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IN TECHNICAL PRODUCTIONS HOLDINGS LIMITED

(於開曼群島註冊成立的有限公司)

(股份代號：8446)

截至二零一九年五月三十一日止年度 年度業績公告

In Technical Productions Holdings Limited (「本公司」) 董事 (「董事」) 會 (「董事會」) 欣然宣佈本公司及其附屬公司截至二零一九年五月三十一日止年度之經審核業績。本公告載列本公司二零一八年／二零一九年年度報告全文，並符合香港聯合交易所有限公司 (「聯交所」) GEM 證券上市規則 (「GEM 上市規則」) 有關年度業績初步公告附載的資料規定。本公司二零一八年／二零一九年年度報告的印刷版本將會寄發予本公司的股東，並可於二零一九年八月三十一日或之前於聯交所網站 www.hkexnews.hk 及本公司網站 www.intechproductions.com 閱覽。

承董事會命

In Technical Productions Holdings Limited

主席

楊浩廷

香港，二零一九年八月十三日

於本公告日期，董事會包括兩名執行董事楊浩廷先生及譚震宇先生及三名獨立非執行董事李啟承先生、馬時俊先生及羅麗萍女士。

本公告載有遵照 GEM 上市規則而提供有關本公司的資料；董事就本公告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所深知及確信，本公告所載資料在各重大方面均屬準確及完整，並無誤導或欺詐成分，且並無遺漏任何其他事宜，致使當中任何陳述或本公告產生誤導。

本公告將由刊登日期起計最少一連七日於 GEM 網站 (www.hkgem.com) 的「最新公司公告」網頁及於本公司網站 (www.intechproductions.com) 刊登。



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the "Directors") of In Technical Productions Holdings Limited (the "Company") collectively and individually accept full responsibilities, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company and its subsidiaries (together the "Group"). The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司 (「聯交所」) GEM之特色

GEM乃為較於聯交所上市的其他公司帶有更高投資風險的中小型公司提供上市的市場。潛在投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於在GEM上市之公司一般為中小型公司，在GEM買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時亦無法保證在GEM買賣的證券會有高流通量之市場。

香港交易及結算所有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本報告載有遵照聯交所GEM證券上市規則 (「GEM上市規則」) 而提供有關In Technical Productions Holdings Limited (「本公司」) 及其附屬公司(統稱「本集團」)的資料；本公司董事(「董事」)就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，並無誤導或欺詐成分，且並無遺漏任何其他事宜，致使當中任何陳述或本報告產生誤導。

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Corporate Information

公司資料

Board of Directors

Executive Directors

Mr. Yeung Ho Ting Dennis (*Chairman*)
Mr. Tam Chun Yu

Independent non-executive Directors

Mr. Li Kai Sing
Mr. Ma Tsz Chun
Ms. Loh Lai Ping Phillis

Audit Committee

Mr. Li Kai Sing (*Chairman*)
Mr. Ma Tsz Chun
Ms. Loh Lai Ping Phillis

Remuneration Committee

Mr. Ma Tsz Chun (*Chairman*)
Mr. Li Kai Sing
Ms. Loh Lai Ping Phillis

Nomination Committee

Mr. Yeung Ho Ting Dennis (*Chairman*)
Mr. Li Kai Sing
Mr. Ma Tsz Chun

Authorised Representatives (For the Purposes of the GEM Listing Rules)

Mr. Yeung Ho Ting Dennis
Ms. Leung Yin Fai (*HKICPA, ACCA, CPA Australia*)

Compliance Officer

Mr. Yeung Ho Ting Dennis

Company Secretary

Ms. Leung Yin Fai (*HKICPA, ACCA, CPA Australia*)

Registered Office in Cayman Islands

Estera Trust (Cayman) Limited
Clifton House, 75 Fort Street,
P.O. Box 1350, Grand Cayman,
KY1-1108, Cayman Islands

董事會

執行董事

楊浩廷先生 (*主席*)
譚震宇先生

獨立非執行董事

李啟承先生
馬時俊先生
羅麗萍女士

審核委員會

李啟承先生 (*主席*)
馬時俊先生
羅麗萍女士

薪酬委員會

馬時俊先生 (*主席*)
李啟承先生
羅麗萍女士

提名委員會

楊浩廷先生 (*主席*)
李啟承先生
馬時俊先生

授權代表 (就 GEM 上市規則而言)

楊浩廷先生
梁燕輝女士 (*HKICPA、ACCA、CPA (澳洲)*)

合規主任

楊浩廷先生

公司秘書

梁燕輝女士 (*HKICPA、ACCA、CPA (澳洲)*)

開曼群島註冊辦事處

Estera Trust (Cayman) Limited
Clifton House, 75 Fort Street,
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Headquarters and Principal Place of Business in Hong Kong

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Hong Kong Branch Share Registrar

Tricor Investor Services Limited
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Cayman Islands Principal Share Registrar and Transfer Agent

Estera Trust (Cayman) Limited
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P.O. Box 1350, Grand Cayman,
KY1-1108, Cayman Islands

Compliance Adviser

Shenwan Hongyuan Capital (H.K.) Limited
Level 19, 28 Hennessy Road,
Hong Kong

Auditor

PricewaterhouseCoopers
Certified Public Accountants
22/F, Prince's Building,
Hong Kong

Legal Adviser

Sidley Austin
39/F, Two International Finance Centre,
Central, Hong Kong

Principal Banker

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road, Central, Hong Kong

Company Website

www.intechproductions.com

Stock Code

8446

總部辦事處及香港主要營業地點

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海濱工業大廈5樓D2室

香港股份過戶登記分處

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香港
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開曼群島股份過戶登記總處

Estera Trust (Cayman) Limited
Clifton House, 75 Fort Street,
P.O. Box 1350, Grand Cayman,
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香港
軒尼詩道28號19樓

核數師

羅兵咸永道會計師事務所
執業會計師
香港
太子大廈22樓

法律顧問

盛德律師事務所
香港中環
國際金融中心二期39樓

主要往來銀行

香港上海滙豐銀行有限公司
香港中環皇后大道1號

公司網址

www.intechproductions.com

股份代號

8446

Chairman's Statement

主席報告書

To the Shareholders,

On behalf of the board of Directors (the "Board") of the Company, I am pleased to present the audited consolidated annual financial statements of In Technical Productions Holdings Limited (the "Company") and its subsidiaries (together referred to as the "Group") for the year ended 31 May 2019.

Leveraging on years of experience and competitive strengths of the Group, including leading visual display solution provider for pop concerts in Hong Kong, strong capabilities for providing customised visual display solutions and in-house repair and technical support, large quantity and wide range of visual display equipment; and experienced management and technical staff with strong knowhow and expertise, the management team of the Group effectively expand the Group's customer base and maintained a rapid growth in terms of overall sales. The Group recorded a historical high revenue of approximately HK\$94.3 million for the year ended 31 May 2019, representing an increase of approximately HK\$10.7 million or 12.8% as compared with the year ended 31 May 2018. The gross profit of the Group for the year ended 31 May 2019 increased by approximately 9.5% to approximately HK\$46.1 million from HK\$42.1 million for the year ended 31 May 2018. The Group's profit was approximately HK\$22.5 million for the year ended 31 May 2019, representing an increase of approximately HK\$4.6 million as compared with approximately HK\$17.9 million for the year ended 31 May 2018.

The net proceeds raised from the Share Offer amounting to approximately HK\$34.5 million have helped the Group to implement its business strategies, which include (i) expanding the Group's business in Macau; (ii) enhancing the Group's business presence for providing visual display solutions for corporate events and exhibitions and (iii) developing a tracking system to enhance the Group's equipment management and utilization.

The above business strategies laid a solid foundation for the achievement of the profit target of the Group.

The Board will also proactively seek potential business opportunities and explore the possibility to expand the application of the Group's visual display solutions to industries other than live events industry so as to will broaden the sources of income of the Group and enhance value to the shareholders.

各位股東：

本人謹代表本公司董事會(「董事會」)欣然提呈In Technical Productions Holdings Limited(「本公司」)及其附屬公司(統稱「本集團」)截至二零一九年五月三十一日止年度的經審核綜合年度財務報表。

憑藉本集團多年的豐富經驗及競爭優勢，包括領先的香港流行音樂會視像顯示解決方案供應商、提供定制視像顯示解決方案的強大能力及內部維修及技術支持、大量各式視像顯示設備；經驗豐富的管理層及具備強勁專業能力及知識的技術人員，本集團管理團隊，有效擴展本集團之客戶基礎及維持整體銷售之快速增長。截至二零一九年五月三十一日止年度，本集團錄得歷史新高之收益約94.3百萬港元，較截至二零一八年五月三十一日止年度增加了約10.7百萬港元或12.8%。本集團截至二零一九年五月三十一日止年度之毛利由截至二零一八年五月三十一日止年度的42.1百萬港元增加約9.5%至約46.1百萬港元。截至二零一九年五月三十一日止年度，本集團溢利約為22.5百萬港元，較截至二零一八年五月三十一日止年度的約17.9百萬港元增加約4.6百萬港元。

股份發售籌集的所得款項淨額約34.5百萬港元有助於本集團實施其業務策略，包括(i)擴充本集團在澳門的業務；(ii)增強本集團提供企業活動及展覽視像顯示解決方案的業務份額及(iii)開發追蹤系統，以加強本集團的設備管理及利用。

上述業務策略為實現本集團的盈利目標打下堅實的基礎。

董事會還將積極尋求潛在業務機會並在尋求將本集團的視像顯示解決方案應用於現場活動行業以外的其他行業，以拓寬本集團的收入來源及提升股東價值。

Chairman's Statement (Continued) 主席報告書(續)

Looking forward, the Group will make steady progress in accordance with the plans formulated before its Listing and its actual operational conditions, so as to facilitate effective implementation of the business objectives of the Group and bring benefits from it.

The Board would like to extend its sincere thanks to the shareholders of the Company and the Group, business partners and customers for their utmost support to the Group. The Group would also like to take this opportunity to thank all management members and staff for their hard work and dedication throughout the year.

Yeung Ho Ting Dennis
Chairman
Hong Kong, 13 August 2019

展望未來，本集團將按照上市前制定的規劃，並結合實際運營情況來穩步推進實施，使本集團制定的各項業務目標有效得到落實並從中獲益。

董事會謹此對本公司及本集團股東、業務夥伴及客戶致以衷心的感謝，感謝彼等對本集團的鼎力支持。本集團亦藉此機會感謝所有管理人員及員工在本年度的辛勤工作及奉獻。

主席
楊浩廷
香港，二零一九年八月十三日

Management Discussion and Analysis

管理層討論及分析

Business Review

The Group is principally engaged in the provision of visual display solution service.

During the year ended 31 May 2019, the Group was engaged in 420 pop concert shows for Hong Kong and non-Hong Kong artists/bands (2018: 365).

The Group derived approximately 74.5% of its total revenue during the year ended 31 May 2019 from pop concerts (2018: 88.7%), the majority of which took place in Hong Kong, the PRC, Taiwan and Macau. The remainder of the Group's revenue was attributable to other live events, including corporate events, exhibitions, sports and recreational events and other live performances, as well as equipment rental.

Principal Risks and Uncertainties

During the year ended 31 May 2019, the Group faced the following risks and uncertainties that might have affected the Group's financial condition, results of operations, business and prospects:

Financial risk

The Group's operations are exposed to various types of financial risks such as cash flow and fair value interest rate risk, foreign exchange risk, credit risk and liquidity risk. Details of the aforesaid risk factors and the respective risk management measures are shown in note 3.1 to the consolidated financial statements in this annual report.

Operational risk

The success of the Group's business is largely attributable to the Group's ability to keep pace with the latest development of visual display technology in the market in order to provide feasible and cost-effective visual display solutions to the Group's customers. The Group's executive directors and senior management are responsible for assessing the change in market trends and making decisions to invest in suitable visual display equipment to cope with the latest customer demands and specifications in a timely and cost-effective manner.

業務回顧

本集團主要從事提供視像顯示解決方案服務。

於截至二零一九年五月三十一日止年度，本集團獲委聘為香港及非香港藝人／樂隊的420場流行音樂演唱會(二零一八年：365場)提供服務。

截至二零一九年五月三十一日止年度，本集團收益總額的約74.5%來自流行音樂演唱會(二零一八年：88.7%)，其中大部分在香港、中國、台灣及澳門舉行。本集團餘下的收益則來自企業活動、展覽、體育及休閒活動以及其他現場表演等其他現場活動以及設備租賃。

主要風險及不確定性

於截至二零一九年五月三十一日止年度，本集團面臨以下風險及不明朗因素，可能對本集團財務狀況、經營業績、業務及前景造成影響：

財務風險

本集團運營面對多種財務風險，如現金流量及公平值利率風險、外匯風險、信貸風險及流動資金風險。有關上述風險因素及相關風險管理措施之詳情乃載於本年報綜合財務報表附註3.1。

經營風險

本集團業務取得成功很大程度上由於本集團能夠與視像顯示科技市場的最新發展步伐保持一致，向本集團客戶提供可行及高性價比的視像顯示解決方案。本集團執行董事及高級管理層負責評估市場趨勢變動以及作出投資於適合視像顯示設備的決定，力求以高性價比的方式及時滿足客戶的最新需求以及規格。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Cyber risk and security

The Group's computer equipment and website are exposed to attack, damage or unauthorized access in this cyber era. Failure to protect the Group's computer equipment and website from any unauthorized access can result in reputational damage, financial loss and disruptions in operations.

The Group has installed appropriate anti-virus software and internet fire walls to protect the Group's computer equipment and website from any cyber-attacks. Trainings have been provided to the Group's staff to follow a security code setting procedures to minimize the likelihood of any unauthorized access to the Group's computer equipment.

Data fraud or theft

The Group's critical information is kept and managed by the Group's executive directors and key management. Failure to protect the Group's critical information from any data fraud or theft can result in financial loss and disruptions in operations.

Trainings have been provided to the Group's executive directors and key management for keeping and managing the Group's critical information to minimize the likelihood of any data fraud or theft.

Environment and social risks

For details of how the Group addresses to its environment and social risks, where applicable, please refer to the Environment, Social and Governance Report on pages 41 to 51 of this annual report.

Market risk

The Group's business performance and financial conditions may be affected by the state of economy in Hong Kong. As an international financial centre, the economy of Hong Kong is susceptible to material fluctuations, volatility, disruptions or downturn of broader global economic and financial environment, particularly to the developments in the PRC. The Group's executive directors are responsible for determining an overall market risk control framework, monitoring and assessing market conditions and devising refined policies in light of any adverse factors affecting the Group's performance and market position.

網絡風險及安全

在網絡時代，本集團電腦設備及網站面臨攻擊、損害或非法登入等風險。倘未能防止本集團電腦設備及網站遭非法登入，則可能導致聲譽受損、財務損失及運營中斷。

本集團已安裝適當防毒軟件及互聯網防火牆，以防止本集團電腦設備及網站遭受任何網絡攻擊。本集團向員工提供培訓，以遵從安全碼設定程序，降低任何非法登入本集團電腦設備的可能性。

數據造假或盜竊

本集團重要資料由本集團執行董事及主要管理層存放及管理。倘未能防止本集團的重要資料發生數據造假或遭盜竊，則可能導致財務損失及運營中斷。

本集團就存放及管理本集團重要資料向本集團執行董事及主要管理層提供培訓，以最大程度降低任何數據造假或盜竊的可能性。

環境及社會風險

有關本集團如何應對其環境及社會風險(倘適用)的詳情，請參閱本年報第41至51頁的環境、社會及管治報告。

市場風險

本集團業務表現及財務狀況可能會受到香港經濟狀況影響。作為國際金融中心，香港經濟容易受到更廣泛的全球經濟和金融環境的重大動盪、波動、中斷或低迷所影響，尤其是易受中國的發展所影響。本集團執行董事負責根據任何影響本集團表現及市場地位的不利因素，決定整體市場風險控制框架，監察及評估市場狀況，並制定更完善的政策。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Financial Review

Revenue

The Group generates revenue from providing (i) visual display solutions to its customers in relation to pop concert shows and various other live events; and (ii) equipment rental.

The following table sets out a breakdown of the Group's revenue by source of income during the year ended 31 May 2019 with comparative figures for the year ended 31 May 2018.

		Year ended 31 May 2019 截至二零一九年 五月三十一日止年度		Year ended 31 May 2018 截至二零一八年 五月三十一日止年度	
		HK\$'000	% of total revenue 佔收益總額 的百分比	HK\$'000	% of total revenue 佔收益總額 的百分比
		千港元		千港元	
Visual display solutions	視像顯示解決方案	93,805	99.5	83,249	99.6
Equipment rental	設備租賃	468	0.5	358	0.4
Total	總計	94,273	100.0	83,607	100.0

During the year ended 31 May 2019, the Group principally derived its revenue from the provision of visual display solutions, which accounted for approximately 99.5% of the Group's total revenue (2018: 99.6%). The Group's revenue increased from approximately HK\$83.6 million for the year ended 31 May 2018 to approximately HK\$94.3 million for the year ended 31 May 2019, representing an increase of approximately 12.8%.

財務回顧

收益

本集團從(i)為於流行音樂演唱會及多種其他現場活動相關之客戶提供視像顯示解決方案；及(ii)設備租賃產生收益。

下表載列於截至二零一九年五月三十一日止年度本集團按收入來源劃分之收益明細及截至二零一八年五月三十一日止年度之比較數據。

於截至二零一九年五月三十一日止年度，本集團收益主要來自提供視像顯示解決方案，其佔本集團收益總額的約99.5%（二零一八年：99.6%）。本集團收益於截至二零一八年五月三十一日止年度的約83.6百萬港元增長至截至二零一九年五月三十一日止年度約94.3百萬港元，增加約12.8%。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Visual display solutions

The following table sets out a breakdown of the Group's revenue from visual display solutions during the year ended 31 May 2019 with comparative figures for the year ended 31 May 2018. For the purpose of revenue breakdown presentation, other live events include corporate events, sports and recreation events, exhibitions and other live performances.

視像顯示解決方案

下表載列於截至二零一九年五月三十一日止年度本集團來自視像解決方案服務之收益明細連同截至二零一八年五月三十一日止年度之比較數據。就呈列收益明細而言，其他現場活動包括企業活動、體育及休閒活動、展覽及其他現場表演。

		Year ended 31 May 2019 截至二零一九年五月三十一日止年度				Year ended 31 May 2018 截至二零一八年五月三十一日止年度			
		No. of shows	Revenue (HK\$'000)	% of total revenue from visual display solutions	Average revenue per show (HK\$'000)	No. of shows	Revenue (HK\$'000)	% of total revenue from visual display solutions	Average revenue per show (HK\$'000)
				佔視像顯示解決方案總收益的百分比	每場演出的平均收益(千港元)			佔視像顯示解決方案總收益的百分比	每場演出的平均收益(千港元)
		演出數目	收益(千港元)	總收益的百分比	平均收益(千港元)	演出數目	收益(千港元)	總收益的百分比	平均收益(千港元)
Pop concerts	流行音樂演唱會	420	70,243	74.9	167	365	74,186	89.1	203
Other live events	其他現場活動	961	23,562	25.1	25	300	9,063	10.9	30
Total revenue from visual display solutions	視像顯示解決方案收益總額	1,381	93,805	100.0	68	665	83,249	100.0	125

The decrease in revenue from pop concerts was mainly attributable to decrease in average revenue per show for pop concerts from approximately HK\$203,000 for the year ended 31 May 2018 to approximately HK\$167,000 for the year ended 31 May 2019, due to the decrease in the number of shows held by a well-known Hong Kong artist during the year ended 31 May 2019.

流行音樂演唱會的收益減少主要是由於每場流行音樂演唱會演出的平均收益由截至二零一八年五月三十一日止年度約203,000港元降至截至二零一九年五月三十一日止年度的約167,000港元，而此乃由於一位香港知名藝人截至二零一九年五月三十一日止年度舉行的演出場次有所減少。

The increase in revenue from other live events was mainly attributable to the increase in the number of other live events undertaken by the Group from 300 for the year ended 31 May 2018 to 961 for the year ended 31 May 2019 because the Group undertook more corporate events in the PRC and Macau for the year ended 31 May 2019. The average revenue per show for other live events decreased from approximately HK\$30,000 for the year ended 31 May 2018 to approximately HK\$25,000 for the year ended 31 May 2019.

來自其他現場活動的收益增加主要是由於本集團於截至二零一九年五月三十一日止年度在中國及澳門承接的企業活動增加，使本集團所承接的其他現場活動數目由截至二零一八年五月三十一日止年度的300場增至截至二零一九年五月三十一日止年度的961場。其他現場活動的每場平均收益由截至二零一八年五月三十一日止年度的約30,000港元下降至截至二零一九年五月三十一日止年度的約25,000港元。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Revenue analysis by geographical location

The following table sets out a breakdown of the revenue of the Group from pop concerts by geographical location during the year ended 31 May 2019 with comparative figures for the year ended 31 May 2018:

按地理位置劃分的收益分析

下表載列截至二零一九年五月三十一日止年度本集團按地理位置劃分的流行音樂會收益明細及截至二零一八年五月三十一日止年度之比較數據：

		Year ended 31 May 2019 截至二零一九年五月三十一日止年度				Year ended 31 May 2018 截至二零一八年五月三十一日止年度			
		No. of shows	Revenue (HK\$'000)	% of total revenue from pop concerts	Average revenue per show (HK\$'000)	No. of shows	Revenue (HK\$'000)	% of total revenue from pop concerts	Average revenue per show (HK\$'000)
		演出數目	收益(千港元)	佔流行音樂演唱會總收益的百分比	每場演出的平均收益(千港元)	演出數目	收益(千港元)	佔流行音樂演唱會總收益的百分比	每場演出的平均收益(千港元)
Pop concerts	流行音樂演唱會								
Hong Kong	香港	224	19,967	28.4	89	175	16,393	22.1	94
PRC	中國	129	36,040	51.4	279	128	41,180	55.5	322
Macau	澳門	42	8,024	11.4	191	28	5,392	7.3	193
Taiwan	台灣	13	3,265	4.6	251	17	4,926	6.6	290
Other	其他	12	2,947	4.2	246	17	6,295	8.5	370
Total revenue from pop concerts	來自流行音樂演唱會的總收益	420	70,243	100.0	167	365	74,186	100.0	203

During the year ended 31 May 2019, the Group continued to provide services for (i) a well-known Hong Kong artist for 41 shows (2018: 57 shows) of concert tour in the PRC; 15 shows (2018: nil) in Hong Kong; 5 shows (2018: 6 shows) in Macau; 3 shows (2018: 6 shows) in Taiwan and 6 shows (2018: 15 shows) in other locations and (ii) a Taiwanese band for 18 shows (2018: 27 shows) in the PRC; 10 shows (2018: 6 shows) in Hong Kong; nil show (2018: 4 shows) in Macau; and 10 shows (2018: 11 shows) in Taiwan.

截至二零一九年五月三十一日止年度，本集團繼續(i)為一位香港知名藝人舉行巡迴演唱會(中國41場(二零一八年：57場)；香港15場(二零一八年：零場)；澳門5場(二零一八年：6場)；台灣3場(二零一八年：6場)及其他地區6場(二零一八年：15場))期間提供服務及(ii)為一台灣樂隊舉辦演出(中國18場(二零一八年：27場)；香港10場(二零一八年：6場)；澳門零場(二零一八年：4場)；及台灣10場(二零一八年：11場))期間提供服務。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

The following table sets out a breakdown of the revenue of the Group from other live events by the geographical location during the year ended 31 May 2019 with comparative figures for the year ended 31 May 2018:

下表載列截至二零一九年五月三十一日止年度本集團按地理位置劃分自其他現場活動獲得的收益明細連同截至二零一八年五月三十一日止年度之比較數據：

		Year ended 31 May 2019 截至二零一九年五月三十一日止年度				Year ended 31 May 2018 截至二零一八年五月三十一日止年度			
		No. of shows	Revenue (HK\$'000)	% of total revenue from other live events 佔其他 現場活動 總收益的 百分比	Average revenue per show (HK\$'000) 每場演出 的平均 收益 (千港元)	No. of shows	Revenue (HK\$'000)	% of total revenue from other live events 佔其他 現場活動 總收益的 百分比	Average revenue per show (HK\$'000) 每場演出 的平均 收益 (千港元)
Other live events	其他現場活動								
Hong Kong	香港	576	10,535	44.7	18	269	6,467	71.4	24
PRC	中國	4	52	0.2	13	—	—	—	—
Macau	澳門	381	12,975	55.1	34	30	2,221	24.5	74
Other	其他	—	—	—	—	1	375	4.1	375
Total revenue from other live events	來自其他現場 活動的總收益	961	23,562	100.0	25	300	9,063	100.0	30

The Group has set up a wholly owned subsidiary in Macau (the "Macau Subsidiary") in November 2017. After commencement of the operation of the Macau Subsidiary, the Group has been able to increase its revenue from both pop concerts and other live events in Macau. The Group has reallocated part of the Net Proceeds (as mentioned in the section "Use of Proceeds and Comparison of Business Objectives with Actual Business Progress") to recruit more staff for the business expansions in Macau. During the year ended 31 May 2019, the Group's number of pop concerts and other live events held in Macau have been increased, especially the number of other live events was substantially increased to 381 (2018: 30).

本集團於二零一七年十一月在澳門成立一間全資附屬公司(「澳門附屬公司」)。於澳門附屬公司開始營運後，本集團於澳門的流行音樂演唱會及其他現場活動的收益均得以增加。本集團已將一部分所得款項淨額(如「所得款項用途及業務目標與實際業務進度之比較」一節所述)重新分配至為澳門的業務擴張招聘更多員工。於截至二零一九年五月三十一日止年度，本集團於澳門舉行的流行音樂演唱會及其他現場活動的數目有所增加，尤其是其他現場活動的數目大幅增加至381場(二零一八年：30場)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Cost of services

The following table sets out the components of the cost of services of the Group during the year ended 31 May 2019 with comparative figures for the year ended 31 May 2018:

服務成本

下表載列截至二零一九年五月三十一日止年度本集團服務成本的組成部分及截至二零一八年五月三十一日止年度之比較數據：

		Year ended 31 May 2019 截至二零一九年 五月三十一日止年度		Year ended 31 May 2018 截至二零一八年 五月三十一日止年度	
		HK\$'000	% of total cost of services 佔服務 成本總額 的百分比	HK\$'000	% of total cost of services 佔服務 成本總額 的百分比
		千港元		千港元	
Depreciation	折舊	17,439	36.2	14,791	35.7
Direct labour costs	直接勞工成本	15,189	31.6	14,279	34.4
Subcontracting charges	分包費	5,779	12.0	5,455	13.2
Freight and logistics expenses	運費及物流費	4,986	10.4	3,795	9.1
Cost of equipment and spare parts	設備及配件成本	1,148	2.4	1,312	3.2
Equipment rental charges	設備租賃費用	3,594	7.4	1,831	4.4
Total	總計	48,135	100.0	41,463	100.0

Depreciation

Depreciation recognised under the cost of services of the Group is related to the depreciation expenses for the visual display equipment of the Group for the provision of its services. For the year ended 31 May 2019, depreciation of visual display equipment represented approximately 36.2% of total cost of services (2018: approximately 35.7%).

折舊

本集團的服務成本項下確認的折舊與其提供服務的本集團視像顯示設備的折舊開支有關。截至二零一九年五月三十一日止年度，視像顯示設備的折舊約佔總服務成本的36.2%（二零一八年：約35.7%）。

Direct labour costs

Direct labour costs of the Group represent compensation and benefits provided to the Group's project managers, visual technicians, equipment development and maintenance staff and warehouse keepers employed by the Group. For the year ended 31 May 2019, direct labour costs represented approximately 31.6% of total cost of services (2018: approximately 34.4%).

直接勞工成本

本集團直接勞工成本指向由本集團僱用的本集團項目經理、視像技術員、設備開發及維護員工及倉管員提供的薪酬及福利。截至二零一九年五月三十一日止年度，直接勞工成本約佔總服務成本的31.6%（二零一八年：約34.4%）。

Subcontracting charges

Subcontracting charges of the Group primarily represent fees paid and payable to the human resource company which provided us with workers for installing and dismantling visual display equipment at pop concerts or other live events in Hong Kong, the PRC and Macau. For the year ended 31 May 2019, subcontracting charges represented approximately 12.0% of total cost of services (2018: approximately 13.2%).

Freight and logistics expenses

Freight and logistics expenses of the Group primarily represent transportation expenses for delivering the Group's visual display equipment to or from its warehouses to the designated venues of pop concerts and other live events or between different sites of pop concerts and other live events. For the year ended 31 May 2019, freight and logistics expenses represented approximately 10.4% of total cost of services (2018: approximately 9.1%).

Cost of equipment and spare parts

Cost of equipment and spare parts of the Group represents the expenses in relation to tools and consumables used for on-site installation and maintenance, or cost relating to the equipment that the customer opt to keep. For the year ended 31 May 2019, the cost of equipment and spare parts represented approximately 2.4% of total cost of services (2018: approximately 3.2%).

Equipment rental charges

Equipment rental charges of the Group primarily represent rental charges for visual display equipment such as LED panels, projectors, video control units, and other equipment that was required for the pop concerts or other live events in Hong Kong, Macau and the PRC (i) where the Group's own relevant equipment was fully occupied at the particular time or (ii) for cost effectiveness reason in view of the logistics expenses. For the year ended 31 May 2019, equipment rental charges represented approximately 7.4% of total cost of services (2018: approximately 4.4%).

分包費

本集團的分包費主要指已付及應付人力資源公司的費用，該等公司向我們派遣工人在香港、中國及澳門的流行音樂演唱會或其他現場活動安裝及拆卸視像顯示設備。截至二零一九年五月三十一日止年度，分包費約佔總服務成本的12.0%（二零一八年：約13.2%）。

運費及物流費

本集團的運費及物流費主要指交付本集團的視像顯示設備至我們的倉庫或由其倉庫交付至流行音樂演唱會及其他現場活動的指定地點或流行音樂演唱會及其他現場活動不同地點之間的運輸費用。截至二零一九年五月三十一日止年度，運費及物流費約佔總服務成本的10.4%（二零一八年：約9.1%）。

設備及配件成本

本集團的設備及配件成本指與現場安裝及維護所使用的工具及耗材有關的開支，或與客戶選擇保留的設備有關的成本。截至二零一九年五月三十一日止年度，設備及配件成本約佔總服務成本的2.4%（二零一八年：約3.2%）。

設備租賃費用

本集團的設備租賃費用主要指香港、澳門及中國流行音樂演唱會或其他現場活動所需視像顯示設備（例如LED顯示屏、投影儀及視像控制單元）及其他設備的租賃費用：(i)當時本集團的自有相關設備在特定時間被完全佔用或(ii)考慮到物流開支出於成本效益原因。截至二零一九年五月三十一日止年度，設備租賃費用約佔我們總服務成本的7.4%（二零一八年：約4.4%）。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Gross profit and gross profit margin

Gross profit of the Group for the year ended 31 May 2019 amounted to approximately HK\$46.1 million (2018: approximately HK\$42.1 million), representing gross profit margin of approximately 48.9% (2018: 50.4%).

Administrative expenses

The administrative expenses of the Group mainly include administrative staff costs, rent and rate and others. The Group's administrative expenses increased by approximately 8.3% from approximately HK\$18.1 million for the year ended 31 May 2018 to approximately HK\$19.6 million for the year ended 31 May 2019, primarily due to increase of rental expenses by approximately HK\$1.3 million as the Group has leased more warehouses for storage of equipment during the year ended 31 May 2019.

Finance income/(costs), net

The finance income/(costs), net of the Group mainly consist of interests on bank borrowings which were wholly repayable within five years, interest expenses on obligations under finance leases, imputed interest on payables for equipment and imputed interest on shareholder's loan. The Group's finance costs decreased by approximately 77.3% from approximately HK\$2.2 million for the year ended 31 May 2018 to approximately HK\$0.5 million for the year ended 31 May 2019 which was mainly due to decrease in interest on bank borrowings which was in line with the decrease in average bank borrowings during the year ended 31 May 2019 and the decrease in imputed interest on payable for equipment and shareholder's loan as such related payables have been fully settled in the year ended 31 May 2018.

Income tax expense

The Group is subject to income tax on an enterprise basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

During the years ended 31 May 2019 and 2018, all PRC subsidiaries of the Company were subject to the PRC Enterprise Income Tax rate of 25.0%.

毛利及毛利率

截至二零一九年五月三十一日止年度，本集團的毛利約為46.1百萬港元(二零一八年：約42.1百萬港元)，毛利率約為48.9%(二零一八年：50.4%)。

行政開支

本集團的行政開支主要包括行政僱員成本、租金及差餉以及其他。本集團的行政開支由截至二零一八年五月三十一日止年度之約18.1百萬港元增加約8.3%至截至二零一九年五月三十一日止年度之約19.6百萬港元，主要由於本集團截至二零一九年五月三十一日止年度就儲存設備而租賃多處倉庫，故租金開支增加約1.3百萬港元。

財務收入／(成本)淨額

本集團的財務收入／(成本)淨額主要包括須於五年內全額償還的銀行借款利息、融資租賃承擔利息開支、設備應付款項之估算利息及股東貸款之估算利息。本集團的財務成本由截至二零一八年五月三十一日止年度之約2.2百萬港元減少約77.3%至截至二零一九年五月三十一日止年度之約0.5百萬港元，主要由於銀行借款利息減少，此與截至二零一九年五月三十一日止年度之平均銀行借款減少一致，及設備應付款項及股東貸款之估算利息減少，原因為該等有關應付款項已於截至二零一八年五月三十一日止年度悉數結清。

所得稅開支

本集團須就產生或源自本集團成員公司所處及經營所在司法權區的溢利繳納企業所得稅。

於截至二零一九年及二零一八年五月三十一日止年度，本公司的所有中國附屬公司按25.0%稅率繳納中國企業所得稅。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

The Hong Kong subsidiary of the Company was subject to Hong Kong profit tax at the rate of 16.5% on the estimated assessable profits during the years ended 31 May 2019 and 2018. Pursuant to the enactment of two-tiered profit tax rates issued by the Inland Revenue Department (“IRD”) from the year of assessment 2018/19 onwards, the Group’s first HK\$2 million of assessable profits under Hong Kong profits tax for the years ended 31 May 2019 and 2018 is subject to a tax rate of 8.25%, while the remaining assessable profits are subject to a tax rate of 16.5%.

The Macau subsidiary of the Company was subject to Macau complementary tax at the rate of 12.0% on the estimated assessable income exceeding MOP600,000 during the year ended 31 May 2019.

The effective income tax rate of the Group was 15.1% in the year ended 31 May 2019 (2018: 20.3%).

Profit for the year

As a result of the foregoing, the Group’s profit was approximately HK\$22.5 million for the year ended 31 May 2019, representing an increase of approximately HK\$4.6 million as compared to approximately HK\$17.9 million for the year ended 31 May 2018. The increase in profit for the year ended 31 May 2019 was primarily attributable to (i) the increase in gross profit as a result of the increase in revenue; (ii) the decrease in bank borrowing interest which was in line with the decrease in average bank borrowings during the year ended 31 May 2019 and (iii) the decrease in imputed interest on payable for equipment and shareholder’s loan as such related payables have been fully settled in the year ended 31 May 2018.

Business Update

According to the study of the visual display solution industry by Frost & Sullivan as set out in the section headed “Industry Overview” in the prospectus of the Company dated 31 May 2017 in relation to the listing of the shares of the Company (the “Shares”) (the “Listing”) on the GEM of the Stock Exchange by way of placing and public offer (collectively, the “Share Offer”), along with the increasing disposable income and demand for entertainment and recreation, as well as the growing popularity of visual display effects in live events, the total industry spending on visual display solution for pop concerts in Hong Kong, PRC, Macau and Taiwan is estimated to increase at a compounded annual growth rate (“CAGR”) of 4.7%, 30.4%, 4.8% and 2.5%, respectively from 2015 to 2020.

於截至二零一九年及二零一八年五月三十一日止年度，本公司的香港附屬公司按16.5%的稅率就估計應課稅溢利繳納香港利得稅。根據稅務局(「稅務局」)自二零一八/一九評稅年度起頒佈的兩級制利得稅稅率，本集團於截至二零一九年及二零一八年五月三十一日止年度須繳納香港利得稅的首個2百萬港元應課稅溢利應按稅率8.25%計算，而剩餘應課稅溢利的稅率為16.5%。

截至二零一九年五月三十一日止年度，本公司的澳門附屬公司估計應課稅收入超過600,000澳門元之部分須按12.0%稅率繳納澳門所得補充稅。

截至二零一九年五月三十一日止年度，本集團的實際所得稅稅率為15.1%(二零一八年：20.3%)。

年內溢利

由於上文所述，本集團於截至二零一九年五月三十一日止年度之溢利為約22.5百萬港元，較截至二零一八年五月三十一日止年度之約17.9百萬港元增加約4.6百萬港元。截至二零一九年五月三十一日止年度之溢利增加乃主要由於(i)收益增加令毛利增加；(ii)銀行借款利息減少，此與截至二零一九年五月三十一日止年度平均銀行借款減少一致及(iii)設備應付款項及股東貸款之估算利息減少，原因為該等有關應付款項已於截至二零一八年五月三十一日止年度悉數結清。

業務更新

根據本公司日期為二零一七年五月三十一日且內容有關本公司股份(「股份」)透過配售及公開發售(統稱「股份發售」)方式於聯交所GEM上市(「上市」)的招股章程的「行業概覽」一節所載的由Frost & Sullivan就視像顯示解決方案行業進行的研究，隨著可支配收入及娛樂及休閒的需求增加，以及現場活動的視像顯示效果日漸普遍，香港、中國、澳門及台灣的流行音樂演唱會視像顯示解決方案行業開支總額預計由二零一五年至二零二零年分別按複合年增長率(「複合年增長率」)4.7%、30.4%、4.8%及2.5%增長。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

In recent years, with the development of the mass media and entertainment market, more styles of performing arts are introduced to the audience, especially in the PRC and the number of artists who can organize concert tour with more number of shows is increasing. A well-known Hong Kong artist has achieved another tour show record of over 230 shows during his concert tour from October 2016 to January 2019 and the Group is the video solution service provider to this tour.

The Group has achieved a new records in the revenue from pop concerts undertaken by the Group during the year ended 31 May 2019 and maintained a CAGR of approximately 18.8% in the past three financial years. One of the key success factors of maintaining the Group's revenue growth is to secure pop concerts with more number of shows in the same tour. The Company has been active and will continue to be active in soliciting for pop concert tours with more than 25 shows but there may be some time gap between timing of the commencement of a new concert tour and the completion of a on-going tour and this will have a adverse effect on the revenue if the time gap is widened.

At the date of this report, the Company is under discussions with potential customers to provide visual display solutions for 9 pop concert tours of which four of them are tours with more than 25 shows, based on directors' estimation.

Based on the information made available to the Board as at the date of this report and a preliminary assessment by the management of the Company of the unaudited consolidated management accounts of the Group for the month ended 30 June 2019, together with the summary of pop concerts and other live events completed from 1 July 2019 to the date of this report and back log orders of pop concerts and other live events from the date of this report to 31 August 2019, the Group is anticipated to record a decrease in revenue and suffer a net loss for the three months ending 31 August 2019 (the "Q1 FY19/20").

The Group's revenue for Q1 FY19/20 is anticipated to drop by approximately 30% to 35% as compared to that for the same period in 2018. The decrease is mainly due to the decrease in the number of pop concerts undertaken by the Group and the decrease in the average revenue per each pop concert show undertaken by the Group as compared to the same period in 2018.

近幾年，隨著大眾媒體及娛樂市場的發展，觀眾(尤其是中國)接觸到更多表演藝術風格，且可組織巡迴演唱會的藝人的演出場次日益增長。一位知名香港藝人於其從二零一六年十月至二零一九年一月的巡迴演唱會期間取得另一項超過230場演出的巡迴演出記錄，而本集團乃此等巡演的視像顯示解決方案服務供應商。

本集團截至二零一九年五月三十一日止年度已取得一項來自本集團承接的流行音樂演唱會的收益新記錄，並於過往三個財政年度維持復合年增長率約18.8%。維持本集團收益增長的一個關鍵成功因素乃於相同巡演獲得更多的流行音樂演唱會的演出次數。本公司一直積極主動且將繼續積極爭取超過25場演出的流行音樂巡迴演唱會，然而或會於開始一場新的巡迴演唱會及完成一場持續巡演之間存在一些時間差，倘時間差擴大，則將會對收益產生不利影響。

於本報告日期，本公司根據董事的預計，一直與潛在客戶就9場流行音樂巡迴演唱會(其中四場為超過25場演出的巡演)提供視像顯示解決方案進行討論。

根據董事會於本報告日期可得資料及本公司管理層初步評估截至二零一九年六月三十日止月份未經審核綜合管理賬目，連同由二零一九年七月一日至本報告日期的流行音樂演唱會及其他已完成的現場活動的概要及由本報告日期至二零一九年八月三十一日的流行音樂演唱會及其他現場活動的積壓的訂單，本集團預計截至二零一九年八月三十一日止三個月(「一九/二零財年第一季度」)錄得收益減少及面臨虧損淨額。

本集團預計於一九/二零財年第一季度的收益較二零一八年同期下降約30%至35%。減少乃主要由於本集團承接的流行音樂演唱會次數減少及本集團承接的每場流行音樂演唱會演出的平均收益較二零一八年同期有所減少。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The Group is anticipated to record a net loss for Q1 FY19/20 as compared to a profit of HK\$9.5 million for the same period in 2018, which was primarily attributable to (i) the decrease in gross profit as a result of the decrease in revenue; and (ii) the accrual of non-recurring professional expenses for the possible transfer of listing of the Company from GEM to the Main Board of the Stock Exchange as stipulated in an announcement dated 5 July 2019.

If the results of the outstanding and upcoming concert orders are successful, the Directors expect the Company's business will pick up in the second half of the year ending 31 May 2020.

Liquidity and Capital Resources

Financial Resources, Liquidity and Capital Structure

The Group finances its operations primarily through cash generated from operating activities and interest-bearing bank borrowings, and finance leases. The Group recorded net current assets of approximately HK\$46.8 million as at 31 May 2019 (2018: approximately HK\$33.5 million).

As at 31 May 2019, the Group's current ratio was approximately 3.0 (2018: approximately 2.0) and the Group's gearing ratio calculated based on the total debt at the end of the year divided by total equity at the end of the year was approximately 5.2% (2018: approximately 10.4%).

As at 31 May 2019, the maximum limit of the banking facilities available to the Group was amounted to HK\$7.5 million. The bank borrowings were denominated in Hong Kong dollars, repayable within one year or on demand and interest-bearing from 5.5% to 5.9% per annum (2018: 5.5% to 5.8% per annum).

As at 31 May 2019, the capital structure of the Group consisted of equity attributable to owners of the Company of approximately HK\$129.9 million, comprising issued share capital and reserves.

There has been no change in the capital structure of the Group during the year ended 31 May 2019.

本集團預計於一九二〇財年第一季度較二零一八年同期的溢利9.5百萬港元錄得虧損淨額，其乃主要由於(i)收益減少導致毛利減少；及(ii)日期為二零一九年七月五日的公告所規定的本公司可能從GEM轉聯交所主板上市的應計非經常性專業開支所致。

倘未完成及即將進行的演唱會訂單均成功獲接納，董事預計本公司的業務於二零二零年五月三十一日止年度的下半年將回升。

流動資金及資本資源

財務資源、流動資金及資本架構

本集團主要通過經營活動產生的現金及計息銀行借款，及融資租賃為其經營提供資金。本集團於二零一九年五月三十一日錄得流動資產淨值約46.8百萬港元(二零一八年：約33.5百萬港元)。

於二零一九年五月三十一日，本集團的流動比率約為3.0(二零一八年：約2.0)及本集團的資產負債比率以年末債務總額除以年末權益總額計算約為5.2%(二零一八年：約10.4%)。

於二零一九年五月三十一日，本集團最大限額銀行融資為7.5百萬港元。銀行借款以港元計值，須於一年內或按要求償還，年利率介乎5.5%至5.9%(二零一八年：年利率介乎5.5%至5.8%)。

於二零一九年五月三十一日，本集團資本架構包括本公司擁有人應佔之權益約129.9百萬港元(包括已發行股本及儲備)。

截至二零一九年五月三十一日止年度，本集團資本架構概無變動。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Foreign Currency Exposure Risks

The Group operates mainly in Hong Kong and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to certain purchases with United States dollars (“US\$”) and Macau Patacas (“MOP”) and certain sales with Renminbi (“RMB”). Foreign exchange risk arises when future commercial transactions, recognised assets and liabilities are denominated in a currency that is not the group entities’ functional currency. The Group however did not engage in any derivatives agreements and did not commit to any financial instrument to hedge its foreign exchange exposure during the year ended 31 May 2019.

Treasury Policies

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the year ended 31 May 2019. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group’s liquidity position to ensure that the liquidity structure of the Group’s assets, liabilities and other commitments can meet its funding requirements from time to time.

Significant Investments, Material Acquisitions and Disposals of Subsidiaries

During the year ended 31 May 2019, the Group did not have any significant investments, material acquisitions nor disposals of subsidiaries and affiliated companies.

Capital commitments

As at 31 May 2019, the Group had a total capital commitment of approximately HK\$1.4 million (2018: HK\$1.1 million), mainly comprising the related contracts of capital expenditure for visual display equipment.

Contingent liabilities

As at 31 May 2019, the Group did not have any material contingent liabilities.

外匯風險

本集團主要在香港經營，並面臨各種貨幣風險所引起的外匯風險，主要指若干以美元(「美元」)及澳門幣(「澳門幣」)進行之購買事項及若干以人民幣(「人民幣」)進行之出售事項。當未來商業交易、確認資產及負債以不是集團實體功能貨幣計值時，則會出現外匯風險。然而，於截至二零一九年五月三十一日止年度，本集團並未涉及任何衍生工具協議及並無訂立任何金融工具以對沖外匯風險。

庫務政策

本集團對其庫務政策採取審慎的財務管理方法，因此截至二零一九年五月三十一日止年度整段期間保持了健康的流動資金狀況。本集團力求通過持續的信貸評估及對其客戶財務狀況進行評估以降低信貸風險。為管理流動性風險，董事會密切監察本集團的流動資金狀況，確保本集團資產、負債及其他承諾的流動性結構不時滿足其資金需求。

重大投資、重大收購及出售附屬公司

於截至二零一九年五月三十一日止年度，本集團並無任何重大投資、重大收購或出售附屬公司及聯屬公司。

資本承擔

於二零一九年五月三十一日，本集團資本承擔總額約1.4百萬港元(二零一八年：1.1百萬港元)，主要包括有關就視像顯示設備的資本開支合約。

合約負債

於二零一九年五月三十一日，本集團並無任何重大或然負債。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Pledge of Assets

As at 31 May 2019, the Group's pledged short-term bank deposits in the amount of approximately HK\$3.0 million was pledged as security for the Group's banking facilities (2018: approximately HK\$3.0 million).

資產抵押

於二零一九年五月三十一日，本集團的已抵押短期銀行存款為約3.0百萬港元，作為本集團銀行融資之擔保(二零一八年：約3.0百萬港元)。

COMPARISON OF IMPLEMENTATION PLANS FOR BUSINESS STRATEGIES WITH ACTUAL IMPLEMENTATION PROGRESS

The following is a comparison of the Group's implementation plans for its business strategies up to 31 May 2019 as set out in the section headed "Statement of Business Objectives and Use of Proceeds" in the Prospectus and the announcement for the change of proposed use of the net proceeds published on 28 August 2018 (the "Announcement") with the Group's actual implementation progress:

業務策略推行計劃與實際推行進度的比較

以下為本集團如招股章程「業務目標聲明及所得款項用途」一節及於二零一八年八月二十八日刊發之變更所得款項淨額建議用途的公告(「該公告」)所載直至二零一九年五月三十一日的業務策略推行計劃與本集團實際推行進度的比較：

Business strategies	Implementation plans as stated in the Prospectus and the Announcement	Actual implementation progress up to 31 May 2019
業務策略	招股章程及該公告所載推行計劃	直至二零一九年五月三十一日的實際推行進度
Expand the Group's business in Shanghai 於上海擴展本集團的業務	<ul style="list-style-type: none"> Acquire additional LED panels and video control units 收購額外LED顯示屏及視像控制單元 	<ul style="list-style-type: none"> The procurement of additional LED panels and video control units has been completed 已完成採購額外LED顯示屏及視像控制單元
Recruit staff for the Group's business expansions in Macau 為本集團於澳門擴展業務招聘員工	<ul style="list-style-type: none"> Recruit more staff for the business expansions in Macau 招聘更多員工以於澳門擴展業務 	<ul style="list-style-type: none"> 12 staff were recruited for the business expansions in Macau 招募12名員工以於澳門擴展業務
Develop a tracking system to enhance the Group's equipment management and utilisation 開發追蹤系統以加強本集團的設備管理及利用	<ul style="list-style-type: none"> Implement the tracking system 推行追蹤系統 	<ul style="list-style-type: none"> The tracking system was implemented in May 2019 and will be parallel run with the existing system for 6 months before going live 追蹤系統已於二零一九年五月推行並將於投入使用前6個月與現有系統併行運行

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Use of Proceeds

Net proceeds from the placing and public offer of the Company's shares for the Listing were approximately HK\$34.5 million (the "Net Proceeds"), after deducting the underwriting commissions and other listing expenses. The Company announced on 28 August 2018 for the change of proposed use of the Net Proceeds. For details, please refer to the announcement published on 28 August 2018. As at 28 February 2019, all the Net Proceeds have been utilised. Set out below are details of the original allocation of the Net Proceeds, the revised allocation of the Net Proceeds and the utilisation of the Net Proceeds as at 31 May 2019:

所得款項用途

經扣除包銷佣金及其他上市開支後，來自本公司股份上市的配售及公開發售所得款項淨額約為34.5百萬港元（「所得款項淨額」）。本公司於二零一八年八月二十八日宣佈變更所得款項淨額建議用途。有關詳情，請參閱二零一八年八月二十八日刊發的公告。於二零一九年二月二十八日，所有所得款項淨額已獲動用。下文載列於二零一九年五月三十一日的所得款項淨額的原訂分配、所得款項淨額的經修訂分配及所得款項淨額的使用情況詳情：

Utilisation of the Net Proceeds	所得款項淨額用途	Original allocation	Revised allocation as at 28 August 2018	Amount utilised as at 31 May 2019	Unutilised amount at 31 May 2019
		原訂分配 (HK\$ million) (百萬港元) approximately 約	經修訂分配 (HK\$ million) (百萬港元) approximately 約	已動用金額 (HK\$ million) (百萬港元) approximately 約	未動用金額 (HK\$ million) (百萬港元) approximately 約
Repayment of bank loans	償還銀行貸款	9.9	9.9	9.9	—
Acquisition of visual display equipment	收購視像顯示設備	11.6	11.6	11.6	—
Settlement of payables	結算應付款項	10.6	10.6	10.6	—
Recruitment of creative director	招聘創作總監	1.7	—	—	—
Recruitment of staff for the Group's business expansions in Macau	為本集團於澳門業務擴展招聘員工	—	1.7	1.7	—
Working capital (after deducting the relevant expenses)	營運資金(扣除相關費用後)	0.7	0.7	0.7	—
Total	總計	34.5	34.5	34.5	—

Corporate Governance Report

企業管治報告

The Board is committed to establishing and ensuring high standards of corporate governance and adopt sound corporate governance practices. The Company's corporate governance practices are based on the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules. The Directors strongly believe that reasonable and sound corporate governance practices are essential for the growth of the Group and for safeguarding and enhancing shareholders' interests.

The Directors consider that since the Listing Date and up to the date of this report, except for the deviation from code provision A.2.1 of the CG Code, the Company has complied with all the applicable code provisions set out in the CG Code. Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Yeung Ho Ting Dennis is the chairman and the chief executive officer of the Company. In view of Mr. Yeung's role in day-to-day operations and management of the Group since April 2009, the Board believes that it is in the best interest of the Group to have Mr. Yeung taking up both roles for effective management and business development. Therefore, the Directors consider that the deviation from the code provision A.2.1 of the CG Code is appropriate in such circumstance and the Board is of the view that this management structure is effective for the Group's operations and sufficient checks and balances are in place.

Board of Directors

The key responsibilities of the Board include formulation of the Group's overall strategies, the setting of management targets and supervision of management performance. The management is delegated with the authority and responsibility by the Board for the management and administration of the Group. In addition, the Board has also delegated various responsibilities to the Board committees of the Company. Further details of the Board committees are set out below in this report.

董事會致力建立並維持高標準的企業管治並採取穩健的企業管治常規。本公司的企業管治常規乃基於GEM上市規則附錄15所載企業管治守則及企業管治報告(「企業管治守則」)。董事深信合理及穩健之企業管治常規為促進本集團增長以及保障與提升股東利益的關鍵。

董事認為，自上市日期起直至本報告日期，除偏離企業管治守則之第A.2.1條守則條文外，本公司已遵守企業管治守則所載所有適用守則條文。企業管治守則之守則條文第A.2.1條規定，主席與行政總裁的角色應分離，不得由同一人擔任。楊浩廷先生為本公司董事長兼行政總裁。鑒於楊先生自二零零九年四月起在本集團擔任負責日常營運及管理方面的職位，董事會認為讓楊先生擔任負責有效管理及業務發展的角色符合本集團最佳利益。因此，董事認為，偏離企業管治守則之守則條文第A.2.1條規定在該情形下是適當的，董事會認為該管理架構對本集團的運營有效，且有充足的制衡。

董事會

董事會的主要職責包括制訂本集團的整體策略、訂立管理目標，以及監察管理層的表现。管理層獲董事會轉授有關本集團管理及行政的授權及責任。此外，董事會亦已將各職責轉授予本公司董事委員會。有關董事委員會之進一步詳情載於本報告下文。

Corporate Governance Report (Continued) 企業管治報告(續)

The Board is entrusted with the overall responsibility for promoting the success of the Company by the direction and supervision of the Company's business and affairs and the ultimate responsibility for day to day management of the Company which is delegated to the management. To this end, monthly financial and operational information are provided to the Board for assessing the performance of the Company and its subsidiaries. For significant matters that are specifically delegated by the Board, the management must report back to and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company. The management is responsible for the day-to-day management and operation of the Group and to provide the Board with updates in a timely manner, giving an assessment of the Company's performance and position to enable the Board to discharge its duties.

The Board is responsible for, among others, performing the corporate governance duties as set out in the code provision D.3.1 of the CG Code, which include:

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

董事會整體上負責指揮及監督本公司的業務及事務，藉此推動本公司邁向成功，而本公司日常管理的最終責任則指派予管理層。就此而言，董事會將每月獲提供財務及營運資料以評估本公司及其附屬公司的表現。就董事會特別委派的重大事項而言，管理層必須於作出決策或代表本公司訂立任何承擔前報告董事會，並取得事先批准。管理層負責本集團的日常管理及營運，並及時向董事會提供更新資料，評估本公司之表現及狀況以使董事會履行其職責。

董事會負責(其中包括)履行企業管治守則守則條文第D.3.1條所載的企業管治職責，包括：

- (a) 制定及檢討本集團的企業管治政策及常規，並提出建議；
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (c) 檢討及監察本集團在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察適用於董事及僱員的操守準則及合規手冊(如有)；及
- (e) 檢討本集團遵守企業管治守則的情況及在企業管治報告內的披露。

Board Composition

The Board comprises five Directors, two of whom are executive Directors and the other three are independent non-executive Directors. Details of their composition by category are as follows:

Executive Directors

Mr. Yeung Ho Ting Dennis (*Chairman & Chief Executive Officer*)
Mr. Tam Chun Yu

Independent Non-executive Directors

Mr. Li Kai Sing
Mr. Ma Tsz Chun
Ms. Loh Lai Ping Phillis

All Directors have appropriate professional qualification or substantive experience and industry knowledge. The Board as a whole has achieved an appropriate balance of skills and experience. The composition of the Board satisfies the requirements of Rules 5.05 and 5.05A of the GEM Listing Rules. There are three independent non-executive Directors and at least one of them has accounting professional qualification. With more than one-third of the members of the Board are independent non-executive Directors, the Board has a fairly strong independence element in terms of its composition.

The participation of independent non-executive Directors in the Board brings a diverse range of expertise, skills and independent judgment on issues relating to the Group's strategies, performance, conflicts of interests and management process to ensure that the interests of all shareholders of the Company have been duly considered.

The details of Directors are set out in the section headed "Biographies of Board of Directors and Senior Management" on pages 71 to 76 of this annual report. There are no family or other material relationships among members of the Board.

董事會組成

董事會由五名董事組成，其中包括兩名執行董事及其他三名獨立非執行董事。彼等按類別劃分之組成詳情如下：

執行董事

楊浩廷先生(主席兼行政總裁)
譚震宇先生

獨立非執行董事

李啟承先生
馬時俊先生
羅麗萍女士

全體董事均擁有適當專業資格或實質經驗及行業知識。董事會作為一個整體已經實現技能與經驗的適當平衡。董事會乃根據GEM上市規則第5.05及5.05A條的規定組成。有三名獨立非執行董事，且其中至少有一名擁有會計專業資格。董事會有超過三分之一的成員為獨立非執行董事，就其組成而言，體現充分的獨立性。

獨立非執行董事加入董事會能為有關本集團策略、表現、利益衝突及管理過程的事宜帶來多元化的專業知識、技能及獨立判斷，確保已妥為考慮本公司全體股東的利益。

董事之詳情載於本年報第71至76頁「董事及高層管理人員之簡歷」一節。董事會成員之間概無存在親屬或其他重大關係。

Corporate Governance Report (Continued) 企業管治報告(續)

Number of Meetings and Directors' Attendance

The Board has established three committees, namely, the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee"), on 19 May 2017 with delegated powers for overseeing particular aspects of the Company's affairs. Each of the committees of the Company has been established with written terms of reference.

The Board will conduct at least four regular meetings a year. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Company's articles of association (the "Articles"). The chairman of the Board also meets with the independent non-executive Directors at least once a year without the presence of the executive Directors. Notices and agendas of regular Board meetings are served to all Directors at least 14 days before convening the Board meeting. For all other Board and committee meetings, reasonable notice is generally given. All other schedules and the relevant information of each Board and committee meeting are generally made available to Directors or committee members at least three days in advance. The Board and each Director also have separate and independent access to the management whenever necessary.

會議次數及董事出席情況

董事會已於二零一七年五月十九日成立三個委員會，即審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)及提名委員會(「提名委員會」)，各自擁有指定權限以監察本公司不同層面的事務。本公司各委員會於成立之時已書面訂明其職權範圍。

董事會將每年舉行至少四次定期會議。董事可親身出席或按本公司章程細則(「章程細則」)所提及的電子交流等其他方式出席。董事會主席亦與獨立非執行董事每年舉行至少一次沒有執行董事列席的會議。常規董事會會議的通知及議程會於董事會會議舉行前最少14日給予全體董事。對於所有其他董事會及委員會會議，一般須發出合理通知。各董事會及委員會會議的所有其他計劃及相關資料一般會提前至少三日送交董事或委員會成員。如有需要，董事會及各董事均可獨自與管理人員聯絡。

Corporate Governance Report (Continued)

企業管治報告(續)

During the year ended 31 May 2019, the Company held six Board meetings, five Audit Committee meetings, one Remuneration Committee meeting and two Nomination Committee meetings. All minutes of the Board meetings and meetings of Board committees were recorded in sufficient detail the matters considered by the Board and the decisions reached. Details of the attendance of Directors are as follows:

截至二零一九年五月三十一日止年度，本公司已舉行六次董事會會議、五次審核委員會會議、一次薪酬委員會會議及兩次提名委員會會議。董事會會議及董事委員會之所有會議記錄，乃對董事會所考慮事項及達致之決定作足夠詳細之記錄。董事出席情況詳情如下：

Name of Directors	董事姓名	Board Meeting (Note 1) 董事會會議 (附註1)	Attendance/Number of meetings 出席次數/會議舉行次數			
			Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	General meeting 股東大會
Executive Directors:	執行董事：					
Mr. Yeung Ho Ting Dennis	楊浩廷先生	6/6	—	—	2/2	1/1
Mr. Tam Chun Yu	譚震宇先生	4/6	—	—	—	1/1
Non-executive Director:	非執行董事：					
Mr. Law Wang Chak Waltery (resigned on 1 May 2019)	羅宏澤先生(於 二零一九年 五月一日辭任)	4/6	—	—	—	1/1
Independent Non-executive Directors:	獨立非執行董事：					
Mr. Li Kai Sing	李啟承先生	6/6	5/5	1/1	2/2	1/1
Mr. Ma Tsz Chun	馬時俊先生	6/6	5/5	1/1	2/2	1/1
Ms. Loh Lai Ping Phillis	羅麗萍女士	5/6	4/5	1/1	—	1/1

Note 1: Include a Board meeting where the Chairman met Non-executive and Independent Non-Executive Directors in the absence of the Executive Directors and management.

附註1：包括一次主席與非執行董事及獨立非執行董事會面的董事會會議(執行董事及管理層並無出席)。

The company secretary of the Company (the "Company Secretary") attended all the scheduled Board meetings to report matters arising from corporate governance, risk management, statutory compliance, accounting and finance.

本公司公司秘書(「公司秘書」)出席了所有預定董事會會議，以報告有關企業管治、風險管理、法例遵守、會計及財務方面的事宜。

Practice and Conduct of Meetings

Schedules and draft agenda of each meeting are normally made available to Directors in advance. At least 14 days' notice should be given for a regular Board meeting. For other Board and committee meetings, reasonable notices are generally given.

會議常規及進程

時間表及每次會議草擬議程一般會事先向董事提供。常規董事會會議通告最少於會議日期前14天發出。其他董事會及委員會會議，則一般給予合理時間之通知。

Minutes of all Board meetings recording sufficient details of matters considered and decisions reached are duly kept by the Company Secretary at the meetings and open for inspection by the Directors.

公司秘書已妥善保管記錄有會議所考慮事宜及所作出決定之詳情的董事會會議記錄，該等記錄可供董事查閱。

Corporate Governance Report (Continued) 企業管治報告(續)

The Articles contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each Board meeting or Audit Committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions.

Appointment and Re-election of Directors

The Articles provide that at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation and that every Director shall be subject to retirement at an annual general meeting at least once every three years.

The non-executive Directors should be appointed for a specific term and subject to re-election. Each of the non-executive Director and independent non-executive Directors has entered into an appointment letter with the Company. The appointment letter of each of the non-executive Director and independent non-executive Directors is for a term of three years commencing from the Listing Date, which may be terminated by not less than one month's notice in writing served by either party on the other. The aforesaid appointment letters are subject to termination provisions therein and the retirement and re-election provisions in the Articles. Details of the appointment letters are summarised in the Report of the Board of Directors on page 55 of this annual report.

Directors' Continuous Training and Professional Development

To assist Directors' continuing professional development, the Company recommends Directors to participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. Up to the date of this report, all Directors have participated in continuous professional development by attending training courses or reading relevant materials on the topics related to corporate governance and regulations. Records of the training received by the respective Directors are kept and updated by the Company Secretary.

章程細則規定，有關董事於批准彼等或彼等任何聯繫人擁有重大利益的交易時放棄投票並不計入會議法定人數。

董事會文件連同所有合適、完整及可靠資料，最少於各董事會會議或審核委員會會議前三天送交全體董事，以便董事知悉本公司最新發展及財務狀況以作出知情決定。

委任及重選董事

章程細則規定，在每屆股東週年大會上，當時為數三分之一的董事(或如董事人數並非三(3)的倍數，則為最接近但不少於三分之一之數目)須輪值退任，而每名董事須至少每三年在股東週年大會上輪值退任一次。

非執行董事有特定委任年期，並須接受重新選舉。各非執行董事及獨立非執行董事與本公司已訂立委任函。各非執行董事及獨立非執行董事之委任函之年期自上市日期起為期三年，可由一方向另一方發出不少於一個月的書面通知予以終止。惟上述委任函本身亦有關於終止的條款，並須遵守章程細則的退任及重選條文。委任函詳情概述於本年報第55頁董事會報告。

董事之持續培訓及專業發展

為協助董事的持續專業發展，本公司建議全體董事須參與持續專業發展以增進及更新彼等之知識及技能。有關規定旨在確保各董事在知情情況下向董事會作出切合需要的貢獻。截至本報告日期，全體董事已出席培訓課程或閱覽有關企業管治及規例之資料，藉以參與持續專業發展。各董事的培訓記錄由公司秘書保管及更新。

Non-executive Director and Independent Non-executive Directors

The non-executive Director and independent non-executive Directors are experienced professionals with expertise in respective areas of accounting, finance, industry knowledge and expertise. With their professional knowledge and experience, the independent non-executive Directors serve an important function of advising the senior management on strategy development and ensure that the Board maintains high standards in financial and other mandatory reporting as well as providing adequate checks and balances for safeguarding the interests of the shareholders and the Company as a whole; and independent non-executive Directors will participate in the Company's various committees including the Audit Committee, the Remuneration Committee and the Nomination Committee.

The Company has received from each of its independent non-executive Directors the written confirmation of his/her independence. The Company considers the independent non-executive Directors to be independent in accordance with Rule 5.09 of the GEM Listing Rules.

Chairman and Executive Directors

The chairman of the Board provides leadership to the Board and is also responsible for the effective functioning of the Board in accordance with good corporate governance practice and is responsible for the overall corporate management of the business development strategies of the Group. The executive Directors are responsible for the implementation of the business strategies, policies and objectives set out by the Board and is accountable to the Board for the overall operations of the Group. These functions and responsibilities are currently being shared by the management team.

非執行董事及獨立非執行董事

非執行董事及獨立非執行董事均為經驗豐富的專業人士，彼等具備會計、金融各個領域的專業技能以及行業知識與專長。憑藉彼等的專業知識及經驗，獨立非執行董事在就策略發展向高級管理層提供意見方面扮演重要角色，確保董事會維持高標準的財務及其他強制申報以及提供充足檢查進行充分制衡，以保障股東及本公司的整體利益；及獨立非執行董事將參與包括審核委員會、薪酬委員會及提名委員會在內的本公司各個委員會。

各獨立非執行董事已就其對本公司的獨立性發出書面確認函，本公司亦根據GEM上市規則第5.09條規定確認其為獨立人士。

主席及執行董事

董事會主席負責領導董事會，並負責確保董事會根據良好企業管治常規有效運作並負責本集團業務發展策略的整體企業管理。執行董事負責實施董事會所制定的業務策略、政策及目標，並就本集團整體營運向董事會負責。該等職能及職責現由管理團隊分擔。

Corporate Governance Report (Continued)

企業管治報告(續)

Board Committee

Audit Committee

The Company established the Audit Committee on 19 May 2017 with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules. The full terms of reference setting out details of the authority, duties and responsibilities of the Audit Committee is available on both the GEM website and the Company's website.

The Audit Committee comprises three independent non-executive Directors, namely Mr. Li Kai Sing, Mr. Ma Tsz Chun and Ms. Loh Lai Ping Phillis. Mr. Li Kai Sing is the chairman of the Audit Committee.

The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, risk management and internal control systems of the Group, to oversee the audit process, to develop and review the policies of the Group and to perform other duties and responsibilities as assigned by the Board. The full terms of reference setting out details of duties of the Audit Committee is available on both the GEM website and the Company's website.

The Audit Committee is satisfied with their review of the auditors' remuneration, the independence of the auditor, PricewaterhouseCoopers ("PwC"), and recommended the Board re-appoint PwC as the Company's auditors in the financial year ending 31 May 2019, which is subject to the approval of shareholders at the forthcoming AGM. The Audit Committee has reviewed the Group's audited consolidated financial statements for the year ended 31 May 2019.

According to the current terms of reference, meetings of the Audit Committee shall be held at least four times a year and the external auditor may request a meeting if they consider that one is necessary.

Details of the number of Audit Committee meetings held and Directors' attendance are set out in the section headed "Number of Meetings and Directors' Attendance" on page 24 of this annual report.

董事委員會

審核委員會

本公司根據GEM上市規則第5.28及5.29條於二零一七年五月十九日成立審核委員會，備有書面職權範圍。載有審核委員會的職權、職責及責任詳情的全部職權範圍可於GEM網站及本公司網站查閱。

審核委員會由三名獨立非執行董事(即李啟承先生、馬時俊先生及羅麗萍女士)組成。李啟承先生為審核委員會主席。

審核委員會之主要職責為透過提供有關本集團財務申報程序、風險管理及內部監控系統的有效性之獨立檢討以協助董事會、監察審核流程、制定及檢討本集團的政策並履行董事會指派的其他職責及責任。載列審核委員會職責詳情的全部職權範圍詳情可於GEM網站及本公司網站查閱。

審核委員會信納對核數師薪酬及核數師羅兵咸永道會計師事務所(「羅兵咸永道會計師事務所」)獨立性的審閱，並向董事會建議續聘羅兵咸永道會計師事務所為本公司截至二零一九年五月三十一日止財政年度的核數師，惟須於應屆股東週年大會上通過股東批准。審核委員會已審閱本集團截至二零一九年五月三十一日止年度的經審核綜合財務報表。

根據目前的職權範圍，審核委員會會議應至少每年舉行四次及外聘核數師在其認為必要情況下可能要求召開一次會議。

已舉行審核委員會會議次數及出席董事的詳情乃列載於本年報第24頁所載「會議次數及董事出席情況」一節。

Remuneration Committee

The Company established the Remuneration Committee in compliance with Appendix 15 to the GEM Listing Rules, which comprises three independent non-executive Directors, namely Mr. Ma Tsz Chun, Mr. Li Kai Sing and Ms. Loh Lai Ping Phillis. Mr. Ma Tsz Chun is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee include (but without limitation): (a) making recommendations to the Directors regarding the policy and structure for the remuneration of all the Directors and senior management of the Group and on the establishment of a formal and transparent procedure for developing remuneration policies; (b) making recommendations to the Board on the remuneration packages of the Directors and senior management of the Group; (c) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (d) considering and approving the grant of share options to eligible participants pursuant to the share option scheme conditionally adopted by the sole shareholder of the Company on 19 May 2017 (the "Share Option Scheme"). The full terms of reference setting out details of duties of the Remuneration Committee is available on both the GEM website and the Company's website.

The Remuneration Committee determines Directors' remuneration by reference to the benchmarking of the market. The Company also looks into individual Director's competence, duties, responsibilities, performance and the results of the Group in determining the exact level of remuneration for each Director.

Pursuant to the terms of reference of the Remuneration Committee, meeting shall be held at least once a year.

Details of the number of Remuneration Committee meeting held and Directors attendance are set out in the section headed "Number of Meetings and Directors' Attendance" on page 24 of this annual report.

薪酬委員會

本公司根據GEM上市規則附錄15成立薪酬委員會，由三名獨立非執行董事(即馬時俊先生、李啟承先生及羅麗萍女士)組成。馬時俊先生為薪酬委員會主席。

薪酬委員會的主要職責包括(但不限於)：(a)就本集團全體董事及高級管理人員的薪酬政策及架構以及為制定薪酬政策設立正式及具透明度的程序，向董事作出推薦建議；(b)就本集團董事及高級管理人員的薪酬待遇向董事會作出推薦建議；(c)檢討及批准參考董事會的公司目標及目的而制定的管理層薪酬方案；及(d)根據本公司於二零一七年五月十九日本公司唯一股東有條件通過之購股權計劃(「購股權計劃」)，考慮及批准向合資格參與者授出購股權。載列薪酬委員會職責詳情的全部職權範圍詳情可於GEM網站及本公司網站查閱。

薪酬委員會通過參考市場基準釐定董事薪酬，本公司亦考慮董事個人能力、職責、責任、表現及本集團之業績釐定各董事之確切薪酬水平。

根據薪酬委員會的職權範圍，每年應至少舉行一次會議。

已舉行薪酬委員會會議次數及出席董事的詳情乃列載於本年報第24頁所載「會議次數及董事出席情況」一節。

Corporate Governance Report (Continued)

企業管治報告(續)

Senior Management's remuneration

Senior Management's remuneration payment of the Group for the year ended 31 May 2019 falls within the following band:

高級管理層的薪酬

截至二零一九年五月三十一日止年度，本集團高級管理層的薪酬支付在以下範圍內：

HK\$	港元	Number of individuals 人數
Nil to HK\$1,000,000	0至1,000,000港元	4

Remuneration policy

The remuneration policy of the Group for the Directors and senior management was based on their experience, level of responsibility and general market conditions. Any discretionary bonus and other merit payments are linked to the performance of the Group and the individual performance of the Directors and senior management.

薪酬政策

本集團董事及高級管理層的薪酬政策乃根據其資歷、職責及一般市況而釐定。任何酌情花紅及其他酬金付款與本集團業績及董事及高級管理層的個別表現掛鉤。

Nomination Committee

The Nomination Committee comprises one executive Director, namely Mr. Yeung Ho Ting Dennis, and two independent non-executive Directors, Mr. Li Kai Sing and Mr. Ma Tsz Chun. Mr. Yeung Ho Ting Dennis is the chairman of the Nomination Committee.

提名委員會

提名委員會包括一名執行董事(即楊浩廷先生)及兩名獨立非執行董事(即李啟承先生及馬時俊先生)。楊浩廷先生為提名委員會主席。

The primary function of the Nomination Committee is to review the structure, size and composition of the Board on regular basis; identify individuals suitably qualified to become Board members; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors. The full terms of reference setting out details of the authority, duties and responsibilities of the Nomination Committee is available on both the GEM website and the Company's website.

提名委員會的主要職責為定期檢討董事會架構、規模及組成；物色適合且合資格成為董事會成員人選；評核獨立非執行董事的獨立性；以及就有關董事委聘或續聘的相關事宜向董事會提供推薦意見。載有提名委員會的職權、職責及責任詳情的全部職權範圍可於GEM網站及本公司網站查閱。

Pursuant to the terms of reference of the Nomination Committee, meeting can be called by the member of the Nomination Committee any time when it is necessary.

根據提名委員會的職權範圍，會議可由提名委員會成員在其認為必要的情況下於任何時候召開。

Nomination Procedures:

1. The secretary should give the nomination committee member a membership list, listing out the current board members' name, position & duties at the organization.
2. Each year, the nominating committee is to evaluate current board members to assess whether they are performing satisfactorily and should be considered for re-election. Evaluations may be performed by a subset of the nominating committee or an independent third party to ensure the fairness.
3. Next step is to receive recommendations for new board members from management or current board members. The nomination committee should review the resumes of potential candidates, assessing their skills and experience to determine if they meet qualifications for the position. In reviewing candidate profiles, the committee should also consider criteria that includes:
 - Proven leadership
 - Previous board experience
 - Knowledge and experience
 - Diversity-including age, gender, ethnicity, race, disabilities, geography
 - Experience with large and complex organization
 - Skillset-including finance, legal, auditing, government affairs, public relations, community experience, and knowledge of the organizations
 - In case of nomination for independent non-executive directors, should consider why the candidate to be independent (should refer to relevant Listing Rules for independence)
4. Give a list of candidates to the full committee for discussion and review.

提名程序：

1. 秘書應向提名委員會成員提供成員名單，其中列明現任董事會成員姓名、於組織內的職務及職責。
2. 提名委員會每年評估現任董事會成員，以評估彼等是否妥善履職及是否應接受重選連任。評估可由提名委員會小組或獨立第三方進行，以確保公正性。
3. 其後提名委員會將接收管理層或現任董事會成員作出的新董事會成員推薦意見。提名委員會將審閱潛在候選人的簡歷，評估彼等的技能及經驗，以釐定彼等是否符合崗位資歷要求。於審核候選人履歷時，委員會亦考慮多重標準，包括：
 - 卓越領導力
 - 過往董事會經驗
 - 知識及經驗
 - 多元化因素 — 包括年齡、性別、民族、種族、殘疾、地域
 - 在大型及綜合組織的任職經歷
 - 技能 — 包括財務、法務、審計、政府事務、公共關係、社區經驗及組織知識
 - 倘為提名獨立非執行董事，則應考慮候選人屬獨立原因(應參照上市規則有關獨立性之條文)
4. 向全體委員會成員發送候選人名單以供討論及審閱。

Corporate Governance Report (Continued)

企業管治報告(續)

5. The committee then makes contact with each candidate to make an assessment for a high level of personal and professional integrity, as well as to assess their level of commitment to the organization, and availability. This is often done by assigning one member of the nominating committee to one candidate, who will bring a candidate summary with recommendations back to the full committee. Additional interviews by the nominating committee and the CEO may be necessary to ensure due diligence interviews may be conducted with the assistance of a third party.
 6. The committee forms a final slate of recommended candidates to the full board for formal approval. Nominees should not be present at this meeting to allow for open discussion by the board.
5. 其後委員會將與各名候選人聯繫，評估彼等的個人誠信及職業操守以及評估彼等可對組織實現的投入程度以及到任情況。該程序通常以一名提名委員會委員對接一名候選人方式完成，並由該名委員向全體委員反饋候選人情況及推薦意見。於有需要時，提名委員會及行政總裁亦會在第三方協助下額外安排面談，確保作出盡職調查訪談。
 6. 委員會提列推薦候選人最終名單並提交予全體董事會成員作正式審批。獲提名人士不得出席相關會議，以方便董事會成員自由發表意見。

The Nomination Committee has reviewed the structure, size and composition of the Board and the Board diversity policy as well as discussing matters regarding the retirement and re-election of Directors.

Details of the number of Nomination Committee meeting held and Directors' attendance are set out in the section headed "Number of Meetings and Directors' Attendance" on page 24 of this annual report.

提名委員會已檢討董事會的架構、規模及組成以及董事會多元化政策，並討論有關董事退任及重選的事宜。

已舉行提名委員會會議次數及出席董事的詳情乃列載於本年報第24頁所載「會議次數及董事出席情況」一節。

Accountability and Audit

Directors' and auditor's responsibilities for the consolidated financial statements

All Directors understand and acknowledge their responsibility for ensuring that the Group's consolidated financial statements for each financial year are prepared to give a true and fair view of the state of affairs, the financial results and cash flows of the Group in accordance with the disclosure requirements of the Companies Ordinance and the applicable accounting standards. In preparing the consolidated financial statements for the year ended 31 May 2019, the Board has adopted appropriate and consistent accounting policies and made prudent, fair and reasonable judgments and estimates. The Directors are responsible for maintaining proper accounting records which reflect with reasonable accuracy the state of affairs, operating results, cash flows and equity movement of the Group at any time. The Directors confirm that the preparation of the financial statements of the Group is in accordance with statutory requirements and applicable accounting standards.

問責性及審核

董事及核數師對綜合財務報表的責任

所有董事理解及承認其確保本集團各財政年度的綜合財務報表均根據公司條例及適用的會計準則的披露要求編製以真實公平地反映本集團事務、財務業績及現金流量狀況的責任。於編製截至二零一九年五月三十一日止年度的綜合財務報表時，董事會已採納合適及一致的會計政策，並作出謹慎、公平及合理的判斷及估計。董事負責維持適當的會計記錄，以合理準確地反映本集團於任何時間的事務狀況、經營業績、現金流量及股權變動情況。董事確認本集團財務報表的編製乃符合法定要求及適用的會計準則。

Corporate Governance Report (Continued)

企業管治報告(續)

The Directors also confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The statement of auditor about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report.

The reporting responsibilities of the Company's auditor, are set out in the Independent Auditor's Report on pages 77 to 83 of this annual report.

Auditor's Remuneration

During the year ended 31 May 2019, the remuneration for the audit service provided by the Company's auditor to the Group was HK\$1,274,272.

During the year ended 31 May 2019, the Company's auditor did not provide any non-audit service to the Group.

Corporate Governance Functions

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of the directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc.

The Directors review the Group's corporate governance policies and compliance with the CG Code each financial year and comply with the "comply or explain" principle in the corporate governance report which is or will be included in the annual reports of the Company.

董事亦確認，就彼等在作出一切合理查詢後所知、所悉及所信，彼等並不知悉本公司存在有關可能對其持續經營能力存疑的事件或情況的任何重大不確定性。

董事負責採取所有合理必要步驟保障本集團的資產，以及避免和偵測欺詐及其他違規行為。有關核數師對綜合財務報表的申報責任的聲明載於獨立核數師報告。

本公司核數師的申報責任載於本年報第77至83頁的獨立核數師報告。

核數師酬金

於截至二零一九年五月三十一日止年度，本公司核數師向本集團提供審計服務的酬金為1,274,272港元。

於截至二零一九年五月三十一日止年度，本公司核數師沒有向本集團提供任何非審計服務。

企業管治職能

由於本公司並無成立企業管治委員會，董事會負責執行企業管治職能，如制定及檢討本公司企業管治的政策及常規、為董事及高級管理層提供培訓及持續專業發展、確保本公司政策及常規符合法律及監管規定等。

董事每個財政年度會檢討本集團的企業管治政策及遵守企業管治守則的情況，並遵守本集團的企業管治報告中所載的「遵守或解釋」原則，其現或將載入本公司的年報。

Corporate Governance Report (Continued)

企業管治報告(續)

Board Diversity Policy

The Company has adopted a Board diversity policy in accordance with the requirement as set out in the CG Code, which is summarised as below:

The Board diversity policy of the Company specifies that in designing the composition the Board, Board diversity shall be considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board members' appointment will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity of the Board. Selection of candidates for the Board will be based on a range of diversity perspectives, including but not limited to gender, age, culture, ethnicity and educational background, professional experience, knowledge and skills.

The Company discloses the composition of the Board in corporate governance report every year and the Nomination Committee oversees the implementation of the Board diversity policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

Dividend Policy

The Company has adopted a dividend policy on 31 December 2018 which sets out the principles and measures on how the Company may propose a dividend.

The Board will account for the following factors when considering the payment of dividends:

- a. The general financial condition of the Group;
- b. The actual and future operations and liquidity positions of the Group;
- c. The future cash requirements and availability;
- d. Any restrictions on payments of dividends that may be imposed by the Group's lenders;
- e. The general market conditions; and
- f. Any other factor that the Board deem appropriate.

董事會成員多元化政策

本公司已根據企業管治守則所載規定採納董事會成員多元化政策，政策摘要如下：

本公司多元化政策確定在設定董事會成員組合時會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以適合條件顧及董事會成員多元化的益處。甄選董事會人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化、種族、教育背景、專業經驗、知識及技能。

本公司每年在企業管治報告中披露董事會組成，提名委員會監察董事會成員多元化政策的執行。提名委員會將會討論任何或需作出的修訂，再向董事會提出修訂建議，由董事會審批。

股息政策

本公司已於二零一八年十二月三十一日採納股息政策，當中載列有關本公司如何建議派付股息的原則及計量方法。

考慮派付股息時，董事會將考慮以下因素：

- a. 本集團的一般財務狀況；
- b. 本集團的實際及未來營運以及流動資金狀況；
- c. 未來現金需要及可動用程度；
- d. 本集團貸款人可能對派付股息施加的任何限制；
- e. 整體市況；及
- f. 董事會認為適當的任何其他因素。

Corporate Governance Report (Continued)

企業管治報告(續)

Any declaration and payment of future dividends under the dividend policy will be subject to the Board's determination that the same would be in the best interests of the Group and the shareholders of the Company as a whole. In addition, the declaration and payment of dividends may be subject to legal restrictions or any applicable laws, rules and regulations and the Articles of Association of the Company.

根據股息政策宣派及派付任何未來股息須由董事會確定其是否符合本集團及本公司股東的整體最佳利益後方可作實。此外，宣派及派付股息或會受法律限制或任何適用法律、規則及法規以及本公司組織章程細則所規限。

Securities Transactions by Directors

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct ("Code of Conduct") regarding securities transactions by the Directors. The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the Code of Conduct throughout the year ended 31 May 2019 and up to the date of this annual report.

董事進行證券交易

本公司已採納GEM上市規則第5.48條至第5.67條作為其本身有關董事進行證券交易之操守準則(「操守準則」)。經向董事作出特定查詢後，本公司已確認全體董事已於截至二零一九年五月三十一日止整個年度及直至本年報日期遵守操守準則。

Communication with Shareholders

The Company endeavours to maintain an on-going dialogue with the shareholders and in particular, through annual general meetings or other general meetings to communicate with the shareholders and encourage their participation.

與股東溝通

本公司致力與股東保持持續溝通，特別是透過股東週年大會或其他股東大會與股東溝通，並鼓勵股東參與其中。

The Company will ensure that there are separate resolutions for separate issues proposed at the general meetings. All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the GEM Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each shareholder meeting.

本公司將確保就於股東大會提議的各事項作出各決議案。根據GEM上市規則，所有於股東大會上提呈的決議案將以投票方式進行表決。投票結果將於各股東大會後及時刊登於本公司及聯交所網站。

The Company will continue to maintain an open and effective investor communication policy and to update investors on relevant information on the Group's business in a timely manner, subject to relevant regulatory requirements.

本公司將繼續維持公開及有效之投資者溝通政策，並在遵守相關監管規定下適時向投資者提供有關本集團業務之最新相關資料。

General Meetings with Shareholders

The Company's forthcoming annual general meeting will be held on 5 November 2019.

與股東的股東大會

本公司的應屆股東週年大會將於二零一九年十一月五日舉行。

Shareholders' Rights

(a) Convening of an extraordinary general meeting on requisition by shareholders

Pursuant to Articles, extraordinary general meetings shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 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. Shareholders also have the right to propose a person for election as a Director, the procedures are available on the websites of the Company and the Stock Exchange.

(b) Procedures for putting forward proposals at shareholders' meetings

Shareholders are welcomed to put forward proposals relating to the operations and management of the Group to be discussed at shareholders' meetings. The proposals shall be sent to the Company Secretary by a written requisition. Shareholders who wish to put forward a proposal should convene an extraordinary general meeting by following the procedures set out in "Convening of an extraordinary general meeting on requisition by shareholders" above.

(c) Enquiries to the Board

Shareholders may put forward enquiries to the Board to the extent such information is publicly available to the Company Secretary who is responsible for forwarding communications relating to matters within the Board's purview to the executive Directors of the Company, communications relating to matters within a Board committee's area of responsibility to the chairman of the appropriate committee, and communication relating to ordinary business matters, such as suggestions, inquiries and consumer complaints, to the appropriate management of the Company, in writing to the principal place of business of the Company in Hong Kong.

股東權利

(a) 應股東要求召開股東特別大會

根據章程細則，任何於遞呈要求日期持有不少於本公司繳足股本(附有於股東大會上表決的權利)十分之一的任何一名或以上的股東，於任何時候均有權透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘於有關遞呈後二十一日內，董事會未有召開該大會，則遞呈要求人士可按相同方式召開大會，遞呈要求人士由於董事會未能召開大會而產生的所有合理費用將由本公司報銷。股東亦有權提名一名人士膺選董事，有關程序可於本公司及聯交所網站查閱。

(b) 於股東大會提呈議案之程序

本公司歡迎股東提呈有關本集團業務及管理的建議於股東大會上討論。有關建議須透過書面要求寄交予公司秘書。擬提呈建議的股東應遵照上文「應股東要求召開股東特別大會」所載的程序召開股東特別大會。

(c) 向董事會做出查詢

股東有權以書面形式向董事會提出查詢(公司秘書負責將有關董事會職責範圍內的事宜的通訊轉交本公司執行董事，將有關董事委員會職責範圍內的事宜的通訊轉交適當委員會之主席，以及有關日常業務事宜的通訊(例如建議、查詢及顧客投訴)轉交本公司適當的管理人員)，有關查詢須提交至本公司於香港之主要營業地點。

Investor Relations

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public. The Company updates its shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. The corporate website of the Company (<http://www.intechproductions.com>) has provided an effective communication platform to the public and the shareholders.

Company Secretary

Ms. Leung Yin Fai, the Company Secretary, is responsible for advising the Board on corporate governance matters and ensuring that the Board policy and procedures, and the applicable laws, rules and regulations are followed. All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures and all applicable laws are followed. Moreover, the Company Secretary is responsible for facilitating communications among Directors as well as with management.

The Company engages an external service provider, Ms. Leung Yin Fai, as its Company Secretary. Mr. Yeung Ho Ting Dennis, chairman of the Board, executive director and chief executive officer of the Company, is the primary contact person whom Ms. Leung Yin Fai can contact.

During the year ended 31 May 2019, the Company Secretary has undertaken more than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules.

Risk Management and Internal Control

The Board has overall responsibilities for establishing and maintaining appropriate and effective risk management and internal control systems of the Group. The Group's systems of risk management and internal control include a defined management structure with limits of authority, which is designed to help achieve business objectives, safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

投資者關係

本公司相信，維持高透明度是提升投資者關係的關鍵，並致力保持向其股東及投資大眾公開及適時披露公司資料的政策。本公司透過年度、中期及季度報告向股東更新其最新業務發展及財務表現。本公司的公司網站(<http://www.intechproductions.com>)已為公眾人士及股東提供一個有效的溝通平台。

公司秘書

公司秘書梁燕輝女士負責就企業管治事宜向董事會提供意見並確保遵守董事會政策及程序、適用法例、規則及規例。所有董事均可獲得公司秘書的建議及服務以確保董事會進行議事程序及所有適用法律獲得遵守。此外，公司秘書負責促進董事之間以及管理層之間的溝通。

本公司聘請外部服務供應商梁燕輝女士出任其公司秘書。董事會主席、本公司執行董事兼行政總裁楊浩廷先生為梁燕輝女士之主要聯絡人士。

截至二零一九年五月三十一日止年度，公司秘書已根據GEM上市規則第5.15條進行了超過15小時的相關專業培訓。

風險管理及內部監控

董事會全面負責建立及維持本集團適當而有效的風險管理及內部監控系統。本集團的風險管理及內部監控系統包括一個具有職權限制的界定管理架構，旨在協助達成業務目標、保障資產不被擅自使用或處置、確保備存適當的會計記錄以提供可供內部使用或供發布的可靠財務資料，以及確保遵守相關法律及法規。系統旨在為防範重大失實陳述或損失提供合理(但非絕對)的保證，並管理(而非消除)營運系統失靈及本集團未能達成目標的風險。

Corporate Governance Report (Continued) 企業管治報告(續)

An organisational structure with operating policies and procedures, lines of responsibility and delegated authority has been established. The division/department head of each core operating division/department is accountable for the conduct and performance of such division/department within the agreed strategies, which are set by themselves and the Board together, and reports directly to the Board.

本集團已建立一套組織架構，訂明相關的營運政策及程序、職責及權限。各核心運營分部/部門的分部/部門主管根據彼等與董事會共同制定的協定策略，對該分部/部門的運作及表現負責，並直接向董事會報告。

In the course of conducting the business, the Group is exposed to various types of risks. During the year ended 31 May 2019, the following principal risks of the Group were identified and classified into strategic risks, operational risks, financial risks and compliance risks.

在開展本集團業務過程中，其面臨各種風險。於截至二零一九年五月三十一日止年度，本集團識別及將下列主要風險分類為戰略風險、營運風險、財務風險及合規風險。

Risk Areas 風險領域	Principal Risks 主要風險
Strategic Risks 戰略風險	Sensitivity to government policies; keeping up with new technologies and customers' taste; market competition risk, reputation risk 對政府政策的敏感性，保持新技術及客戶品味，市場競爭風險，聲譽風險
Operational Risks 營運風險	Insufficient labour supply; workplace injury; disruption of IT system 勞動力供給不足，工傷，資訊科技系統中斷
Financial Risks 財務風險	Liquidity risk, credit risk, interest rate risk, foreign exchange risk, inflation risk 流動資金風險，信貸風險，利率風險，外匯風險，通脹風險
Compliance Risks 合規風險	Risk related to occupation safety and health; risk of non-compliance with ordinances related to employment; change of listing rules and relevant company regulations and ordinances 與職業安全和健康有關的風險，不遵守與就業有關的法例的風險，上市規則及相關公司規例及條例更改

The Board is ultimately responsible for the risk management of the Group and it has delegated to executive management to carry out the risk identification and monitoring procedures. The objectives of the risk management are to enhance the governance and corporate management processes as well as to safeguard the Group against unacceptable levels of risks and losses.

董事會最終負責本集團的風險管理，且其已授權最高行政管理層進行風險識別及監控程序。風險管理的目標是增強管治及企業管理程序，並保障本集團免遭不能接受的風險及損失。

The risk management process of the Group will involve, among others, (i) an annual risk identification and analysis exercise which involves assessment of the consequence and likelihood of risks and the development of risk management plans for mitigating such risks; and (ii) an annual review of the implementation of the risk management plans and fine tuning of the implementation plan when necessary.

本集團的風險管理程序將涉及(其中包括)(i)年度風險識別及分析，包括評估發生風險的後果及可能性以及制定降低相關風險的風險管理計劃；及(ii)年度審閱風險管理計劃的執行情況及必要時完善執行方案。

During the year ended 31 May 2019, the Board, through the Audit Committee, has conducted review of both design and implementation effectiveness of the risk management and internal control systems of the Group, covering all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions are adequate. In this respect, the Audit Committee communicates any material issues to the Board.

The Company has hired an internal audit manager to review the Group's system of internal controls and risk management annually and further enhance the Group's internal control and risk management systems as appropriate.

Code of Conduct and Handling of Inside Information

The Group places utmost importance on the ethical, personal and professional standards of the Directors and employees of the Group. In addition to the various policies adopted and implemented by the Group imposing certain conduct requirements on Directors and employees, every employee is required to undertake to adhere to the Group's Code of Conduct, and is expected to achieve the highest standards of behavior including avoiding conflict of interest, discrimination or harassment and bribery and corruption. Employees are required to report any noncompliance with the Code of Conduct to management.

Pursuant to the requirements of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Guidelines on Disclosure of Inside Information published by the Securities and Futures Commission and the GEM Listing Rules, the Group has an obligation to disclose any inside information as soon as practicable after such information has come to the knowledge of the Board. The Company has developed its disclosure policy which provides a general guide to the Company's directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

截至二零一九年五月三十一日止年度，董事會透過審核委員會，檢討本集團風險管理及內部監控系統的設計及實施成效，涵蓋所有重大監控措施，包括財務、營運及合規控制，以確保本集團的會計、內部審核及財務報告職能均具備充足的資源，員工資歷及經驗，培訓項目及預算。在此方面，審核委員會向董事會通報任何重大事項。

本公司已聘請一名內部審核經理每年審閱本集團的內部監控及風險管理系統，進一步加強本集團的內部監控及風險管理系統(如適用)。

行為守則及內部消息處理

本集團極注重本集團董事和僱員的道德、個人及專業準則。除本集團採納及實行的多個政策向董事及僱員施加若干行為要求外，各僱員須承諾堅持遵守本集團行為守則，並預期達到最高行為標準(包括避免利益衝突、歧視或騷擾及賄賂及貪污)。僱員須向管理層報告任何不遵守行為守則的情況。

根據香港法例第571章證券及期貨條例，證監會頒佈之內幕消息披露指引及GEM上市規則，本集團有義務於董事會知悉有關資料後按實際情況盡快披露任何內幕消息。本公司已制定其披露政策，為本公司董事、行政人員、高級管理層及相關僱員提供有關處理機密資料、監察消息披露及回應查詢的一般指引。本公司已實施監控程序，以確保嚴格禁止未經授權獲取及使用內幕消息。

Corporate Governance Report (Continued) 企業管治報告(續)

In addition, if there occurs any significant risk events, the Group will report such risk events to the relevant authorities so that appropriate decisions and measures can be made by the Group in a timely manner to deal with such risk events.

Looking Forward

The Group will keep on reviewing its corporate governance standards on a timely basis and the Board endeavours to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the CG Code.

此外，倘發生任何重大風險事項，本集團將向有關當局呈報有關風險事項，以便本集團能夠及時作出適當的決定及措施以應對有關風險事項。

展望未來

本集團將繼續及時審閱其企業管治標準，而董事會將竭力採取必要措施，以確保符合規定常規及標準，包括企業管治守則的條文。

Environmental, Social and Governance Report

環境、社會及管治報告

In Technical Productions Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to present its environmental, social and governance report in accordance with the environmental, social and governance reporting guidelines as set out in Appendix 20 to the GEM Listing Rules. The principal businesses of the Group is to provide visual display solutions with visual display hardware and related services. The reporting period for this report is from 1 June 2018 to 31 May 2019.

The Group is committed to improving business performance to enhance stakeholders’ value without compromising the environmental and social aspect, so that positive impact can be achieved on both the Group and the community. The Group always thrive to meet the expectation of the Group’s stakeholders as well as to achieve the following objectives:

- To protect the environment
- To nurture and empower the Group’s employees
- To support the local community

This ESG report, which has been reviewed and approved by the Board, include data on environmental key performance indicators (“KPI”), focuses on the principal activities of the Group — the provision of visual display solutions with visual display hardware and related services, and include the following key subsidiaries:

- ITP (HK)
- Shiji Tiansheng Cultural Communication (Shenzhen) Limited
- Shenzhen Shiji Tiansheng Technology Limited
- Shanghai Yingtegao Stage Arts Limited
- InTechPro Macau Limited

Below are the Group’s commitments to each of the focus area under our corporate social responsibility framework:

Environmental Protection

The Group attaches great importance to environmental protection and also implements sustainable initiatives in areas such as energy saving, water saving, waste management, air quality management into its daily operations so as to minimize the use of resources and reduce various emissions. We adopted the following policies to protect the environment.

In Technical Productions Holdings Limited (「本公司」，連同其附屬公司統稱「本集團」)欣然呈列其環境、社會及管治報告，本報告遵循GEM上市規則附錄二十載列之環境、社會及報告指引。本集團主要業務是為視像顯示解決方案提供視像顯示硬件及相關服務。本報告之報告期為二零一八年六月一日至二零一九年五月三十一日。

本集團致力於改善業務表現以提升利益相關者價值而不會對環境及社會造成損害，並對本集團及社區帶來正面影響。本集團通常能夠滿足本集團利益相關者的預期並實現下列目標：

- 保護環境
- 培養及授權本集團僱員
- 支持本地社區

已由董事會審閱及批准的環境、社會及管治報告包括關於環境關鍵績效指標(「KPI」)的數據，關注本集團的主要活動——為視像顯示解決方案提供視像顯示硬件及相關服務，及包括下列主要附屬公司：

- ITP(香港)
- 世紀天盛文化傳播(深圳)有限公司
- 深圳市世紀天盛科技有限公司
- 上海英特高舞台藝術有限公司
- 英特高澳門一人有限公司

以下為本集團於企業社會責任框架下各專注範疇所作之承諾：

環境保護

本集團高度重視環境保護，亦於日常營運中在如節能、節水、廢棄物管理、空氣質量管理領域實施可持續發展舉措，致力盡量減低資源使用及減少各種排放。本集團已採納如下政策以保護環境。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Emissions

Discharge into water and land

As the Group is principally engaged in providing visual display solution, the Group does not have significant wastes or emissions discharged into water and land. In addition, the Group does not produce a significant volume of hazardous waste from the Group's business process. The major wastes are solid non-hazardous wastes such as office paper generated from the Group's operations.

Greenhouse Gasses Emissions

The Group implemented a number of measures to reduce greenhouse gas emissions in order to alleviate the impacts to the environment. The Group also encourages employees to maximize the use of electronic communication and carry out general discussions and communication through long-distance telephone calls or other online communication tools in order to reduce non-essential business trips so that the pollutants by the use of transportation can be minimized.

The major sources of air and greenhouse gas (GHG) emission that the Group associated are energy consumptions in regard to the purchased electricity used in the Group's offices and daily operation.

The total GHG generated by the Group during the three years ended 31 May 2019 were 30,826 Kg CO₂-eq, 30,630 Kg CO₂-eq and 47,408 Kg CO₂-eq respectively, comprising direct emission from motor vehicle gasoline, indirect emission from purchased electricity and other indirect emission from fresh water usage. The increase of direct emission and indirect emission in the year ended 31 May 2019 as compared to the two years ended 31 May 2018 is mainly due to the setup of a new office and warehouse in Macau, and thus more frequent travel between Hong Kong and Macau offices by company car driving thru the Hong Kong-Zhuhai-Macao Bridge and more electricity purchased for the operation Macau office.

排放物

向水及土地排污

由於本集團主要從事提供視象顯示解決方案，故本集團並無排放大量廢物或排放物至水及土地。此外，本集團並無在本集團業務過程中產生大量有害廢物。本集團主要廢物或排放物乃來自本集團經營之溫室氣體排放物之非有害固體廢物。

溫室氣體排放

本集團已實施多個措施減少溫室氣體排放物，以減低對環境的影響。本集團亦鼓勵僱員盡量使用電子通訊，透過長途電話或其他線上通訊工具進行日常討論及交流，以減少非必要的商務出差，從而減少使用交通工具所排放的污染。

本集團有關的溫室氣體排放的主要來源為有關購買用於本集團辦公室及日常運營的電力能源消耗。

本集團截至二零一九年五月三十一日止三個年度產生的總溫室氣體分別為30,826千克CO₂排放量—等效，30,630千克CO₂排放量—等效及47,408千克CO₂排放量—等效，包括機動車汽油的直接排放，購電間接排放及自來水使用的其他間接排放。於截至二零一九年五月三十一日止年度的直接及間接排放較截至二零一八年五月三十一日止兩個年度增加，主要乃由於在澳門設立新辦公室及倉庫，進而導致公司車輛通過港珠澳大橋往返於香港與澳門之間的次數增加以及澳門公辦公室營運的購電增加。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Scope of GHG Emission	Emission Source	Year ended 31 May 2017 Emission (in Kg CO ₂ -eq) 截至 二零一七年 五月三十一日 止年度排放 (千克CO ₂ 排放 量一等效)	Year ended 31 May 2018 Emission (in Kg CO ₂ -eq) 截至 二零一八年 五月三十一日 止年度排放 (千克CO ₂ 排放 量一等效)	Year ended 31 May 2019 Emission (in Kg CO ₂ -eq) 截至 二零一九年 五月三十一日 止年度排放 (千克CO ₂ 排放 量一等效)
溫室氣體排放範圍	排放物來源			
Scope 1 範圍1				
Direct Emission 直接排放	Motor Vehicle Gasoline 機動車汽油	8,538	4,692	11,327
Scope 2 範圍2				
Indirect Emission 間接排放	Purchased Electricity 購電	21,997	25,487	35,679
Scope 3 範圍3				
Other Indirect Emission 其他間接排放	Fresh Water Usage 自來水使用	291	451	402
Total 總計		30,826	30,630	47,408

Company vehicles with less exhaust emission

- Company vehicles are checked and repaired regularly in order to enhance the fuel efficiency and to reduce reasonable exhaust emission.
- Company continued to use an electric vehicle with zero emissions in the year ended 31 May 2019 for transportation of staffs and customers.
- Staffs are encouraged to use public transport for office duty whenever possible to save fuel and minimize emission.

公司低廢氣排放汽車

- 為提高燃料效能及減低合理廢氣排放，定期對本公司車輛進行檢查及維修。
- 本公司已於截至二零一九年五月三十一日止年度購買一輛零排放電動汽車用於運送員工及客戶。
- 鼓勵員工盡可能使用公共交通工具上班以節約燃料能源及盡量減低排放。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Indoor air quality policy

- No Smoking is allowed in office area.
- Air Conditioners are cleaned regularly.
- Air Purifier are used in the office to enhance air quality.
- Housekeeping of office is conducted on a regular basis.
- Windows in the office are opened during office hours to induce fresh air into the office area whenever possible.

There was no non-compliance noted in relation to environmental laws and regulations for the year ended 31 May 2019.

Use of Resources

The Group is committed to conserving resources for the purposes of protecting the environment and enhancing operation efficiency. To pursue the Group's commitment of environmental protection, the Group has implemented multiple measures in enhancing energy efficiency, minimizing the use of paper, reducing water and energy consumption and driving behavioural changes of employees. Through active monitoring and managing the use of resources, the Group aims to reduce the Group's operating costs as well as our carbon footprint.

室內空氣質量政策

- 辦公區域內禁止吸煙。
- 定期清潔空調設備。
- 辦公室使用空氣淨化器以改善空氣質素。
- 定期進行辦公室內務整理。
- 辦公時間辦公室盡可能打開窗戶以保持辦公區域通風。

於截至二零一九年五月三十一日止年度，概無不遵守環境法律及法規之記錄。

資源使用

本集團致力於節約資源，以保護環境及提高經營效率。為踐行本集團對環境保護的承諾，本集團已實行多項措施，以提高能源效率、減少紙張使用、減少用水及能源消耗，促進員工行為改變。透過積極監察及管理資源使用，本集團致力減少本集團經營成本及本集團碳排放量。

Indicators		Year ended	Year ended	Year ended
		31 May 2017	31 May 2018	31 May 2019
指標		截至 二零一七年 五月三十一日 止年度	截至 二零一八年 五月三十一日 止年度	截至 二零一九年 五月三十一日 止年度
Total Electricity Consumption (kWh)	總耗電量(千瓦時)	40,736	47,198	69,959
Average electricity consumption per employee (kWh/employees)	每名僱員平均耗電量 (千瓦時/僱員)	496	530	736

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Energy

The following table sets out the energy consumption of the Group (ESG Indicator: A2.1) during the year ended 31 May 2019:

- Room lights and air conditioners must be switched off when they are not in use.
- Use of natural light is maximized as far as practical.
- Use separate light switches for different light zones.
- Air-conditioner filter and fan coil are cleaned regularly.

能源

下表載列本集團截至二零一九年五月三十一日止年度之耗電量(環境社會管治指標:A2.1):

- 不使用時關閉室內照明及空調。
- 盡量增加使用自然光。
- 不同照明區使用獨立照明開關。
- 定期清洗空調過濾網及風扇盤管。

Indicators		Year ended 31 May 2017	Year ended 31 May 2018	Year ended 31 May 2019
指標		截至 二零一七年 五月三十一日 止年度	截至 二零一八年 五月三十一日 止年度	截至 二零一九年 五月三十一日 止年度
Total Water Consumption (m ³)	總耗水量(立方米)	291	1,062	998
Average water consumption per employee (m ³ /employees)	每名僱員平均耗水量 (立方米/僱員)	3.5	11.9	10.5

Water

The following table sets out the water consumption of the Group (ESG Indicator: A2.2) during the year ended 31 May 2019:

- Water taps are constantly checked to avoid the water dripping.
- Leakage tests on concealing piping and checking for overflowing tanks are regularly carried out.

水

下表載列本集團於截至二零一九年五月三十一日止年度的耗水量(環境社會管治指標:A2.2):

- 經常檢查水龍頭以避免滴漏水情況。
- 定期對隱蔽管道進行滲漏測試及檢查儲水池是否溢滿。

Other Office Consumable

- Stationeries are distributed on a needed basis and reusable stationeries are employed.
- Other than formal documents, paperless working environment is promoted in the Group.
- Recycled papers are encouraged to be used whenever possible when photocopy for internal documentation.
- Used ink cartridges are either recycled through public recycle bin or collected by suppliers.

其他辦公耗材

- 文具按需分發, 採用可重複使用文具。
- 除正式文件外, 本集團推行無紙化辦公。
- 複印內部文件時, 鼓勵盡可能使用回收利用紙張。
- 已使用墨盒通過公共回收箱回收, 或由供應商回收。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Environmental and Natural Resources

The nature of the Group's business does not involve in any significant impacts on the environmental and natural resources. The relevant principles and policies on managing emission and use of resources are already disclosed above.

Social

The Group recognizes the Group's success and market leadership are closely linked to the support from our dedicated, hard-working and task-oriented employees. The Groups recognizes that employees are the Group's most valuable assets and vital to achieving the Group's sustainability and long-term growth.

Therefore the Group is committed to safeguarding the legitimate rights and interests of employees, maintaining their physical and mental health and providing various benefit, in addition to providing vast opportunities of career development for every employee, striving to match employee's personal and business development goals of the Group through a comprehensive training system, effective incentive mechanism and fair competition platform, so that the mutual benefits for employees and the enterprise can be achieved.

Employment Practice

The Group is committed to build a harmonious working atmosphere for employees through encouraging mutual respect which ultimately promotes work creativity, flexibility and commitment.

As at 31 May 2019, the Group had 92 (2018: 89) employees. In order to cope with the continuous growth of business scale, the Group acquires talents from different aspects and backgrounds to join the Group's globalized team. The Group strictly complies with the relevant laws and regulations in the Group's employment process such as recruitment, dismissal, promotion and setting up of remuneration packages of employees regardless of where the Group operates. The legitimate rights and interests of employees are protected in accordance with laws and regulations.

Employment

- The Group attaches great importance to the basic rights and interests of the employees, the entering into of employment contracts with all employees, and the provision of relevant social insurances and employee's compensation insurance and medical insurance to all employees.

環境及天然資源

本集團業務性質不涉及對環境及天然資源產生任何重大影響。管理排放及資源使用有關原則及政策已於上文中披露。

社會

本集團認為，本集團的成功及市場領先地位與我們僱員的奉獻、辛勤工作及任務至上給予的支持緊密相連。本集團認為，僱員乃本集團最寶貴的資產，對本集團持續及長期發展至關重要。

因此，本集團致力於保護僱員的合法權益，保持彼等身心健康，提供各種福利，並向各僱員提供大量職業發展機會，透過全面系統培訓、有效激勵機制及公平競爭平台努力達致僱員個人及商業發展目標，從而方可僱員企業雙贏。

僱傭常規

本集團致力於透過鼓勵相互尊重，為僱員建造和諧工作環境，從根本上提高工作創造力、靈活性及承擔。

於二零一九年五月三十一日，本集團有92名(二零一八年：89名)僱員。為滿足持續增加的業務規模，本集團吸納不同行業背景的人才加入本集團的全球團隊內。無論本集團在何處經營業務，本集團在僱傭過程中，如招聘、解僱、晉升及設立僱員的薪酬時嚴格遵守相關法例及法規。僱員的合法權益受相關法例及法規所保護。

僱傭

- 本集團高度重視僱員的基本權益，與所有僱員訂立僱傭合同，及為所有僱員提供有關社會保險、僱員補償保險及醫療保險。

Environmental, Social and Governance Report (Continued) 環境、社會及管治報告(續)

- The Group is an equal opportunities employer, committed to eliminating sex, age, race, disability and religious discrimination in employment and emphasizing on the performance and experience of the staffs in promotion or recruitment. A fair and structural staff performance assessment is set for making promotion and salary increment decisions. Staff appraisal will be conducted annually to assess work performance.

There was no non-compliance with relevant laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare noted in year ended 31 May 2019.

The following table sets out the workforce by gender, employment type, age group and geographical region (KPI Indicator: B1.1) and as at 31 May 2019 and the employee turnover rate by gender, age group and geographical region (KPI Indicator: B1.2) for the year ended 31 May 2019:

- 本集團是奉行機會平等原則的僱主，致力於消除就業中的性別、年齡、種族、殘障及宗教歧視，於晉升或招聘中強調員工表現及經驗。本集團已針對晉升及加薪決策制定公平及結構化的員工績效考核。每年將進行員工考評以評核工作績效。

截至二零一九年五月三十一日止年度，概無不遵守有關補償及解僱、招聘及晉升、工作時間、休息時間、機會平等、多樣性、反歧視及其他利益及福利法律及法規之情況。

下表載列於二零一九年五月三十一日按性別、僱傭類別、年齡組別及地理區域劃分(KPI指標：B1.1)的勞動力及截至二零一九年五月三十一日止年度按性別、年齡組別及地理區域(KPI指標：B1.2)劃分的僱員流動率：

		Workforce Headcount 勞動力總人數	Employee turnover rate %
			僱員流動率百分比
Gender	性別		
Male	男性	83	8
Female	女性	9	—
Employment type	僱傭類別		
Administrative staff	行政僱員	7	N/A 不適用
Operation staff	營運僱員	85	N/A 不適用
Age group	年齡組別		
30 and below	30歲及以下	45	11
31-40	31歲-40歲	34	6
41-50	41歲-50歲	11	—
Above 50	50歲以上	2	—
Geographical region	地理區域		
Hong Kong	香港	18	—
PRC	中國	62	10
Macau	澳門	12	8

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Health and Safety

- The Group is dedicated to provide a healthy and safe workplace to its employees. The promotion of occupational and health measures at workplace are regarded as essential to our businesses and operations of the Group. Appropriate occupational and health manuals relevant to the Group's businesses are adopted by the core business units. Risk assessments of workstations are conducted constantly to identify and assess the risks to the safety and health of the employees, and to decide whether existing measures are adequate.
- First aid kits are located at convenient locations and are properly maintained in the office, workshop(s) and warehouse(s).
- Workplace safety posters were display at prominent location in the warehouse(s) of the Group to remind the staff of safety.

There was no non-compliance with relevant laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards noted in year 2018/19.

The following table sets out the number and rate of work-related fatalities of the Group (KPI Indicator: B2.1) for the year ended 31 May 2019:

		Headcount 總人數	Rate 比率
Work-related fatalities	因工作關係而死亡	—	—

For the year ended 31 May 2019, the Group has not incurred any lost days due to work injury (KPI Indicator: B2.2).

Development and Training

- The Group believes that training is an important path to improve the overall work quality and offer comprehensive development to the employees. The Group encourages our employees to attend external or internal training courses to enhance their competence and job-related knowledge.
- Experienced/Senior employees will provide supervision to the newcomers/subordinates in order to enhance communication and team spirits within the Group, and to improve their technical skills and managerial capability.

健康與安全

- 本集團致力為其僱員提供一個健康安全的工作場所，將在工作場所推廣職業健康措施視為本集團業務及運營的重要環節。各核心業務單位已採納與本集團業務相關的恰當職業健康手冊，持續對業務站點進行風險評估，以發現及評估僱員安全及健康方面的風險，並確定現有措施是否足夠。
- 於辦公室、車間及倉庫方便可得的位置放置急救包，並妥善維護。
- 於本集團倉庫的顯眼位置張貼工作場所安全海報，提醒工作人員注意安全。

於二零一八/一九年度，概無違反有關提供安全工作環境及保護僱員免受職業危害的相關法律法規。

下表載列截至二零一九年五月三十一日止年度本集團因工作關係而死亡的人數及比率(KPI指標：B2.1)：

截至二零一九年五月三十一日止年度，本集團並無產生任何因工傷損失工作日(KPI指標：B2.2)。

發展及培訓

- 本集團認為培訓是提升整體工作質量及促進僱員全面發展的重要途徑。本集團鼓勵其僱員參加外部或內部培訓課程以加強彼等的能力及工作相關知識。
- 經驗豐富的/高級的僱員將對新入職員工/下屬提供指導監督，以加強本集團內部的溝通及團隊精神，並提高其技術技能及管理能力。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The following table sets out the percentage of employees trained by gender and employment type (KPI Indicator: B3.1) and the average training hours completed per employee by gender and employment type (KPI Indicator: B3.2) of the Group for the year ended 31 May 2019:

下表載列截至二零一九年五月三十一日止年度本集團按性別及僱傭類別劃分的受訓僱員百分比(KPI指標：B3.1)及按性別及僱傭類別劃分的每名僱員完成受訓的平均時數(KPI指標：B3.2)：

		Percentage of employees trained 受訓僱員 百分比 %	Average training hours completed per employee 每名僱員完成 受訓的平均時數 Hour 時數
Gender	性別		
Male	男性	7.7	8
Female	女性	1.1	8
Employment type	僱傭類別		
Administrative staff	行政僱員	2.2	8
Operation staff	營運僱員	6.5	8

Labour Standard

- The Group respects human rights and has a zero-tolerance policy towards the employment of forced labour and child labour. Upon joining the Group, each staff is required to fill in a recruitment form. Should the staff provide false identity or false personal particulars, he/she would be considered to have committed serious breach of the Group's rules and regulations and his/her employment would be terminated immediately.

勞工標準

- 本集團尊重人權並對僱用強制勞工及童工採取零容忍政策。入職本集團時，每名員工須填寫一份招聘表格。倘員工提供虛假身份或虛假個人資料，將被視為嚴重違反本集團的規則及條例並立即終止僱傭關係。

There was no non-compliance with relevant laws and regulations relating to preventing child and forced labour noted in year ended 31 May 2019.

截至二零一九年五月三十一日止年度，概無違反有關防止僱用童工及強制勞工的相關法律法規。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Operating Practices

Supply Chain Management

- The goods from the suppliers must be checked by the Group's qualified engineer for product quality and safety and will be stored in our warehouse.
- All parts suppliers of our electronic equipment must comply with national or international safety standard.
- If the suppliers fail to maintain the safety standard of their products, the Group will eliminate the aforesaid supplier from the approved supplier list.
- Annual supplier evaluation will be conducted by management.

Product Responsibility

- The Group poses a fair marketing concept that commits not making dishonest allegation of our competitors in order to mislead the customers during their decision-making. Moreover, the Group would not acquire confidential information of a competitor via espionage, the subordination of the competitor's employees or through any other improper means.
- The Group has committed to supply the goods and services that meet the reasonable expectations of our customers. We provide customers with effective mechanism to lodge complaints and manage such complaints with due care. Besides, the Group respects the confidentiality of our customers and their commercial information. We do not disclose such information to protect their privacy.

There was no non-compliance with relevant laws and regulations relating to health, safety, advertising, bid-rigging and privacy matters relating to products and services provided and methods of redress noted in year ended 31 May 2019.

營運慣例

供應鏈管理

- 供應商提供的貨物須經本集團合資格工程師進行產品質量及安全檢查，並存放於我們的倉庫中。
- 電子設備的所有零件供應商須符合國家或國際安全標準。
- 對於未能保持產品安全標準的供應商，本集團將從經批准供應商名單中剔除。
- 管理層每年對供應商進行評估。

產品責任

- 本集團秉持公平營銷的理念，不會對競爭對手提出不實指控誤導客戶決策。此外，本集團不會通過間諜活動、僱用競爭對手的僱員或任何其他不正當手段獲取競爭對手的機密資料。
- 本集團承諾提供符合客戶合理期望的商品及服務。本集團設有有效的客戶投訴機制並妥善處理有關投訴。此外，本集團尊重客戶及彼等商業信息的保密性，不會披露此類信息，以保護彼等的私隱。

截至二零一九年五月三十一日止年度，概無違反有關提供產品及服務方面的健康、安全、廣告、招標及私隱事宜及補救措施的相關法律法規。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Anti-corruption

- The Group refuses bribery, corruption, extortion and money laundering activities. Employees shall report any misconduct to its manager.
- The Company is listed on the Growth Enterprise Market Board of the Stock Exchange and has strict guidelines for directors and senior management for any disclosure of conflict of interest. Besides, directors or senior management are required to take certain hours of training each year.

There was no non-compliance with relevant laws and regulations relating to bribery, extortion, fraud and money laundering noted in year ended 31 May 2019.

Community

Community Investment

- Social responsibility is one of the Group's cultures. We are committed to striving for the betterment of society and hold strongly the belief that a business organization should not detach itself from its social responsibility.
- During the year ended 31 May 2019, the Group has made in kind sponsorship of video equipment to a charity concert organized by Hong Kong Anti-Cancer Society.

反貪污

- 本集團堅決杜絕賄賂、貪污、敲詐勒索及洗錢行為。僱員應向經理報告任何不當行為。
- 本公司於聯交所GEM上市，已針對董事及高級管理層制定嚴格的利益衝突披露指引。另外，董事或高級管理層每年須接受一定時數的培訓。

截至二零一九年五月三十一日止年度，概無違反有關賄賂、勒索、欺詐及洗錢的相關法律法規。

社區

社區投資

- 社會責任是本集團文化的重要組成部分。我們致力為改善社會獻力並堅信企業組織不應脫離社會責任。
- 截至二零一九年五月三十一日止年度，本集團已向香港防癌會組織的慈善音樂會進行視頻設備的實物贊助。

Report of the Board of Directors

董事會報告

The Directors are pleased to present their report together with the audited consolidated financial statements of the Company for the year ended 31 May 2019.

董事欣然呈報截至二零一九年五月三十一日止年度之董事會報告連同本公司經審核綜合財務報表。

Corporate Reorganisation and Share Offer

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 4 November 2016.

The Shares have been listed on the GEM of the Stock Exchange by way of the Share Offer since 14 June 2017.

企業重組及股份發售

本公司於二零一六年十一月四日根據公司法在開曼群島註冊成立為獲豁免有限公司。

股份於二零一七年六月十四日透過股份發售於聯交所GEM上市。

Principal Activities

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 25 to the audited consolidated financial statements. The Group is principally engaged in the provision of visual display solution services for concerts and events in Hong Kong, Macau, the People's Republic of China (the "PRC") and Taiwan.

主要業務

本公司之主要業務為投資控股。其附屬公司之主要業務載於經審核綜合財務報表附註25。本集團主要於香港、澳門、中華人民共和國（「中國」）及台灣為演唱會及活動提供視像顯示解決方案服務。

Results and Dividends

The financial performance of the Group for the year ended 31 May 2019 and the financial position of the Group as at that date are set out in the audited consolidated financial statements on pages 84 to 87 of this annual report.

The Directors do not recommend the payment of any dividend in respect of the year ended 31 May 2019.

業績及股息

本集團截至二零一九年五月三十一日止年度的財務表現以及本集團於該日的財務狀況載於本年報第84至87頁之經審核綜合財務報表。

董事不建議就截至二零一九年五月三十一日止年度派付任何股息。

Financial Summary

A summary of the published results and of the assets and liabilities of the Group for the last three years is set out on page 168 of this annual report.

財務摘要

本集團過往三年之已刊發業績以及資產及負債概要載於本年報第168頁。

Significant Investments and Future Plans for Material Investments and Capital Assets

During the year ended 31 May 2019, the Group did not have any significant investments, material acquisitions nor disposal of subsidiaries, associates and joint venture. Except for those included in the section headed “Statement of Business Objectives and Use of Proceeds” for inclusion in the Prospectus, the Group had no definite future plans for material investments and capital assets.

Use of Proceeds and Comparison of Business Objectives with Actual Business Progress

Details of the use of proceeds and comparison of business objectives with actual business progress are set out in the section headed “Management Discussion and Analysis” on page 20 of this annual report.

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group during the year ended 31 May 2019 are set out in note 14 to the audited consolidated financial statements.

Bank Borrowings

Particulars of bank borrowings of the Group at 31 May 2019 are set out in note 21 to the audited consolidated financial statements.

Interest Capitalised

The Group has not capitalised any interest during the year ended 31 May 2019.

Share Capital

Details of movements in the share capital of the Company during the year ended 31 May 2019 are set out in note 17 to the audited consolidated financial statements.

重大投資與重大投資及資本資產的未來計劃

截至二零一九年五月三十一日止年度，本集團並無重大投資、重大收購或出售附屬公司、聯營公司及合營公司。除招股章程「業務目標聲明及所得款項用途」一節所載外，本集團並無就重大投資及資本資產訂有確定的未來計劃。

所得款項用途及業務目標與實際業務進度之比較

所得款項用途及業務目標與實際業務進度之比較的詳情載於本年報第20頁「管理層討論及分析」一節。

物業、廠房及設備

截至二零一九年五月三十一日止年度，本集團物業、廠房及設備的變動詳情載於經審核綜合財務報表附註14。

銀行借款

於二零一九年五月三十一日，本集團銀行借款詳情載於經審核綜合財務報表附註21。

利息資本化

截至二零一九年五月三十一日止年度，本集團並無資本化任何利息。

股本

截至二零一九年五月三十一日止年度，本公司股本之變動詳情載於經審核綜合財務報表附註17。

Report of the Board of Directors (Continued)

董事會報告(續)

Reserves

Details of movements in reserves of the Group and the Company during the year ended 31 May 2019 are set out in the consolidated statement of changes in equity in notes 18 and 32(a) to the audited consolidated financial statements respectively.

Distributable Reserves

As at 31 May 2019, the Company did not have any reserves available for distribution as calculated in accordance with the relevant provisions of the Companies Ordinance.

Purchase, Sale or Redemption of Listed Securities

The Company did not redeem its listed securities, nor did the Company or any of its subsidiaries purchase, cancel or sell any of such listed securities for the year ended 31 May 2019.

Directors

The Directors of the Company during the year ended 31 May 2019 and up to the date of this report were as follows:

Executive Directors

Mr. Yeung Ho Ting Dennis (*Chairman*)
Mr. Tam Chun Yu

Non-executive Director

Mr. Law Wang Chak Waltery (resigned on 1 May 2019)

Independent Non-Executive Directors

Mr. Li Kai Sing
Mr. Ma Tsz Chun
Ms. Loh Lai Ping Phillis

Pursuant to article 108(a) of the Articles, at each annual general meeting, at least one-third of the Directors shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

儲備

截至二零一九年五月三十一日止年度，本集團及本公司的儲備變動詳情分別載於綜合權益變動表及經審核綜合財務報表附註18及32(a)。

可供分派儲備

於二零一九年五月三十一日，本公司並無任何根據公司條例的相關規定計算之可供分派儲備。

購買、出售或贖回上市證券

本公司並無贖回其上市證券，本公司或其任何附屬公司於截至二零一九年五月三十一日止年度亦無購買、註銷或出售本公司任何上市證券。

董事

截至二零一九年五月三十一日止年度及直至本報告日期，本公司董事如下：

執行董事

楊浩廷先生(主席)
譚震宇先生

非執行董事

羅宏澤先生(於二零一九年五月一日辭任)

獨立非執行董事

李啟承先生
馬時俊先生
羅麗萍女士

根據章程細則第108(a)條，於每屆股東週年大會上，至少三分之一的董事須至少每三年退任一次。退任董事有資格膺選連任。

Confirmation of Independence

Each independent non-executive Director has given the Company an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers that all the independent non-executive Directors are independent and meet the independent guidelines set out in Rule 5.09 of the GEM Listing Rules.

Directors' Service Contracts and Letters of Appointment

(a) Executive Directors

Each of the executive Directors entered into a service contract with the Company for a term of three years commencing from the Listing Date, which may be terminated by not less than one month's notice served by either party on the other. The term of service of a Director is subject to retirement by rotation of Directors as set out in the Articles.

(b) Non-executive Director and independent non-executive Directors

Each of the non-executive Director and independent non-executive Directors signed a letter of appointment with the Company for a term of three years commencing from the Listing Date, which may be terminated by not less than one month's notice served by either party on the other. The term of service of a Director is subject to the provisions on retirement by rotation of Directors as set out in the Articles.

Save as disclosed above, none of the Directors has or is proposed to have a service contract with the Company or any of its subsidiaries (other than contracts expiring or determinable by the Company or its subsidiaries, as applicable within one year without payment of compensation other than statutory compensation).

獨立性確認書

各獨立非執行董事已根據GEM上市規則第5.09條向本公司發出有關獨立性之年度確認書。本公司認為，全體獨立非執行董事均獨立，且符合GEM上市規則第5.09條所載之獨立性指引。

董事之服務合約及委任函

(a) 執行董事

各執行董事已與本公司訂立服務合約，自上市日期起為期三年，服務合約可經一方至少提前一個月向另一方送達通知予以終止。董事的服務期限亦須受章程細則所載董事輪值退任條文所規限。

(b) 非執行董事及獨立非執行董事

各非執行董事及獨立非執行董事已與本公司訂立委任函，自上市日期起為期三年，可經一方至少提前一個月向另一方送達通知予以終止。董事的服務期限亦須受章程細則所載董事輪值退任條文所規限。

除上文所披露者外，概無董事與本公司或其任何附屬公司訂立或擬訂立任何服務合約(於一年內屆滿或可由本公司或其附屬公司(如適用)免付賠償(法定賠償除外)而終止的合約除外)。

Report of the Board of Directors (Continued)

董事會報告(續)

Emoluments of Directors and Five Highest Paid Individuals

The emolument of the Directors is recommended by the Remuneration Committee by reference to the benchmarking of the market. The Company also looks into individual Director's competence, duties, responsibilities, performance.

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 9(a) and 33 to the audited consolidated financial statements.

Directors' and Senior Management's Biographies

Biographical details of the Directors and the senior management of the Group are set out on pages 71 to 76 of this annual report.

Directors' and Controlling Shareholders' Interests in Contracts

Save as disclosed in this annual report, none of the Directors or an entity connected with any of them had any material interest, whether directly or indirectly, in any transaction, arrangement or contract of significance in relation to the business of the Group to which the Company or any of its subsidiaries, parent company or subsidiaries of the parent company was a party and subsisting at any time during or at the end of the year ended 31 May 2019.

As at 31 May 2019, no contract of significance had been entered into between the Company or any of its subsidiaries and the controlling shareholders of the Company or any of their subsidiaries.

董事及五名最高薪酬人士之薪酬

董事薪酬由薪酬委員會參考市場基準建議。本公司亦會考慮個別董事的能力、職責、責任及表現。

本集團董事及五名最高薪酬人士之薪酬詳情載於經審核綜合財務報表附註9(a)及33。

董事及高級管理層人員之履歷

本集團董事及高級管理層之履歷詳情載於本年報第71至76頁。

董事及控股股東於合約的權益

除本年報披露者外，概無任何董事或與彼等有關連的實體於本公司或其任何附屬公司、母公司或母公司的附屬公司於截至二零一九年五月三十一日止年度任何時間或年末訂立及存續的對本集團業務而言屬重大之任何交易、安排或合約中直接或間接擁有任何重大權益。

於二零一九年五月三十一日，本公司或其任何附屬公司並無與本公司控股股東或彼等的任何附屬公司訂立重大合約。

Director's Rights to Acquire Shares or Debt Securities

Save as disclosed in this annual report, at no time during the year ended 31 May 2019 was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company (including their spouses or children under 18 years of age) to have any right to subscribe for securities of the Company or any of its specified undertakings as defined in the Companies (Directors' Report) Regulation or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

Management Contracts

As at 31 May 2019, the Company did not enter into or have any management and/or administration contracts in respect of the whole or any principal business of the Company.

Directors' and Controlling Shareholders' Interests in Competing Business

During the year ended 31 May 2019 and up to the date of this annual report, the Directors are not aware of any business and interest of the Directors nor the controlling shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group from the Listing Date to the date of this annual report.

董事購入股份或債券的權利

除本年報所披露者外，於截至二零一九年五月三十一日止年度任何時間，本公司或其任何附屬公司或其任何同系附屬公司概無訂立任何安排，致使董事或本公司主要行政人員(包括彼等的配偶或十八歲以下的子女)有權認購本公司或其任何指明企業(定義見公司(董事報告)規例)的證券或藉購入本公司或任何其他法人團體的股份或債權證而獲取利益。

管理合約

於二零一九年五月三十一日，本公司並無訂立或擁有與本公司全部或任何主要業務的管理及/或行政管理有關的合約。

董事及控股股東在競爭業務中的權益

於截至二零一九年五月三十一日止年度及直至本年報日期，董事並不知悉董事或本公司控股股東或彼等各自的任何緊密聯繫人(定義見GEM上市規則)於上市日期起至本年報日期擁有任何對本集團業務構成或可能構成競爭的業務及權益，亦不知悉任何有關人士與本集團存在或可能存在任何其他利益衝突。

Report of the Board of Directors (Continued)

董事會報告(續)

Compliance of Non-Competition Undertakings

Mr. Yeung Ho Ting Dennis, Mr. Chang Yu-shu, UCP Co., Ltd, Ms. Ching Hsiang-yun and Next Vision (the “Controlling Shareholders”) entered into a deed of non-competition dated 22 May 2017 (the “Deed of Non-Competition”) in favour of the Company (for itself and each of its subsidiaries), pursuant to which each of the Controlling Shareholders has, unconditionally and irrevocably, undertaken to the Company in the Deed of Non-Competition that he/she/it will not, and will procure his/her/its close associates (other than members of the Group) not to, for himself/herself/itself or jointly with or acting for any other person, firm or company as shareholder(s), director(s), partner(s), agent(s), employee(s) or otherwise, and whether or not for profit, remuneration or other purpose, directly or indirectly be involved or engaged in or undertake any business (other than the business of the Group) that directly or indirectly competes, or may compete, with the Group’s business or undertaking (the “Restricted Activity”), or hold shares or interest in any companies or business that compete directly or indirectly with the business engaged by the Group from time to time except where the Controlling Shareholders and/or his/her/its close associates hold less than 5% of the total issued shares of any company (whose shares are listed on the Stock Exchange or other stock exchange) which is engaged in any business that is or may be in competition with any business engaged by any member of the Group and they do not control 10% or more of the composition of the board of directors of such company.

Further, each of the Group’s Controlling Shareholders has undertaken that if any new business investment or other business opportunity relating to the Restricted Activity (the “Competing Business Opportunity”) is identified by or made available to him/her/it or any of his/her/its close associates, he/she/it shall, and shall procure that his/her/its close associates shall, refer such Competing Business Opportunity to the Company on a timely basis.

For further details of the Deed of Non-Competition, please refer to the section headed “Relationship with Controlling Shareholders — Non-Competition Undertakings” in the Prospectus.

遵守不競爭承諾

於二零一七年五月二十二日，楊浩廷先生、張育書先生、UCP Co., Ltd、金祥雲女士及Next Vision(「控股股東」)以本公司(為其本身及其各附屬公司)為受益人訂立不競爭契據(「不競爭契據」)，據此各控股股東於不競爭契據中向本公司作出無條件且不可撤回承諾，彼不會且將促使其緊密聯繫人(惟本集團成員除外)不會，為其自身或與他人聯合或為任何其他人士、商號或公司擔任股東、董事、合夥人、代理人、僱員或其他，以及無論是否為利潤、酬金或其他目的，直接或間接參與或從事或承擔任何直接或間接與本集團業務或企業競爭或可能存在競爭的業務(惟本集團業務除外)(「限制活動」)，或持有直接或間接與本集團不時從事的業務競爭的任何公司或業務的股份或權益，惟控股股東及／或彼之緊密聯繫人持有任何公司(其股份於聯交所或其他證券交易所上市)發行股份總數少於5%，該等公司從事任何與本集團任何成員公司所從事的業務存在或可能存在競爭的業務，且彼等概無於該等公司的董事會組成中控制10%或以上則除外。

此外，本集團各控股股東已承諾，倘任何有關限制活動的新業務投資或其他業務機會(「競爭業務機會」)由其任何緊密聯繫人發現或提供，彼將及時並促使彼之緊密聯繫人及時向本公司轉介有關競爭業務機會。

有關不競爭契據的進一步詳情，請參閱招股章程「與控股股東的關係 — 不競爭承諾」一節。

Report of the Board of Directors (Continued)

董事會報告(續)

Each of the Controlling Shareholders has confirmed to the Company of his/her/its compliance with the Deed of Non- Competition from the Listing Date up to the date of this annual report. The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition have been complied by each of the Controlling Shareholders from the Listing Date to the date of this annual report.

各控股股東均已向本公司確認彼自上市日期起直至本年報日期遵守不競爭契據。獨立非執行董事已審閱履約情況，並確認各控股股東於上市日期起直至本年報日期遵守不競爭契據項下的所有契諾事項。

Disclosure of Directors' Interests

董事權益之披露

(a) Interests and short positions of Directors and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations

(a) 董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

As at the date of this annual report, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part V of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered into the register required to be kept therein; or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange, were as follows:

於本年報日期，董事或本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有(i)根據證券及期貨條例第V部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉)；或(ii)根據證券及期貨條例第352條須列入該條規定存置之登記冊的權益及淡倉；或(iii)根據GEM上市規則第5.46條至5.67條有關董事證券交易規則須知會本公司及聯交所的權益及淡倉如下：

(i) Interests in the Company

(i) 本公司權益

Name of Director	Capacity/Nature of interest	Number of Shares (Note 1) 股份數量 (附註1)	Percentage of shareholding 持股百分比
Mr. Yeung Ho Ting Dennis 楊浩廷先生	Interest in a controlled corporation (Note 2) 受控制法團權益(附註2)	600,000,000 (L)	75.0%

Notes:

附註：

- The letter "L" denotes the person's long position in the Shares.
- Next Vision was beneficially owned by Mr. Yeung Ho Ting Dennis as to 75%. By virtue of the SFO, Mr. Yeung Ho Ting Dennis was deemed to be interested in the Shares held by Next Vision.

- 字母「L」代表相關人士於股份中的好倉。
- Next Vision由楊浩廷先生實益擁有75%。根據證券及期貨條例，楊浩廷先生被視為於Next Vision的持有股份中擁有權益。

Report of the Board of Directors (Continued) 董事會報告(續)

(ii) Interest in associated corporation of the Company

(ii) 於本公司相聯法團中權益

Name of Director	Name of associated corporation	Capacity	Number of shares (Note 1) 股份數目 (附註1)	Percentage of shareholding 持股百分比
董事姓名	相聯法團名稱	身份		
Mr. Yeung Ho Ting Dennis 楊浩廷先生	Next Vision (Note 2) Next Vision (附註2)	Beneficial owner 實益擁有人	7,500 (L)	75%

Notes:

1. The letter "L" denotes the person's long position in the Shares.
2. Next Vision held 75% of issued Shares and was therefore a holding company of the Company.

附註：

1. 字母「L」代表相關人士於股份中的好倉。
2. Next Vision持有已發行股份的75%，因而為本公司之一家控股公司。

Save as disclosed above, as at the date of this annual report, none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part V of the SFO (including interests and/or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered into the register required to be kept therein; or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

除上文所披露者外，於本年報日期，概無董事或本公司最高行政人員於本公司或其相關法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有(i)根據證券及期貨條例第V部第7及8分部須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益及／或淡倉）；或(ii)須列入根據證券及期貨條例第352條須存置的登記冊內的權益或淡倉；或(iii)根據GEM上市規則第5.46條至5.67條有關董事證券交易規則須知會本公司及聯交所的權益或淡倉。

Report of the Board of Directors (Continued) 董事會報告(續)

(b) Interests and short positions of the substantial shareholders and other persons in the shares and underlying shares of the Company

As at the date of this annual report, so far as it is known to the Directors, the following persons (not being a Director or chief executive of the Company) had or were deemed to have interests or short positions in Shares or underlying Shares which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Name of shareholder 股東名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares held/ Interested (Note 1) 持有／擁有 權益的 股份數量 (附註1)	Percentage of shareholding 持股百分比
Next Vision (Note 2) Next Vision (附註2)	Beneficial owner 實益擁有人	600,000,000 (L)	75.0%

Notes:

- The letter "L" denotes the person's long position in the Shares.
- Next Vision was beneficially owned by Mr. Yeung Ho Ting Dennis as to 75%. By virtue of the SFO, Mr. Yeung Ho Ting Dennis was deemed to be interested in the Shares held by Next Vision.

Save as disclosed above, as at the date of this annual report, the Directors have not been notified by any person who had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

(b) 主要股東及其他人士於本公司的股份及相關股份中的權益及淡倉

於本年報日期，據董事所知，下列人士（本公司董事或最高行政人員除外）於股份或相關股份中擁有或被視為擁有權益或淡倉，而須記存於本公司根據證券及期貨條例第336條規定須存置的登記冊，或根據證券及期貨條例第XV部第2及3分部條文而須予以披露。

Name of shareholder 股東名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares held/ Interested (Note 1) 持有／擁有 權益的 股份數量 (附註1)	Percentage of shareholding 持股百分比
Next Vision (Note 2) Next Vision (附註2)	Beneficial owner 實益擁有人	600,000,000 (L)	75.0%

附註：

- 字母「L」代表相關人士於股份中的好倉。
- Next Vision由楊浩廷先生實益擁有75%。根據證券及期貨條例，楊浩廷先生被視為於Next Vision的持有股份中擁有權益。

除上文披露者外，於本年報日期，概無任何人士已經知會董事於股份或相關股份擁有權益或淡倉，而有關權益或淡倉須記存於根據證券及期貨條例第336條規定存置的登記冊，或根據證券及期貨條例第XV部第2及3分部條文而須予以披露。

Report of the Board of Directors (Continued)

董事會報告(續)

Share Option Scheme

The then sole shareholder of the Company conditionally adopted on 19 May 2017 the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out as follows:

1. Purpose of the Share Option Scheme

The Share Option Scheme is a share incentive scheme prepared in accordance with Chapter 23 of the Listing Rules and is established to recognise and acknowledge the contributions that the Eligible Participants (as defined below) had or may have made to the Group. The Share Option Scheme will provide the Eligible Participants (as defined below) an opportunity to have a personal stake in the Company with the view to achieving the following objectives: (i) motivate the Eligible Participants (as defined below) to optimise their performance efficiency for the benefit of the Group; and (ii) attract and retain or otherwise maintain an on-going business relationship with the Eligible Participants (as defined below) whose contributions are or will be beneficial to the long-term growth of the Group.

2. Participants of the Share Option Scheme

The Board may, at its discretion, offer to grant an option to the following persons (collectively the "Eligible Participants") to subscribe for such number of new Shares as the Board may determine: (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any directors (including non-executive directors and independent non-executive directors) of the Company or any of its subsidiaries; and (iii) any advisers, consultants, suppliers, customers, distributors and such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of its subsidiaries.

購股權計劃

本公司之當時唯一股東於二零一七年五月十九日有條件採納購股權計劃，購股權計劃之主要條款概要載列如下：

1. 購股權計劃的目的

購股權計劃為根據上市規則第23章而籌備的一項股份獎勵計劃，旨在肯定及嘉許合資格參與者(定義見下文)對本集團作出或可能已作出的貢獻。購股權計劃將向合資格參與者(定義見下文)提供機會於本公司擁有個人權益，以達致下列目標：(i)激勵合資格參與者(定義見下文)為本集團的利益而優化其表現效率；及(ii)吸引及挽留合資格參與者(定義見下文)或以其他方式與該等合資格參與者保持持續業務關係，而該等合資格參與者的貢獻乃對或將會對本集團的長遠發展有利。

2. 購股權計劃參與者

董事會可酌情決定向下列人士(統稱「合資格參與者」)授出購股權，以認購董事會可能釐定的相關新股份數目：(i)本公司或其任何附屬公司的任何全職或兼職僱員、行政人員或高級職員；(ii)本公司或其任何附屬公司的任何董事(包括非執行董事及獨立非執行董事)；及(iii)董事會全權認為將對或已對本公司及/或其任何附屬公司作出貢獻的任何顧問、諮詢人、供應商、客戶、分銷商及其他有關人士。

3. Total number of Shares available for issue under the Share Option Scheme and percentage of issued Shares

As at the Latest Practicable Date, no share option has been granted under the Share Option Scheme. The maximum number of Shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 80,000,000 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date.

4. Maximum entitlement of each participant under the Share Option Scheme

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to: (i) the issue of a circular by the Company containing the identity of the Eligible Participant, the numbers of and terms of the options to be granted (and options previously granted to such participant), the information as required under Rules 23.02(2)(d) and the disclaimer required under 23.02(4) of the GEM Listing Rules; and (ii) the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Participant and his close associates (as defined in the Listing Rules) (or his/her associates if the Eligible Participant is a core connected person) abstaining from voting.

3. 根據購股權計劃可供發行的股份總數及已發行股份百分比

於最後實際可行日期，概無根據購股權計劃授出任何購股權。根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份數目上限合共不得超過80,000,000股股份，佔於最後實際可行日期已發行股份總數之10%。

4. 根據購股權計劃每名合資格參與者的配額上限

已發行及因於直至授出日期止任何12個月期間根據購股權計劃及本公司任何其他購股權計劃向每名合資格參與者授出的購股權(包括已行使及尚未行使的購股權)獲行使而可予發行的股份總數不得超過於授出日期已發行股份的1%。倘任何進一步授出超過該1%限額的購股權，則須：(i)本公司發出通函，當中載列合資格參與者的身份、將予授出購股權(及過往授予該參與者的購股權)的數目及條款、GEM上市規則第23.02(2)(d)條規定的資料及第23.02(4)條規定的免責聲明；及(ii)經股東在股東大會上批准及/或符合上市規則不時訂明的其他規定，而有關合資格參與者及其緊密聯繫人(定義見上市規則)(或倘合資格參與者為核心關連人士，則為其聯繫人)須放棄投票。

Report of the Board of Directors (Continued) 董事會報告(續)

5. The period within which the Shares must be exercised under the Share Option Scheme and performance target

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, but shall not be more than 10 years from the date upon which the option is deemed to be granted and accepted. A grantee may be required to achieve any performance targets as the Board may then specify in the grant before any options granted under the Share Option Scheme can be exercised.

6. The minimum period for which an option must be held before it can be exercised

There is no minimum period for which an option granted must be held before it can be exercised except otherwise imposed by the Directors.

7. The basis of determining the exercise price

The exercise price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the higher of: (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities; (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share.

8. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid

The grantee shall pay HK\$1.00 to the Company by way of consideration for the grant on or before the relevant acceptance date of the option.

5. 須根據購股權計劃行使購股權的期限及表現目標

購股權可於董事釐定並知會各承授人的期限內根據購股權計劃的條款隨時行使，惟該期限不得超過於購股權被視為已授出並獲接納日期起計10年。承授人可能須達到董事會在授權前指定的任何表現目標，方可行使根據購股權計劃授出的任何購股權。

6. 購股權行使前須持有的最短期限

概無規定已授出的購股權行使前須持有的最短期限，惟董事另行規定者除外。

7. 釐定行使價的基準

根據購股權計劃所授出任何特定購股權所涉及股份的行使價須由董事會全權酌情釐定，惟該價格須至少為下列各項當中的最高者：(i) 股份於授出日期(須為聯交所開市買賣證券的日子)於聯交所每日報價表所報的正式收市價；(ii) 緊接授出日期前五個營業日股份於聯交所每日報價表所報的正式平均收市價；及(iii) 股份面值。

8. 申請或接納購股權須付金額以及須作出或可能作出付款或付款通知的期限或償還申請購股權貸款的期限

於相關購股權獲接納日期或之前，承授人須向本公司支付1.00港元作為授出代價。

9. The remaining life of the Share Option Scheme

The Share Option Scheme, unless otherwise terminated or amended, will remain in force for a period of 10 years from the Adoption Date, i.e. 19 May 2017.

Since the adoption of the Share Option Scheme, no share options were granted, exercised or cancelled by the Company under the Share Option Scheme. There were no outstanding share options under the Share Option Scheme as at the date of this annual report.

Equity-Linked Agreements

Save for the Share Option Scheme as set out in the sub-section headed "Share Option Scheme" above, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 May 2019.

Interests of the Compliance Adviser

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Shenwan Hongyuan Capital (H.K.) Limited ("SWHY") to be the compliance adviser. As informed by SWHY, neither SWHY nor any of its directors or employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities, if any) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules (except for the compliance adviser agreement dated 26 May 2017 entered into between the Company and SWHY (the "Compliance Adviser Agreement")) as at 31 May 2019.

Pursuant to the Compliance Adviser Agreement, SWHY has received and will receive fees for acting as the Company's compliance adviser.

9. 購股權計劃的餘下年期

除非另行終止或修訂，購股權計劃將於採納日期(即二零一七年五月十九日)起計10年期間內有效。

自採納購股權計劃起，本公司並無根據購股權計劃授出、行使或註銷購股權。於本年報日期並無購股權計劃項下的尚未行使購股權。

股權掛鈎協議

除上文「購股權計劃」分節所載購股權計劃外，截至二零一九年五月三十一日止年度，本集團概無訂立或存在股權掛鈎協議。

合規顧問的權益

根據GEM上市規則第6A.19條之規定，本公司已委聘申萬宏源融資(香港)有限公司(「申萬宏源」)為合規顧問。誠如申萬宏源所告知，於二零一九年五月三十一日，申萬宏源及其任何董事或僱員或緊密聯繫人概無於本公司或本集團任何成員公司的股本中擁有任何權益(包括購股權或可認購有關證券的權利(如有))或擁有與本公司有關且根據GEM上市規則第6A.32條須知會本公司的其他權益(惟不包括本公司與申萬宏源於二零一七年五月二十六日訂立的合規顧問協議(「合規顧問協議」))。

根據合規顧問協議，申萬宏源已接收及將接收其擔任本公司合規顧問之費用。

Report of the Board of Directors (Continued)

董事會報告(續)

Compliance with the Relevant Laws and Regulations

As far as the Directors are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended 31 May 2019, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

Major Customers and Suppliers

For the year ended 31 May 2019, the aggregate amount of turnover attributed to the Group's largest and the five largest customers accounted for approximately 29.1% and 75.5% (2018: approximately 44.2% and 83.1%) of the total revenue of the Group, respectively. For the year ended 31 May 2019, the Group's purchase from the largest and the five largest suppliers of equipment accounted for approximately 38.7% and 74.8% (2018: approximately 45.5% and 83.4%) of the total purchases of the Group, respectively. At no time during the year ended 31 May 2019 did the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors, owns more than 5% of the Company's issued share capital) have any interest in the Group's major customers or suppliers as disclosed above.

Connected Transactions and Continuing Connected Transactions

During the year ended 31 May 2019, the Group did not enter into any transactions which need to be disclosed as connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules.

Details of the material related party transactions are set out in note 28 to the audited consolidated financial statements of this annual report. These related party transactions did not constitute connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules.

遵守相關法例及規例

就董事所知悉，本集團在各重大方面已遵守對本集團業務及營運有重大影響的相關法例及規例。於截至二零一九年五月三十一日止年度，本集團概無嚴重違反或不遵守適用法例及規例的情況。

主要客戶及供應商

截至二零一九年五月三十一日止年度，本集團最大及五大客戶所貢獻總營業額分別佔本集團總收入之約29.1%及75.5%（二零一八年：約44.2%及83.1%）。截至二零一九年五月三十一日止年度，本集團自最大及五大設備供應商之採購分別佔本集團總採購之約38.7%及74.8%（二零一八年：約45.5%及83.4%）。於截至二零一九年五月三十一日止年度任何時間，概無本公司董事、彼等聯繫人或任何股東（就董事所知擁有本公司已發行股本逾5%者）於上文所披露之本集團主要客戶或供應商中擁有任何權益。

關連交易及持續關連交易

截至二零一九年五月三十一日止年度，本集團並未訂立根據GEM上市規則第20章須披露為關連交易或持續關連交易的任何交易。

重大關聯方交易的詳情載於本年報經審核綜合財務報表附註28。根據GEM上市規則第20章，該等關聯方交易並不構成關連交易或持續關連交易。

Report of the Board of Directors (Continued)

董事會報告(續)

Remuneration to key management personnel of the Group, including Directors described in note 9(a) to the Group's audited consolidated financial statements are continuing connected transactions exempt from the connected transaction requirements under Rule 20.93 of the GEM Listing Rules.

載於本集團經審核綜合財務報表附註9(a)的本集團主要管理人員(包括董事)之薪酬乃豁免遵守GEM上市規則第20.93條關連交易規定的持續關連交易。

Corporate Governance

The Company is firmly committed to maintaining and ensuring a high level of corporate governance standards and will review and improve the corporate governance practices and standards constantly. Except for the deviation from code provision A.2.1 of the CG Code, the Company has complied with the code provisions set out in the CG Code contained in Appendix 15 to the GEM Listing Rules from the Listing Date up to the date of this annual report. Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Yeung Ho Ting Dennis is the chairman and the chief executive officer of the Company. In view of Mr. Yeung's role in day-to-day operations and management of the Group since April 2009, the Board believes that it is in the best interest of the Group to have Mr. Yeung taking up both roles for effective management and business development. Therefore, the Directors consider that the deviation from the code provision A.2.1 of the CG Code is appropriate in such circumstance and the Board is of the view that this management structure is effective for the Group's operations and sufficient checks and balances are in place.

Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 21 to 40 of this annual report.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this annual report, the Company has maintained a sufficient public float as required under the GEM Listing Rules.

企業管治

本公司致力維持及確保高水平的企業管治標準，並會不斷檢討及改善企業管治常規及標準。除偏離企業管治守則之守則條文第A.2.1條外，本公司自上市日期起直至本年報日期為止一直遵守GEM上市規則附錄15所載企業管治守則的守則條文。企業管治守則之守則條文第A.2.1條規定，主席與行政總裁的角色應分離，不得由同一人擔任。楊浩廷先生為本公司董事長兼行政總裁。鑑於楊先生自二零零九年四月起在本集團擔任負責日常營運及管理方面的角色，董事會認為讓楊先生擔任負責有效管理及業務發展的角色符合本集團的最佳利益。因此，董事會認為，在該等情況下，偏離企業管治守則之守則條文第A.2.1條規定是適當的，董事會認為該管理架構對本集團的業務營運有效，且有充足的制衡。

本公司所採納之企業管治常規的詳情載於本年報第21至40頁的企業管治報告。

充足公眾持股量

根據本公司可公開獲得的資料及就董事所知，截至本年報日期，本公司已維持GEM上市規則所規定的充足公眾持股量。

Report of the Board of Directors (Continued)

董事會報告(續)

Pre-Emptive Rights

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

Permitted Indemnity Provision

Subject to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), every Director is entitled under the Company's Articles of Association to be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses may incur or sustain 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 or trusts, except such (if any) as he or she shall incur or sustain through their own fraud or dishonesty.

The Company has maintained a directors and officers liability insurance during the year ended 31 May 2019. To the extent as permitted by the Companies Ordinance, a directors' liability insurance is currently in place to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

Employees and Remuneration Policies

As at 31 May 2019, the Group had 92 employees (2018: 89 employees). The remuneration package the Group offered to the Group's employees includes salary, bonuses and other cash subsidies. In general, the Group determines employees' salaries based on each employee's qualifications, position and seniority. The Group has designed an annual review system to assess the performance of the Group's employees, which forms the basis of the Group's decisions with respect to salary raises, bonuses and promotions.

優先購買權

開曼群島法律及章程細則概無就本公司須按比例向現有股東提呈發售新股份之優先購買權或類似權利作出任何規定。

獲准許的彌償條文

根據公司條例(香港法例第622章),每名董事均有權根據本公司組織章程細則,可從本公司之資產獲得彌償,就各自之職務或信託執行彼等職責或假定職責時因所作出、發生之作為或不作為而招致或蒙受之所有訴訟、費用、收費、損失、損害及開支,可獲確保免就此受任何損害,惟該等(如有)由其招致或蒙受欺詐或不忠誠者除外。

截至二零一九年五月三十一日止年度,本公司已購買董事及行政人員責任保險。在公司條例允許之情況下,目前已備有適當的董事責任保險以保障董事在針對董事索償時產生的潛在成本及責任。

僱員及薪酬政策

於二零一九年五月三十一日,本集團擁有92名僱員(二零一八年:89名僱員)。本集團向本集團僱員提供的薪酬組合包括薪金、花紅及其他現金補貼。一般而言,本集團根據各僱員的資歷、職位及年資釐定薪金。本集團已制定年度檢討機制以評估僱員的表現,此機制亦是本集團提升薪金、花紅及升職決定的基準。

Relationship with Stakeholders

The Group understands the importance of maintaining a good relationship with its key stakeholders, including its employees, customers and suppliers, to meet its immediate and long-term business goals. During the year ended 31 May 2019, there were no material and significant disputes between the Group and its employees, customers and suppliers.

The Group recognises employees as one of its valuable assets and strictly complies with the labour laws and regulations and reviews regularly the existing staff benefits for improvement. Apart from the reasonable remuneration packages, the Group also offers other employee benefits, such as medical insurance. The Group provides good quality services to its customers and keeps a database for direct communications with recurring customers for developing a long-term trusted relationship. The Group also maintains effective communication and develops a long-term business relationship with the suppliers.

Business Review

A fair review of the business of the Company as well as a discussion and analysis of the Group's performance during the year ended 31 May 2019 and the material factors underlying its results and financial position can be found in the management discussion and analysis set out on pages 6 to 20 of this annual report. These discussions form part of this report.

Environmental, Social and Governance Report

The environmental, social and governance report, which forms part of this report, is set out on pages 41 to 51 of this annual report.

Annual General Meeting

The forthcoming annual general meeting (the "AGM") of the Company will be held on 5 November 2019, the notice of which shall be sent to the shareholders of the Company in accordance with the Articles, the GEM Listing Rules and other applicable laws and regulations.

與利益相關者的關係

本集團了解維持與其主要利益相關者(包括員工、客戶及供應商)保持良好關係以實現其即時及長期的業務目標的重要性。截至二零一九年五月三十一日止年度,本集團與其員工、客戶及供應商之間概無重大爭議。

本集團確認員工為其寶貴的資產之一,並嚴格遵守勞動法律法規,定期檢討現有職工福利,以求發展。除了合理的薪酬制度外,本集團亦提供其他員工福利,如醫療保險。本集團為客戶提供優質的服務,並保留經常性客戶數據庫便於與其直接溝通,以發展長期信任關係。本集團亦與供應商保持有效的溝通,並建立長期業務關係。

業務回顧

有關截至二零一九年五月三十一日止年度,本公司業務的公平回顧及本集團表現的討論及分析,以及與業績及財務狀況有關的重大因素載列於本年報第6至20頁所載的管理層討論及分析。有關討論構成本報告一部分。

環境、社會及管治報告

構成本報告一部分的環境、社會及管治報告載於本年報第41至第51頁。

股東週年大會

本公司將於二零一九年十一月五日召開應屆股東週年大會(「股東週年大會」),大會通告將根據章程細則、GEM上市規則及其他適用法律及法規寄發予本公司股東。

Report of the Board of Directors (Continued)

董事會報告(續)

Closure of Register of Members

In order to ascertain entitlements to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Thursday, 31 October 2019 to Tuesday, 5 November 2019, both days inclusive, during which period no transfer of Shares will be registered.

Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 30 October 2019.

Events After the Reporting Period

Save as disclosed in this annual report, the Directors are not aware of any significant event requiring disclosure that has taken place subsequent to 31 May 2019 and up to the date of approval of this report.

Auditor

The consolidated financial statements for the year ended 31 May 2019 have been audited by PricewaterhouseCoopers, who shall retire at the forthcoming annual general meeting and, being eligible, offered themselves for re-appointment.

There was no changes in the Company's auditor during the past three years.

By order of the Board
In Technical Productions Holdings Limited
Yeung Ho Ting Dennis
Chairman

13 August 2019

暫停辦理股份過戶登記手續

為確定享有出席應屆股東週年大會及於會上投票的資格，本公司將於二零一九年十月三十一日(星期四)至二零一九年十一月五日(星期二)(包括首尾兩日)暫停辦理股份過戶登記手續，期間將不會辦理過戶登記。

股東務須確保所有填妥的股份過戶表格連同相關股票，最遲須於二零一九年十月三十日(星期三)下午四時三十分前交回本公司的香港股份過戶登記分處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心54樓)。

報告期後事項

除本年報所披露者外，據董事所知，於二零一九年五月三十一日後至本報告獲批准日期並無發生任何須予披露的重大事件。

核數師

截至二零一九年五月三十一日止年度的綜合財務報表已由羅兵咸永道會計師事務所審核，而其將於應屆股東週年大會上退任並符合資格及願意膺選連任。

本公司於過往三年並無更換核數師。

承董事會命
In Technical Productions Holdings Limited
主席
楊浩廷

二零一九年八月十三日

Biographies of Board of Directors and Senior Management

董事及高層管理人員之簡歷

Executive Directors

Mr. Yeung Ho Ting Dennis (楊浩廷), aged 46, was appointed as a Director on 4 November 2016 and was re-designated as an executive Director, chief executive officer and chairman of the Board on 10 November 2016. Mr. Yeung is also the founder, chief executive officer of the Group and a director of each of ITP (BVI), ITP (HK), Intechpro Macau Limited, and the executive director, general manager and legal representative of each of Shiji Tiansheng Cultural Communication (Shenzhen) Limited (世紀天盛文化傳播(深圳)有限公司) and Shanghai Yingtegao Stage Arts Limited (上海英特高舞台藝術有限公司). Mr. Yeung founded the Group in April 2009 and is primarily responsible for devising strategies to develop the Group and overseeing the business and financial performance of the Group. Throughout the years of serving the Group, Mr. Yeung led the Group to adopt a number of latest LED and projection technologies for creative applications for pop concerts, such as Mesh LED and transparent LED panels. Mr. Yeung has nearly 10 years of experience in video equipment rental and services. Prior to founding the Group, Mr. Yeung worked as a senior manager of I-MAG International Limited, a company which is principally engaged in video equipment rental business where he was responsible for customer accounts handling from April 2007 to May 2009. During the course of his promotion of video equipment rental service for I-MAG International Limited to its customers, Mr. Yeung acquired the relevant knowledge of the video equipment and visual display industry. From July 1999 to March 2007, Mr. Yeung worked in various companies and was responsible for sales of products and customer services.

Mr. Yeung obtained a Bachelor of Civil Engineering degree from Monash University, Clayton Campus in Australia in May 1998.

Mr. Tam Chun Yu (譚震宇), aged 42, was appointed as an executive Director on 10 November 2016. Mr. Tam joined the Group as an operation manager in June 2009 and is primarily responsible for planning, organising, coordinating and implementing visual display solutions of the Group. Mr. Tam has over 14 years of experience in video equipment rental and visual display solutions. Prior to joining the Group, Mr. Tam worked as a technician of I-MAG International Limited from April 2007 to June 2009 and Cosmo Pro AV Co. from February 2002 to February 2006. Mr. Tam attended his secondary school education in Hong Kong from September 1990 to August 1993.

執行董事

楊浩廷先生，46歲，於二零一六年十一月四日獲委任為董事並於二零一六年十一月十日調任為執行董事、行政總裁兼董事會主席。楊先生亦為本集團創辦人及行政總裁、ITP (BVI)、ITP (HK)及英特高澳門一人有限公司的董事兼世紀天盛文化傳播(深圳)有限公司及上海英特高舞台藝術有限公司的執行董事、總經理及法律代表。楊先生於二零零九年四月創辦本集團並主要負責制定策略發展本集團以及監督本集團的業務及財務表現。服務本集團多年以來，楊先生帶領本集團採納多項最新的LED及投射技術以創意方式應用於流行音樂會，如網格LED及透明LED顯示屏。楊先生於視頻設備租賃及服務方面擁有近10年經驗。創辦本集團前，楊先生曾任I-MAG International Limited高級經理，該公司主要從事視頻設備租賃業務，彼於二零零七年四月至二零零九年五月在該公司負責處理客戶賬目。於彼為I-MAG International Limited向客戶推廣視頻設備租賃服務期間，楊先生獲得視頻設備及視像顯示行業的相關知識。於一九九九年七月至二零零七年三月，楊先生任職於多家公司，負責產品銷售及客戶服務。

楊先生於一九九八年五月獲得澳大利亞克萊頓校區蒙納什大學土木工程學士學位。

譚震宇先生，42歲，於二零一六年十一月十日獲委任為執行董事。譚先生於二零零九年六月加入本集團擔任營運經理，主要負責為本集團計劃、組織、協調及執行視覺顯示解決方案。譚先生於視頻設備租賃及視像顯示解決方案擁有逾14年經驗。於加入本集團之前，譚先生於二零零七年四月至二零零九年六月任I-MAG International Limited的技術員，於二零零二年二月至二零零六年二月期間任Cosmo Pro AV Co.的技術員。於一九九零年九月至一九九三年八月，譚先生於香港接受中學教育。

Biographies of Board of Directors and Senior Management (Continued) 董事及高層管理人員之簡歷(續)

Independent non-executive Directors

Mr. Li Kai Sing (李啟承), aged 57, was appointed as an independent non-executive Director on 19 May 2017 and the chairperson of the audit committee and a member of the remuneration committee and nomination committee of the Company on 19 May 2017. Mr. Li has over 15 years of experience in accounting and finance matters. Mr. Li has been an executive director of Focus Films Limited since September 2003. Mr. Li was the Chief Financial Officer of Team Work Corporation Limited from August 2000 to September 2003, the financial controller of China Star Entertainment Limited (stock code: 0326) from June 1999 to July 2000, an executive director of Interform Ceramics Technologies Limited (now known as Alibaba Pictures Group Limited) (stock code: 1060) from October 1995 to March 1999, and a vice president, finance of Leading Spirit (Holdings) Company Limited (subsequently known as Leading Spirit High-Tech (Holdings) Company Limited) (Hong Kong stock code: 0606) from July 1992 to December 1993, the shares of which are listed on the Stock Exchange. Mr. Li has been an independent non-executive director of BExcellent Group Holdings Limited (stock code: 1775), the shares of which are listed on the Stock Exchange, since June 2018.

Mr. Li was admitted as an associate of HKICPA in September 1988 and is currently a member of HKICPA. He was also admitted as an associate of the Association of Chartered Certified Accountants (formerly known as Chartered Association of Certified Accountants) in September 1988. Mr. Li was also a certified financial planner as recognised by the Institute of Financial Planners of Hong Kong in July 2004. Mr. Li obtained an Executive Master of Business Administration from The Hong Kong University of Science and Technology in November 2007 and a Bachelor of Social Science degree from The Chinese University of Hong Kong in December 1985.

Mr. Ma Tsz Chun (馬時俊), aged 54, was appointed as an independent non-executive Director on 19 May 2017 and the chairperson of the remuneration committee and a member of the audit committee and nomination committee of the Company on 19 May 2017. Mr. Ma has over 29 years of experience in accounting and finance matters. Mr. Ma has been a director of Andrew & Associates CPA Limited since November 2014, a director of Sino-Bridge China Consulting Ltd since October 2004 and an independent non-executive director of Chinese Estates Holdings Limited (stock code: 0127), the shares of which are listed on the Stock Exchange, since November 2008.

獨立非執行董事

李啟承先生，57歲，於二零一七年五月十九日獲委任為獨立非執行董事及於二零一七年五月十九日獲委任為本公司審核委員會主席兼薪酬委員會及提名委員會成員。李先生於會計及財務事宜擁有逾15年經驗。於二零零三年九月起至今，李先生擔任Focus Films Limited之執行董事。於二零零零年八月至二零零三年九月，李先生擔任Team Work Corporation Limited之首席財務官；於一九九九年六月至二零零零年七月，彼擔任中國星集團有限公司(股份代號：0326)財務總監；於一九九五年十月至一九九九年三月，擔任圓方陶瓷科技有限公司(現稱為阿里巴巴影業集團有限公司)(股份代號：1060)執行董事；及於一九九二年七月至一九九三年十二月，擔任東寧集團有限公司(後稱為東寧高科技(控股)有限公司)(香港股份代號：0606)財務副總裁，該等公司股份於聯交所上市。李先生於二零一八年六月至今擔任精英匯集團控股有限公司(其股份於聯交所上市，股份代號：1775)獨立非執行董事。

李先生於一九八八年九月獲認許為香港會計師公會會員，現為香港會計師公會正式會員。彼亦於一九八八年九月獲認許為特許公認會計師公會會員。李先生亦於二零零四年七月擔任香港財務策劃師學會認許的認可財務策劃師。李先生於二零零七年十一月於香港科技大學取得行政人員工商管理碩士學位，並於一九八五年十二月取得香港中文大學社會科學學士學位。

馬時俊先生，54歲，於二零一七年五月十九日獲委任為獨立非執行董事及於二零一七年五月十九日獲委任為本公司薪酬委員會主席兼審核委員會及提名委員會成員。馬先生於會計及財務事宜擁有逾29年經驗。馬先生於二零一四年十一月至今擔任達康會計師事務所有限公司董事、於二零零四年十月至今擔任龍躍中國顧問有限公司董事及於二零零八年十一月至今擔任華人置業集團有限公司(其股份於聯交所上市，股份代號：0127)獨立非執行董事。

Biographies of Board of Directors and Senior Management (Continued) 董事及高層管理人員之簡歷(續)

Mr. Ma was admitted as an associate of HKICPA in September 1990 and a certified public accountant (practicing) of that organisation in January 2001. He was also admitted initially as an associate in October 1990 and subsequently as a fellow in November 1995 of the Association of Chartered Certified Accountants (formerly known as Chartered Associations of Certified Accountants).

Mr. Ma obtained a master's degree of science in China business studies from Hong Kong Polytechnic University in October 2009, a master's degree of science and a master's degree of business administration both from The Chinese University of Hong Kong in December 2003 and December 1997 respectively, and a professional diploma in accountancy in Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) in November 1987.

Ms. Loh Lai Ping, Phillis (羅麗萍), aged 54, was appointed as an independent non-executive Director on 19 May 2017 and a member of the audit committee and remuneration committee of the Company on 19 May 2017. Ms. Loh has accumulated extensive experience in the legal field since 1988. From September 1988 to July 1993, she served as a trainee solicitor initially and then a solicitor in Johnson Stokes & Master, a law firm, where she was responsible for various legal matters including litigation. Since January 1998, she has been a barrister in private practice responsible for litigation work. Ms. Loh has been an independent non-executive director of Chinese Estates Holdings Limited (stock code: 0127), the shares of which are listed on the Stock Exchange, since January 2006 and was an independent non-executive director of The Kwong Sang Hong International Limited (Former stock code: 0189), the shares of which were listed on the Stock Exchange for the period from April 2003 to February 2005.

Ms. Loh was admitted as a solicitor of the Supreme Court of Hong Kong in September 1990 and a barrister of the High Court of Hong Kong in January 1998. She was also admitted as a solicitor of the Supreme Court of England and Wales in August 1991. She has also been a solicitor and a barrister of the Supreme Court of Australian Capital Territory in Australia since October 1991.

Ms. Loh was appointed as a member of the Board of Review (Inland Revenue Ordinance) for a term of 3 years commencing 1 January 2018, Deputy District Judge in the District Court of Hong Kong in June 2014 and January-February 2016, and Temporary Deputy Registrar in the High Court of Hong Kong in July 2018.

馬先生於一九九零年九月獲認許為香港會計師公會會員，並於二零零一年一月獲認許為該組織的註冊會計師(執業)。彼亦於一九九零年十月首先獲認許為特許公認會計師公會會員，並其後於一九九五年十一月獲認許為資深會員。

馬先生於二零零九年十月於香港理工大學取得中國商貿管理學碩士學位、於二零零三年十二月及一九九七年十二月於香港中文大學分別取得科學碩士學位及工商管理碩士學位以及於一九八七年十一月於香港理工學院(現稱為香港理工大學)取得會計學專業文憑。

羅麗萍女士，54歲，於二零一七年五月十九日獲委任為獨立非執行董事及於二零一七年五月十九日獲委任為本公司審核委員會兼薪酬委員會成員。羅女士自一九八八年以來已在法律領域積累了豐富經驗。於一九八八年九月至一九九三年七月，彼先後於孖士打律師行擔任見習律師及律師，孖士打律師行為一家律師事務所，彼於該公司負責包括訴訟在內的多項法律事宜。自一九九八年一月起，彼成為負責訴訟工作的私人執業大律師。於二零零六年一月起至今，盧女士為華人置業集團有限公司(其股份於聯交所上市，股份代號：0127)之獨立非執行董事；及於二零零三年四月至二零零五年二月期間，為The Kwong Sang Hong International Limited(其股份曾於聯交所上市，前股份代號：0189)之獨立非執行董事。

羅女士於一九九零年九月獲認許為香港最高法院律師，並於一九九八年一月獲認許為香港高等法院大律師。彼亦於一九九一年八月獲認許為英格蘭及威爾斯最高法院律師。彼亦自一九九一年十月起為澳洲首都特區最高法院律師兼大律師。

羅女士獲委任為稅務上訴委員會委員，於二零一八年一月一日開始任期為3年，於二零一四年六月及二零一六年一月至二月獲委任為香港區域法院之區域法院暫委法官，並於二零一八年七月獲委任為香港高等法院臨時副司法常務官。

Biographies of Board of Directors and Senior Management (Continued) 董事及高層管理人員之簡歷(續)

Ms. Loh obtained a degree of Bachelor of Laws and a Postgraduate Certificate in Laws from The University of Hong Kong in November 1987 and June 1988 respectively.

Senior Management

Ms. Ng Tsz Ning Loretta (吳紫鈴), aged 47, is an accountant of the Group. Ms. Ng joined the Group in June 2015 and is primarily responsible for overseeing the day-to-day operation of financial activities of the Group. Ms. Ng has over 23 years of experience in accounting and finance. Prior to joining the Group, Ms. Ng was an accounting supervisor of ASB Biodiesel (HK) Limited from March 2014 to June 2015, an accountant of Team Success (Pacific) Limited from February 2012 to November 2013, an accounting manager of Jiawei Solarchina Company Limited from April 2011 to September 2011, an assistant accounting manager of Saraya Hong Kong Co. Ltd. from March 2010 to February 2011, an accounting manager of New Ocean Technology Limited from March 2003 to December 2009 and an accounting and administration manager of VK Holdings (HK) Limited from February 2000 to February 2003.

Ms. Ng obtained a bachelor degree in accountancy from University of South Australia by distance learning in April 2003.

Mr. Lau Kai Chu Kevin (劉佳柱), aged 46, is the internal audit manager of the Group. Mr. Lau joined the Group in October 2016 and is primarily responsible for company policy setting, performing internal audit, and monitoring internal control of operation. Mr. Lau has over 20 years of experience in accounting and internal audit. Prior to joining the Group, Mr. Lau was a director of JR Corporate Services Limited from July 2013 to September 2016. He also worked in CCT Telecom (HK) Limited from April 2012 to December 2012, last served as an internal audit manager. He was also a regional manager, control and compliance of J.V. Fitness Limited from October 2008 to October 2010 and an internal auditor of Michel of HK from December 2006 to October 2008.

Mr. Lau was admitted as a certified internal auditor of the Institute of Internal Auditors in May 2006. Mr. Lau obtained his bachelor's degree of commerce from University of Manitoba in Canada in May 1996.

羅女士分別於一九八七年十一月及一九八八年六月於香港大學取得法學學士學位及法學碩士證書。

高層管理人員

吳紫鈴女士，47歲，為本集團會計師。吳女士於二零一五年六月加入本集團，主要負責監督本集團財務活動的日常運作。吳女士於會計及財務領域擁有逾23年經驗。加入本集團之前，於二零一四年三月至二零一五年六月，吳女士擔任ASB Biodiesel (HK) Limited之會計主管、於二零一二年二月至二零一三年十一月，擔任天成(太平洋)有限公司會計師、於二零一一年四月至二零一一年九月，擔任珈偉太陽能(中國)有限公司會計經理、於二零一零年三月至二零一一年二月，擔任莎羅雅香港有限公司助理會計經理、於二零零三年三月至二零零九年十二月，擔任新洋科技有限公司會計經理；及於二零零零年二月至二零零三年二月，擔任富輝集團(香港)有限公司行政經理。

吳女士透過遠程學習於二零零三年四月於南澳大學取得會計學學士學位。

劉佳柱先生，46歲，為本集團內部審核經理。劉先生於二零一六年十月加入本集團，主要負責制定公司政策、進行內部審核及監管營運的內部控制。劉先生於會計及內部審計領域擁有逾20年經驗。加入本集團前，於二零一三年七月至二零一六年九月期間，劉先生擔任JR Corporate Services Limited之董事。彼於二零一二年四月至二零一二年十二月期間，亦於中建電訊(香港)有限公司工作，最後擔任內部審計經理。於二零零八年十月至二零一零年十月期間，彼亦擔任J.V. Fitness Limited之控制及合規區域經理及於二零零六年十二月至二零零八年十月，擔任Michel of HK之內部審計師。

劉先生於二零零六年五月獲認許為國際內部審計師協會的註冊內部審計師。劉先生於一九九六年五月獲得加拿大曼尼托巴大學商業學士學位。

Biographies of Board of Directors and Senior Management (Continued) 董事及高層管理人員之簡歷(續)

Mr. Xu Minghuan (徐明喚), aged 35, is the project supervisor of Shiji Tiansheng Cultural Communication (Shenzhen) Limited (世紀天盛文化傳播(深圳)有限公司). Mr. Xu joined the Group in February 2009 and is primarily responsible for organising, coordinating and implementing visual display solutions in PRC. Mr. Xu has over 10 years of experience in visual display solutions and operating of visual equipment. Prior to joining the Group, Mr. Xu served as a technical engineer at I-MAG International Limited, a company which was principally engaged in the business of video equipment rental, from May 2007 to June 2009, where he was primarily responsible for coordinating and implementing visual display solutions. From February 2004 to May 2007, Mr. Xu served as the technical director at Black Leopard Performance Equipment Limited (黑豹演藝設備有限公司), a company which was principally engaged in the business of production of lighting and LED and rental of equipment, where he was primarily responsible for repair and installation of equipment.

Mr. Xu received his vocational secondary education regarding electrical and mechanical integration in Guangdong Mechanical & Electrical Polytechnic (廣東省機電學校) in July 2003.

Mr. Pei Mingzhong (裴明忠), aged 36, is the deputy general manager of Shenzhen Shiji Tiansheng Technology Limited (深圳市世紀天盛科技有限公司). Mr. Pei joined the Group in June 2013 and is primarily responsible for equipment development and maintenance. Mr. Pei has over eight years of experience in visual equipment development. Prior to joining the Group, Mr. Pei was a technical director of research and development department of Shenzhen Zhongxiang Innovation Optoelectronics Limited (深圳中祥創新光電有限公司) from December 2012 to June 2013 and a manager of research and development department of Shenzhen Broad Horizon Optoelectronics Limited (深圳大眼界光電科技有限公司) from August 2008 to December 2012.

Mr. Pei received his tertiary education in mechatronics from Jiangxi Yuzhou Electronic Industrial College (江西渝州電子工業學院) in July 2003.

徐明喚先生，35歲，為世紀天盛文化傳播(深圳)有限公司的項目主管。徐先生於二零零九年二月加入本集團，主要負責於中國組織、協調及執行視像顯示解決方案。徐先生於視像顯示解決方案及視像設備營運方面擁有逾10年經驗。加入本集團前，徐先生於二零零七年五月至二零零九年六月擔任I-MAG International Limited(一間主要從事視頻設備租賃業務的公司)的技術工程師，主要負責協調及執行視像顯示解決方案。於二零零四年二月至二零零七年五月，徐先生擔任黑豹演藝設備有限公司(一間主要從事燈光設備及LED生產以及設備租賃業務的公司)的技術總監，主要負責設備維修及安裝。

徐先生於二零零三年七月於廣東省機電學校接受其有關電積分法及機械積分法的中等職業教育。

裴明忠先生，36歲，為深圳市世紀天盛科技有限公司副總經理。裴先生於二零一三年六月加入本集團，主要負責設備開發及維護。裴先生於視像設備開發方面擁有逾八年經驗。加入本集團之前，於二零一二年十二月至二零一三年六月，裴先生擔任深圳中祥創新光電有限公司研發技術部總監及於二零零八年八月至二零一二年十二月，擔任深圳大眼界光電科技有限公司研發部經理。

裴先生於二零零三年七月於江西渝州電子工業學院接受其機械電子學高等教育。

Biographies of Board of Directors and Senior Management (Continued) 董事及高層管理人員之簡歷(續)

Company Secretary

Ms. Leung Yin Fai (梁燕輝), aged 54, was appointed as the Group's company secretary on 10 November 2016. Ms. Leung has been a director of K E Corporate Services Limited (a company secretarial services provider) since April 2016, the managing director of K E Management & Consultancy (Shanghai) Co., Ltd. since August 2015 and an independent non-executive director of Green Leader Holdings Group Limited (Hong Kong Stock Code: 0061) since April 2014. Ms. Leung was a director of KCS Hong Kong Limited from August 2008 to October 2014.

Ms. Leung was admitted as a fellow of the Association of Chartered Certified Accountants (currently known as Chartered Association of Certified Accountants) in the United Kingdom in July 1995. Ms. Leung was also admitted as a fellow member of the CPA Australia in May 2004 and is currently a member of HKICPA. Ms. Leung obtained a master's degree in commerce from the University of New South Wales, Australia in November 2002.

Some English names of Chinese laws and regulations, government authorities, departments, entities, institutions, natural persons, facilities, certificates, titles and the like for which no official English translation exists have been unofficially translated for identification purposes only. In the event of any inconsistency, the Chinese name will prevail.

公司秘書

梁燕輝女士，54歲，於二零一六年十一月十日獲委任為本集團公司秘書。梁女士自二零一六年四月一直為K E Corporate Services Limited(一間公司秘書供應商)之董事、自二零一五年八月為K E管理諮詢上海有限公司及自二零一四年四月為綠領控股集團有限公司(香港股份代號：0061)之常務董事及獨立非執行董事。梁女士從二零零八年八月至二零一四年十月間為KCS香港有限公司之董事。

梁女士於一九九五年七月獲得英國特許註冊會計師公會(現為特許註冊會計師公會)的會員資格。梁女士亦於二零零四年五月獲得澳大利亞註冊會計師協會會員資格，現為香港會計師公會會員。梁女士於二零零二年十一月獲得澳大利亞新南威爾士大學商學碩士學位。

中國法律及法規、政府當局、部門、實體、機構、法人、設施、證書、職稱等英文名稱不存在官方英文譯文的英文名稱已經被非正式翻譯且僅供識別。如有不一致之處，以中文名稱為準。

Independent Auditor's Report 獨立核數師報告



羅兵咸永道

To the Shareholders of In Technical Productions Holdings Limited

(incorporated in Cayman Islands with limited liability)

致 In Technical Productions Holdings Limited
股東

(於開曼群島註冊成立之有限公司)

Opinion

What we have audited

The consolidated financial statements of In Technical Productions Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 84 to 167, which comprise:

- the consolidated statement of financial position as at 31 May 2019;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 May 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見

我們已審計的內容

In Technical Productions Holdings Limited (以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第84至167頁的綜合財務報表，包括：

- 於二零一九年五月三十一日的綜合財務狀況表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零一九年五月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

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Independent Auditor's Report (Continued)

獨立核數師報告(續)

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

Key Audit Matters

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

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Key audit matter identified in our audit is related to estimated useful lives of visual display equipment: 我們在審計中識別的關鍵審計事項與視像顯示設備的估計可使用年期有關：

Key Audit Matter 關鍵審計事項

How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項

Estimated useful lives of visual display equipment:

視像顯示設備的估計可使用年期：

Refer to Note 2.6 in the summary of significant accounting policies, Note 4(a) in the critical accounting estimates and judgements and Note 14 to the consolidated financial statements for related disclosure.

請參閱主要會計政策概要附註2.6、關鍵會計估計及判斷附註4(a)及綜合財務報表附註14的相關披露。

As at 31 May 2019, the Group held visual display equipment of approximately HK\$75.6 million. For the year ended 31 May 2019, depreciation of approximately HK\$17.4 million for these visual display equipment was recognised under "cost of services" in the consolidated statement of comprehensive income.

於二零一九年五月三十一日，貴集團擁有視像顯示設備約75.6百萬港元。截至二零一九年五月三十一日止年度，視像顯示設備於綜合全面收益表「服務成本」中已確認折舊約17.4百萬港元。

Depreciation of visual display equipment is calculated using a straight-line method to allocate the cost over their estimated useful lives of 8 years, except for those equipment which are custom made for a particular project or event and, their cost is depreciated over the duration of the project or event.

視像顯示設備折舊是按直線法計算，在其預計可使用年期為8年的情況下分配成本，但特定項目或活動定制的設備除外及此類設備成本按項目或活動持續期間折舊。

Our procedures in relation to management's estimated useful lives of the visual display equipment included:

我們就管理層估計視像顯示設備的可使用年期所執行的程序包括：

— We assessed the reasonableness of the useful lives adopted by the Group by reviewing the historical usage of the equipment, discussing with management and making reference to, where available, independent research report on durability, expected repairs and maintenance and future demand of visual display equipment;

— 透過審閱設備過去用途、與管理層進行討論以及參照(倘有)有關視像顯示設備耐用性、預期維修及維護及未來需求的獨立研究報告，評估 貴集團所採納可使用年期的合理性；

— We tested on a sample basis, whether additions to visual display equipment have been recorded in proper categories for the calculation of depreciation; and

— 我們抽樣測試 貴集團於計算折舊時是否已將新增視像顯示設備記錄於適當類別；及

— We observed the Group's physical count procedures on visual display equipment and the physical condition of the relevant assets to identify whether there is any damaged or obsolete visual display equipment.

— 我們核查 貴集團視像顯示設備的實際計算程序及相關資產的實際狀況，以識別是否存在任何受損或過時的視像顯示設備。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Key Audit Matter

關鍵審計事項

Management estimates useful lives of the visual display equipment with reference to the durability, expected repairs and maintenance and future demand of the equipment.

管理層乃經參考視像顯示設備的耐用性、預期維修及維護及未來需求，估計視像顯示設備的可使用年期。

Management also takes into account the industry practice and expectation on technical or commercial obsolescence arising from changes or improvements in the market relevant to their business.

管理層亦考慮行業慣例及因其相關業務的市場變化或改善導致技術或商業方面過時的預期。

We focused on this area because the carrying amount of visual display equipment is significant to the consolidated financial statements and the determination of estimated useful lives of visual display equipment, which has a direct impact on the calculation of depreciation, requires the use of significant judgements and estimates.

我們著重此領域是因為視像顯示設備的賬面值對綜合財務報表意義重大，且釐定對折舊的計算構成直接影響的視像顯示設備的估計可使用年期均須使用重大判斷及估計。

Other Information

The directors of the Company 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 this other information, we are required to report that fact. We have nothing to report in this regard.

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Based on the procedures described, we found the estimated useful lives of the visual display equipment were supportable by the available evidence.

基於上述程序，我們發現視像顯示設備的估計可使用年期有可得之憑證作為支持。

其他信息

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

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

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

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by 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.

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事及治理層就綜合財務報表須承擔的責任

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

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

治理層須負責監督貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

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

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和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這些風險，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，或凌駕於內部控制之上，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控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價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。
- 對董事採用持續經營會計基礎的恰當性作出結論。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。如果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使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於直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不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。

Independent Auditor's Report (Continued) 獨立核數師報告(續)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

The engagement partner on the audit resulting in this independent auditor's report is Chu Wang Hay.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 13 August 2019

- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是朱宏曦。

羅兵咸永道會計師事務所
執業會計師

香港，二零一九年八月十三日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 May 2019 截至二零一九年五月三十一日止年度

		Year ended 31 May 截至五月三十一日止年度		
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元	
		Note 附註		
Revenue	收益	6(a)	94,272,942	83,607,289
Cost of services	服務成本	8	(48,134,623)	(41,462,687)
Gross profit	毛利		46,138,319	42,144,602
Other income	其他收入	6(b)	121,237	125,657
Other (losses)/gains, net	其他(虧損)/收益淨額	7	(126,264)	173,071
Administrative expenses	行政開支	8	(19,624,725)	(18,141,201)
Operating profit	經營溢利		26,508,567	24,302,129
Finance income	財務收入	10	583,286	375,879
Finance costs	財務成本	10	(542,457)	(2,176,541)
Finance income/(costs), net	財務收入/(成本)淨額	10	40,829	(1,800,662)
Profit before income tax	所得稅前溢利		26,549,396	22,501,467
Income tax expense	所得稅開支	11	(4,013,832)	(4,573,845)
Profit for the year	年度溢利		22,535,564	17,927,622
Attributable to:	以下人士應佔：			
— Owners of the Company	— 本公司擁有人		22,484,660	17,919,344
— Non-controlling interests	— 非控股權益		50,904	8,278
			22,535,564	17,927,622
Other comprehensive (losses)/income:	其他全面(虧損)/收入：			
<i>Item that may be subsequently reclassified to profit or loss</i>	<i>其後可能重新分類至損益的項目</i>			
— Exchange difference on translation of foreign operations	— 換算海外業務的匯兌差額		(18,928)	109,137
Total comprehensive income for the year	年度全面收益總額		22,516,636	18,036,759

Consolidated Statement of Comprehensive Income (Continued)

綜合全面收益表(續)

For the year ended 31 May 2019 截至二零一九年五月三十一日止年度

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
		Note 附註	
Attributable to:	以下人士應佔：		
— Owners of the Company	— 本公司擁有人		18,024,017
— Non-controlling interests	— 非控股權益	13	12,742
			22,516,636
Earnings per share for profit attributable to owners of the Company during the year	年內本公司擁有人應佔溢利的每股盈利		2.26
— Basic and diluted (HK cents)	— 基本及攤薄(港仙)	12	2.81

The notes on pages 93 to 167 are an integral part of these consolidated financial statements.

第93至167頁之附註為該等綜合財務報表之一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 May 2019 於二零一九年五月三十一日

		Note 附註	As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Assets	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	76,992,646	81,818,109
Prepayments and deposits	預付款項及按金	15	13,482,419	184,004
			90,475,065	82,002,113
Current assets	流動資產			
Trade receivables	貿易應收款項	15	25,054,729	8,630,466
Prepayments, deposits and other receivables	預付款項、按金及其他 應收款項	15	13,066,923	11,819,498
Amount due from the immediate holding company	應收直接控股公司款項	22	—	300,940
Term deposits with initial terms of over three months	原到期日逾三個月的定期 存款	16(a)	—	20,700,000
Pledged short-term bank deposits	已抵押短期銀行存款	16(a)	3,016,286	3,009,963
Cash and cash equivalents	現金及現金等價物	16(b)	28,838,810	23,137,022
			69,976,748	67,597,889
Total assets	總資產		160,451,813	149,600,002
Equity	權益			
Capital and reserves attributable to the owners of the Company	本公司擁有人應佔股本及 儲備			
Share capital	股本	17	8,000,000	8,000,000
Share premium	股份溢價	17	56,496,624	56,496,624
Other reserves	其他儲備		1,358,514	1,042,602
Retained earnings	保留盈利		64,050,344	41,897,980
			129,905,482	107,437,206
Non-controlling interests	非控股權益	13	(242,391)	(290,751)
Total equity	權益總額		129,663,091	107,146,455

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

As at 31 May 2019 於二零一九年五月三十一日

		Note 附註	As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Liabilities	負債			
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	23	7,588,721	8,143,827
Other payables	其他應付款項	20	—	195,000
			7,588,721	8,338,827
Current liabilities	流動負債			
Other payables and accrued liabilities	其他應付款項及應計負債	20	9,336,471	20,283,245
Bank borrowings	銀行借款	21	6,741,606	10,997,772
Obligations under finance leases	融資租賃承擔	19	41,344	109,048
Taxation payable	應付稅項		7,080,580	2,724,655
			23,200,001	34,114,720
Total liabilities	總負債		30,788,722	42,453,547
Total equity and liabilities	權益及負債總額		160,451,813	149,600,002

The consolidated financial statements on page 84 to 167 were approved by the Board of Director on 13 August 2019 and were signed on its behalf.

第84至167頁之綜合財務報表於二零一九年八月十三日獲董事會批准及代簽。

Yeung Ho Ting Dennis
楊浩廷
Director
董事

Tam Chun Yu
譚震宇
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 May 2019 截至二零一九年五月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests 非控股權益	Total equity 權益總額
		Share capital (Note 17) 股本 (附註17) HK\$ 港元	Share premium (Note 17) 股份溢價 (附註17) HK\$ 港元	Capital reserve (Note 18(a)) 資本儲備 (附註18(a)) HK\$ 港元	Exchange reserve 匯兌儲備 HK\$ 港元	Statutory reserve (Note 18(b)) 法定儲備 (附註18(b)) HK\$ 港元	Retained earnings 保留盈利 HK\$ 港元	Total 總計 HK\$ 港元		
Balance at 1 June 2018	於二零一八年六月一日的結餘	8,000,000	56,496,624	773,744	268,858	—	41,897,980	107,437,206	(290,751)	107,146,455
Profit for the year	年內溢利	—	—	—	—	—	22,484,660	22,484,660	50,904	22,535,564
Other comprehensive losses:	其他全面虧損：									
— Exchange difference on translation of foreign operations	— 換算海外業務的匯兌差額	—	—	—	(16,384)	—	—	(16,384)	(2,544)	(18,928)
Total comprehensive (losses)/income	全面(虧損)/收入總額	—	—	—	(16,384)	—	22,484,660	22,468,276	48,360	22,516,636
Transaction with owners: Appropriation (Note 18(b))	與擁有人的交易：撥款(附註18(b))	—	—	—	—	332,296	(332,296)	—	—	—
Balance at 31 May 2019	於二零一九年五月三十一日的結餘	8,000,000	56,496,624	773,744	252,474	332,296	64,050,344	129,905,482	(242,391)	129,663,091

Consolidated Statement of Changes in Equity (Continued)

綜合權益變動表(續)

For the year ended 31 May 2019 截至二零一九年五月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interests	Total equity
		Share capital (Note 17) 股本 (附註17) HK\$ 港元	Share premium (Note 17) 股份溢價 (附註17) HK\$ 港元	Capital reserve (Note 18(a)) 資本儲備 (附註18(a)) HK\$ 港元	Exchange reserve 匯兌儲備 HK\$ 港元	Retained earnings 保留盈利 HK\$ 港元	Total 總計 HK\$ 港元	Non-controlling interests 非控股 權益 HK\$ 港元	Total equity 權益總額 HK\$ 港元
Balance at 1 June 2017	於二零一七年 六月一日的結餘	—	—	773,744	164,185	23,978,636	24,916,565	(303,493)	24,613,072
Profit for the year	年內溢利	—	—	—	—	17,919,344	17,919,344	8,278	17,927,622
Other comprehensive income:	其他全面收益：								
— Exchange difference on translation of foreign operations	— 換算海外業務的匯兌差額	—	—	—	104,673	—	104,673	4,464	109,137
Total comprehensive income	全面收益總額	—	—	—	104,673	17,919,344	18,024,017	12,742	18,036,759
Transactions with owners:	與擁有人的交易：								
— Capitalisation Issue (Note 17)	— 資本化發行 (附註17)	6,000,000	6,000,000	—	—	—	12,000,000	—	12,000,000
— Issue of new shares upon share offer (Note 17)	— 根據股份發售 發行新股份 (附註17)	2,000,000	58,000,000	—	—	—	60,000,000	—	60,000,000
— Share issuance costs (Note 17)	— 股份發行成本 (附註17)	—	(7,503,376)	—	—	—	(7,503,376)	—	(7,503,376)
Balance at 31 May 2018	於二零一八年 五月三十一日的 結餘	8,000,000	56,496,624	773,744	268,858	41,897,980	107,437,206	(290,751)	107,146,455

The notes on pages 93 to 167 are an integral part of these consolidated financial statements.

第93至167頁之附註為該等綜合財務報表之一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 May 2019 截至二零一九年五月三十一日止年度

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
		Note 附註	
Cash flows from operating activities 經營活動所得現金流量			
Operating profit	經營溢利	26,508,567	24,302,129
Adjustment for:	就下列各項作出調整：		
Depreciation	折舊	17,965,111	15,316,596
Operating profit before working capital changes	營運資金變動前經營溢利	44,473,678	39,618,725
Changes in working capital:	營運資金變動：		
Trade receivables	貿易應收款項	(16,445,463)	(2,814,953)
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	(9,138,411)	(4,706,322)
Contract liabilities	合約負債	(5,654,688)	—
Other payables and accrued liabilities	其他應付款項及應計負債	(1,664,958)	(16,223,576)
Cash generated from operations	經營所得現金	11,570,158	15,873,874
Hong Kong profits tax paid	已付香港利得稅	(213,013)	(1,995,447)
Net cash generated from operating activities	經營活動所得現金 淨額	11,357,145	13,878,427
Cash flows from investing activities 投資活動所得現金流量			
Interest received	已收利息	583,286	375,879
Decrease/(increase) in term deposits with initial terms of over three months	原到期日逾三個月的定期 存款減少/(增加)	20,700,000	(20,700,000)
Payment for acquisition of property, plant and equipment (Note a & b)	收購物業、廠房及設備 付款(附註a及b)	(22,016,285)	(33,193,401)
Repayment from/(advance to) the immediate holding company	直接控股公司還款/ (向直接控股公司墊款)	300,940	(255,500)
Net cash used in investing activities	投資活動所用現金淨額	(432,059)	(53,773,022)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 May 2019 截至二零一九年五月三十一日止年度

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
	Note 附註		
Cash flows from financing activities			
Repayment of bank borrowings		(4,256,166)	(7,889,113)
Repayment of shareholder's loan (Note c)		—	(2,650,000)
Repayment of capital element of the finance leases		(67,704)	(486,457)
Bank loan interest paid		(534,255)	(751,196)
Increase in pledged short-term bank deposits		(6,323)	(15,127)
Gross proceeds from issuance of new shares		—	60,000,000
Payment of listing expenses	17	—	(2,598,000)
Finance charges on obligations under finance leases		(8,202)	(50,333)
Net cash (used in)/generated from financing activities		(4,872,650)	45,559,774
Net increase in cash and cash equivalents		6,052,436	5,665,179
Effect of foreign exchange rate changes		(350,648)	463,424
Cash and cash equivalents at beginning of the year		23,137,022	17,008,419
Cash and cash equivalents at end of the year	16(b)	28,838,810	23,137,022

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 May 2019 截至二零一九年五月三十一日止年度

Major non-cash transactions include:

- (a) During the year ended 31 May 2019, the Group settled a balance amounting to HK\$2,464,710 for acquisition of certain visual display equipment with deposits for equipment rental, which represented a non-cash transaction. For details, please refer to Note 15 to the consolidated financial statements.

Moreover, certain deposits for equipment rental under current assets amounting to HK\$5,029,283 were reclassified as deposits for purchase of equipment under non-current assets as these deposits will be used to settle part of the considerations for acquisition of certain visual display equipment pursuant to the related purchase agreements entered into by the Group in March 2019. For details, please refer to Note 15 to the consolidated financial statements.

- (b) During the year ended 31 May 2018, the Group settled a balance amounting to HK\$6,889,895 for acquisition of certain visual display equipment in cash. The remaining balance of HK\$6,858,536 was settled with deposits received from a customer, which represented a non-cash transaction. For details, please refer to Note 20 to the consolidated financial statements.
- (c) On 14 June 2017, the Group capitalised the shareholder's loan amounting to HK\$12,000,000 by issuing 599,999,999 new shares of the Company, credited as fully paid, to the then shareholders of the Company. For details, please refer to Note 17 to the consolidated financial statements.

The notes on pages 93 to 167 are an integral part of these consolidated financial statements.

主要非現金交易包括：

- (a) 於截至二零一九年五月三十一日止年度，本集團以設備出租按金結清購買若干視像顯示設備之結餘2,464,710港元，此乃代表非現金交易。有關詳情，請參閱綜合財務報表附註15。

此外，流動資產項下之若干設備出租按金5,029,283港元乃重新分類為非流動資產項下之購買設備按金，原因為根據本集團於二零一九年三月訂立之相關購買協議，該等按金將用於結清購買若干視像顯示設備之部分代價。有關詳情，請參閱綜合財務報表附註15。

- (b) 於截至二零一八年五月三十一日止年度，本集團以現金結清購買若干視像顯示設備之結餘6,889,895港元。剩餘結餘6,858,536港元以收取一名客戶的按金償付，此乃代表非現金交易。有關詳情，請參閱綜合財務報表附註20。
- (c) 於二零一七年六月十四日，本集團透過向本公司當時股東發行599,999,999股入賬列為繳足之本公司新股份，將股東貸款中12,000,000港元款項撥充資本。有關詳情，請參閱綜合財務報表附註17。

第93至167頁的附註是該等綜合財務報表的組成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 General information

In Technical Productions Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 4 November 2016 as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time. The address of its registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KYI-1008 Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together the “Group”) are principally engaged in the provision of visual display solution services for concerts and events primarily in Hong Kong, Macau, the People’s Republic of China (the “PRC”) and Taiwan (the “Business”). The Company’s shares were listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing”) on 14 June 2017.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated, and have been approved for issue by 13 August 2019.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of the Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance (Cap 622). The consolidated financial statements have been prepared under the historical cost convention.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of 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 4.

1 一般資料

In Technical Productions Holdings Limited (「本公司」) 於二零一六年十一月四日根據開曼群島公司法(經修訂)(經不時修訂、補充或以其他方式修改)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, P.O. Box 1350, Grand Cayman, KYI-1008 Cayman Islands。

本公司為一間投資控股公司。本公司及其附屬公司(統稱「本集團」)主要從事為香港、澳門、中華人民共和國(「中國」)及台灣的演唱會及活動提供視象顯示解決方案服務(「業務」)。本公司股份於二零一七年六月十四日於香港聯合交易所有限公司(「聯交所」)GEM上市(「上市」)。

除特別註明外，綜合財務報表以港元(「港元」)列示，並已於二零一九年八月十三日獲批准刊發。

2 主要會計政策概要

編製綜合財務報表所用的主要會計政策載列如下。除非另有所指，否則該等政策在所有呈列年度貫徹應用。

2.1 編製基準

本集團之綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)及香港公司條例之披露規定(第622章)妥為編製。綜合財務報表以歷史成本常規編製。

編製符合香港財務報告準則的綜合財務報表需要使用若干關鍵會計估計。管理層亦須在應用本集團的會計政策過程中行使其判斷。涉及高度的判斷或複雜性的範疇，或涉及對綜合財務報表有重大影響的假設及估計的範疇於附註4中披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

(i) New standards, amendments and interpretations to existing standards adopted by the Group

The following standards and amendments to standards have been adopted by the Group for the first time for the financial year beginning on 1 June 2018:

Amendments to HKAS 40	Transfers of Investment Property
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
HK (IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014–2016 Cycle

The Group has been impacted by HKFRS 9 in relation to the classification of financial assets and the expected credit loss for financial assets, and impacted by HKFRS 15 in relation to the reclassification of advance payments received from customers as contract liabilities as at 1 June 2018. Details of the changes in accounting policies are disclosed in Note 2.2. The adoption of other amendments and interpretation listed above did not have material impact on the Group's accounting policies and consolidated financial statements.

2 主要會計政策概要(續)

2.1 編製基準(續)

(i) 本集團採納的新訂準則、現有準則修訂本及詮釋

於二零一八年六月一日開始的財政年度，本集團首次採納以下準則及準則的修訂本：

香港會計準則第40號(修訂本)	轉撥投資物業
香港財務報告準則第2號(修訂本)	以股份為基礎付款的交易的分類及計量
香港財務報告準則第4號(修訂本)	應用香港財務報告準則第9號金融工具及香港財務報告準則第4號保險合約
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約的收益
香港(國際財務報告詮釋委員會)－詮釋第22號	外幣交易及預付代價
香港財務報告準則(修訂本)	香港財務報告準則二零一四年至二零一六年週期之年度改進

本集團於二零一八年六月一日受到香港財務報告準則第9號關於金融資產分類及金融資產的預期信貸虧損之影響，以及受到香港財務報告準則第15號關於自客戶收取之預付款項重新分類為合約負債之影響。會計政策變動之詳情於附註2.2披露。採納上文所列其他修訂及詮釋並無對本集團的會計政策及綜合財務報表構成重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

- (ii) New standards, amendments to existing standards and interpretations that have been issued but are not yet effective and have not been early adopted

2 主要會計政策概要(續)

2.1 編製基準(續)

- (ii) 已頒佈但尚未生效且尚未提早採納的新訂準則、現有準則修訂本及詮釋

		Effective for annual periods beginning on or after 於下列日期或之 後開始的 年度期間生效
HKFRS 16 香港財務報告準則第16號	Leases 租賃	1 January 2019 二零一九年一月一日
HKFRS 17 香港財務報告準則第17號	Insurance contracts 保險合約	1 January 2021 二零二一年一月一日
HK(IFRIC) Int-23 香港(國際財務報告詮釋 委員會)–詮釋第23號	Uncertainty over income tax treatments 所得稅處理的不確定性	1 January 2019 二零一九年一月一日
Amendments to HKFRS 3 香港財務報告準則第3號 (修訂本)	Definition of a Business 業務的定義	1 January 2020 二零二零年一月一日
Amendments to HKFRS 9 香港財務報告準則第9號 (修訂本)	Prepayment features with negative compensation 反向補償提前還款特徵	1 January 2019 二零一九年一月一日
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及香港 會計準則第28號(修訂本)	Sale or contribution of assets between an investor and its associate or joint venture 投資者與其聯營或合營公司之間的資產出售或注資	To be determined 待定
Amendments to HKAS 1 and HKAS 8 香港會計準則第1號及香港會計 準則第8號(修訂本)	Definition of Material 重大性的定義	1 January 2020 二零二零年一月一日
Amendments to HKAS 19 香港會計準則第19號(修訂本)	Plan amendment, curtailment or settlement 計劃修訂、縮減或清償	1 January 2019 二零一九年一月一日
Amendments to HKAS 28 香港會計準則第28號(修訂本)	Long-term interests in associates and joint ventures 於聯營公司及合營企業之長期權益	1 January 2019 二零一九年一月一日
Amendments to HKFRSs 香港財務報告準則(修訂本)	Annual improvements to HKFRSs 2015–2017 cycle 香港財務報告準則二零一五年至二零一七年週期年度改進	1 January 2019 二零一九年一月一日
Conceptual Framework for Financial Reporting 2018 二零一八年財務報告概念框架	Revised Conceptual Framework for Financial Reporting 經修訂財務報告概念框架	1 January 2020 二零二零年一月一日

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

- (ii) New standards, amendments to existing standards and interpretations that have been issued but are not yet effective and have not been early adopted (Continued)

Management has already commenced the assessment of the impact of the adoption of the above new standards, amendments and interpretations to existing standards and set out below the expected impact on the Group's financial performance and position:

HKFRS 16 "Leases"

HKFRS 16 "Leases" addresses the definition of a lease, recognition and measurement of leases and establishes principles for reporting useful information to users of financial statements about the leasing activities of both lessees and lessors. A key change arising from HKFRS 16 is that most operating leases will be accounted for on statement of financial position for lessees.

The Group is a lessee of various offices, warehouses, car parks, staff quarters and visual display equipment which are currently classified as operating leases. As at 31 May 2019, the Group has non-cancellable operating lease commitments of HK\$4,107,360 (2018: HK\$6,992,047) as set out in Note 27(b).

HKFRS 16 provides new provisions for the accounting treatment of leases and will in the future no longer allow lessees to recognise certain leases outside of the consolidated statement of financial position. Instead, when the Group is the lessee, almost all leases must be recognised in the form of an asset (for the right of use) and a financial liability (for the payment obligation). Thus, each lease will be mapped in the Group's consolidated statement of financial position. Short-term leases of less than twelve months and leases of low-value assets are exempt from the reporting obligation. The new standard will therefore result in an increase in assets and financial liabilities in the Group's consolidated statement of financial position. As for the financial performance impact in the consolidated statement of comprehensive income, rental expenses will be replaced with straight-line depreciation on the right-of-use asset and interest expenses on the lease liability. The combination of the straight-line depreciation of the right-of-use asset and the effective interest rate method applied to the lease liability will result in a higher total charge to the consolidated statement of comprehensive income in the initial years of the lease, and decreasing expenses during the latter part of the lease term.

2 主要會計政策概要(續)

2.1 編製基準(續)

- (ii) 已頒佈但尚未生效且尚未提早採納的新訂準則、現有準則修訂本及詮釋(續)

管理層已對採納上述新準則、現有準則修訂本及詮釋的影響進行評估，有關對本集團財務表現及狀況的預期影響載列如下：

香港財務報告準則第16號「租賃」

香港財務報告準則第16號「租賃」處理租賃的定義、租賃確認及計量，並就向財務報表使用者報告有關承租人和出租人租賃活動的有用資料訂立原則。香港財務報告準則第16號的主要變動為大部分經營租賃會在承租人的財務狀況表列賬。

本集團為目前分類為經營租賃的各種辦公室、倉庫、停車場、員工宿舍及視像顯示設備的承租人。於二零一九年五月三十一日，本集團有不可撤銷經營租賃承擔4,107,360港元(二零一八年：6,992,047港元)(載於附註27(b))。

香港財務報告準則第16號對租賃會計處理辦法設有新規定，且於未來將不再允許承租人於綜合財務狀況表以外確認若干租賃。而當本集團為承租人時，幾乎所有租賃都必須以資產(就其使用權)和金融負債(就其付款義務)的形式確認。故此，各項租賃均會反映於本集團的綜合財務狀況表內。少於十二個月的短期租賃及低價值資產租賃的報告義務可獲豁免。因此，新準則會導致本集團綜合財務狀況表內的資產及金融負債增加。至於綜合全面收益表的財務業績影響方面，租金開支會由使用權資產的直線折舊和租賃負債的利息開支取代。使用權資產的直線折舊與應用實際利率法的租賃負債，將會導致租賃最初數年內計入綜合全面收益表的總支出較高，而支出會於租賃期後半部分續漸減少。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

- (ii) New standards, amendments to existing standards and interpretations that have been issued but are not yet effective and have not been early adopted (Continued)

HKFRS 16 “Leases” (Continued)

The new standard is not expected to be applied until the financial year ending 31 May 2020.

Management has performed a preliminary assessment on the implementation of HKFRS 16 and the initial results indicated that it would not result in any significant impact on the Group’s financial position except for the increase in right-of-use assets and lease liabilities in the Group’s consolidated financial statements, as well as the increase in depreciation expenses and interest expenses being offset by decrease in rental expenses. The Group’s total cash flows would not be affected in respect of the leases.

Other than those analysed above, management does not anticipate any significant impact on the Group’s financial position and results of operations upon adopting the above standards, amendments and interpretations to existing standards that not yet effective.

2.2 Changes in accounting policies

This note explains the impact of the adoption of HKFRS 9 “Financial Instruments” and HKFRS 15 “Revenue from Contracts with Customers” on the Group’s consolidated financial statements.

(a) HKFRS 9 “Financial Instruments”

HKFRS 9 replaces the provisions of HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting. The adoption of HKFRS 9 resulted in changes in accounting policies. The new accounting policies are set out in Note 2.8.

2 主要會計政策概要(續)

2.1 編製基準(續)

- (ii) 已頒佈但尚未生效且尚未提早採納的新訂準則、現有準則修訂本及詮釋(續)

香港財務報告準則第16號「租賃」(續)

新準則預期將於截至二零二零年五月三十一日止財政年度採納。

管理層已對實行香港財務報告準則第16號進行初步評估，初步結果顯示除本集團綜合財務報表內的使用權資產及租賃負債增加以及折舊開支及利息開支增幅被租金開支減幅抵銷外，此舉不會對本集團的財務狀況構成任何重大影響。本集團有關租賃的現金流量總額將不會受到影響。

除上文所分析者外，管理層預計採用上述尚未生效的準則、現有準則修訂本及詮釋不會對本集團的財務狀況及營運業績構成任何重大影響。

2.2 會計政策的變動

本附註解釋採納香港財務報告準則第9號「金融工具」及香港財務報告準則第15號「來自客戶合約的收益」對本集團綜合財務報表之影響。

(a) 香港財務報告準則第9號「金融工具」

香港財務報告準則第9號取代香港會計準則第39號有關金融資產及金融負債確認、分類及計量、金融工具終止確認、金融資產減值及對沖會計的條文。採納香港財務報告準則第9號導致會計政策的變動。新會計政策載於附註2.8。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.2 Changes in accounting policies (Continued)

(a) HKFRS 9 “Financial Instruments” (Continued)

(i) Classification and measurement of financial instruments

On 1 June 2018 (the date of initial application of HKFRS 9), the Group’s management has assessed which business models apply to the financial assets held by the Group and has classified its financial instruments under the appropriate HKFRS 9 categories.

The Group’s financial assets measured at amortised cost continue with their classification and measurements upon the adoption of HKFRS 9.

There is no impact on the Group’s accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities.

(ii) Impairment of financial assets

From 1 June 2018, the Group has two types of financial assets that are subject to HKFRS 9’s new expected credit loss model:

- trade receivables; and
- other financial assets carried at amortised cost.

The Group was required to revise its impairment methodology under HKFRS 9 for each of these classes of assets.

2 主要會計政策概要(續)

2.2 會計政策的變動(續)

(a) 香港財務報告準則第9號「金融工具」(續)

(i) 金融工具的分類及計量

於二零一八年六月一日(初始應用香港財務報告準則第9號當日)，本集團管理層已評估何種業務模式適用於本集團所持有的金融資產，並已根據香港財務報告準則第9號的適當類別將其金融工具分類。

本集團按攤銷成本計量的金融資產於採納香港財務報告準則第9號後繼續進行分類及計量。

由於新規定僅影響指定按公平值計入損益的金融負債的會計處理，而本集團並無任何該等負債，故其對本集團金融負債的會計處理概無任何影響。

(ii) 金融資產的減值

由二零一八年六月一日起，本集團有兩類金融資產須遵守香港財務報告準則第9號的新預期信貸虧損模式：

- 貿易應收款項；及
- 按攤銷成本列賬的其他金融資產。

本集團須就該等資產類別分別按香港財務報告準則第9號修訂其減值方法。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.2 Changes in accounting policies (Continued)

(a) HKFRS 9 “Financial Instruments” (Continued)

(ii) Impairment of financial assets (Continued)

Trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected losses for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. Future cash flows for each group of receivables are estimated on the basis of historical loss experience, adjusted to reflect the effects of current conditions as well as forward looking information on macroeconomic factors affecting the ability of the customers to settle the receivable. Trade receivables in dispute are assessed individually for impairment allowance and determined whether specific provisions are required. Trade receivables are written off when there is no reasonable expectation of recovery.

The Group has assessed the adoption of expected credit loss model on trade receivables and the change in impairment methodologies have no significant impact to the Group’s consolidated financial statements. The opening loss allowance as at 1 June 2018 is not restated.

Other financial assets carried at amortised cost

The Group’s other financial assets carried at amortised cost include cash and cash equivalents, deposits and other receivables in the consolidated statement of financial position. The impairment loss of other financial assets carried at amortised cost is measured based on the 12-month expected credit loss. The 12-month expected credit loss is the portion of lifetime expected credit loss that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime expected credit loss.

The Group has assessed the adoption of the expected credit loss model on these other financial assets carried at amortised cost as at 1 June 2018 and the change in impairment methodologies have no significant impact to the Group’s consolidated financial statements. The opening loss allowance as at 1 June 2018 is not restated.

2 主要會計政策概要(續)

2.2 會計政策的變動(續)

(a) 香港財務報告準則第9號「金融工具」(續)

(ii) 金融資產的減值(續)

貿易應收款項

本集團採用簡化法提供香港財務報告準則第9號所規定的預期信貸虧損，其允許所有貿易應收款項使用全期預期虧損。

為計量預期信貸虧損，貿易應收款項已按共同信貸風險特徵及逾期天數分類。每組應收款項的未來現金流量乃根據過往虧損經驗估計，並作出調整以反映影響客戶結算應收款項能力的宏觀經濟因素的當前狀況及前瞻性資料的影響。有問題的貿易應收款項會單獨評估以作出減值撥備，並釐定是否須作出具體撥備。貿易應收款項在無合理預期可收回時撇銷。

本集團已評估採納貿易應收款項的預期信貸虧損模式，而減值方法變動對本集團的綜合財務報表並無重大影響。概無重列於二零一八年六月一日的期初虧損撥備。

按攤銷成本列賬的其他金融資產

本集團按攤銷成本列賬的其他金融資產包括綜合財務狀況表內的現金及現金等價物、按金及其他應收款項。按攤銷成本列賬的其他金融資產的減值虧損乃基於12個月的預期信貸虧損計量。12個月的預期信貸虧損乃於報告日期後12個月內可能出現的金融工具違約事件所導致的全期預期信貸虧損的一部分。然而，倘信貸風險從最初開始大幅增加，則撥備將基於全期預期信貸虧損計算。

本集團已於二零一八年六月一日評估採納該等按攤銷成本列賬的其他金融資產的預期信貸虧損模式，而減值方法的變動對本集團的綜合財務報表並無重大影響。概無重列於二零一八年六月一日的期初虧損撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.2 Changes in accounting policies (Continued)

(b) HKFRS 15 “Revenue from Contracts with Customers”

The Group has adopted HKFRS 15 “Revenue from Contracts with Customers” from 1 June 2018 which resulted in changes in accounting policies.

HKFRS 15 replaces HKAS 18 “Revenue” and the related Interpretations which covered revenue arising from sales of goods and rendering of services, and HKAS 11 “Construction Contracts”, which specified the accounting for construction contracts on revenue recognition. The Group’s new accounting policies on revenue recognition are set out in Note 2.18.

The Group adopted HKFRS 15 using the modified retrospective method and recognised the cumulative effect of initially applying HKFRS 15 as an adjustment to the retained earnings at 1 June 2018. As allowed by HKFRS 15, the Group applied the new requirements only to contracts that were not completed as at 1 June 2018. The comparative information has not been restated and continues to be reported under HKAS 18 “Revenue”.

2 主要會計政策概要(續)

2.2 會計政策的變動(續)

(b) 香港財務報告準則第15號「來自客戶合約的收益」

本集團自二零一八年六月一日起已採納香港財務報告準則第15號「來自客戶合約的收益」，導致會計政策的變動。

香港財務報告準則第15號取代香港會計準則第18號「收益」及相關詮釋(包括銷售貨品及提供服務產生的收益)以及香港會計準則第11號「建造合約」，其中列明建造合約收益確認的會計處理。本集團有關收益確認之新會計政策載於附註2.18。

本集團使用經修訂追溯法採納香港財務報告準則第15號，並確認初始應用香港財務報告準則第15號的累計影響作為於二零一八年六月一日保留盈利調整。誠如香港財務報告準則第15號所允許，本集團僅將新規定應用於二零一八年六月一日尚未完成的合約。比較資料尚未重列，並繼續根據香港會計準則第18號「收益」呈報。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.2 Changes in accounting policies (Continued)

(b) HKFRS 15 “Revenue from Contracts with Customers” (Continued)

The following table summarises the opening adjustment to the Group’s consolidated statement of financial position as at 1 June 2018:

		31 May 2018 As previously stated 二零一八年 五月三十一日 如先前呈列 HK\$ 港元	Reclassification 重新分類 HK\$ 港元	1 June 2018 Restated 二零一八年 六月一日 經重列 HK\$ 港元
Consolidated statement of financial position (extract):	綜合財務狀況表(摘錄):			
Contract liabilities	合約負債	—	5,654,688	5,654,688
Other payables and accrued liabilities	其他應付款項及應計負債			
— Receipts in advance	— 預收款項	5,654,688	(5,654,688)	—

Reclassification of advance payments received from customers was made from “receipts in advance” to “contract liabilities” to reflect the terminology used under HKFRS 15.

The adoption of HKFRS 15 has no other material impact to the Group’s consolidated financial statements other than changes in disclosures.

2 主要會計政策概要(續)

2.2 會計政策的變動(續)

(b) 香港財務報告準則第15號「來自客戶合約的收益」(續)

下表概述對本集團於二零一八年六月一日的綜合財務狀況表之期初調整：

自客戶收取之預付款項由「預收款項」重新分類至「合約負債」，以反映香港財務報告準則第15號所用術語。

採納香港財務報告準則第15號並無對本集團之綜合財務報表產生其他重大影響(披露變動除外)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.3 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, 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. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transaction—that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposal to non-controlling interests are also recorded in equity. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position respectively.

In the Company's statement of financial position, investment in subsidiary is accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The result of subsidiary is accounted for by the Company on the basis of dividends received and receivable.

2 主要會計政策概要(續)

2.3 綜合入賬

附屬公司為本集團控制下的實體(包括結構實體)。倘本集團因其參與該實體而對可變回報承擔風險或享有權利及有能力通過其對於該實體的權力影響該等回報,則本集團對該實體擁有控制權。附屬公司自控制權轉讓予本集團之日起綜合入賬,並自本集團不再擁有控制權之日起終止綜合入賬。

公司間交易、結餘及集團公司間交易的收支予以對銷。於資產確認的公司間交易產生的損益亦予以對銷。附屬公司的會計政策已於必要時變動以確保與本集團採納的政策一致。

如與非控股權益的交易不會導致失去控制權,則入賬列作為權益交易,即作為與附屬公司擁有人以其作為擁有人的身份交易。任何已付代價的公平值與附屬公司資產淨值相關已收購部分的賬面值的差額計入權益。向非控股權益出售的收益或虧損亦計入權益。業績中非控股權益及附屬公司之股權分別於綜合全面收益表、綜合權益變動表及綜合財務狀況表單獨呈列。

於本公司財務狀況表中,於附屬公司的投資以成本減去減值入賬。成本亦包括投資直接應佔的成本。附屬公司的業績由本公司按已收及應收股息基準入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The consolidated financial statements are presented in HK\$, which is the Company’s functional currency and the Group’s presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the 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 for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

2 主要會計政策概要(續)

2.4 外幣換算

(a) 功能及呈列貨幣

綜合財務報表中包括的項目使用該實體經營所在主要經濟環境下的貨幣(「功能貨幣」)計量。綜合財務報表以本公司的功能貨幣及本集團的呈列貨幣港元呈列。

(b) 交易及結餘

外幣交易按交易或估值(有項目重新計量時)日期通行的匯率換算為功能貨幣。因該等交易結算及按年終匯率換算以外幣計值的貨幣資產及負債引致的外匯收益及虧損於損益中確認。

(c) 集團公司

功能貨幣有別於呈列貨幣的所有集團實體(該等集團實體概無擁有嚴重通貨膨脹經濟體的貨幣)的業績及財務狀況，均按以下方式換算為呈列貨幣：

- 各呈列財務狀況表的資產及負債乃按該財務狀況表日期的收市匯率換算；
- 各收益表的收支乃按平均匯率換算(除非該平均匯率並非在有關交易日期當日通行匯率累積影響的合理估計內，則在此情況下，收支按交易日期當日的匯率換算)；及
- 所有產生的匯兌差額均於其他全面收益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Company who make strategic decisions.

2.6 Property, plant and equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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 expensed in profit or loss during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate the cost over their estimated useful lives, as follows:

Visual display equipment	8 years or over the duration of the event, where appropriate
Furniture and other equipment	4 years
Motor vehicles	3 – 5 years
Leasehold improvements	Over the lease term

Visual display equipment is depreciated over a useful life of eight years, except for those equipment which are custom made for a particular project or event. Such equipment is depreciated over the duration of the project or event.

The assets' useful lives are reviewed, and adjusted if appropriate, at each reporting date.

2 主要會計政策概要(續)

2.5 分部報告

經營分部按照與提供予最高經營決策者的內部報告一致的方式報告。負責分配資源及評估經營分部表現的最高經營決策者已被確認為作出策略決策的本公司執行董事。

2.6 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及累計減值虧損呈列。歷史成本包括收購該等項目直接應佔的支出。

僅在與該項目有關的未來經濟利益可能流向本集團及該項目的成本能夠可靠計量的情況下，後續成本計入資產的賬面值或確認為單獨資產(如適當)。所有其他維修及維護於其發生的財務期間自損益中支銷。

物業、廠房及設備的折舊使用直線法將成本分配至其預計可使用年內，載列如下：

視像顯示設備	8年或於活動期內 (如適當)
傢俱及其他裝備	4年
汽車	3至5年
租賃裝修	於租期內

我們按八年可使用年期對視像顯示設備計提折舊，惟為某特定項目或活動定製者除外。此類設備按項目或活動持續期間計提折舊。

資產的可使用年期於各報告日期予以審閱及調整(如適當)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.6 Property, plant and equipment (Continued)

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

Gains and losses on disposal are determined by comparing proceeds with the carrying amount. These are included in other (losses)/gains, net in the consolidated statement of comprehensive income.

2.7 Impairment of non-financial assets

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each year end date.

2.8 Financial assets

2.8.1 Classifications

For the year ended 31 May 2019

From 1 June 2018, the Group classifies its financial assets at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For the year ended 31 May 2018

The Group classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

2 主要會計政策概要(續)

2.6 物業、廠房及設備(續)

倘資產的賬面值大於其預計可收回金額，則該資產的賬面值將立即撇銷至其可收回金額(附註2.7)。

出售事項的收益及虧損通過比較所得款項與賬面值而釐定，計入綜合全面收益表的其他(虧損)/收益淨額。

2.7 非金融資產減值

減值虧損按資產賬面值超過其可收回金額的部分予以確認。可收回金額為資產的公平值減出售成本及使用價值中的較高者。就評估減值而言，資產按存在單獨可識別現金流量的最低層級(現金產生單位)分組。除商譽外，遭受減值的非金融資產於各年度結算日就可能的減值撥回進行審閱。

2.8 金融資產

2.8.1 分類

截至二零一九年五月三十一日止年度
自二零一八年六月一日起，本集團按攤銷成本分類其金融資產。

分類取決於實體管理金融資產的業務模式及現金流量的合約條款。

截至二零一八年五月三十一日止年度
本集團將其金融資產分類為貸款及應收款項。分類取決於收購金融資產的目的。管理層於初始確認時釐定其金融資產的分類。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.8 Financial assets (Continued)

2.8.1 Classifications (Continued)

For the year ended 31 May 2018 (Continued)

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than twelve months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise trade receivables, deposits and other receivables, amount due from the immediate holding company, term deposits with initial terms of over three months, pledged short-term bank deposits and cash and cash equivalents in the consolidated statement of financial position.

2.8.2 Recognition and measurement

For the year ended 31 May 2019

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

For the year ended 31 May 2018

Regular way purchases and sales of financial assets are recognised on the trade-date — the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

2 主要會計政策概要(續)

2.8 金融資產(續)

2.8.1 分類(續)

截至二零一八年五月三十一日止年度(續)

貸款及應收款項為活躍市場上並無報價且有固定或可確定付款的非衍生金融資產。其歸為流動資產，惟於或預期於報告期間結束後十二個月以上才結算的金額則除外。此等歸類為非流動資產。本集團的貸款及應收款項包括綜合財務狀況表中的貿易應收款項、按金及其他應收款項、應收直接控股公司款項、原到期日逾三個月的定期存款、已抵押短期銀行存款及現金及現金等價物。

2.8.2 確認及計量

截至二零一九年五月三十一日止年度

常規方式買賣的金融資產於買賣日期(本集團承諾購買或出售資產的日期)確認。倘接收金融資產的現金流量的權利期滿或已被轉讓及本集團已大體轉讓擁有權的所有風險及回報，金融資產將撤銷確認。

於初步確認時，本集團按其公平值加(倘金融資產並非按公平值計入損益)收購金融資產直接應佔的交易成本計量金融資產。

於確定附帶嵌入式衍生工具的金融資產之現金流量是否僅為支付本金及利息時，需從金融資產之整體進行考慮。

截至二零一八年五月三十一日止年度

常規方式買賣的金融資產於買賣日期(本集團承諾購買或出售資產的日期)確認。就所有未按公平值計入損益的金融資產而言，投資初始以公平值加交易成本確認。倘接收投資的現金流量的權利期滿或已被轉讓及本集團已大體轉讓擁有權的所有風險及回報，金融資產將撤銷確認。貸款及應收款項其後使用實際利息法按攤銷成本入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.8 Financial assets (Continued)

2.8.3 Impairment of financial assets

For the year ended 31 May 2019

The Group's financial assets measured at amortised cost are subject to HKFRS 9's expected credit loss model. The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1(c) sets out the details on how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of trade receivables. The provision matrix is determined based on historical observed default rates over the expected life of trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For deposits and other receivables, the Group measures the impairment as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of the other receivables has occurred since initial recognition, then impairment is measured as lifetime expected credit losses.

For the year ended 31 May 2018

Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

2 主要會計政策概要(續)

2.8 金融資產(續)

2.8.3 金融資產減值

截至二零一九年五月三十一日止年度

本集團按攤銷成本計量的金融資產須遵守香港財務報告準則第9號的預期信貸虧損模式。本集團按前瞻性基準評估與其按攤銷成本入賬的資產相關的預期信貸虧損。所採用的減值方法取決於信貸風險是否顯著增加。附註3.1(c)載列有關本集團如何確定信貸風險是否顯著增加的詳情。

就應收貿易款項而言，本集團採用香港財務報告準則第9號允許的簡化方法，其中要求確認自貿易應收款項初始確認起的整個存續期的預期虧損。撥備矩陣根據具有類似信貸風險特點之應收貿易款項於預期年期內觀察所得的歷史違約率確定，並就前瞻性估計進行調整。觀察所得的歷史違約率於每個報告日期進行更新，並對前瞻性估算的變動進行分析。

就按金及其他應收款項而言，本集團按12個月預期信貸虧損或全期預期信貸虧損計量減值，視乎信貸風險自初始確認後是否有大幅增加而定。倘其他應收款項之信貸風險自初始確認起大幅增加，減值乃按全期預期信貸虧損計量。

截至二零一八年五月三十一日止年度

按攤銷成本列賬的資產

本集團於各報告期末評估有否客觀證據顯示一項或一組金融資產減值。僅當有客觀減值證據顯示於初次確認資產後出現一宗或多宗導致減值的事件(「虧損事件」)，而該宗或該等虧損事件對該項或該組金融資產的估計未來現金流量產生能可靠估計的影響時，該項或該組金融資產發生減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.8 Financial assets (Continued)

2.8.3 Impairment of financial assets (Continued)

For the year ended 31 May 2018 (Continued)

Assets carried at amortised cost (Continued)

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in profit or loss. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the reversal of the previously recognised impairment loss is recognised in profit or loss.

2.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position 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 Group or the counterparty.

2 主要會計政策概要(續)

2.8 金融資產(續)

2.8.3 金融資產減值(續)

截至二零一八年五月三十一日止年度(續)
按攤銷成本列賬的資產(續)

減值證據可能包括有跡象顯示債務人或一組債務人面臨重大財政困難、拖欠或逾期償還利息或本金、債務人可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流量有可計量的下跌，例如與違約互相關連的拖欠情況或經濟狀況變動。

就貸款及應收款項類別而言，虧損金額計量為資產賬面值與按金融資產原實際利率貼現的估計未來現金流量現值(不包括尚未產生的未來信貸虧損)之間的差額。資產賬面值減少，而虧損金額則於損益確認。倘貸款以浮動利率計息，則用於計量任何減值虧損的貼現率為根據合約釐定的當期實際利率。基於實際權宜作法，本集團可採用可觀察市價基於工具的公平值計量減值。

倘於其後期間減值虧損金額下跌，而下跌在客觀上與一項於確認減值後發生的事件有關，則先前確認的減值虧損撥回於損益內確認。

2.9 抵銷金融工具

倘有依法可強制執行權利抵銷已確認金額，及有意以淨額結算或同時變現資產及清償負債，則金融資產及負債可相互抵銷，其淨額於財務狀況表中報告。依法可強制執行權利不得依賴於未來事件且須在一般業務過程中及本集團或交易對手違約、無力償債或破產時可強制執行。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.10 Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

2.11 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash on hand, cash at banks, time deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

2.12 Payables

Payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

2.13 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2 主要會計政策概要(續)

2.10 貿易及其他應收款項

貿易應收款項為就一般業務過程中所履行服務而應收客戶的款項。倘貿易及其他應收款項預期在一年或以內收取，則被分類為流動資產，否則按非流動資產呈列。

貿易及其他應收款項初步以公平值確認，其後利用實際利息法按攤銷成本扣除減值撥備計量。

2.11 現金及現金等價物

於綜合現金流量表中，現金及現金等價物包括手頭現金、銀行現金、存於銀行的定期存款、原到期日為三個月或以下的其他短期高流動投資。

2.12 應付款項

應付款項初步以公平值確認，其後利用實際利息法按攤銷成本計量。如果於一年或以內到期付款，則應付款分類為流動負債。如果不是，則呈列為非流動負債。

2.13 撥備

當本集團因過往事件而須承擔現有法律或推定責任，很可能需資源流出以履行責任且金額已可靠估計時，本集團將確認撥備。重組撥備包括租約終止處罰及僱員終止付款。不會就未來經營虧損確認撥備。

倘出現多項類似責任，則履行責任導致資源流出的可能性透過對責任類別作整體考慮釐定。即使同類別責任中任何一項導致資源流出的可能性或會很低，仍須確認撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.13 Provisions (Continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.14 Leases

(i) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are recognised in profit or loss on a straight-line basis over the period of the lease.

(ii) Finance leases

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payment.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is recognised in profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

2 主要會計政策概要(續)

2.13 撥備(續)

撥備按採用稅前比率(反映現時市場對貨幣時值及責任的特定風險的評估)·折現的預期履行責任所需支出的現值計量。隨時間增加的撥備確認為利息開支。

2.14 租賃

(i) 經營租賃

擁有權的絕大部分風險及回報由出租人保留的租賃·乃分類為經營租賃。根據經營租賃作出的付款(在扣除自出租人收取的任何獎勵金後)·於租賃期內以直線法於損益確認。

(ii) 融資租賃

本集團租賃若干物業、廠房及設備。如本集團大致上擁有所有權的所有風險及回報·則物業、廠房及設備的租賃分類為融資租賃。融資租賃於租賃開始時按租賃物業的公平值及最低租賃付款現值之較低者資本化。

每項租賃付款於負債及財務支出間分配。相應租賃責任在扣除財務支出後計入其他長期應付款項。財務成本的利息部分於租賃期內在損益確認·以計算各期間負債結餘的固定週期利率。根據融資租賃獲得的物業、廠房及設備按資產的可使用年期及租賃期之較短者折舊。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.15 Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

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

Borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.16 Current and deferred income tax

The tax expense for the year comprises current and deferred income tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the year end date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 主要會計政策概要(續)

2.15 借款及借貸成本

借款初步按公平值確認，扣除已產生的交易成本。借款其後按攤銷成本入賬；所得款項(扣除交易成本)與贖回價值之間的任何差額採用實際利息法於借款期間在損益確認。

在融資很有可能部分或全部提取的情況下，就設立貸款融資支付的費用確認為貸款的交易成本。在此情況下，該費用將遞延至提取為止。在並無跡象顯示融資將很有可能部分或全部提取的情況下，有關費用會資本化作為流動資金服務的預付款項，並於其所涉融資期間內予以攤銷。

除非本集團有無條件權利將負債結算遞延至年度結算日後至少12個月，否則借款分類為流動負債。

借貸成本於產生年度的損益內確認。

2.16 即期及遞延所得稅

年內稅項開支包括即期及遞延所得稅。稅項於損益內確認，惟與於其他全面收益或直接於權益確認的項目有關的稅項除外。在此情況下，稅項亦分別於其他全面收益或直接於權益確認。

(a) 即期所得稅

即期所得稅支出按本集團營運及產生應課稅收入所在國家於年度結算日已頒佈或實質頒佈的稅法計算。管理層就適用稅務法規受詮釋所規限的情況定期評估報稅表的狀況。在適用情況下根據預期向稅務機關繳納的稅款設定撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.16 Current and deferred income tax (Continued)

(b) Deferred income tax

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of goodwill or from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the year end date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 主要會計政策概要(續)

2.16 即期及遞延所得稅(續)

(b) 遞延所得稅

遞延所得稅採用負債法就資產及負債的稅基與其於綜合財務報表的賬面值之間的暫時差額確認。然而，倘遞延所得稅乃因商譽的初步確認或因資產或負債於一宗交易(業務合併除外)中獲初步確認而產生，且於交易時對會計處理或應課稅溢利或虧損均無影響，則遞延所得稅不會入賬。遞延所得稅乃採用年度結算日前已頒佈或實質頒佈且預期於有關遞延所得稅資產變現或遞延所得稅負債清償時適用的稅率(及法律)釐定。

遞延所得稅資產僅以有可能將未來應稅溢利與可動用的暫時差額抵銷的限度予以確認。

遞延所得稅乃就於附屬公司的投資所產生的暫時差額作出撥備，惟本集團能控制暫時差額的撥回時間，且暫時差額不大可能在可見將來撥回的遞延所得稅負債除外。

(c) 抵銷

當有法定可執行權利可將即期稅項資產與即期稅項負債抵銷，而遞延所得稅資產及負債與同一稅務機關向同一應課稅實體或不同應課稅實體徵收的所得稅有關，並有意按淨額結算結餘，則可將遞延所得稅資產與負債抵銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.17 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.18 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of the Group's activities. Revenue is shown net of discounts, value-added tax and after eliminating sales within the Group.

For the year ended 31 May 2019

The Group recognises revenue when or as the control of the services is transferred to the customers. Depending on the terms of the contract and the laws that apply to the contract, control of the services may transfer over time or at a point in time. Control of the services is transferred over time if the Group's performance:

- (i) provides all of the benefits received and consumed simultaneously by the customer; or
- (ii) creates and enhances an asset that the customer controls as the Group performs; or
- (iii) does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the services.

The Group does not have any contracts where the period between the transfer of the promised services to the customers and the payment by the customer exceeds one year. Therefore, the Group does not adjust any of the transaction prices for the time value of money.

2 主要會計政策概要(續)

2.17 股本

普通股分類為權益。直接有關新股份或購股權發行的增量成本於權益顯示為從所得款項中扣除(扣除稅項)。

2.18 收益確認

收益包括本集團一般業務過程中出售服務的已收或應收代價的公平值。收益於扣除折扣、增值稅及對銷集團內部銷售後列示。

截至二零一九年五月三十一日止年度

當或於服務控制權轉移至客戶時，本集團確認收益。根據合約條款及適用於合約的法律，服務控制權可於一段時間內或於某一時點轉移。若本集團履約導致以下結果，則服務控制權隨時間轉移：

- (i) 提供客戶所收取並同時耗用的全部利益；或
- (ii) 於本集團履約時產生並提升由客戶控制的資產；或
- (iii) 並無產生對本集團而言具替代用途的資產，而本集團對當前已完成之履約的付款有強制執行權。

倘對服務的控制權隨時間轉移，則參考該履約責任完成履約的進度於合約期間確認收益。否則，於客戶獲得服務控制權的某一時間點確認收益。

本集團並無任何向客戶轉移承諾的服務與顧客付款的期間相隔超過一年的合約。因此，本集團未有就任何交易價格調整貨幣時間值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.18 Revenue recognition (Continued)

For the year ended 31 May 2019 (Continued)

The Group incurs costs to fulfill contracts in providing visual display solution services. If these costs do not fall within the scope of relevant standards other than HKFRS 15, the Group may capitalise these fulfillment costs as deferred costs in the Group's consolidated statement of financial position if they meet all of the following criteria:

- (a) the costs relate directly to a contract or an anticipated contract that the Group can specifically identify;
- (b) the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (c) the costs are expected to be recovered.

If capitalised, these deferred costs are recognised in the consolidated statement of comprehensive income in the period in which the revenue that they relate is recognised. The Group has applied the practical expedient of directly recognising these fulfillment costs as expenses when incurred since the amortisation period of the assets that the Group otherwise would have recognised will be less than one year.

A contract asset is the Group's right to consideration in exchange for services that the Group has transferred to a customer.

If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional, before the Group transfers the promised services to the customer, the Group presents the contract as a contract liability when the payment is received or a receivable is recorded (whichever is earlier). A contract liability is the Group's obligation to transfer the promised services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

2 主要會計政策概要(續)

2.18 收益確認(續)

截至二零一九年五月三十一日止年度(續)

本集團就履行提供視像顯示解決方案服務的合約產生成本。若該等成本不屬除香港財務報告準則第15號外的相關準則範圍，本集團可於本集團綜合財務狀況表內將該等履約成本資本化為遞延成本，前提為該等成本符合下列全部標準：

- (a) 成本直接與本集團可明確識別的合約或預期合約有關；
- (b) 成本產生或增進本集團日後用來履行(或繼續履行)履約責任的資源；及
- (c) 預計可收回成本。

倘撥充資本，該等遞延成本於與其有關的收益被確認的期間在綜合全面收益表確認。本集團應用實際權宜措施直接於產生時確認履約成本為開支，原因為本集團原應確認的資產攤銷期將少於一年。

合約資產指本集團就向客戶換取本集團已轉讓的服務收取代價的權利。

倘於本集團將所承諾服務轉移至客戶之前客戶支付代價或本集團有無條件收取代價金額的權利，本集團於收到付款或應收款項入賬(以較早者為準)時，將合約呈列為合約負債。合約負債為本集團因已自客戶收取代價(或代價金額到期)而須向客戶轉讓所承諾服務的責任。

應收款項於本集團擁有無條件收取代價的權利時入賬。倘若經過一段時間是到期支付代價的唯一前提，則收取代價的權利為無條件。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.18 Revenue recognition (Continued)

For the year ended 31 May 2019 (Continued)

Revenue is recognised when specific criteria have been met for each of the Group's activities as described below:

(i) Revenue from visual display solution services

Revenue from visual display solution services is recognised over the show or event period of a project as customers have simultaneously received and consumed the benefits provided by the Group's services. Revenue are recognised using the output method by reference to the progress towards complete satisfaction of the performance obligation, which is directly measured by the value of each show or event being performed.

(ii) Equipment rental income

Equipment rental income is recognised on a straight-line basis over the term of the lease.

For the year ended 31 May 2018

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Revenue from visual display solution services

Revenue from visual display solution services is recognised after each show or event of a project is performed.

(ii) Equipment rental income

Equipment rental income is recognised on a straight-line basis over the term of the lease.

2.19 Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

2 主要會計政策概要(續)

2.18 收益確認(續)

截至二零一九年五月三十一日止年度(續)

本集團於其各項活動已符合下文所述特定標準時確認收益：

(i) 來自視像顯示解決方案服務的收益
來自視像顯示解決方案服務的收益於演出或項目活動進行的期間確認，因為客戶同時取得並消耗本集團的服務所提供的利益。收益乃參照完全履行履約責任的進度使用輸出法確認，履行履約責任的進度直接按所進行每場演出或活動的價值計量。

(ii) 設備租賃收入

設備租賃收入於租期內按直線法確認。

截至二零一八年五月三十一日止年度

當收益金額能夠可靠計量，未來經濟利益有可能流入實體及本集團的各項活動已符合下文所述特定條件，本集團則確認收益。直到有關出售的所有意外開支均已結清，收益金額方會被視為能夠可靠計量。本集團基於過往業績，考慮客戶類別、交易種類及各安排的特點作出估計。

(i) 來自視像顯示解決方案服務的收益
來自視像顯示解決方案服務的收益於每次演出或項目活動執行後確認。

(ii) 設備租賃收入

設備租賃收入於租期內按直線法確認。

2.19 利息收入

利息收入採用實際利率法按時間比例確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

2 Summary of significant accounting policies (Continued)

2.20 Handling income

Handling income is recognised when the services are performed.

2.21 Employee benefits

(i) Employee leave entitlements

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

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

(ii) Bonus plans

The Group recognises a liability and an expense for bonuses, based on performance and taking into consideration the profit or loss attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(iii) Pension obligation

The Group participates in various defined contribution retirement benefit plans which are available to all relevant employees. These plans are generally funded through payments to schemes established by governments or trustee administered funds. A defined contribution plan is a pension plan under which the Group pays contributions on mandatory, contractual or voluntary basis into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee services in the current and prior periods. The Group's contributions to the defined contribution plans are expensed as incurred.

2 主要會計政策概要(續)

2.20 手續費收入

手續費收入於提供服務時確認。

2.21 僱員福利

(i) 僱員應享假期

僱員享有年假的權利於僱員應享有時確認。已就截至年度結算日僱員所提供服務產生的估計年假負債作出撥備。

僱員享有的病假及產假權利於休假時方予確認。

(ii) 獎金計劃

本集團根據業績及涉及確認調整後歸屬於本公司股東之溢利或虧損來確認負債及獎金開支。本集團承認合同義務或以往慣例產生之建設性義務的條款。

(iii) 退休金責任

本集團參與多項全體有關僱員均可享受的定額供款退休福利計劃。該等計劃一般透過向政府設立的計劃或受託人管理的基金供款作為資金來源。定額供款計劃為一項退休金計劃，本集團根據該計劃，按強制規定、合約或自願基準向單獨實體供款。倘該基金未能持有足夠的資產以向全部僱員支付有關當前及過往期間僱員服務的福利，本集團概無法律或推定責任作出進一步供款。本集團向定額供款計劃作出的供款於產生時支銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: cash flow and fair value interest rate risk, foreign exchange risk, credit risk and liquidity 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.

Management regularly manages the financial risks of the Group. Because of the simplicity of the financial structure and the current operations of the Group, no hedging activities are undertaken by management.

(a) Cash flow and fair value interest rate risk

The Group does not have any interest-bearing financial assets or liabilities except for term deposits, pledged short-term bank deposits, cash at banks, and bank borrowings, at floating rate, details of which are disclosed in Note 16 and 21 to the consolidated financial statements respectively. The Group's cash at banks, term deposits and pledged short-term bank deposits earn interest at low interest rate, which are not significant. Hence, bank borrowings, at floating rate, are what exposed the Group to cash flow and fair value interest rate risk.

At 31 May 2019 and 2018, if the interest rates on these loans had been 50 basis points higher/lower with all other variables held constant, the Group's finance costs would have been approximately HK\$33,708 and HK\$54,989, respectively, higher/lower.

3 金融風險管理

3.1 金融風險因素

本集團的活動使其面對不同類型的金融風險：現金流量及公平值利率風險、外匯風險、信貸風險及流動資金風險。本集團整體風險管理計劃集中於金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

管理層定期管理本集團金融風險。由於本集團的財務結構及目前營運簡單，故管理層並無進行任何對沖活動。

(a) 現金流量及公平值利率風險

除定期存款、已抵押短期銀行存款、銀行現金及以浮動利率計息銀行借款外，本集團並無任何計息金融資產或負債，詳情分別於綜合財務報表附註16及附註21披露。本集團之銀行現金、定期存款及已抵押短期銀行存款按並不重大的低利率賺取利息。因此，按浮動利率計息的銀行借款使本集團面對現金流量及公平值利率風險。

於二零一九年及二零一八年五月三十一日，倘該等貸款的利率上升/下降50個基點，而所有其他變量保持不變，本集團的財務成本將分別增加/減少約33,708港元及54,989港元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Foreign exchange risk

The Group operates mainly in Hong Kong and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to United States dollars ("US\$"), Macau Patacas ("MOP") and Renminbi ("RMB"). Foreign exchange risk arises when future commercial transactions, recognised assets and liabilities are denominated in a currency that is not the group entities' functional currency.

In the opinion of the directors, US\$ is reasonably stable with HK\$ under the Linked Exchange Rate System, and accordingly, the Group considers the foreign exchange risk is low and no sensitivity analysis is performed relative to the US\$.

At 31 May 2019 and 2018, if RMB had weakened/strengthened by 5% against HK\$ with all other variables held constant, profit for the years ended 31 May 2019 and 2018 would have been approximately HK\$234,938 and HK\$548,746, respectively, higher/lower, mainly as a result of foreign exchange gains on translation of payables denominated in RMB.

(c) Credit risk

The carrying amounts of cash at banks, pledged short-term bank deposits, term deposits with initial terms of over three months, trade receivables and deposits and other receivables included in the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

The Group has two types of financial assets that are subject to the expected credit loss models:

- Trade receivables; and
- Other financial assets carried at amortised cost.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 外匯風險

本集團主要在香港營運，並面對多種貨幣所產生的外匯風險，主要與美元(「美元」)、澳門幣(「澳門幣」)及人民幣(「人民幣」)有關。外匯風險於未來商業交易、已確認資產及負債的計值貨幣並非集團實體功能貨幣時產生。

董事認為，在聯繫匯率制度下，港元對美元合理穩定，因此，本集團認為與美元有關的外匯風險較低且並無進行敏感度分析。

於二零一九年及二零一八年五月三十一日，倘人民幣兌港元貶值/升值5%，而所有其他變量保持不變，截至二零一九年及二零一八年五月三十一日止年度的溢利將分別增加/減少約234,938港元及548,746港元，這主要是由於換算以人民幣計值的應付款項的外匯收益所致。

(c) 信貸風險

計入綜合財務狀況表的銀行現金、已抵押短期銀行存款、原到期日逾三個月的定期存款、貿易應收款項及按金及其他應收款項的賬面值代表本集團就其金融資產所承擔的最大信貸風險。

本集團有兩類金融資產須遵守預期信貸虧損模式：

- 貿易應收款項；及
- 按攤銷成本計量的其他金融資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

Trade receivables

The Group applies the HKFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. Future cash flows for each group of receivables are estimated on the basis of historical default rates, adjusted to reflect the effects of existing market conditions as well as forward looking information on macroeconomic factors affecting the ability of the customers to settle the receivable. Trade receivables with known insolvencies are assessed individually for impairment allowances and are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a prepayment plan with the Group, and a failure to make contractual payments.

Trade receivables of the Group represent amounts due from reputable companies. The Group has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis to minimise the credit risk. Taking into account the historical experience in collection of trade receivables from these counterparties, who have no recent history of default, management assessed that the expected credit loss rate of these trade receivables is close to zero. Therefore, the loss allowance provision for these balances was not material and no provision was recognised.

3 金融風險管理(續)

3.1 金融風險因素(續)

(c) 信貸風險(續)

貿易應收款項

本集團應用香港財務報告準則第9號之簡化方法計量預期信貸虧損，為所有貿易應收款項使用全期預期虧損撥備。為計量預期信貸虧損，貿易應收款項已根據共同信貸風險特徵及逾期天數分組。應收款項各組別的未來現金流量乃基於過往違約率估計，並經調整以反映現有市況的影響，以及影響客戶結算應收款項能力之宏觀經濟因素的前瞻性資料。已知無力償還的貿易應收款項會進行單獨評估，計提減值撥備，並於合理預期無法收回時撇銷。合理預期無法收回的跡象包括(其中包括)債務人無法與本集團訂立還款計劃，及無法支付合約款項等。

本集團的貿易應收款項為應收信譽良好公司的款項。本集團已設有一套信貸政策，且對有關信貸風險進行持續監察以盡量減少信貸風險。考慮到自近期並無違約記錄的交易對手收回貿易應收款項之過往經驗，管理層評估該等貿易應收款項的預期信貸虧損率近乎為零。因此，該等結餘的虧損撥備並不重大，且並無確認撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

- (c) Credit risk (Continued)
Other financial assets carried at amortised cost

The Group's other financial assets carried at amortised cost include cash and cash equivalents, deposits and other receivables in the consolidated statement of financial position. The impairment loss of other financial assets carried at amortised cost is measured based on the 12-month expected credit loss. The 12-month expected credit loss is the portion of lifetime expected credit loss that results from default events on a financial instrument that are possible within twelve months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime expected credit loss.

Management considered the credit risk of deposits and other receivables as low as counterparties have a strong capacity to meet their contractual cash flow obligations in the near term.

The majority of the Group's cash and cash equivalents, term deposits and pledged bank deposits are deposited in major financial institutions located in Hong Kong, Macau and the PRC, which are of high credit rating. Management does not expect any losses arising from non-performance by these financial institutions.

The majority of the Group's rental deposits are placed with various landlords in Hong Kong, Macau and the PRC, and are due to refund upon the expiry of the tenancy agreement and handover of the leased premium. The Group has not experienced any defaults by the landlords.

3 金融風險管理(續)

3.1 金融風險因素(續)

- (c) 信貸風險(續)
按攤銷成本列賬的其他金融資產

本集團按攤銷成本列賬的其他金融資產包括綜合財務狀況表內的現金及現金等價物、按金以及其他應收款項。按攤銷成本列賬的其他金融資產的減值虧損乃基於12個月預期信貸虧損計量。12個月預期信貸虧損為於報告日期後十二個月內可能發生的金融工具違約事件導致的部分全期預期信貸虧損。然而，倘信貸風險自初始以來大幅增加，則將基於全期預期信貸虧損計提撥備。

由於交易對手近期履行合約現金流量責任的能力較強，管理層認為按金及其他應收款項的信貸風險較低。

本集團大部分現金及現金等價物、定期存款及已抵押銀行存款乃存放於位於香港、澳門及中國的大型高信貸評級金融機構。管理層預期不會出現任何因該等金融機構不履約而產生的虧損。

本集團大部分租金按金乃存放於香港、澳門及中國的多名業主，並可於租賃協議到期及移交租賃物業時退還。本集團並無經歷任何業主的違約事件。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

Other financial assets carried at amortised cost (Continued)

The majority of the Group's deposits for equipment are placed with various reputable companies in the PRC, and are due to refund upon the termination of equipment rental contracts and return of the lease visual display equipment. The Group has not experienced any defaults by the counterparties.

Therefore, the Group has assessed that the expected credit losses for these financial assets carried at amortised costs were close to zero under 12-month expected losses method, and therefore no provision was recognised.

(d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities. The Group's primary cash requirements have been for additions of machinery and equipment, and payment for purchases and operating expenses. The Group mainly finances its working capital requirements through internal resources and bank borrowings.

The Group monitors and maintains a level of cash and cash equivalents considered adequate by the directors to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The directors monitor the utilisation of bank borrowings to ensure adequate unutilised banking facilities and compliance with loan covenants.

3 金融風險管理(續)

3.1 金融風險因素(續)

(c) 信貸風險(續)

按攤銷成本列賬的其他金融資產(續)

本集團大部分設備按金乃存放於位於中國的多間信譽良好公司，並可於終止設備租賃合約及歸還租賃視像顯示設備時退還。本集團並無經歷任何交易對手的違約事件。

因此，本集團已根據12個月預期虧損方法評估該等按攤銷成本列賬的金融資產的預期信貸虧損為近乎零，因此並無已確認撥備。

(d) 流動資金風險

審慎的流動資金風險管理指維持充足的現金及現金等價物以及有透過充足的承諾信貸額度融資取得資金。本集團的主要現金需求用於機器及設備的添置、採購及營運開支的付款。本集團主要透過內部資源及銀行借款為其營運資金需求提供資金。

本集團監察及維持董事認為就為本集團營運提供資金及減低現金流量波動影響而言屬充足的現金及現金等價物水準。董事監察銀行借款動用情況，以確保有效利用可用銀行融資及符合貸款契諾。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(d) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the year end date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within twelve months equal their carrying balances as the impact of discounting is not significant.

3 金融風險管理(續)

3.1 金融風險因素(續)

(d) 流動資金風險(續)

下表根據年度結算日至合約到期日的餘下期間，將本集團的金融負債分析為相關到期組別。下表所披露的金額指合約未貼現現金流。由於貼現影響不大，故於12個月內到期的結餘等於其賬面值。

		Within 1 year/ repayable on demand 1年內/ 按要求償還 HK\$ 港元	Between 1 and 2 years 1至2年 HK\$ 港元	Between 2 and 5 years 2至5年 HK\$ 港元	Total 總計 HK\$ 港元
At 31 May 2019	於二零一九年 五月三十一日				
Other payables and accrued liabilities	其他應付款項及應計負債	9,336,471	—	—	9,336,471
Bank borrowings (Note)	銀行借款(附註)	6,741,606	—	—	6,741,606
Obligations under finance leases (Note)	融資租賃承擔(附註)	41,344	—	—	41,344
		16,119,421	—	—	16,119,421
At 31 May 2018	於二零一八年 五月三十一日				
Other payables and accrued liabilities	其他應付款項及應計負債	20,283,245	195,000	—	20,478,245
Bank borrowings (Note)	銀行借款(附註)	10,997,772	—	—	10,997,772
Obligations under finance leases (Note)	融資租賃承擔(附註)	117,250	—	—	117,250
		31,398,267	195,000	—	31,593,267

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(d) Liquidity risk (Continued)

Note: The maturity analysis of the bank borrowings and obligations under finance leases is disclosed with reference to the agreed repayment schedules as set out in the relevant agreements, taking into account the clause of repayable on demand.

Without taking into account the clause of repayable on demand, the maturity analysis of the bank borrowings and obligations under finance leases are analysed as follows:

	Within 1 year/ repayable on demand 1年內/ 按要 求償還 HK\$ 港元	Between 1 and 2 years 1至2年 HK\$ 港元	Between 2 and 5 years 2至5年 HK\$ 港元	Total 總計 HK\$ 港元
At 31 May 2019 於二零一九年 五月三十一日	3,499,192	2,597,275	1,155,189	7,251,656
At 31 May 2018 於二零一八年 五月三十一日	4,248,005	4,130,929	3,745,507	12,124,441

3.2 Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

3 金融風險管理(續)

3.1 金融風險因素(續)

(d) 流動資金風險(續)

附註：銀行借款及融資租賃承擔的到期分析乃參考相關協議內所載的協定還款計劃並經計及按要求還款條文後予以披露。

倘並無計及按要求還款條文，銀行借款及融資租賃承擔的到期分析乃分析如下：

3.2 資本管理

本集團管理資本的目標為保障本集團持續營運的能力，從而為股東提供回報，並為其他利益相關者提供利益及維持最佳資本架構以減低資本成本。

為維持或調整資本架構，本集團可調整向股東派付的股息、向股東退還資本、發行新股或出售資產以減少債務。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3 Financial risk management (Continued)

3.2 Capital Management (Continued)

The capital structure of the Group consists of shareholders' equity and total borrowings. Capital is managed so as to maximise the return to shareholders while maintaining a capital base to allow the Group to operate effectively in the marketplace and sustain future development of the business. The Group monitors capital on the basis of gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including "obligations under finance leases" and "bank borrowings" as shown in the consolidated statement of financial position) less cash and bank balances (including "term deposits with initial terms of over three months", "pledged short-term bank deposits" and "cash and cash equivalents". Total capital is calculated as "equity" as shown in the consolidated statement of financial position plus net debt.

As at 31 May 2019 and 2018, the gearing ratio is not applicable due to net cash position.

3.3 Fair value estimation

The carrying value less impairment provision of trade and other receivables and payables are a reasonable approximation of their fair value. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

3 金融風險管理(續)

3.2 資本管理(續)

本集團的資本架構包括股東權益及借款總額。資本受管理以將股東回報最大化並維持資本基礎以使本集團能夠在市場上有效經營及持續進行未來業務發展。本集團根據資產負債比率監控資本。該比率按淨債務除以資本總額計算。淨債務按借款總額(包括綜合財務狀況表列示的「融資租賃承擔」及「銀行借款」)減現金及銀行結餘(包括「原到期日逾三個月的定期存款」、「已抵押短期銀行存款」及「現金及現金等價物」)計算。資本總額按綜合財務狀況表列示的「權益」加淨債務計算。

於二零一九年及二零一八年五月三十一日，由於處於現金淨額狀況，資產負債比率並不適用。

3.3 公平值估計

貿易及其他應收款項以及應付款項的賬面值減其減值撥備為有關項目的公平值的合理約數。用以披露的金融負債公平值透過按本集團就類似金融工具可得的當時市場利率將未來合約現金流量貼現予以估計。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

4 Critical accounting estimates and judgements

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions 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) Useful lives of property, plant and equipment

Management determines the estimated useful lives, and related depreciation charge for its property, plant and equipment. The estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions, the durability, the expected repairs and maintenance and the future demand of equipment. Management will increase the depreciation charge where useful lives are less than previously estimated useful lives. It will write off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore affect the depreciation charge in future periods.

4 關鍵會計估計及判斷

本集團為未來作出估計及假設。所得的會計估計按其定義很少會與其實際結果相同。具有使下一財政年度資產及負債賬面值作出重大調整的重大風險的估計及假設討論如下：

(a) 物業、廠房及設備的可使用年期

管理層釐定其物業、廠房及設備的估計可使用年期及相關折舊費用。估計乃基於類似性質及功能的物業、廠房及設備的實際可使用年期、耐用性、預期維修及維護費用及設備未來需求而作出。管理層將於可使用年期較過往估計的可使用年期短時增加折舊費用。其將撇銷或撇減已報廢或出售的技術陳舊或非策略性資產。實際經濟年期可能與估計可使用年期不同。定期審閱會使折舊年期出現變動，從而影響未來期間的折舊費用。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

4 Critical accounting estimates and judgements (Continued)

(b) Impairment of non-financial assets

Non-financial assets including property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or fair value less costs to sell. These calculations require the use of judgements and estimates.

Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset value may not be recoverable; (ii) whether the carrying value of asset can be supported by the recoverable amount, being the higher of fair value less costs to sell and net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial condition and results of operations.

If there is a significant adverse change in the projected performance and the resulting future cash flow projections, it may be necessary to take an impairment charge to profit or loss.

(c) Impairment of receivables

The Group's management determines the provision for impairment of trade and other receivables based on an assessment of the expected credit losses of these receivables. The assessment is based on the historical loss experience, adjusted to reflect the effects of current market conditions and forward looking information, which requires the use of judgements and estimates. Management reassesses the provision at each reporting date.

4 關鍵會計估計及判斷(續)

(b) 非金融資產減值

倘發生事件或情況變化顯示非金融資產(包括物業、廠房及設備)賬面值未必可收回時,則須進行減值檢討。可收回金額乃按使用價值計算法或公平值減銷售成本而釐定。該等計算法需要使用判斷及估計。

釐定資產減值須運用管理層判斷,尤其為評估:(i)是否已出現顯示有關資產值可能無法收回的事件;(ii)可收回數額(即公平值減出售成本後的數額及估計繼續在業務中使用資產所帶來的未來現金流量現值淨額二者的較高者)可否支持資產賬面值;及(iii)編製現金流量預測時所用的適當主要假設,包括該等現金流量預測是否以適當利率折現。管理層所挑選用作評估減值的假設(包括折現率或現金流量預測所用的增長率假設)若有變化,可能會對減值測試所用的現值淨值帶來重大影響,從而影響本集團財務狀況及經營業績。

若預計表現及有關未來現金流量預測出現重大不利變動,則可能須在損益中扣除減值開支。

(c) 應收款項減值

本集團管理層根據貿易及其他應收款項預期信貸虧損的評估,釐定該等應收款項的減值撥備。此項評估乃根據歷史虧損經驗作出及經調整以反映現行市況及前瞻性資料之影響,此舉須運用判斷及估計。管理層於各報告日期重新評估有關撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

4 Critical accounting estimates and judgements (Continued)

(d) Current and deferred taxation

The Group is subject to income taxes in various jurisdictions. Significant judgement is required in determining the provision for income taxes. The Group recognises liabilities or anticipated tax audit issues based on estimates of whether additional taxes will be due. 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.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectation is different from the original estimate, such differences will impact the recognition of deferred income tax assets and taxation charges in the period in which such estimate is changed.

5 Segment information

Management has determined the operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions. These reports are prepared on the same basis as these consolidated financial statements.

The chief operating decision-maker is identified as the executive directors of the Company. The executive directors review the Group's consolidated financial statements mainly from a single business perspective as the Group is mainly engaged in the provision of visual display solution services.

During the year ended 31 May 2019, all of the Group's revenue was from contracts with customers and was recognised over time.

4 關鍵會計估計及判斷(續)

(d) 即期及遞延稅項

本集團須繳納多個司法權區的所得稅。於釐定所得稅撥備時須作出重大判斷。本集團根據額外稅項是否到期的估計確認負債或預計的稅務審計事宜。倘該等事宜的最終稅務結果與初步記錄的金額不同，有關差額將影響作出釐定的期間內的所得稅及遞延稅項撥備。

倘管理層認為未來應課稅溢利將很可能用作抵銷暫時性差額或稅項虧損可予動用，則會確認與若干暫時性差額有關的遞延所得稅資產及稅項虧損。倘預期與原先的估計不同，有關差額將會對有關估計出現變動的期間內遞延所得稅資產及稅費的確認造成影響。

5 分部資料

管理層已根據主要經營決策者審議並用於制訂策略性決策的報告釐定經營分部。該等報告根據與該等綜合財務報表相同的基準編製。

本公司執行董事已確定為主要經營決策者。由於本集團主要從事提供視像顯示解決方案服務，故執行董事主要從單一業務角度審閱本集團的綜合財務報表。

於截至二零一九年五月三十一日止年度，所有本集團收益均來自客戶合約及隨時間確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

5 Segment information (Continued)

The Group's revenue is attributable to the following geographical markets:

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Hong Kong	香港	30,964,832	23,217,926
PRC	中國	36,091,581	41,180,011
Macau	澳門	21,004,450	7,613,294
Taiwan	台灣	3,264,788	4,926,215
Others	其他	2,947,291	6,669,843
		94,272,942	83,607,289

The Group's total non-current assets were located in the following regions based on the countries/place of domicile of the companies comprising the Group:

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Non-current assets:	非流動資產：		
Hong Kong	香港	85,141,605	79,016,065
PRC	中國	4,626,146	2,562,023
Macau	澳門	707,314	424,025
		90,475,065	82,002,113

5 分部資料(續)

本集團的收益來自以下地區市場：

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Hong Kong	香港	30,964,832	23,217,926
PRC	中國	36,091,581	41,180,011
Macau	澳門	21,004,450	7,613,294
Taiwan	台灣	3,264,788	4,926,215
Others	其他	2,947,291	6,669,843
		94,272,942	83,607,289

本集團非流動資產總值根據本集團旗下公司所在國家/位置位於下列地區：

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Non-current assets:	非流動資產：		
Hong Kong	香港	85,141,605	79,016,065
PRC	中國	4,626,146	2,562,023
Macau	澳門	707,314	424,025
		90,475,065	82,002,113

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

5 Segment information (Continued)

For the year ended 31 May 2019, there were 4 customers (2018: 3 customers) who individually contributed over 10% of the Group's total revenue. Revenue contributed from each of these customers is as follows:

5 分部資料(續)

截至二零一九年五月三十一日止年度，有四名客戶(二零一八年：三名客戶)分別貢獻了本集團總收益的逾10%。該等客戶分別之貢獻收益如下：

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Customer I	客戶I	27,428,386	36,966,384
Customer II	客戶II	15,691,300	13,220,300
Customer III (Note)	客戶III(附註)	11,962,500	N/A不適用
Customer IV	客戶IV	10,510,000	12,046,800
		65,592,186	62,233,484

Note: Revenue from Customer III amounted to HK\$3,840,000 and did not exceed 10% of total revenue during the year ended 31 May 2018.

附註：於截至二零一八年五月三十一日止年度，來自客戶III的收益為3,840,000港元，不超過總收益的10%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

6 Revenue and other income

(a) Revenue

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Revenue from visual display solution services	視像顯示解決方案服務收益	93,804,602	83,249,189
Equipment rental income	設備租賃收入	468,340	358,100
		94,272,942	83,607,289

(b) Other income

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Handling income	手續費收入	121,237	125,657

7 Other (losses)/gains, net

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Exchange (losses)/gains, net	匯兌(虧損)/收益淨額	(126,264)	173,071

6 收益及其他收入

(a) 收益

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Revenue from visual display solution services	視像顯示解決方案服務收益	93,804,602	83,249,189
Equipment rental income	設備租賃收入	468,340	358,100
		94,272,942	83,607,289

(b) 其他收入

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Handling income	手續費收入	121,237	125,657

7 其他(虧損)/收益淨額

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Exchange (losses)/gains, net	匯兌(虧損)/收益淨額	(126,264)	173,071

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

8 Expenses by nature

8 按性質劃分的開支

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Auditors' remuneration	核數師薪酬	1,274,272	1,250,000
Consultancy and technician fees	諮詢及技術費	770,000	304,700
Cost of equipment and spare parts	設備及配件成本	1,147,654	1,312,207
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備折舊 (附註14)	17,965,111	15,316,596
Employee benefit expenses (Note 9)	僱員福利開支(附註9)	20,231,919	19,230,518
Equipment rental charges	設備租賃費用	3,593,806	1,830,559
Freight and logistics expenses	運費及物流費	4,986,167	3,794,831
Legal and professional expenses	法律及專業費用	2,252,350	2,175,436
Sub-contracting charges	分包費	5,778,780	5,455,145
Travelling expenses	差旅費	792,481	1,131,901
Operating lease rentals in respect of rental premises	租賃物業的經營租賃租金	3,483,099	2,182,585
Others	其他	5,483,709	5,619,410
Total cost of services and administrative expenses	服務成本及行政開支總額	67,759,348	59,603,888

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

9 Employee benefit expenses

9 僱員福利開支

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Wages, salaries and allowances, excluding directors' emoluments	工資、薪金及津貼(不包括董事酬金)	15,842,680	14,665,648
Directors' emoluments (Note 33)	董事酬金(附註33)	2,913,126	3,119,416
Pension costs — contributions to defined contribution plans (Note)	退休金費用—向界定供款計劃供款(附註)	1,476,113	1,445,454
		20,231,919	19,230,518

Note:

The Group has arranged for its employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, In Technical Productions Limited (the employer) and its employees make monthly contributions to the scheme generally at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and the employees are subject to a maximum contribution of HK\$1,500 per month and thereafter contributions are voluntary. The Group has no further obligations for post-retirement benefits beyond the contributions.

As stipulated by rules and regulations in the PRC, the Group contributes to state-administered retirement plans for employees in the PRC. For the PRC, the employees contribute up to 10% of their basic salaries, while the Group contributes approximately 24% to 26% of such salaries. The Group has no further obligations for the actual payment of pensions or post-retirement benefits beyond these contributions. The state-administered retirement plans are responsible for the entire pension obligations payable to the retired employees.

There are no forfeited contributions to defined contribution plans for the years ended 31 May 2019 and 2018.

附註：

本集團已安排其僱員參加強制性公積金計劃(「強積金計劃」)，該計劃為一項由一名獨立受託人管理的界定供款計劃。根據強積金計劃，In Technical Productions Limited(僱主)及其僱員均須按月向該計劃供款，而根據強制性公積金法例，供款金額一般為僱員收入的5%。各僱主及僱員的每月供款上限為每月1,500港元，超出上限的供款屬自願供款。除供款外，本集團並無其他有關退休後福利的責任。

根據中國規例及法規的規定，本集團就其中國僱員向國家管理的退休計劃供款。在中國，僱員最多按其基本薪金的10%作出供款，而本集團則按有關薪金的約24%至26%作出供款。除該等供款外，本集團並無其他有關實際支付退休金或退休後福利的責任。國家管理的退休計劃負責承擔應付退休僱員的全部退休金責任。

截至二零一九年及二零一八年五月三十一日止年度，概無遭沒收界定供款計劃供款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

9 Employee benefit expenses (Continued)

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 May 2019 include two directors (2018: two directors). The emoluments paid/payable to the five highest paid individuals are as follows:

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Salaries, other allowances and benefits	薪金、其他津貼及福利	4,000,416	4,882,441
Pension costs — contributions to defined contribution plans	退休金費用 — 向界定供款計劃供款	90,000	89,975
		4,090,416	4,972,416

The emoluments fell within the following bands:

		Number of individuals 僱員人數	
		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年	2018 二零一八年
Emolument bands	薪酬範圍		
Nil to HK\$1,000,000	零至1,000,000港元	4	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	3
		5	5

During the years ended 31 May 2019 and 2018, no emoluments were paid by the Group to any of the directors or other members of the five highest paid individuals as an inducement to join, upon joining the Group, leaving the Group or as compensation for loss of office.

9 僱員福利開支(續)

(a) 五名最高薪酬人士

本集團於截至二零一九年五月三十一日止年度的五名最高薪酬人士(包括兩名董事(二零一八年:兩名董事))。已付/應付五名最高薪酬人士的酬金如下:

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Salaries, other allowances and benefits	薪金、其他津貼及福利	4,000,416	4,882,441
Pension costs — contributions to defined contribution plans	退休金費用 — 向界定供款計劃供款	90,000	89,975
		4,090,416	4,972,416

酬金介於如下範圍:

		Number of individuals 僱員人數	
		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年	2018 二零一八年
Emolument bands	薪酬範圍		
Nil to HK\$1,000,000	零至1,000,000港元	4	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	3
		5	5

於截至二零一九年及二零一八年五月三十一日止年度,本集團概無向任何董事或五名最高薪酬人士中的其他成員支付酬金,作為吸引其加入本集團、加入本集團後、離開本集團的獎勵或作為離職補償。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

10 Finance income/(costs), net

10 財務收入／(成本)淨額

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Bank interest income	銀行利息收入	583,286	375,879
Interest on bank borrowings	銀行借款利息	(534,255)	(751,196)
Finance charges on obligations under finance leases	融資租賃承擔的融資費用	(8,202)	(50,333)
Imputed interest on payables for equipment	應付設備之估算利息	—	(993,140)
Imputed interest on shareholder's loan	股東貸款之估算利息	—	(381,872)
Finance costs	財務成本	(542,457)	(2,176,541)
Finance income/(costs), net	財務收入／(成本)淨額	40,829	(1,800,662)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

11 Income tax expense

Hong Kong profits tax has been provided for at the rate of 16.5% on the estimated assessable profit for the years ended 31 May 2019 and 2018. The companies of the Group established in the PRC are subject to the PRC corporate income tax at the rate of 25% for the years ended 31 May 2019 and 2018. Companies incorporated and operating in Macau are subject to Macau complementary tax, under which taxable income of up to MOP600,000 is exempted from taxation with amounts beyond this amount to be taxed at a fixed rate of 12% for the years ended 31 May 2019 and 2018.

Taxes on profits assessable elsewhere have been calculated at the applicable rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

The amounts of taxation charged/(credited) to profit or loss represent:

11 所得稅開支

香港利得稅按截至二零一九年及二零一八年五月三十一日止年度的估計應課稅溢利以稅率16.5%計提撥備。在中國設立之本集團公司於截至二零一九年及二零一八年五月三十一日止年度受制於中國企業所得稅稅率之25%。在澳門註冊成立及營運的公司須繳納澳門所得補充稅，據此，於截至二零一九年及二零一八年五月三十一日止年度，最多澳門幣600,000元的應課稅收入獲豁免稅項，超出此數額的款項則按固定稅率12%繳稅。

其他地方應課稅溢利的稅項乃按本集團經營所在司法權區現行的適用稅率，根據其現有法律、詮釋及慣例計算。

自損益扣除/(計入)的稅項金額指：

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Current income tax:	即期所得稅：		
Hong Kong profits tax	香港利得稅	4,345,590	2,661,828
Macau income tax	澳門所得稅	116,093	—
PRC corporate income tax	中國企業所得稅	107,255	—
		4,568,938	2,661,828
Deferred income tax (Note 23)	遞延所得稅(附註23)	(555,106)	1,912,017
		4,013,832	4,573,845

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

11 Income tax expense (Continued)

The taxation on the profit before income tax differs from the theoretical amount that would arise using the taxation rate of Hong Kong as follows:

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Profit before income tax	所得稅前溢利	26,549,396	22,501,467
Calculated at a taxation rate of 16.5%	按稅率16.5%計算	4,380,651	3,712,742
Effect of different tax rates for different countries	不同國家的不同稅率影響	592,302	185,232
Income not subject to taxation	毋須繳稅收入	(165,944)	(49,561)
Expenses not deductible for tax purposes	不可扣稅開支	59,217	251,556
Tax losses not recognised	未確認稅項虧損	—	958,571
Utilisation of previously unrecognised tax losses	動用先前未確認稅項虧損	(687,394)	(319,695)
Tax concession (Note)	減徵稅項(附註)	(165,000)	(165,000)
Taxation charge	稅項費用	4,013,832	4,573,845

Note:

Pursuant to the enactment of two-tiered profit tax rates by the Inland Revenue Department ("IRD") from the year of assessment 2018/19 onwards, the Group's first HK\$2 million of assessable profits under Hong Kong profits tax during the years ended 31 May 2019 and 2018 is subject to a tax rate of 8.25%. The Group's remaining assessable profits above HK\$2 million will continue to be subject to a tax rate of 16.5%.

11 所得稅開支(續)

所得稅前溢利的稅項有別於利用香港稅率計算所得理論金額，如下所示：

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Profit before income tax	所得稅前溢利	26,549,396	22,501,467
Calculated at a taxation rate of 16.5%	按稅率16.5%計算	4,380,651	3,712,742
Effect of different tax rates for different countries	不同國家的不同稅率影響	592,302	185,232
Income not subject to taxation	毋須繳稅收入	(165,944)	(49,561)
Expenses not deductible for tax purposes	不可扣稅開支	59,217	251,556
Tax losses not recognised	未確認稅項虧損	—	958,571
Utilisation of previously unrecognised tax losses	動用先前未確認稅項虧損	(687,394)	(319,695)
Tax concession (Note)	減徵稅項(附註)	(165,000)	(165,000)
Taxation charge	稅項費用	4,013,832	4,573,845

附註：

根據稅務局(「稅務局」)制定的自二零一八／一九課稅年度起的兩層利得稅稅率，本集團截至二零一九年及二零一八年五月三十一日止年度之首批香港利得稅項下應課稅溢利2百萬港元按稅率8.25%計算。本集團剩餘超過2百萬港元的應課稅溢利按稅率16.5%計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

12 Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the years ended 31 May 2019 and 2018. The weighted average number of ordinary shares for the year ended 31 May 2018 used for such purpose has been retrospectively adjusted for the effects of the issue of shares in connection with the capitalisation of shareholder's loan which took place on 14 June 2017 as set out in Note 17.

12 每股盈利

每股基本盈利乃按於二零一九年及二零一八年五月三十一日止年度，本公司股權持有人應佔溢利除以已發行普通股加權平均數計算。截至二零一八年五月三十一日止年度，該等普通股加權平均數需按附註17所載根據二零一七年六月十四日股東貸款資本化，對已發行股份之效果做出相關追溯調整。

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年	2018 二零一八年
Profit attributable to owners of the Company (in HK\$)	本公司擁有人應佔溢利 (按港元計)	22,484,660	17,919,344
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	800,000,000	792,876,712
Basic earnings per share (HK cents)	每股基本盈利(港仙)	2.81	2.26

As there were no diluted potential ordinary shares outstanding during the years ended 31 May 2019 and 2018, diluted earnings per share is the same as basic earnings per share.

由於二零一九年及二零一八年五月三十一日止年度並無發行尚未行使的已攤薄潛在普通股，故已攤薄每股盈利與每股基本盈利相同。

13 Non-controlling interests

The total comprehensive income for the years ended 31 May 2019 and 2018 attributable to non-controlling interests amount to HK\$48,360 and HK\$12,742, respectively, which are attributable to two individual shareholders of Shenzhen Shiji Tiansheng Technology Limited ("SSTTL"). SSTTL mainly incurred operating expenses of approximately HK\$2,158,355 and HK\$2,263,439 for the years ended 31 May 2019 and 2018, respectively, and it did not contribute significant revenue, total assets and total liabilities to the Group.

13 非控股權益

非控股權益應佔截至二零一九年及二零一八年五月三十一日止年度的全面收益總額分別為48,360港元及12,742港元，其歸屬於深圳市世紀天盛科技有限公司(「深圳世紀天盛科技」)的兩名個人股東。於截至二零一九年及二零一八年五月三十一日止年度，深圳世紀天盛科技主要產生營運開支分別約2,158,355港元及2,263,439港元，且並無對本集團收益、總資產及總負債作出任何重大貢獻。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

14 Property, plant and equipment

14 物業、廠房及設備

		Visual display equipment 視像顯示設備	Furniture and other equipment 傢俱及其他設備	Motor vehicles 汽車	Leasehold improvements 租賃物業裝修	Total 總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
At cost:	按成本：					
At 1 June 2017	於二零一七年六月一日	119,911,633	1,119,524	955,247	1,133,375	123,119,779
Additions	添置	30,775,383	200,839	972,215	368,932	32,317,369
Exchange difference	匯兌差額	150,739	2,620	—	4,125	157,484
At 31 May 2018	於二零一八年五月 三十一日	150,837,755	1,322,983	1,927,462	1,506,432	155,594,632
Additions	添置	12,842,379	77,031	292,000	34,986	13,246,396
Exchange difference	匯兌差額	(148,518)	(1,746)	—	(2,750)	(153,014)
At 31 May 2019	於二零一九年五月 三十一日	163,531,616	1,398,268	2,219,462	1,538,668	168,688,014
Accumulated depreciation:	累計折舊：					
At 1 June 2017	於二零一七年六月一日	55,720,638	919,795	678,198	1,093,757	58,412,388
Charge for the year	年內支出	14,791,135	118,894	369,822	36,745	15,316,596
Exchange difference	匯兌差額	45,182	505	—	1,852	47,539
At 31 May 2018	於二零一八年五月 三十一日	70,556,955	1,039,194	1,048,020	1,132,354	73,776,523
Charge for the year	年內支出	17,438,869	124,924	288,039	113,279	17,965,111
Exchange difference	匯兌差額	(43,350)	(701)	—	(2,215)	(46,266)
At 31 May 2019	於二零一九年五月 三十一日	87,952,474	1,163,417	1,336,059	1,243,418	91,695,368
Net book value:	賬面淨值：					
At 31 May 2019	於二零一九年五月 三十一日	75,579,142	234,851	883,403	295,250	76,992,646
At 31 May 2018	於二零一八年五月 三十一日	80,280,800	283,789	879,442	374,078	81,818,109

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

14 Property, plant and equipment (Continued)

As at 31 May 2018, the carrying amount of motor vehicle and furniture and other equipment held under hire purchase contracts were HK\$69,262 and HK\$51,680, respectively. As at 31 May 2019, the carrying amount of furniture and other equipment held under hire purchase contract was HK\$35,360.

14 物業、廠房及設備(續)

於二零一八年五月三十一日，根據租購合約持有的汽車以及傢私及其他設備的賬面值分別為69,262港元及51,680港元。於二零一九年五月三十一日，根據租購合約持有的傢私及其他設備的賬面值為35,360港元。

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Cost of services	服務成本	17,438,869	14,791,135
Administrative expenses	行政開支	526,242	525,461
Depreciation charge for the year	年內折舊費用	17,965,111	15,316,596

15 Trade and other receivables, prepayments and deposits

15 貿易及其他應收款項、預付款項及按金

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Trade receivables	貿易應收款項	25,054,729	8,630,466
Deposits for purchase of equipment	購買設備按金	13,109,216	184,004
Deposits for equipment rental	設備出租按金	11,357,813	10,039,066
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	2,082,313	1,780,432
		51,604,071	20,633,968
Less: Non-current portion	減：非即期部分		
Deposits for purchase of equipment	購買設備按金	(13,109,216)	(184,004)
Prepayments and rental deposits	預付款項及出租按金	(373,203)	—
Current portion	即期部分	38,121,652	20,449,964

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

15 Trade and other receivables, prepayments and deposits (Continued)

Prepayments, deposits and other receivables mainly represents rental and utility deposits and prepayment for professional service fee.

The maximum exposure to credit risk at the year end date is the carrying amount of each class of receivables and deposits mentioned above. The Group does not hold any collateral as security.

During the year ended 31 May 2019, the Group settled a balance amounting to HK\$2,464,710 for acquisition of certain visual display equipment with deposits for equipment rental of the same amount. Moreover, certain deposits for equipment rental under current assets amounting to HK\$5,029,283 were reclassified as deposits for purchase of equipment under non-current assets as these deposits will be used to settle part of the considerations for acquisition of certain visual display equipment pursuant to the related purchase agreements entered into by the Company in March 2019.

The Group's trade receivables are settled by cash on delivery or credit period of around 30 to 90 days after provision of services. As at 31 May 2019 and 2018, the Group's ageing analysis of the trade receivables based on invoice date is as follows:

15 貿易及其他應收款項、預付款項及按金(續)

預付款項、按金及其他應收款項主要指租金及公用服務按金及專業服務費預付款項。

於年度結束日期的最大信貸風險為上述各類應收款項及按金的賬面值。本集團並無持有任何抵押品作抵押。

於截至二零一九年五月三十一日止年度，本集團結清購買若干視像顯示設備(設備出租按金為相同金額)之結餘2,464,710港元。此外，流動資產項下之若干設備出租按金5,029,283港元乃重新分類為非流動資產項下之購買設備按金，原因為根據本公司於二零一九年三月訂立之相關購買協議，該等按金將用於結清購買若干視像顯示設備之部分代價。

本集團的貿易應收款項在交貨時或提供服務後約30至90天的信用期內以現金結算。於二零一九年及二零一八年五月三十一日，本集團基於發票日期的貿易應收款項賬齡分析如下：

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
0-30 days	0至30天	11,633,568	2,887,666
31-60 days	31至60天	2,277,870	1,551,000
61-90 days	61至90天	2,707,000	3,064,300
Over 90 days	超過90天	8,436,291	1,127,500
		25,054,729	8,630,466

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

15 Trade and other receivables, prepayments and deposits (Continued)

As at 31 May 2019 and 2018, trade receivables of HK\$8,436,291 and HK\$1,127,500, respectively, were past due but not impaired. These relates to a number of independent customers for whom there is no recent history of default.

For trade receivables, the Group assessed the expected credit losses by considering historical default rates, existing market conditions and forward-looking information. Based on the assessment, expected credit loss rate of trade receivables was close to zero. Therefore, the loss allowance provision for these trade receivables balances was not material.

The carrying amounts of trade and other receivables approximate their fair value.

The carrying amounts of the Group's trade and other receivables, prepayments and deposits were denominated in the following currencies:

15 貿易及其他應收款項、預付款項及按金(續)

於二零一九年及二零一八年五月三十一日，分別為8,436,291港元及1,127,500港元的貿易應收款項已逾期但並無減值。這與眾多近期並無拖欠付款記錄的獨立客戶有關。

就貿易應收款項而言，本集團通過考慮過往違約率、現有市場狀況及前瞻性資料評估預期信貸虧損。根據評估，貿易應收款項之預期信貸虧損率趨近於零。因此，該等貿易應收款項結餘之虧損撥備並不重大。

貿易及其他應收款項的賬面值與其公平值相若。

本集團貿易及其他應收款項、預付款項及按金的賬面值以下列貨幣計值：

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
HK\$	港元	26,780,648	9,007,612
US\$	美元	21,824,629	10,039,066
RMB	人民幣	2,985,258	1,586,707
MOP	澳門幣	13,536	583
		51,604,071	20,633,968

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

16 Cash and bank balances

(a) Short-term bank deposits

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Term deposits with initial terms of over three months	原到期日逾三個月的定期存款	—	20,700,000
Pledged short-term bank deposits (Note 24)	已抵押短期銀行存款(附註24)	3,016,286	3,009,963
		3,016,286	23,709,963

As at 31 May 2019, the weighted average effective interest rate of the Group's short-term bank deposits was 2.35% (2018: 1.78%).

Short-term bank deposits were denominated in HK\$.

(b) Cash and cash equivalents

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Cash on hand	手頭現金	80	—
Cash at banks	銀行現金	12,838,730	16,454,653
Term deposits with initial terms of less than three months	原到期日少於三個月的定期存款	16,000,000	6,682,369
		28,838,810	23,137,022
Maximum exposure to credit risk	信貸風險之最大風險	28,838,730	23,137,022

16 現金及銀行結餘

(a) 短期銀行存款

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Term deposits with initial terms of over three months	原到期日逾三個月的定期存款	—	20,700,000
Pledged short-term bank deposits (Note 24)	已抵押短期銀行存款(附註24)	3,016,286	3,009,963
		3,016,286	23,709,963

於二零一九年五月三十一日，本集團短期銀行存款之加權平均實際利率為2.35%（二零一八年：1.78%）。

短期銀行存款乃按港元計值。

(b) 現金及現金等價物

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Cash on hand	手頭現金	80	—
Cash at banks	銀行現金	12,838,730	16,454,653
Term deposits with initial terms of less than three months	原到期日少於三個月的定期存款	16,000,000	6,682,369
		28,838,810	23,137,022
Maximum exposure to credit risk	信貸風險之最大風險	28,838,730	23,137,022

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

16 Cash and bank balances (Continued)

(b) Cash and cash equivalents (Continued)

Cash and cash equivalents were denominated in the following currencies:

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
HK\$	港元	24,436,535	18,682,694
RMB	人民幣	4,330,962	4,298,798
Pound Sterling	英磅	37,976	—
Euro	歐元	30,098	—
MOP	澳門幣	3,220	155,511
Singapore dollar	新加坡元	12	12
US\$	美元	7	7
		28,838,810	23,137,022

Cash at banks earned interest at floating rates based on daily bank deposit rates. The Group's cash and cash equivalents denominated in RMB were deposited with banks in Hong Kong and the PRC. The conversion of the RMB-denominated balances into foreign currencies and the remittance of funds out of the PRC is subject to the rules and regulations of foreign exchange control promulgated by the Government of the People's Republic of China.

16 現金及銀行結餘(續)

(b) 現金及現金等價物(續)

現金及現金等價物乃按以下貨幣計值：

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
HK\$	港元	24,436,535	18,682,694
RMB	人民幣	4,330,962	4,298,798
Pound Sterling	英磅	37,976	—
Euro	歐元	30,098	—
MOP	澳門幣	3,220	155,511
Singapore dollar	新加坡元	12	12
US\$	美元	7	7
		28,838,810	23,137,022

銀行現金根據每日銀行存款利率，按浮動利率賺取利息。本集團以人民幣計值的現金及現金等價物乃存放於香港及中國銀行內。人民幣計值的結餘兌換外幣以及中國境外匯款須遵守中華人民共和國政府出台的外匯管制之法律及法規。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

17 Share capital and share premium

17 股本及股份溢價

		Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$ 港元		
Authorised:	法定：				
Ordinary shares of HK\$0.01 each as at 31 May 2018, 1 June 2018 and 31 May 2019	於二零一八年五月三十一日、二零一八年六月一日及二零一九年五月三十一日每股面值0.01港元之普通股	3,000,000,000		30,000,000	
		Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$ 港元	Share premium 股份溢價 HK\$ 港元	
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.01 each at 1 June 2017	於二零一七年六月一日之每股面值0.01港元之普通股	1	—	—	
Shares issued pursuant to the Capitalisation Issue (Note (a))	根據資本化發行之已發行股份(附註(a))	599,999,999	6,000,000	6,000,000	
Shares issued pursuant to the share offer upon the Listing (Note (a))	於上市後根據股份發售之已發行股份(附註(a))	200,000,000	2,000,000	58,000,000	
Share issuance costs	股份發行成本	—	—	(7,503,376)	
At 31 May 2018 and 31 May 2019	於二零一八年五月三十一日及二零一九年五月三十一日	800,000,000	8,000,000	56,496,624	

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

17 Share capital and share premium (Continued)

(a) Share capital

On 14 June 2017, the Group capitalised the shareholder's loan with an amount of HK\$12,000,000 owed by In Technical Productions Limited ("ITP (HK)"), a subsidiary of the Company, to Next Vision Management Limited ("Next Vision"), the immediate holding company of the Company, by issuing 599,999,999 new shares of the Company, credited as fully paid, to Next Vision (the "Capitalisation Issue").

On 14 June 2017, the Company's shares were listed on GEM of The Stock Exchange of Hong Kong Limited. The Company issued a total of 200,000,000 shares at a price of HK\$0.3 per share during the new share offer for a total proceed (before related fees and expenses) of HK\$60,000,000.

(b) Share option scheme

The Company operates a share option scheme (the "Scheme") which became effective on 19 May 2017. Eligible participants of the Scheme include the Group's directors and employees, etc. During the year ended 31 May 2019, no options were granted (2018: same).

17 股本及股份溢價(續)

(a) 股本

於二零一七年六月十四日，本集團透過向本公司直接控股公司Next Vision Management Limited (「Next Vision」) 發行599,999,999股入賬列為繳足之本公司新股份，將本公司一間附屬公司In Technical Productions Limited (「ITP (HK)」) 結欠Next Vision之12,000,000港元之股東貸款撥充資本(「資本化發行」)。

於二零一七年六月十四日，本公司股份於香港聯合交易所有限公司GEM上市。本公司已發行合共200,000,000股股份，每股價格0.3港元，於新股份發售之所得款項總額(扣除相關費用及開支前)為60,000,000港元。

(b) 購股權計劃

本公司經營一項購股權計劃(「該計劃」)，於二零一七年五月十九日起生效。該計劃的合資格參與者包括本集團董事及僱員等。截至二零一九年五月三十一日止年度，本公司並無授出任何購股權(二零一八年：相同)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

18 Reserves

- (a) The Company was incorporated on 4 November 2016 and the group reorganisation in connection with the Listing was completed on 24 November 2016. The capital reserve as at 31 May 2019 and 2018 primarily represented the aggregate amount of share capital of the companies now comprising the Group after elimination of the inter-company investment costs.
- (b) The Macau Commercial Code number 377 requires that companies incorporated in Macau should set aside a minimum of 25% of their respective profit after income tax to the legal reserve until the balance of the reserve reaches a level equivalent to 50% of their capital.

The PRC laws and regulations require companies registered in the PRC to provide for certain statutory reserves, which are to be appropriated from the profit after income tax (after offsetting accumulated losses from prior years) as reported in their respective statutory financial statements, before profit distributions to equity holders. All statutory reserves are created for specific purposes. A PRC company is required to appropriate an amount of not less than 10% of statutory profits after income tax to statutory surplus reserves, prior to distribution of its post-tax profits of the current year. A company may discontinue the contribution when the aggregate sum of the statutory surplus reserve is more than 50% of its registered capital. The statutory surplus reserves shall only be used to make up losses of the company, to expand the company's operations, or to increase the capital of the company. In addition, a company may make further contribution to the discretionary surplus reserve using its post-tax profits in accordance with resolutions of the board of directors.

18 儲備

- (a) 本公司於二零一六年十一月四日註冊成立，有關上市之集團重組於二零一六年十一月二十四日完成。於二零一九年及二零一八年五月三十一日的資本儲備主要指本集團現時旗下公司的股本總額（經對銷公司間投資成本後）。
- (b) 澳門商法典第377號規定，在澳門註冊成立的公司應將各自除所得稅後利潤最少25%撥入法定儲備，直至儲備結餘達致相等於股本的50%水平為止。

中國法律及法規規定，在中國註冊的公司須為若干法定儲備計提撥備，該等儲備須由未計及股權持有人分配利潤前各自法定財務報表所呈報除所得稅後利潤（抵銷過往年度累計虧損後）調撥。所有法定儲備乃為特定目的設立。中國公司須在分派目前年度稅後利潤前，將除所得稅後法定利潤不少於10%撥入法定盈餘儲備。當法定盈餘儲備的總額超過其註冊資本50%，則公司可停止注入資金。法定盈餘儲備僅可用於沖銷公司虧損、擴充公司業務或增加公司資本。此外，公司可根據董事會決議案使用其稅後利潤向任意盈餘儲備進一步注入資金。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

19 Obligations under finance leases

The future minimum lease payments, after taking into account the repayable on demand clause, are as follows:

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Gross finance lease liabilities No later than one year	融資租賃負債總額 不遲於一年	41,344	117,250
Future finance charges on finance leases	融資租賃的未來融資費用	41,344 —	117,250 (8,202)
Present value of finance lease liabilities	融資租賃負債的現值	41,344	109,048

The present value of finance lease liabilities are as follows:

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
No later than one year	不遲於一年	41,344	109,048

As at 31 May 2019, the Group leases various furniture and other equipment under finance leases expiring within five years. As at 31 May 2018, the Group leases various furniture and other equipment and motor vehicles under finance leases expiring within five years. Interest rates were fixed at the contract dates. All leases were on a fixed repayment basis with no contingent rental payments.

Obligations under finance leases were denominated in HK\$.

19 融資租賃承擔

經考慮按要價還條款，未來最低租賃付款如下：

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Gross finance lease liabilities No later than one year	融資租賃負債總額 不遲於一年	41,344	117,250
Future finance charges on finance leases	融資租賃的未來融資費用	41,344 —	117,250 (8,202)
Present value of finance lease liabilities	融資租賃負債的現值	41,344	109,048

如下：

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
No later than one year	不遲於一年	41,344	109,048

於二零一九年五月三十一日，本集團根據於五年內屆滿之融資租賃租賃若干傢私及其他設備。於二零一八年五月三十一日，本集團根據於五年內屆滿之融資租賃租賃各類傢私及其他設備以及汽車。利率於合約日期釐定。所有租約均按固定還款基準作出且並無或然租賃付款。

融資租賃承擔均以港元計值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

20 Other payables and accrued liabilities

20 其他應付款項及應計負債

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Total	總計		
Payables for equipment	設備應付款項	4,774,655	8,318,217
Receipts in advance	預收款項	—	5,654,688
Other accruals and payables	其他應計費用及應付款項	4,561,816	6,505,340
		9,336,471	20,478,245
Less: Non-current portion	減：非即期部分		
Payables for equipment	設備應付款項	—	(195,000)
Current portion	即期部分	9,336,471	20,283,245

During the year ended 31 May 2018, the Group settled a balance for acquisition of certain visual display equipment of US\$890,000 (equivalent to HK\$6,889,895) in cash and the remaining balance of US\$880,000 (equivalent to HK\$6,858,536) was settled with deposits received from a customer. During the year ended 31 May 2018, the imputed interest arising from the discounting of these aforementioned payables amounted to HK\$993,140 as set out in Note 10.

As at 1 June 2018, the opening balance of receipts in advance amounting to HK\$5,654,688 were reclassified as contract liabilities pursuant to the adoption of HKFRS 15 as set out in Note 2.2(b). During the year ended 31 May 2019, these balances were fully recognised as revenue.

於截至二零一八年五月三十一日止年度，本集團以現金890,000美元(相當於6,889,895港元)結清購買若干視像顯示設備之結餘，而餘下結餘880,000美元(相當於6,858,536港元)則以收取一名客戶的按金償付。截至二零一八年五月三十一日止年度，按附註10所載折現上述應付款項產生之估算利息為993,140港元。

於二零一八年六月一日，預付款項期初結餘5,654,688港元已根據附註2.2(b)所載採納香港財務報告準則第15號重新分類為合約負債。於截至二零一九年五月三十一日止年度，該等結餘已悉數確認為收益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

20 Other payables and accrued liabilities (Continued) 20 其他應付款項及應計負債 (續)

As at 31 May 2019 and 2018, the Group's ageing analysis of the payables for equipment based on invoice date is as follows:

於二零一九年及二零一八年五月三十一日，本集團基於發票日期的設備應付款項的賬齡分析如下：

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
0–30 days	0至30天	62,130	—
31–60 days	31至60天	—	—
61–90 days	61至90天	—	—
Over 90 days	超過90天	4,712,525	8,318,217
		4,774,655	8,318,217

The carrying amounts of the Group's other payables and accrued liabilities were denominated in the following currencies:

本集團其他應付款項及應計負債的賬面值以下列貨幣計值：

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
RMB	人民幣	5,642,866	13,004,736
HK\$	港元	3,216,428	3,360,537
US\$	美元	281,674	3,809,177
MOP	澳門幣	195,503	303,795
		9,336,471	20,478,245

The carrying amounts of all short-term payables and accrued liabilities approximated their fair value due to their short maturities.

由於所有短期應付款項及應計負債的期限較短，故賬面值與其公平值相若。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

21 Bank borrowings

As at 31 May 2019 and 2018, bank borrowings were repayable as follows:

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Bank loans, secured:	銀行貸款，有抵押：		
Balances repayable within one year classified as current liabilities	須於一年內償還款項，分類為流動負債的結餘	3,147,868	3,599,566
Balances repayable after one year, with clause of repayable on demand classified as current liabilities	須於一年後償還款項，包含按要求償還條款，分類為流動負債的結餘	3,593,738	7,398,206
		6,741,606	10,997,772

The above bank loans bear interests ranging from 5.5% to 5.9% per annum for the year ended 31 May 2019 (2018: 5.5% to 5.8%).

As at 31 May 2019 and 2018, the fair value of current bank borrowings approximated their carrying amount, as the impact of discounting is not significant.

As at 31 May 2019 and 2018, the Group's bank borrowings based on the scheduled repayment dates as set out in the loan agreements and ignoring the effect of any repayment on demand clause were repayable as follows:

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Within 1 year	1年內	3,147,868	3,599,566
Between 1 and 2 years	1至2年	2,458,088	3,807,856
Between 2 and 5 years	2至5年	1,135,650	3,590,350
		6,741,606	10,997,772

The bank borrowings were denominated in HK\$.

21 銀行借款

於二零一九年及二零一八年五月三十一日，須償還的銀行借款如下：

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Bank loans, secured:	銀行貸款，有抵押：		
Balances repayable within one year classified as current liabilities	須於一年內償還款項，分類為流動負債的結餘	3,147,868	3,599,566
Balances repayable after one year, with clause of repayable on demand classified as current liabilities	須於一年後償還款項，包含按要求償還條款，分類為流動負債的結餘	3,593,738	7,398,206
		6,741,606	10,997,772

以上銀行貸款於截至二零一九年五月三十一日止年度之年利息介乎5.5%至5.9% (二零一八年：5.5%至5.8%)。

於二零一九年及二零一八年五月三十一日，由於貼現的影響不大，當期銀行借款的公平值與其賬面值相若。

於二零一九年及二零一八年五月三十一日，本集團銀行借款須於以下期限償還(根據貸款協議所載計劃還款日期，忽略任何按要求還款條款的影響)：

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Within 1 year	1年內	3,147,868	3,599,566
Between 1 and 2 years	1至2年	2,458,088	3,807,856
Between 2 and 5 years	2至5年	1,135,650	3,590,350
		6,741,606	10,997,772

銀行借款均以港元計值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

22 Balances with related parties

	Maximum amount outstanding during the year ended 31 May 2019 截至二零一九年五月三十一日止年度的最高未償還金額 HK\$ 港元	Maximum amount outstanding during the year ended 31 May 2018 截至二零一八年五月三十一日止年度的最高未償還金額 HK\$ 港元	As at 31 May 2019 於二零一九年五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年五月三十一日 HK\$ 港元
Amount due from the immediate holding company 應收直接控股公司款項	300,940	300,940	—	300,940

As at 31 May 2018, the amount due from the immediate holding company was unsecured, interest-free, repayable on demand and denominated in HK\$.

於二零一八年五月三十一日，應收直接控股公司款項為無抵押、免息、按要求償還且以港元計值。

23 Deferred taxation

The deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The net amounts are as follows:

23 遞延稅項

當存在依法可強制執行的權利將即期稅項資產與即期稅項負債抵銷時，以及當遞延所得稅涉及同一財政機關時，遞延稅項資產及負債予以抵銷。淨額如下：

	As at 31 May 2019 於二零一九年五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年五月三十一日 HK\$ 港元
Deferred tax liabilities 遞延稅項負債		
— to be settled after more than twelve months — 超過十二個月後結算	5,765,100	6,359,924
— to be settled within twelve months — 於十二個月內結算	1,823,621	1,783,903
	7,588,721	8,143,827

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

23 Deferred taxation (Continued)

The movement on deferred tax liabilities is as follows:

Deferred tax liabilities — accelerated tax depreciation

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
At beginning of the year	年初	8,143,827	6,231,810
(Credited)/charged to profit or loss (Note 11)	於損益(計入)/扣除(附註11)	(555,106)	1,912,017
At end of the year	年末	7,588,721	8,143,827

Deferred income tax assets are recognised for tax losses carried-forward to the extent that the realisation of the related tax benefit through the future taxable profits is probable. As at 31 May 2019, the Group did not recognise deferred income tax assets of approximately HK\$805,193 (2018: HK\$1,492,587) in respect of accumulated tax losses of the PRC subsidiaries amounting to approximately HK\$3,220,772 (2018: HK\$5,970,348) that can be carried forward against future taxable income. The tax losses of these PRC subsidiaries will expire within 5 years.

23 遞延稅項(續)

遞延稅項負債的變動如下：

遞延稅項負債—加速稅項折舊

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
At beginning of the year	年初	8,143,827	6,231,810
(Credited)/charged to profit or loss (Note 11)	於損益(計入)/扣除(附註11)	(555,106)	1,912,017
At end of the year	年末	7,588,721	8,143,827

因結轉稅務虧損而確認的遞延所得稅資產，僅限於通過未來應課稅利潤實現相關稅務利益存在可能的情況下確認。於二零一九年五月三十一日，本集團並未就中國附屬公司之累計稅務虧損約3,220,772港元(二零一八年：5,970,348港元)確認可結轉至未來應課稅收入之遞延稅項資產約805,193港元(二零一八年：1,492,587港元)。該等中國附屬公司之稅項虧損將於五年內屆滿。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

24 Banking facilities

As at 31 May 2019 and 2018, the Group had total banking facilities of HK\$7,541,606 and HK\$11,797,772, respectively, of which HK\$6,741,606 and HK\$10,997,772 were utilised. The Group's banking facilities were secured by the following:

- (i) Pledged short-term bank deposits of HK\$3,016,286 and HK\$3,009,963 as at 31 May 2019 and 2018, respectively;
- (ii) The issue of a guarantee relating to the working capital loans by the government of the Hong Kong Special Administrative Region to the extent of HK\$2,500,000 as at 31 May 2019 and 2018; and
- (iii) Corporate guarantee by the Company.

24 銀行融資

於二零一九年及二零一八年五月三十一日，本集團分別合共有銀行融資7,541,606港元及11,797,772港元，其中6,741,606港元及10,997,772港元已獲動用。本集團銀行融資由以下各項擔保：

- (i) 於二零一九年及二零一八年五月三十一日，已抵押短期銀行存款分別為3,016,286港元及3,009,963港元；
- (ii) 香港特別行政區政府就營運資金貸款發出的擔保，於二零一九年及二零一八年五月三十一日上限為2,500,000港元；及
- (iii) 本公司之公司擔保。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

25 Subsidiaries

Particulars of the subsidiaries held by the Group for each of the years ended 31 May 2019 and 2018 are as follows:

25 附屬公司

本集團於截至二零一九年及二零一八年五月三十一日止年度各年持有的附屬公司的詳情如下：

Name 名稱	Place and date of incorporation 註冊成立地點及 日期	Particulars of issued and paid up capital 已發行及繳 足股本詳情	Percentage of equity held as at 31 May 於五月三十一日 所持權益百分比		Principal activities 主要活動
			2019 二零一九年	2018 二零一八年	
Directly held 直接持有					
In Technical Productions (B.V.I.) Limited ("ITP (BVI)")	The BVI, 9 November 2016	US\$100	100%	100%	Investment holding in Hong Kong
In Technical Productions (B.V.I.) Limited (「ITP (BVI)」)	英屬處女群島， 二零一六年 十一月九日	100美元			於香港投資控股
Indirectly held 間接持有					
ITP (HK)	Hong Kong, 10 March 2009	HK\$10,000	100%	100%	Provision of video display solution services for concerts and events in Hong Kong, Macau, the PRC and Taiwan
ITP (HK)	香港，二零零九年 三月十日	10,000港元			為香港、澳門、中國及台灣的演唱會及活動提供視像顯示解決方案服務
Shiji Tiansheng Cultural Communication (Shenzhen) Limited* (世紀天盛文化傳播(深圳)有限公司)	The PRC, 4 July 2012	RMB3,500,000	100%	100%	Provision of video display solution services for concerts and events in the PRC
世紀天盛文化傳播(深圳)有限公司	中國，二零一二年 七月四日	人民幣3,500,000元			為中國的演唱會及活動提供視像顯示解決方案服務
Shanghai Yingtegao Stage Arts Limited* (上海英特高舞臺藝術有限公司)	The PRC, 14 October 2014	RMB1,000,000	100%	100%	Provision of stage design and equipment installation services in the PRC
上海英特高舞臺藝術有限公司	中國，二零一四年 十月十四日	人民幣1,000,000元			在中國提供舞台設計及設備安裝服務

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

25 Subsidiaries (Continued)

25 附屬公司(續)

Name 名稱	Place and date of incorporation 註冊成立地點及 日期	Particulars of issued and paid up capital 已發行及繳 足股本詳情	Percentage of equity held		Principal activities 主要活動
			as at 31 May		
			於五月三十一日 所持權益百分比		
			2019 二零一九年	2018 二零一八年	
Shenzhen Shiji Tiansheng Technology Limited* (深圳市世紀天盛科技 有限公司)	The PRC, 11 July 2013	RMB500,000	70%	70%	Import and export and wholesale of video equipment and parts and related support services in the PRC
深圳市世紀天盛科技 有限公司	中國，二零一三年 七月十一日	人民幣500,000元			在中國進口及出口及批發視像 設備及部件以及相關支持服 務
InTechPro Macau Limited (英特高澳門一人 有限公司)	Macau, 27 November 2017	MOP500,000	100%	100%	Provision of video display solution services for concerts and events in Macau
英特高澳門一人 有限公司	澳門，二零一七年 十一月二十七日	澳門幣500,000元			為澳門的演唱會及活動提供視 像顯示解決方案服務

* The English names of certain subsidiaries referred to above represent the best effort by management of the Company in translating their Chinese names as they do not have official English names.

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

26 Note to the consolidated statement of cash flows

Reconciliation of liabilities arising from cash flows from financing activities:

26 綜合現金流量報表附註

融資活動所得現金流量產生之負債對賬如下：

		Shareholder's loan 股東貸款 HK\$ 港元	Obligations under finance leases 融資租賃承擔 HK\$ 港元	Bank borrowings 銀行借款 HK\$ 港元
At 1 June 2017	於二零一七年六月一日	14,268,128	530,225	18,886,885
Cash flow	現金流量			
— Repayment of bank borrowings	— 償還銀行借款	—	—	(7,889,113)
— Repayment of capital element of the finance leases	— 償還融資租賃資本部分	—	(486,457)	—
— Repayment of shareholder's loan	— 償還股東貸款	(2,650,000)	—	—
Other non-cash movements	其他非現金變動			
— Imputed interest of shareholder's loan incurred before capitalisation (Note 10 & 17)	— 於資本化前股東貸款產生之估算利息(附註10及17)	381,872	—	—
— Capitalisation of shareholder's loan (Note 17)	— 股東貸款資本化(附註17)	(12,000,000)	—	—
— Inception of finance leases	— 訂立融資租賃	—	65,280	—
At 31 May 2018	於二零一八年五月三十一日	—	109,048	10,997,772
Cash flow	現金流量			
— Repayment of bank borrowings	— 償還銀行借款	—	—	(4,256,166)
— Repayment of capital element of the finance leases	— 償還融資租賃資本部分	—	(67,704)	—
At 31 May 2019	於二零一九年五月三十一日	—	41,344	6,741,606

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

27 Commitments

(a) Capital commitments

Capital expenditure contracted for but not yet incurred as at 31 May 2019 and 2018 were as follows:

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Property, plant and equipment	物業、廠房及設備	1,367,497	1,074,004

(b) Operating lease commitments — Group as lessee

As at 31 May 2019 and 2018, the Group had total future aggregate minimum lease payments under non-cancellable operating leases in respect of offices, warehouses, car parks and staff quarters as follows:

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
No later than one year	不超過一年	2,439,368	2,180,420
Later than one year and no later than five years	超過一年但不超過五年	667,739	2,690,456
		3,107,107	4,870,876

27 承擔

(a) 資本承擔

於二零一九年及二零一八年五月三十一日已訂約但尚未產生的資本開支如下：

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
Property, plant and equipment	物業、廠房及設備	1,367,497	1,074,004

(b) 經營租賃承擔 — 本集團為承租人

於二零一九年及二零一八年五月三十一日，本集團合共具有與辦公室、倉庫、停車場及員工宿舍有關的不可撤銷經營租賃項下未來最低租賃付款總額如下：

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
No later than one year	不超過一年	2,439,368	2,180,420
Later than one year and no later than five years	超過一年但不超過五年	667,739	2,690,456
		3,107,107	4,870,876

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

27 Commitments (Continued)

(b) Operating lease commitments — Group as lessee (Continued)

As at 31 May 2019 and 2018, the Group had total future aggregate minimum lease payments under non-cancellable operating leases in respect of visual display equipment as follows:

		As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
No later than one year	不超過一年	1,000,253	1,874,707
Later than one year and no later than five years	超過一年但不超過五年	—	246,464
		1,000,253	2,121,171

28 Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party, has joint control over the party or exercises significant influence over the other party in making financial and operation decisions. Parties are also considered to be related if they are subject to common control.

The ultimate controlling individual of the companies now comprising the Group is Mr. Yeung Ho Ting Dennis for the years ended 31 May 2019 and 2018.

27 承擔(續)

(b) 經營租賃承擔 — 本集團為承租人(續)

於二零一九年及二零一八年五月三十一日，本集團合共具有與視像顯示設備有關的不可撤銷經營租賃項下未來最低租賃付款總額如下：

28 關聯方交易

倘一方能夠直接或間接控制另一方、共同控制另一方或對另一方財務及經營決策施加重大影響，則雙方視為有關聯。倘雙方受共同控制，亦視為有關聯。

截至二零一九年及二零一八年五月三十一日止年度，本集團現時旗下公司最終控制人為楊浩廷先生。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

28 Related party transactions (Continued)

(a) Key management compensation

Key management includes directors and other key management of the Group. The compensation paid or payable to key management for employee services is shown below:

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Salaries, other allowances and benefits	薪金、其他津貼及福利	4,742,046	5,252,328
Pension costs — contributions to defined contribution plans	退休金費用 — 向界定供款計劃供款	206,410	203,555
		4,948,456	5,455,883

(b) Transactions

Save as disclosed elsewhere in the consolidated financial statements, during the year ended 31 May 2018, the following transaction was carried out with a related party at terms mutually agreed by both parties:

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Purchase of fixed asset from Mr. Yeung Ho Ting Dennis	向楊浩廷先生購買固定資產	—	972,215

28 關聯方交易(續)

(a) 主要管理人員薪酬

主要管理人員包括本集團的董事及其他主要管理人員。就僱員服務而已付或應付主要管理人員薪酬列示如下：

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Salaries, other allowances and benefits	薪金、其他津貼及福利	4,742,046	5,252,328
Pension costs — contributions to defined contribution plans	退休金費用 — 向界定供款計劃供款	206,410	203,555
		4,948,456	5,455,883

(b) 交易

除綜合財務報表其他地方所披露者外，於截至二零一八年五月三十一日止年度，下列交易乃由關連方按訂約方共同協定之條款進行：

		Year ended 31 May 截至五月三十一日止年度	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Purchase of fixed asset from Mr. Yeung Ho Ting Dennis	向楊浩廷先生購買固定資產	—	972,215

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

29 Financial instruments by categories

29 按類別劃分的金融工具

		Financial assets at amortised cost 按攤銷成本之 金融資產 2019 二零一九年 HK\$ 港元
Assets as per consolidated statement of financial position		
綜合財務狀況表所列資產		
Trade receivables	貿易應收款項	25,054,729
Deposits and other receivables	按金及其他應收款項	25,763,457
Cash and bank balances	現金及銀行結餘	31,855,096
Total	總計	82,673,282
		Loans and receivables 貸款及應收款項 2018 二零一八年 HK\$ 港元
Trade receivables	貿易應收款項	8,630,466
Deposits and other receivables	按金及其他應收款項	11,424,544
Cash and bank balances	現金及銀行結餘	46,846,985
Amount due from the immediate holding company	應收直接控股公司款項	300,940
Total	總計	67,202,935

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

29 Financial instruments by categories (Continued)

29 按類別劃分的金融工具(續)

		Other financial liabilities at amortised cost 按攤銷成本之其他金融負債 HK\$ 港元
Liabilities as per consolidated statement of financial position 綜合財務狀況表所列負債		
As at 31 May 2019	於二零一九年五月三十一日	
Bank borrowings	銀行借款	6,741,606
Other payables	其他應付款項	8,487,957
Obligations under finance leases	融資租賃承擔	41,344
Total	總計	15,270,907
As at 31 May 2018	於二零一八年五月三十一日	
Bank borrowings	銀行借款	10,997,772
Other payables	其他應付款項	13,641,574
Obligations under finance leases	融資租賃承擔	109,048
Total	總計	24,748,394

30 Contingencies

The Group had no material contingent liabilities as at 31 May 2019 and 2018.

30 或然負債

於二零一九年及二零一八年五月三十一日，本集團並無重大或然負債。

31 Dividend

No dividend has been paid or declared by the Company during the years ended 31 May 2019 and 2018.

31 股息

本公司截至二零一九年及二零一八年五月三十一日止年度並無支付或宣派股息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

32 Statement of financial position of the Company

32 本公司財務狀況表

		As at 31 May 2019 於二零一九年 五月三十一日	As at 31 May 2018 於二零一八年 五月三十一日
	Note 附註	HK\$ 港元	HK\$ 港元
ASSETS			
Non-current asset			
Investment in a subsidiary		44,709,149	44,709,149
Current assets			
Prepayments and other receivables		236,148	433,404
Amount due from a subsidiary		29,813,419	11,159,385
Term deposits with initial terms of over three months		—	20,700,000
Cash and cash equivalents		59,516	250,713
		30,109,083	32,543,502
Total assets		74,818,232	77,252,651

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

32 Statement of financial position of the Company (Continued)

32 本公司財務狀況表(續)

		Note 附註	As at 31 May 2019 於二零一九年 五月三十一日 HK\$ 港元	As at 31 May 2018 於二零一八年 五月三十一日 HK\$ 港元
EQUITY	權益			
Share capital	股本	17	8,000,000	8,000,000
Share premium	股份溢價	17	56,496,624	56,496,624
Reserves	儲備	(a)	9,961,608	12,595,527
Total equity	總權益		74,458,232	77,092,151
LIABILITIES	負債			
Current liabilities	流動負債			
Other payables and accrued liabilities	其他應付款項及應計負債		360,000	160,500
Total liabilities	總負債		360,000	160,500
Total equity and liabilities	權益及負債總額		74,818,232	77,252,651

The statement of financial position of the Company was approved by the Board of Director on 13 August 2019 and were signed on its behalf.

本公司財務狀況表由董事會於二零一九年八月十三日批准，並代為簽署。

Yeung Ho Ting Dennis

楊浩廷
Director
董事

Tam Chun Yu

譚震宇
Director
董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

32 Statement of financial position of the Company (Continued)

(a) Movement of reserves

		Capital reserve 資本儲備 HK\$ 港元	Accumulated losses 累計虧損 HK\$ 港元	Total 總計 HK\$ 港元
As at 1 June 2017	於二零一七年六月一日	32,709,141	(17,742,051)	14,967,090
Loss for the year	年內虧損	—	(2,371,563)	(2,371,563)
As at 31 May 2018	於二零一八年五月三十一日	32,709,141	(20,113,614)	12,595,527
Loss for the year	年內虧損	—	(2,633,919)	(2,633,919)
As at 31 May 2019	於二零一九年五月三十一日	32,709,141	(22,747,533)	9,961,608

32 本公司財務狀況表(續)

(a) 儲備變動

		Capital reserve 資本儲備 HK\$ 港元	Accumulated losses 累計虧損 HK\$ 港元	Total 總計 HK\$ 港元
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As at 1 June 2017	於二零一七年六月一日	32,709,141	(17,742,051)	14,967,090
Loss for the year	年內虧損	—	(2,371,563)	(2,371,563)
As at 31 May 2018	於二零一八年五月三十一日	32,709,141	(20,113,614)	12,595,527
Loss for the year	年內虧損	—	(2,633,919)	(2,633,919)
As at 31 May 2019	於二零一九年五月三十一日	32,709,141	(22,747,533)	9,961,608

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

33 Benefits and interests of directors

(a) Directors' emoluments

The emoluments of the directors of the Company paid or payable by the Group during the years ended 31 May 2019 and 2018 are set out below:

Year ended 31 May 2019

Name	姓名	Salaries, other	Discretionary	Defined	Total
		allowances		contribution	
		Fee	bonuses	pension costs	
		袍金	酌情花紅	界定供款	總計
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
		薪金、其他	津貼及福利	養老金費用	
Executive directors	執行董事				
Mr. Yeung Ho Ting	楊浩廷先生				
Dennis (Chief Executive Officer)	(行政總裁)	—	1,154,916	18,000	1,472,916
Mr. Tam Chun Yu	譚震宇先生	—	573,683	18,000	735,210
Non-executive director:	非執行董事：				
Mr. Law Wang Chak	羅宏澤先生	165,000	—	—	165,000
Waltery (Note)	(附註)				
Independent non-executive directors:	獨立非執行董事：				
Mr. Li Kai Sing	李啟承先生	180,000	—	—	180,000
Mr. Ma Tsz Chun	馬時俊先生	180,000	—	—	180,000
Ms. Loh Lai Ping, Phillis	羅麗萍女士	180,000	—	—	180,000
		705,000	1,728,599	36,000	2,913,126

Note: The director resigned on 1 May 2019.

附註：該董事於二零一九年五月一日辭任。

33 董事福利及權益

(a) 董事薪酬

本集團截至二零一九年及二零一八年五月三十一日止年度已付或應付的本公司董事薪酬情況如下：

截至二零一九年五月三十一日止年度

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

33 Benefits and interests of directors (Continued)

33 董事福利及權益(續)

(a) Directors' emoluments (Continued)

Year ended 31 May 2018

Name	姓名	Fee 袍金 HK\$ 港元	Salaries, other allowances and benefits 薪金、其他 津貼及福利 HK\$ 港元	Discretionary bonuses 酌情花紅 HK\$ 港元	Defined contribution pension costs 界定供款 養老金費用 HK\$ 港元	Total 總計 HK\$ 港元
Executive directors 執行董事						
Mr. Yeung Ho Ting Dennis (Chief Executive Officer)	楊浩廷先生 (行政總裁)	—	1,399,920	—	18,000	1,417,920
Mr. Tam Chun Yu	譚震宇先生	—	573,000	409,996	18,000	1,000,996
Non-executive director: 非執行董事：						
Mr. Law Wang Chak Waltery	羅宏澤先生	180,000	—	—	—	180,000
Independent non- executive directors: 獨立非執行 董事：						
Mr. Li Kai Sing	李啟承先生	173,500	—	—	—	173,500
Mr. Ma Tsz Chun	馬時俊先生	173,500	—	—	—	173,500
Ms. Loh Lai Ping, Phillis	羅麗萍女士	173,500	—	—	—	173,500
		700,500	1,972,920	409,996	36,000	3,119,416

(a) 董事薪酬(續)

截至二零一八年五月三十一日止
年度

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

33 Benefits and interests of directors (Continued)

(b) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the year (2018: Nil).

(c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year (2018: Nil).

(d) Directors' waived emoluments

None of the directors waived or agreed to waive any emoluments during the year (2018: Nil).

(e) Consideration provided to third parties for making available directors' services

During the year, the Company did not pay consideration to any third parties for making available directors' services (2018: Nil).

(f) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There were no loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors during the year (2018: Nil).

(g) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2018: Nil).

33 董事福利及權益(續)

(b) 董事退休福利

年內概無董事收到或將收到任何退休福利(二零一八年:無)。

(c) 董事終止福利

年內概無董事收到或將收到任何終止福利(二零一八年:無)。

(d) 董事放棄酬金

年內並無董事放棄或同意放棄任何酬金(二零一八年:無)。

(e) 就獲提供董事服務而給予第三方之代價

於年內,本公司概無就獲董事服務向任何第三方支付代價(二零一八年:無)。

(f) 有關以董事、該等董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易之資料

年內概無有關以董事、該等董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易(二零一八年:無)。

(g) 董事於交易、安排或合約方面的重大利益

於年末或年內任何時間,本公司並無參與本公司董事直接或間接擁有重大權益而有關本公司業務之重大交易、安排及合約存續(二零一八年:無)。

Financial Summary

財務摘要

Result

業績

For the year ended 31 May

截至五月三十一日止年度

		2015	2016	2017	2018	2019
		二零一五年	二零一六年	二零一七年	二零一八年	二零一九年
		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
Revenue	收益	26,822	40,805	66,820	83,607	94,273
Cost of services	服務成本	(16,381)	(22,842)	(32,908)	(41,463)	(48,135)
Gross profit	毛利	10,441	17,963	33,912	42,144	46,138
Profit/(loss) for the year	年內溢利/(虧損)	1,093	6,928	(663)	17,928	22,536

Assets and Liabilities

資產及負債

As at 31 May

於五月三十一日

		2015	2016	2017	2018	2019
		二零一五年	二零一六年	二零一七年	二零一八年	二零一九年
		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
Non-current assets	非流動資產	36,429	40,562	64,941	82,002	90,475
Current assets	流動資產	17,601	15,857	37,843	67,598	69,977
Non-current liabilities	非流動負債	2,702	3,801	29,010	8,339	7,589
Current liabilities	流動負債	33,907	28,195	49,161	34,115	23,200
Net current (liabilities)/	流動(負債)/資產					
assets	淨額	(16,306)	(12,338)	(11,318)	33,483	46,777
Net assets	資產淨值	17,421	24,423	24,613	107,146	129,663

The summary above does not form part of the audited consolidated financial statements.

上述概覽不構成經審核綜合資產負債表之一部分。

The financial information for the years ended 31 May 2015 and 2016 were extracted from the Prospectus of the Company dated 31 May 2017. Such summary was prepared as if the current structure of the Group had been in existence throughout these financial years and is presented on the basis as set out in note 2 to the audited consolidated financial statements.

截至二零一五年及二零一六年五月三十一日止年度之財務資料乃摘錄自本公司日期為二零一七年五月三十一日之招股章程。編製該等摘要時假設本集團之現行結構在該等財政年度均已存在，並根據經審核綜合財務報表附註2所載基準予以列報。