRS 16 and recognised the change in consideration as if it were not a lease modification.

The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

(h) Intangible assets acquired separately

(i) Intangible assets with defined useful lives — license rights and customer relationship

License rights and customer relationship are state at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives as follows:

License rights	Over the license period
Customer relationship	3–6 years

4. 重要會計政策(續)

(g) 租賃(續)

本集團作為承租人(續)

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化(「**租賃修改**」)，且未作為單獨的租賃入賬時，則亦要重新計量租賃負債。在該情況下，租賃負債根據經修訂的租賃付款及租賃期限，使用經修訂的貼現率在修改生效日期重新計量。唯一的例外是因COVID-19疫情而直接產生的任何租金減免，且符合香港財務報告準則第16號第46B段所載的條件。在該等情況下，本集團利用香港財務報告準則第16號第46A段所載的實際權宜方法，確認代價變動，猶如其並非租賃修改。

本集團作為出租人

倘本集團為出租人，其於租賃初始階段釐定一項租賃為融資租賃或經營租賃。倘租賃轉移相關資產的所有權附帶的絕大部分所有風險及回報，則該租賃應分類為融資租賃。倘不屬於該情況，則該租賃被分類為經營租賃。

(h) 個別收購的無形資產

(i) 具有限可使用年期的無形資產 — 特許權及客戶關係

特許權及客戶關係按成本減累計攤銷及減值虧損列示。攤銷按直線法於其估計可使用年期內計算如下：

特許權	特許有效期內
客戶關係	3–6年

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Intangible assets acquired separately (Continued)

(ii) Intangible assets with defined useful lives – exclusive agency rights for real estate projects

The exclusive agency rights represent exclusive right to sell certain properties in Thailand within agreed agency periods:

Exclusive agency rights 獨家代理權	Agency Period 代理期	Number of units 單位數量
Level Condominium ("EAR-1")	from 1 January 2020 to 17 March 2021, and further extended from 17 March 2021 to end of 4th (fourth) months from the date on which the government of Thailand and China resume the leisure travel and cancel the quarantine arrangement between both countries	228 apartments (both furnished and without decoration)
Level Condominium ("獨家代理權-1")	於二零二零年一月一日至二零二一年 三月十七日，及進一步由二零二一年 三月十七日延長至中泰兩國政府恢復 休閒旅遊並取消兩國之間的檢疫安排 當日起的第4(四)個月結束時	228套公寓 (帶家具或不含裝修)
LA VIE ("EAR-2")	for a remaining term of not less than 12 months from 18 August 2020, and may be renewed or extend for a further 6 months	77 villas planned to be constructed
LA VIE ("獨家代理權-2")	自二零二零年八月十八日起計，剩餘期限 不少於12個月，並可續期或延長6個月	規劃建設的77棟別墅

The exclusive agency rights are stated at cost less accumulated amortisation and impairment losses.

The initial cost includes payments made to project owner or property developer for the acquisition of exclusive agency rights.

4. 重要會計政策(續)

(h) 個別收購的無形資產(續)

(ii) 具有限可使用年期的無形資產 – 房地產項目的獨家代理權

獨家代理權是在協定的代理期內在泰國出售若干物業的獨家權利：

獨家代理權按成本減累計攤銷及減值虧損列賬。

初始成本包括為獲得獨家代理權而支付予項目所有者或物業開發商的款項。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Intangible assets acquired separately (Continued)

(ii) Intangible assets with defined useful lives – exclusive agency rights for real estate projects (Continued)

The amortisation of exclusive agency rights is calculated by the number of units sold during the period over the total number of units granted, after taking into consideration of any residual value. The residual value of exclusive agency right is the estimated amount that the Group would currently obtain from disposal of the asset, after deducting the estimated costs of disposal, if the assets were already of the age and in the condition expected at the end of its useful life.

At each financial reporting period end, the management will review the forecast of units sold over the remaining agency period and the estimation of residual value, and consider whether it is necessary to adjust the amortised cost shared by each unit.

(i) Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from the Group's product development activity is recognised only if all of the following conditions are met:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Management intends to complete the intangible asset and use or sell it;
- There is ability to use or sell the intangible asset;

4. 重要會計政策(續)

(h) 個別收購的無形資產(續)

(ii) 具有限可使用年期的無形資產 – 房地產項目的獨家代理權(續)

獨家代理權的攤銷乃根據期內售出的單位數量除以獲授的單位總數計算，並已考慮任何殘值。獨家代理權的剩餘價值為倘資產已老化及預計可使用年期將結束，本集團出售資產現時可取得之估計金額(扣除出售估計成本後)。

於各財務報告期末，管理層將審閱對剩餘代理期內售出的單位的預測及對殘值的估計，並考慮是否有必要調整每個單位應分攤的攤銷成本。

(i) 研究及開發支出

研究活動之支出於產生期間內確認為開支。本集團之產品開發活動所產生之內部產生無形資產僅於符合下列所有條件下，方獲確認：

- 完成該無形資產於技術上屬可行，以致其可供使用或銷售；
- 管理層有意完成該無形資產並使用或出售；
- 有能力使用或出售該無形資產；

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Research and development expenditure (Continued)

- It can be demonstrated how the intangible asset will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available;
- The expenditure attributable to the intangible asset during its development can be reliably measured.

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

(j) Inventories

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

4. 重要會計政策(續)

(i) 研究及開發支出(續)

- 能夠證明無形資產如何將產生可能之未來經濟利益；
- 有足夠的技術、財務和其他資源以完成開發並使用或出售該無形資產；
- 無形資產在開發期內應佔之支出能夠可靠地計量。

內部產生無形資產以成本減累計攤銷及減值虧損列賬。攤銷乃按其估計可使用年期以直線法計算。當並無內部產生無形資產可予確認時，開發支出於產生期間內於損益中確認。

(j) 存貨

存貨按成本與可變現淨值兩者中之較低者列賬。成本以先進先出基準釐定。製成品及半成品之成本包括原材料、直接人工及適當比例之所有生產間接成本，及外判費用(如適用)。可變現淨值乃於日常業務過程中之估計售價減估計完成成本及估計出售時所需之費用。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Recognition and derecognition of financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Group derecognises financial liabilities when, and only when, the Group’s obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

4. 重要會計政策(續)

(k) 確認及終止確認金融工具

金融資產及金融負債在本集團實體成為工具合約條文之訂約方時，於綜合財務狀況表內確認。

金融資產及金融負債初步按公平值計量。於初步確認時，收購或發行金融資產及金融負債而直接應佔的交易成本(按公平值計入損益(「按公平值計入損益」)的金融資產及金融負債除外)會按適用情況加入或扣減自該等金融資產或金融負債的公平值。直接自收購按公平值計入損益的金融資產或金融負債產生之交易成本即時於損益中確認。

本集團僅在從資產收取現金流量之合約權利到期，或在本集團將金融資產及該資產擁有權之絕大部分風險及回報轉讓予另一實體的情況下，方終止確認金融資產。倘本集團既無轉移亦無保留擁有權的絕大部分風險及回報並繼續控制已轉讓資產，則本集團會確認其於該資產的保留權益及可能需要支付的相關負債款項。倘本集團保留已轉讓金融資產擁有權的絕大部份風險及回報，本集團繼續確認金融資產，亦就已收取的所得款項確認有抵押借款。

本集團僅在本集團的責任獲解除、取消或到期時終止確認金融負債。終止確認之金融負債之賬面值與已付及應付代價之間的差額(包括任何已轉移非現金資產或已承擔負債)於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Recognition and derecognition of financial instruments (Continued)

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

(l) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

4. 重要會計政策(續)

(k) 確認及終止確認金融工具(續)

當有可合法強制執行權利可抵銷已確認金額，並有意按淨額基準結算或同時變現資產及結算負債時，金融資產與負債可互相抵銷，並在資產負債表呈報其淨額。可合法強制執行權利不得取決於未來事件而定，且須在一般業務過程中以及在有關公司或對手方一旦出現拖欠還款、無力償債或破產時可強制執行。

(l) 金融資產

所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。視乎金融資產的分類，所有已確認的金融資產其後全面按攤銷成本或公平值進行計量。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial assets (Continued)

Debt investments

Debt investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.
- FVTOCI — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of ECL, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVTPL if the investment does not meet the criteria for being measured at amortised cost or FVTOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

4. 重要會計政策(續)

(I) 金融資產(續)

債務投資

本集團持有的債務投資分類為以下其中一個計量類別：

- 攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為獲取本金及利息付款。投資所得利息收入乃使用實際利率法計算。
- 按公平值計入其他全面收益 — 可劃轉，倘投資的合約現金流量僅包括本金及利息付款，且投資乃按其目的為同時收取合約現金流量及出售的業務模式持有。公平值變動於其他全面收益確認，惟預期信貸虧損、利息收入(使用實際利率法計算)及匯兌收益及虧損則於損益確認。當投資被終止確認，於其他全面收益累計的金額從權益劃轉至損益。
- 按公平值計入損益，倘投資不符合按攤銷成本計量或按公平值計入其他全面收益(可劃轉)的標準。投資的公平值變動(包括利息)於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Financial assets (Continued)

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in profit or loss as other income.

(m) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

4. 重要會計政策(續)

(l) 金融資產(續)

股權投資

股本證券投資分類為按公平值計入損益，除非股本投資並非持作買賣用途，且於初步確認投資時，本集團選擇指定投資為按公平值計入其他全面收益(不可劃轉)，以致公平值的後續變動於其他全面收益確認。有關選擇以個別工具為基準作出，惟僅或會在發行人認為投資符合股本的定義的情況下作出。作出有關選擇後，於其他全面收益內累計的金額仍將保留在公平值儲備(不可劃轉)內直至投資出售為止。出售時，於公平值儲備(不可劃轉)內累計的金額轉撥至保留溢利，且不會劃轉至損益。股本證券投資的股息(不論分類為按公平值計入損益或按公平值計入其他全面收益)於損益內確認為其他收入。

(m) 應收貿易賬款及其他應收款項

應收款項於本集團擁有無條件權利可收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。倘於本集團擁有無條件權利可收取代價之前已確認收入，則有關金額呈列為合約資產。

應收款項按攤銷成本(採用實際利率法)扣除信貸虧損撥備列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that 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 for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL.

(o) Discontinued operation

Disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the disposal group is available for immediate sale in its present condition. The Group must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Disposal groups classified as held for sale are measured at the lower of the disposal group's previous carrying amount and fair value less costs to sell.

A discontinued operation is a component of the Group (i.e. the operations and cash flows of which can be clearly distinguished from the rest of the Group) that either has been disposed of, or is classified as held for sale, and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

4. 重要會計政策(續)

(n) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構之活期存款以及短期及流通性高的投資，而該等投資隨時可轉換為已知數額之現金，價值變動的風險較低且在購入時距離到期日不超過三個月。就綜合現金流量表而言，銀行透支（其須應要求償還其構成本集團現金管理重要部分）亦計入現金及現金等價物，作為其組成部分。我們就預期信貸虧損評估現金及現金等價物。

(o) 已終止經營業務

倘出售組別的賬面值將主要透過銷售交易而非持續使用收回，則有關出售組別分類為持作出售。此條件僅於很有可能達成銷售及出售組別可於現況下即時出售方告符合。本集團必須致力進行銷售，並預期可在分類日期起一年內符合資格確認為已完成銷售。

分類為持作銷售之出售組別按其過往之賬面值及公平值減出售成本兩者之較低者計量。

已終止經營業務為其經營業務及現金流量可與本集團之其他部分清楚區分之已被出售或分類為持作銷售之本集團組成部分，且其代表一項單獨主要業務線或經營地區，或為單一協調計劃出售一項單獨主要業務線或經營地區之部分，或為收購專門帶有轉售目的之附屬公司。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Discontinued operation (Continued)

Classification as a discontinued operation occurs upon disposal or when the component meets the criteria to be classified as held for sale in accordance with HKFRS 5, if earlier. It also occurs when the component is abandoned.

When an operation is classified as discontinued, a single amount is presented in the statement of profit or loss, which comprises:

- The post-tax profit or loss of the discontinued operation; and
- The post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the disposal group constituting the discontinued operation.

(p) 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.

(q) 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 reporting period.

4. 重要會計政策(續)

(o) 已終止經營業務(續)

於出售或根據香港財務報告準則第5號組成部分符合分類為持作銷售之標準時(以較早者為準),分類為已終止經營業務情況發生。該情況亦於組成部分被棄用時發生。

當業務被分類為已終止經營時,則於損益表呈列單一金額,其包括:

- 已終止經營業務之除稅後損益;及
- 計量構成已終止經營業務之出售組別之公平值減出售成本或出售組別時確認之除稅後損益。

(p) 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之實質內容及香港財務報告準則中金融負債及權益工具之定義予以分類。權益工具為可證明經扣除其所有負債後於本集團資產之餘額權益之任何合約。就特定金融負債及權益工具採納之會計政策載於下文。

(q) 借貸

借貸初始按公平值扣除所產生之交易成本確認,其後則採用實際利率法按攤銷成本計量。

借貸被分類為流動負債,惟本集團有權無條件地將清償負債延遲報告期後至少12個月的則除外。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Trade and other payables

Trade and other payables are recognised 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.

(s) Equity instruments

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

(t) Revenue and other income

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

(i) Revenue from the sale of electronic products and medical equipment are recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specific location (delivery). Following delivery, the customer has full discretion over the channel and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

4. 重要會計政策(續)

(r) 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始按其公平值列賬，並於其後採用實際利率法按攤銷成本計量，除非折現之影響輕微，在此情況下則按成本列賬。

(s) 權益工具

權益工具指能證明於實體扣除其所有負債後資產中擁有剩餘權益的任何合約。由本公司發行的權益工具乃按收取的所得款項減直接發行成本記錄。

(t) 收入及其他收入

收入在產品或服務的控制權按本集團預期有權獲取的承諾代價金額(不包括代表第三方收取的金額)轉移至客戶時確認。收入不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

(i) 來自電子產品及醫療設備銷售的收入乃於貨品控制權轉移時(即貨品送達客戶指定地點(交付)時)確認。於交付後，客戶可全權酌情決定產品的銷售途徑及價格，並承擔轉售商品的主要責任及商品報廢及損失的風險。本集團於貨品交付至客戶時確認應收款項，原因是此代表收取代價權利成為無條件的一個時間點，於款項到期前只須待時間過去。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Revenue and other income (Continued)

- (ii) The real estate supply chain services operation provides two type of services, the real estate advisory service and real estate purchase service. The real estate advisory service provides the customer with real estate investment advice and help them to source investment opportunities in South East Asia and Pan Asia markets. Real estate purchase service provides services for obtaining the legal title of real estate investment on behalf of customer. The customer will negotiate the price of the two services together, and the customer usually pay a lump sum fee that represents the sum of the consideration of the two services.

Real estate advisory service and real estate purchase service are two distinct performance obligations. The transaction price is allocated to each performance obligation on a relative stand-alone selling price basis estimated using the expected cost plus a margin approach.

The Group recognises revenue from real estate advisory service and real estate purchase service at a point in time upon completion of each service.

According to the related terms of real estate purchase services, the Group has contracted to arrange delivery and transfer of legal title to the customers within a period specified in the service agreement. If the Group fails to fulfil the obligation on time, the customer has the unilateral right to cancel the contract, and recover all the payments made to the Group, together with the interest determined based on the formula specified in the service agreement.

4. 重要會計政策(續)

(t) 收入及其他收入(續)

- (ii) 提供房地產諮詢服務及房地產購置服務兩種服務的房地產供應鏈服務業務產生收入。房地產諮詢服務為客戶提供房地產投資意見並幫助客戶物色在東南亞及泛亞市場的投資機會。房地產購置服務提供代客戶獲得房地產投資法定業權的服務。客戶會一併磋商兩種服務的價格，且通常一次性支付相當於兩種服務代價金額的合計費用。

房地產諮詢服務及房地產購置服務為兩項不同的履約義務。交易價格根據使用預期成本加利潤方法估算的相對獨立銷售價格分配予各履約義務。

本集團於每項服務完成後的某個時間點確認房地產諮詢服務及房地產購置服務產生之收入。

根據房地產購置服務的相關條款，本集團已訂約於服務協議指定期間內向客戶安排交付及轉讓法定業權。倘本集團未能按時履行責任，則客戶有單邊權利取消合約以及收回向本集團支付的所有款項連同按服務協議指定公式釐定的利息。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Revenue and other income (Continued)

(ii) (Continued)

The Group recognises revenue from real estate advisory service only to the extent that it is highly probable that a significant reversal in the cumulative amount of revenue recognised to date will not occur should the legal title to the subject real estate not be transferred to the customer within the timeframe specified in the service agreement.

(iii) Revenue from catering service is recognised immediately after the services are rendered.

(iv) Management fee, consultancy fee and commission are recognised when the services are rendered.

(v) Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost, the effective interest rate is applied to the gross carrying amount of the asset.

(vi) Dividend income is recognised when the shareholders' rights to receive payment are established.

(vii) Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset.

4. 重要會計政策(續)

(t) 收入及其他收入(續)

(ii) (續)

本集團僅在以下情況下確認房地產諮詢服務的收入：倘目標房地產的法定業權未於服務協議訂明的時間範圍內轉移予客戶，迄今已確認累積收入金額亦不大可能出現大幅撥回。

(iii) 餐飲服務的收入於提供服務後即時確認。

(iv) 管理費、顧問費及佣金於提供服務時確認。

(v) 利息收入於產生時按實際利率法確認。就按攤銷成本計量的金融資產而言，實際利率用於該資產的賬面總值。

(vi) 股息收入於確立股東收款權利時確認入賬。

(vii) 經營租賃的應收租金收入在租期所涵蓋的會計期間內，以等額分期方式在損益內確認，惟如有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) 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 to 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. 重要會計政策(續)

(u) 僱員福利

(i) 僱員應享假期

僱員之年假及長期服務假期於賦予僱員時確認。截至報告期末止已就僱員因所提供服務享有之年假及長期服務假期之估計負債作出撥備。

僱員病假及產假於僱員休假時始確認。

(ii) 退休金承擔

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

(iii) 離職福利

在本集團不再能夠取消提供該等福利之日及在本集團確認重組成本及涉及支付離職福利之日(以較早者為準)，離職福利始予確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) 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. Effective 1 January 2020, any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings.

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

4. 重要會計政策(續)

(v) 借貸成本

直接涉及合資格資產(即需要一段頗長時間始能投入作擬訂用途或出售之資產)之收購、興建或生產之借貸成本當作該等資產之部分成本資本化,直至該等資產大致上準備好投入作擬訂用途或出售為止。特定借貸於撥作合資格資產之支出前用作短暫投資所賺取之投資收入自可撥作資本之借貸成本中扣除。

如一般性借入資金用於獲取合資格資產,可撥作資本之借貸成本金額採用資本化率計算該項資產開支之方法釐定。資本化率為適用於該期間本集團未償還借貸之借貸成本加權平均值(為獲得合資格資產之特別借貸除外)。自二零二零年一月一日起,於有關資產可供擬定用途或銷售後仍未償還的任何特定借款計入一般借貸組合以計算一般借款的資本化率。

所有其他借貸成本於產生期間於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(w) Government grants

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

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

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

(x) 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 of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated 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.

4. 重要會計政策(續)

(w) 政府補貼

政府補貼於能合理確定本集團將符合附帶條件及將獲得補貼時確認。

與收入相關的政府補助將於配合擬補助的成本的期間內於損益內遞延及確認。

應收作為已產生開支或虧損之補償或為本集團提供即時財務支援且無未來相關成本的政府補貼於其變為應收的期間的損益確認。

(x) 稅項

所得稅指即期稅項及遞延稅項之總額。

現時應付稅項乃按年度應課稅溢利計算。因其他年度之應課稅或應扣減之收入或開支項目及可作免稅或不可作稅項扣減之項目，故應課稅溢利與於損益確認之溢利不同。本集團之當期稅項負債按其於報告期末前已頒佈或大致上頒佈之稅率計算。

遞延稅項就綜合財務報表內資產及負債賬面值與計算應課稅溢利所採用相應稅基之差額予以確認。遞延稅項負債一般按所有應課稅暫時差額確認，遞延稅項資產則於應課稅溢利很可能可供用作抵銷可扣減暫時差額、未動用稅項虧損或未動用稅項抵免之情況下才予以確認。倘暫時差額因商譽或因初步確認(業務合併除外)一項交易涉及之其他資產及負債所產生，而不會影響應課稅溢利或會計溢利，則有關資產及負債不予確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Taxation (Continued)

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

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.

4. 重要會計政策(續)

(x) 稅項(續)

遞延稅項負債就於附屬公司及聯營公司之投資及於合營安排之權益所產生應課稅暫時差額予以確認，惟若本集團有能力控制暫時差額撥回，而暫時差額將很可能不會於可見將來撥回則除外。

遞延稅項資產之賬面值乃於各報告期末進行檢討，並予以相應扣減，直至不可能有足夠應課稅溢利可供全部或部分資產可予收回為止。

遞延稅項根據於報告期末前已頒佈或大致上頒佈之稅率，按預期適用於負債清償或資產變現期間之稅率計算。遞延稅項於損益中確認，除非遞延稅項關乎於其他全面收益或直接於權益中予以確認之項目，在該情況下，遞延稅項亦於其他全面收益或直接於權益中確認。

遞延稅項資產及負債之計量反映根據本集團預期於報告期末收回或結算其資產及負債之賬面值之方式將產生之稅務結果。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Taxation (Continued)

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.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

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 tax assets and liabilities on a net basis.

4. 重要會計政策(續)

(x) 稅項(續)

就計量利用公平值模式計量之投資物業之遞延稅項而言，該等物業之賬面值乃假設通過銷售全數收回，惟該假設被推翻則除外。當投資物業可予折舊及於本集團之業務模式（其業務目標乃隨時間消耗投資物業所包含之絕大部分經濟利益，而非透過銷售）內持有時，有關假設會被推翻。倘假設被推翻，該等投資物業之遞延稅項按該等物業之預期收回方式計量。

就本集團確認使用權資產及相關租賃負債的租賃交易計量遞延稅項而言，本集團首先釐定使用權資產或租賃負債是否應佔稅項扣減。

就稅項扣減歸屬於租賃負債之租賃交易而言，本集團會對使用權資產及租賃負債分開應用香港會計準則第12號之規定。由於應用初步確認豁免，故有關使用權資產及租賃負債之暫時性差異不會於初步確認時及租期內確認。

當擁有合法可強制執行權利以即期稅項資產抵銷即期稅項負債，及當有關權利涉及由同一稅務當局徵收之所得稅，以及本集團計劃按淨額基準結算其稅項資產及負債時，遞延稅項資產及負債則互相抵銷。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(y) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the CGU to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the CGU.

Value in use is the present value of the estimated future cash flows of the asset/CGU. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/CGU whose impairment is being measured.

Impairment losses for CGUs are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment 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. 重要會計政策(續)

(y) 非金融資產減值

非金融資產之賬面值於各報告日期檢討有無減值跡象，倘資產已減值，則作為開支透過綜合損益表撇減至其估計可收回金額，惟有關資產按重估值列賬除外，在此情況下，減值虧損視為重估減值處理。可收回金額就個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組合之現金流入，則可收回金額就資產所屬之現金產生單位釐定。可收回金額按個別資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者計算。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間價值及資產／現金產生單位(已計量減值)之特有風險之稅前貼現率計算。

現金產生單位減值虧損首先就該單位之商譽進行分配，然後按比例在現金產生單位其他資產間進行分配。因估計轉變而造成其後可收回金額增加將計入損益，除非有關資產按重估值列賬，否則撥回減值，在此情況下，減值虧損之撥回視為重估增值。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(z) Impairment of financial assets

The Group recognises a loss allowance for ECL on investments in debt instruments that are measured at amortised cost or at FVTOCI, trade receivables and loans to other parties, as well as on financial guarantee contracts. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

4. 重要會計政策(續)

(z) 金融資產減值

本集團就按攤銷成本計量或按公平值計入其他全面收益的債券工具投資、應收貿易賬款及向其他人士貸款以及財務擔保合約確認預期信貸虧損的減值撥備。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初始確認有關金融工具以來的變動。

本集團一直確認應收貿易賬款的全期預期信貸虧損。該等金融資產的預期信貸虧損乃根據本集團過往的信貸虧損經驗採用撥備矩陣估計，並就債務人獨有因素、整體經濟狀況以及於報告日期對現行及預測經濟狀況發展方向的評估(包括金錢時間值(如適用))作出調整。

就所有其他金融工具而言，倘信貸風險自初始確認後顯著增加，則本集團確認全期預期信貸虧損。然而，倘金融工具的信貸風險自初始確認後並無顯著增加，則本集團按相等於十二個月預期信貸虧損的金額計量該金融工具的虧損撥備。

全期預期信貸虧損指於金融工具預計年期內所有可能違約事件導致的預期信貸虧損。相對而言，十二個月預期信貸虧損指全期預期信貸虧損中預期於報告日期後十二個月內金融工具可能發生違約事件預期導致的部份。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(z) Impairment of financial assets (Continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

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

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

4. 重要會計政策(續)

(z) 金融資產減值(續)

信貸風險大幅增加

於評估金融工具的信貸風險自初始確認以來是否大幅增加時，本集團比較於報告日期就金融工具發生違約的風險與於初始確認日期就金融工具發生違約的風險。於作出此評估時，本集團考慮屬合理及可支持的定量及定性資料，包括過往經驗及在並無不必要成本或努力下可得的前瞻性資料。所考慮到的前瞻性資料包括來自經濟專家的報告、金融分析、政府機構、相關智囊團及其他類似組織獲得的有關本集團債務人經營所在行業的未來前景，以及與本集團核心業務有關的實際及預測經濟資料的各種外部資料來源等考慮因素。

尤其是，在評估自初始確認以來信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(倘可獲得)或內部信貸評級實際或預期明顯轉差；
- 特定金融工具信貸風險的外部市場指標明顯轉差；
- 預期將導致債務人履行其債務責任的能力明顯下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人的經營業績實際或預期明顯轉差；
- 相同債務人的其他金融工具的信貸風險顯著增加；
- 導致債務人履行其債務責任的能力明顯下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(z) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

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

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default,
- (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

4. 重要會計政策(續)

(z) 金融資產減值(續)

信貸風險大幅增加(續)

無論上述評估的結果如何，本集團假定倘合約付款逾期超過30天，則金融資產的信貸風險自初始確認以來顯著增加，除非本集團有能說明信貸風險並無顯著增加的合理可靠資料，則作別論。

儘管如前文所述，本集團假設倘金融工具於報告日期被釐定為信貸風險較低，則金融工具的信貸風險自初始確認以來並無顯著增加。倘

- (i) 金融工具的違約風險低，
- (ii) 債務人有強大能力於近期內履行其合約現金流量責任，及
- (iii) 經濟及業務狀況的長期不利變動可能但未必會削弱借款人履行其合約現金流量責任的能力，則金融工具被釐定為信貸風險較低。

本集團認為，倘根據公認的定義，金融資產的外部信貸評級為「投資級別」，或倘不可獲得外部評級，該資產具有「履約」內部評級，則該金融資產具有較低信貸風險。履約意味著交易對手擁有強勁的財務狀況及並無逾期款項。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(z) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

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

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

4. 重要會計政策(續)

(z) 金融資產減值(續)

信貸風險大幅增加(續)

就財務擔保合約而言，就評估金融工具減值而言，本集團成為不可撤銷承諾訂約方之日視為初始確認日期。於評估信貸風險自財務擔保合約初始確認以來是否有大幅增加，本集團會考慮指定債務人違約的風險的變動。

本集團定期監察用以識別信貸風險是否大幅上升所用標準的有效性，並酌情修訂以確保該標準能夠在款項逾期前識別信貸風險大幅上升。

違約的定義

由於過往經驗表明滿足下列標準的應收款項一般不可收回，本集團認為就內部信貸風險管理而言，下列情況構成違約事件。

- 倘交易對手違反金融契約；或
- 內部形成或自外部來源獲得的資料表明債務人不大可能向其債權人(包括本集團)悉數還款(未計及本集團持有的任何抵押品)。

無論上述分析結果如何，本集團認為倘金融資產逾期超過90天，則發生違約事件，除非本集團有能說明更寬鬆的違約標準更為合適的合理可靠資料，則作別論。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(z) Impairment of financial assets (Continued)

Credit-impaired financial assets

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

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

4. 重要會計政策(續)

(z) 金融資產減值(續)

信貸減值金融資產

倘發生對金融資產的估計未來現金流量產生不利影響的一項或多項事件，則該金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- 發行人或交易對手出現重大財務困難；
- 違反合約，如違約或逾期事件；
- 交易對手的貸款人因有關交易對手財務困難的經濟或合約原因向交易對手授出貸款人不會另作考慮的特權；
- 交易對手有可能將告破產或進行其他財務重組；或
- 因財務困難而導致該金融資產之活躍市場消失。

撇銷政策

倘有資料顯示債務人有嚴重財務困難且無實際可收回期望(包括債務人已進行清算或已進入破產程序)或(倘為應收貿易賬款)賬款逾期超過兩年(以較早發生者為準)，本集團會撇銷金融資產。根據本集團收回程序並考慮法律建議(如適用)，已撇銷金融資產可能仍受到執法活動約束。任何收回均於損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(z) Impairment of financial assets (Continued)

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

4. 重要會計政策(續)

(z) 金融資產減值(續)

預期信貸虧損的計量及確認

預期信貸虧損的計量為違約可能性、違約虧損率(即出現違約時的虧損幅度)及違約風險的函數。違約可能性及違約虧損率的評估乃按照歷史數據進行，並就上文所述的前瞻性資料作出調整。就金融資產而言，違約風險為該資產於報告日期的賬面總值；就財務擔保合約而言，風險包括於報告日期提取的金額連同任何基於歷史趨勢、本集團對債務人特定未來融資需求的理解以及其他相關前瞻性資料釐定的預計將於未來違約日期前提取的額外金額。

就金融資產而言，預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預期將收取按原有實際利率貼現的所有現金流量之間的差額進行估計。

就財務擔保合約而言，由於根據擔保工具條款，本集團僅須於債務人違約時作出付款，預期虧損撥備為償還持有人所產生信貸虧損的預計付款減本集團預計自持有人、債務人或任何其他方收取的任何金額。

倘本集團已於過往報告期間按相等於全期預期信貸虧損的金額計量金融工具的虧損撥備，惟於本報告日期釐定全期預期信貸虧損條件不再達成，則本集團於本報告日期會按相等於十二個月預期信貸虧損的金額計量虧損撥備，惟運用簡化法的資產除外。

本集團就所有金融工具於損益中確認減值收益或虧損，並透過虧損撥備賬對彼等賬面值作出相應調整。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(aa) 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.

When 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.

(ab) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the ECL model under HKFRS 9; and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

4. 重要會計政策(續)

(aa) 撥備及或然負債

倘本集團須就已發生之事件承擔現有法律或推定責任，而且履行責任可能涉及經濟效益之流出，並可作出可靠之估計，則須就不確定時間或數額之負債確認撥備。倘金錢之時間價值重大，則撥備將會以預計履行責任之支出現值列示。

倘不大可能涉及經濟效益之流出，或是無法對有關數額作出可靠之估計，則將責任披露為或然負債，惟經濟效益流出之可能性極低則除外。須視乎某宗或多宗未來事件是否發生或不發生方能確定是否存在之可能責任，亦會披露為或然負債，惟經濟效益流出之可能性極低則除外。

(ab) 財務擔保合約

財務擔保合約於發出擔保時確認為金融負債。負債初始按公平值計量及隨後按以下較高者計量：

- 根據香港財務報告準則第9號項下預期信貸虧損模式釐定的金額；及
- 初始確認的金額減(倘適用)根據香港財務報告準則第15號原則確認的累計收入金額。

財務擔保的公平值釐定為債務工具項下所須合約付款與在並無擔保下將須作出的付款之間的現金流量之差額之現值，或就承擔責任而將應付予第三方的估計金額。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(ac) 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.

5. 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 (apart from those involving estimates, which are dealt with below).

(a) 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 properties portfolios and concluded that the Group's investment properties are not held under a business model whose 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 adopted the presumption that investment properties measured using the fair value model are recovered through sale.

4. 重要會計政策(續)

(ac) 報告期後事項

提供有關本集團於報告期末之狀況或顯示持續經營假設不適用之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。並不屬調整事項之報告期後事項如屬重大則在綜合財務報表附註內披露。

5. 關鍵判斷及主要估計

應用會計政策的關鍵判斷

在應用會計政策時，董事已作出下列對綜合財務報表確認的款項有最大影響之判斷(除涉及估計者外，其於下文處理)。

(a) 投資物業之遞延稅項

就計量利用公平值模式計量之投資物業之遞延稅項而言，董事已審閱本集團的投資物業組合，並得出結論，本集團所持有投資物業之業務模式並非隨時間(而非透過銷售)消耗投資物業所包含的絕大部分經濟利益。因此，於釐定本集團投資物業之遞延稅項時，董事假設以公平值模式計量之投資物業乃透過銷售收回。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Critical judgements in applying accounting policies (Continued)

(b) Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost or FVTOCI that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets. No such changes were required during the periods presented.

(c) Significant increase in credit risk

As explained in note 4(z), ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

5. 關鍵判斷及主要估計(續)

應用會計政策的關鍵判斷(續)

(b) 業務模式評估

金融資產的分類和計量取決於合約現金流量測試及業務模式測試結果。本集團釐定業務模式的層級，該層級應當反映如何對金融資產組別進行管理，以達到特定業務目標。該評估涵蓋能夠反映所有相關證據的判斷，包括如何評估和計量資產績效、影響資產績效的風險、以及如何管理資產及資產管理人員如何得到補償。本集團透過監控到期前終止確認按攤銷成本計量或按公平值計入其他全面收益的金融資產，以了解其出售的原因，以及該等原因是否與持有資產的業務目標保持一致。監控為本集團持續評估其所持餘下金融資產的業務模式是否仍屬適用部分，倘不再適用，是否需要更改其業務模式且相應改變其資產的分類。於呈列期間，毋須作出有關更改。

(c) 信貸風險顯著增加

誠如附註4(z)闡釋，預期信貸虧損按照相等於第一階段資產的十二個月預期信貸虧損或第二階段或第三階段資產的全期預期信貸虧損資產的撥備計量。當信貸風險因初始確認而顯著增加時，資產轉入第二階段。香港財務報告準則第9號並無界定構成信貸風險顯著增加的因素。本集團根據定性及定量的合理及可支持前瞻性資料，評估資產的信貸風險是否顯著增加。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Critical judgements in applying accounting policies (Continued)

(d) Determining the lease term

In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation.

Generally, periods covered by an extension option in other properties leases have not been included in the lease liability because the Group could replace the assets without significant cost or business disruption. Further information is set out in note 21.

The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. During the current financial year, no lease term has been reassessed.

(e) Classification of equity investments as investment in associates

The Group signed cooperation agreements to invest in Shanghai Zhanju Business Consulting Co., Ltd. (“Zhanju”) and Shanghai Rongshu Business Consulting Co., Ltd. (“Rongshu”) on 13 January 2020. The Group has 49% equity interest in each of Zhanju and Rongshu.

According to the terms of the cooperation agreements, the Group can appoint one director in each of Zhanju and Rongshu board of directors. Directors of the Company are of the opinion that the Group has significant influence in Zhanju and Rongshu, hence classified them as associates.

5. 關鍵判斷及主要估計(續)

應用會計政策的關鍵判斷(續)

(d) 釐定租期

為於開始日期就包括本集團可行使續租選擇權的租賃釐定租期，本集團考量對本集團產生經濟誘因以行使該選項的所有相關事實及情況後，評估行使續租選擇權的可能性，包括有利條款、租賃裝修承擔及相關資產對本集團運營之重要性。

一般而言，其他物業租賃的續租選擇權所涵蓋的期間並未計入租賃負債，因為本集團可在不產生重大成本或業務中斷的情況下替代資產。有關進一步資料載於附註21。

倘發生重大事件或情況出現重大變動而該等事件或變動受本集團控制，則將重新評估租賃期。於本財政年度，概無重新評估租期。

(e) 股權投資分類為於聯營公司投資

本集團於二零二零年一月十三日簽訂合作協議以投資上海展炬商務諮詢有限公司(「展炬」)及上海榕書商務諮詢有限公司(「榕書」)。本集團持有展炬及榕書各49%權益。

根據合作協議條款，本集團可於展炬及榕書董事會各委任一名董事。本公司董事認為本集團對展炬及榕書有重大影響力，因此將其分類為聯營公司。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

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 value of certain assets involves valuation technique

The fair values of certain land and building and investment properties as set out in note 7(b) and note 22 to the consolidated financial statements respectively involve valuation techniques. When applying valuation techniques, various assumptions and generally accepted methodologies were used to derive the fair values. Any changes in these assumptions can significantly affect the estimate of the fair value of the underlying assets and liabilities.

The carrying amount of investment properties as at 31 December 2020 was HK\$30,000,000 (2019: HK\$30,000,000).

5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源

於報告期末對未來的主要假設及其他估計不明朗因素之主要來源(對下一財政年度之資產及負債的賬面值造成重大調整之重大風險)在下文討論。

(a) 涉及估值技巧的若干資產之公平值

綜合財務報表附註7(b)及附註22分別所載若干土地及樓宇及投資物業的公平值涉及使用估值技巧。於應用估值技巧時，運用了多項假設及公認方法計算公平值。有關假設的任何變動對相關資產及負債之公平值估算有重大影響。

於二零二零年十二月三十一日，投資物業之賬面值為30,000,000港元(二零一九年：30,000,000港元)。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(b) Impairment of property, plant and equipment, right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belong. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

The carrying amount of property, plant and equipment and right-of-use assets as at 31 December 2020 was approximately HK\$19,203,000 (2019: HK\$32,960,000), HK\$48,904,000 (2019: HK\$62,520,000) respectively.

5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(b) 物業、廠房及設備、使用權資產的減值

物業、廠房及設備及使用權資產按成本減累計折舊及減值(如有)列賬。於釐定資產是否減值時,本集團須作出判斷及估計,尤其需要評估:(1)是否發生可能影響資產價值的事件或任何跡象;(2)資產的賬面值能否以使用價值(即根據持續使用資產估計的未來現金流量之現值淨額)的可收回金額支持;及(3)估計可收回金額時所採用的適當主要假設,包括現金流量預測及適當貼現率。倘不可能估計個別資產的可收回金額(包括使用權資產),則本集團估計該資產所屬的現金產生單位的可收回金額。假設的變動及估計(包括貼現率或現金流量預測增長率)會對於減值測試中所使用的淨現值產生重大影響。

於二零二零年十二月三十一日,物業、廠房及設備以及使用權資產的賬面值分別約為19,203,000港元(二零一九年:32,960,000港元)及48,904,000港元(二零一九年:62,520,000港元)。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(c) Initial recognition and subsequent impairment of exclusive agency rights EAR-1

The Group paid HK\$25 million to a company (“**BXG**”) in year ended 31 December 2019 as prepayment. During the reporting period, the Group has reclassified that prepayment as intangible assets, which represents exclusive agency rights (“**EAR-1**”) for certain number of apartments (both furnished and without decoration).

The management of the Group is aware that BXG did not have ownership nor legal title of the apartments at the time of granting the exclusive agency rights to the Group. BXG provided the Group with several formal cooperation agreements entered into between BXG and the developer to demonstrate that the developer will reserve a certain number of apartments (both furnished and without decoration) to BXG, and BXG has the rights to instruct the developer to transfer ownership of these reserved apartments to any party designated by BXG. Therefore, the management of the Group assessed that the exclusive agency rights EAR-1 could bring in future economic benefits to the Group, and so qualified for recognition as an intangible asset.

The EAR-1’s carrying amount at 31 December 2020 was assessed by management for impairment and written down to its recoverable amount of HK\$8,500,000. The recoverable amount represented its value in use determined based on discounted cashflow forecast prepared by the management of the Group. During the preparation of discounted cashflow forecast, the management need to made a number of judgements and estimations in relation to future sales forecast.

5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(c) 獨家代理權EAR-1之初步確認及其後減值

本集團於截至二零一九年十二月三十一日止年度向一間公司(「**BXG**」)支付25百萬港元作為預付款項。於報告期間，本集團已將預付款項重新分類為無形資產，無形資產乃指若干套公寓(均附帶傢私，未裝潢)的獨家代理權(「**EAR-1**」)。

本集團管理層知悉，於授予本集團獨家代理權時，BXG並無擁有公寓的所有權及法定業權。BXG向本集團提供其與發展商簽訂的若干正式合作協議，以證實發展商將為BXG預留若干套公寓(均附帶傢私，未裝潢)，而BXG有權指示發展商將該等預留公寓的所有權轉移予BXG指定的任何人士。因此，本集團管理層評估，獨家代理權EAR-1日後可為本集團帶來經濟利益，並合資格確認為無形資產。

管理層對EAR-1於二零二零年十二月三十一日的賬面值作減值評估，並撇減至其估計可收回金額8,500,000港元。可收回金額指根據本集團管理層編製的貼現現金流預測釐定的使用價值。於編製貼現現金流預測期間，管理層須就未來銷售預測作出諸多判斷及估計。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(d) Amortisation of exclusive agency rights EAR-1

The Group determines the amortisation of exclusive agency rights EAR-1 based on the allocation of costs corresponds to the actual number of units sold during the reporting period over the total number of units with exclusive agency rights granted under EAR-1. The Group considered this method is more appropriate to reflect the usage of the exclusive agency rights as the customers demand varies from period to period.

Due to the pandemic, the term of exclusive agency rights EAR-1 were extended and revised after reporting period and the economic effects of the pandemic could materially affects sales forecast. At each financial reporting period end, management will review the forecast of the number of units that can be sold before the expiry of exclusive agency rights, and the estimation of residual value. Any changes to the forecast may result in changes in the unit amount of amortisation.

The accumulated amortisation of exclusive agency rights EAR-1 as at 31 December 2020 was approximately HK\$2,392,000 (2019: Nil).

(e) Initial recognition and subsequent impairment of exclusive agency rights EAR-2

On 18 August 2020, the Group acquired the exclusive agency rights (“EAR-2”) (note 25) from Ratchaphruek Global Group Co., Ltd. (“Vendor”) for the rights to sell 77 villa units (“Target Properties”) planned to be constructed under a project (“Project”) of a developer company (“Developer”). The management estimated that the construction of the Project would begin in the fourth quarter of 2020 and the handover of the Target Properties would be taken place at around the fourth quarter of 2022 or first quarter of 2023. The Group has the rights to sell the Target Properties for a remaining term of not less than 12 months from 18 August 2020, and may be extended by another 6 months upon expiration.

5. 關鍵判斷及主要估計 (續)

估計不明朗因素之主要來源 (續)

(d) 獨家代理權 EAR-1 攤銷

本集團根據將報告期間已出售公寓實際數量佔 EAR-1 下授出獨家代理權 EAR-1 單位總數的比例分配成本後釐定獨家代理權的攤銷。本集團認為此做法更能反映獨家代理權的使用，乃因客戶需求每一期間有所變動所致。

由於疫情，獨家代理權 EAR-1 之期限於報告期後已延長及修訂，而疫情帶來的經濟影響可能對銷售預測造成重大影響。於各財務報告期末，管理層將審閱於獨家代理權到期前可銷售單位數量預測，以及剩餘價值估計。預測發生任何變動可導致攤銷單位金額發生變動。

於二零二零年十二月三十一日，獨家代理權 EAR-1 的累計攤銷約為 2,392,000 港元 (二零一九年：無)。

(e) 獨家代理權 EAR-2 之初步確認及其後減值

於二零二零年八月十八日，本集團向 Ratchaphruek Global Group Co., Ltd. (「賣方」) 購買獨家代理權 (「EAR-2」) (附註 25)，以有權出售發展商公司 (「發展商」) 項目 (「該項目」) 項下擬施工的 77 個別墅單位 (「目標物業」)。管理層估計該項目將於二零二零年第四季開始施工並於二零二二年第四季或二零二三年首季前後交付。本集團有權出售該等目標物業，剩餘期限自二零二零年八月十八日起不少於 12 個月，並可於到期時另行延期 6 個月。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(e) Initial recognition and subsequent impairment of exclusive agency rights EAR-2 (Continued)

The management of the Group is aware of the findings of a legal due diligence report issued on 27 July 2020, which reported that the Developer had not yet obtained (a) the construction permit for the Project; (b) approval of initial environmental examination report related to the Project; and (c) approval of land allocation project related to the Project (collectively, “**Relevant Approvals**”). The Developer provided a letter of confirmation issued by its legal counsel to the Group has indicating that the legal counsel had not identified any significant risk, obstacles or challenges for the Developer to obtain land allocation and construction permit. Therefore, the management of the Group assessed that the exclusive agency rights EAR-2 could bring in future economic benefits to the Group, and so qualified for recognition as an intangible asset.

The EAR-2's carrying amount at 31 December 2020 was assessed by management for impairment and no impairment loss is made. It represents the remaining consideration promised by the Developer to transfer to the Group properties of equivalent amount at the expiration of exclusive agency terms, regardless of the number of Target Properties sold. The expected future economic benefits of EAR-2 are dependent on many factors including whether it is probable that the Developer can obtain the Relevant Approvals. In light of the foregoing uncertainty, the management of the Group will review the sales forecast of the underlying Project to determine whether any further impairment on EAR-2 should be made at the end of every reporting periods.

5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(e) 獨家代理權EAR-2之初步確認及其後減值(續)

本集團管理層知悉於二零二零年七月二十七日出具的法律盡職調查報告的調查結果，當中呈列發展商尚未取得(a)該項目的施工許可；(b)該項目相關初步環境審查報告的批准；及(c)該項目相關土地分配計劃的批准(統稱「**有關批准**」)。發展商向本集團提供其法律顧問發出的確認函，表明法律顧問並無發現發展商在取得土地分配及施工許可方面存在任何重大風險、阻礙或挑戰。因此，本集團管理層評估獨家代理權EAR-2日後可為本集團帶來經濟利益，並合資格確認為無形資產。

管理層對EAR-2於二零二零年十二月三十一日之賬面值作減值評估，且並無作出減值虧損。其指於獨家代理權期限到期時，發展商承諾轉撥至本集團等同金額的物業的剩餘代價，而不論售出的目標物業數目如何。EAR-2的預期未來經濟利益取決於諸多因素，當中包括發展商是否可能取得有關批准。鑒於前文所述的不確定性，本集團管理層將審閱相關項目的銷售預測，以釐定是否須於各報告期末對EAR-2作出進一步減值。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(f) Impairment of investments in associates

Determining whether investments in associates are impaired requires an estimation of the recoverable amount of the investments in associates, when indicators of potential impairment are identified.

As at 31 December 2020, the carrying amount of the investments in associates was approximately HK\$12,316,000 (2019: Nil) (net of accumulated impairment losses of approximately HK\$10,281,000 (2019: Nil)).

(g) 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.

During the year, HK\$3,323,000 (2019: HK\$1,300,000) of income tax was charged to profit or loss based on the estimated profit from continuing operations.

5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(f) 於聯營公司投資減值

釐定於聯營公司投資是否減值時，需要在識別到潛在減值跡象時估計於聯營公司投資的可收回金額。

於二零二零年十二月三十一日，於聯營公司投資之賬面值約為12,316,000港元(二零一九年：零)(扣除累計減值虧損約10,281,000港元(二零一九年：零))。

(g) 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。於一般業務過程中，大部份最終稅項之交易及計算屬不確定。倘該等事項的最終評稅結果與初始記錄的數額存在差異，則相關差異將影響釐定期間所得稅及遞延稅項撥備。

年內，3,323,000港元(二零一九年：1,300,000港元)之所得稅根據來自持續經營業務之估計溢利自損益內扣除。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(h) Impairment of trade receivables, other receivables, and loans to other parties

The management of the Group estimates the amount of impairment loss for ECL on trade receivables, other receivables, and loans to other parties based on their credit risk. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, further impairment loss could be necessary.

As at 31 December 2020, the carrying amount of trade receivables was approximately HK\$165,413,000 (net of allowance for trade receivables of HK\$3,811,000) (2019: HK\$131,052,000 (net of allowance for trade receivables of HK\$1,860,000)).

As at 31 December 2020, the carrying amount of other receivables was approximately HK\$18,038,000 (net of allowance for other receivables of HK\$18,165,000) (2019: HK\$8,964,000 (net of allowance for other receivables of Nil)).

As at 31 December 2020, the carrying amount of loans to other parties was approximately HK\$38,695,000 (net of allowance for loans to other parties of HK\$23,735,000) (2019: HK\$51,324,000 (net of allowance for loans to other parties of HK\$60,489,000)).

5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(h) 應收貿易賬款、其他應收款項以及向其他人士貸款之減值

本集團管理層根據應收貿易賬款、其他應收款項以及向其他人士貸款之信貸風險估計應收貿易賬款、其他應收款項以及向其他人士貸款之預期信貸虧損之減值虧損金額。基於預期信貸虧損模式的減值虧損金額乃按根據合約應付本集團的所有合約現金流量與本集團預期將收取的所有現金流量的差額計量，並按初始確認時釐定的實際利率貼現。倘未來現金流量少於預期，或因事實及情況變動而需下調，則有必要作出進一步減值虧損。

於二零二零年十二月三十一日，應收貿易賬款之賬面值約為165,413,000港元(扣除應收貿易賬款撥備3,811,000港元)(二零一九年：131,052,000港元(扣除應收貿易賬款撥備1,860,000港元))。

於二零二零年十二月三十一日，其他應收款項之賬面值約為18,038,000港元(扣除其他應收款項撥備18,165,000港元)(二零一九年：8,964,000港元(扣除其他應收款項撥備零))。

於二零二零年十二月三十一日，向其他人士貸款之賬面值約為38,695,000港元(扣除向其他人士貸款撥備23,735,000港元)(二零一九年：51,324,000港元(扣除向其他人士貸款撥備60,489,000港元))。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(i) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

As at 31 December 2020, accumulated allowance for slow-moving inventories was approximately HK\$19,412,000 (2019: HK\$17,306,000).

(j) Product warranty provisions

Product warranty provisions of the Group is recognised based on past experience of level of repairs and returns, discounted to their present value as appropriate. Movement of the product warranty provisions during the year is set out in note 38 to the consolidated financial statements.

The carrying amount of product warranty provisions as at 31 December 2020 was approximately HK\$4,611,000 (2019: HK\$2,059,000).

5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(i) 滯銷存貨撥備

滯銷存貨撥備乃以存貨貨齡及估計可變現淨值為基準計算。評估撥備金額涉及判斷及估計。倘日後之實際結果有別於原來估計，該等差額將影響上述估計出現變動期間存貨賬面值及撥備開支／撥回。

於二零二零年十二月三十一日，滯銷存貨累計撥備約為19,412,000港元(二零一九年：17,306,000港元)。

(j) 產品保用撥備

本集團產品保用撥備按過往修理及退貨水平的經驗確認入賬，並折現至其現值(如適用)。年內的產品保用撥備之變動載於綜合財務報表附註38。

於二零二零年十二月三十一日，產品保用撥備之賬面值約為4,611,000港元(二零一九年：2,059,000港元)。

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6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, price 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 certain exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The following table indicates the instantaneous change in the Group's loss for the year and equity that would have been arisen if foreign exchange rates to which the Group has significant exposure at the end of reporting period had changed at that day, assuming all other risk variables remained constant.

6. 財務風險管理

本集團業務活動承受各種財務風險：外幣風險、價格風險、信貸風險、流動資金風險及利率風險。本集團的總體風險管理項目專注於金融市場的不可預測性及致力降低對本集團財務表現的潛在不利影響。

(a) 外幣風險

本集團需承受若干外幣風險，原因是大部分業務交易、資產及負債主要以本集團實體之功能貨幣列值。本集團現時並無制定有關其他外幣交易、資產及負債的外幣對沖政策。本集團密切監察其外幣風險，需要時會考慮對沖重大的外幣風險。

假設所有其他風險變數維持不變，本集團於報告期末所承擔主要風險的匯率於該日如有變動，本集團年度虧損及權益可能出現的即時變化如下表所示：

		Foreign currency strengthened/ (weakened) by	Increase/ (decrease) in consolidated loss after tax
		外幣升值/ (貶值)	除稅後 綜合虧損 增加/(減少) HK\$'000 千港元
Year ended 31 December 2020	截至二零二零年 十二月三十一日止年度		
Renminbi ("RMB")	人民幣("人民幣")	5%/(5%)	2,600/(2,600)
Year ended 31 December 2019	截至二零一九年 十二月三十一日止年度		
Renminbi ("RMB")	人民幣("人民幣")	5%/(5%)	4,274/(4,274)

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Price risk

The Group is exposed to equity price risk mainly through its investments in equity securities. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on equity securities quoted on the Stock Exchange.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been 10% higher/lower (2019: 10% higher/lower), other comprehensive income for the year ended 31 December 2020 would increase/decrease by HK\$Nil (2019: increase/decrease by HK\$1,340,000) as a result of the changes in fair value of equity investments at FVTOCI.

(c) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The Group's exposure to credit risk arising from cash and cash equivalents and derivative financial assets is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

6. 財務風險管理(續)

(b) 價格風險

本集團主要因其股本證券投資而承受股本價格風險。管理層透過維持具有不同風險及回報屬性的投資組合管理該風險。本集團之股本價格風險主要集中於在聯交所報價之股本證券。

以下敏感度分析乃根據於報告期末之股本價格風險進行。

倘股本價格上升/下跌10%(二零一九年:上升/下跌10%),由於按公平值計入其他全面收益的股權投資的公平值變動,截至二零二零年十二月三十一日止年度之其他全面收益將會增加/減少零港元(二零一九年:增加/減少1,340,000港元)。

(c) 信貸風險

信貸風險乃因交易對手無法履行金融工具或客戶合約項下債務而引致金融虧損的風險。本集團因其經營活動(主要是應收貿易賬款)及因其融資活動(包括銀行及其他金融機構之存款、外匯交易及其他金融工具)而承受信貸風險。

由於交易對手為國際信貸評級機構賦予高評級且因而被本集團視為信貸風險低之銀行及金融機構,故本集團承受現金及現金等價物及衍生金融資產引致之信貸風險有限。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30-120 days from the date of billing. Debtors with balances that are more than 3 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

6. 財務風險管理(續)

(c) 信貸風險(續)

應收貿易賬款

各業務單元在本集團既有關於客戶信貸風險管理的政策、程序及監控規限下，管理客戶信貸風險。所有超出若干信貸金額的客戶需要進行個別信貸評估。該等評估集中於客戶過往到期付款的記錄及現時的付款能力，並考慮客戶特有的資料以及客戶營運所在經濟環境的相關資料。應收貿易賬款由發票日期起計30至120天內到期。結餘已逾期三個月以上的債務人須清償所有未償還結餘方可再獲授任何信貸。一般而言，本集團不會要求客戶索取抵押品。

本集團按相等於全期預期信貸虧損的金額計量應收貿易賬款的虧損撥備，有關預期信貸虧損金額使用撥備矩陣計算。由於本集團的過往信貸虧損經驗並無顯示不同客戶分部的虧損模式存在重大差別，故本集團並無進一步區分其不同客戶基礎之間按逾期狀況釐定的虧損撥備。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2020:

		2020 二零二零年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(未逾期)	0.00%	152,580	3
1-90 days past due	逾期1至90日	0.30%	10,289	31
91-180 days past due	逾期91至180日	2.27%	2,590	58
More than 180 days past due	逾期180日以上	60.09%	116	70
			165,575	162
Specific provisions (note)	特別撥備(附註)	100%	3,649	3,649
			169,224	3,811

6. 財務風險管理(續)

(c) 信貸風險(續)

應收貿易賬款(續)

下表載列有關本集團於二零二零年十二月三十一日承擔的信貸風險及應收貿易賬款預期信貸虧損的資料：

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

Trade receivables (Continued)

		2019 二零一九年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(未逾期)	0.07%	108,817	81
1-90 days past due	逾期1至90日	0.78%	15,430	127
91-180 days past due	逾期91至180日	1.50%	4,216	66
More than 180 days past due	逾期180日以上	1.78%	1,917	36
			130,380	310
Specific provisions (note)	特別撥備(附註)	61%	2,532	1,550
			132,912	1,860

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Note: For trade receivables relating to accounts which have known insolvency, they are assessed individually for impairment allowance in order to determine specific provisions.

The Group has certain concentration of credit risk, as the Group's largest three debtors account for 56.4% (2019: 45.1%) of trade receivables as at 31 December 2020.

6. 財務風險管理(續)

(c) 信貸風險(續)

應收貿易賬款(續)

預期虧損率基於過去三年的實際虧損經驗計算。該等比率根據過往數據收集期間的經濟狀況、當前狀況及本集團認為應收款項預計年期的經濟狀況之間所反映的差異進行調整。

附註：就已知無力償債賬戶的應收貿易賬款而言，會就減值撥備進行個別評估，以釐定特別撥備。

本集團承受若干信貸集中風險，原因是本集團三大債務人所佔二零二零年十二月三十一日的應收貿易賬款為56.4% (二零一九年：45.1%)。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

Trade receivables (Continued)

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

		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	1,860	444
Impairment losses recognised for the year	年內確認減值虧損	2,099	1,550
Bad debt written off	撇銷壞賬	(132)	-
Reversal of allowance for bad debts	壞賬撥備撥回	(16)	-
Disposal of subsidiaries	出售附屬公司	-	(134)
At 31 December	於十二月三十一日	3,811	1,860

Financial assets measured at amortised cost

All financial assets measured at amortised cost other than loans to certain other parties are considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12-month expected losses. For loan to certain other parties, lifetime expected losses were recognised if credit risk has increased significantly since initial recognition.

6. 財務風險管理(續)

(c) 信貸風險(續)

應收貿易賬款(續)

年內，就應收貿易賬款虧損撥備賬之變動如下：

		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	1,860	444
Impairment losses recognised for the year	年內確認減值虧損	2,099	1,550
Bad debt written off	撇銷壞賬	(132)	-
Reversal of allowance for bad debts	壞賬撥備撥回	(16)	-
Disposal of subsidiaries	出售附屬公司	-	(134)
At 31 December	於十二月三十一日	3,811	1,860

按攤銷成本列賬的金融資產

本集團按攤銷成本列賬的所有金融資產(向特定其他人士貸款除外)被視為信貸風險低，因此，期內已確認的虧損撥備限制為十二個月預期虧損。就向特定其他人士貸款而言，倘信貸風險因初始確認以來大幅增加，本集團方會確認全期預期虧損。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

Financial assets measured at amortised cost (Continued)

Movement in the loss allowance for financial assets measured at amortised cost during the year is as follows:

		Loans to other parties 向其他人士 貸款 HK\$'000 千港元
At 1 January 2019	於二零一九一月一日	5,929
Impairment losses recognised for the year	年內確認減值虧損	54,560
At 31 December 2019	於二零一九年十二月三十一日	60,489
Impairment losses recognised for the year	年內確認減值虧損	23,471
Amount written off	撇銷金額	(60,225)
At 31 December 2020	於二零二零年十二月三十一日	23,735

Certain cash deposits and equity investments at FVTOCI

The Group has equity investment at FVTOCI and certain cash deposit placed in the margin accounts of brokerage firms. The brokerage firms are subsidiaries of Hong Kong listed companies hence the directors consider the credit-rating is acceptable. The margin account enables the brokerage firm to re-pledge the Group's securities collateral (if any) in the margin account and use it as collateral to secure borrowings for the brokerage firm's use. If the brokerage firm becomes insolvent, the banks may liquidate the securities collateral re-pledged to it by the brokerage firm in order to discharge the brokerage firm's indebtedness. As a result, the Group may not be able to recover all the securities in the margin account. This is commonly known as "pooling risk" associated with the margin account. As at the end of reporting period, the Group is not exposed to any pooling risk as the Group's investment securities and cash deposits held by the brokerage firms have not been re-pledged.

6. 財務風險管理(續)

(c) 信貸風險(續)

按攤銷成本列賬的金融資產(續)

年內，按攤銷成本列賬的金融資產虧損撥備之變動如下：

		Loans to other parties 向其他人士 貸款 HK\$'000 千港元
At 1 January 2019	於二零一九一月一日	5,929
Impairment losses recognised for the year	年內確認減值虧損	54,560
At 31 December 2019	於二零一九年十二月三十一日	60,489
Impairment losses recognised for the year	年內確認減值虧損	23,471
Amount written off	撇銷金額	(60,225)
At 31 December 2020	於二零二零年十二月三十一日	23,735

若干現金存款及按公平值計入其他全面收益的股權投資

本集團於經紀行保證金賬戶存置按公平值計入其他全面收益的股權投資及若干現金存款。該經紀行為香港上市公司之附屬公司，因此董事認為其信貸評級屬可接受。保證金賬戶讓經紀行再抵押保證金賬戶內本集團之證券抵押品(如有)及以之作抵押品以抵押借貸，供經紀行使用。倘經紀行無力償債，銀行可套現經紀行向其再抵押之證券抵押品，以結付經紀行之債務。因此，本集團可能無法收回存於保證金賬戶之所有證券。此與保證金賬戶有關，常稱「匯集風險」。於報告期末，本集團並無面臨任何匯集風險，原因在於經紀行所持本集團投資證券及現金存款並無再抵押。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(d) Liquidity risk

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

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

6. 財務風險管理(續)

(d) 流動資金風險

本集團的政策為定期監察現時及預期的流動資金需要，以確保本集團維持足夠現金儲備以應付短期及較長期的流動資金需要。

本集團金融負債的合約非貼現現金流量到期日分析如下：

		Less than 1 year and on demand 1年以下 及於提出 要求時 HK\$'000 千港元	Between 1 and 2 years 介乎 1至2年 HK\$'000 千港元	Between 2 and 5 years 介乎 2至5年 HK\$'000 千港元	Over 5 years 超過5年 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 payables	應付貿易賬款	87,353	-	-	-	87,353
Accruals and other payables	預提費用及其他應付款項	147,438	-	-	-	147,438
Lease liabilities	租賃負債	21,800	16,553	11,403	11,225	60,981
Borrowings	借貸	18,920	-	-	-	18,920
License rights payable	特許權應付款	8,099	-	-	-	8,099
At 31 December 2019	於二零一九年 十二月三十一日					
Trade payables	應付貿易賬款	54,422	-	-	-	54,422
Accruals and other payables	預提費用及其他應付款項	157,360	-	-	-	157,360
Lease liabilities	租賃負債	27,228	29,851	13,401	-	70,480
Amount due to a director	應付一名董事款項	204	-	-	-	204
Borrowings	借貸	27,241	-	-	-	27,241
License rights payable	特許權應付款	5,968	-	-	-	5,968

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6. FINANCIAL RISK MANAGEMENT (Continued)

(e) Interest rate risk

The Group's loans to other parties and borrowings bear interests at fixed interest rates and therefore are subject to fair value interest rate risks.

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

At 31 December 2020, it is estimated that a general increase/(decrease) of 100 basis points in interest rates, with all other variables held constant, would have decreased/(increased) the Group's loss for the year and accumulated losses as follows:

Increase/(decrease) in interest rates 利率上升/(下降)

100 basis points	100 個基點
(100) basis points	(100) 個基點

The sensitivity analysis above indicates the impact on the Group's loss for the year and equity that would have arisen assuming that there is an annualised impact on interest income and expense by a change in interest rates. The analysis has been performed on the same basis throughout the year.

6. 財務風險管理(續)

(e) 利率風險

本集團向其他人士貸款及借貸按固定利率計息，因此面臨公平值利率風險。

本集團需承受其銀行存款的利率風險。該等存款按浮動利率計息，利率按當時市況而定。

於二零二零年十二月三十一日，在所有其他變數維持不變的情況下，估計利率整體上升/(下降)100個基點，本集團的年度虧損及累計虧損的減少/(增加)如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	1,315	1,694
	(1,315)	(1,694)

上文敏感度分析列示假設利率變動影響年度化利息收入及開支，從而對本集團年度虧損及權益構成的影響。分析乃按全年之同一基準進行。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(f) Categories of financial instruments at 31 December

		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 measured at amortised cost	按攤銷成本計量的金融資產	400,418	442,618
Financial assets measured at FVTOCI	按公平值計入其他全面收益的金融資產		
Equity investments	股權投資	-	13,397
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本列賬的金融負債	315,178	238,512

(g) 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.

6. 財務風險管理(續)

(f) 於十二月三十一日的金融工具類別

(g) 公平值

本集團於綜合財務狀況表所載金融資產及金融負債的賬面值與其各自的公平值相若。

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7. 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 categorises 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 that the Group can access at the measurement date.

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.

7. 公平值計量

公平值為市場參與者之間於計量日在有序交易中出售資產所得到或轉讓負債所支付之價格。本集團採用以下公平值等級架構披露公平值計量，其將用於計量公平值的估值技術的輸入資料分為三層等級：

第1層輸入資料：本集團於計量日可取得之相同資產或負債之活躍市場報價（未經調整）。

第2層輸入資料：第1層所包括之報價以外，就資產或負債可直接或間接觀察得出之輸入資料。

第3層輸入資料：資產或負債不可觀察之輸入資料。

本集團的政策為在導致轉撥的事宜或情況變動的日期確認三層等級各層的轉入及轉出。

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7. FAIR VALUE MEASUREMENTS (Continued)

(a) Disclosures of level in fair value hierarchy at 31 December:

7. 公平值計量(續)

(a) 於十二月三十一日公平值等級架構披露：

2020	二零二零年	Fair value measurements using:			Total 總計 2020 二零二零年 HK\$'000 千港元
		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	
Recurring fair value measurements:	重複性公平值計量：				
Investment properties	投資物業				
Commercial units – Hong Kong (note 22)	商業單位 – 香港(附註22)	-	30,000	-	30,000
2019	二零一九年	Fair value measurements using:			Total 總計 2019 二零一九年 HK\$'000 千港元
		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	
Recurring fair value measurements:	重複性公平值計量：				
Investment properties	投資物業				
Commercial units – Hong Kong (note 22)	商業單位 – 香港(附註22)	-	30,000	-	30,000
Financial assets	金融資產				
Equity investments at FVTOCI (note 28) – Equity securities listed in Hong Kong	按公平值計入其他全面收益 的股權投資(附註28) – 於香港上市之股本證券	13,397	-	-	13,397
		13,397	30,000	-	43,397

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7. FAIR VALUE MEASUREMENTS (Continued)

- (b) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2020:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The financial controller reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the Board of Directors at least twice a year.

For level 2 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

Level 2 fair value measurements

	Valuation technique 估值技巧	Inputs 輸入資料	Fair value 公平值	
			2020 二零二零年 HK\$'000 千港元 Assets 資產	2019 二零一九年 HK\$'000 千港元 Assets 資產
Commercial units located in Hong Kong 位於香港的商業單位	Market comparable approach 市場可資比較方法	Market prices 市場價格	30,000	30,000

During the two years, there were no changes in valuation techniques used.

7. 公平值計量(續)

- (b) 披露本集團於二零二零年十二月三十一日所採用的估值程序、估值技巧及公平值計量所採用的輸入資料：

本集團的財務主管負責就財務報告進行所需的資產及負債的公平值計量(包括第3層公平值計量)。財務主管就該等公平值計量直接向董事會匯報。財務主管與董事會每年至少兩次討論有關估值程序及結果。

就第2層公平值計量而言，本集團通常將聘用具備獲認可專業資格且有近期估值經驗的外聘估值專家進行估值。

第2層公平值計量

於兩個年度內，所使用的估值技巧並無發生變化。

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8. REVENUE

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the year from continuing operations is as follows:

8. 收入

收入分拆

本年度來自持續經營業務按主要產品或服務條目分拆的客戶合約收入分拆如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15			
Disaggregated by major products or service lines			
— Sales of goods	— 銷售貨品	580,214	618,978
— Provision of catering services	— 提供餐飲服務	-	10,916
— Provision of real estate supply chain service	— 提供房地產供應鏈服務	14,155	-
		594,369	629,894
Revenue from other sources			
Rental income	來自其他來源的收入 租金收入	654	54
		595,023	629,948

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8. REVENUE (Continued)

Disaggregation of revenue (Continued)

The Group derives revenue from the transfer of goods and services and at a point in time in the following major product lines and geographical regions:

8. 收入(續)

收入分拆(續)

本集團從下列主要產品線及地理區域按某一時間點轉讓貨品及服務產生收益：

		Electronic manufacturing services 電子製造服務		Marketing and distribution of communications products 營銷及分銷通訊產品		Securities and other assets investment 證券及其他資產投資		Real estate supply chain services 房地產供應鏈服務		Total 總計	
		2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Primary geographical markets	主要地區市場										
– The People's Republic of China (the "PRC") (including Hong Kong)	– 中華人民共和國 (「中國」)(包括香港)	72,735	102,487	53	85	654	10,970	14,155	-	87,597	113,542
– The United States of America (the "U.S.A.")	– 美利堅合眾國 (「美國」)	11,266	31,934	32,118	34,424	-	-	-	-	43,384	66,358
– Switzerland	– 瑞士	229,847	242,053	-	-	-	-	-	-	229,847	242,053
– France	– 法國	72,292	56,800	-	-	-	-	-	-	72,292	56,800
– Poland	– 波蘭	2,259	3,231	-	-	-	-	-	-	2,259	3,231
– United Kingdom	– 英國	25,709	26,460	-	-	-	-	-	-	25,709	26,460
– Others	– 其他	132,950	133,091	3,768	1,967	-	-	-	-	136,718	135,058
Segment revenue	分部收入	547,058	596,056	35,939	36,476	654	10,970	14,155	-	597,806	643,502
Intersegment revenue	分部間收入										
– The U.S.A	– 美國	(2,783)	(13,554)	-	-	-	-	-	-	(2,783)	(13,554)
Revenue from external customers	來自外來客戶收入	544,275	582,502	35,939	36,476	654	10,970	14,155	-	595,023	629,948
Timing of revenue recognition	收入確認之時間點										
Products and services transferred at a point in time	產品及服務於某一時間點轉移	544,275	582,502	35,939	36,476	-	10,970	14,155	-	594,369	629,948
Products and services transferred over time	隨時間轉移的產品及服務	-	-	-	-	654	-	-	-	654	-
Total	總計	544,275	582,502	35,939	36,476	654	10,970	14,155	-	595,023	629,948

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9. SEGMENT INFORMATION

The Group has four (2019: three) operating segments as follows:

EMS	—	Electronic manufacturing services
Distribution of Communications Products	—	Marketing and distribution of communications products
Securities and Other Assets Investment	—	Equity investment, property agency service and other operations
Real Estate Supply Chain Services	—	Real estate advisory service and real estate purchase service

A new operating segment, Real Estate Supply Chain Services has been formed during the year.

Two operations from securities and other assets investment (Provision of Catering Services CGU and Sales of Medical Equipments) were disposed of in the prior year. The segment information reported does not include any amounts from the operation Sales of Medical Equipments that is classified as a discontinued operation, which are described in note 17 and note 43(c).

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

9. 分部資料

本集團四個(二零一九年：三個)營運分部如下：

電子製造服務	—	電子製造服務
分銷通訊產品	—	營銷及分銷通訊產品
證券及其他資產投資	—	股權投資、物業代理服務及其他經營
房地產供應鏈服務	—	房地產諮詢服務及房地產購置服務

於年內，本公司成立一個新營運分部，即房地產供應鏈服務。

證券及其他資產投資分部的兩項業務(提供餐飲服務現金產生單位及醫療設備銷售)已於去年出售。呈報的分部資料不包括分類為已終止經營的醫療設備銷售業務產生的任何金額(如附註17及附註43(c)所述)。

本集團的報告分部為提供不同產品及服務的策略性業務單位。各分部獨立管理，原因是各業務需要不同的技術及營銷策略。

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9. SEGMENT INFORMATION (Continued)

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include interest income on loans to other parties, gain on disposal of a subsidiary, interest on loans to other parties and unallocated expenses. Segment assets do not include unallocated bank and cash balances, unallocated prepayments, deposits, other receivables and other assets, loans to other parties and deferred tax assets. Segment liabilities do not include borrowings, unallocated accruals and other payables. Segment non-current assets do not include loans to other parties, equity investments at FVTOCI and deferred tax assets.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

9. 分部資料(續)

經營分部的會計政策與綜合財務報表附註4所述者相同。分部損益並不包括向其他人士貸款之利息收入、出售一間附屬公司之收益、向其他人士貸款之利息以及未分配開支。分部資產並不包括未分配銀行及現金結餘、未分配預付款項、按金、其他應收款項及其他資產、向其他人士貸款及遞延稅項資產。分部負債並不包括借貸、未分配預提費用及其他應付款項。分部非流動資產並不包括向其他人士貸款、按公平值計入其他全面收益的股權投資及遞延稅項資產。

本集團按當前市價把分部間銷售及轉讓入賬，猶如對第三方銷售或轉讓。

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9. SEGMENT INFORMATION (Continued)

(a) Information about reportable segment profit or loss, assets and liabilities from continuing operations:

9. 分部資料(續)

(a) 有關來自持續經營業務的報告分部溢利或虧損、資產及負債的資料：

		EMS	Distribution of Communications Products	Securities and Other Assets Investment	Real Estate Supply Chain Services	Total
		電子製造服務	分銷通訊產品	證券及其他資產投資	房地產供應鏈服務	總計
		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
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	來自外來客戶收入	544,275	35,939	654	14,155	595,023
Intersegment revenue	分部間收入	2,783	-	-	-	2,783
Segment profit/(loss)	分部溢利/(虧損)	33,661	(18,497)	(70,627)	(108,972)	(164,435)
Interest revenue	利息收入	944	-	1,948	3,021	5,913
Interest expense	利息開支	(2,033)	(32)	(2,863)	-	(4,928)
Depreciation	折舊	(18,965)	(368)	(26,414)	(156)	(45,903)
Amortisation	攤銷	-	-	-	(2,392)	(2,392)
Other material non-cash items:	其他重大非現金項目：					
License rights payment	特許權付款	-	(2,712)	-	-	(2,712)
Impairment losses for loans to other parties	向其他人士貸款的減值虧損	-	-	(3,063)	(20,408)	(23,471)
Impairment losses for trade receivables, net	應收貿易賬款減值虧損淨額	(2,083)	-	-	-	(2,083)
Impairment losses for other receivables	其他應收款項減值虧損	-	(265)	(1,800)	(16,100)	(18,165)
Impairment losses for investments in associates	於聯營公司投資減值虧損	-	-	-	(10,281)	(10,281)
Impairment losses for intangible assets	無形資產減值虧損	-	-	-	(14,130)	(14,130)
Additions to segment non-current assets	分部非流動資產增添	2,417	57	59	52,779	55,312
As at 31 December 2020	於二零二零年十二月三十一日					
Segment assets	分部資產	482,529	25,326	75,598	93,543	676,996
Segment liabilities	分部負債	281,392	51,464	33,914	8,976	375,746

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9. SEGMENT INFORMATION (Continued)

(a) Information about reportable segment profit or loss, assets and liabilities from continuing operations: (Continued)

9. 分部資料(續)

(a) 有關來自持續經營業務的報告分部溢利或虧損、資產及負債的資料：(續)

		EMS	Distribution of Communications Products	Securities and Other Assets Investment	Real Estate Supply Chain Services	Total
		電子製造服務	分銷通訊產品	證券及其他資產投資	房地產供應鏈服務	總計
		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
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	來自外來客戶收入	582,502	36,476	10,970	-	629,948
Intersegment revenue	分部間收入	13,554	-	-	-	13,554
Segment profit/(loss)	分部溢利/(虧損)	29,289	(10,487)	(101,961)	-	(83,159)
Interest revenue	利息收入	1,210	4	499	-	1,713
Interest expense	利息開支	(1,581)	(45)	(2,766)	-	(4,392)
Depreciation	折舊	(25,515)	(354)	(25,991)	-	(51,860)
Other material non-cash items:	其他重大非現金項目：					
License rights payment	特許權付款	-	(2,713)	-	-	(2,713)
Impairment losses for trade receivables, net	應收貿易賬款減值虧損淨額	(1,550)	-	-	-	(1,550)
Impairment losses of other receivables	其他應收款項減值虧損	(1,800)	-	-	-	(1,800)
Additions to segment non-current assets	分部非流動資產增添	8,146	-	1,058	-	9,204
As at 31 December 2019	於二零一九年十二月三十一日					
Segment assets	分部資產	411,877	20,487	236,408	-	668,772
Segment liabilities	分部負債	237,663	32,015	41,599	-	311,277

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9. SEGMENT INFORMATION (Continued)

(b) Reconciliations of segment revenue and profit or loss:

		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		
Total revenue of reportable segments	報告分部收入總額	597,806	643,502
Elimination of intersegment revenue	分部間收入抵銷	(2,783)	(13,554)
Consolidated revenue from continuing operations	來自持續經營業務之綜合收入	595,023	629,948
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit or loss	溢利或虧損		
Total loss of reportable segments	報告分部虧損總額	(164,435)	(83,159)
Intersegment elimination	分部間抵銷	905	707
Unallocated amounts:	未分配金額：		
Interest income on loans to other parties	向其他人士貸款之利息收入	708	6,631
Interest on loans from independent third parties	來自獨立第三方的貸款利息	-	(2,417)
Other unallocated head office and corporate expenses	其他未分配總辦事處及公司開支	(6,925)	(85,050)
Consolidated loss before tax from continuing operations	來自持續經營業務之除稅前綜合虧損	(169,747)	(163,288)

9. 分部資料(續)

(b) 分部收入及溢利或虧損的對賬：

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9. SEGMENT INFORMATION (Continued)

(c) Reconciliations of segment assets and liabilities:

		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		
Total assets of reportable segments	報告分部資產總值	676,996	668,772
Elimination of intersegment assets	分部間資產抵銷	(23,459)	(21,435)
Elimination of unrealised profits	未變現溢利抵銷	-	(905)
Unallocated amounts:	未分配金額：		
Bank and cash balances	銀行及現金結餘	51	33,568
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	3,817	26,693
Loans to other parties	向其他人士貸款	-	26,209
Deferred tax assets	遞延稅項資產	-	1,938
Consolidated total assets	綜合資產總值	657,405	734,840

9. 分部資料(續)

(c) 分部資產及負債的對賬：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Liabilities	負債		
Total liabilities of reportable segments	報告分部負債總額	375,746	311,277
Elimination of intersegment liabilities	分部間負債抵銷	(23,459)	(21,435)
Unallocated amounts:	未分配金額：		
Accruals and other payables	預提費用及其他應付款項	9,184	13,985
Borrowings	借貸	-	20,000
Consolidated total liabilities	綜合負債總額	361,471	323,827

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9. SEGMENT INFORMATION (Continued)

(d) Geographical information:

The Group's revenue from continuing operations from external customers by location of operations and information about its non-current assets by location are detailed below:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
The PRC (including Hong Kong)	中國(包括香港)	87,597	113,542
The U.S.A.	美國	40,601	52,804
Switzerland	瑞士	229,847	242,053
France	法國	72,292	56,800
Poland	波蘭	2,259	3,231
United Kingdom	英國	25,709	26,460
Others	其他	136,718	135,058
Consolidated total		595,023	629,948
		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		
The PRC (including Hong Kong)	中國(包括香港)	145,901	134,139
Consolidated total		145,901	134,139

9. 分部資料(續)

(d) 地區資料：

本集團來自持續經營業務的外來客戶按業務所在地劃分的收入以及按所在地劃分之非流動資產相關資料詳述如下：

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9. SEGMENT INFORMATION (Continued)

(e) Revenue from major customers:

An analysis of revenue from major customers which account for 10 percent or more of the Group's revenue is as follows:

9. 分部資料(續)

(e) 來自主要客戶的收入：

佔本集團收入10%或以上的主要客戶收入分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
EMS segment	電子製造服務分部		
Customer A	客戶 A	216,633	257,649
Customer B	客戶 B	65,569	117,363
Customer C	客戶 C	88,606	24,572
Customer D	客戶 D	80,159	58,037

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10. OTHER INCOME

10. 其他收入

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest income on:	就以下各項所得的利息收入：		
Bank deposits	銀行存款	82	122
Bank fixed deposits	銀行定期存款	874	1,117
Loan to Individual D (note 32(iv))	向個人D貸款(附註32(iv))	1,692	-
Loan to Company B (note 32(ii))	向公司B貸款(附註32(ii))	1,944	-
Loan to Independent third party C (note 32(iii))	向獨立第三方C貸款 (附註32(iii))	1,321	473
Loans to other parties	向其他人士貸款	708	6,632
Total interest income	利息收入總值	6,621	8,344
Government subsidy (note)	政府資助(附註)	3,916	250
Reimbursement from suppliers for testing defective products	供應商測試瑕疵產品的報銷	360	1,658
Sale of scrap materials	銷售廢料	348	166
Service fee income	服務費收入	398	-
Written off of trade payables	應付貿易賬款撇銷	391	455
Other	其他	298	1,518
		12,332	12,391

Note: The amount mainly represents Employment Support Scheme under the Anti-epidemic Fund of the Government of the Hong Kong Special Administrative Region. The Group had to commit to spending the assistance on payroll expenses, and not reduce employee head count below prescribed levels for a specified period of time. The directors of the Company confirmed that the Group did not have any unfulfilled conditions relating to the grant during the year.

附註：該款項主要指香港特別行政區政府的防疫抗疫基金項下的保就業計劃。本集團須承諾將有關資助用作薪金開支，於指定時間內不會將僱員人數削減至低於特定水平。本公司董事確認，本集團於年內並無任何與該等資助有關之未履行條件。

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11. OTHER GAINS AND LOSSES

11. 其他收益及虧損

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Continuing operations	持續經營業務		
Gain on bargain purchase of a subsidiary (note 43(a))	議價收購附屬公司之收益 (附註 43(a))	69	-
Gain on derecognition of financial liabilities	取消確認金融負債之收益	873	-
Gain on modification of tenancy agreement	修訂租賃協議之收益	-	6
Net foreign exchange (losses)/gains	匯兌(虧損)/收益淨額	(3,269)	3,930
		(2,327)	3,936

12. FINANCE COSTS

12. 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
Continuing operations	持續經營業務		
Interest expenses on lease liabilities	租賃負債之利息開支	3,266	4,390
Interest on loans from financial institutions	來自金融機構之貸款利息	1,109	-
Interest on loans from independent third parties	來自獨立第三方之貸款利息	553	2,417
Other	其他	-	2
		4,928	6,809

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13. INCOME TAX EXPENSE

Income tax relating to continuing operations has been recognised in profit or loss as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current tax — Hong Kong Profits Tax	即期稅項 — 香港利得稅		
Provision for the year	年度撥備	1,192	2,225
Under/(over)-provision in prior years	過往年度撥備不足/(過度)	191	(1,218)
		1,383	1,007
Current tax — Overseas	即期稅項 — 海外		
Provision for the year	年度撥備	-	292
Under-provision in prior years	過往年度撥備不足	2	1
		2	293
Deferred tax (note 39)	遞延稅項(附註39)	1,938	-
		3,323	1,300

Under the two-tiered profits tax regime, profits tax rate for the first HK\$2 million of assessable profits of qualifying corporations established in Hong Kong will be lowered to 8.25% (2019: 8.25%), and profits above that amount will be subject to the tax rate of 16.5% (2019: 16.5%). For the other Hong Kong established subsidiaries, Hong Kong Profits Tax has been provided at a rate of 16.5% (2019: 16.5%) on the estimated assessable profits.

PRC Enterprises Income Tax has been provided at a rate of 25% (2019: 25%).

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

13. 所得稅開支

有關持續經營業務的所得稅已於損益確認如下：

根據兩級制利得稅制度，於香港註冊的合資格企業的首2,000,000港元應課稅溢利的利得稅率將按8.25%(二零一九年：8.25%)的稅率徵稅，而超過該金額的溢利將按16.5%(二零一九年：16.5%)的稅率徵稅。就其他香港成立的附屬公司而言，香港利得稅按估計應課稅溢利的16.5%(二零一九年：16.5%)計提撥備。

中國企業按25%(二零一九年：25%)的稅率計提所得稅撥備。

其他地方應課稅溢利的稅項費用乃按本集團經營所在國家當前稅率，根據當地現行法例、詮釋及慣例計算。

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13. INCOME TAX EXPENSE (Continued)

The reconciliation between the income tax expense and the product of loss before tax multiplied by the Hong Kong Profits Tax rate is as follows:

13. 所得稅開支(續)

所得稅開支與除稅前虧損乘以香港利得稅稅率所計算出之數額的積對賬如下：

		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 (from continuing operations)	除稅前虧損 (來自持續經營業務)	(169,747)	(163,288)
Tax at the Hong Kong Profits Tax rate of 16.5% (2019: 16.5%)	按香港利得稅稅率16.5% (二零一九年: 16.5%)計算之稅項	(28,008)	(27,107)
Tax effect of income that is not taxable	毋須課稅收入的稅務影響	(966)	(1,903)
Tax effect of expenses that are not deductible	不可扣減費用的稅務影響	26,824	24,668
Tax effect of temporary differences not recognised	未確認暫時差異的稅務影響	2,385	586
Tax effect of tax concession	優惠稅率的稅務影響	(2,978)	(2,002)
Under/(over)-provision in prior years	過往年度撥備不足/(過度)	193	(1,218)
Tax effect of utilisation of tax losses not previously recognised	動用過往未確認稅務虧損的稅務影響	(1,540)	(772)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	12,432	12,936
Effect of different tax rates of subsidiaries	附屬公司稅率差異的影響	(5,281)	(3,428)
Others	其他	262	(460)
Income tax expense (relating to continuing operations)	所得稅開支 (有關持續經營業務)	3,323	1,300

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14. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

The Group's loss for the year from continuing operations is stated after charging/(crediting) the followings:

14. 持續經營業務之年度虧損

本集團持續經營業務之年度虧損在扣除／(計入)以下各項後載列如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Auditor's remuneration	核數師酬金		
— audit services	— 審核服務	1,600	1,567
— other services	— 其他服務	266	250
		1,866	1,817
Business entertainment	業務招待	1,921	7,608
Cost of goods sold (note (i))	售貨成本(附註(i))		
Cost of inventories sold	已售存貨成本	428,169	480,764
Allowance on inventories	存貨撥備	12,999	14,256
Reversal of allowance on inventories (note (ii))	存貨撥備撥回(附註(ii))	(11,125)	(10,038)
		430,043	484,982
Amortisation of exclusive agency right (EAR-1) (note 25(b))	獨家代理權(EAR-1)之攤銷(附註25(b))	2,392	-
Depreciation on property, plant and equipment	物業、廠房及設備折舊	17,714	24,792
Depreciation on right-of-use assets	使用權資產折舊	28,189	32,461
Legal and professional fee	法律及專業費用	14,328	10,149
Other gains and losses:	其他收益及虧損：		
Gain on modification of tenancy agreement	修訂租賃協議之收益	-	6
Gain on bargain purchase of a subsidiary	議價收購一間附屬公司之收益	69	-
Other operating expenses:	其他經營費用：		
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	363	2,178
Loss on disposal of subsidiaries (note 43(b)&(c))	出售附屬公司之虧損(附註43(b)及(c))	-	19,193
Research and development expenditure (note (iii))	研究及開發支出(附註(iii))	13,946	17,664
Operating lease charges	經營租賃費用		
Land and building	土地及樓宇	9,274	6,647
Selling and distribution expenses:	銷售及分銷開支：		
Technical support services fee (note 31(iv))	技術支援服務費(附註31(iv))	18,537	-
Administrative expenses:	行政費用：		
Consultancy fee (note 31(i))	顧問費(附註31(i))	23,250	3,750

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14. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS (Continued)

Notes:

- (i) During the year ended 31 December 2020, cost of goods sold includes approximately HK\$82,539,000 (2019: HK\$110,979,000) relating to employee benefits expense and depreciation, amounts of which are also included in the respective total amounts disclosed separately above and note 15 for each of these types of expenses.
- (ii) The Group makes allowance on inventories under respective aged criteria in different segments. The reversal of such allowance represents the amount of inventories subsequently used in production or sold.
- (iii) During the year ended 31 December 2020, research and development expenditure includes approximately HK\$13,904,000 (2019: HK\$17,437,000) relating to employee benefits expense, amounts of which are set out in note 15 to the consolidated financial statements.

15. EMPLOYEE BENEFITS EXPENSE

14. 持續經營業務之年度虧損(續)

附註：

- (i) 截至二零二零年十二月三十一日止年度，售貨成本包括有關僱員福利開支及折舊約82,539,000港元(二零一九年：110,979,000港元)，該等金額亦計入上文及附註15個別披露各類開支的總額中。
- (ii) 本集團對貨齡逾各自類別的賬齡準則的存貨作出撥備。撥備撥回指其後用於生產或出售的存貨金額。
- (iii) 截至二零二零年十二月三十一日止年度，研究及開發支出包括有關僱員福利開支約13,904,000港元(二零一九年：17,437,000港元)，該等金額載於綜合財務報表附註15。

15. 僱員福利開支

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Employee benefits expense	僱員福利開支		
(including directors' emoluments):	(包括董事酬金)：		
Salaries, bonuses and allowances	薪金、花紅及津貼	176,312	199,353
Retirement benefit scheme contributions	退休福利計劃供款	2,498	12,977
		178,810	212,330

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15. EMPLOYEE BENEFITS EXPENSE (Continued)

Five highest paid individuals:

The five highest paid individuals in the Group during the year included none (2019: none) directors whose emoluments are reflected in the analysis presented in note 16(a). The emoluments of the remaining five (2019: five) individuals are set out below:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, bonuses and allowances	薪金、花紅及津貼	21,250	32,492
Retirement benefit scheme contributions	退休福利計劃供款	276	287
		21,526	32,779

The emoluments fell within the following band:

酬金屬於下列範圍：

		Number of individuals 人數	
		2020 二零二零年	2019 二零一九年
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	1	-
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	1	-
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	1	-
HK\$3,500,001 to HK\$4,000,000	3,500,001 港元至 4,000,000 港元	1	-
HK\$4,000,001 to HK\$4,500,000	4,000,001 港元至 4,500,000 港元	-	2
HK\$6,000,001 to HK\$6,500,000	6,000,001 港元至 6,500,000 港元	-	2
HK\$8,500,001 to HK\$9,000,000	8,500,001 港元至 9,000,000 港元	1	-
HK\$12,000,001 to HK\$12,500,000	12,000,001 港元至 12,500,000 港元	-	1
		5	5

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16. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of every director is set out below:

16. 董事福利及權益

(a) 董事薪酬

各董事薪酬載列如下：

		Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就作為董事(無論於本公司或其附屬公司任職)的個人服務已付或應收的薪酬				Total 總計 HK\$'000 千港元
		Fees 費用 HK\$'000 千港元	Salaries 薪金 HK\$'000 千港元	Discretionary bonus 酌情花紅 HK\$'000 千港元	Employer's contribution to a retirement benefit scheme 僱員退休福利計劃供款 HK\$'000 千港元	
Name of director	董事姓名					
<i>Executive directors</i> 執行董事						
Mr. Lin Dailian (Chairman)	林代聯先生(主席)	-	1,988	-	18	2,006
Mr. Duan Chuanhong	段川紅先生	-	775	-	-	775
Mr. Xia Xiaobing	夏小兵先生	-	351	-	-	351
Mr. Wang Guozhen	王國鎮先生 (i)	-	1,612	-	12	1,624
<i>Independent Non-executive directors</i> 獨立非執行董事						
Mr. Bao Jinqiao	鮑金橋先生	385	-	-	-	385
Mr. Li Huiwu	李慧武先生	240	-	-	-	240
Mr. Yang Weidong	楊偉東先生 (ii)	165	-	-	-	165
Total for 2020	二零二零年總計	790	4,726	-	30	5,546

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

16. BENEFITS AND INTERESTS OF DIRECTORS (Continued) 16. 董事福利及權益(續)

(a) Directors' emoluments (Continued)

The remuneration of every director is set out below:

(a) 董事薪酬(續)

各董事薪酬載列如下：

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking
就作為董事(無論於本公司或其附屬公司任職)的個人服務已付或應收的薪酬

Name of director	董事姓名	Fees	Salaries	Discretionary bonus	Employer's contribution	Total
					to a retirement benefit scheme	
		費用	薪金	酌情花紅	僱員退休福利計劃供款	總計
		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
Executive directors						
Mr. Lin Dailian (Chairman)	林代聯先生(主席)	-	941	-	-	941
Mr. Duan Chuanhong	段川紅先生	-	1,000	-	-	1,000
Mr. Xia Xiaobing	夏小兵先生	-	22	-	-	22
Mr. Gong Shaoxiang (Former chairman)	龔少祥先生 (前任主席)	-	582	-	-	582
Mr. Lee Chi Hwa Joshua	李智華先生	-	1,455	377	-	1,832
Mr. Shi Xinbiao	史新標先生	-	83	-	-	83
Mr. Li Wuhao	李武好先生	-	1,167	-	-	1,167
Non-executive director						
Mr. Cao Yuyun	曹雨云先生	1,167	-	-	-	1,167
Independent Non-executive directors						
Mr. Bao Jinqiao	鮑金橋先生	480	-	-	-	480
Mr. Li Huiwu	李慧武先生	52	-	-	-	52
Mr. Wang Guozhen	王國鎮先生	44	-	-	-	44
Mr. Wong Chun Hung	黃鎮雄先生	148	-	-	-	148
Mr. Leung Pok Man	梁博文先生	231	-	-	-	231
Total for 2019	二零一九年總計	2,122	5,250	377	-	7,749

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16. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

Notes:

- (i) Redesignated from independent non-executive director to executive director on 3 April 2020.
- (ii) Appointed on 24 April 2020.

None of the directors waived any emoluments during the year (2019: Nil).

(b) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate and connected entities

The information about loans, quasi-loans and other dealings entered into by the Company or subsidiary undertaking of the Company in favour of directors is as follows:

Name of director	董事姓名	Outstanding		Maximum		Provision				
		Total amount payable	amount at the beginning of the year	Outstanding amount at the end of the year	outstanding amount during the year	Amount due but not paid	for doubtful debts made	Term	Interest rate	Security
		HK\$'000	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	千港元
As at 31 December 2020	於二零二零年十二月三十一日									
Quasi-loans or credit transactions:	準貸款或信貸交易:									
Mr. Lin Dailian	林代聯先生	450	Nil 無	450	700	450	Nil 無	Nil 無	Nil 無	Nil 無
As at 31 December 2019	於二零一九年十二月三十一日									
Quasi-loans or credit transactions:	準貸款或信貸交易:									
Mr. Lin Dailian	林代聯先生	Nil 無	Nil 無	Nil 無	Nil 無	Nil 無	Nil 無	Nil 無	Nil 無	Nil 無

(c) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

16. 董事福利及權益(續)

(a) 董事薪酬(續)

附註:

- (i) 於二零二零年四月三日由獨立非執行董事調任為執行董事。
- (ii) 於二零二零年四月二十四日獲委任。

年內，概無董事放棄任何酬金(二零一九年：無)。

(b) 有關向董事、受控制法團及關連實體出具的貸款、準貸款及其他買賣的資料

有關本公司或附屬公司訂立以董事為受益人之貸款、準貸款及其他買賣之資料如下：

(c) 董事於交易、安排或合約的重大權益

概無於年末或年內任何時間存續且本公司為其中訂約方及本公司董事及董事之關連方直接或間接擁有重大權益的有關本集團業務的其他重大交易、安排及合約。

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17. DISCONTINUED OPERATION

On 31 December 2019, the Company entered into a sale and purchase agreement to dispose of interests in Anhui Huayuan Guoyi Medical Investment Management Limited (安徽華源國怡醫療投資管理有限公司) (“Guoyi”), which is significant in the Group’s securities and other assets investment segment operations. Details of the assets and liabilities disposed of, and the calculation of the profit or loss on disposal, are disclosed in note 43(c).

17. 已終止經營業務

於二零一九年十二月三十一日，本公司訂立一份買賣協議以出售安徽華源國怡醫療投資管理有限公司(「國怡」)的權益，此對本集團證券及其他資產投資分部的營運屬重大。有關出售資產及負債以及計算出售事項損益的詳情披露於附註43(c)。

		2019 二零一九年 HK\$'000 千港元
Loss for the year from discontinued operation:	已終止經營業務之年度虧損：	
Revenue	收入	58,204
Cost of Sales	銷售成本	(53,114)
Other income	其他收入	451
Selling expenses	銷售開支	(1,529)
Administrative expenses	行政費用	(3,824)
Other operating expenses	其他經營費用	(14,684)
Finance cost	融資成本	(1,283)
Loss before tax	除稅前虧損	(15,779)
Income tax credit	所得稅抵免	286
Loss after tax	除稅後虧損	(15,493)
Gain on disposal of discontinued operation (note 43(c))	出售已終止經營業務之收益 (附註43(c))	754
Loss for the year from discontinued operation	已終止經營業務之年度虧損	(14,739)

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17. DISCONTINUED OPERATION (Continued)

17. 已終止經營業務(續)

		2019 二零一九年 HK\$'000 千港元
Attributable to:	以下各方應佔：	
Owners of the Company	本公司擁有人	(7,147)
Non-controlling interests	非控股權益	(7,592)
		(14,739)
Loss for the year from discontinued operation include the following:	已終止經營業務之年度虧損包括以下各項：	
Depreciation on property, plant and equipment	物業、廠房及設備折舊	98
Cash flows from discontinued operation:	已終止經營業務之現金流量：	
Net cash outflows from operating activities	經營活動現金流出淨額	(23,264)
Net cash inflows from financing activities	融資活動現金流入淨額	5,500
Net cash outflows	現金流出淨額	(17,764)

18. DIVIDENDS

No dividends have been paid or proposed during the year ended 31 December 2020, nor has any dividend been proposed since the end of the reporting period (2019: Nil).

18. 股息

截至二零二零年十二月三十一日止年度概無已派發或擬派發股息，且自報告期末以來亦無擬派發任何股息(二零一九年：無)。

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19. LOSS PER SHARE

From continuing operations and discontinued operations

The calculation of the basic and diluted loss per share is based on the following:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss	虧損		
Loss attributable to owners of the Company, used in the basic loss per share calculation	用於計算每股基本虧損之 本公司擁有人應佔虧損	(173,052)	(171,735)

(a) Basic loss per share

Number of shares – Basic

		2020 二零二零年	2019 二零一九年 (re-presented) (經重列)
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	用於計算每股基本虧損之 加權平均普通股股數	375,230,709	297,265,570

The comparative figure has been re-represented to reflect the implementation of share consolidation on the basis that every 20 issued and unissued ordinary shares of HK\$0.001 each to be consolidated into 1 consolidated shares of HK\$0.02 each on 29 May 2020.

(b) Diluted loss per share

No diluted loss per share was presented as the Company did not have any diluted potential ordinary shares for the years ended 31 December 2020 and 2019.

19. 每股虧損

來自持續經營業務及已終止經營業務

每股基本及攤薄虧損按下列方式計算：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss	虧損		
Loss attributable to owners of the Company, used in the basic loss per share calculation	用於計算每股基本虧損之 本公司擁有人應佔虧損	(173,052)	(171,735)

(a) 每股基本虧損

股數 – 基本

		2020 二零二零年	2019 二零一九年 (re-presented) (經重列)
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	用於計算每股基本虧損之 加權平均普通股股數	375,230,709	297,265,570

比較數字已重列以反映於二零二零年五月二十九日按將每20股每股面值0.001港元的已發行及未發行普通股合併為1股每股面值0.02港元合併股份基準實施的股份合併。

(b) 每股攤薄虧損

由於本公司截至二零二零年及二零一九年十二月三十一日止年度並無任何攤薄潛在普通股，故並無呈列每股攤薄虧損。

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19. LOSS PER SHARE (Continued)

From continuing operations

The calculation of the basic loss per share from continuing operations is based on the following:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss	虧損		
Loss attributable to owners of the Company, used in the basic loss per share calculation	用於計算每股基本虧損之本公司擁有人應佔虧損	(173,052)	(171,735)
Less: loss for the year from discontinued operation	減：已終止經營業務之年度虧損	-	(7,147)
Loss attributable to owners of the Company, used in the basic loss per share calculation from continuing operations	用於計算持續經營業務之每股基本虧損之本公司擁有人應佔虧損	(173,052)	(164,588)

From discontinued operation

Basic and diluted earnings per share from discontinued operation are not applicable for the year ended 31 December 2020. The basic and diluted earnings per share from discontinued operation for the year ended 31 December 2019 are 2.405 HK cents and 2.405 HK cents respectively. Basic and diluted earnings per share calculation is based on the loss for the year ended 31 December 2019 from discontinued operation attributable to the owners of the Company of HK\$7,148,000 and the denominator used are the same as those set out above.

19. 每股虧損(續)

來自持續經營業務

計算持續經營業務之每股基本虧損乃基於以下各項：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss	虧損		
Loss attributable to owners of the Company, used in the basic loss per share calculation	用於計算每股基本虧損之本公司擁有人應佔虧損	(173,052)	(171,735)
Less: loss for the year from discontinued operation	減：已終止經營業務之年度虧損	-	(7,147)
Loss attributable to owners of the Company, used in the basic loss per share calculation from continuing operations	用於計算持續經營業務之每股基本虧損之本公司擁有人應佔虧損	(173,052)	(164,588)

來自已終止經營業務

已終止經營業務的每股基本及攤薄盈利並不適用於截至二零二零年十二月三十一日止年度。截至二零一九年十二月三十一日止年度已終止經營業務之每股基本及攤薄盈利分別為2.405港仙及2.405港仙。每股基本及攤薄盈利乃根據截至二零一九年十二月三十一日止年度本公司擁有人應佔已終止經營業務之虧損約7,148,000港元計算，而所用分母與上文就每股基本虧損所詳述者相同。

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20. PROPERTY, PLANT AND EQUIPMENT

20. 物業、廠房及設備

		Leasehold improvements 租賃改善工程 HK\$'000 千港元	Plant, machinery, moulds and tools 廠房、機器、 模具及工具 HK\$'000 千港元	Furniture and equipment 傢俬及設備 HK\$'000 千港元	Motor vehicles 汽車 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	29,927	143,527	11,911	1,315	186,680
Additions	購置	1,245	7,576	383	-	9,204
Disposal of subsidiaries (note 43(b) & (c))	出售附屬公司 (附註 43(b) 及 (c))	(1,078)	-	(573)	(332)	(1,983)
Disposals	出售	-	-	(114)	-	(114)
Written off	撇銷	(1,055)	(27,746)	(4,554)	-	(33,355)
Exchange differences	匯兌差額	(327)	(1,340)	(63)	(4)	(1,734)
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	28,712	122,017	6,990	979	158,698
Additions	購置	295	1,080	1,158	779	3,312
Acquisition of a subsidiary (note 43(a))	收購一間附屬公司 (附註 43(a))	-	-	1	-	1
Written off	撇銷	(472)	(18,344)	(387)	-	(19,203)
Exchange differences	匯兌差額	1,150	4,795	246	14	6,205
At 31 December 2020	於二零二零年十二月三十一日	29,685	109,548	8,008	1,772	149,013
Accumulated depreciation	累計折舊					
At 1 January 2019	於二零一九年一月一日	15,297	109,405	8,989	1,085	134,776
Charge for the year	年度費用	7,610	16,585	559	136	24,890
Disposal of subsidiaries (note 43(b) & (c))	出售附屬公司 (附註 43(b) 及 (c))	(738)	-	(309)	(238)	(1,285)
Disposals	出售	-	-	(25)	-	(25)
Written off	撇銷	(1,044)	(25,683)	(4,539)	-	(31,266)
Exchange difference	匯兌差額	(274)	(1,018)	(56)	(4)	(1,352)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	20,851	99,289	4,619	979	125,738
Charge for the year	年度費用	5,454	11,041	1,063	156	17,714
Written off	撇銷	(118)	(18,339)	(383)	-	(18,840)
Exchange differences	匯兌差額	1,082	3,915	188	13	5,198
At 31 December 2020	於二零二零年十二月三十一日	27,269	95,906	5,487	1,148	129,810
Carrying amount	賬面值					
At 31 December 2020	於二零二零年十二月三十一日	2,416	13,642	2,521	624	19,203
At 31 December 2019	於二零一九年十二月三十一日	7,861	22,728	2,371	-	32,960

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20. PROPERTY, PLANT AND EQUIPMENT (Continued)

During the year ended 31 December 2019, the Group changed the estimated useful lives of certain plant, machinery, moulds and tools from 3 years to 2 years. As a result of this change in accounting estimate, the depreciation charge increased by HK\$3,638,000 for the year and will decrease by HK\$303,000 and HK\$3,335,000 for the following year and the year after respectively.

21. RIGHT-OF-USE ASSETS

20. 物業、廠房及設備(續)

截至二零一九年十二月三十一日止年度，本集團將若干廠房、機器、模具及工具之估計可使用年期由3年更改為2年。由於此項會計估計變動，年內折舊費用增加3,638,000港元，並將於來年及往後年度分別減少303,000港元及3,335,000港元。

21. 使用權資產

		Leasehold lands	Leased properties	Total
		租賃土地	租賃樓宇	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2019	於二零一九年一月一日	1,912	75,813	77,725
Additions	增添	-	20,367	20,367
Depreciation	折舊	(635)	(31,826)	(32,461)
Modification	修訂	-	(411)	(411)
Disposal of subsidiaries	出售附屬公司	-	(2,512)	(2,512)
Exchange differences	匯兌差額	(26)	(162)	(188)
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	1,251	61,269	62,520
Additions	增添	-	14,662	14,662
Depreciation	折舊	(625)	(27,564)	(28,189)
Reassessment (note)	重新評估(附註)	-	(1,122)	(1,122)
Exchange differences	匯兌差額	42	991	1,033
At 31 December 2020	於二零二零年 十二月三十一日	668	48,236	48,904

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21. RIGHT-OF-USE ASSETS (Continued)

21. 使用權資產(續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Depreciation expenses on right-of-use assets	使用權資產之折舊開支	28,189	32,461
Interest expense on lease liabilities (included in finance cost)	租賃負債之利息開支 (計入融資成本)	3,266	4,390
Expenses relating to short-term lease (included in cost of goods sold and administrative)	有關短期租賃的開支 (計入售貨成本及行政費用)	9,274	6,647
COVID-19 Related rent concessions received	已收取的COVID-19相關租金寬減	915	-

Note: As disclosed in note 3, the Group has early adopted the Amendments to HKFRS 16: COVID-19 Related Rent Concessions, and applied the practical expedient introduced by the Amendments to all eligible rent concessions received by the Group during the period.

附註: 誠如附註3所披露，本集團已提早採納香港財務報告準則第16號修訂本：COVID-19相關租金寬減，並將該修訂所引入的可行權宜方法應用於本集團於本期間內收到的所有合資格租金寬減。

Lease liabilities of HK\$51,599,000 (2019: HK\$59,605,000) are recognised with related right-of-use assets of HK\$48,904,000 (2019: HK\$62,520,000) as at 31 December 2020. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

於二零二零年十二月三十一日，已確認租賃負債51,599,000港元(二零一九年：59,605,000港元)及相關的使用權資產48,904,000港元(二零一九年：62,520,000港元)。除出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他契約。租賃資產不得用於借款擔保。

Details of total cash outflow for leases is set out in note 43(f).

租賃現金流出總額的詳情載於附註43(f)。

For both years, the Group leases various offices, factories and staff quarters for its operations. Lease contracts are entered into for fixed term of one to ten years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩年期間，本集團就其營運租賃多個辦公室、工廠及員工宿舍。租賃合約按一至十年的固定年期訂立。租賃條款按個別基準磋商，並包含各種不同的條款及條件。於釐定租期及評估不可撤回期間長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

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22. INVESTMENT PROPERTIES

22. 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 1 January and 31 December	於一月一日及十二月三十一日	30,000	30,000

Investment properties were revalued at 31 December 2020 and 2019 on the open market value basis by reference to market evidence of recent transactions for similar properties by Savills Valuation and Professional Services Limited, an independent firm of chartered surveyors. For commercial properties and offices, the Group used market comparable approach.

投資物業於由獨立特許測量師事務所第一太平戴維斯估值及專業顧問有限公司參考類似物業的近期交易市場證據按公開市值基準於二零二零年及二零一九年十二月三十一日重估。就商業物業及辦公室而言，本集團採用市場可資比較法。

23. PREPAID LEASE PAYMENTS

The Group's interests in prepaid land lease payments represent prepaid operating lease payments and their net book value are analysed as follows:

23. 預付租賃款項

本集團於預付土地租賃款項的權益指預付經營租賃款項及其賬面淨值，其分析如下：

		HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	1,912
Reclassification due to adoption of HKFRS 16	因採納香港財務報告準則第16號而重新分類	(1,912)
Restated balance at 1 January 2019	於二零一九年一月一日的經重列結餘	-

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24. GOODWILL

24. 商譽

		Catering Services CGU 餐飲服務 現金產生單位
		HK\$'000 千港元
Cost and carrying amount	成本及賬面值	
At acquisition date and 1 January 2019	於收購日期及二零一九年一月一日	18,814
Disposal of subsidiaries (note 43(b))	出售附屬公司(附註43(b))	(18,814)
At 31 December 2019	於二零一九年十二月三十一日	-

Goodwill acquired in a business combination is allocated, at acquisition, to the CGUs that are expected to benefit from that business combination. The Group acquired 100% equity interest of Pride Review Group on 17 July 2018. The goodwill arising from the acquisition is allocated to the Catering Services CGU included in the Securities and Other Assets Investment segment.

The recoverable amounts of the Catering Services CGU has been determined on the basis of their value in use calculations using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and revenue during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the Catering Services CGU. The growth rates are based on long-term average economic growth rate of the geographical area in which the businesses of the Catering Services CGU operates. Budgeted gross margin and revenue are based on past practices and expectations on market development. On 31 December 2019, the Group has disposed of the entire equity interest in Pride Review Group.

於一項業務合併下收購的商譽於收購時分配至預期從該業務合併受益的現金產生單位。本集團於二零一八年七月十七日收購Pride Review集團的100%股權。收購事項產生的商譽分配至證券及其他資產投資分部內的餐飲服務現金產生單位。

餐飲服務現金產生單位之可收回金額乃使用貼現現金流量法根據其使用價值釐定。於貼現現金流量法中作出之主要假設涉及貼現率、增長率以及期內預算毛利率及收益。本集團採用除稅前利率估計貼現率，該利率反映市場現時對貨幣時間價值之評估及餐飲現金產生單位之特有風險。增長率乃以餐飲服務現金產生單位經營業務所在地區之長期平均經濟增長率為基準。預算毛利率及收入乃以過往慣例及對市場發展之預期為基準。於二零一九年十二月三十一日，本集團已出售Pride Review集團的全部股權。

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25. INTANGIBLE ASSETS

25. 無形資產

		License rights (note (a)) 特許權 (附註(a)) HK\$'000 千港元	Customer relationship (note (b)) 客戶關係 (附註(b)) HK\$'000 千港元	EAR-1 (note (c)) 獨家代理權-1 (附註(c)) HK\$'000 千港元	EAR-2 (note (d)) 獨家代理權-2 (附註(d)) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本					
At 1 January 2019, 31 December 2019 and 1 January 2020	於二零一九年一月一日、二零一九年十二月三十一日及二零二零年一月一日	32,458	13,707	-	-	46,165
Additions	購置	-	-	25,000	27,000	52,000
Written off	撇銷	(32,458)	-	-	-	(32,458)
At 31 December 2020	於二零二零年十二月三十一日	-	13,707	25,000	27,000	65,707
Accumulated amortisation and impairment losses	累計攤銷及減值虧損					
At 1 January 2019, 31 December 2019 and 1 January 2020	於二零一九年一月一日、二零一九年十二月三十一日及二零二零年一月一日	32,458	13,707	-	-	46,165
Amortisation for the year	年度攤銷	-	-	2,392	-	2,392
Impairment loss for the year	年度減值虧損	-	-	14,130	-	14,130
Written off	撇銷	(32,458)	-	-	-	(32,458)
At 31 December 2020	於二零二零年十二月三十一日	-	13,707	16,522	-	30,229
Carrying amount	賬面值					
At 31 December 2020	於二零二零年十二月三十一日	-	-	8,478	27,000	35,478
At 31 December 2019	於二零一九年十二月三十一日	-	-	-	-	-

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25. INTANGIBLE ASSETS (Continued)

Notes:

- (a) License rights represent the right to use the "RCA" trademark in trading of certain manufactured business phones in the U.S.A. and Canada. The license rights expired on 31 December 2018 and was further extended to 31 December 2020.
- (b) Customer relationship represents the future economic benefit to the Group arising from regular contact between individual customer and the business entity before business combination. The amortising period of customer relationship was 3-6 years.
- (c) The Group paid HK\$25 million to a company ("**BXG**") in FY2019 as prepayment (note 31). In FY2020, the Group has reclassified that prepayment as intangible assets, which represents exclusive agency rights ("**EAR-1**") for certain number of apartments (both furnished and without decoration). Due to the effect of the pandemic, the terms of the EAR-1 were extended and revised after the reporting period. Further details are set out in note 5(c)&(d).
- (d) On 18 August 2020, the Group acquired the exclusive agency rights ("**EAR-2**") from Ratchaphruek Global Group Co., Ltd. ("**Vendor**") for the rights to sell 77 villa units ("**Target Properties**") planned to be constructed under a project ("**Project**") of a developer company ("**Developer**"). The management estimated the Project to commence construction in the fourth quarter of 2020, and it was expected that the handover of the Target Properties would take place in around the fourth quarter of 2022 or first quarter of 2023. The Group has the rights to sell the Target Properties for a remaining term of not less than 12 months from 18 August 2020, and may be extended by another 6 months upon expiration. Further details are set out in note 5(e).

25. 無形資產(續)

附註：

- (a) 特許權指在美國及加拿大買賣若干商務電話成品時使用「RCA」商標的權利。特許權已於二零一八年十二月三十一日屆滿，並進一步延長至二零二零年十二月三十一日。
- (b) 客戶關係指在業務合併前個人客戶及業務實體定期接觸對本集團產生的未來經濟利益。客戶關係的攤銷期為3至6年。
- (c) 本集團於二零一九財政年度向一家公司(「**BXG**」)支付25,000,000港元作為預付款項(附註31)。於二零二零財政年度，本集團已將該預付款項重新分類為無形資產，指若干間公寓(有傢俬及無裝修)的獨家代理權(「**EAR-1**」)。由於疫情影響，EAR-1的條款於報告期後進行了延長及修訂。進一步詳情載於附註5(c)及(d)。
- (d) 於二零二零年八月十八日，本集團自Ratchaphruek Global Group Co., Ltd. (「**賣方**」)取得獨家代理權(「**EAR-2**」)，有權銷售一間發展公司(「**發展商**」)項目(「**該項目**」)項下規劃建設的77套別墅單位(「**目標物業**」)。管理層估計該項目將於二零二零年第四季度開始建設，預期目標物業將於二零二二年第四季度或二零二三年第一季度左右交接。本集團有權自二零二零年八月十八日起按不少於12個月的剩餘年期出售目標物業，並於屆滿時可再續期六個月。進一步詳情載於附註5(e)。

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26. INVESTMENTS IN SUBSIDIARIES

Particulars of the subsidiaries as at 31 December 2020 are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and paid up share capital/ registered capital 已發行及 繳足股本/註冊資本	Percentage of ownership interest/voting power/ profit sharing 應佔擁有權權益/投票權/ 共享溢利百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Charm Year International Limited 創年國際有限公司	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值1美元的 普通股	100%	-	Investment holding 投資控股
China Khan Limited 華將有限公司	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值1美元的 普通股	100%	-	Investment holding 投資控股
Natural Perseverance Limited 天毅有限公司	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值1美元的 普通股	100%	-	Investment holding 投資控股
Powerled Limited 權領有限公司	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值1美元的 普通股	100%	-	Investment holding 投資控股
Power Trump Investments Limited	Hong Kong 香港	Ordinary shares of HK\$100 100港元的普通股	100%	-	Investment holding 投資控股
Sheer Victory Limited	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值1美元的 普通股	100%	-	Investment holding 投資控股
Dayshine Global Investments Limited	B.V.I. 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值1美元的 普通股	-	100%	Inactive 暫無業務
Ever Billion Industrial Limited 億恒實業有限公司	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	Investment holding 投資控股

26. 於附屬公司的投資

於二零二零年十二月三十一日附屬公司的詳情如下：

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26. INVESTMENTS IN SUBSIDIARIES (Continued)

26. 於附屬公司的投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and paid up share capital/ registered capital 已發行及 繳足股本/註冊資本	Percentage of ownership interest/voting power/ profit sharing 應佔擁有權權益/投票權/ 共享溢利百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Link-Asia International Cell Technology Group Limited (Formerly known as Idea Perfect Holdings Limited) 環亞國際細胞科技集團有限公司 (前稱意美控股有限公司)	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	Investment holding 投資控股
Keenpro Investments Limited 建保投資有限公司	B.V.I. 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值1美元的 普通股	-	100%	Investment holding 投資控股
Link-Asia Medtech Investment Limited (Formerly known as Sheer Victory Company Limited) 環亞醫療科技投資有限公司 (前稱Sheer Victory Company Limited)	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	Inactive 暫無業務
Sino Achieve Limited 中禧有限公司	Hong Kong 香港	Ordinary shares of HK\$5,000,000 5,000,000港元的普通股	-	100%	Investment holding and trading 投資控股及貿易
Space Wisdom Limited 智航有限公司	B.V.I. 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值1美元的 普通股	-	100%	Inactive 暫無業務
Talent-Asia Holdings Co. Limited (Formerly known as Talent-Asia Real Estate Holdings Co. Ltd.) 天賦環亞控股有限公司 (前稱天賦環亞地產控股有限公司)	Hong Kong 香港	Ordinary shares of HK\$1,000,000 1,000,000港元的普通股	-	100%	Investment holding and provision of real estate advisory service and real estate purchase service 投資控股及提供房地產 諮詢服務和房地產 購置服務
Talent-Asia GC Company Limited 環亞荀盤有限公司	Hong Kong 香港	Ordinary shares of HK\$1,000,000 1,000,000港元的普通股	-	51%	Provision of real estate advisory service and real estate purchase service 提供房地產諮詢服務和 房地產購置服務
Telefield Holdings Limited	B.V.I. 英屬處女群島	410,000 ordinary shares of US\$1 each 410,000股每股面值1美元 的普通股	-	100%	Investment holding 投資控股

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26. INVESTMENTS IN SUBSIDIARIES (Continued)

26. 於附屬公司的投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and paid up share capital/ registered capital 已發行及 繳足股本/註冊資本	Percentage of ownership interest/voting power/ profit sharing 應佔擁有權權益/投票權/ 共享溢利百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Telefield Limited 中慧有限公司	Hong Kong 香港	Ordinary shares of HK\$20,000,000 and non-voting deferred shares of HK\$5,000,000 20,000,000港元的普通股及5,000,000港元的無投票權遞延股份	-	100%	Investment holding, electronic manufacturing services for telecommunications, security, car electronics, home appliances, other consumer and industrial electronic products 投資控股、電訊、保安、汽車電子產品、家電、其他消費及工業電子產品的電子製造服務
Telefield Medical Devices Limited 中慧醫療器材有限公司	Hong Kong 香港	Ordinary shares of HK\$1,000 1,000港元的普通股	-	100%	Trading of personal care products 個人護理產品貿易
Telefield Universal Limited 中慧環球有限公司	Hong Kong 香港	Ordinary shares of HK\$15,600,000 15,600,000港元的普通股	-	100%	Investment holding and trading of telecommunication products 投資控股及電訊產品貿易
Telefield NA Inc.	U.S.A. 美國	Share capital of US\$2,000,000 股本2,000,000美元	-	100%	Trading of business telephone system 商業電話系統貿易
Well Dragon Electronics Limited 益龍電子有限公司	Hong Kong 香港	Ordinary share of HK\$1,000,000 1,000,000港元的普通股	-	100%	Manufacturing services of home appliances, other consumer and industrial electronic products 家電、其他消費及工業電子產品的製造服務
Sota Acoustics Limited 蘇達音響有限公司	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	Sale of audio equipment 音頻設備的銷售
Link-Asia International Assisted Reproductive Technology Group Limited (Formerly known as Wise State Investment Ltd) 環亞國際輔助生殖科技集團有限公司 (前稱智邦投資有限公司)	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	Investment holding 投資控股

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26. INVESTMENTS IN SUBSIDIARIES (Continued)

26. 於附屬公司的投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and paid up share capital/ registered capital 已發行及 繳足股本/註冊資本	Percentage of ownership interest/voting power/ profit sharing 應佔擁有權權益/投票權/ 共享溢利百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
廣州中慧電子有限公司(「廣州中慧」) Guangzhou Telefield Limited ("GTL")*	PRC 中國	Registered capital of US\$8,060,000 註冊資本8,060,000美元	-	100%	Manufacture of telecommunications and other products 電訊及其他產品的製造
廣州中穗電子有限公司 Guangzhou Zhong Sui Limited*	PRC 中國	Registered capital of US\$1,500,000 註冊資本1,500,000美元	-	100%	Manufacture and sale of consumable electronic products 消費電子產品的製造及 銷售
廣州卓豐塑料製品有限公司 Guangzhou Zhuo Feng Plastics Co., Limited*	PRC 中國	Registered capital of US\$2,000,000 註冊資本2,000,000美元	-	100%	Inactive 暫無業務
華氏管理諮詢(深圳)有限公司 Huashi Management Consultancy (Shenzhen) Limited*	PRC 中國	Registered capital of RMB300,000,000 註冊資本人民幣 300,000,000元	-	100%	Inactive 暫無業務
鼎成投資(揚州)有限公司 Ding Cheng Investment (Yangzhou) Limited*	PRC 中國	Registered capital of RMB200,000,000 註冊資本人民幣 200,000,000元	-	100%	Investment holding 投資控股
華氏醫療輔助技術(深圳)有限公司 (前稱華氏醫藥控股(深圳)有限公司) Huashi Medical Assistive technology (Shenzhen) Co., Ltd* (Formerly known as Healthcare Holdings (Shenzhen) Co., Ltd)	PRC 中國	Registered capital of RMB500,000,000 註冊資本人民幣 500,000,000元	-	100%	Investment holding 投資控股
上海賦勉管理諮詢有限公司 Shanghai Fu Mian Management Consultant Limited*	PRC 中國	Registered capital of RMB100,000,000 註冊資本人民幣 100,000,000元	-	100%	Provision of consultancy service 提供諮詢服務

* English names for identification purpose.

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26. INVESTMENTS IN SUBSIDIARIES (Continued)

Except for Guoyi, all subsidiaries established in the PRC are wholly foreign-owned enterprises. Guoyi was disposed of during the year.

As at 31 December 2020, the bank balances of the Group's subsidiaries in the PRC denominated in RMB and deposited with banks in the PRC were amounted to approximately HK\$13,208,000 (2019: HK\$45,273,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

26. 於附屬公司的投資(續)

除國怡外，所有在中國成立的附屬公司均為外商獨資企業。國怡已於年內出售。

於二零二零年十二月三十一日，本集團的中國附屬公司以人民幣計值及存放於中國的銀行的銀行結餘為約13,208,000港元(二零一九年：45,273,000港元)。人民幣兌換為外幣須受中國外匯管理條例及結匯、售匯及付匯管理規定的規限。

27. INVESTMENTS IN ASSOCIATES

27. 於聯營公司的投資

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Unlisted investments in the PRC:	中國非上市投資：		
Net assets of associates	聯營公司資產淨值	33,402	-
Impairment losses	減值虧損	(10,281)	-
		23,121	-
Share of losses of associates	分佔聯營公司虧損	(12,622)	-
		10,499	-
Exchange realignment	匯兌調整	1,817	-
		12,316	-

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27. INVESTMENTS IN ASSOCIATES (Continued)

Details of the Group's associates at 31 December 2020 are as follows:

Name	Place of incorporation/ registration	Registered capital	Percentage of ownership interest/voting power/ profit sharing	Principal activities
名稱	註冊成立/登記地點	註冊資本	所有權權益/投票權/ 溢利分佔百分比	主要業務
上海展炬商務諮詢有限公司(「展炬」) Shanghai Zhanju Business Consulting Co., Ltd. ("Zhanju")*	PRC 中國	RMB31,000,000 (not fully paid up) 人民幣31,000,000元 (未悉數繳足)	49%	Consultancy service 諮詢服務
上海榕書商務諮詢有限公司(「榕書」) Shanghai Rongshu Business Consulting Co., Ltd. ("Rongshu")*	PRC 中國	RMB30,000,000 (not fully paid up) 人民幣30,000,000元 (未悉數繳足)	49%	Consultancy service 諮詢服務
蘇州旺全創業投資有限公司(「旺全」) Suzhou Wangquan Venture Capital Co., Ltd. ("Wangquan")*	PRC 中國	RMB5,000,000 (fully paid up) 人民幣5,000,000元 (悉數繳足)	48%	Investment holding 投資控股

* English names for identification purpose.

On 2 September 2020, Zhanju reduced its registered capital from RMB200,000,000 to RMB31,000,000.

Wangquan is a substantial equity investment of Zhanju. Pursuant to a court order on 12 October 2019, Zhanju share of Wangquan's equity was frozen until 11 October 2022.

The following table shows, in aggregate, the Group's share of the amounts of all individually immaterial associates that are accounted for using the equity method.

27. 於聯營公司的投資(續)

本集團於二零二零年十二月三十一日的聯營公司詳情如下：

於二零二零年九月二日，展炬將其註冊資本由人民幣200,000,000元削減至人民幣31,000,000元。

旺全為展炬之主要股權投資。根據二零一九年十月十二日的法院頒令，展炬於旺全之股權被凍結直至二零二二年十月十一日為止。

下表列示於以權益法入賬之所有個別並無重大影響之聯營公司中本集團的應佔總金額。

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27. INVESTMENTS IN ASSOCIATES (Continued)

The following table show information on the associates that are material to the Group. These associates are accounted for in the consolidated financial statements using the equity method. The summarised financial information presented is based on the HKFRS financial statements of the associates.

27. 於聯營公司的投資(續)

下表列示對本集團而言屬重大的聯營公司的資料，該等聯營公司以權益法於綜合財務報表入賬。所呈列的財務資料概要乃以聯營公司香港財務報告準則財務報表為基準。

Name	名稱	Zhanju 展炬		Rongshu 榕書	
		2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年
Principal place of business/ country of incorporation	業務主要營運地點/ 註冊成立國家	PRC/PRC 中國/中國		PRC/PRC 中國/中國	
Principal activities	主要業務	Consultancy service 諮詢服務	NA 不適用	Consultancy service 諮詢服務	NA 不適用
% of ownership interests/ voting rights held by the Group	本集團所持所有權 權益(%) / 投票權	49%/49%	NA 不適用	49%/49%	NA 不適用
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 December:	於十二月三十一日：				
Non-current assets	非流動資產	-	-	-	-
Current assets	流動資產	18,753	-	18,254	-
Current liabilities	流動負債	(11,873)	-	-	-
Net assets	資產淨值	6,880	-	18,254	-
Group's share of net assets	本集團應佔資產淨值	2,441	-	8,058	-
Exchange realignment	匯兌調整	931	-	886	-
Group's share of carrying amount of interests	本集團應佔權益之 賬面值	3,372	-	8,944	-
Year ended 31 December:	截至十二月三十一日 止年度：				
Revenue	收入	218	-	-	-
Loss before tax	除稅前虧損	(12,634)	-	(13,126)	-
Other comprehensive income	其他全面收益	-	-	-	-
Total comprehensive income	全面收益總額	(12,634)	-	(13,126)	-

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28. EQUITY INVESTMENTS AT FVTOCI

28. 按公平值計入其他全面收益的股權投資

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Equity securities, at fair value Listed in Hong Kong	股本證券，按公平值 於香港上市	-	13,397
		-	13,397
Analysed as:	分析如下：		
Current portion	即期部分	-	3,789
Non-current portion	非即期部分	-	9,608
		-	13,397

The fair values of listed securities are based on current bid prices at the end of the reporting period. All equity investments at FVTOCI are denominated in HK\$.

上市證券之公平值乃根據報告期末之現行買入價而定。全部按公平值計入其他全面收益的股權投資皆以港元計值。

During the year, fair value changes in respect of the Group's equity investments recognised in other comprehensive income amounted to HK\$12,212,000 (2019: HK\$9,353,000).

年內，有關已於其他全面收益確認的本集團股權投資的公平值變動金額為12,212,000港元(二零一九年：9,353,000港元)。

29. INVENTORIES

29. 存貨

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Raw materials	原材料	33,808	36,163
Work in progress	半成品	19,637	15,280
Finished goods	製成品	32,373	22,554
Goods in transit	在運貨品	6,833	5,930
		92,651	79,927

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30. 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	169,224	132,912
Allowance for trade receivables (note 6(c))	應收貿易賬款撥備(附註6(c))	(3,811)	(1,860)
		165,413	131,052

The Group's trading terms with customers are mainly on credit. The credit terms generally range from 30 to 120 days. Each customer has a maximum credit limit. For new customers, payment in advance is normally required. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

The aging analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

30. 應收貿易賬款

本集團與客戶主要以信貸方式進行買賣。信貸期一般介乎30至120天。每名客戶均有最高信貸限額。新客戶一般須預付款項。本集團致力對尚未收回應收款項維持嚴格監控。董事定期審閱逾期結餘。

按發票日期的應收貿易賬款(扣除撥備)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 to 90 days	0至90天	136,286	108,667
91 to 180 days	91至180天	27,616	22,142
181 to 365 days	181至365天	672	133
Over 365 days	365天以上	839	110
		165,413	131,052

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30. TRADE RECEIVABLES (Continued)

Reconciliation of 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 the beginning of year	於年初	1,860	444
Impairment losses for the year	年度減值虧損	2,099	1,550
Bad debts written off	撇銷壞賬	(132)	-
Reversal of allowance for bad debts	壞賬撥備撥回	(16)	-
Disposal of a subsidiary	出售一間附屬公司	-	(134)
At the end of year	於年末	3,811	1,860

The individually impaired trade receivables relate to customers that were in financial difficulties or were in default in payments and the receivables are not expected to be recovered.

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
United States dollars ("USD")	美元(「美元」)	160,051	127,490
HK\$	港元	-	29
RMB	人民幣	5,362	3,533
Total	合計	165,413	131,052

30. 應收貿易賬款(續)

應收貿易賬款的撥備對賬載列如下：

個別減值應收貿易賬款與面臨財務困難或拖欠償還付款之客戶及預期無法收回應收款項有關。

本集團應收貿易賬款之賬面值使用以下貨幣計值：

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31. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES 31. 預付款項、按金及其他應收款項

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Prepayment for marketing and distribution of real estate projects consulting services	房地產項目營銷及分銷顧問服務之預付款項	(i)	-	23,250
Prepaid consultancy fees	預付顧問費		-	5,478
Prepayment for provision of comprehensive consultancy services in biomedical field	提供生物醫藥領域全面顧問服務之預付款項	(ii)	3,576	-
Prepayment of service fee	預付服務費	(iii)	9,500	-
Prepayment of technical support services	技術支援服務之預付款項	(iv)	-	11,386
Other prepayments	其他預付款項		937	2,439
Other receivables — refundable deposit paid for services	其他應收款項 — 就服務支付之可退還訂金	(v)	-	1,500
Other receivables — refundable deposit paid for procurement	其他應收款項 — 就採購支付之可退還訂金	(vi)	3,000	-
Other receivables — refundable deposit paid for services	其他應收款項 — 就服務支付之可退還訂金	(vii)	3,400	-
Other receivables — refundable deposit paid for conference services	其他應收款項 — 就會議服務支付之可退還訂金	(viii)	5,310	-
Other receivables	其他應收款項		6,328	8,064
Deposit for acquisition of exclusive agency right (EAR-1)	收購獨家代理權 (EAR-1) 之按金	(ix)	-	25,000
Purchase deposits	採購按金		4,340	1,841
Rental deposits	租金按金		8,659	8,659
Other deposits	其他按金		1,506	2,155
			46,556	89,772
Analysis:	分析為：			
Current portion	即期部分		46,556	81,113
Non-current portion	非即期部分		-	8,659
			46,556	89,772

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31. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

Notes:

- (i) On 12 August 2019, the Company engaged a consulting company to prepare written research report on Singapore real estate market, advisory on positioning and distribution of real estate projects, and to help establish downstream sales distribution channels. The consulting service fee of HK\$27,000,000 was paid upfront in August 2019. The Company recognised service fee expense based on completion of work approved by the Company, and the consulting company rendered all contracted services prior to the date of these financial statements.
- (ii) On 4 August 2020, a wholly owned PRC subsidiary of the Group engaged a consulting company to provide comprehensive consultancy services in the biomedical field, including but not limited to project recommendations, industry research preparation, pre-launch project promotion, legal due diligence, and assistance in drafting agreements. An advanced payment of RMB3,000,000 inclusive of VAT (equivalent to approximately HK\$3,576,000) was paid in 2020. The Group recognised service fee expense based on completion of work approved by the Group. As at 31 December 2020, the consulting company has not yet commenced providing services.
- (iii) During April 2020, the Group has entered into two service contracts with a company ("**Company R**") for Company R's provision of services to assist the Group to obtain exclusive sales rights of certain properties in 2 Asian countries. The total prepaid service fees under these two service contracts were HK\$9,500,000 as at end of reporting period.
- (iv) On 18 October 2019, a PRC subsidiary of the Group engaged a service provider to provide technical support for maintenance of the Group's website and information system, produce promotional videos and publish them through new social media, and provide customers diversion service. The contract service fee was RMB20,000,000 inclusive of VAT (equivalent to approximately HK\$22,350,000), and an advanced payment of RMB14,400,000 inclusive of VAT (equivalent to approximately HK\$16,092,000) was made on October 2019. The balance of contract service fee was paid in accordance with the agreed payment stages over FY2020. The Group recognised service fees expense based on completion of work approved by the Group, and the service provider has rendered all contracted services prior to the date of these financial statements.
- (v) On 23 July 2019, the Company signed a Memorandum of Understanding with a service company to obtain exclusive agency right for certain properties in Manila, Philippines. The Company paid a deposit of HK\$1,500,000 on 25 July 2019. Such amount will be refundable if they fail to enter into a formal cooperation agreement. Up to the date of these financial statements, no formal cooperation agreement has been entered into, and the management provided an allowance of HK\$1,500,000 for this deposit.

31. 預付款項、按金及其他應收款項 (續)

附註：

- (i) 二零一九年八月十二日，本公司委聘一間諮詢公司編製新加坡房地產市場研究報告書，及諮詢房地產項目的定位和佈局，以建立下游銷售分銷渠道。本公司已於二零一九年八月提前支付諮詢服務費27,000,000港元。本公司根據工作的完成及驗收情況確認服務費支出，而該諮詢公司已於該等財務報表日期前提供所有約定服務。
- (ii) 二零二零年八月四日，本集團的一間中國全資附屬公司委聘一間諮詢公司提供生物醫藥領域的全面諮詢服務，包括但不限於項目推薦、行業研究準備、項目啟動前宣傳、法律盡職調查及協助起草協議。本公司已於二零二零年提前支付人民幣3,000,000元(含增值稅)(相當於約3,576,000港元)。本集團根據工作的完成及驗收情況確認服務費支出。於二零二零年十二月三十一日，該諮詢公司尚未開始提供服務。
- (iii) 於二零二零年四月，本集團與一間公司(「**R公司**」)訂立兩份服務合約，由R公司提供服務，以協助本集團取得位於2個亞洲國家的若干物業的獨家銷售權。於報告期末，該兩項服務合約項下的預付服務費總額為9,500,000港元。
- (iv) 二零一九年十月十八日，本集團的一間中國附屬公司委聘一名服務供應商，為本集團的網站及信息系統維護提供技術支援，製作宣傳視頻並通過新社交媒體發佈，以及提供顧客引流服務。合約服務費為人民幣20,000,000元(含增值稅)(相當於約22,350,000港元)，本公司於二零一九年十月預付人民幣14,400,000元(含增值稅)(相當於約16,092,000港元)。剩餘合約服務費已於二零二零財年按照協定付款階段支付。本集團根據工作的完成及驗收情況確認服務費開支，而服務供應商已於該等財務報表日期前提供所有約定服務。
- (v) 二零一九年七月二十三日，本公司與一間服務公司簽署諒解備忘錄，以取得位於菲律賓馬尼拉的若干物業的獨家代理權。本公司於二零一九年七月二十五日支付按金1,500,000港元。倘未能簽訂正式合作協議，相關款項將予退還。直至該等財務報表日期，尚未訂立正式合作協議，管理層已為該筆按金計提撥備1,500,000港元。

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31. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

- (vi) On 25 March 2020, the Group appointed a procurement agent for the trading of medical products or equipment, and provision of related logistics services. An advanced payment of HK\$4,800,000 was paid on March 2020 to secure supply of goods. The advanced payment will be refundable when no purchase order was placed by the Group before 31 December 2021. Up to the date of these financial statements, the Group has not yet placed any purchase order with the procurement agent, and the management provided an allowance of HK\$1,800,000 for this advanced fund.
- (vii) On 3 March 2019, the Group signed a service agreement with a service company for provision of service in assisting the Group to become exclusive sales agent for certain properties in Bangkok, Thailand. An advanced payment of HK\$18,000,000 was made on March 2020. The service terms lasted for 6 months effective from the date of service agreement. The advanced payment will be refundable if the service company fails to facilitate the Group to become the exclusive sales agency of the target project upon expiry or termination of service terms. As at 31 December 2020, the management provided an allowance of HK\$14,600,000 for this advanced fund.
- (viii) On 21 January 2020, the Group engaged a service company to organise 2 conferences in Beijing and Shanghai during February 2020 to March 2020. An advanced payment of RMB4,500,000 inclusive of VAT (equivalent to approximately HK\$5,310,000) was made on January 2020. The conferences were not successfully held due to COVID-19 pandemic, and the Group signed 2 supplemental agreements on 30 June 2020 and 24 February 2021 to extend the service period to 31 December 2021.
- On 24 March 2021, a termination agreement was signed and the advance payment of RMB4,500,000 was repaid in full to the Group.
- (ix) The Group paid HK\$25 million to a company ("**BXG**") in FY2019 as prepayment. In FY2020, the Group has reclassified that prepayment as intangible assets, which represents exclusive agency rights ("**EAR-1**") for certain number of apartments (both furnished and without decoration). Due to the effect of the pandemic, the terms of the EAR-1 were extended and revised after the reporting period (note 25(c)).

31. 預付款項、按金及其他應收款項 (續)

附註：(續)

- (vi) 於二零二零年三月二十五日，本集團就醫療產品或設備貿易及提供相關物流服務委聘一家採購代理。本集團已於二零二零年三月預付4,800,000港元以確保貨物供應。倘本集團於二零二一年十二月三十一日前並無下達採購訂單，則該筆預付款項將予退還。直至該等財務報表日期，本集團尚未向該採購代理發出任何採購訂單，而管理層已就該筆預付款項計提撥備1,800,000港元。
- (vii) 於二零一九年三月三日，本集團就提供服務協助本集團成為位於泰國曼谷的若干物業的獨家銷售代理而與一間服務公司簽訂服務協議。本集團已於二零二零年三月預付18,000,000港元。服務期限自服務協議日期起生效，為期6個月。倘該服務公司未能於服務期限屆滿或終止前促成本集團成為目標項目的獨家銷售代理，則預付款項將予退還。於二零二零年十二月三十一日，管理層已就該筆預付款項計提撥備14,600,000港元。
- (viii) 於二零二零年一月二十一日，本集團委聘一間服務公司於二零二零年二月至二零二零年三月於北京及上海組織2場會議。本公司已於二零二零年一月預付人民幣4,500,000元(含增值稅)(相當於約5,310,000港元)。受COVID-19疫情影響，會議未能成功舉辦，本集團於二零二零年六月三十日及二零二一年二月二十四日簽訂2份補充協議，將服務期延長至二零二一年十二月三十一日。
- 於二零二一年三月二十四日，雙方簽訂終止協議，預付款項人民幣4,500,000元已悉數退還本集團。
- (ix) 本集團於二零一九財年向一間公司("**BXG**")支付25,000,000港元作為預付款項。於二零二零財年，本集團已將該筆預付款項重新分類為無形資產，該筆預付款項為若干公寓(帶傢俬但不含裝修)的獨家代理權("**獨家代理權-1**")。受疫情影響，獨家代理權-1的條款於報告期後獲延長及修訂(附註25(c))。

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32. LOANS TO OTHER PARTIES

The Group has engaged external independent valuers to assist the management to assess the expect credit loss (“ECL”) rates at end of reporting period.

32. 向其他人士貸款

本集團已外聘獨立估值師以協助管理層評估於報告期末的預期信貸虧損（「預期信貸虧損」）率。

Name	Terms of loan	(i)	Principal balance at	Accrued interest as at	ECL rate	Cumulative allowance	Total	Balance at
			31 December 2020	31 December 2020				31 December 2019
姓名/名稱	貸款條款		於二零二零年十二月三十一日之本金結餘 HK\$'000 千港元	於二零二零年十二月三十一日之應計利息 HK\$'000 千港元	預期信貸虧損率 %	累計撥備 HK\$'000 千港元	總計 HK\$'000 千港元	於二零一九年十二月三十一日之結餘 HK\$'000 千港元
Independent third party A 獨立第三方 A	Unsecured, repayable on 12 September 2020 and bears interest of 12% p.a. 無抵押、須於二零二零年九月十二日償還及按年利率12%計息	(i)	-	-	-	-	-	21,139
Company B 公司 B	Unsecured, repayable on 31 December 2020 and bears interest of 10% p.a. (“Loan Y”) 無抵押、須於二零二零年十二月三十一日償還及按年利率10%計息（「貸款 Y」）	(ii)	16,000	1,944	17.07%	(3,063)	14,881	-
Independent third party C 獨立第三方 C	Unsecured, repayable on 21 February 2021 and bears interest of 5% p.a. (“Loan Z”) 無抵押、須於二零二一年二月二十一日償還及按年利率5%計息（「貸款 Z」）	(iii)	26,000	1,794	21.52%	(5,980)	21,814	26,209
Individual D 個人 D	Unsecured, repayable on 28 February 2021 and bears interest of 8% p.a. (“Loan X”) 無抵押、須於二零二一年二月二十八日償還及按年利率8%計息（「貸款 X」）	(iv)	15,000	1,692	88.02%	(14,692)	2,000	-
Individual E 個人 E	Unsecured, repayable on 5 April 2019 and bears interest of 12% p.a. 無抵押、須於二零一九年四月五日償還及按年利率12%計息	(v)	-	-	-	-	-	3,976
Total	總計		57,000	5,430		(23,735)	38,695	51,324
Current portion	即期部份		57,000	5,430		(23,735)	38,695	25,115
Non-current portion	非即期部分		-	-		-	-	26,209
			57,000	5,430		(23,735)	38,695	51,324

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32. LOANS TO OTHER PARTIES (Continued)

Notes:

- (i) Lifetime ECL is recognised as the loan was deemed default and considered credit-impaired.
- (ii) Loan Y was originally due on 30 June 2020, but Company B had failed to repay the principal and interest on that day. On 20 July 2020, Company B rescheduled payment by monthly instalments and the last payment date would be 31 December 2020 with all other terms remained unchanged. Up to the date of this report, a total amount of HK\$14.88 million was recovered. Lifetime ECL is recognised as the loan was deemed default and considered credit-impaired.
- (iii) Loan Z was originally due on 21 February 2021, but subsequent to year end, Independent third party C had failed to repay the principal and interest on that day. On 11 March 2021, Independent Third Party C rescheduled payment by monthly instalments and the last payment date would be 30 June 2021, with interest calculated at 10% p.a. for the extended period, and was secured by personal guarantee given by the sole director and sole shareholder of Independent Third Party C. Lifetime ECL is recognised as credit risk has increased significantly since initial recognition.
- (iv) Loan X was originally due on 30 June 2020, and Individual D had failed to repay the principal and interest on that day. On 30 June 2020, Individual D rescheduled payment by monthly instalments and the last payment date would be 28 February 2021 with all other terms remain unchanged. Up to the reporting date, Individual D had not made any repayment. The Group temporarily lost contact with Individual D between January 2021 to March 2021. A legal letter of repayment was served to Individual D contact address on 9 March 2021. Lifetime ECL is recognised as the loan was deemed default and considered credit-impaired. On 2 April 2021, the Group signed a repayment agreement with individual D to agree the loan amount to be settled in full on 30 April 2021.
- (v) Lifetime ECL is recognised as the loan was deemed default and considered credit-impaired.

32. 向其他人士貸款(續)

附註：

- (i) 由於該筆貸款被視作違約及被認為信貸減值，故確認全期預期信貸虧損。
- (ii) 貸款Y原定於二零二零年六月三十日到期，惟公司B未能於該日償還本金及利息。於二零二零年七月二十日，公司B重新製訂了按月分期還款的時間表，其中最後一筆付款的日期應為二零二零年十二月三十一日，所有其他條款維持不變。直至本報告日期，共收回14,880,000港元。由於該筆貸款被視作逾期及被認為信貸減值，故計提全期預期信貸虧損。
- (iii) 貸款Z原定於二零二一年二月二十一日到期，惟本年度末後獨立第三方C未能於該日償還本金及利息。於二零二一年三月十一日，獨立第三方C重新製訂了按月分期還款的時間表，其中最後一筆付款的日期應為二零二一年六月三十日，延遲期間按每年10%計算利息並由獨立第三方C的唯一董事及唯一股東提供的個人擔保作保。由於信貸風險自初始確認後顯著增加，故確認全期預期信貸虧損。
- (iv) 貸款X原定於二零二零年六月三十日到期，惟個人D未能於該日償還本金及利息。於二零二零年六月三十日，個人D重新製訂了按月分期還款的時間表，其中最後一筆付款的日期應為二零二一年二月二十八日，所有其他條款維持不變。直至報告日期，個人D尚未償還任何款項。本集團於二零二一年一月至二零二一年三月期間與個人D暫時失去聯絡。本集團於二零二一年三月九日向個人D的聯繫地址寄發催款律師函。由於該筆貸款被視作逾期及被認為信貸減值，故計提全期預期信貸虧損。於二零二一年四月二日，本集團與個人D簽訂還款協議，協定於二零二一年四月三十日悉數償還貸款金額。
- (v) 由於該筆貸款被視作違約及被認為信貸減值，故確認全期預期信貸虧損。

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32. LOANS TO OTHER PARTIES (Continued)

32. 向其他人士貸款(續)

Name	Terms of loan		Principal balance at 31 December 2019 於二零一九年 十二月三十一日 之本金結餘 HK\$'000 千港元	Accrued interest as at 31 December 2019 於二零一九年 十二月三十一日 之應計利息 HK\$'000 千港元	ECL rate	Cumulative allowance	Total	Balance at 31 December 2018 於二零一八年 十二月三十一日 之結餘 HK\$'000 千港元
姓名/名稱	貸款條款				預期信貸 虧損率 %	累計撥備 HK\$'000 千港元	總計 HK\$'000 千港元	
Independent third party A 獨立第三方 A	Unsecured, repayable on 12 September 2020 and bears interest of 12% p.a. 無抵押，須於二零二零年九月十二日 償還及按年利率12%計息	(i)	45,000	9,750	61.39%	(33,611)	21,139	44,797
Individual E 個人 E	Unsecured, repayable on 5 April 2019 and bears interest of 12% p.a. 無抵押，須於二零一九年四月五日 償還及按年利率12%計息	(ii)	27,000	3,590	87.00%	(26,614)	3,976	27,982
Independent third party C 獨立第三方 C	Unsecured, repayable on 20 February 2021 and bears interest of 5% p.a. 無抵押，須於二零二一年二月二十日 償還及按年利率5%計息	(iii)	26,000	473	1.00%	(264)	26,209	-
Employees 僱員	Unsecured, repayable on demand and interest free 無抵押，按要求償還及免息	(iv)	-	-	-	-	-	2,649
Total	總計		98,000	13,813		(60,489)	51,324	75,428
Current portion	即期部份		72,000	13,340		(60,225)	25,115	30,631
Non-current portion	非即期部分		26,000	473		(264)	26,209	44,797
			98,000	13,813		(60,489)	51,324	75,428

(i) Lifetime ECL is recognised as the loan was deemed default and considered credit-impaired (2018: Lifetime ECL is recognised as credit risk has increased significantly since initial recognition).

(ii) Lifetime ECL is recognised as the loan was default and considered credit-impaired.

(iii) 12-month ECL is recognised as there was no significant change in credit risk from initial recognition.

(iv) ECL for employees' loans are considered minimal.

(i) 由於該筆貸款被視作逾期及被認為信貸減值，故確認全期預期信貸虧損(二零一八年：由於信貸風險自初始確認起大幅增加，故確認全期預期信貸虧損)。

(ii) 由於該筆貸款被視作違約及被認為信貸減值，故確認全期預期信貸虧損。

(iii) 由於信貸風險自初始確認起並無重大變動，故已確認12個月預期信貸虧損。

(iv) 僱員貸款的預期信貸虧損被視為輕微。

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33. BANK AND CASH BALANCES

33. 銀行及現金結餘

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash on hand	庫存現金	70	105
Cash in transit	在途現金	15	15
Fixed deposits	定期存款	18,000	85,250
Cash at bank	銀行現金	149,572	155,961
Cash and cash equivalents in the consolidated statement of cash flows	於綜合現金流量表的現金及現金等價物	167,657	241,331
Cash in margin account of brokerage firms	經紀行保證金賬戶之現金	-	33
		167,657	241,364

The bank and cash balances of the Group are denominated in the following currencies:

本集團銀行及現金結餘乃按以下貨幣計值：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
USD	美元	81,593	162,138
HK\$	港元	72,474	24,598
RMB	人民幣	13,252	45,348
Euro (“EUR”)	歐元(「歐元」)	291	-
Singapore dollars	新加坡元	-	9,279
Others	其他	47	1
		167,657	241,364

As at 31 December 2020, the bank balances of the Group's subsidiaries in the PRC denominated in RMB and deposited with banks in the PRC were amounted to approximately HK\$13,208,000 (2019: HK\$45,273,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

於二零二零年十二月三十一日，本集團的中國附屬公司以人民幣計值及存放於中國的銀行的銀行結餘為約13,208,000港元(二零一九年：45,273,000港元)。人民幣兌換為外幣須受中國外匯管理條例及結匯、售匯及付匯管理規定規限。

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34. TRADE PAYABLES

The aging analysis of trade payables, based on invoice date, is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0 to 90 days	0至90天	80,690	46,675
91 to 180 days	91至180天	6,289	6,601
181 to 365 days	181至365天	59	234
Over 365 days	365天以上	315	912
		87,353	54,422

The carrying amounts of the Group's trade payables are denominated in the following currencies:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
USD	美元	48,650	22,986
HK\$	港元	30,940	25,500
RMB	人民幣	7,763	5,827
EUR	歐元	-	109
Total	合計	87,353	54,422

34. 應付貿易賬款

本集團按發票日期計算的應付貿易賬款的賬齡分析如下：

本集團應付貿易賬款之賬面值使用以下貨幣計值：

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35. ACCRUALS AND OTHER PAYABLES

35. 預提費用及其他應付款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accrued salaries	預提薪金	128,870	111,892
Accrued expenses	預提開支	38,164	31,770
Accrued borrowing interests	預提借貸利息	43	6,144
Customer deposits	客戶按金	15,197	21,833
Other payables	其他應付款項	4,992	7,554
		187,266	179,193

36. LEASE LIABILITIES

36. 租賃負債

		Minimum lease payments 最低租賃款項		Present value of minimum lease payments 最低租賃款項之現值	
		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
Within one year	一年內	21,800	27,228	20,677	26,359
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	27,956	29,851	24,345	25,685
After five years	五年以上	11,225	13,401	6,577	7,561
		60,981	70,480	51,599	59,605
Less: Future finance charges	減：未來財務費用	(9,382)	(10,875)	N/A 不適用	N/A 不適用
Present value of lease obligations	租賃責任之現值	51,599	59,605	51,599	59,605
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內到期應付款項 (於流動負債列示)			(20,677)	(26,359)
Amount due for settlement after 12 months	12個月後到期應付款項			30,922	33,246

All finance lease payables are denominated in Hong Kong dollars.

所有應付融資租賃均以港元計值。

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37. BORROWINGS

37. 借貸

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loan from an independent third-party G (note (i))	來自獨立第三方G的貸款 (附註(i))	595	558
Loan from an independent third-party F (note (ii))	來自獨立第三方F的貸款 (附註(ii))	-	20,000
Bank loan (note (iii))	銀行貸款(附註(iii))	18,000	-
		18,595	20,558

Notes:

- (i) The amount represents loan from an independent third party, which is non-interest bearing, unsecured and repayable on demand. As at 31 December 2019, independent third-party G was a related company of the Group.
- (ii) The amount represents loan from an independent third party, which bears interest at 12% p.a., secured by charges over the shares of the Company's subsidiaries (China Khan Limited and Telefield Holdings Limited).

On 21 October 2020, the Company has been served a writ of summons issued by the Court of First Instance of the High Court of the Hong Kong Special Administrative Region by the lender as the Plaintiff against the Company as the Defendant. The Plaintiff claims against the Company for a sum of HK\$20,000,000, being the loan principal under a facility agreement, plus interest and costs (the "Legal Proceedings").

On 24 March 2020, the Company has entered into a settlement agreement in respect of the Legal Proceeding, pursuant to which, amongst others, to settle the full loan amount and cumulative interest payable (total of HK\$26,696,000) by way of assignment of the rights of two loans due to the Company, namely, the loan to independent third party A and individual E (set out in note 32) and cumulative interest receivables (total of HK\$25,824,000), and the Plaintiff has unconditionally and irrevocably agreed in writing to waive its right to claim against the Company. As a result, the Company recognised HK\$872,000 in profit or loss.

At 31 December 2019, the aforementioned subsidiaries held non-current assets of HK\$59,577,000 and current assets of HK\$356,367,000. At 31 December 2019, the accrued interest of HK\$6,144,000 is included in accrued borrowing interest as set out in note 35.

附註：

- (i) 該金額為來自一名獨立第三方的貸款，為無息、無抵押及按要求償還的貸款。於二零一九年十二月三十一日，獨立第三方G為本集團的關聯公司。
- (ii) 該金額為來自一名獨立第三方的貸款，該貸款按年利率12%計息，由本公司附屬公司(華將有限公司及Telefield Holdings Limited)的股份押記擔保。

於二零二零年十月二十一日，本公司收到由香港特別行政區高等法院原訟法庭發出的傳票，貸款人作為原告向本公司作為被告提出訴訟。原告向本公司申索合共20,000,000港元，即融資協議項下的貸款本金，另加利息及成本(「法律訴訟」)。

於二零二零年三月二十四日，本公司就法律訴訟程序訂立和解協議，據此(其中包括)以轉讓兩筆應付本公司貸款(即授予獨立第三方A及個人E的貸款(載於附註32)及應收累計利息(合共25,824,000港元))的權利的方式清償全部貸款金額及應付累計利息(合共26,696,000港元)，原告以書面形式無條件及不可撤銷地同意放棄其向本公司索償的權利。因此，本公司於損益確認872,000港元。

於二零一九年十二月三十一日，上述附屬公司持有非流動資產59,577,000港元及流動資產356,367,000港元。於二零一九年十二月三十一日，應計利息6,144,000港元計入附註35所載的預提借貸利息。

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37. BORROWINGS (Continued)

Notes: (Continued)

(iii) During the year ended 31 December 2020, the Group obtained mortgage loan amounted to HK\$17,000,000 (the “**First Loan**”) granted by Lei Shing Hong Credit Limited. The First Loan was drawn on 18 February 2020. The First Loan is secured by the Group’s investment properties (note 22) with a carrying amount of HK\$30,000,000 and corporate guarantee executed by the Company. The First Mortgage was interest bearing at 11% and repayable on or before February 2021.

On 7 July 2020, the Group obtained a new banking facility of HK\$18,000,000 (“**New Loan**”) from Bank of China (Hong Kong) Limited to refinance the First Loan. Part of the advance of the New Loan is used to repay the principal amount of the First Mortgage and the cumulative interest payable, in total of HK\$17,159,000.

As a result of the refinancing, the effective interest rate of the loan changed from 11% to 2.75% and the maturity date was extended to on or before August 2021.

Certain borrowings are arranged at fixed interest rates or non-interest bearing thus expose the Group to fair value interest rate risk. Except for the loans from related companies which are denominated in RMB, other loans are denominated in HK\$. The directors estimate the fair value of the Group’s borrowings at 31 December 2020 and 2019 approximate to their carrying amounts.

37. 借貸(續)

附註：(續)

(iii) 截至二零二零年十二月三十一日止年度，本集團獲利星行信貸有限公司授予按揭貸款17,000,000港元(「**第一筆貸款**」)。第一筆貸款已於二零二零年二月十八日提取。第一筆貸款以本集團賬面金額為30,000,000港元的投資物業(附註22)及本公司簽立的公司擔保抵押。第一筆按揭按11%計息，須於二零二一年二月或之前償還。

於二零二零年七月七日，本集團從中國銀行(香港)有限公司獲得18,000,000港元的新銀行貸款(「**新貸款**」)，為第一筆貸款再融資。新貸款的部分授出金額用於償還第一筆按揭的本金及應付累計利息，共計17,159,000港元。

由於再融資，貸款實際利率由11%變為2.75%，到期日延遲至二零二一年八月或之前。

若干借貸按固定利率計息或不計息，因此本集團面臨公平值利率風險。除關聯公司貸款以人民幣計值外，其他貸款均以港元計值。董事估計本集團於二零二零年及二零一九年十二月三十一日的借貸的公平值與其賬面值相若。

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38. PRODUCT WARRANTY PROVISIONS

The movement in the Group's product warranty provisions are analysed as follows:

		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	2,059	2,498
Provisions used	已動用撥備	(2,059)	(2,498)
Additional provisions	額外撥備	4,611	2,059
At 31 December	於十二月三十一日	4,611	2,059

The Group has committed to repurchase its products from or offer replacement of its products to certain distributors when these distributors receive returned goods from unsatisfied ultimate consumers. Such kind of provision for product warranties are recognised based on past experience of level of repairs and returns, discounted to their present value as appropriate.

38. 產品保用撥備

本集團產品保用撥備變動分析如下：

當若干分銷商自不滿最終客戶收取退貨時，本集團承諾向該等分銷商購回產品或更換產品。該類產品保用撥備根據修理及退貨水平的過往經驗確認，並折現至其現值（如適用）。

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39. DEFERRED TAX

39. 遞延稅項

		Accelerated tax depreciation 加速稅務折舊 HK\$'000 千港元	License rights payable 特許權應付款 HK\$'000 千港元	Land and buildings 土地及樓宇 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2019, 31 December 2019 and 1 January 2020	於二零一九年一月一日、 二零一九年十二月三十一日 及二零二零年一月一日	-	866	-	1,072	1,938
Charge to profit or loss for the year – origination and reversal of temporary differences	年度損益中列為費用 — 臨時差異產生及撥回	-	(866)	-	(1,072)	(1,938)
At 31 December 2020	於二零二零年十二月三十一日	-	-	-	-	-

The following is the analysis of the deferred tax balances for consolidated statement of financial position purposes:

以下為就綜合財務狀況表的遞延稅項結餘分析：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	-	1,938
Deferred tax liabilities	遞延稅項負債	-	-
		-	1,938

At the end of the reporting period, the Group has unused tax losses of approximately HK\$234.4 million (2019: HK\$11.1 million) available for offset against future profits. No deferred tax asset in relation to unused tax losses has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$1.5 million (2019: HK\$0.2 million) that will expire within 5 years. Other tax losses may be carried forward indefinitely.

於報告期末，本集團獲得未動用稅項虧損約為234,400,000港元（二零一九年：11,100,000港元），可用於抵扣未來溢利。由於未能預料未來溢利來源，故並無確認有關未動用稅項虧損的遞延稅項資產。未確認稅項虧損包括將於五年內屆滿的虧損約為1,500,000港元（二零一九年：200,000港元）。其他稅項虧損可無限期結轉。

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40. SHARE CAPITAL

40. 股本

		2020 二零二零年		2019 二零一九年	
		Number of shares 股數	Amount 金額 HK\$'000 千港元	Number of shares 股數	Amount 金額 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.02 each (31 December 2019: HK\$0.001 each)	每股面值0.02港元普通股 (二零一九年十二月三十一日： 每股面值0.001港元)				
At the beginning and the end of the year	於年初及年末	1,500,000,000,000	1,500,000	1,500,000,000,000	1,500,000
Share consolidation (note (b))	股份合併(附註(b))	(1,425,000,000,000)	-	-	-
At the end of the year	於年末	75,000,000,000	1,500,000	1,500,000,000,000	1,500,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.02 each (31 December 2019: HK\$0.001 each)	每股面值0.02港元普通股 (二零一九年十二月三十一日： 每股面值0.001港元)				
At the beginning of the year	於年初	5,945,311,400	5,945	5,945,311,400	5,945
Issuance of placing shares (note (a))	發行配售股份(附註(a))	1,189,060,000	1,189	-	-
Share consolidation (note (b))	股份合併(附註(b))	(6,777,652,830)	-	-	-
Issuance of consideration shares (note (c))	發行代價股份(附註(c))	71,240,000	1,425	-	-
		427,958,570	8,559	5,945,311,400	5,945

Notes:

- (a) On 19 February 2020, an aggregate of 1,189,060,000 shares of the Company with a nominal value of HK\$0.001 each has been substantially placed at HK\$0.035 per shares. The net proceeds from the placed shares (after deduction of commission and other expenses of the placing) amounted to approximately HK\$41,513,000.
- (b) On 29 May 2020, the Company implemented a share consolidation on the basis that every 20 issued and unissued ordinary shares of HK\$0.001 each to be consolidated into 1 consolidated share of HK\$0.02 each.
- (c) On 28 July 2020, the Group entered into a transfer agreement with the Vendor to acquire EAR-2 (note 25(d)) at a consideration of HK\$27,000,000 (the "Consideration"), satisfied by allotment and issuance of 71,240,000 consideration shares to the vendor at issue price of HK\$0.02 each. The fair value of the shares of the Company at the date of agreement is HK\$0.379 per share and amounted to approximately HK\$27,000,000, of which HK\$1,425,000 and HK\$25,575,000 was credited to the Company's share capital and share premium accounts, respectively.

附註：

- (a) 於二零二零年二月十九日，合共1,189,060,000股每股面值0.001港元的本公司股份按每股0.035港元的價格成功配售。配售股份所得款項淨額(扣除上述配售新股份的佣金及其他開支後)約為41,513,000港元。
- (b) 於二零二零年五月二十九日，本公司按每20股每股面值0.001港元已發行及未發行普通股合併為1股每股面值0.02港元合併股份的基準實施股份合併。
- (c) 於二零二零年七月二十八日，本集團與賣方訂立轉讓協議，以收購獨家代理權-2(附註25(d))，代價為27,000,000港元(「代價」)，按發行價每股0.02港元向賣方配發及發行71,240,000股代價股份支付。本公司股份於協議日期的公平價值為每股0.379港元，金額約為27,000,000港元，其中1,425,000港元及25,575,000港元已分別計入本公司股本及股份溢價賬。

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40. SHARE CAPITAL (Continued)

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as total debt divided by adjusted capital. Total debt comprises borrowings (except for bank overdrafts). Adjusted capital comprises all components of equity (i.e. share capital, retained profits/accumulated losses and other reserves) except for non-controlling interests.

During 2020, the Group's strategy, which was unchanged from 2019, was to maintain the debt-to-adjusted capital ratio at reasonable level. The debt-to-adjusted capital ratios at 31 December 2020 and at 31 December 2019 were as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Total debt	總債務	18,595	20,558
Adjusted capital	經調整資本	295,462	411,013
Debt-to-adjusted capital ratio	債務對經調整資本比率	6.3%	5.0%

The only externally imposed capital requirement for the Group to maintain its listing status on the Main Board of Stock Exchange is that it has to have a public float of at least 25% of the shares. Based on the information that is publicly available to the Group and within the knowledge of the Directors, the Group has maintained sufficient public float throughout the year ended 31 December 2020 as required under the Listing Rules of the Stock Exchange.

40. 股本(續)

本集團管理資本的目標是維護本集團的持續經營能力，並通過優化債項及權益結餘，為股東帶來最大回報。本集團整體策略與上一年度並無改變。

本集團按風險比例釐定資本金額。本集團因應經濟狀況的變動及相關資產的風險特性管理資本結構並作出調整。就資本結構而言，本集團可調整股息款項、發行新股、購回股份、籌集新債、贖回現有債項或出售資產以減債。

本集團根據債務對經調整資本比率監察資本。該比率乃按總債務除以經調整資本計算。總債務包括借貸(銀行透支除外)。經調整資本包括所有權益成份(即股本、保留溢利/累計虧損及其他儲備)(非控股權益除外)。

於二零二零年，本集團之策略與二零一九年並無變動，為將債務對經調整資本比率維持於合理水平。於二零二零年十二月三十一日及二零一九年十二月三十一日的債務對經調整資本比率如下：

本集團為維持其股份於聯交所主板上市地位唯一須遵守的外界資本規定是公眾持股量不低於25%。根據本集團所得的公開資料及據董事所知，於截至二零二零年十二月三十一日止年度，本集團一直維持聯交所上市規則所規定的足夠公眾持股量。

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

41. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

41. 本公司之財務狀況表及儲備變動

(a) 本公司之財務狀況表

		Note 附註	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 assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		2,311	6,686
Right-of-use assets	使用權資產		9,152	31,116
Investments in subsidiaries	於附屬公司的投資	26	27,854	27,854
Equity investments at FVTOCI	按公平值計入其他全面收益的股權投資		-	9,607
			39,317	75,263
Current assets	流動資產			
Amounts due from subsidiaries	應收附屬公司款項	41(c)	177,593	121,896
Amount due from a director	應收一名董事款項		600	-
Prepayments, deposits, other receivables and other assets	預付款項、按金、其他應收款項及其他資產		9,097	35,870
Loans to other parties	向其他人士提供的貸款		38,695	26,209
Equity investments at FVTOCI	按公平值計入其他全面收益的股權投資		-	3,789
Bank and cash balances	銀行及現金結餘		1,372	53,856
Total current assets	流動資產總值		227,357	241,620
Total assets	資產總值		266,674	316,883

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綜合財務報表附註

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

41. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

41. 本公司之財務狀況表及儲備變動(續)

(a) Statement of financial position of the Company (Continued)

(a) 本公司之財務狀況表(續)

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
EQUITY AND LIABILITIES	權益及負債			
Equity	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本		8,559	5,945
Reserves	儲備	41(b)	225,533	243,318
Total equity	權益總額		234,092	249,263
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		-	9,144
Total non-current liabilities	非流動負債總額		-	9,144
Current liabilities	流動負債			
Accruals and other payables	預提費用及其他應付款項		13,833	17,535
Lease liabilities	租賃負債		9,710	20,940
Amounts due to subsidiaries	應付附屬公司款項	41(c)	9,039	1
Borrowings	借貸		-	20,000
Total current liabilities	流動負債總額		32,582	58,476
Total equity and liabilities	權益及負債總額		266,674	316,883

Approved by the Board of Directors on and are signed on 12 April 2021 its behalf by:

董事會於二零二一年四月十二日批准並由下列人士代為簽署：

Lin Dailian
林代聯

Xia Xiaobing
夏小兵

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綜合財務報表附註

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

41. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

(b) Reserve movement of the Company

		Share premium account	Merger reserve	Accumulated losses	Equity Investments at FVTOCI reserve	Capital contribution	Total
		股份溢價賬	合併儲備	累計虧損	按公平值計入 其他全面 收益的股權 投資儲備	資本出資	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	603,750	3,171	(155,520)	(53,861)	11,280	408,820
Total comprehensive income for the year	年度全面收益總額	-	-	(174,855)	9,353	-	(165,502)
Disposal of equity investments	出售股權投資	-	-	(7,949)	7,949	-	-
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	603,750	3,171	(338,324)	(36,559)	11,280	243,318
Total comprehensive income for the year	年度全面收益總額	-	-	(71,472)	(12,212)	-	(83,684)
Issuance of placing shares	發行配售股份	40,324	-	-	-	-	40,324
Issuance of consideration shares	發行代價股份	25,575	-	-	-	-	25,575
Disposal of equity investments	出售股權投資	-	-	(48,771)	48,771	-	-
At 31 December 2020	於二零二零年十二月三十一日	669,649	3,171	(458,567)	-	11,280	225,533

(c) The amounts due from/(to) subsidiaries are unsecured, interest free and have no fixed terms of repayments.

41. 本公司之財務狀況表及儲備變動 (續)

(b) 本公司之儲備變動

(c) 應收／(應付)附屬公司款項為無抵押、免息及無指定還款期。

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

42. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Share premium account

Share premium represents the amount of the excess of issue price of the Company's shares over its par value.

(ii) Merger reserve

The merger reserve represents the difference between the nominal value of the shares issued by the Company in exchange for the nominal value of the share capital of its subsidiaries arising from the group reorganisation.

(iii) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(d)(iii) to the consolidated financial statements.

(iv) Equity investments at FVTOCI reserve

The equity investments at FVTOCI reserve comprises the cumulative net change in the fair value of equity investments at FVTOCI held at the end of the reporting period and is dealt with in accordance with the accounting policy in note 4(l) to the consolidated financial statements.

42. 儲備

(a) 本集團

本集團儲備金額及其變動於綜合損益及其他全面收益表及綜合權益變動表內呈列。

(b) 儲備性質及目的

(i) 股份溢價賬

股份溢價代表本公司股份的發行價超過其面值的金額。

(ii) 合併儲備

合併儲備代表因集團重組本公司發行股份的面值以換取其附屬公司股本面值之差額。

(iii) 外匯換算儲備

外匯換算儲備包括換算海外業務財務報表產生的所有外匯差異。該儲備根據綜合財務報表附註4(d)(iii)所載會計政策處理。

(iv) 按公平值計入其他全面收益的股權投資儲備

按公平值計入其他全面收益的股權投資儲備包括於報告期末持有的按公平值計入其他全面收益的股權投資公平值累計變動淨額及根據綜合財務報表附註4(l)會計政策處理。

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

42. RESERVES (Continued)

(b) Nature and purpose of reserves (Continued)

(v) Contributed surplus

The contributed surplus of the Group represents the difference between the nominal value of shares of the subsidiaries acquired pursuant to a group reorganisation in 1997, over the nominal value of shares of Telefield Holdings Limited issued in exchange therefor.

(vi) Statutory reserve

The statutory reserve, which is non-distributable, is appropriated from the profit after taxation of the Group's PRC subsidiaries under the applicable laws and regulations in the PRC.

(vii) Capital reserve

The capital reserve represents gains/losses directly reflect in equity resulted from change of equity interests in subsidiaries without change of control.

(viii) Capital contribution

The amount represents the difference between inception fair value and proceeds of non-interest bearing loan from shareholder, which regarded as capital contribution.

42. 儲備(續)

(b) 儲備性質及目的(續)

(v) 繳入盈餘

本集團的繳入盈餘指於一九九七年根據集團重組收購附屬公司股份面值超逾 Telefield Holdings Limited 為換取該等股份發行的股份面值之間的差額。

(vi) 法定儲備

法定儲備為不可分派，乃根據中國適用法律及法規自本集團中國附屬公司除稅後溢利中劃撥。

(vii) 資本儲備

資本儲備為因並無改變控制權的附屬公司權益變動引致且直接於權益內反映的收益／虧損。

(viii) 資本出資

該款項指初始公平值與來自股東免息貸款所得款項之間的差額，被視為注資。

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

43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Acquisition of a subsidiary – Sota Acoustics Limited

On 4 January 2020, the Group acquired the entire equity interests in Sota Acoustics Limited at a consideration of HK\$1 from Noble Treasure Holdings Limited. Noble Treasure Holdings Limited is controlled by a former director of Telefield Holdings Limited, a wholly owned subsidiary of the Group. The fair value of the identifiable assets and liabilities of Sota Acoustics Limited as at the date of acquisition were as follows:

(a) 收購一間附屬公司 – 蘇達音響有限公司

於二零二零年一月四日，本集團自尚寶控股有限公司收購蘇達音響有限公司的全部權益，代價為1港元。尚寶控股有限公司由本集團之全資附屬公司Telefield Holdings Limited之前董事控制。於收購日期，尚寶控股有限公司之可識別資產及負債之公平值如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1
Inventories	存貨	22
Bank and cash balances	銀行及現金結餘	70
Accruals and other payables	預提費用及其他應付款項	(24)
		69
Gain on bargain purchase (<i>note 11</i>)	議價收購之收益(附註11)	(69)
		-
Total consideration	代價總額	-
		-
Consideration to be satisfied by cash	以現金結付的代價	-
		-
Net cash outflow arising on acquisition:	因收購產生的現金流出淨額：	
Cash consideration paid	已收現金代價	-
Cash and cash equivalents acquired	已收購現金及現金等價物	69
		69

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

43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

- (b) Disposal of Pride Review Limited and its subsidiaries: Nice Merit Limited, Ace Wealthy Limited, Chief Hero Limited, Excel Limited, Easy Time Limited and Earn King Corporation Limited (collectively, the “Pride Review Group”)

On 31 December 2019, the Company entered into a sales and purchase agreement, pursuant to which the Company agreed to sell its 100% equity interests in Pride Review Group to an individual at a total consideration of HK\$100,000. The disposal was completed on 31 December 2019. Net assets of Pride Review Group at the date of disposal were as follows:

43. 綜合現金流量表附註(續)

- (b) 出售Pride Review Limited及其附屬公司：賢好有限公司、Ace Wealthy Limited、志雄有限公司、奕思有限公司、易泰有限公司及御安有限公司(統稱「Pride Review集團」)

於二零一九年十二月三十一日，本公司簽訂了一份買賣協議，據此，本公司同意將Pride Review集團之全部權益出售予個人，總代價為100,000港元。出售事項已於二零一九年十二月三十一日完成。於出售日期，Pride Review集團之負債淨額如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	604
Right-of-use assets	使用權資產	2,512
Goodwill	商譽	18,814
Bank and cash balances	銀行及現金結餘	686
Inventories	存貨	215
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	2,057
Tax assets	稅項資產	969
Trade payables	應付貿易賬款	(77)
Accruals and other payables	預提費用及其他應付款項	(4,246)
Lease liabilities	租賃負債	(2,241)
Amount due to the Company	應付本公司款項	(12,754)
Net assets disposed of	已出售負債淨額	6,539
Sales loan	銷售貸款	12,754
		19,293
Loss on disposal of subsidiaries (note 14)	出售附屬公司之虧損(附註14)	(19,193)
Total consideration	代價總額	100
Consideration to be satisfied by cash	以現金結付的代價	100
Net cash inflow arising on disposal:	因出售產生的現金流入淨額：	
Cash consideration to be received	已收現金代價	100
Cash and cash equivalents disposed of	已出售現金及現金等價物	(686)
		(586)

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

43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued) 43. 綜合現金流量表附註(續)

(c) Disposal of a subsidiary – Guoyi

On 31 December 2019, the Group entered into a sales and purchase agreement, pursuant to which the Group agreed to sell its 51% equity interests in Guoyi to an individual at a consideration of HK\$616,000. The disposal was completed on 31 December 2019. Net assets of Guoyi at the date of disposal were as follows:

(c) 出售一間附屬公司 – 國怡

於二零一九年十二月三十一日，本集團簽訂了一份買賣協議，據此，本集團同意將國怡的51%權益出售予個人，代價為616,000港元。出售事項已於二零一九年十二月三十一日完成。於出售日期，國怡之資產淨值如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	94
Trade receivables	應收貿易賬款	11,607
Bank and cash balances	銀行及現金結餘	1,695
Inventories	存貨	1,185
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19,551
Amount due from non-controlling interests	應收非控股權益款項	2,143
Trade payables	應付貿易賬款	(184)
Tax liabilities	稅項負債	(4,688)
Accruals and other payables	預提費用及其他應付款項	(9,608)
Borrowings	借貸	(19,709)
Net assets disposed of	已出售資產淨額	2,086
Non-controlling interests	非控股權益	(2,436)
Release of foreign currency reserve	解除外匯儲備	212
		(138)
Gain on disposal of subsidiaries (<i>note 17</i>)	出售附屬公司之收益(附註17)	754
Total consideration	代價總額	616
Consideration to be satisfied by cash	以現金結付的代價	616
Net cash outflow arising on disposal:	因出售產生的現金流出淨額：	
Cash consideration to be received	已收現金代價	616
Cash and cash equivalents disposed of	已出售現金及現金等價物	(1,695)
		(1,079)

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

43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(d) Major non-cash transaction

Additions to right-of-use assets and lease liabilities during the year of HK\$14,662,000 (2019: HK\$20,367,000) were due to effective of new lease agreements.

(e) Reconciliation of liabilities arising from financing activities

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

43. 綜合現金流量表附註(續)

(d) 主要非現金交易

年內增添使用權資產及租賃負債14,662,000港元(二零一九年: 20,367,000港元)乃由於新租賃協議生效所致。

(e) 融資活動產生之負債對賬

本集團因融資活動而產生之負債的變動，包括現金及非現金變動，已詳列於下表。由融資活動產生的負債，即為該負債過去或將來的現金流量，於本集團的綜合現金流量表中分類為融資活動之現金流量。

		Lease liabilities	Borrowings
		租賃負債	借貸
		HK\$'000	HK\$'000
		千港元	千港元
As at 1 January 2019	於二零一九年一月一日	75,813	40,267
Addition	增添	19,949	-
Cashflows	現金流量	(38,102)	-
Interest expenses	利息開支	4,390	-
Disposal subsidiary	出售附屬公司	(2,241)	(19,709)
Exchange difference	匯兌差額	(204)	-
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	59,605	20,558
Addition	增添	14,662	-
Reassessment	重新評估	(1,122)	-
Cashflows	現金流量	(27,450)	17,840
Interest expenses	利息開支	3,266	160
Settlement (note 37(ii))	清償(附註37(ii))	-	(20,000)
Exchange difference	匯兌差額	2,638	37
As at 31 December 2020	於二零二零年十二月三十一日	51,599	18,595

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

43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(f) Amounts included in the cash flow statements for leases comprise the following:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within operating cash flows	經營現金流量內	3,266	474
Within financing cash flows	融資現金流量內	24,184	37,628
		27,450	38,102

These amounts relate to the following:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Lease rental paid	已付租賃租金	27,450	38,102

該等金額與以下各項有關：

44. CONTINGENT LIABILITIES

The Group and the Company did not have any significant contingent liabilities.

45. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period 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
Plant and machinery	廠房及機器		
Contracted but not yet incurred	已訂約但未產生	874	96

43. 綜合現金流量表附註(續)

(f) 租賃現金流量表中的金額包括以下各項：

44. 或然負債

本集團及本公司並無任何重大或然負債。

45. 資本承擔

本集團於報告期末的資本承擔如下：

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

46. FINANCIAL GUARANTEE CONTRACT

As at 31 December 2020 and 2019, the Group had an outstanding guarantee (the “**Guarantee**”) with one of the suppliers of an overseas subsidiary (the “**Disposed Subsidiary**”), which was disposed on 7 October 2015, for payment in relation to a sum of US\$2.6 million (equivalent to approximately HK\$20.3 million), which represents a trade balance under dispute between the Disposed Subsidiary and the supplier. The supplier subsequently sold the trade balance to a third party.

During 2017, the Disposed Subsidiary agreed with the third party for a final settlement by instalment of US\$650,000 (equivalent to approximately HK\$5.1 million). In this regards, as at 31 December 2020, the Group had an outstanding guarantee of the sum limited to US\$650,000 subject to the full payment of the final settlement effected by the Disposed Subsidiary.

The Disposed Subsidiary had issued a counter guarantee to indemnify the Group for any loss in relation to the Guarantee. The management of the Group after taking legal advise are of the opinion that it is highly unlikely that liabilities will be brought against the Group on the above matter.

47. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

46. 財務擔保合約

於二零二零年及二零一九年十二月三十一日，本集團對已於二零一五年十月七日出售之海外附屬公司（「已出售附屬公司」）之其中一名供應商有尚未償付擔保（「該擔保」），其有關支付合共2,600,000美元（相當於約20,300,000港元）之款項，此乃已出售附屬公司與該供應商之爭議貿易結餘。隨後供應商已出售貿易結餘予第三方。

於二零一七年，已出售附屬公司已與第三方達成最終和解，分期付款650,000美元（相當於約5,100,000港元）。就此而言，於二零二零年十二月三十一日，本集團擁有尚未償付擔保金額上限為650,000美元，視乎已出售附屬公司實際悉數支付的最終和解款項而定。

已出售附屬公司已向本公司發出反擔保，以就該擔保之任何損失為本公司提供彌償保證。本集團之管理層於聽取法律意見後認為，本集團不太可能就上述事項承擔法律責任。

47. 關連方交易

除綜合財務報表其他地方披露的關連方交易及結餘外，本集團於年內與關連方有以下交易：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Amount due from a director	應收一名董事款項	450	-
Amount due to a director	應付一名董事款項	-	204
Interest on loans from a related company owned by a substantial shareholder	來自一間由一名主要股東擁有的關連公司的貸款利息	-	1,332

The details of remuneration of key management personnel, represents the emoluments of directors of the Company paid during the year and set out in note 16.

主要管理層成員的薪酬（即本公司董事於年內獲支付的酬金）詳情載於附註16。

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

48. EVENTS AFTER THE REPORTING PERIOD

(i) Placing of new shares of the Company (the “Placing”)

On 30 December 2020, the Company and China Tonghai Securities Limited (the “**Sole Placing Agent**”) entered into a placing agreement (the “**Placing Agreement**”), pursuant to which the Company has conditionally agreed to place through the Sole Placing Agent, on a best endeavour basis, in aggregate of up to 85,580,000 new shares of the Company to be allotted and issued pursuant to the terms and conditions of the Placing Agreement (the “**Placing Shares**”). On 11 January 2021, the condition precedent set out in the Placing Agreement had been fulfilled, and completion of the Placing took place on 11 January 2021 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 85,580,000 Placing Shares, which represents approximately 19.67% of the issued share capital of the Company immediately after completion of the Placing, has been successfully placed to not less than six Placees, at the placing price of HK\$0.035 per Placing Share. The net proceeds from the Placing (after deduction of commission and other expenses of the Placing) are approximately HK\$29.2 million.

Details of the Placing are set out in the announcements of the Company dated 30 December 2020 and 11 January 2021.

48. 報告期後事件

(i) 配售本公司新股份(「配售事項」)

於二零二零年十二月三十日，本公司與中國通海證券有限公司(「**獨家配售代理**」)訂立配售協議(「**配售協議**」)，據此，本公司已有條件同意透過獨家配售代理配售，根據配售協議的條款及條件按竭誠盡力基準配售及發行合共最多85,580,000股本公司新股份(「**配售股份**」)。於二零二一年一月十一日，配售協議所載的先決條件已獲達成，根據配售協議的條款及條件，配售事項的完成已於二零二一年一月十一日落實。合共85,580,000股配售股份(相當於本公司緊隨配售事項完成後已發行股本約19.67%)已按每股配售股份0.035港元的配售價成功配售予不少於六名承配人。配售事項的所得款項淨額(經扣除配售事項的佣金及其他開支後)約為29,200,000港元。

有關配售事項的詳情，請參閱本公司日期為二零二零年十二月三十日及二零二一年一月十一日的公告。

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

48. EVENTS AFTER THE REPORTING PERIOD (Continued)

(ii) Granting of share options to certain directors and employees of the Group

On 28 January 2021, 35,671,850 share options to subscribe for the ordinary shares of HK\$0.02 each in the share capital of the Company were granted to certain directors and employees of the Group (the “**Grantees**”), subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 10 March 2020. The share options granted shall vest with the Grantees in accordance with their respective vesting periods.

Details of the grant of share options are set out in the announcement of the Company dated 28 January 2021.

(iii) Disposal of investments in associates

On 23 March 2021, the Group entered into two share transfer agreements to dispose of all equity interests in the associates, Zhanju and Rongshu, to the respective controlling shareholders of the associates with considerations of RMB15,300,000 and RMB15,000,000, respectively.

(iv) Amendments to terms of exclusive agency rights EAR-1

On 17 March 2021, BXG extend the appointment of the Group as its exclusive agent for Level Condominium (“**EAR-1**”) from 17 March 2021 to end of 4th (fourth) months from the date on which the government of Thailand and China resume the leisure travel and cancel the quarantine arrangement between both countries.

48. 報告期後事件(續)

(ii) 向本公司若干董事及僱員授出購股權

於二零二一年一月二十八日，根據本公司於二零二零年三月十日所採納的購股權計劃，35,671,850份購股權獲授予若干董事及本集團僱員（「**承授人**」），以認購本公司股本中每股面值0.02港元的普通股，惟須獲承授人接納後，方可作實。授出的認股權應根據其各自的歸屬期歸屬予承授人。

有關授出購股權的詳情載於本公司日期為二零二一年一月二十八日的公告。

(iii) 出售於聯營公司之投資

於二零二一年三月二十三日，本集團訂立兩份股份轉讓協議以出售聯營公司展炬及榕書之全部權益予各聯營公司之控股股東，代價分別為人民幣15,300,000元及人民幣15,000,000元。

(iv) 獨家代理權EAR-1條款之修訂

於二零二一年三月十七日，BXG委任本集團為Level Condominium（「**EAR-1**」）之獨家代理的任期將由二零二一年三月十七日延長至泰國及中國政府恢復休閒旅遊及取消兩國之間的隔離措施當日起計第四個月底。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

The consolidated results of the Group for the year ended 31 December 2020 and the consolidated assets, liabilities and equity of the Group as at 31 December 2020 are those set out in the audited financial statements.

本集團截至二零二零年十二月三十一日止年度的綜合業績及本集團於二零二零年十二月三十一日的綜合資產、負債及權益載於經審核財務報表內。

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

以下的概要並不構成經審核財務報表的部份。

		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
RESULTS	業績					
Revenue	收入	595,023	629,948	681,482	662,208	748,749
Cost of sales	銷售成本	(440,311)	(494,106)	(534,208)	(497,793)	(598,835)
Gross profit	毛利	154,712	135,842	147,274	164,415	149,914
Other income	其他收入	10,005	16,327	24,878	19,524	34,419
Selling and distribution expenses	銷售及分銷開支	(56,317)	(28,829)	(27,527)	(45,578)	(49,943)
Administrative expenses	行政費用	(178,158)	(179,414)	(182,509)	(151,934)	(131,420)
Other operating expenses	其他經營費用	(82,439)	(100,405)	(25,095)	(94,789)	(74,637)
Loss from operations	經營虧損	(152,197)	(156,479)	(62,979)	(108,362)	(71,667)
Share of loss of a joint venture	分佔一間合營企業虧損	(12,622)	-	-	-	-
Finance costs	融資成本	(4,928)	(6,809)	(2,778)	(13,049)	(4,297)
Loss before tax	除稅前虧損	(169,747)	(163,288)	(65,757)	(121,411)	(75,964)
Income tax (expense)/credit	所得稅(開支)/抵免	(3,323)	(1,300)	566	(9,898)	(11,074)
Loss for the year from continuing operation	持續經營業務之年度虧損	(173,070)	(164,588)	(65,191)	(131,309)	(87,038)
(Loss)/profit for the year from discontinued operations	已終止經營業務之年度(虧損)/溢利	-	(14,739)	15,891	-	-
Loss for the year	年度虧損	(173,070)	(179,327)	(49,300)	(131,309)	(87,038)

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
Attributable to:	以下各方應佔：					
Owners of the Company	本公司擁有人	(173,052)	(171,735)	(57,984)	(128,428)	(82,646)
Non-controlling interests	非控股權益	(18)	(7,592)	8,684	(2,881)	(4,392)
		(173,070)	(179,327)	(49,300)	(131,309)	(87,038)
ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS	資產、負債及非控股權益					
TOTAL ASSETS	資產總值	657,405	734,840	930,862	960,588	800,284
TOTAL LIABILITIES	負債總值	(361,943)	(323,827)	(348,030)	(306,586)	(336,647)
NON-CONTROLLING INTERESTS	非控股權益	472	-	(10,028)	543	11,210
		295,934	411,013	572,804	654,545	474,847

Note: The Group disposed of certain subsidiaries and associates during the year ended 31 December 2019. The results of the disposed subsidiaries and associates for the year presented have been reclassified for separate disclosure as discontinued operations above.

附註：本集團於截至二零一九年十二月三十一日止年度出售若干附屬公司及聯營公司。已出售附屬公司及聯營公司於呈列年度的業績已重新分類，以於上文獨立披露為已終止經營業務。

INFORMATION FOR INVESTORS

投資者資料

LISTING INFORMATION

Listing: Hong Kong Stock Exchange
Stock code: 1143
Ticker Symbol
Reuters: 1143.HK
Bloomberg: 1143 HK Equity

KEY DATES

27 January 2011
Listed on Hong Kong Stock Exchange

12 April 2021
Announcement of 2020 Annual Results

31 May 2021
Annual General Meeting

REGISTRAR & TRANSFER OFFICES

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股份代號：1143
股票簡稱
路透社：1143.HK
彭博：1143 HK Equity

重要日子

二零一一年一月二十七日
於香港聯合交易所上市

二零二一年四月十二日
公佈二零二零年年度業績

二零二一年五月三十一日
股東週年大會

過戶登記處

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